

## Sun Pharmaceutical Industries Ltd.

Sun House, Plot No. 201 B/1,  
Western Express Highway, Goregaon (E),  
Mumbai - 400 063, Maharashtra, INDIA.  
Tel. : (91-22) 4324 4324  
Fax : (91-22) 4324 4343  
Website : www.sunpharma.com  
CIN : L24230GJ1993PLC019050



**April 27, 2019**

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

**BSE Limited,**  
Market Operations Dept.  
P. J. Towers, Dalal Street,  
Mumbai - 400 001  
**BSE Code:524715**

### **Sub: Notice of the National Company Law Tribunal (“NCLT”) Convened Meetings of Sun Pharmaceutical Industries Limited (“the Company”)**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copies of the Notices of the NCLT Convened Meetings dated April 24, 2019, for convening Meetings of the equity shareholders and unsecured creditors of the Company on Tuesday, June 04, 2019 at 10:15 a.m. IST and 11:15 a.m. IST respectively, as directed by Hon’ble NCLT, Ahmedabad Bench, vide its order dated April 11, 2019, for the purpose of considering and if though fit, approving the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited ("**Transferor Company**") and Sun Pharma (Netherlands) B.V. ("**Transferee Company-1**") and Sun Pharmaceutical Holdings USA Inc. ("**Transferee Company-2**") and their respective members and creditors ("**Scheme of Arrangement**") for transfer of Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of the Company into Transferee Company-1 and Transferee Company-2 respectively.

Further, the Company has also provided voting facility through remote e-voting and electronic voting system at the venue of the Meeting to the equity shareholders of the Company in connection with the resolution proposed in the aforesaid Notice of the NCLT Convened Meeting of the equity shareholders. The voting period for remote e-voting will commence on and from Saturday, June 01, 2019 at 9:00 a.m. IST and will end on Monday, June 03, 2019 at 5:00 p.m. IST. The cut-off date for determining the eligibility to vote is May 29, 2019.

The Notices of the NCLT Convened Meetings are being sent via e-mail to all the equity shareholders and unsecured creditors for whom the Company has registered e-mail IDs and a physical copy of the Notice is being sent to all other equity shareholders and unsecured creditors at their registered addresses and to those equity shareholders and unsecured creditors who have requested for receiving the same in physical mode.

Registered Office : SPARC, Tandajja, Vadodara - 390 012, Gujarat, INDIA.

Reaching People. Touching Lives.

We are enclosing herewith copy of the Notices for the NCLT Convened Meetings of equity shareholders and unsecured creditors of the Company.

The copy of said Notice of NCLT Convened Meeting of equity shareholders is available on website of the Company at [www.sunpharma.com](http://www.sunpharma.com) and on the website of Central Depository Services (India) Ltd. at [www.evotingindia.com](http://www.evotingindia.com). The copy of Notice of NCLT Convened Meeting of unsecured creditors is available on website of the Company at [www.sunpharma.com](http://www.sunpharma.com).

This is for your information and record.

Thanking You,

Yours faithfully,

**For Sun Pharmaceutical Industries Limited**



**Ashok I Bhuta**  
**Sr. GM – Secretarial &**  
**Compliance Officer**



Enclosures: As above



## SUN PHARMACEUTICAL INDUSTRIES LIMITED

**Registered Office:** SPARC, Tandalja, Vadodara - 390 012, Gujarat, India.

**Tel No.:** 0265-6615500/ 600/ 700; **Fax No.:** 0265-2354897

**Corporate Office:** Sun House, Plot No. 201 B/1, Western Express Highway,  
Goregaon (E), Mumbai - 400 063, Maharashtra, India.

**CIN:** L24230GJ1993PLC019050

**Email ID:** secretarial@sunpharma.com; **Website:** www.sunpharma.com

<b>NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED</b>
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<b>Day</b>	Tuesday
<b>Date</b>	June 04, 2019
<b>Time</b>	10:15 a.m. IST
<b>Venue</b>	Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara-390 002, Gujarat, India

### REMOTE E-VOTING

<b>Commencing on</b>	Saturday, June 01, 2019 at 9:00 a.m. IST
<b>Ending on</b>	Monday, June 03, 2019 at 5:00 p.m. IST

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
CA(CAA) NO. 38/ NCLT/AHM/2019**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V., and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors.

**Sun Pharmaceutical Industries Limited** )  
(CIN: L24230GJ1993PLC019050), a company )  
registered under the provisions of Companies Act, )  
1956 and having its Registered Office at SPARC, )  
Tandalja, Vadodara - 390 012, in the state of Gujarat, India )

..... **Applicant Company**

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF  
SUN PHARMACEUTICAL INDUSTRIES LIMITED, THE APPLICANT COMPANY**

To,

The Equity Shareholders of Sun Pharmaceutical Industries Limited ("**Applicant Company**" / "**Transferor Company**").

Notice is hereby given that by an order dated April 11, 2019, the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("**NCLT**") has directed that a meeting of equity shareholders of the Applicant Company, be convened and held for the purpose of considering and if thought fit, approving the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. ("**Transferee Company-1**") and Sun Pharmaceutical Holdings USA Inc. ("**Transferee Company-2**"), and their respective members and creditors ("**Scheme of Arrangement**") for transfer of the Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of the Company into Transferee Company -1 and Transferee Company-2 respectively.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Applicant Company will be held on Tuesday, June 04, 2019 at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara-390 002, Gujarat, India at 10:15 a.m. IST ("**Meeting**"), at which time and place the equity shareholders of the Applicant Company are requested to attend and to consider and if thought fit, to pass the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and Section 234 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Sun Pharmaceutical Industries Limited ("**the Transferor Company**") and subject to the approval by the requisite majority of the shareholders and / or the creditors of the Transferor Company and as directed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("**NCLT**") and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the equity shareholders be and is hereby accorded to the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. ("**Transferee Company-1**") and Sun Pharmaceutical Holdings USA Inc. ("**Transferee Company-2**"), and their respective members and creditors ("**Scheme of Arrangement**") for demerger of the Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of the Transferor Company into the Transferee Company-1 and Transferee Company -2 respectively, as a going concern, without any consideration, placed before this NCLT convened Meeting, duly initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved;

**RESOLVED FURTHER THAT** any Whole-time Director of the Transferor Company, be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed

by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Arrangement or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Whole-time Director may deem fit and proper.”

**TAKE FURTHER NOTICE** that persons entitled to attend and vote at the Meeting may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant Company at SPARC, Tandalja, Vadodara – 390 012, Gujarat, India, not later than 48 hours before the scheduled time of the commencement of the Meeting of the equity shareholders of the Applicant Company. Forms of proxy can also be obtained from the registered office of the Applicant Company.

**TAKE FURTHER NOTICE** that in compliance with the order issued by NCLT dated April 11, 2019 (“NCLT Order”) and the provisions of Section 230(4) and Section 108 of the Companies Act, 2013 and the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided the facility of voting by remote e-voting as well as electronic voting system at the venue of the Meeting, so as to enable the equity shareholders to consider and approve the Scheme of Arrangement by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant Company to the Scheme of Arrangement shall be carried out through (i) remote e-voting and (ii) electronic voting system at the venue of the Meeting to be held on June 04, 2019.

It is clarified that votes may be cast by the equity shareholders by remote e-voting in terms of this Notice and casting of votes by remote e-voting does not disentitle them from attending the Meeting. However, the members who have cast their votes by remote e-voting will not be eligible to cast their votes at the Meeting. It is further clarified that votes may be cast personally or by proxy or by Authorized Representative at the Meeting as provided in this Notice. The remote e-voting period shall commence on Saturday, June 01, 2019 at 9:00 a.m. IST and shall end on Monday, June 03, 2019 at 5:00 p.m. IST.

Copies of this Notice which include Scheme of Arrangement and Explanatory Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge from the Registered Office of the Applicant Company and/or from the office of the Advocate Mrs. Swati Saurabh Soparkar at 301, Shivalik- 10, Opp. SBI Zonal Office, S. M. Road, Ambavadi, Ahmedabad 380 015, Gujarat, India.

NCLT has appointed Mr. Gaurang Parikh, Independent Chartered Accountant and failing him, Mr. Pradip Gordia, Independent Chartered Accountant and failing him, Mr. Gautam Doshi, the Independent Director of the Applicant Company, to act as the Chairman of the said Meeting including any adjournment(s) thereof.

The Scheme of Arrangement, if approved at the Meeting, will be subject to the subsequent approval of the NCLT and any other approvals as may be required.

Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 along with copy of the Scheme of Arrangement and other enclosures as indicated in the index including Proxy Form and Attendance Slip are enclosed herewith.

Dated this April 24, 2019

Place : Vadodara

**Gaurang Parikh**

**The Chairman appointed for the Meeting**

**Registered Office:**

SPARC, Tandalja, Vadodara,  
Gujarat – 390 012, India.

**Notes:**

1. Only registered equity shareholders of the Applicant Company may attend and vote (either in person or by proxy or by authorised representative) at the Meeting. The authorised representative of a body corporate which is a registered equity shareholder of the Applicant Company may attend and vote at the Meeting provided that a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote at the Meeting is deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE APPLICANT COMPANY. The Form of Proxy duly completed should, however, be deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting.
3. A person can act as a proxy on behalf of shareholders not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Applicant Company carrying voting rights. A shareholder holding more than 10% of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. All alterations made in the Form of the Proxy should be initialled.

5. The Proxy(ies) should carry any of their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card or such other proof at the venue of the Meeting.
6. A registered equity shareholder or his Proxy or authorized representative is requested to bring copy of the notice to the Meeting and produce the attendance slip duly completed and signed at the entrance of the Meeting venue.
7. Shareholders who hold shares in dematerialized form and in Physical mode are requested to produce their Client ID and DP ID and Folio number respectively for easy identification of attendance at the Meeting.
8. Shareholders are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
9. In compliance with the NCLT Order, the Notice is being sent to all the Members whose names appear in the Register of Members/Beneficial Owners as per the details furnished by the Depositories as on March 31, 2019 i.e. cut-off date for dispatch of Notice. This Notice of the Meeting is also displayed / posted on the website of the Applicant Company at [www.sunpharma.com](http://www.sunpharma.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
10. In compliance with the NCLT Order, the provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided the facility to the shareholders to cast their votes either by way of remote e-voting facility, prior to the Meeting or by way of electronic voting system at the venue of the Meeting.
11. The equity shareholders holding equity shares as on May 29, 2019, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders as on May 29, 2019. Persons who are not equity shareholders of the Applicant Company as on the cut-off date i.e. May 29, 2019 should treat this notice for information purposes only.
13. The Voting period for remote e-voting shall commence on and from Saturday, **June 01, 2019 at 9:00 a.m. IST and shall end on Monday, June 03, 2019 at 5:00 p.m. IST(Inclusive of both the days)**.
14. It is clarified that votes may be cast by shareholders by remote e-voting and casting of votes by remote e-voting does not disentitle them or their proxies or authorized representatives from attending the Meeting. The shareholder or his/her proxy or its authorized representatives shall not be allowed to vote again at the Meeting, if such shareholder has exercised his/her right to vote through remote e-voting.
15. Mr. C. J. Goswami, proprietor of C. J. Goswami and Associates, the practicing Company Secretaries Mumbai (400 084), has been appointed by the NCLT, as the Scrutinizer to scrutinize the voting by remote e-voting and electronic voting system at the venue of the Meeting.
16. The Scrutinizer will submit his consolidated report to the Chairman of the Meeting after scrutinizing the voting made by members/proxies through remote e-voting and electronic voting system at the venue of the Meeting. The result of the voting on the above Resolution shall be announced by the Chairman of the Meeting or any person authorized by him within forty eight hours of the conclusion of the Meeting. The results will be posted on the website of the Applicant Company at [www.sunpharma.com](http://www.sunpharma.com) and on CDSL’s website at [www.evotingindia.com](http://www.evotingindia.com), as well as on the notice board of the Applicant Company at its Registered Office and Corporate Office besides being notified to National Stock Exchange of India Limited and BSE Limited, the stock exchanges, where shares of the Applicant Company are listed.
17. Relevant documents referred in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Applicant Company on all working days, except Saturdays and Sundays, between 11:00 a.m. IST and 1:00 p.m. IST upto the date of the Meeting and at the Meeting during the Meeting hours.
18. Pursuant to Section 101 of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force), the Notice is being sent by electronic mode to those shareholders whose e-mail address are registered with the Depositories or the Applicant Company’s Registrar and Transfer Agent. However, in case a shareholder wishes to receive a physical copy of the Notice, he/she is requested to send an e-mail from their registered email ID to [secretarial@sunpharma.com](mailto:secretarial@sunpharma.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or a letter addressed to Mr. Ashok I Bhuta, Compliance Officer of the Applicant Company, at Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra, India or to Applicant Company’s Registrar and Transfer Agent, Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli, Mumbai - 400 083, Maharashtra, India duly quoting his/her DP ID and Client ID or the Folio number, as the case may be. For shareholders who have requested for physical copy of the Notice or whose e-mail address is not registered, the physical copy of the Notice is being sent by the permitted mode.



19. Any queries/grievances pertaining to voting by remote e-voting process can be addressed to Mr. Ashok I Bhuta, Compliance Officer of the Applicant Company, at Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra, India or by sending an e-mail at [secretarial@sunpharma.com](mailto:secretarial@sunpharma.com) or to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and address to Mr. Rakesh Dalvi, Manager at Central Depository Services India Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013, Maharashtra, India.

20. Voting through Remote E-voting:

- a) 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 including the amendments thereto, the Applicant Company is pleased to provide facility to its members, to cast their vote electronically for the resolution proposed at the NCLT Convened Meeting of the Applicant Company. The Applicant Company has appointed CDSL to provide remote e-voting and electronic voting facility at the venue of the Meeting to its shareholders.
- b) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Applicant Company held by them as on May 29, 2019, being the cut-off date.
- c) The voting period begins on **Saturday, June 01, 2019 at 9:00 a.m. IST and shall end on Monday, June 03, 2019 at 5:00 p.m. IST**. During this period, shareholders of the Applicant Company holding shares either in physical form or in dematerialized form, as on May 29, 2019, being the cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- d) The instructions for shareholders voting through remote e-voting are as under:
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on Shareholders / Members.
  - iii. Now Enter your User ID
    1. For CDSL: 16 digits beneficiary ID,
    2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv. Next enter the Image Verification as displayed and Click on Login.
  - v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
Password	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the e-voting code which is printed on address label on the envelope sent in Physical, in the Password field. For those having email IDs the e-voting code is sent by email.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction(iii).</li> </ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolution contained in this Notice.

- x. Click on the EVSN for **Sun Pharmaceutical Industries Limited** on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. 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 phoneusers 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.**
- xviii. 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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xix. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Any person having any grievances in connection with remote e-voting may write to:

Name:	Mr. Rakesh Dalvi
Designation:	Manager
Address:	CDSL, A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013, Maharashtra, India.
Email ID:	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Toll Free number:	1800225533

Enclosures: As above



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
CA(CAA) NO. 38/ NCLT/AHM/2019**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors.

**Sun Pharmaceutical Industries Limited** )  
(CIN: L24230GJ1993PLC019050), a company )  
registered under the provisions of Companies Act, )  
1956 and having its Registered Office at SPARC, )  
Tandalja, Vadodara - 390 012, in the state of Gujarat, India )

..... **Applicant Company**

**EXPLANATORY STATEMENT UNDER SECTION 230(3) AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE COMPOSITE SCHEME OF ARRANGEMENT AMONG SUN PHARMACEUTICAL INDUSTRIES LIMITED AND SUN PHARMA (NETHERLANDS) B.V. AND SUN PHARMACEUTICAL HOLDINGS USA INC., AND THEIR RESPECTIVE MEMBERS AND CREDITORS.**

Pursuant to the Order dated April 11, 2019, passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), a meeting of the equity shareholders of Sun Pharmaceutical Industries Limited ("**Applicant Company**" / "**Transferor Company**") is being convened at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara - 390 002, Gujarat, India on Tuesday, June 04, 2019 ("**Meeting**"), for the purpose of considering and if thought fit, approving the arrangement embodied in the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. ("**Transferee Company-1**") and Sun Pharmaceutical Holdings USA Inc. ("**Transferee Company-2**") and their respective members and creditors ("**Scheme of Arrangement**") for transfer of the Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of Transferor Company into Transferee Company-1 and Transferee Company-2 respectively, is enclosed as **Annexure 1**. Notice of the said meeting together with the copy of the Scheme of Arrangement is sent herewith. This statement explaining the terms of the Scheme of Arrangement is being furnished, *inter alia*, as required under section 230(3) of the Companies Act, 2013.

1. The draft Scheme of Arrangement was placed before the Audit Committee and Board of Directors of the Applicant Company at their respective meetings held on May 25, 2018. In accordance with the provisions of Securities and Exchange Board of India ("**SEBI**") Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Audit Committee of the Applicant Company vide a resolution passed on May 25, 2018 recommended the Scheme of Arrangement to the Board of Directors of the Applicant Company, *inter alia*, taking into account the Fairness Opinion dated May 25, 2018 issued by Vivro Financial Services Private Limited, an independent Merchant Banker, enclosed as **Annexure 2**. The Board of Directors of the Applicant Company at its meeting held on May 25, 2018, approved the Scheme of Arrangement, *inter alia*, based on such recommendation of the Audit Committee.
2. **List of the companies/parties involved in the Scheme of Arrangement:**
  - a) Sun Pharmaceutical Industries Limited
  - b) Sun Pharma (Netherlands) B.V.
  - c) Sun Pharmaceutical Holdings USA Inc.

3. **Details of the companies/parties to the Scheme of Arrangement:**

**A. Sun Pharmaceutical Industries Limited**

- a) Sun Pharmaceutical Industries Limited, the Transferor Company/Applicant Company, came into existence by conversion of a partnership firm in the name and style of “Sun Pharmaceutical Industries” into a company in the name and style of Sun Pharmaceutical Industries Limited on March 01, 1993 under the provisions of Part IX of the Companies Act, 1956 with its running business activities. It is a listed public limited company having Corporate Identification Number (“CIN”): L24230GJ1993PLC019050 and Permanent Account Number (“PAN”): AADCS3124K. The equity shares of the Applicant Company are listed on the National Stock Exchange of India Limited and BSE Limited (“**Stock Exchanges**”).
- b) The Registered Office of the Applicant Company is situated at SPARC, Tandalja, Vadodara – 390 012, Gujarat, India. The email address of the Applicant Company is [secretarial@sunpharma.com](mailto:secretarial@sunpharma.com).
- c) The main objects of the Applicant Company are set out in the Memorandum of Association which are as under:
1. *To carry on the business as manufacturers, dealers, job workers, processors, Sellers, retailer, buyers, wholesalers, importers, exporters in pharmaceuticals, pharmaceutical-fine-Chemicals, pharmaceutical products, bulkdrugs, intermediates, medicines, allopathic, ayurvedic, homeopathic, unani, patent medicines, lotions, cosmetics, formulations, pills, injection, tablets, capsules, ointments, palsma, biological products biotechnological products monoclonal antibodies, genetic, engineering products, tissue culture products, herbs, cosmetics, toiletries and to carry on the business of vialling, bottling, repacking, processing of capsules, syrups, tablets and ointments.*
  - 1A. *To establish, provide, maintain and conduct or otherwise subsidize research and development laboratories or facilities and experimental workshop for scientific and technical research and to undertake and carry on all types of science and technical research, experiments, process development and tests to all kinds and to promote, sell and lease studies and research both scientific and technical investigations, process development and invention in pharmaceutical formulations and research both scientific and technical investigations, process development and invention in pharmaceutical formulations, bulk drugs, etc. and to make available products and processes on commercial scale or otherwise to pharmaceutical and other Companies and other persons and also to maintain, provide, subsidize, endow or assist laboratories, workshops, libraries, lectures, meetings and conferences and to provide for the remunerations of scientific or technical researchers of professors or teachers and to provide for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests of any kind that may be considered likely to assist the business which the company is authorised to carry on.*
- d) The Applicant Company on the consolidated basis, is the world’s fifth largest specialty generic pharmaceutical company and India’s top pharmaceutical company, *interalia*, engaged in the business of development, manufacture, marketing, sale, trading, and export of various generic and branded drug formulations as well as active pharmaceutical ingredients. The pharmaceutical products of the Applicant Company are sold all over the globe including to USA, other regulated markets and various emerging markets of the world.
- e) i. The authorised, issued, subscribed and paid-up share capital of the Applicant Company as on December 31, 2018 was as set out below:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorised share capital</b>	
5,99,00,00,000 equity shares of face value of INR 1/- each	5,99,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>Total</b>	<b>6,00,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,39,93,28,274 fully-paid up equity shares of face value of INR 1/- each	2,39,93,28,274
<b>Total</b>	<b>2,39,93,28,274</b>

- ii. Subsequent to December 31, 2018, Committee of Directors (Allotment) of the Applicant Company at its meeting held on February 11, 2019 allotted 6,696 (Six Thousand Six Hundred and Ninety Six) equity shares of the Applicant Company of Re. 1/- (Rupee One only) each, on exercise of stock options under the Sun Employee Stock Option Scheme – 2015. Accordingly, share capital of the Transferee Company as on date of this notice, is as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
5,99,00,00,000 equity shares of face value of INR 1/- each	5,99,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>Total</b>	<b>6,00,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,39,93,34,970 fully-paid up equity shares of face value of INR 1/- each	2,39,93,34,970
<b>Total</b>	<b>2,39,93,34,970</b>

- f) The details of the present promoter(s) and directors of the Applicant Company along with their addresses are as follows:

i. **Promoter(s) and Promoter Group**

Sr. No.	Name	Address
<b>Promoter:</b>		
1.	Mr. Dilip S. Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
<b>Promoter Group:</b>		
2.	Vibha Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
3.	Kumud Shantilal Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
4.	Aalok Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
5.	Vidhi Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
6.	Shanghvi Family & Friends Benefit Trust	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
7.	Shanghvi Finance Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
8.	Flamboyawer Finance Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
9.	Sanghvi Properties Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
10.	Gujarat Sun Pharmaceutical Industries Private Limited	402, 4 <sup>th</sup> Floor, R. K. Centre, Fatehgunj Main Road, Baroda - 390 002
11.	Sudhir Vrundavandas Valia	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (East), Mumbai - 400 014
12.	Aditya Medisales Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
13.	Raksha Sudhir Valia*	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (East), Mumbai - 400 014
14.	Unimed Investments Limited*	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
<p><b>Following Promoter Group persons/entities have been re-classified from Promoter Group Category to Public Category vide receipt of approval from National Stock Exchange of India Limited on October 07, 2016 and BSE Limited on October 10, 2016, pursuant to reclassification of status of shareholders in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</b></p> <p>Mr. Jayant Shantilal Sanghvi, Ms. Varsha Kiran Doshi, Ms. Dipti Nirmal Modi, Mr. Kirit Valia, M/s Kirit Valia HUF, Mr. Jitendra Vrundavandas Valia, M/s Jitendra V Valia (HUF), Mr. Ajay Vrundavandas Valia, M/s Pratham Investments (held on behalf of the firm by its partners)</p>		

\* Persons Acting in Concert

ii. **Directors**

Sr. No.	Name	Address
1.	Mr. Israel Makov	20, Hanarkis Street, Karne Yosef 99797, Israel
2.	Mr. Dilip S. Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049, Maharashtra
3.	Mr. Sudhir V. Valia	801, Aalap Building, 8 <sup>th</sup> Floor, 173, Sir Balchandra Road, Dadar (E), Mumbai - 400 014, Maharashtra
4.	Mr. Sailesh T. Desai	A/1002, Aditya Co-op. Hsg. Soc., 10 <sup>th</sup> Floor, Samarth Ramdas Marg, Gulmarg Cross Road No.7, JVPD Scheme, Vile Parle (West), Mumbai - 400 049, Maharashtra
5.	Mr. Kalyanasundaram Subramanian	Flat 301, 3 <sup>rd</sup> Floor, La Papeyon CHSL, Mount Mary, Hill Road, Bandra (West), Mumbai - 400 050, Maharashtra
6.	Ms. Rekha Sethi	32, Uday Park, New Delhi - 110 049
7.	Mr. Vivek Chaand Sehgal	Villa No. 40, Dubai Creek Villas, Dubai Creek Golf and Yacht Club, Port Saeed Deira, Dubai
8.	Mr. Gautam Doshi	C-191 Grand Paradi, Kemps Corner, August Kranti Marg, Mumbai - 400 036

- g) The amount due to Unsecured Creditors of the Applicant Company as on December 31, 2018 is Rs. 118,505.35 millions.

**B. Sun Pharma (Netherlands) B.V.**

- a) Sun Pharma (Netherlands) B.V., the Transferee Company-1 is incorporated in Netherlands on December 14, 1993.
- b) The Registered Office of the Transferee Company-1 is situated at Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands. The email addresses of the Transferee Company-1 is [prashant.Savla@sunpharma.com](mailto:prashant.Savla@sunpharma.com).
- c) The Transferee Company-1 is a Wholly owned subsidiary of the Transferor Company.
- d) The objects of the Transferee Company-1 as set out in the Memorandum of Association which are considered as main objects are as under:
- trade including import, export, purchase and sale in pharmaceutical and related products;
  - to acquire, hold, administer, manage (including licensing) and dispose of intellectual property rights;
  - to acquire, conduct the management of, to exploit, to encumber and alienate operating assets as well as assets in general;
  - to take up loans and to grant funds by way of loans;
  - to give advice and to render services to legal persons and companies, with which the company forms a group, as well as to third parties;
  - to participate in, to conduct the management over and to finance other companies and business enterprises, of any nature whatsoever;
  - to guarantee liabilities of third parties;
- together with all activities which are incidental to or which may be conducive to any of the foregoing, everything in the broadest possible sense.
- e) The Transferee Company-1 is *inter alia* engaged in the business of holding strategic investments in overseas operating companies, and is also authorised to undertake financial activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- f) The authorised, issued, subscribed and paid-up share capital of the Transferee Company-1 as on December 31, 2018 was as under:

Particulars	Amount in Euro
<b>Authorised share capital</b>	
1,75,00,000 Shares of EURO 100/- each	1,75,00,00,000
<b>Total</b>	<b>1,75,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
54,73,340 shares of EURO 100/- each	54,73,34,000
<b>Total</b>	<b>54,73,34,000</b>

**Note:** There has been no change in the above capital structure of the Transferee Company-1 as on the date of this Notice. The Transferor Company presently holds 100% of the issued, subscribed and paid up capital of the Transferee Company-1.

- g) The details of the present promoter(s) and directors of Transferee Company-1 along with their addresses are as follows:

**i. Promoter(s)**

Sr. No.	Name	Registered Office Address
1.	Sun Pharmaceutical Industries Limited	SPARC, Tandalja, Vadodara, Gujarat 390 012

**ii. Directors**

Sr. No.	Name	Address
1.	Ms. Hellen De Kloet	Sun Pharma (Netherlands) B.V., Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands
2.	Mr. Prashant Savla	Sun Pharma (Netherlands) B.V., Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands
3.	Mr. Harin P Mehta	Sun Pharma Global FZE, 704, JBC1, Jumeirah Lake Towers, Dubai PO Box 643561, UAE

**C. Sun Pharmaceutical Holdings USA Inc.**

- a) Sun Pharmaceutical Holdings USA Inc., the Transferee Company-2, is incorporated under the laws of Delaware, United States of America on November 18, 2016
- b) The Registered Office of the Transferee Company-2 is situated at 1209 Orange St, Wilmington, New Castle Colony, DE 19801. The email addresses of the Transferee Company-2 is [sunil.mehta@sunpharma.com](mailto:sunil.mehta@sunpharma.com)
- c) The object(s) of the Transferee Company-2 as set out in the Certificate of Incorporation which are considered as main object is as under:
3. *The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.*
- d) The Transferee Company-2 is an indirect wholly owned subsidiary of the Transferor Company.
- e) The Transferee Company-2 is *interalia* engaged in holding strategic investments in group companies incorporated in the United States of America, and financing activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- f) The authorised, issued, subscribed and paid-up share capital of the Transferee Company-2 as on December 31, 2018 was as under:

Particulars	Amount in USD
<b>Authorised share capital</b>	
5000 shares of USD 0.001/- each	5.000
<b>Total</b>	<b>5.000</b>
<b>Issued, subscribed and paid-up share capital</b>	
1 share of USD 0.001/- each	0.001
<b>Total</b>	<b>0.001</b>

**Note:** There has been no change in the above capital structure of the Transferee Company-2 as on the date of this Notice. The Transferor Company holds 100% of the issued, subscribed and paid up capital of the Transferee Company-1. The Transferee Company-1 presently holds 100% of the issued, subscribed and paid up capital of Ranbaxy Holdings (U.K.) Ltd. which is the 100% holding company of the Transferee Company-2 and hence the Transferee Company-2 is an indirect wholly owned subsidiary of the Transferor Company.

- g) The details of the present promoter(s) and directors of Transferee Company-2 along with their addresses are as follows:

**iii. Promoter(s)**

Sr. No.	Name	Registered Office Address
1.	Ranbaxy Holdings (U.K.) Ltd	5 <sup>th</sup> Floor, Hyde Park Hayes 3 11 Millington Road, Hayes, UB3 4AZ U.K.

**iv. Directors**

Sr. No.	Name	Address
1.	Mr. Abhay Gandhi	Sun Pharmaceutical Industries, Inc, 2, Independence Way, Princeton, NJ 08540
2.	Mr. Sudhir Valia	801, Aalap Building, 8 <sup>th</sup> Floor 173, Sir Balchandra Road, Dadar (E), Mumbai - 400 014, Maharashtra
3.	Mr. Jayesh Shah	Sun Pharmaceutical Industries, Inc, One Commerce Drive, Cranbury, NJ 08512, USA
4.	Mr. Sunil Mehta	Sun Pharmaceutical Industries, Inc, One Commerce Drive, Cranbury, NJ 08512, USA

**4. Relationship subsisting between the companies who are parties to the Scheme of Arrangement**

- The Transferor Company holds 100% of the issued, subscribed and paid up capital of the Transferee Company-1.
- The Transferee Company-1 holds 100% of the issued, subscribed and paid up capital of Ranbaxy Holdings (U.K.) Ltd. and Ranbaxy Holdings (U.K.) Ltd is 100% holding company of the Transferee Company-2 and hence the Transferee Company-2 is an indirect wholly owned subsidiary of the Transferor Company.
- The Transferor Company is the holding company of Transferee Company-1 and ultimate holding company of the Transferee Company-2.
- Mr. Sudhir Valia is common Director in the Transferor Company and the Transferee Company-2.

**5. Details of the Board meeting at which the Scheme of Arrangement was approved by the Board of Directors of the Applicant Company, Transferee Company-1 and Transferee Company-2 respectively, including the names of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.**

- Mr. Israel Makov, Mr. Dilip S. Shanghvi, Mr. Sudhir V. Valia, Mr. Sailesh T. Desai, Mr. Kalyanasundaram Subramanian, Mr. S. Mohanchand Dadha\*, Ms. Rekha Sethi, Mr. Ashwin S. Dani\*, Mr. Keki M. Mistry\*, Mr. Vivek Chaand Sehgal and Mr. Gautam Doshi, Directors of the Applicant Company, had attended the Board meeting held on May 25, 2018 and had unanimously approved the Scheme of Arrangement. All the Directors of the Company were present at the aforesaid Board meeting.

\*Retired and ceased to be Directors of the Transferor Company w.e.f. September 26, 2018.

- Ms. Hellen De Kloet, Mr. Prashant Savla and Mr. Harin P Mehta, Directors of the Transferee Company-1, had attended the Board meeting held on May 24, 2018 and had unanimously approved the Scheme of Arrangement.
- Mr. Abhay Gandhi, Mr. Sudhir Valia, Mr. Sunil Mehta and Mr. Jayesh Shah, Directors of the Transferee Company-2, had attended the Board meeting held on May 23, 2018 and had unanimously approved the Scheme of Arrangement.

**6. Salient features / details / extract of the Scheme of Arrangement**

The salient features / details / *extract* of the Scheme of Arrangement are, *interalia*, as under:

- The Scheme of Arrangement provides for the spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of the Applicant Company into the Transferee Company-1 and Transferee Company-2 respectively. Therefore, the Scheme of Arrangement is proposed *interalia* for strengthening of the investment portfolio, synergistic benefits, faster decision making, strengthening the focus, enhancing the ability to deal with regulatory challenges, risks and policies and consolidating the financial, management and operational resources at overseas jurisdictions and to achieve the perceived benefits as stated below in point no. 7.
- The appointed date for the Scheme of Arrangement has been fixed as April 01, 2017 or such other date as may be agreed between the Transferor Company and the Transferee Company-1 / Transferee Company-2 (as the case may be) and approved by NCLT and is the date with effect from which the Scheme of Arrangement shall upon receipt of requisite approvals, be deemed to be effective.

- c) The effective date shall mean the last of the dates on which the sanctions / approvals or orders as specified in Clause No. 25 of the Scheme of Arrangement has been obtained and / or filed by the Transferor Company, the Transferee Company-1 and Transferee Company-2 with the Registrar of Companies and other Governmental Authority as may be required.
- d) The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1(as defined in Scheme of Arrangement) in more efficient and focussed manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-1. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-1 shall be spun-off without any consideration, to the Transferee Company-1 under the Scheme.
- e) The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-2 in more efficient and focussed manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-2. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-2 shall be spun-off without any consideration, to the Transferee Company-2 under the Scheme.
- f) The following points are reproduced as per the Scheme of Arrangement and are numbered according to the Scheme of Arrangement:

**3(g) “Remaining Undertaking / Business”** means all the businesses and activities of the Transferor Company other than the Specified Investment Undertaking-1 and Specified Investment Undertaking-2.

**3(i) “Specified Investment Undertakings”** shall mean Specified Investment Undertaking-1 and Specified Investment Undertaking-2, together.

**3(j) “Specified Investment Undertaking-1”** shall mean with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments and loans and advances) of the Transferor Company in the following entities as on the Appointed Date and as on the Effective Date:

- a. Sun Pharmaceutical Peru Sociedad Anonima Cerrada
- b. SPIL DE Mexico S.A. DE C.V.
- c. OOO “Sun Pharmaceutical Industries” Limited
- d. Sun Pharma de Venezuela, C.A.
- e. Ranbaxy Pharmacie Generiques
- f. Ranbaxy (Malaysia) SDN. BHD.
- g. Ranbaxy Nigeria Limited

**3(k) “Specified Investment Undertaking-2”** shall mean with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments and loans and advances.) of the Transferor Company in Sun Pharmaceutical Industries, Inc., USA as on the Appointed Date and as on the Effective Date.

## **12. ACCOUNTING TREATMENT BY TRANSFEROR COMPANY AND THE TRANSFEE COMPANY-1 IN RESPECT OF SPIN-OFF OF SPECIFIED INVESTMENT UNDERTAKING-1:**

### **(i) Accounting treatment in the books of the Transferor Company:**

Transferor Company shall account for the spin-off and vesting of the Specified Investment Undertaking-1 in its books of accounts as per applicable Accounting Standards notified under Section 133 of the Act read with relevant rules issued thereunder as applicable to the Transferor Company as under:

- (a) The net book value of Specified Investment Undertaking-1 shall be added to the book value of investment in Transferee Company-1 standing in the books of the Transferor Company.

### **(ii) Accounting treatment in the Books of the Transferee Company-1:**

Transferee Company-1 shall record in its books of accounts, the carrying amount of investments held in Specified Investment Undertaking-1, as appearing in the books of Transferor Company or as may be allowed under the applicable accounting standards under the laws of Netherlands.



The features / details / extract set out above being only the salient features / details / extract of the Scheme of Arrangement as are statutorily required to be included in this Explanatory Statement, the shareholders are requested to read the entire text of the Scheme of Arrangement (annexed herewith as **Annexure 1**) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Arrangement.

## 7. Rationale and Benefits of the Scheme of Arrangement

The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of the Transferor Company into the Transferee Company-1 and Transferee Company-2, respectively would *inter alia* have the following benefits:

- (a) The Transferor Company, as part of its global operations, has a large number of overseas operating companies, a major part of which are held as direct and/or indirect subsidiaries of Transferee Company-1. Transferee Company-2 is also an indirect wholly owned subsidiary of Transferor Company. By virtue of this Scheme, the investments in overseas operating companies of the Transferor Company held directly in Specified Investment Undertaking-1 and Specified Investment Undertaking-2 will be integrated and held as direct and/or indirect subsidiaries of Transferee Company-1 and Transferee Company-2.
- (b) The Transferor Company's Specified Investment Undertaking-1 and Specified Investment Undertaking-2 shall be integrated and consolidated with the Transferee Company-1 and Transferee Company-2 respectively, so as to consolidate the holding structure for the overseas direct and/or indirect wholly-owned subsidiaries of the Transferor Company resulting in strengthening of the investment portfolio, synergistic benefits, faster decision making, strengthening the focus, enhancing the ability to deal with regulatory challenges, risks and policies and consolidating the financial, management and operational resources at overseas jurisdictions.
- (c) The Scheme shall enable the Transferor Company and the Transferee Company-1 and Transferee Company-2 to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies.
- (d) The proposed arrangement shall also enable the Transferor Company to address the risks and policies, ability to strategize the remaining business for long term growth, consolidation and creation of shareholder value.
- (e) The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 from the Transferor Company to the Transferee Company-1 and Transferee Company-2 respectively is without consideration, and therefore covered under sub clause (iii) of Section 47 of Indian Income Tax Act, 1961, besides enabling the Transferor Company and the Transferee Company-1 and Transferee Company-2 respectively to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies and further diluting any adverse competitive pressures.
- (f) In order to effectively and efficiently cater to the independent growth plans, both through organic and inorganic means, for each of the undertakings of respective companies, such internal arrangement supporting each functional area, is a requirement. Scheme proposes to re-organise the existing businesses of the Transferor Company and Transferee Companies to facilitate greater efficiency in cash management and better utilisation of the cash flows generated ultimately maximising shareholders' value. This shall also enable better and more efficient management, control and running of the businesses of the Transferor Company and Transferee Companies, giving the benefit of consolidation at the group level.
- (g) The Transferee Company-1 and Transferee Company-2 would be in a position to consolidate operations including the integration of investment holdings through optimum utilization of its resources and avoidance of duplication. The Transferee Company-1 and Transferee Company-2 would be in a position to achieve cost efficiencies in manpower and other costs in relation to the strategic investments. Simultaneously, the Transferor Company would also be in a position to achieve cost efficiencies in manpower and other costs in relation to the remaining business. The Boards of Transferor Company as well as Transferee Company-1 and Transferee Company-2 believe that this spin-off will contribute to smooth integration of relevant undertakings of all the companies and would benefit the shareholders, employees and other stakeholders.

## 8. Applicability of Valuation Report and Summary of Fairness opinion

- a) The Applicant Company had obtained a certificate from M/s. Valia & Timbadia, Chartered Accountants dated August 14, 2018, *inter alia*, certifying that since there will be no change in the shareholding pattern of the Transferor Company pursuant to Scheme of Arrangement, no valuation is required to be done.

- b) The Fairness Opinion was issued by Vivro Financial Services Private Limited, an independent Merchant Banker by its report dated May 25, 2018 stating:
- Since the Transferee Companies (i.e. Sun Pharma (Netherlands) B.V. & Sun Pharmaceutical Holdings USA Inc.) are direct or indirect wholly owned subsidiaries of Transferor company (i.e.SPIL), the Scheme is an internal group restructuring between the Transferor Company and the Transferee Companies. Accordingly, the Transferee Companies shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Hence, an exchange ratio or a valuation of Equity shares of the Transferor Company and Transferee Companies has not been arrived at, for the proposed Composite Scheme of Arrangement.
  - The proposed spin-off does not involve any movement of assets or liabilities outside the Sun Pharma group.
  - There would be no change in the promoter or public shareholding pattern of the public listed company i.e. SPIL, post proposed Composite Scheme of Arrangement.
  - In the light of the foregoing and subject to the disclaimers and limitations detailed hereinabove, we state that in our opinion the proposed spin-off of the Specified Investment Undertaking-1 of SPIL into Transferee Company-1 and of the Specified Investment Undertaking-2 of SPIL into Transferee Company-2 under the Composite Scheme of Arrangement seems fair and reasonable.

## 9. Effect of the Scheme of Arrangement

### A. Directors, Key Managerial Personnel and their Relatives

The Directors and Key Managerial Personnel (“KMP”) of the Applicant Company and Transferee Company-1 and Transferee Company-2 and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Arrangement except to the extent of their shareholding in the Applicant Company, if any, or to the extent the said Directors and KMP(s) are the partners, directors, members and/or beneficiaries of the companies, firms, association of persons, bodies corporate and/or trust, as the case may be, that hold shares in the Applicant Company.

Details of the Directors and KMP(s) of the Applicant Company and Transferee Company-1 and Transferee Company-2 and their respective equity shareholding as on December 31, 2018 in the Applicant Company and Transferee Company-1 and Transferee Company-2 are as follows:

#### a) Applicant Company

##### Directors and KMP

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	Transferee Company-1	Transferee Company-2
1.	Mr. Israel Makov	Chairman	0	0	0
2.	Mr. Dilip S. Shanghvi	Managing Director	230285690	0	0
3.	Mr. Sudhir V. Valia	Whole-time Director	14345019	0	0
4.	Mr. Sailesh T. Desai	Whole-time Director	3738747	0	0
5.	Mr. Kalyansundaram Subramanian	Whole-time Director	0	0	0
6.	Ms. Rekha Sethi	Director	0	0	0
7.	Mr. Vivek Chaand Sehgal	Director	0	0	0
8.	Mr. Gautam Doshi	Director	8000	0	0
9.	Mr. Sunil R. Ajmera	Company Secretary	0	0	0
10.	Mr. C. S. Muralidharan	Chief Financial Officer	0	0	0

#### b) Transferee Company-1

##### Directors

Sr. No.	Name of the Directors	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	Transferee Company-1	Transferee Company-2
1.	Ms. Hellen De Kloet	Director	0	0	0
2.	Mr. Prashant Savla	Director	2116	0	0
3.	Mr. Harin P Mehta	Director	44000	0	0

**c) Transferee Company-2**

**Directors and KMP**

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	Transferee Company-1	Transferee Company-2
1.	Mr. Abhay Gandhi	Director	0	0	0
2.	Mr. Sudhir Valia	Director	14345019	0	0
3.	Mr. Jayesh Shah	Director	0	0	0
4.	Mr. Sunil Mehta	Director	10000	0	0
5.	Mr. Zvi Albert	V.P. Finance & Treasurer	0	0	0
6.	Mr. Stephen Manzano	Secretary	0	0	0

**B. Promoter and Non-Promoter Members**

The Scheme of Arrangement will not have any effect on the promoter and non-promoter members of the Applicant Company as there will be no change in their shareholding in the Applicant Company pursuant to the terms of the Scheme of Arrangement.

The Scheme of Arrangement will not have any effect on the promoter of the Transferee Company-1 and Transferee Company-2 as there will be no change in promoter's shareholding in the Transferee Company-1 and Transferee Company-2 pursuant to the terms of the Scheme of Arrangement. There are no non-promoter members of the Transferee Company-1 and Transferee Company-2.

**C. Creditors**

The rights and interests of creditors (secured and unsecured) of the Applicant Company are not likely to be prejudicially affected as the Applicant Company is a company with a huge Net Worth and sound financial background. Further no compromise is offered to any of the creditors of the Applicant Company nor their rights are sought to be modified in any manner and the Applicant Company undertakes to meet with all such liabilities in the regular course of business.

**D. Employees**

The rights and interest of the Employees of the Applicant Company and Transferee Company-1 and Transferee Company-2 will not be prejudicially affected by the Scheme of Arrangement

**E. Depositors, Debenture Holders, Deposit Trustee or Debenture Trustee**

Neither the Transferee Company-1 and Transferee Company-2 nor the Applicant Company have any depositors, debenture holders, deposit trustee or debenture trustee. Hence, no rights and interests will be affected on effectiveness of Scheme of Arrangement.

**F. Further a report of the Directors of the Applicant Company, explaining effect of the Scheme of Arrangement on each class of shareholders, KMP, promoters and non-promoter shareholders, forms part of this Notice and is annexed herewith as **Annexure 5**.**

10. No investigation proceedings have been instituted or are pending in relation to the Applicant Company under the Companies Act, 2013 or erstwhile Companies Act, 1956.

**11. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:**

a. The Applicant Company has received, in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Observation Letters from both the National Stock Exchange of India Limited and BSE Limited each dated January 18, 2019. Copies of the said letters forms part of this Notice and are annexed herewith as **Annexure 4**.

b. The Applicant Company may be required to seek approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme of Arrangement such as the concerned Registrar of Companies, Regional Director and will obtain the same at the relevant time.

12. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the detailed pre-scheme and post scheme (expected) capital structure and shareholding pattern of Applicant Company and Transferee Company-1 and Transferee Company-2 are given herein below:

**A. Capital Structure**

- a) As, there will be no issue of shares by the Applicant Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme capital structure of the Applicant Company.

**The Pre-scheme & Post-scheme capital structure of Applicant Company as on December 31, 2018;**

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorised share capital</b>	
5,99,00,00,000 equity shares of face value of INR 1/- each	5,99,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>Total</b>	<b>6,00,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,39,93,28,274 fully-paid up equity shares of face value of INR 1/- each	2,39,93,28,274
<b>Total</b>	<b>2,39,93,28,274</b>

- b) As, there will be no issue of shares by the Transferor Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme capital structure of Transferee Company-1 and Transferee Company-2.

**Pre-scheme & Post-scheme capital structure of Transferee Company -1 as on December 31, 2018;**

<b>Particulars</b>	<b>Amount in EURO</b>
<b>Authorised share capital</b>	
1,75,00,000 shares of EURO 100/- each	1,75,00,00,000
<b>Total</b>	<b>1,75,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
54,73,340 shares of EURO 100 each	54,73,34,000
<b>Total</b>	<b>54,73,34,000</b>

**Pre-scheme & Post-scheme capital structure of Transferee Company-2 as on December 31, 2018;**

<b>Particulars</b>	<b>Amount in USD</b>
<b>Authorised share capital</b>	
5000 shares of USD 0.001/- each	5.000
<b>Total</b>	<b>5.000</b>
<b>Issued, subscribed and paid-up share capital</b>	
1 share of USD 0.001/- each	0.001
<b>Total</b>	<b>0.001</b>

## B. Shareholding Pattern:

- a) As, there will be no issue of shares by the Applicant Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme shareholding pattern of the Transferor Company.

### Pre-scheme & Post-scheme shareholding pattern of Applicant Company as on December 31, 2018;

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
<b>(A)</b>	<b>Promoters and Promoter Group</b>		
<b>1</b>	<b>Indian</b>		
(a)	Individuals / Hindu Undivided Family	259370161	10.81
(b)	Central Government / State Government(s)	0	0.00
(c)	Financial Institutions / Banks	0	0.00
(d)	Any Other (Specify)	1045485220	43.57
	Promoter Trust	1276774	0.05
	Persons Acting In Concert	44231202	1.84
	Bodies Corporate	999977244	41.68
	<b>Sub Total (A)(1)</b>	<b>1304855381</b>	<b>54.38</b>
<b>2</b>	<b>Foreign</b>		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0.00
(b)	Government	0	0.00
(c)	Institutions	0	0.00
(d)	Foreign Portfolio Investor	0	0.00
(e)	Any Other (Specify)	0	0.00
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>1304855381</b>	<b>54.38</b>
<b>(B)</b>	<b>Public Shareholder</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Fund	232393819	9.69
(b)	Venture Capital Funds	0	0.00
(c)	Alternate Investment Funds	1082524	0.05
(d)	Foreign Venture Capital Investors	0	0.00
(e)	Foreign Portfolio Investor	356933817	14.88
(f)	Financial Institutions / Banks	20893580	0.87
(g)	Insurance Companies	166221688	6.93
(h)	Provident Funds/ Pension Funds	0	0.00
(i)	Any Other (Specify)	2869704	0.12
	Foreign Bank	32717	0.00
	UTI	2836987	0.12
	<b>Sub Total (B)(1)</b>	<b>780395132</b>	<b>32.53</b>
<b>2</b>	<b>Central Government/ State Government(s)/ President of India</b>	<b>0</b>	<b>0.00</b>
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0.00</b>
<b>3</b>	<b>Non-Institutions</b>		
<b>(a)</b>	<b>Individuals</b>		
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	154156064	6.42
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	23516420	0.98

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
(b)	NBFCs registered with Reserve Bank of India	151607	0.01
(c)	Employee Trusts	0	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0.00
(e)	Any Other (Specify)	136253670	5.68
	IEPF	1218558	0.05
	Trusts	17436456	0.73
	Foreign Nationals	23456	0.00
	Hindu Undivided Family	5228373	0.22
	Foreign Companies	671865	0.03
	Non Resident Indians (Non Repat)	2719025	0.11
	Other Directors	3746747	0.16
	Non Resident Indians (Repat)	5075419	0.21
	Overseas Bodies Corporates	46000	0.00
	Clearing Member	4866558	0.20
	Bodies Corporate	95221213	3.97
	<b>Sub Total (B)(3)</b>	<b>314077761</b>	<b>13.09</b>
	<b>Total Public Shareholding (B)= (B)(1) + (B)(2) + (B)(3)</b>	<b>1094472893</b>	<b>45.62</b>
	<b>Total (A+B)</b>	<b>2399328274</b>	<b>100.00</b>
<b>(C)</b>	<b>Non Promoter - Non Public</b>		
	Shares Underlying DRs	0	0.00
	Employee Trust	0	0.00
	<b>Total Non Promoter - Non Public (C)</b>	<b>0</b>	<b>0.00</b>
	<b>Total (A+B+C)</b>	<b>2399328274</b>	<b>100.00</b>

- b) As, there will be no issue of shares by the Transferor Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme shareholding pattern of Transferee Company-1 and Transferee Company-2.

**Pre-scheme & Post-scheme shareholding pattern of Transferee Company -1 as on December 31, 2018:**

Category	No. of Shares of 100 EURO each (% of holding)
Promoter	5473340 shares (100%)
Public	0
Custodian	0
<b>TOTAL</b>	<b>5473340 shares (100%)</b>

**Pre-scheme & Post-scheme shareholding pattern of Transferee Company -2**

Category	No. of Shares of 0.001 USD each (% of holding)
Promoter	1(100%)
Public	0
Custodian	0
<b>TOTAL</b>	<b>1 share(100%)</b>

13. The copy of Scheme of Arrangement has been filed with the Registrar of Companies, Ahmedabad, Gujarat.
14. No winding up proceedings are pending against the Applicant Company and Transferee Company-1 and Transferee Company-2 as on date.
15. The Supplementary Accounting statements of the Applicant Company and Transferee Company-1 and Transferee Company-2 for the nine months period ended as on December 31, 2018 enclosed as **Annexure 6** and **Annexure 7** and **Annexure 8** respectively.

16. The approval from secured creditor of the Applicant Company has been obtained for the Scheme of Arrangement and dispensation for the secured creditor's meeting has been received vide NCLT order dated April 11, 2019. The meeting of unsecured creditors of the Applicant Company is being held on Tuesday, June 04, 2019 for approval of Scheme of Arrangement as per NCLT order dated April 11, 2019.
17. The following documents will be open for inspection by the shareholders at the Registered Office of Applicant Company situated at SPARC, Tandalja, Vadodara-390 012, Gujarat, India on all working days except Saturdays and Sundays between 11:00 a.m. IST and 1:00 p.m. IST up to the date of the ensuing Meeting and at the Meeting during the Meeting hours:
- a) Scheme of Arrangement;
  - b) Fairness Opinion dated May 25, 2018, issued by Vivro Financial Services Private Limited, Merchant Banker, for the proposed Scheme of Arrangement;
  - c) Copy of certificate dated August 14, 2018, from M/s. Valia & Timbadia, Chartered Accountants, certifying no requirement of Valuation Report;
  - d) Copies of No objection letters/ observation letters to the Scheme of Arrangement received from the BSE Limited and National Stock Exchange of India Limited each dated January 18, 2019;
  - e) Copy of the Undertaking and the Statutory Auditors' certificate dated August 13, 2018, submitted to SEBI confirming non applicability of Para (I)(A)(9)(a) read with Para (I)(A)(9)(b) of Annexure I of said SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017;
  - f) Copy of the Statutory Auditors' certificate dated September 14, 2018 to the effect that the accounting treatment in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
  - g) Copy of the Order passed by the NCLT dated April 11, 2019 directing *interalia* convening the meeting of equity shareholders passed in Company Application No. CA(CAA) NO. 38/ NCLT/AHM/2019;
  - h) Copies of the Memorandum of Association and Articles of Association of the Applicant Company, and Transferee Company-1 and Certificate of Incorporation and By-Laws of Transferee Company-2;
  - i) Copy of Annual Report and Unaudited Financial Results of the Applicant Company for the year ended on March 31, 2018 and nine months period ended on December 31, 2018 respectively;
  - j) Copy of Audited Annual Accounts and Supplementary Accounting statements of Transferee Company-1 and Transferee Company-2 for the year ended on March 31, 2018 and nine months period ended on December 31, 2018 respectively;
  - k) Other documents displayed on the Stock Exchanges and Applicant Company's website, in terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017;
  - l) Copy of Audit Committee Report dated May 25, 2018 recommending Scheme of Arrangement of the Applicant Company;
  - m) Copies of the resolutions passed by the respective Board of Directors of the Applicant Company, Transferee Company-1 and Transferee Company-2 on May 25, 2018, May 24, 2018 and May 23, 2018 respectively, approving the Scheme of Arrangement; and
  - n) Report adopted by the Board of Directors of Applicant Company pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.

A copy of the Scheme of Arrangement, Explanatory Statement, Attendance Slips and Proxy Form may also be obtained from the Registered Office of the Applicant Company and / or at the office of the Advocate Mrs. Swati Saurabh Soparkar at 301, Shivalik-10, Opp. SBI Zonal Office, S. M. Road, Ambavadi, Ahmedabad 380 015, Gujarat, India.

Dated this April 24, 2019

Place : Vadodara

**Gaurang Parikh**

**The Chairman appointed for the Meeting**

**Registered Office:**

SPARC, Tandalja, Vadodara,

Gujarat - 390 012, India.

Enclosures: As above



**COMPOSITE SCHEME OF ARRANGEMENT**  
**AMONG**  
**SUN PHARMACEUTICAL INDUSTRIES LIMITED**  
 (“Transferor Company”)  
**AND**  
**SUN PHARMA (NETHERLANDS) B.V.**  
 (“Transferee Company-1”)  
**AND**  
**SUN PHARMACEUTICAL HOLDINGS USA INC.**  
 (“Transferee Company-2”)  
**AND**  
**THEIR RESPECTIVE MEMBERS AND CREDITORS**  
**(UNDER SECTIONS 230 to 232 READ WITH SECTION 234 AND**  
**OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)**

**1. PREAMBLE**

- 1.1. Part A of this Composite Scheme of Arrangement deals with introduction, definitions, share capital of the Transferor Company, Transferee Company-1 and Transferee Company-2 along with the rationale for the Composite Scheme of Arrangement.
- 1.2. Part B of this Composite Scheme of Arrangement provides for the spin-off of the Specified Investment Undertaking-1 (as defined hereinafter) of Sun Pharmaceutical Industries Limited, an Indian company registered under the Companies Act, 1956 pursuant to certificate of incorporation dated March 01, 1993 issued by the Registrar of Companies, Gujarat (Company Registration No. 04-19050 having CIN L24230GJ1993PLC019050) (hereinafter referred to as the **“Transferor Company”**) as a going concern into Sun Pharma (Netherlands) B.V., a company registered in Netherlands (hereinafter referred to as the **“Transferee Company-1”**), pursuant to the provisions of Sections 230 to 232 read with Section 234 and other relevant provisions, of the Companies Act, 2013 as applicable to the Transferor Company and provisions of laws of Netherlands as may be applicable to Transferee Company-1 (hereinafter referred as **“Part B of Composite Scheme of Arrangement”**).
- 1.3. Part C of this Composite Scheme of Arrangement provides for the spin-off, of the Specified Investment Undertaking-2 (as defined hereinafter) of the Transferor Company as a going concern into Sun Pharmaceutical Holdings USA Inc., a company registered in the United States of America (hereinafter referred to as the **“Transferee Company-2”**) pursuant to the provisions of Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013 as applicable to the Transferor Company and provisions of laws of United States of America as may be applicable to Transferee Company-2 (hereinafter referred as **“Part C of Composite Scheme of Arrangement”**).
- 1.4. This **“Composite Scheme of Arrangement”** (herein after also referred to as **“the Scheme”**) is divided into the following parts:
  - Part A – General
  - Part B - Spin-off of Specified Investment Undertaking-1
  - Part C - Spin-off of Specified Investment Undertaking-2
  - Part D - General Terms as may be applicable to the Scheme.

The Scheme also provides for various other matters consequential, incidental or otherwise integrally connected therewith.

**Part A - General**

**2. INTRODUCTION:**

**(a) The Transferor Company:**

- a. is a company registered under the provisions of Companies Act, 1956 and presently having its registered office at SPARC, Tandajla, Vadodara – 390012, Gujarat, India and came into existence by conversion of a partnership firm in the name and style of “Sun Pharmaceutical Industries” into a company in the name and style of Sun Pharmaceutical Industries Limited on March 01, 1993 under the provisions of Part IX of the Companies Act, 1956 with its running business activities.

- b. is engaged *interalia* in the business of development, manufacture, marketing, sale, trading and export of various pharmaceutical products, investment and other allied activities.
- c. has its equity shares listed on the BSE Limited and National Stock Exchange of India Limited, stock exchanges in India.

**(b) The Transferee Company-1:**

- a. is an unlisted company incorporated in Netherlands engaged in holding strategic investments in overseas operating companies, and is also authorised *interalia* to undertake financial activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- b. is a wholly owned subsidiary of the Transferor Company.

**(c) The Transferee Company-2:**

- a. is an unlisted company incorporated in Delaware, United States of America, engaged *interalia* in holding strategic investments in group companies incorporated in the United States of America, and financing activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- b. is an indirect wholly owned subsidiary of the Transferor Company.

**3. DEFINITIONS:**

In this Composite Scheme of Arrangement, unless inconsistent with the subject or context, the following expressions shall have the meaning given hereunder: -

- (a) **“Act”** means the Companies Act, 2013 and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provisions in the Companies Act, 2013 have not been notified;
- (b) **“Appointed Date”** means the 1<sup>st</sup> day of April 2017 or such other date as may be agreed between the Transferor Company and the Transferee Company-1 \ Transferee Company-2 (as the case may be) and approved by National Company Law Tribunal of Gujarat at Ahmedabad and any regulatory authority or other Governmental Authority (as defined herein), if applicable, and is the date with effect from which this Composite Scheme of Arrangement shall upon receipt of requisite approvals, be deemed to be effective;
- (c) **“Applicable Laws”** means any statute, notification, bye-laws, rules, regulations, guidelines, Common law, policy code, directives, ordinance, schemes, notices, orders or instructions, laws enacted or issued or sanctioned by any appropriate authority in India, Netherlands and United States of America including any modifications or re-enactment thereof for the time being in force;
- (d) **“Effective Date”** means the last of the dates on which the sanctions / approvals or orders as specified in Clause No. 25 of this Composite Scheme of Arrangement has been obtained and / or filed by the Transferor Company, the Transferee Company-1 and Transferee Company-2 with the Registrar of Companies and other Governmental Authority as may be required.
- (e) **“Governmental Authority”** means any applicable Central, State or local Government, statutory, regulatory, departmental or public body or authority of relevant jurisdiction, legislative body or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof including Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Directors, Foreign Investment Promotion Board, Reserve Bank of India, or arbitration or arbitral body having jurisdiction, courts and other government and regulatory authorities of India, Netherlands, United States of America and the authorities having jurisdiction over the assets comprised in the Specified Investment Undertakings being proposed for spin-off under this Scheme, as may be applicable.
- (f) **“NCLT”** means the Hon'ble National Company Law Tribunal of Gujarat at Ahmedabad.
- (g) **“Remaining Undertaking / Business”** means all the businesses and activities of the Transferor Company other than the Specified Investment Undertaking-1 and Specified Investment Undertaking-2.
- (h) **“Scheme”** means this Composite Scheme of Arrangement in its present form including any modifications or amendments thereto, approved or imposed or directed by NCLT or any other Governmental Authority and with all the Schedules appended thereto, if any.
- (i) **“Specified Investment Undertakings”** shall mean Specified Investment Undertaking-1 and Specified Investment Undertaking-2, together.
- (j) **“Specified Investment Undertaking-1”** shall mean with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments and loans and advances) of the Transferor Company in the following entities as on the Appointed Date and as on the Effective Date:

- a. Sun Pharmaceutical Peru Sociedad Anonima Cerrada
  - b. SPIL DE Mexico S.A. DE C.V.
  - c. OOO "Sun Pharmaceutical Industries" Limited
  - d. Sun Pharma de Venezuela, C.A.
  - e. Ranbaxy Pharmacie Generiques
  - f. Ranbaxy (Malaysia) SDN. BHD.
  - g. Ranbaxy Nigeria Limited
- (k) **"Specified Investment Undertaking-2"** shall mean with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments and loans and advances.) of the Transferor Company in Sun Pharmaceutical Industries, Inc., USA as on the Appointed Date and as on the Effective Date.
- (l) **"Transferor Company"** shall mean as referred to in clause 1.2 of this Scheme.
- (m) **"Transferee Company-1"** shall mean as referred to in clause 1.2 of this Scheme.
- (n) **"Transferee Company-2"** shall mean as referred to in clause 1.3 of this Scheme.
- (o) **"Transferee Companies"** shall mean Transferee Company-1 and Transferee Company-2 together, as referred to in clause 1.2 and 1.3 of this Scheme.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws as the case may be or any statutory modifications or re-enactment thereof from time to time.

#### 4. SHARE CAPITAL

- (a) The Share Capital of the Transferor Company as per the audited Balance Sheet as on March 31, 2018 is as under:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 Cumulative Preference Shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,93,23,180 fully-paid up equity shares of face value of INR 1/- each	239,93,23,180
<b>TOTAL</b>	<b>239,93,23,180</b>

Subsequent to March 31, 2018, Allotment Committee of Directors of the Transferor Company at its meeting held on May 24, 2018 allotted 1,314 (One Thousand Three Hundred and Fourteen) equity shares of INR 1/- (Rupee One Only) each of the Transferor Company, on exercise of stock options under the Sun Employee Stock Option Scheme – 2015. Accordingly, share capital of the Transferor Company as on approval of this Scheme by the Board of Directors of Transferor Company, was as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 Cumulative Preference Shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,93,24,494 fully-paid up equity shares of face value of INR 1/- each	239,93,24,494
<b>TOTAL</b>	<b>239,93,24,494</b>

- (b) The Share Capital of the Transferee Company-1 as per the audited Statement of Financial Position as on March 31, 2018 is as under:

<b>Particulars</b>	<b>Amount (in Euros)</b>
<b>Authorised share capital</b>	
17,500,000 shares of face value of EURO 100/- each	1,750,000,000
<b>TOTAL</b>	<b>1,750,000,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
5,473,340 shares of EURO 100 each	547,334,000
<b>TOTAL</b>	<b>547,334,000</b>

There is no change in the Share Capital of the Transferee Company-1 as on the date of this Scheme.

- (c) The Share Capital of the Transferee Company-2 as per the audited Statement of Financial Position as on March 31, 2018 is as under:

<b>Particulars</b>	<b>Amount (in US\$)</b>
<b>Authorised share capital</b>	
5000 Common Stock of face value of US\$ 0.001 each	5.00
<b>TOTAL</b>	<b>5.00</b>
<b>Issued, Subscribed and Paid up Share Capital:</b>	
1 Common Stock of face value of US\$0.001 each	0.001
<b>TOTAL</b>	<b>0.001</b>

There is no change in the Share Capital of the Transferee Company-2 as on the date of this Scheme.

## 5. Rationale for the Scheme:

The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of the Transferor Company into the Transferee Company-1 and Transferee Company-2, respectively would *interalia* have the following benefits:

- The Transferor Company, as part of its global operations, has a large number of overseas operating companies, a major part of which are held as direct and/or indirect subsidiaries of Transferee Company-1. Transferee Company-2 is also an indirect wholly owned subsidiary of Transferor Company. By virtue of this Scheme, the investments in overseas operating companies of the Transferor Company held directly in Specified Investment Undertaking-1 and Specified Investment Undertaking-2 will be integrated and held as direct and/or indirect subsidiaries of Transferee Company-1 and Transferee Company-2.
- The Transferor Company's Specified Investment Undertaking-1 and Specified Investment Undertaking-2 shall be integrated and consolidated with the Transferee Company-1 and Transferee Company-2 respectively, so as to consolidate the holding structure for the overseas direct and/or indirect wholly-owned subsidiaries of the Transferor Company resulting in strengthening of the investment portfolio, synergistic benefits, faster decision making, strengthening the focus, enhancing the ability to deal with regulatory challenges, risks and policies and consolidating the financial, management and operational resources at overseas jurisdictions.
- The Scheme shall enable the Transferor Company and the Transferee Company-1 and Transferee Company-2 to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies.
- The proposed arrangement shall also enable the Transferor Company to address the risks and policies, ability to strategize the remaining business for long term growth, consolidation and creation of shareholder value.
- The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 from the Transferor Company to the Transferee Company-1 and Transferee Company-2 respectively is without consideration, and therefore covered under sub clause (iii) of Section 47 of Indian Income Tax Act, 1961, besides enabling the Transferor Company and the Transferee Company-1 and Transferee Company-2 respectively to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies and further diluting any adverse competitive pressures.

- (f) In order to effectively and efficiently cater to the independent growth plans, both through organic and inorganic means, for each of the undertakings of respective companies, such internal arrangement supporting each functional area, is a requirement. Scheme proposes to re-organise the existing businesses of the Transferor Company and Transferee Companies to facilitate greater efficiency in cash management and better utilisation of the cash flows generated ultimately maximising shareholders' value. This shall also enable better and more efficient management, control and running of the businesses of the Transferor Company and Transferee Companies, giving the benefit of consolidation at the group level.
- (g) The Transferee Company-1 and Transferee Company-2 would be in a position to consolidate operations including the integration of investment holdings through optimum utilization of its resources and avoidance of duplication. The Transferee Company-1 and Transferee Company-2 would be in a position to achieve cost efficiencies in manpower and other costs in relation to the strategic investments. Simultaneously, the Transferor Company would also be in a position to achieve cost efficiencies in manpower and other costs in relation to the remaining business. The Boards of Transferor Company as well as Transferee Company-1 and Transferee Company-2 believe that this spin-off will contribute to smooth integration of relevant undertakings of all the companies and would benefit the shareholders, employees and other stakeholders.

With the aforesaid rationale and objectives, it is proposed to spin-off the Specified Investment Undertaking-1 of the Transferor Company to the Transferee Company-1 and to spin-off the Specified Investment Undertaking-2 of the Transferor Company to the Transferee Company-2.

- 5.1. In view of the aforesaid, the Board of Directors of the Transferor Company and the Transferee Company-1 have considered and proposed the arrangement for spin-off of the Specified Investment Undertaking-1 of the Transferor Company into the Transferee Company-1, with an opinion that the arrangement and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company-1. Similarly, the Board of Directors of the Transferor Company and the Transferee Company-2 have considered and proposed the arrangement for spin-off of the Specified Investment Undertaking-2 of the Transferor Company into the Transferee Company-2, with an opinion that the arrangement and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company-2.

#### **Part B Spin-off of Specified Investment Undertaking -1**

##### **6. SPIN-OFF AND VESTING OF SPECIFIED INVESTMENT UNDERTAKING-1:**

###### **Upon coming into effect of this Scheme and with effect from the Appointed Date:**

- (a) Subject to the provisions of this Scheme and pursuant to the provisions of Act and Applicable Laws and in relation to the mode of transfer and vesting, the Specified Investment Undertaking-1 of the Transferor Company shall, without any further act, instrument or deed, be and the same shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company-1.
- (b) Subject to the provisions of this Scheme, all the investments of the said Specified Investment Undertaking-1 of the Transferor Company shall stand transferred or deemed to have been transferred without any further act, instrument or deed, pursuant to the provisions of the Act and Applicable Laws so as to become as and from the Appointed Date, the assets of the Transferee Company-1.
- (c) Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Specified Investment Undertaking-1 occurs by virtue of this Scheme itself, the Transferee Company-1 may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company-1 shall be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.
- (d) For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licences, approvals, certificates, clearances, authorities, rights, titles, interests, benefits, advantages, lease-hold rights and tenancies and other intangible rights, benefit of any security arrangements, reversions, permits, quotas, entitlements, registrations, licences (industrial or otherwise), issued to or executed in favour of the Transferor Company shall stand transferred to the extent it relates to and pertains to the Specified Investment Undertaking-1, to the Transferee Company-1 in which the Specified Investment Undertaking-1 shall vest by way of the spin-off hereunder, as if the same were originally given by, issued to or executed in favour of the Transferee Company-1, and the Transferee Company-1 shall be bound by the terms thereof, the obligations and duties

thereunder, and the rights and benefits under the same shall be available to the Transferee Company-1. The Transferee Company-1 shall make applications to and obtain relevant approvals, etc. from the concerned authorities and / or parties as may be necessary in this behalf and the Transferor Company shall cooperate and provide the required support wherever required.

- (e) It is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets), schemes, arrangements or other instruments of whatsoever nature in relation to the Specified Investment Undertaking-1, which the Transferor Company owns or to which the Transferor Company is a party and which cannot be transferred to the Transferee Company-1 for any reason whatsoever, the Transferor Company shall hold such assets etc. in trust for the benefit of the Transferee Company-1 to which the Specified Investment Undertaking-1 is being transferred in terms of this Scheme, in so far as it is permissible so to do, till such time as the transfer is effected and till such time the Transferee Company-1 shall be entitled to utilise, operate, avail the same for the Specified Investment Undertaking-1 without any consideration.
- (f) Without prejudice to clause (a) above, it is expressly provided that in respect of such assets belonging to and specific to the Specified Investment Undertaking-1 of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company-1 in pursuance of the provisions of the Act.
- (g) Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company-1 shall execute such instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the relevant regulatory authority and Governmental Authority to give formal effect to the above provisions, if required.
- (h) It is expressly provided that no other term or condition of the liabilities not transferred to the Transferee Company-1 is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- (i) Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of the clause no. 6 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall stand modified and / or superseded by the foregoing provisions with effect from the Appointed Date or such other date as is specified herein above, as the case may be.

## **7. CONTRACTS, DEEDS AND OTHER INSTRUMENTS:**

Subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature in relation to the Specified Investment Undertaking-1 to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Transferee Company-1 as the case may be and may be enforced as fully and effectively as if, instead of the Transferor Company, the Transferee Company-1 had been a party or beneficiary thereto. The Transferee Company-1 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into a tripartite arrangement, confirmation or novation to which the Transferor Company will, if necessary, also be a party in order to give formal effect to this clause, if so required or become necessary.

## **8. LEGAL PROCEEDINGS:**

Upon coming into effect of this Scheme, all suits, claims, actions and/or proceedings by or against the Transferor Company, pertaining to the Specified Investment Undertaking-1 of the Transferor Company, including those arising after the Appointed Date shall be continued and be enforced by or against the Transferee Company-1 as effectually as if the same had been pending and / or arising by or against the Transferee Company-1.

## **9. OPERATIVE DATE OF THE SCHEME:**

This Scheme as set out herein in its present form or with any modification(s) approved or imposed or directed by NCLT of Gujarat, Ahmedabad, India, as the case may be, in terms of Clause 23 of the Scheme, shall be operative from the Effective Date and effective from Appointed Date.

## **10. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY AND TRANSFEE COMPANY-1 TILL EFFECTIVE DATE:**

With effect from the Appointed Date and up to the Effective Date:

- (a) The Transferor Company shall carry on and shall be deemed to have carried on all the businesses and activities of the Specified Investment Undertaking-1 as hitherto and shall be deemed to have held and stood possessed of the undertaking on account of, and for the benefit of and in trust for the Transferee Company-1.

- (b) All the profits or income accruing or arising to the Specified Investment Undertaking-1 of the Transferor Company or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Specified Investment Undertaking-1 of the Transferor Company shall, for all purposes be treated and be deemed to be accrued as the profits or income or incurred as the expenditure or losses or taxes of the Transferee Company-1, as the case may be.
- (c) The Transferor Company shall maintain the Specified Investment Undertaking-1 with reasonable diligence and business prudence.
- (d) The Transferor Company shall not, without prior written consent of the Transferee Company-1, take any major policy decisions in respect of management of the Specified Investment Undertaking-1 except in the ordinary course of business.
- (e) The Transferor Company and the Transferee Company-1 shall co-operate with each other for smooth transfer of the Specified Investment Undertaking-1 from the Transferor Company to the Transferee Company-1 and any director of the Transferor Company and any director of the Transferee Company-1 shall be empowered to give effect to the Scheme in all aspects as may be necessary or expedient including settling any question(s) or difficulties arising in relation to the Scheme in such manner as they deem fit to attain the objectives of this Scheme and their decision in this regard shall be final and binding.
- (f) It is hereby agreed and clarified that whenever under this Scheme, the approval of the Transferor Company is required to be obtained, it shall be the approval of any one of the Directors of the Transferor Company and whenever under this Scheme, the approval of the Transferee Company-1 is required to be obtained, it shall be the approval of any one of the Directors of the Transferee Company-1.

#### **11. CONSIDERATION BY THE TRANSFEE COMPANY-1:**

The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1 in more efficient and focussed manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-1. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-1 shall be spun-off without any consideration, to the Transferee Company-1 under the Scheme.

#### **12. ACCOUNTING TREATMENT BY TRANSFEROR COMPANY AND THE TRANSFEE COMPANY-1 IN RESPECT OF SPIN-OFF OF SPECIFIED INVESTMENT UNDERTAKING-1:**

##### **(i) Accounting treatment in the books of the Transferor Company:**

Transferor Company shall account for the spin-off and vesting of the Specified Investment Undertaking-1 in its books of accounts as per applicable Accounting Standards notified under Section 133 of the Act read with relevant rules issued thereunder as applicable to the Transferor Company as under:

- (a) The net book value of Specified Investment Undertaking – 1 shall be added to the book value of investment in Transferee Company – 1 standing in the books of the Transferor Company.

##### **(ii) Accounting treatment in the Books of the Transferee Company-1:**

Transferee Company-1 shall record in its books of accounts, the carrying amount of investments held in Specified Investment Undertaking -1, as appearing in the books of Transferor Company or as may be allowed under the applicable accounting standards under the laws of Netherlands.

### **Part – C Spin-off of Specified Investment Undertaking -2**

#### **13. SPIN-OFF AND VESTING OF SPECIFIED INVESTMENT UNDERTAKING-2:**

##### **Upon coming into effect of this Scheme and with effect from the Appointed Date:**

- (a) Subject to the provisions of this Scheme and pursuant to the provisions of Act and Applicable Laws and in relation to the mode of transfer and vesting, the Specified Investment Undertaking-2 of the Transferor Company shall, without any further act, instrument or deed, be and the same shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company-2.
- (b) Subject to the provisions of this Scheme, all the investments of the said Specified Investment Undertaking-2 of the Transferor Company shall stand transferred or deemed to have been transferred without any further act, instrument or deed, pursuant to the provisions of the Act and Applicable Laws so as to become as and from the Appointed Date, the assets of the Transferee Company-2.
- (c) Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Specified Investment Undertaking-2 occurs by virtue of this Scheme itself, the Transferee Company-2



may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company-2 shall be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.

- (d) For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licences, approvals, certificates, clearances, authorities, rights, titles, interests, benefits, advantages, lease-hold rights and tenancies and other intangible rights, benefit of any security arrangements, reversions, permits, quotas, entitlements, registrations, licences (industrial or otherwise), issued to or executed in favour of the Transferor Company shall stand transferred to the extent it relates to and pertains to the Specified Investment Undertaking-2, to the Transferee Company-2 in which the Specified Investment Undertaking-2 shall vest by way of the spin-off hereunder, as if the same were originally given by, issued to or executed in favour of the Transferee Company-2, and the Transferee Company-2 shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company-2. The Transferee Company-2 shall make applications to and obtain relevant approvals, etc. from the concerned authorities and / or parties as may be necessary in this behalf and the Transferor Company shall cooperate and provide the required support wherever required.
- (e) It is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets), schemes, arrangements or other instruments of whatsoever nature in relation to the Specified Investment Undertaking-2, which the Transferor Company owns or to which the Transferor Company is a party and which cannot be transferred to the Transferee Company-2 for any reason whatsoever, the Transferor Company shall hold such assets etc. in trust for the benefit of the Transferee Company to which the Specified Investment Undertaking-2 is being transferred in terms of this Scheme, in so far as it is permissible so to do, till such time as the transfer is effected and till such time the Transferee Company-2 shall be entitled to utilise, operate, avail the same for the Specified Investment Undertaking-2 without any consideration.
- (f) Without prejudice to clause (a) above, it is expressly provided that in respect of such assets belonging to and specific to the Specified Investment Undertaking-2 of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company-2 in pursuance of the provisions of the Act.
- (g) Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company-2 shall execute such instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the relevant regulatory authority and Governmental Authority to give formal effect to the above provisions, if required.
- (h) It is expressly provided that no other term or condition of the liabilities not transferred to the Transferee Company-2 is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
  - (i) Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of the clause no. 13 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall stand modified and / or superseded by the foregoing provisions with effect from the Appointed Date or such other date as is specified herein above, as the case may be.

#### **14. CONTRACTS, DEEDS AND OTHER INSTRUMENTS:**

Subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature in relation to the Specified Investment Undertaking-2 to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Transferee Company-2 as the case may be and may be enforced as fully and effectively as if, instead of the Transferor Company, the Transferee Company-2 had been a party or beneficiary thereto. The Transferee Company-2 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into a tripartite arrangement, confirmation or novation to which the Transferor Company will, if necessary, also be a party in order to give formal effect to this clause, if so required or become necessary.

**15. LEGAL PROCEEDINGS:**

Upon coming into effect of this Scheme, all suits, claims, actions and/or proceedings by or against the Transferor Company, pertaining to the Specified Investment Undertaking-2 of the Transferor Company, including those arising after the Appointed Date shall be continued and be enforced by or against the Transferee Company-2 as effectually as if the same had been pending and / or arising by or against the Transferee Company-2.

**16. OPERATIVE DATE OF THE SCHEME:**

This Scheme as set out herein in its present form or with any modification(s) approved or imposed or directed by NCLT of Gujarat, Ahmedabad, India, as the case may be, in terms of Clause 23 of the Scheme, shall be operative from the Effective Date and effective from Appointed Date.

**17. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY AND TRANSFEE COMPANY-2 TILL EFFECTIVE DATE:**

With effect from the Appointed Date and up to the Effective Date:

- (a) The Transferor Company shall carry on and shall be deemed to have carried on all the businesses and activities of the Specified Investment Undertaking-2 as hitherto and shall be deemed to have held and stood possessed of the undertaking on account of, and for the benefit of and in trust for the Transferee Company-2.
- (b) All the profits or income accruing or arising to the Specified Investment Undertaking-2 of the Transferor Company or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Specified Investment Undertaking-2 of the Transferor Company shall, for all purposes be treated and be deemed to be accrued as the profits or income or incurred as the expenditure or losses or taxes of the Transferee Company-2, as the case may be.
- (c) The Transferor Company shall maintain the Specified Investment Undertaking-2 with reasonable diligence and business prudence.
- (d) The Transferor Company shall not, without prior written consent of the Transferee Company-2, take any major policy decisions in respect of management of the Specified Investment Undertaking-2 except in the ordinary course of business.
- (e) The Transferor Company and the Transferee Company-2 shall co-operate with each other for smooth transfer of the Specified Investment Undertaking-2 from the Transferor Company to the Transferee Company-2 and any director of the Transferor Company and any director of the Transferee Company-2 shall be empowered to give effect to the Scheme in all aspects as may be necessary or expedient including settling any question(s) or difficulties arising in relation to the Scheme in such manner as they deem fit to attain the objectives of this Scheme and their decision in this regard shall be final and binding.
- (f) It is hereby agreed and clarified that whenever under this Scheme, the approval of the Transferor Company is required to be obtained, it shall be the approval of any one of the Directors of the Transferor Company and whenever under this Scheme, the approval of the Transferee Company-2 is required to be obtained, it shall be the approval of any one of the Directors of the Transferee Company-2.

**18. CONSIDERATION BY THE TRANSFEE COMPANY-2:**

The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-2 in more efficient and focussed manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-2. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-2 shall be spun-off without any consideration, to the Transferee Company-2 under the Scheme.

**19. ACCOUNTING TREATMENT BY TRANSFEROR COMPANY AND THE TRANSFEE COMPANY-2 IN RESPECT OF SPIN-OFF OF SPECIFIED INVESTMENT UNDERTAKING-2:**

**(i) Accounting treatment in the books of the Transferor Company:**

Transferor Company shall account for the spin-off and vesting of the Specified Investment Undertaking-2 in its books of accounts as per applicable Accounting Standards notified under Section 133 of the Act read with relevant rules issued thereunder as applicable to the Transferor Company as under:

- (a) The net book value of Specified Investment Undertaking – 2 shall be added to the book value of investment in Transferee Company-1 (in capacity of and being the indirect holding company of Transferee Company-2) standing in the books of the Transferor Company.

**(ii) Accounting treatment in the Books of the Transferee Company-2:**

Transferee Company-2 shall record in its books of accounts, the carrying amount of investments held in Specified Investment Undertaking -2, as appearing in the books of Transferor Company or as may be allowed under the applicable accounting standards under the laws of United States.

**PART D – GENERAL TERMS**

**20. REMAINING UNDERTAKING:**

The Remaining Undertaking / Business of the Transferor Company and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be managed by the Transferor Company.

**21. APPLICATION TO NCLT AND GOVERNMENTAL AUTHORITY:**

The Transferor Company shall make all applications/petitions under the Act to NCLT and the Governmental Authority, as applicable, for sanctioning of this Scheme and obtain all approvals as may be required under law. The Transferee Company-1 and Transferee Company-2 shall make all applications/petitions and obtain approvals from the appropriate Governmental Authority under the laws as applicable to them, for giving effect to this Scheme.

**22. SAVING OF CONCLUDED TRANSACTIONS:**

The spin-off of the Specified Investment Undertakings above and the continuance of proceedings by or against the Transferor Company pertaining to Specified Investment Undertakings or the Transferee Companies above shall not affect any transactions or proceedings already concluded in Transferor Company, in relation to the Specified Investment Undertakings on or after the Appointed Date till the Effective Date, if any, to the end and intent that the Transferee Companies accept and adopt all acts, deeds and things done and executed by Transferor Company, in relation to the Specified Investment Undertakings in respect thereto as done and executed on their behalf.

**23. MODIFICATIONS, AMENDMENTS TO THE SCHEME:**

The Transferor Company (by any of its Directors) and the Transferee Companies (by any of its Directors) may in their full and absolute discretion assent from time to time on behalf of all persons concerned to any modifications or amendments or addition to this Scheme or to any conditions or limitations which NCLT of Gujarat at Ahmedabad or such other Courts, Tribunal and Governmental Authority and authorities of United States of America, Netherlands or any authorities under the Law may deem fit to approve of or impose and / or to resolve any doubt or difficulties (including ascertainment of assets and liabilities of Specified Investment Undertakings that may arise for carrying out this Scheme and to do and execute all such acts, deeds, matters and things as may be necessary, desirable or proper for carrying the Scheme into effect.

For the purpose of giving effect of this Scheme or to any modifications or amendments, thereof, any of the Directors of the Transferor Company and any of the Directors of the Transferee Companies may give and are authorised to give all such directions that are necessary or are desirable including directions for settling any doubts or difficulties that may arise.

Further any of the Directors of the Transferor Company and any of the Directors of the Transferee Companies shall be entitled to modify any of the terms of this Scheme in future to settle any of the difficulties or to implement the provisions of this Scheme smoothly and hassle-free manner, if such need arises and for all purposes the Effective Date for such subsequent modified Scheme shall be the same as specified in this Scheme.

**24. SEVERABILITY**

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the mutual agreement of the Transferor Company and the Transferee Companies, affect the validity or implementation of the other parts and/or provisions of this Scheme.

**25. SCHEME CONDITIONAL UPON APPROVALS/SANCTIONS:**

This Scheme is specifically conditional upon and subject to:

- (a) The approval under Securities and Exchange Board of India Regulations and Guidelines and by the requisite majorities of such classes of persons, members and creditors of the Transferor Company and the Transferee Companies as may be directed by the regulatory authorities of United States and Netherlands, if any and NCLT of Gujarat at Ahmedabad or such other Governmental Authority on the applications made for directions under the Act for calling meetings or otherwise and necessary resolutions being passed / consents obtained under the Applicable Laws for the purpose.
- (b) The sanctions of NCLT of Gujarat at Ahmedabad being obtained under the Act or any other Governmental Authority for the Transferor Company and sanctions of such authorities under Applicable Laws as applicable in United States and Netherlands, if so required on behalf of the Transferee Companies.

- (c) Approval of the Reserve Bank of India, if any.
- (d) The certified copies of NCLT orders referred to in this Scheme being filed with the Registrar of Companies, Ahmedabad, Gujarat, as applicable and Governmental Authority in United States, Netherlands and the authorities having jurisdiction over the assets comprised in the Specified Investment Undertakings being proposed for spin-off under this Scheme, if required.
- (e) The decision of any of the Directors of the Companies with respect to approval and/or filing whether required or not with the Governmental Authority shall be final and binding.

**26. EFFECTIVE DATE OF THE SCHEME:**

This Scheme although to come into operation from the Appointed Date shall not come into effect until the last date viz.:

- (a) The date on which the last of all the consents, approvals, permissions resolutions sanctions and/or orders as are hereinabove referred to have been obtained or passed; and
- (b) The date on which all necessary certified copies of the order under the Act are duly filed with the Registrar of Companies, Ahmedabad, Gujarat for the Transferor Company and as applicable and Governmental Authority in United States of America, Netherlands and the authorities having jurisdiction over the assets comprised in the Specified Investment Undertakings being proposed for spin-off under this Scheme, if required, and such date shall be referred to as Effective Date for the purposes of Scheme for the Transferor Company and the Transferee Companies respectively.

However, the Effective Date shall not be affected by any of the modifications that might be required to be made as provided under clause no. 23 and the Effective Date for such modified Scheme shall be the same as mentioned in the above paragraphs.

It is the intention and understanding of the parties hereto that the economic effect of the Scheme shall take effect from the Appointed Date despite the Scheme becoming effective from Effective Date under the relevant laws.

**27. EFFECT OF NON-RECEIPT OF APPROVAL/SANCTION:**

In the event of any of the said sanctions and/or approvals referred to in the preceding Clause No. 25 above not being obtained and/or the Scheme not being sanctioned by NCLT or any other Governmental Authority and/ or the Order(s) not being passed or sanctions not being granted as aforesaid before or within such further period(s) as may be agreed upon from time to time by the Transferor Company (by any of its Directors) and the Transferee Companies (by any of its Directors), and the Board of the Directors of the Transferor Company and the Transferee Companies are hereby empowered and authorised to agree to and extend the aforesaid period from time to time without any limitations in exercise of their power through and by their delegates, this Scheme shall stand revoked, cancelled and be of no effect save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, obligation and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in this Scheme and/ or otherwise arise as per Law.

**28. ISSUE OF SHARES/ OTHER INSTRUMENTS BY TRANSFEROR COMPANY AND TRANSFEE COMPANIES**

For the avoidance of doubt, it is hereby clarified that nothing in this Scheme shall prevent the Transferor Company or the Transferee Companies from further issue of new equity shares and/ or preference shares and/ or any convertible/ non-convertible instruments and/or in any other manner subject to compliance of Applicable Laws during pendency of this Scheme.

**29. EXPENSES CONNECTED WITH THE SCHEME:**

All costs, charges and expenses, including any taxes and duties of the Transferor Company and the Transferee Companies respectively in relation to or in connection with or incidental to this Scheme and of carrying out and completing the terms of this Scheme shall be borne and paid by the Transferor Company and the Transferee Companies respectively.

# VIVRO

## Vivro Financial Services Private Ltd.

**Regd. Office :**  
 Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Centre, Paldi,  
 Ahmedabad, Gujarat, India - 380 007.  
 Tel. : +91 (079) 4040 4242 , 2665 0669, W : www.vivro.net

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**To**  
**The Board of Directors,**  
**Sun Pharmaceutical Industries Limited**  
 Sun House, CTS No. 201 B/1,  
 Western Express Highway,  
 Goregaon (E)  
 Mumbai – 400 063,  
 Maharashtra, India

Dear Sirs,

**Sub: Fairness Opinion on the proposed spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of Sun Pharmaceutical Industries Limited into Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. respectively, pursuant to the Composite Scheme of Arrangement in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 and under regulations 11, 37 and 94 read with regulation 101(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, Vivro Financial Services Private Limited (referred to in this document as "Vivro"), refer to our engagement letter dated May 24, 2018 whereby Sun Pharmaceutical Industries Limited (hereinafter referred to 'SPIL', 'the Transferor Company', 'the Company', 'you', 'your') has appointed us to issue a Fairness Opinion on the proposed spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of Sun Pharmaceutical Industries Limited into Sun Pharma (Netherlands) B.V. (hereinafter referred to as the "Transferee Company-1") and Sun Pharmaceutical Holdings USA Inc. (hereinafter referred to as the "Transferee Company-2") (hereinafter collectively referred to as "Transferee Companies") pursuant to the Composite Scheme of Arrangement in terms of Sections 230 to 232 read with Section 234 of Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 for the Transferor Company, provisions of laws of Netherlands as may be applicable to Transferee Company-1 and provisions of laws of United States of America as may be applicable to Transferee Company-2.

This Fairness Opinion has been issued in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued under Section 11 of the SEBI Act, 1992 and under regulations 11, 37 and 94 read with regulation 101(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 19(7) of Securities Contracts (Regulation) Rules, 1957.

In connection with the same, please find attached the Fairness Opinion issued by us.

Thanking you.

**For Vivro Financial Services Private Limited**

  
**Roshan Vaishnav**  
 Director



**Date: May 25, 2018**  
**Place: Ahmedabad**

**1. HISTORY AND BACKGROUND**

**1.1 Sun Pharmaceutical Industries Limited**

- 1.1.1 SPIL was incorporated in the year 1993 with the Registrar of Companies, Gujarat bearing CIN L24230GJ1993PLC019050. The registered Office of SPIL is located at SPARC, Tandalja, Vadodara – 390012.
- 1.1.2 The equity shares of SPIL are listed on BSE Limited and National Stock Exchange of India Limited.
- 1.1.3 SPIL is engaged in the business of manufacturing and marketing of various drugs and pharmaceutical products.
- 1.1.4 The main objects of the Transferor Company are development, manufacture, sale, trading and export of various generic drug formulations, manufacture of drugs and pharmaceutical products. It is also engaged in export of pharmaceutical formulations to various regulated markets including USA.
- 1.1.5 The Board of Directors of SPIL as on May 25, 2018 is as follows:

Name of the Directors	Designation
Mr. Dilip S. Shanghvi	Managing Director
Mr. Israel Makov	Non-Executive Chairman
Mr. Sailesh T. Desai	Whole- Time Director
Mr. Sudhir V. Valia	Whole- Time Director
Mr. Kalyanasundaram Subramanian	Whole- Time Director
Mr. Keki M. Mistry	Non-Executive Independent Director
Mr. Ashwin S. Dani	Non-Executive Independent Director
Mr. S. Mohanchand Dadha	Non-Executive Independent Director
Ms. Rekha Sethi	Non-Executive Independent Director
Mr. Vivek Chaand Sehgal	Non-Executive Independent Director
Mr. Gautam Doshi*	Non-Executive Independent Director

\*Appointed on May 25, 2018

- 1.1.6 The Authorized Share Capital of SPIL is INR 6,000,000,000 divided into 5,990,000,000 equity shares of INR 1/- each & 100,000 Cumulative Preference Shares of INR 100/- each. As on March 31, 2018, the Issued, Subscribed and Paid up Share Capital of SPIL is INR 2,399,323,180 comprising of 2,399,323,180 equity shares of INR 1/- each.
- 1.1.7 The Shareholding pattern of Sun Pharmaceutical Industries Limited as on March 31, 2018 is as under:

Categories	Number of Shares	Shareholding Percentage (%)
Promoters	1,304,855,381	54.38%
Public	1,094,467,799	45.62%
<b>Total</b>	<b>2,399,323,180</b>	<b>100.00%</b>

- 1.1.8 SPIL proposes to spin-off its Specified Investment Undertaking-1 into Transferee Company 1 and its Specified Investment Undertaking-2 into Transferee Company 2.



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- The Specified Investment Undertaking-1 shall mean and include, with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments, loans and advances, etc.) of the Transferor Company in the following entities as on the on the Appointed Date and as on the Effective Date:
- (i) Sun Pharmaceutical Peru Sociedad Anonima Cerrada
  - (ii) SPIL DE Mexico S.A. DE C.V.
  - (iii) OOO "Sun Pharmaceutical Industries" Limited
  - (iv) Sun Pharma de Venezuela, C.A.
  - (v) Ranbaxy Pharmacie Generiques
  - (vi) Ranbaxy (Malaysia) SDN. BHD.
  - (vii) Ranbaxy Nigeria Limited
- The Specified Investment Undertaking-2 shall mean and include, with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments, loans and advances, etc.) of the Transferor Company in the following entity as on the on the Appointed Date and as on the Effective Date:
- (i) Sun Pharmaceutical Industries Inc., USA

1.2 **Sun Pharma (Netherlands) B.V.**

- 1.2.1 Sun Pharma (Netherlands) B.V. (Formally known as Ranbaxy (Netherlands) B.V.), a company registered in Netherlands and was incorporated on December 14, 1993 bearing registration number 802523924. The registered office of the Company is located at Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands.
- 1.2.2 It has been engaged in making strategic investments and in other activities including financial activities in the pharmaceutical sector.
- 1.2.3 The entire paid up capital of Sun Pharma (Netherlands) B.V. is held by SPIL.

**The Share Capital of Sun Pharma (Netherlands) B.V. as on March 31, 2018:**

Particulars	Amount (in Euros)
<b>Authorized Capital</b>	
17,500,000 shares of face value of EURO 100/- each	1,750,000,000
<b>Total</b>	<b>1,750,000,000</b>
<b>Issued, Subscribed and Paid up capital</b>	
5,473,340 shares of EURO 100 each	547,334,000
<b>Total</b>	<b>547,334,000</b>

- 1.2.4 Present Directors of Sun Pharma (Netherlands) B.V are as follows:

Name	Designation
De Kloet Hellen	Director
Prashant Savla	Director
Harin P Mehta	Director



1.3 **Sun Pharmaceutical Holdings USA Inc.**

- 1.3.1 Sun Pharmaceutical Holdings USA Inc. is an unlisted company incorporated in Delaware, United States of America on November 17, 2016. The registered office of the Company is located at 1209 Orange St, Wilmington, New Castle Colony, DE 19801.
- 1.3.2 It has been engaged in making strategic investments and in other activities including financial activities in the pharmaceutical sector.
- 1.3.3 The entire paid up capital of Sun Pharmaceutical Holdings USA Inc. is held by Ranbaxy Holdings (U.K.) Ltd. which is held by Sun Pharma (Netherlands) B.V. and Sun Pharma (Netherlands) B.V. is held by Sun Pharmaceutical Industries Limited.

**The Share Capital of Sun Pharmaceutical Holdings USA Inc. as on March 31, 2018:**

Particulars	Amount (in US\$)
<b>Authorized Capital</b>	
5000 Common Stock of face value of \$0.001 each	5.00
<b>Total</b>	<b>5.00</b>
<b>Issued, Subscribed and Paid up capital</b>	
1 Common Stock of face value of \$0.001 each	0.001
<b>Total</b>	<b>0.001</b>

Present Directors of Sun Pharmaceutical Holdings USA Inc. are as follow:

Name	Designation
Abhay Gandhi	CEO & Director
Sudhir Valia	Director
Jayesh Shah	Director
Sunil Mehta	Director

**2. ASSIGNMENT BACKGROUND:**

- 2.1 Sun Pharmaceutical Industries Ltd. has engaged 'Vivro Financial Services Private Limited', Category I Merchant Banker registered with SEBI having its Registration No. INM000010122 (referred to in this document as "Vivro"), vide an engagement letter dated May 24, 2018 to issue a Fairness Opinion Report in respect of the Composite Scheme of Arrangement providing for spin-off of the Specified Investment Undertaking-1 and the Specified Investment Undertaking-2 of Sun Pharmaceutical Industries Limited into Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. respectively.
- 2.2 This Fairness Opinion Report is issued in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued under Section 11 of the SEBI Act, 1992 and under regulations 11, 37 and 94 read with regulation 101(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 19(7) of Securities Contracts (Regulation) Rules, 1957, and the same can be used as guidance for the Composite Scheme.





**3. DISCLAIMER AND LIMITATIONS**

- 3.1 This Fairness Opinion Report is prepared by 'Vivro Financial Services Private Limited under an engagement from Sun Pharmaceutical Industries Ltd. on the basis of information, documents, papers, and explanations given by the management, officers and staff of SPIL to Vivro.
- 3.2 In preparing the Fairness Opinion Report, Vivro has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and financial data provided by SPIL. Vivro has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information.
- 3.3 Our work does not constitute an audit or certification or due diligence of the past financials of SPIL or any of the transferee Companies used in the study and we have relied upon the information provided to us by SPIL as regards such working results.
- 3.4 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies. No investigation of the companies claim to the title of assets or property owned by the companies has been made for the purpose of the fairness opinion. With regard to the companies claim we have relied solely on representation, whether verbal or otherwise made, by the management to us for the purpose of this report.
- 3.5 Publicly available information deemed relevant for the purpose of the analysis contained in this report has also been used. Accordingly, this report is based on our interpretation of the information provided by SPIL or any of its affiliates as well as its representatives and advisors, to date.
- 3.6 Vivro shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly on account of the use of or reliance on the information set out herein in this report.
- 3.7 Vivro has not provided any accounting, tax or legal advice to SPIL or Transferee Companies or any other company involved in the transaction. This Fairness Opinion Report should not be construed as investment advice or any form of recommendation either for making or divesting investment in any of the companies involved in the transaction.
- 3.8 This Opinion is furnished on a strictly confidential basis. Neither this Opinion nor the information contained herein may be reproduced or passed to any person or used for any purpose other than stated above or as may be required under applicable laws and regulation.
- 3.9 This Report, its contents and the results herein (i) are specific to the purpose of report agreed as per the terms of our engagement and (ii) are specific to the date of this report. This report is necessarily based on the prevailing financial, economic and other conditions in general and industry trends in particular as in effect on, and the written and oral information made available to us till the date of this report. Events occurring after this date may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

**4. SOURCES OF INFORMATION**

We have relied on the following information made available to us by SPIL for the purpose of this report:

- 4.1 Management Certified Draft Composite Scheme of Arrangement among SPIL & Transferee Company-1 and Transferee Company-2.



- 4.2 Memorandum and Articles of Association as well as charter documents of Sun Pharmaceutical Industries Ltd., Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc.,
- 4.3 Present Shareholding pattern of Transferor Company and Transferee Companies.
- 4.4 Audited Financial Statements of SPIL for the Financial Year ended on March 31, 2017 and results for the nine months ended on December 31, 2017.
- 4.5 Audited Financial Statements of Transferee Company 1 and Transferee Company 2 for the Financial Year ended on March 31, 2017 and for the nine months ended December 31, 2017.
- 4.6 Such other information and explanations as we required and which have been provided by the management of SPIL, which were considered relevant for the purpose the Fairness Opinion.

## **5. PURCHASE CONSIDERATION**

- 5.1 Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. are directly or indirectly wholly owned Subsidiary Companies of Sun Pharmaceutical Industries Ltd (SPIL). Therefore, no consideration has been provided under the Scheme.

Clause 11 of the scheme stating the terms of Consideration is reproduced below:

*"The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1 in more efficient and focused manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferee Company-1. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-1. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-1 shall be spun-off without any consideration, to the Transferee Company-1 under the Scheme."*

Clause 18 of the scheme stating the terms of Consideration is reproduced below:

*"The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1 in more efficient and focused manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferee Company-2. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-2. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-2 shall be spun-off without any consideration, to the Transferee Company-2 under the Scheme."*

## **6. CONCLUSION**

- 6.1 Our analysis and results are also specific to the date of this report. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the companies have drawn our attention to all the matters, which they are aware of considering the financial position of the companies, their businesses, and any other matter, which may have an impact on our opinion for the proposed scheme, including any significant changes that have taken place or are likely to take place in the financial position of the companies or their



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businesses subsequent to the proposed Appointed Date of the proposed Scheme. We have no responsibility to update this report for events and circumstances occurring after the date of this report. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.

- 6.2 With reference to the above and based on the information provided to us by the management of the entities forming part of the Composite Scheme of arrangement, we understand that the present Scheme proposes to spin-off the Specified Investment Undertaking-1 of SPIL into Transferee Company 1 and of the Specified Investment Undertaking-2 of SPIL into Transferee Company 2.
- 6.3 Since the Transferee Companies (i.e. Sun Pharma (Netherlands) B.V. & Sun Pharmaceutical Holdings USA Inc.) are direct or indirect wholly owned subsidiaries of Transferor company (i.e. SPIL), the Scheme is an internal group restructuring between the Transferor Company and the Transferee Companies. Accordingly, the Transferee Companies shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Hence, an exchange ratio or a valuation of Equity shares of the Transferor Company and Transferee Companies has not been arrived at, for the proposed composite scheme of arrangement.
- 6.4 The proposed spin-off does not involve any movement of assets or liabilities outside the Sun Pharma group.
- 6.5 There would be no change in the promoter or public shareholding pattern of the public listed company i.e. SPIL, post proposed composite scheme of arrangement.
- 6.6 In the light of the foregoing and subject to the disclaimers and limitations detailed hereinabove, we state that in our opinion the proposed spin-off of the Specified Investment Undertaking-1 of SPIL into Transferee Company 1 and of the Specified Investment Undertaking-2 of SPIL into Transferee Company 2 under the Composite Scheme of Amalgamation seems fair and reasonable.

**For, Vivro Financial Services Private Limited**

  
**Roshan Vaishnav**  
**Director**



**Date: May 25, 2018**

**Place: Ahmedabad**

Sun Pharmaceutical Industries Ltd.  
 Sun House, Plot No. 201 B/1,  
 Western Express Highway, Goregaon (E),  
 Mumbai - 400 063, Maharashtra, INDIA.  
 Tel. : (91-22) 4324 4324  
 Fax : (91-22) 4324 4343  
 Website : www.sunpharma.com  
 CIN : L24230GJ1993PLC019050



**October 23, 2018**

The General Manager  
 Department of Corporate Services - Listing  
**BSE Limited**  
 Phiroze Jeejeebhoy Towers  
 Dalal Street, Mumbai - 400 001

**Sub: Report on complaints as required under Para I(A)(6) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

**Details of Complaint(s) received by the Company on the Draft Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. and their respective Members And Creditors, from various sources during the 21 days period from the date of filing of Draft Composite Scheme of Arrangement with stock exchange (September 28, 2018) and hosting of the Draft Composite Scheme of Arrangement along with other documents on the website of the Company (September 28, 2018) and BSE Limited (October 01, 2018) i.e. up to October 22, 2018.**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
-	-	-	-

For Sun Pharmaceutical Industries Limited

  
**Ashok I. Bhuta**  
**Sr. GM – Secretarial &**  
**Compliance Officer**

Sun Pharmaceutical Industries Ltd.  
 Sun House, Plot No. 201 B/1,  
 Western Express Highway, Goregaon (E),  
 Mumbai - 400 063, Maharashtra, INDIA.  
 Tel. : (91-22) 4324 4324  
 Fax : (91-22) 4324 4343  
 Website : www.sunpharma.com  
 CIN : L24230GJ1993PLC019050



**October 23, 2018**

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

**Sub: Report on complaints as required under Para I(A)(6) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

**Details of Complaint(s) received by the Company on the Draft Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. and their respective Members And Creditors, from various sources during the 21 days period from the date of filing of Draft Composite Scheme of Arrangement with stock exchange (September 29, 2018) and hosting of the Draft Composite Scheme of Arrangement along with other documents on the website of the Company (September 28, 2018) and National Stock Exchange of India Limited (October 01, 2018) i.e. up to October 22, 2018.**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
-	-	-	-

**For Sun Pharmaceutical Industries Limited**

  
**Ashok I. Bhuta**  
**Sr. GM – Secretarial &**  
**Compliance Officer**





## National Stock Exchange Of India Limited

Ref: NSE/LIST/18742

January 18, 2019

The Company Secretary  
Sun Pharmaceutical Industries Limited  
SPARC, Tandalja,  
Vadodara 390012

**Kind Attn.: Mr. Sunil Ajmera**

Dear Sir,

**Sub: Observation Letter for composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc.**

We are in receipt of the composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited (“Transferor Company”) and Sun Pharma (Netherlands) B.V. (“Transferee Company-1”) and Sun Pharmaceutical Holdings USA Inc. (“Transferee Company-2”) and their respective members and creditors vide application dated September 29, 2018.

Based on our letter reference no Ref: NSE/LIST/65169 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“Circular”), SEBI vide letter dated January 18, 2019, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange and from the date of the receipt of this letter is displayed on the websites of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circular.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from January 18, 2019, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For **National Stock Exchange of India Limited**

Rajendra Bhosale  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)



DCS/AMAL/PB/R37/1386/2018-19

January 18, 2019

The Company Secretary,  
**SUN PHARMACEUTICAL INDUSTRIES LTD.**  
SPARC, Tandalja,  
Vadodara, Gujarat - 390012

Sir,

**Sub: Observation letter regarding the Draft Scheme of Arrangement among Sun Pharmaceutical Industries Limited, Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc.**

We are in receipt of Draft Scheme of Arrangement among Sun Pharmaceutical Industries Limited, Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated January 18, 2019 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.



(2)

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,



**Nitinkumar Pujari**  
Senior Manager

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED AT ITS MEETING HELD ON MAY 25, 2018, EXPLAINING THE EFFECT OF COMPOSITE SCHEME OF ARRANGEMENT AMONG SUN PHARMACEUTICAL INDUSTRIES LIMITED AND SUN PHARMA (NETHERLANDS) B.V. AND SUN PHARMACEUTICAL HOLDINGS USA INC. AND THEIR RESPECTIVE MEMBERS AND CREDITORS ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.**

**1. Background:**

- 1.1 The proposed Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited ("Transferor Company") and Sun Pharma (Netherlands) B.V. ("Transferee Company-1") and Sun Pharmaceutical Holdings USA Inc. ("Transferee Company-2") and their respective members and creditors under Section 230 to 232 read with Section 234 of the Companies Act, 2013 or any other applicable provisions, if any, of the Companies Act, 2013 for demerger of Specified Investment Undertaking -1 (as defined in Composite Scheme of Arrangement) of Transferor Company into Transferee Company- 1 and Specified Investment Undertaking -2 (as defined in Composite Scheme of Arrangement) of Transferor Company into Transferee Company- 2 ("Composite Scheme of Arrangement"). The Composite Scheme of Arrangement was approved by the Board of Directors of the Transferor Company at its meeting held on May 25, 2018. The Transferee Company -1 is the wholly owned subsidiary of Transferor Company and Transferee Company -2 is an indirect wholly owned subsidiary of Transferor Company.
- 1.2 In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Composite Scheme of Arrangement on each class of shareholders, key managerial personnel ("KMP"), promoter and non-promoter shareholders of the Transferor Company laying out in particular the share exchange ratio, if any. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.3 Having regard to the aforesaid new provisions, this report is adopted by the Board in an order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.4 The following documents were considered by the Board of Directors for the purpose of issue of this report:
  - a. Draft Scheme of Arrangement duly initialed by the Company Secretary of the Transferor Company for the purpose of identification.
  - b. Fairness Opinion dated May 25, 2018 issued by Vivro Financial Services Private Limited on the draft Composite Scheme of Arrangement.
  - c. Report of the Audit Committee dated May 25, 2018, recommending the draft Composite Scheme of Arrangement to the Board for approval.

**2. Effect of Scheme of Arrangement on each class of shareholders, KMP, promoters and non-promoter shareholders:**

The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Composite Scheme of Arrangement is intended to restructure the business of Specified Investment Undertaking-1 in more efficient and focussed manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, no consideration shall be payable by the Transferee Company-1 under the Composite Scheme of Arrangement.

The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Composite Scheme of Arrangement is intended to restructure the business of Specified Investment Undertaking-2 in more efficient and focussed manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, no consideration shall be payable by the Transferee Company-2 under the Composite Scheme of Arrangement.

Further, there will be no change in the KMP(s) of the Transferee Company-1 and Transferee Company-2 pursuant to Scheme of Arrangement neither any KMP(s) has/have any material interest, concern or any other interest in the Scheme of Arrangement except to the extent of their shareholding in the Transferee Company -1 and Transferee Company-2, if any, or to the extent the KMP(s) is/are the partner(s), director(s), member(s) and/or beneficiary(ies) of the companies, firms, association of persons, bodies corporate and/or trust, as the case may be, that hold shares in the Transferee Company -1 and Transferee Company-2.

As far as the Equity Shareholders (Promoter Shareholders as well as Non-Promoter Shareholders) of the Transferee Company are concerned there will not be any dilution in their shareholding in the Company as there will be no issuance of shares by the Company pursuant to the Scheme;

**By order of the Board  
For Sun Pharmaceutical Industries Limited**

**May 25, 2018**

**Sailesh T. Desai  
Whole-time Director (DIN: 00005443)**

Limited Review Report - Ind AS Standalone Financial Results

Review Report to  
The Board of Directors  
Sun Pharmaceutical Industries Limited

1. We have reviewed the accompanying statement of unaudited standalone Ind AS financial results of Sun Pharmaceutical Industries Limited (the 'Company') for the quarter ended December 31, 2018 and year to date from April 01, 2018 to December 31, 2018 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation'), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular').
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS) 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.



# **S R B C & CO LLP**

Chartered Accountants

Sun Pharmaceutical Industries Limited

Limited Review for the quarter and nine months ended December 31, 2018

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5. As fully described in note 6 of the Statement, the Company has prepared these financial results to give effect to the Scheme of arrangement of demerger of the specified undertaking of Sun Pharma Global FZE into the Company with an appointed date of April 01, 2017. We did not review total assets of INR 2,675.81 crore as at March 31, 2018, total revenues of INR 1,338.81 crore and INR 852.44 crore for the year ended 31 March 2018 and the nine month period ended 31 December, 2017 respectively, included in the accompanying statement in respect of the specified undertaking of Sun Pharma Global FZE whose financial results and other information has been reviewed by other auditor and whose report has been furnished to us. Our conclusion, in so far as it relates to the affairs of the specified undertaking is based solely on report of other auditor. Our conclusion is not modified in respect of this matter.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003

per Paul Alvares

Partner

Membership No.: 105754

Mumbai

February 12, 2019



**Sun Pharmaceutical Industries Limited**

**Registered Office:** Sun Pharma Advanced Research Centre, Tandalja, Vadodara - 390012.

**Corporate Office:** Sun House, CTS No. 201 B/1, Western Express Highway,

Goregaon (E), Mumbai - 400063 Tel.: +91 22 4324 4324.

**CIN:** L24230GJ1993PLC019050, **Website :** www.sunpharma.com

**Statement of Standalone Unaudited Financial Results for the Quarter and Nine months ended December 31, 2018**

(₹ in Crore)

Particulars	Quarter ended			Nine months ended		Year ended
	31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
a. Sale of products	2,192.41	2,391.44	2,355.18	7,525.49	6,165.24	8,774.41
b. Other operating revenues	68.85	81.83	53.25	225.59	160.13	231.84
Total revenue from operations (I)	2,261.26	2,473.27	2,408.43	7,751.08	6,325.37	9,006.25
II Other income	27.76	532.97	33.47	592.21	951.15	1,128.04
III Total income (I+II)	2,289.02	3,006.24	2,441.90	8,343.29	7,276.52	10,134.29
IV Expenses						
Cost of materials consumed	716.27	651.40	220.81	1,796.52	1,180.26	2,210.12
Purchases of stock-in-trade	329.73	262.66	306.95	982.45	740.33	1,201.51
Changes in inventories of finished goods, stock-in-trade and work-in-progress	(64.65)	(20.83)	405.17	(69.66)	768.96	159.26
Employee benefits expense	391.20	384.61	405.50	1,145.34	1,216.80	1,625.00
Finance costs	133.38	151.38	64.70	421.55	277.72	388.31
Depreciation and amortisation expense	134.06	131.00	119.90	420.77	364.63	487.24
Other expenses	714.10	1,026.80	597.68	2,698.67	1,976.48	2,832.10
Total expenses (IV)	2,354.09	2,587.02	2,120.71	7,395.64	6,525.18	8,903.54
V Profit/(Loss) before exceptional item and tax (III-IV)	(65.07)	419.22	321.19	947.65	751.34	1,230.75
VI Exceptional item (Refer Note 7)	-	1,214.38	-	1,214.38	950.50	950.50
VII Profit/(Loss) before tax (V+VI)	(65.07)	(795.16)	321.19	(266.73)	(199.16)	280.25
VIII Tax expense / (credit)	(26.39)	10.91	0.54	(15.27)	(0.18)	(25.39)
IX Profit/(Loss) for the period (VII-VIII)	(38.68)	(806.07)	320.65	(251.46)	(198.98)	305.64
X Other comprehensive income (OCI)						
a. (i) Items that will not be reclassified to profit or loss	(2.66)	9.30	(10.09)	12.08	(40.74)	73.15
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.93	(3.25)	-	(4.22)	-	(25.31)
b. (i) Items that may be reclassified to profit or loss	(31.92)	139.19	(53.53)	252.47	(40.25)	8.31
(ii) Income tax relating to items that may be reclassified to profit or loss	(27.57)	13.64	-	(12.27)	-	0.54
Total other comprehensive income (a+b) (X)	(61.22)	158.88	(63.62)	248.06	(80.99)	56.69
XI Total comprehensive income for the period (IX+X)	(99.90)	(647.19)	257.03	(3.40)	(279.97)	362.33
XII Paid-up equity share capital - face value ₹ 1 each	239.93	239.93	239.93	239.93	239.93	239.93
XIII Other equity						22,082.68
XIV Earnings per equity Share of ₹ 1 each (not annualised for quarters)						
₹ (Basic)	(0.16)	(3.36)	1.34	(1.05)	(0.83)	1.27
₹ (Diluted)	(0.16)	(3.36)	1.34	(1.05)	(0.83)	1.27
See accompanying notes to the unaudited standalone financial results						
Research and development expenses incurred (included above)	250.17	230.42	177.26	699.18	615.55	853.18

**Notes:**

- The above unaudited standalone financial results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 12, 2019.
- The above financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as amended, prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder.
- During the quarter ended December 31, 2018, 3,600 equity shares of ₹ 1 each have been allotted under Employee Stock Option Scheme of the Company. Subsequent to the quarter ended December 31, 2018 the Company has, on February 11, 2019 allotted 6,696 equity shares of ₹ 1 each under Employee Stock Option Scheme of the Company.
- Post the applicability of Goods and Service Tax ("GST") with effect from July 01, 2017, revenue from operations is required to be disclosed net of GST. Thus, the revenue from operations for the nine months ended December 31, 2017 is not comparable with the revenue from operations of other periods presented in the results.
- The Board of Directors of the Company at its meeting held on May 25, 2018, approved the Scheme of Arrangement between the Company, Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. (both being wholly owned subsidiaries of the Company) which inter-alia, envisages spin-off of the specified investment undertaking of the Company. The scheme shall be effective post receipt of requisite approvals and accordingly, the above results do not reflect the impact, if any, on account of the schemes.
- Pursuant to the scheme of arrangement, as approved by the Hon'ble High Court of Gujarat on October 31, 2018, unbranded generic pharmaceutical undertaking of Sun Pharma Global FZE, a wholly owned subsidiary, has been transferred to the Company w.e.f April 01, 2017. Consequently, effect of the scheme including the tax impact has been given in the financial results in accordance with Ind AS 103 – Business Combinations. The results for previous periods have been restated to give effect to the merger.
- "In respect of an antitrust litigation, relating to a product Modafinil, the Company and one of its wholly-owned subsidiaries had previously entered into settlements with certain plaintiffs (Apotex Corporation, Retailer Purchasers and end-payor plaintiffs) for an aggregate amount of USD 150.5 Million. The equivalent Indian rupee liability of ₹ 950.50 Crore and ₹ 24.00 Crore was provided in the books of account in year ended March 31, 2018 and quarter ended June 30, 2018 respectively. The amount of ₹ 950.50 Crore was disclosed as an exceptional item. During the quarter, the Company has entered into settlement agreement with the Direct Purchaser Plaintiffs; while continuing to litigate as well as negotiate the case with the remaining one plaintiff. The Company had accounted for likely amount payable to remaining plaintiff in the antitrust litigation relating to the product Modafinil and had disclosed the charge as an exceptional item in the quarter ended on September 30, 2018."
- The Company has only one reportable segment namely 'Pharmaceuticals'.

For and on behalf of the Board

Mumbai, February 12, 2019

Dilip S. Shanghvi  
Managing Director

**Sun Pharma (Netherlands) B. V.**  
**Statement of Standalone Unaudited Assets and Liabilities**

(In Millions)

Particulars	As at 31.12.2018 In USD
<b>ASSETS</b>	
<b>(1) Non-current assets</b>	
(a) Property, plant and equipment	-
(b) Capital work-in-progress	-
(c) Goodwill	-
(d) Other Intangible assets	-
(e) Intangible assets under development	-
(f) Investments in associates	-
(g) Investments in joint ventures	-
(h) Financial assets	
(i) Investments	642.53
(ii) Loans	113.63
(iii) Other financial assets	15.65
(i) Deferred tax assets (Net)	-
(j) Income tax assets (Net)	-
(k) Other non-current assets	-
<b>Total non-current assets</b>	<b>771.82</b>
<b>(2) Current assets</b>	
(a) Inventories	-
(b) Financial assets	
(i) Investments	-
(ii) Trade receivables	0.16
(iii) Cash and cash equivalents	39.61
(iv) Bank balances other than (iii) above	1.68
(v) Loans	11.89
(vi) Other financial assets	0.12
(c) Other current assets	-
(d) Assets classified as held for sale	-
<b>Total current assets</b>	<b>53.46</b>
<b>TOTAL ASSETS</b>	<b>825.28</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
(a) Equity share capital	700.00
(b) Other equity	105.60
<b>Equity attributable to owners of the Parent</b>	<b>805.60</b>
Non-controlling interests	-
<b>Total equity</b>	<b>805.60</b>
<b>Liabilities</b>	
<b>(1) Non-current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	17.23
(ii) Other financial liabilities	-
(b) Provisions	-
(c) Deferred tax liabilities (Net)	-
(d) Other Non Financial Liabilities	-
<b>Total non-current liabilities</b>	<b>17.23</b>
<b>(2) Current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	-
(ii) Trade payables	0.02
(iii) Other financial liabilities	1.70
(b) Other current liabilities	-
(c) Provisions	-
(d) Current tax liabilities (Net)	0.73
<b>Total current liabilities</b>	<b>2.45</b>
<b>Total liabilities</b>	<b>2.45</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>825.28</b>

Place: Hoofddorp, Netherlands

Date: 23<sup>rd</sup> April, 2019

Prashant Savla

Director

**Sun Pharma (Netherlands) B.V.**

**Statement of Standalone Unaudited Financial Results for the Nine months ended December 31, 2018**

(In Millions )

<b>Particulars</b>	<b>Nine Months ended 31.12.2018 In USD</b>
I Revenue from operations	
a. Sale of products	-
b. Other operating revenues	-
<b>Total revenue from operations (I)</b>	-
II Other income	6.56
III <b>Total income (I+II)</b>	<b>6.56</b>
IV <b>Expenses</b>	
Cost of materials consumed	-
Purchases of stock-in-trade	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	-
Employee benefits expense	-
Finance costs	-
Depreciation and amortisation expense	-
Other expenses	18.73
<b>Total expenses (IV)</b>	<b>18.73</b>
V Profit before exceptional Item and tax (III-IV)	(12.17)
VI Exceptional item (Refer Note 6)	-
VII <b>Profit / (Loss) before tax (V-VI)</b>	(12.17)
VIII Tax expense	(0.10)
IX <b>Profit / (Loss) for the period before share of profit / (loss) of associates and joint ventures (VII-VIII)</b>	<b>(12.07)</b>
X Share of profit / (loss) of associates and joint ventures (net)	-
XI <b>Net Profit / (Loss) after taxes and share of profit / (loss) of associates and joint ventures but before non-controlling Interests</b>	(12.07)
Non-controlling interests	-
XII <b>Net Profit / (Loss) after taxes, share of profit / (loss) of associates and joint ventures and non- controlling interests</b>	(12.07)
XIII Other comprehensive income (OCI)	
A. Items that will not be reclassified to profit or loss	6.11
B. Items that may be reclassified to profit or loss	-
<b>Total other comprehensive income (A+B)</b>	<b>6.11</b>
XIV <b>Total comprehensive income for the period (XI+XIII)</b>	<b>(5.96)</b>
Place: Hoofddorp, Netherlands	Prashant Savla
Date: 23 <sup>rd</sup> April, 2019	Director

**Sun Pharmaceuticals Holdings USA Inc.**  
**Statement of Standalone Unaudited Assets and Liabilities**

(In Millions)

Particulars	As at 31.12.2018 In USD
<b>ASSETS</b>	
<b>(1) Non-current assets</b>	
(a) Property, plant and equipment	-
(b) Capital work-in-progress	-
(c) Goodwill	-
(d) Other Intangible assets	-
(e) Intangible assets under development	-
(f) Investments in associates	-
(g) Investments in joint ventures	-
(h) Financial assets	-
(i) Investments	466.51
(ii) Loans	-
(iii) Other financial assets	-
(i) Deferred tax assets (Net)	-
(j) Income tax assets (Net)	-
(k) Other non-current assets	-
<b>Total non-current assets</b>	<b>466.51</b>
<b>(2) Current assets</b>	
(a) Inventories	-
(b) Financial assets	-
(i) Investments	-
(ii) Trade receivables	-
(iii) Cash and cash equivalents	0.00
(iv) Bank balances other than (iii) above	-
(v) Loans	11.00
(vi) Other financial assets	-
(c) Other current assets	-
(d) Assets classified as held for sale	-
<b>Total current assets</b>	<b>11.00</b>
<b>TOTAL ASSETS</b>	<b>477.51</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
(a) Equity share capital	0.00
(b) Other equity	477.51
<b>Equity attributable to owners of the Parent</b>	<b>477.51</b>
Non-controlling interests	-
<b>Total equity</b>	<b>477.51</b>
<b>Liabilities</b>	
<b>(1) Non-current liabilities</b>	
(a) Financial liabilities	-
(i) Borrowings	-
(ii) Other financial liabilities	-
(b) Provisions	-
(c) Deferred tax liabilities (Net)	-
(d) Other Non Financial Liabilities	-
<b>Total non-current liabilities</b>	<b>-</b>
<b>(2) Current liabilities</b>	
(a) Financial liabilities	-
(i) Borrowings	-
(ii) Trade payables	-
(iii) Other financial liabilities	-
(b) Other current liabilities	-
(c) Provisions	-
(d) Current tax liabilities (Net)	-
<b>Total current liabilities</b>	<b>-</b>
<b>Total liabilities</b>	<b>-</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>477.51</b>

Place :USA

Zvi Albert

Date: 23<sup>rd</sup> April, 2019

V.P. Finance &amp; Treasurer



**Sun Pharmaceuticals Holdings USA Inc.**

**Statement of Standalone Unaudited Financial Results for the Nine months ended December 31, 2018**

(In Millions )

<b>Particulars</b>	<b>Nine Months ended 31.12.2018 In USD</b>
I Revenue from operations	
a. Sale of products	-
b. Other operating revenues	-
<b>Total revenue from operations (I)</b>	-
II Other income	-
<b>III Total income (I+II)</b>	-
<b>IV Expenses</b>	
Cost of materials consumed	-
Purchases of stock-in-trade	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	-
Employee benefits expense	-
Finance costs	-
Depreciation and amortisation expense	-
Other expenses	-
<b>Total expenses (IV)</b>	-
<b>V Profit before exceptional item and tax (III-IV)</b>	-
<b>VI Exceptional item (Refer Note 6)</b>	-
<b>VII Profit / (Loss) before tax (V-VI)</b>	-
VIII Tax expense	-
<b>IX Profit / (Loss) for the period before share of profit / (loss) of associates and joint ventures (VII-VIII)</b>	-
X Share of profit / (loss) of associates and joint ventures (net)	-
<b>XI Net Profit / (Loss) after taxes and share of profit / (loss) of associates and joint ventures but before non-controlling Interests</b>	-
Non-controlling interests	-
<b>XII Net Profit / (Loss) after taxes, share of profit / (loss) of associates and joint ventures and non- controlling interests</b>	-
<b>XIII Other comprehensive income (OCI)</b>	
a. Items that will not be reclassified to profit or loss	-
b. Items that may be reclassified to profit or loss	-
<b>Total other comprehensive income (A+B)</b>	-
<b>XIV Total comprehensive income for the period (XI+XIII)</b>	-

Place :USA

Date: 23<sup>rd</sup> April, 2019

Zvi Albert

V.P. Finance & Treasurer



**SUN PHARMACEUTICAL INDUSTRIES LIMITED**

**Registered Office:** SPARC, Tandajja, Vadodara - 390 012, Gujarat, India

**Tel No.:** 0265-6615500/ 600/ 700; **Fax No.:** 0265-2354897

**CIN:** L24230GJ1993PLC019050;

**Email ID:** secretarial@sunpharma.com; **Website:** www.sunpharma.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
CA(CAA) NO. 38/NCLT/AHM/2019

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V., and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors.

**Sun Pharmaceutical Industries Limited,** )  
(CIN: L24230GJ1993PLC019050), a company )  
registered under the provisions of Companies Act, 1956 )  
and having its Registered Office at SPARC, Tandajja, )  
Vadodara - 390 012, in the state of Gujarat, India. )

..... **Applicant Company**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s)	
Registered address	
No. of Shares Held	
Folio No./DP ID & Client ID	
Joint Holder(s)	
E-mail ID	

I/We, being member(s) of ..... equity shares of Sun Pharmaceutical Industries Limited, hereby appoint,

1. Name : ..... Email ID: .....

Address : .....

Signature : ..... or failing him/ her;
2. Name : ..... Email ID: .....

Address : .....

Signature : ..... or failing him/ her;
3. Name : ..... Email ID: .....

Address : .....

Signature : ..... or failing him/ her;

as my/ our proxy to attend and vote for me/ us and on my/ our behalf at the National Company Law Tribunal convened Meeting of the Equity Shareholders of the Applicant Company to be held on **Tuesday, June 04, 2019 at 10:15 a.m. IST at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara – 390 002, Gujarat, India**, for the purpose of considering and if thought fit, approving the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V., and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors (“**Scheme of Arrangement**”) at such Meeting and any adjournment or adjournments thereof and to vote, for me/us and in my/our name(s) \_\_\_\_\_ (here, if for, insert ‘FOR’, or if against, insert ‘AGAINST’) the said Scheme of Arrangement as my/our proxy.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of Shareholder(s)

\_\_\_\_\_  
Signature of Proxy Holder(s)

Please affix  
Revenue  
Stamp of  
₹ 1/-

**Notes:**

1. The form of Proxy must be deposited at the Registered Office of Applicant Company at SPARC, Tandalja, Vadodara – 390 012, Gujarat, India, at least 48 (Forty Eight) hours before the scheduled time of the commencement of the said Meeting.
2. If you are a body corporate, as the equity shareholder, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorised officer of such Body Corporate should be lodged with the Applicant Company at its Registered Office not later the 48 (Forty Eight) hours before the Meeting.
3. A person can act as a proxy on behalf of shareholders not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Applicant Company carrying voting rights. A shareholder holding more than 10% of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. All alterations made in the form of proxy should be initialed.
5. Please affix appropriate revenue stamp before putting signatures.
6. In case of multiple proxies, the proxy later in time shall be accepted.
7. Proxy need not be shareholder of Applicant Company.
8. No person shall be appointed as Proxy who is a minor.



## SUN PHARMACEUTICAL INDUSTRIES LIMITED

**Registered Office:** SPARC, Tandajja, Vadodara - 390 012, Gujarat, India

**Tel No.:** 0265-6615500/ 600/ 700; **Fax No.:** 0265-2354897

**CIN:** L24230GJ1993PLC019050

**Email ID:** secretarial@sunpharma.com; **Website:** www.sunpharma.com

### ATTENDANCE SLIP

#### MEETING OF THE EQUITY SHAREHOLDERS ON TUESDAY, JUNE 04, 2019 AT 10:15 A.M. IST.

Sr. no.

Folio No./DP ID & Client ID

No. of Shares

Name and Address of the Shareholder(s)

Joint Holder 1

Joint Holder 2

I/We hereby record my/our presence at the Meeting of Equity Shareholder(s) of Sun Pharmaceutical Industries Limited convened pursuant to the order of Hon'ble National Company Law Tribunal dated April 11, 2019 at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara – 390 002, Gujarat, India on Tuesday, June 04, 2019 at 10:15 a.m. IST.

Signature of the Attending Member/Proxy/Authorised Representative Present: \_\_\_\_\_

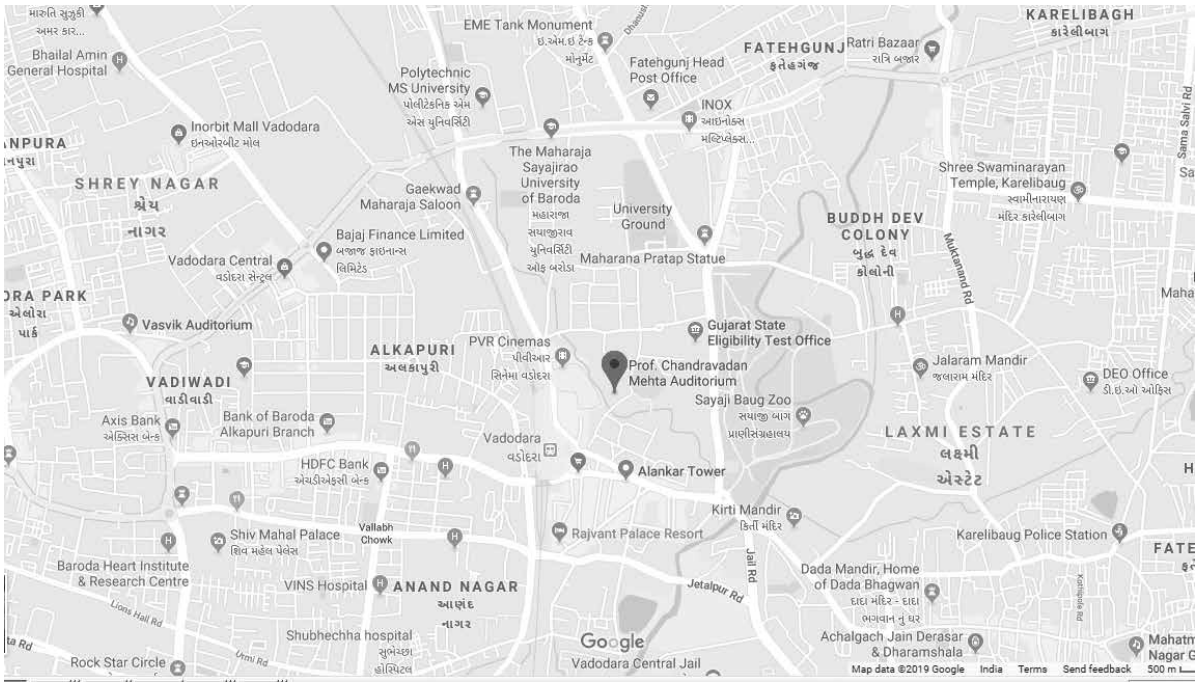
#### Notes:

- (1) Shareholder/ Proxy Holder/ Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance of the venue of the Meeting duly signed.
- (2) Shareholder/ Proxy Holder/Authorized Representative desiring to attend the Meeting is requested to bring his/ her copy of Notice for reference at the Meeting.
- (3) Shareholder who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the Meeting.
- (4) Shareholders are informed that in case of joint holders attending the Meeting, only such joint holder whose name stand first in the Register of Members of Sun Pharmaceutical Industries Limited in respect of such joint holding will be entitled to vote.

#### Remote E-Voting Particulars

<b>EVSN Electronic Voting Sequence Number</b>	<b>User ID</b>	<b>*Password</b>
190423004	Use your DP ID / Client ID / Folio No.	Use your PAN.  *Members who have not updated their PAN with the Company / Depository Participant shall use e-voting code printed on the address label on the envelope in the PAN field. For those having email IDs the e-voting code is sent by email.

**Route Map to Prof. Chandravadan C. Mehta Auditorium,  
the Venue for the Meeting  
Prominent Landmark: Maharaja Sayajirao University**





## SUN PHARMACEUTICAL INDUSTRIES LIMITED

**Registered Office:** SPARC, Tandalja, Vadodara - 390 012, Gujarat, India.

**Tel No.:** 0265-6615500/ 600/ 700; **Fax No.:** 0265-2354897

**Corporate Office:** Sun House, Plot No. 201 B/1, Western Express Highway,  
Goregaon (E), Mumbai - 400 063, Maharashtra, India.

**CIN:** L24230GJ1993PLC019050

**Email ID:** secretarial@sunpharma.com; **Website:** www.sunpharma.com

### NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF UNSECURED CREDITORS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED

<b>Day</b>	Tuesday
<b>Date</b>	June 04, 2019
<b>Time</b>	11:15 a.m. IST
<b>Venue</b>	Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara-390 002, Gujarat, India

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**  
**AHMEDABAD BENCH**  
**CA(CAA) NO. 38/ NCLT/AHM/2019**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V., and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors.

**Sun Pharmaceutical Industries Limited** )  
(CIN: L24230GJ1993PLC019050), a company )  
registered under the provisions of Companies Act, )  
1956 and having its Registered Office at SPARC, )  
Tandalja, Vadodara - 390 012, in the state of Gujarat, India )

..... **Applicant Company**

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF  
SUN PHARMACEUTICAL INDUSTRIES LIMITED, THE APPLICANT COMPANY**

To,

The Unsecured Creditors of Sun Pharmaceutical Industries Limited ("**Applicant Company**" / "**Transferor Company**").

Notice is hereby given that by an order dated April 11, 2019, the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("**NCLT**") has directed that a meeting of Unsecured Creditors of the Applicant Company, be convened and held for the purpose of considering and if thought fit, approving the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. ("**Transferee Company-1**") and Sun Pharmaceutical Holdings USA Inc. ("**Transferee Company-2**"), and their respective members and creditors ("**Scheme of Arrangement**") for transfer of the Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of the Company into Transferee Company -1 and Transferee Company-2 respectively.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of unsecured creditors of the Applicant Company will be held on Tuesday, June 04, 2019 at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara-390 002, Gujarat, India at 11:15 a.m. IST ("**Meeting**"), at which time and place the unsecured creditors of the Applicant Company are requested to attend and to consider and if thought fit, to pass the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and Section 234 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Sun Pharmaceutical Industries Limited ("**the Transferor Company**") and subject to the approval by the requisite majority of the shareholders of the Transferor Company and as directed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("**NCLT**") and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the unsecured creditors be and is hereby accorded to the Composite Scheme of Arrangement among the Transferor Company and Sun Pharma (Netherlands) B.V. ("**Transferee Company-1**") and Sun Pharmaceutical Holdings USA Inc. ("**Transferee Company-2**") and their respective members and creditors ("**Scheme of Arrangement**") for demerger of the Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of the Transferor Company into the Transferee Company-1 and Transferee Company-2 respectively, as a going concern, without any consideration, placed before this NCLT convened Meeting, duly initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved;

**RESOLVED FURTHER THAT** any Whole-time Director of the Transferor Company, be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Arrangement and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Arrangement or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Whole-time Director may deem fit and proper."

**TAKE FURTHER NOTICE** that persons entitled to attend and vote at the Meeting may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant Company at SPARC, Tandajja, Vadodara – 390 012, Gujarat, India, not later than 48 hours before the scheduled time of the commencement of the Meeting of the unsecured creditors of the Applicant Company. Forms of proxy can also be obtained from the registered office of the Applicant Company.

**TAKE FURTHER NOTICE** that in compliance with the order issued by NCLT dated April 11, 2019 (“**NCLT Order**”) and the provisions of Section 230(4) and Section 108 of the Companies Act, 2013 and the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided the facility of voting by ballot or polling paper at the venue of the Meeting, so as to enable the unsecured creditors to consider and approve the Scheme of Arrangement by way of the aforesaid resolution.

It is clarified that votes may be cast personally or by proxy or by Authorized Representative at the Meeting as provided in this Notice.

Copies of this Notice which include Scheme of Arrangement and Explanatory Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge from the Registered Office of the Applicant Company and/or from the office of the Advocate Mrs. Swati Saurabh Soparkar at 301, Shivalik-10, Opp. SBI Zonal Office, S. M. Road, Ambavadi, Ahmedabad 380 015, Gujarat, India.

NCLT has appointed Mr. Gaurang Parikh, Independent Chartered Accountant and failing him, Mr. Pradip Gordia, Independent Chartered Accountant and failing him, Mr. Gautam Doshi, the Independent Director of the Applicant Company, to act as the Chairman of the said Meeting including any adjournment(s) thereof.

The Scheme of Arrangement, if approved at the Meeting, will be subject to the subsequent approval of the NCLT and any other approvals as may be required.

Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 along with copy of the Scheme of Arrangement and other enclosures as indicated in the index including Proxy Form and Attendance Slip are enclosed herewith.

Dated this April 24, 2019

Place : Vadodara

**Gaurang Parikh**  
**The Chairman appointed for the Meeting**

**Registered Office:**

SPARC, Tandajja, Vadodara,  
Gujarat – 390 012, India.

**Notes:**

1. Only unsecured creditors of the Applicant Company may attend and vote (either in person or by proxy or by authorised representative) at the Meeting. The authorised representative of a body corporate which is an unsecured creditor of the Applicant Company may attend the Meeting provided that a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote at the Meeting is deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting.
2. AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE AN UNSECURED CREDITOR OF THE APPLICANT COMPANY. The Form of Proxy duly completed should, however, be deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting.
3. The quorum of the Meeting of the unsecured creditors of the Applicant Company shall be 5 (Five) unsecured creditors of the Applicant Company present in person.
4. All alterations made in the Form of the Proxy should be initialled.
5. The Proxy(ies) should carry any of their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card or such other proof at the venue of the Meeting.
6. Unsecured creditor or his Proxy or authorized representative is requested to bring copy of the notice to the Meeting and produce the attendance slip duly completed and signed at the entrance of the Meeting venue.
7. The Notice together with the documents accompanying the same, is being sent to all unsecured creditors by permitted mode whose names appear in the list of unsecured creditors as on December 31, 2018. However, unsecured creditors as per the books of accounts of the Applicant Company as on June 04, 2019 (opening business hours) will be entitled to attend and exercise their right to vote at the Meeting.



8. Voting rights shall be reckoned on the outstanding value of the unsecured creditors as per the books of accounts of the Applicant Company as on June 04, 2019 (opening business hours).
9. The unsecured creditors may vote in Meeting either in person or by proxies or by authorised representative.
10. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme of Arrangement shall be acted upon only if a majority in number representing three fourths in value of the unsecured creditors of the Applicant Company, voting in person or by proxy or by authorized representative, agree to the Scheme of Arrangement.
11. Mr. C. J. Goswami, proprietor of C. J. Goswami and Associates, the practicing Company Secretaries Mumbai (400 084), has been appointed by the NCLT, as the Scrutinizer to scrutinize the voting by ballot or voting paper.
12. The Scrutinizer will submit his consolidated report to the Chairman of the Meeting after scrutinizing the voting made by unsecured creditors through ballot or voting paper. The result of the voting on the Resolution at the Meeting shall be announced by the Chairman of the Meeting or any person authorized by him, on or before June 06, 2019. The results will be posted on the website of the Applicant Company at [www.sunpharma.com](http://www.sunpharma.com) as well as on the notice board of the Applicant Company at its Registered Office and Corporate Office.
13. Relevant documents referred in the Notice and the Explanatory Statement are open for inspection by the unsecured creditors at the Registered Office of the Applicant Company on all working days, except Saturdays and Sundays, between 11:00 a.m. IST and 1:00 p.m. IST upto the date of the Meeting and at the Meeting during the Meeting hours.

Enclosures: As above

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
CA(CAA) NO. 38/ NCLT/AHM/2019**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors.

**Sun Pharmaceutical Industries Limited** )  
(CIN: L24230GJ1993PLC019050), a company )  
registered under the provisions of Companies Act, )  
1956 and having its Registered Office at SPARC, )  
Tandalja, Vadodara - 390 012, in the state of Gujarat, India )

..... **Applicant Company**

**EXPLANATORY STATEMENT UNDER SECTION 230(3) AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE COMPOSITE SCHEME OF ARRANGEMENT AMONG SUN PHARMACEUTICAL INDUSTRIES LIMITED AND SUN PHARMA (NETHERLANDS) B.V. AND SUN PHARMACEUTICAL HOLDINGS USA INC., AND THEIR RESPECTIVE MEMBERS AND CREDITORS.**

Pursuant to the Order dated April 11, 2019, passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), a meeting of the unsecured creditors of Sun Pharmaceutical Industries Limited ("**Applicant Company**" / "**Transferor Company**") is being convened at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara - 390 002, Gujarat, India on Tuesday, June 04, 2019 ("**Meeting**"), for the purpose of considering and if thought fit, approving the arrangement embodied in the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. ("**Transferee Company-1**") and Sun Pharmaceutical Holdings USA Inc. ("**Transferee Company-2**") and their respective members and creditors ("**Scheme of Arrangement**") for transfer of the Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of Transferor Company into Transferee Company-1 and Transferee Company-2 respectively, is enclosed as **Annexure 1**. Notice of the said meeting together with the copy of the Scheme of Arrangement is sent herewith. This statement explaining the terms of the Scheme of Arrangement is being furnished, *inter alia*, as required under section 230(3) of the Companies Act, 2013.

1. The draft Scheme of Arrangement was placed before the Audit Committee and Board of Directors of the Applicant Company at their respective meetings held on May 25, 2018. In accordance with the provisions of Securities and Exchange Board of India ("**SEBI**") Circular bearing no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Audit Committee of the Applicant Company vide a resolution passed on May 25, 2018 recommended the Scheme of Arrangement to the Board of Directors of the Applicant Company, *inter alia*, taking into account the Fairness Opinion dated May 25, 2018 issued by Vivro Financial Services Private Limited, an independent Merchant Banker, enclosed as **Annexure 2**. The Board of Directors of the Applicant Company at its meeting held on May 25, 2018, approved the Scheme of Arrangement, *inter alia*, based on such recommendation of the Audit Committee.
2. **List of the companies/parties involved in the Scheme of Arrangement:**
  - a) Sun Pharmaceutical Industries Limited
  - b) Sun Pharma (Netherlands) B.V.
  - c) Sun Pharmaceutical Holdings USA Inc.
3. **Details of the companies/parties to the Scheme of Arrangement:**

## A. Sun Pharmaceutical Industries Limited

- a) Sun Pharmaceutical Industries Limited, the Transferor Company/Applicant Company, came into existence by conversion of a partnership firm in the name and style of "Sun Pharmaceutical Industries" into a company in the name and style of Sun Pharmaceutical Industries Limited on March 01, 1993 under the provisions of Part IX of the Companies Act, 1956 with its running business activities. It is a listed public limited company having Corporate Identification Number ("CIN"): L24230GJ1993PLC019050 and Permanent Account Number ("PAN"): AADCS3124K. The equity shares of the Applicant Company are listed on the National Stock Exchange of India Limited and BSE Limited ("**Stock Exchanges**").
- b) The Registered Office of the Applicant Company is situated at SPARC, Tandalja, Vadodara – 390 012, Gujarat, India. The email address of the Applicant Company is [secretarial@sunpharma.com](mailto:secretarial@sunpharma.com).
- c) The main objects of the Applicant Company are set out in the Memorandum of Association which are as under:
1. *To carry on the business as manufacturers, dealers, job workers, processors, Sellers, retailer, buyers, wholesalers, importers, exporters in pharmaceuticals, pharmaceutical-fine-Chemicals, pharmaceutical products, bulkdrugs, intermediates, medicines, allopathic, ayurvedic, homeopathic, unani, patent medicines, lotions, cosmetics, formulations, pills, injection, tablets, capsules, ointments, palsma, biological products biotechnological products monoclonal antibodies, genetic, engineering products, tissue culture products, herbs, cosmetics, toiletries and to carry on the business of vialling, bottling, repacking, processing of capsules, syrups, tablets and ointments.*
  - 1A. *To establish, provide, maintain and conduct or otherwise subsidize research and development laboratories or facilities and experimental workshop for scientific and technical research and to undertake and carry on all types of science and technical research, experiments, process development and tests to all kinds and to promote, sell and lease studies and research both scientific and technical investigations, process development and invention in pharmaceutical formulations and research both scientific and technical investigations, process development and invention in pharmaceutical formulations, bulk drugs, etc. and to make available products and processes on commercial scale or otherwise to pharmaceutical and other Companies and other persons and also to maintain, provide, subsidize, endow or assist laboratories, workshops, libraries, lectures, meetings and conferences and to provide for the remunerations of scientific or technical researchers of professors or teachers and to provide for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests of any kind that may be considered likely to assist the business which the company is authorised to carry on.*
- d) The Applicant Company on the consolidated basis, is the world's fifth largest specialty generic pharmaceutical company and India's top pharmaceutical company, *interalia*, engaged in the business of development, manufacture, marketing, sale, trading, and export of various generic and branded drug formulations as well as active pharmaceutical ingredients. The pharmaceutical products of the Applicant Company are sold all over the globe including to USA, other regulated markets and various emerging markets of the world.
- e) i. The authorised, issued, subscribed and paid-up share capital of the Applicant Company as on December 31, 2018 was as set out below:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorised share capital</b>	
5,99,00,00,000 equity shares of face value of INR 1/- each	5,99,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>Total</b>	<b>6,00,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,39,93,28,274 fully-paid up equity shares of face value of INR 1/- each	2,39,93,28,274
<b>Total</b>	<b>2,39,93,28,274</b>

- ii. Subsequent to December 31, 2018, Committee of Directors (Allotment) of the Applicant Company at its meeting held on February 11, 2019 allotted 6,696 (Six Thousand Six Hundred

and Ninety Six) equity shares of the Applicant Company of Re. 1/- (Rupee One only) each, on exercise of stock options under the Sun Employee Stock Option Scheme – 2015. Accordingly, share capital of the Transferee Company as on date of this notice, is as set out below:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorised share capital</b>	
5,99,00,00,000 equity shares of face value of INR 1/- each	5,99,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>Total</b>	<b>6,00,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,39,93,34,970 fully-paid up equity shares of face value of INR 1/- each	2,39,93,34,970
<b>Total</b>	<b>2,39,93,34,970</b>

f) The details of the present promoter(s) and directors of the Applicant Company along with their addresses are as follows:

**i. Promoter(s) and Promoter Group**

<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>
<b>Promoter:</b>		
1.	Mr. Dilip S. Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
<b>Promoter Group:</b>		
2.	Vibha Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
3.	Kumud Shantilal Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
4.	Aalok Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
5.	Vidhi Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049
6.	Shanghvi Family & Friends Benefit Trust	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
7.	Shanghvi Finance Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
8.	Flamboyawer Finance Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
9.	Sanghvi Properties Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
10.	Gujarat Sun Pharmaceutical Industries Private Limited	402, 4 <sup>th</sup> Floor, R. K. Centre, Fatehgunj Main Road, Baroda - 390 002
11.	Sudhir Vrundavandas Valia	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (East), Mumbai - 400 014
12.	Aditya Medisales Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
13.	Raksha Sudhir Valia*	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (East), Mumbai - 400 014
14.	Unimed Investments Limited*	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057

**Following Promoter Group persons/entities have been re-classified from Promoter Group Category to Public Category vide receipt of approval from National Stock Exchange of India Limited on October 07, 2016 and BSE Limited on October 10, 2016, pursuant to reclassification of status of shareholders in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Mr. Jayant Shantilal Sanghvi, Ms. Varsha Kiran Doshi, Ms. Dipti Nirmal Modi, Mr. Kirit Valia, M/s Kirit Valia HUF, Mr. Jitendra Vrundavandas Valia, M/s Jitendra V Valia (HUF), Mr. Ajay Vrundavandas Valia, M/s Pratham Investments (held on behalf of the firm by its partners)

\* Persons Acting in Concert

ii. **Directors**

Sr.No.	Name	Address
1.	Mr. Israel Makov	20, Hanarkis Street, Karne Yosef 99797, Israel
2.	Mr. Dilip S. Shanghvi	'Tirth' Plot No. 17, New India Society, 12 <sup>th</sup> Road, Juhu Vile Parle Scheme, Mumbai - 400 049, Maharashtra
3.	Mr. Sudhir V. Valia	801, Aalap Building, 8 <sup>th</sup> Floor, 173, Sir Balchandra Road, Dadar (E), Mumbai - 400 014, Maharashtra
4.	Mr. Sailesh T. Desai	A/1002, Aditya Co-op. Hsg. Soc., 10 <sup>th</sup> Floor, Samarth Ramdas Marg, Gulmarg Cross Road No.7, JVPD Scheme, Vile Parle (West), Mumbai - 400 049, Maharashtra
5.	Mr. Kalyanasundaram Subramanian	Flat 301, 3 <sup>rd</sup> Floor, La Papeyon CHSL, Mount Mary, Hill Road, Bandra (West), Mumbai - 400 050, Maharashtra
6.	Ms. Rekha Sethi	32, Uday Park, New Delhi - 110 049
7.	Mr. Vivek Chaand Sehgal	Villa No. 40, Dubai Creek Villas, Dubai Creek Golf and Yacht Club, Port Saeed Deira, Dubai
8.	Mr. Gautam Doshi	C-191 Grand Paradi, Kemp's Corner, August Kranti Marg, Mumbai - 400 036

- g) The amount due to Unsecured Creditors of the Applicant Company as on December 31, 2018 is Rs. 118,505.35 millions.

**B. Sun Pharma (Netherlands) B.V.**

- a) Sun Pharma (Netherlands) B.V., the Transferee Company-1 is incorporated in Netherlands on December 14, 1993.
- b) The Registered Office of the Transferee Company-1 is situated at Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands. The email addresses of the Transferee Company-1 is [prashant.Savla@sunpharma.com](mailto:prashant.Savla@sunpharma.com).
- c) The Transferee Company-1 is a Wholly owned subsidiary of the Transferor Company.
- d) The objects of the Transferee Company-1 as set out in the Memorandum of Association which are considered as main objects are as under:
- trade including import, export, purchase and sale in pharmaceutical and related products;
  - to acquire, hold, administer, manage (including licensing) and dispose of intellectual property rights;
  - to acquire, conduct the management of, to exploit, to encumber and alienate operating assets as well as assets in general;
  - to take up loans and to grant funds by way of loans;
  - to give advice and to render services to legal persons and companies, with which the company forms a group, as well as to third parties;
  - to participate in, to conduct the management over and to finance other companies and business enterprises, of any nature whatsoever;
  - to guarantee liabilities of third parties; together with all activities which are incidental to or which may be conducive to any of the foregoing, everything in the broadest possible sense.
- e) The Transferee Company-1 is *inter alia* engaged in the business of holding strategic investments in overseas operating companies, and is also authorised to undertake financial activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- f) The authorised, issued, subscribed and paid-up share capital of the Transferee Company-1 as on December 31, 2018 was as under:

Particulars	Amount in Euro
<b>Authorised share capital</b>	
1,75,00,000 Shares of EURO 100/- each	1,75,00,00,000
<b>Total</b>	<b>1,75,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
54,73,340 shares of EURO 100/- each	54,73,34,000
<b>Total</b>	<b>54,73,34,000</b>

**Note:** There has been no change in the above capital structure of the Transferee Company-1 as on the date of this Notice. The Transferor Company presently holds 100% of the issued, subscribed and paid up capital of the Transferee Company-1.

- g) The details of the present promoter(s) and directors of Transferee Company-1 along with their addresses are as follows:

i. **Promoter(s)**

Sr. No.	Name	Registered Office Address
1.	Sun Pharmaceutical Industries Limited	SPARC, Tandajja, Vadodara, Gujarat 390 012

ii. **Directors**

Sr. No.	Name	Address
1.	Ms. Hellen De Kloet	Sun Pharma (Netherlands) B.V., Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands
2.	Mr. Prashant Savla	Sun Pharma (Netherlands) B.V., Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands
3.	Mr. Harin P Mehta	Sun Pharma Global FZE, 704, JBC1, Jumeirah Lake Towers, Dubai PO Box 643561, UAE

**C. Sun Pharmaceutical Holdings USA Inc.**

- a) Sun Pharmaceutical Holdings USA Inc., the Transferee Company-2, is incorporated under the laws of Delaware, United States of America on November 18, 2016
- b) The Registered Office of the Transferee Company-2 is situated at 1209 Orange St, Wilmington, New Castle Colony, DE 19801. The email addresses of the Transferee Company-2 is [sunil.mehta@sunpharma.com](mailto:sunil.mehta@sunpharma.com)
- c) The object(s) of the Transferee Company-2 as set out in the Certificate of Incorporation which are considered as main object is as under:
3. *The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.*
- d) The Transferee Company-2 is an indirect wholly owned subsidiary of the Transferor Company.
- e) The Transferee Company-2 is *interalia* engaged in holding strategic investments in group companies incorporated in the United States of America, and financing activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- f) The authorised, issued, subscribed and paid-up share capital of the Transferee Company-2 as on December 31, 2018 was as under:

Particulars	Amount in USD
<b>Authorised share capital</b>	
5000 shares of USD 0.001/- each	5.000
<b>Total</b>	<b>5.000</b>
<b>Issued, subscribed and paid-up share capital</b>	
1 share of USD 0.001/- each	0.001
<b>Total</b>	<b>0.001</b>

**Note:** There has been no change in the above capital structure of the Transferee Company-2 as on the date of this Notice. The Transferor Company holds 100% of the issued, subscribed and paid up capital of the Transferee Company-1. The Transferee Company-1 presently holds 100% of the issued, subscribed and paid up capital of Ranbaxy Holdings (U.K.) Ltd. which is the 100% holding company of the Transferee Company-2 and hence the Transferee Company-2 is an indirect wholly owned subsidiary of the Transferor Company.

- g) The details of the present promoter(s) and directors of Transferee Company-2 along with their addresses are as follows:

iii. **Promoter(s)**

Sr. No.	Name	Registered Office Address
1.	Ranbaxy Holdings (U.K.) Ltd	5 <sup>th</sup> Floor, Hyde Park Hayes 3 11 Millington Road, Hayes, UB3 4AZ U.K.

iv. **Directors**

Sr. No.	Name	Address
1.	Mr. Abhay Gandhi	Sun Pharmaceutical Industries, Inc, 2, Independence Way, Princeton, NJ 08540
2.	Mr. Sudhir Valia	801, Aalap Building, 8 <sup>th</sup> Floor 173, Sir Balchandra Road, Dadar (E), Mumbai - 400 014, Maharashtra
3.	Mr. Jayesh Shah	Sun Pharmaceutical Industries, Inc, One Commerce Drive, Cranbury, NJ 08512, USA
4.	Mr. Sunil Mehta	Sun Pharmaceutical Industries, Inc, One Commerce Drive, Cranbury, NJ 08512, USA

4. **Relationship subsisting between the companies who are parties to the Scheme of Arrangement**

- a) The Transferor Company holds 100% of the issued, subscribed and paid up capital of the Transferee Company-1.
- b) The Transferee Company-1 holds 100% of the issued, subscribed and paid up capital of Ranbaxy Holdings (U.K.) Ltd. and Ranbaxy Holdings (U.K.) Ltd is 100% holding company of the Transferee Company-2 and hence the Transferee Company-2 is an indirect wholly owned subsidiary of the Transferor Company.
- c) The Transferor Company is the holding company of Transferee Company-1 and ultimate holding company of the Transferee Company-2.
- d) Mr. Sudhir Valia is common Director in the Transferor Company and the Transferee Company-2.

5. **Details of the Board meeting at which the Scheme of Arrangement was approved by the Board of Directors of the Applicant Company, Transferee Company-1 and Transferee Company-2 respectively, including the names of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.**

- a) Mr. Israel Makov, Mr. Dilip S. Shanghvi, Mr. Sudhir V. Valia, Mr. Sailesh T. Desai, Mr. Kalyanasundaram Subramanian, Mr. S. Mohanchand Dadha\*, Ms. Rekha Sethi, Mr. Ashwin S. Dani\*, Mr. Keki M. Mistry\*, Mr. Vivek Chaand Sehgal and Mr. Gautam Doshi, Directors of the Applicant Company, had attended the Board meeting held on May 25, 2018 and had unanimously approved the Scheme of Arrangement. All the Directors of the Company were present at the aforesaid Board meeting.

\*Retired and ceased to be Directors of the Transferor Company w.e.f. September 26, 2018.

- b) Ms. Hellen De Kloet, Mr. Prashant Savla and Mr. Harin P Mehta, Directors of the Transferee Company-1, had attended the Board meeting held on May 24, 2018 and had unanimously approved the Scheme of Arrangement.
- c) Mr. Abhay Gandhi, Mr. Sudhir Valia, Mr. Sunil Mehta and Mr. Jayesh Shah, Directors of the Transferee Company-2, had attended the Board meeting held on May 23, 2018 and had unanimously approved the Scheme of Arrangement.

6. **Salient features / details / extract of the Scheme of Arrangement**

The salient features / details / *extract* of the Scheme of Arrangement are, *interalia*, as under:

- a) The Scheme of Arrangement provides for the spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 (as defined in Scheme of Arrangement) of the Applicant Company into the Transferee Company-1 and Transferee Company-2 respectively. Therefore, the Scheme of Arrangement is proposed *interalia* for strengthening of the investment portfolio, synergistic benefits, faster decision making, strengthening the focus, enhancing the ability to deal with regulatory challenges, risks and policies and consolidating the financial, management and operational resources at overseas jurisdictions and to achieve the perceived benefits as stated below in point no. 7.
- b) The appointed date for the Scheme of Arrangement has been fixed as April 01, 2017 or such other date as may be agreed between the Transferor Company and the Transferee Company-1 / Transferee Company-2 (as the case may be) and approved by NCLT and is the date with effect from which the Scheme of Arrangement shall upon receipt of requisite approvals, be deemed to be effective.
- c) The effective date shall mean the last of the dates on which the sanctions / approvals or orders as specified in Clause No. 25 of the Scheme of Arrangement has been obtained and / or filed by the Transferor

Company, the Transferee Company-1 and Transferee Company-2 with the Registrar of Companies and other Governmental Authority as may be required.

- d) The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1 (as defined in Scheme of Arrangement) in more efficient and focussed manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-1. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-1 shall be spun-off without any consideration, to the Transferee Company-1 under the Scheme.
- e) The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-2 in more efficient and focussed manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-2. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-2 shall be spun-off without any consideration, to the Transferee Company-2 under the Scheme.
- f) The following points are reproduced as per the Scheme of Arrangement and are numbered according to the Scheme of Arrangement:

**3(g) “Remaining Undertaking / Business”** means all the businesses and activities of the Transferor Company other than the Specified Investment Undertaking-1 and Specified Investment Undertaking-2.

**3(i) “Specified Investment Undertakings”** shall mean Specified Investment Undertaking-1 and Specified Investment Undertaking-2, together.

**3(j) “Specified Investment Undertaking-1”** shall mean with respect to the Transferor Company’s overseas direct investments (including equity instruments, debt instruments and loans and advances) of the Transferor Company in the following entities as on the Appointed Date and as on the Effective Date:

- a. Sun Pharmaceutical Peru Sociedad Anonima Cerrada
- b. SPIL DE Mexico S.A. DE C.V.
- c. OOO “Sun Pharmaceutical Industries” Limited
- d. Sun Pharma de Venezuela, C.A.
- e. Ranbaxy Pharmacie Generiques
- f. Ranbaxy (Malaysia) SDN. BHD.
- g. Ranbaxy Nigeria Limited

**3(k) “Specified Investment Undertaking-2”** shall mean with respect to the Transferor Company’s overseas direct investments (including equity instruments, debt instruments and loans and advances.) of the Transferor Company in Sun Pharmaceutical Industries, Inc., USA as on the Appointed Date and as on the Effective Date.

## **12. ACCOUNTING TREATMENT BY TRANSFEROR COMPANY AND THE TRANSFEE COMPANY-1 IN RESPECT OF SPIN-OFF OF SPECIFIED INVESTMENT UNDERTAKING-1:**

### **(i) Accounting treatment in the books of the Transferor Company:**

Transferor Company shall account for the spin-off and vesting of the Specified Investment Undertaking-1 in its books of accounts as per applicable Accounting Standards notified under Section 133 of the Act read with relevant rules issued thereunder as applicable to the Transferor Company as under:

- (a) The net book value of Specified Investment Undertaking-1 shall be added to the book value of investment in Transferee Company-1 standing in the books of the Transferor Company.

### **(ii) Accounting treatment in the Books of the Transferee Company-1:**

Transferee Company-1 shall record in its books of accounts, the carrying amount of investments held in Specified Investment Undertaking-1, as appearing in the books of Transferor Company or as may be allowed under the applicable accounting standards under the laws of Netherlands.

The features / details / extract set out above being only the salient features / details / extract of the Scheme of Arrangement as are statutorily required to be included in this Explanatory Statement, the



shareholders are requested to read the entire text of the Scheme of Arrangement (annexed herewith as **Annexure 1**) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Arrangement.

## 7. **Rationale and Benefits of the Scheme of Arrangement**

The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of the Transferor Company into the Transferee Company-1 and Transferee Company-2, respectively would *inter alia* have the following benefits:

- (a) The Transferor Company, as part of its global operations, has a large number of overseas operating companies, a major part of which are held as direct and/or indirect subsidiaries of Transferee Company-1. Transferee Company-2 is also an indirect wholly owned subsidiary of Transferor Company. By virtue of this Scheme, the investments in overseas operating companies of the Transferor Company held directly in Specified Investment Undertaking-1 and Specified Investment Undertaking-2 will be integrated and held as direct and/or indirect subsidiaries of Transferee Company-1 and Transferee Company-2.
- (b) The Transferor Company's Specified Investment Undertaking-1 and Specified Investment Undertaking-2 shall be integrated and consolidated with the Transferee Company-1 and Transferee Company-2 respectively, so as to consolidate the holding structure for the overseas direct and/or indirect wholly-owned subsidiaries of the Transferor Company resulting in strengthening of the investment portfolio, synergistic benefits, faster decision making, strengthening the focus, enhancing the ability to deal with regulatory challenges, risks and policies and consolidating the financial, management and operational resources at overseas jurisdictions.
- (c) The Scheme shall enable the Transferor Company and the Transferee Company-1 and Transferee Company-2 to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies.
- (d) The proposed arrangement shall also enable the Transferor Company to address the risks and policies, ability to strategize the remaining business for long term growth, consolidation and creation of shareholder value.
- (e) The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 from the Transferor Company to the Transferee Company-1 and Transferee Company-2 respectively is without consideration, and therefore covered under sub clause (iii) of Section 47 of Indian Income Tax Act, 1961, besides enabling the Transferor Company and the Transferee Company-1 and Transferee Company-2 respectively to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies and further diluting any adverse competitive pressures.
- (f) In order to effectively and efficiently cater to the independent growth plans, both through organic and inorganic means, for each of the undertakings of respective companies, such internal arrangement supporting each functional area, is a requirement. Scheme proposes to re-organise the existing businesses of the Transferor Company and Transferee Companies to facilitate greater efficiency in cash management and better utilisation of the cash flows generated ultimately maximising shareholders' value. This shall also enable better and more efficient management, control and running of the businesses of the Transferor Company and Transferee Companies, giving the benefit of consolidation at the group level.
- (g) The Transferee Company-1 and Transferee Company-2 would be in a position to consolidate operations including the integration of investment holdings through optimum utilization of its resources and avoidance of duplication. The Transferee Company-1 and Transferee Company-2 would be in a position to achieve cost efficiencies in manpower and other costs in relation to the strategic investments. Simultaneously, the Transferor Company would also be in a position to achieve cost efficiencies in manpower and other costs in relation to the remaining business. The Boards of Transferor Company as well as Transferee Company-1 and Transferee Company-2 believe that this spin-off will contribute to smooth integration of relevant undertakings of all the companies and would benefit the shareholders, employees and other stakeholders.

## 8. **Applicability of Valuation Report and Summary of Fairness opinion**

- a) The Applicant Company had obtained a certificate from M/s. Valia & Timbadia, Chartered Accountants dated August 14, 2018, *inter alia*, certifying that since there will be no change in the shareholding pattern of the Transferor Company pursuant to Scheme of Arrangement, no valuation is required to be done.

- b) The Fairness Opinion was issued by Vivro Financial Services Private Limited, an independent Merchant Banker by its report dated May 25, 2018 stating:
- i. Since the Transferee Companies (i.e. Sun Pharma (Netherlands) B.V. & Sun Pharmaceutical Holdings USA Inc.) are direct or indirect wholly owned subsidiaries of Transferor company (i.e.SPIL), the Scheme is an internal group restructuring between the Transferor Company and the Transferee Companies. Accordingly, the Transferee Companies shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Hence, an exchange ratio or a valuation of Equity shares of the Transferor Company and Transferee Companies has not been arrived at, for the proposed Composite Scheme of Arrangement.
  - ii. The proposed spin-off does not involve any movement of assets or liabilities outside the Sun Pharma group.
  - iii. There would be no change in the promoter or public shareholding pattern of the public listed company i.e. SPIL, post proposed Composite Scheme of Arrangement.
  - iv. In the light of the foregoing and subject to the disclaimers and limitations detailed hereinabove, we state that in our opinion the proposed spin-off of the Specified Investment Undertaking-1 of SPIL into Transferee Company-1 and of the Specified Investment Undertaking-2 of SPIL into Transferee Company-2 under the Composite Scheme of Arrangement seems fair and reasonable.

## 9. Effect of the Scheme of Arrangement

### A. Directors, Key Managerial Personnel and their Relatives

The Directors and Key Managerial Personnel (“KMP”) of the Applicant Company and Transferee Company-1 and Transferee Company-2 and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Arrangement except to the extent of their shareholding in the Applicant Company, if any, or to the extent the said Directors and KMP(s) are the partners, directors, members and/or beneficiaries of the companies, firms, association of persons, bodies corporate and/or trust, as the case may be, that hold shares in the Applicant Company.

Details of the Directors and KMP(s) of the Applicant Company and Transferee Company-1 and Transferee Company-2 and their respective equity shareholding as on December 31, 2018 in the Applicant Company and Transferee Company-1 and Transferee Company-2 are as follows:

#### a) Applicant Company

##### Directors and KMP

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	Transferee Company-1	Transferee Company-2
1.	Mr. Israel Makov	Chairman	0	0	0
2.	Mr. Dilip S. Shanghvi	Managing Director	230285690	0	0
3.	Mr. Sudhir V. Valia	Whole-time Director	14345019	0	0
4.	Mr. Sailesh T. Desai	Whole-time Director	3738747	0	0
5.	Mr. Kalyansundaram Subramanian	Whole-time Director	0	0	0
6.	Ms. Rekha Sethi	Director	0	0	0
7.	Mr. Vivek Chaand Sehgal	Director	0	0	0
8.	Mr. Gautam Doshi	Director	8000	0	0
9.	Mr. Sunil R. Ajmera	Company Secretary	0	0	0
10.	Mr. C. S. Muralidharan	Chief Financial Officer	0	0	0

#### b) Transferee Company-1

##### Directors

Sr. No.	Name of the Directors	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	Transferee Company-1	Transferee Company-2
1.	Ms. Hellen De Kloet	Director	0	0	0
2.	Mr. Prashant Savla	Director	2116	0	0
3.	Mr. Harin P Mehta	Director	44000	0	0

**c) Transferee Company-2**

**Directors and KMP**

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	Transferee Company-1	Transferee Company-2
1.	Mr. Abhay Gandhi	Director	0	0	0
2.	Mr. Sudhir Valia	Director	14345019	0	0
3.	Mr. Jayesh Shah	Director	0	0	0
4.	Mr. Sunil Mehta	Director	10000	0	0
5.	Mr. Zvi Albert	V.P. Finance & Treasurer	0	0	0
6.	Mr. Stephen Manzano	Secretary	0	0	0

**B. Promoter and Non-Promoter Members**

The Scheme of Arrangement will not have any effect on the promoter and non-promoter members of the Applicant Company as there will be no change in their shareholding in the Applicant Company pursuant to the terms of the Scheme of Arrangement.

The Scheme of Arrangement will not have any effect on the promoter of the Transferee Company-1 and Transferee Company-2 as there will be no change in promoter's shareholding in the Transferee Company-1 and Transferee Company-2 pursuant to the terms of the Scheme of Arrangement. There are no non-promoter members of the Transferee Company-1 and Transferee Company-2.

**C. Creditors**

The rights and interests of creditors (secured and unsecured) of the Applicant Company are not likely to be prejudicially affected as the Applicant Company is a company with a huge Net Worth and sound financial background. Further no compromise is offered to any of the creditors of the Applicant Company nor their rights are sought to be modified in any manner and the Applicant Company undertakes to meet with all such liabilities in the regular course of business.

**D. Employees**

The rights and interest of the Employees of the Applicant Company and Transferee Company-1 and Transferee Company-2 will not be prejudicially affected by the Scheme of Arrangement

**E. Depositors, Debenture Holders, Deposit Trustee or Debenture Trustee**

Neither the Transferee Company-1 and Transferee Company-2 nor the Applicant Company have any depositors, debenture holders, deposit trustee or debenture trustee. Hence, no rights and interests will be affected on effectiveness of Scheme of Arrangement.

**F. Further a report of the Directors of the Applicant Company, explaining effect of the Scheme of Arrangement on each class of shareholders, KMP, promoters and non-promoter shareholders, forms part of this Notice and is annexed herewith as **Annexure 5**.**

10. No investigation proceedings have been instituted or are pending in relation to the Applicant Company under the Companies Act, 2013 or erstwhile Companies Act, 1956.

**11. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:**

a. The Applicant Company has received, in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Observation Letters from both the National Stock Exchange of India Limited and BSE Limited each dated January 18, 2019. Copies of the said letters forms part of this Notice and are annexed herewith as **Annexure 4**.

b. The Applicant Company may be required to seek approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme of Arrangement such as the concerned Registrar of Companies, Regional Director and will obtain the same at the relevant time.

12. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the detailed pre-scheme and post scheme (expected) capital structure and shareholding pattern of Applicant Company and Transferee Company-1 and Transferee Company-2 are given herein below:

**A. Capital Structure**

- a) As, there will be no issue of shares by the Applicant Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme capital structure of the Applicant Company.

**The Pre-scheme & Post-scheme capital structure of Applicant Company as on December 31, 2018;**

Particulars	Amount (INR)
<b>Authorised share capital</b>	
5,99,00,00,000 equity shares of face value of INR 1/- each	5,99,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>Total</b>	<b>6,00,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,39,93,28,274 fully-paid up equity shares of face value of INR 1/- each	2,39,93,28,274
<b>Total</b>	<b>2,39,93,28,274</b>

- b) As, there will be no issue of shares by the Transferor Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme capital structure of Transferee Company-1 and Transferee Company-2.

**Pre-scheme & Post-scheme capital structure of Transferee Company -1 as on December 31, 2018;**

Particulars	Amount in EURO
<b>Authorised share capital</b>	
1,75,00,000 shares of EURO 100/- each	1,75,00,00,000
<b>Total</b>	<b>1,75,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
54,73,340 shares of EURO 100 each	54,73,34,000
<b>Total</b>	<b>54,73,34,000</b>

**Pre-scheme & Post-scheme capital structure of Transferee Company-2 as on December 31, 2018;**

Particulars	Amount in USD
<b>Authorised share capital</b>	
5000 shares of USD 0.001/- each	5.000
<b>Total</b>	<b>5.000</b>
<b>Issued, subscribed and paid-up share capital</b>	
1 share of USD 0.001/- each	0.001
<b>Total</b>	<b>0.001</b>

**B. Shareholding Pattern:**

- a) As, there will be no issue of shares by the Applicant Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme shareholding pattern of the Transferor Company.

**Pre-scheme & Post-scheme shareholding pattern of Applicant Company as on December 31, 2018;**

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
<b>(A)</b>	<b>Promoters and Promoter Group</b>		
<b>1</b>	<b>Indian</b>		
(a)	Individuals / Hindu Undivided Family	259370161	10.81
(b)	Central Government / State Government(s)	0	0.00
(c)	Financial Institutions / Banks	0	0.00
(d)	Any Other (Specify)	1045485220	43.57
	Promoter Trust	1276774	0.05
	Persons Acting In Concert	44231202	1.84
	Bodies Corporate	999977244	41.68
	<b>Sub Total (A)(1)</b>	<b>1304855381</b>	<b>54.38</b>
<b>2</b>	<b>Foreign</b>		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0.00
(b)	Government	0	0.00
(c)	Institutions	0	0.00
(d)	Foreign Portfolio Investor	0	0.00
(e)	Any Other (Specify)	0	0.00
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>1304855381</b>	<b>54.38</b>
<b>(B)</b>	<b>Public Shareholder</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Fund	232393819	9.69
(b)	Venture Capital Funds	0	0.00
(c)	Alternate Investment Funds	1082524	0.05
(d)	Foreign Venture Capital Investors	0	0.00
(e)	Foreign Portfolio Investor	356933817	14.88
(f)	Financial Institutions / Banks	20893580	0.87
(g)	Insurance Companies	166221688	6.93
(h)	Provident Funds/ Pension Funds	0	0.00
(i)	Any Other (Specify)	2869704	0.12
	Foreign Bank	32717	0.00
	UTI	2836987	0.12
	<b>Sub Total (B)(1)</b>	<b>780395132</b>	<b>32.53</b>
<b>2</b>	<b>Central Government/ State Government(s)/ President of India</b>	<b>0</b>	<b>0.00</b>
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0.00</b>
<b>3</b>	<b>Non-Institutions</b>		
<b>(a)</b>	<b>Individuals</b>		
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	154156064	6.42
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	23516420	0.98
(b)	NBFCs registered with Reserve Bank of India	151607	0.01
(c)	Employee Trusts	0	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0.00
(e)	Any Other (Specify)	136253670	5.68
	IEPF	1218558	0.05
	Trusts	17436456	0.73

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
	Foreign Nationals	23456	0.00
	Hindu Undivided Family	5228373	0.22
	Foreign Companies	671865	0.03
	Non Resident Indians (Non Repat)	2719025	0.11
	Other Directors	3746747	0.16
	Non Resident Indians (Repat)	5075419	0.21
	Overseas Bodies Corporates	46000	0.00
	Clearing Member	4866558	0.20
	Bodies Corporate	95221213	3.97
	<b>Sub Total (B)(3)</b>	<b>314077761</b>	<b>13.09</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)</b>	<b>1094472893</b>	<b>45.62</b>
	<b>Total (A+B)</b>	<b>2399328274</b>	<b>100.00</b>
<b>(C)</b>	<b>Non Promoter - Non Public</b>		
	Shares Underlying DRs	0	0.00
	Employee Trust	0	0.00
	<b>Total Non Promoter - Non Public (C)</b>	<b>0</b>	<b>0.00</b>
	<b>Total (A+B+C)</b>	<b>2399328274</b>	<b>100.00</b>

- b) As, there will be no issue of shares by the Transferor Company upon the Scheme of Arrangement being effective, there will be no change in the pre-scheme and post scheme shareholding pattern of Transferee Company-1 and Transferee Company-2.

**Pre-scheme & Post-scheme shareholding pattern of Transferee Company -1 as on December 31, 2018:**

Category	No. of Shares of 100 EURO each (% of holding)
Promoter	5473340 shares (100%)
Public	0
Custodian	0
<b>TOTAL</b>	<b>5473340 shares (100%)</b>

**Pre-scheme & Post-scheme shareholding pattern of Transferee Company -2**

Category	No. of Shares of 0.001 USD each (% of holding)
Promoter	1(100%)
Public	0
Custodian	0
<b>TOTAL</b>	<b>1 share(100%)</b>

13. The copy of Scheme of Arrangement has been filed with the Registrar of Companies, Ahmedabad, Gujarat.
14. No winding up proceedings are pending against the Applicant Company and Transferee Company-1 and Transferee Company-2 as on date.
15. The Supplementary Accounting statements of the Applicant Company and Transferee Company-1 and Transferee Company-2 for the nine months period ended as on December 31, 2018 enclosed as **Annexure 6** and **Annexure 7** and **Annexure 8** respectively.
16. The approval from secured creditor of the Applicant Company has been obtained for the Scheme of Arrangement and dispensation for the secured creditor's meeting has been received vide NCLT order dated April 11, 2019. The meeting of equity shareholders of the Applicant Company is being held on Tuesday, June 04, 2019 for approval of Scheme of Arrangement as per NCLT order dated April 11, 2019.
17. The following documents will be open for inspection by the shareholders at the Registered Office of Applicant Company situated at SPARC, Tandalja, Vadodara-390 012, Gujarat, India on all working days except Saturdays and Sundays between 11:00 a.m. IST and 1:00 p.m. IST up to the date of the ensuing Meeting and at the Meeting during the Meeting hours:
  - a) Scheme of Arrangement;

- b) Fairness Opinion dated May 25, 2018, issued by Vivro Financial Services Private Limited, Merchant Banker, for the proposed Scheme of Arrangement;
- c) Copy of certificate dated August 14, 2018, from M/s. Valia & Timbadia, Chartered Accountants, certifying no requirement of Valuation Report;
- d) Copies of No objection letters/ observation letters to the Scheme of Arrangement received from the BSE Limited and National Stock Exchange of India Limited each dated January 18, 2019;
- e) Copy of the Undertaking and the Statutory Auditors' certificate dated August 13, 2018, submitted to SEBI confirming non applicability of Para (I)(A)(9)(a) read with Para (I)(A)(9)(b) of Annexure I of said SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017;
- f) Copy of the Statutory Auditors' certificate dated September 14, 2018 to the effect that the accounting treatment in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- g) Copy of the Order passed by the NCLT dated April 11, 2019 directing *interalia* convening the meeting of equity shareholders passed in Company Application No. CA(CAA) NO. 38/ NCLT/AHM/2019;
- h) Copies of the Memorandum of Association and Articles of Association of the Applicant Company, and Transferee Company-1 and Certificate of Incorporation and By-Laws of Transferee Company-2;
- i) Copy of Annual Report and Unaudited Financial Results of the Applicant Company for the year ended on March 31, 2018 and nine months period ended on December 31, 2018 respectively;
- j) Copy of Audited Annual Accounts and Supplementary Accounting statements of Transferee Company-1 and Transferee Company-2 for the year ended on March 31, 2018 and nine months period ended on December 31, 2018 respectively;
- k) Other documents displayed on the Stock Exchanges and Applicant Company's website, in terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017;
- l) Copy of Audit Committee Report dated May 25, 2018 recommending Scheme of Arrangement of the Applicant Company;
- m) Copies of the resolutions passed by the respective Board of Directors of the Applicant Company, Transferee Company-1 and Transferee Company-2 on May 25, 2018, May 24, 2018 and May 23, 2018 respectively, approving the Scheme of Arrangement; and
- n) Report adopted by the Board of Directors of Applicant Company pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.

A copy of the Scheme of Arrangement, Explanatory Statement, Attendance Slips and Proxy Form may also be obtained from the Registered Office of the Applicant Company and / or at the office of the Advocate Mrs. Swati Saurabh Soparkar at 301, Shivalik-10, Opp. SBI Zonal Office, S. M. Road, Ambavadi, Ahmedabad 380 015, Gujarat, India.

Dated this April 24, 2019

Place : Vadodara

**Gaurang Parikh**

**The Chairman appointed for the Meeting**

**Registered Office:**

SPARC, Tandalja, Vadodara,

Gujarat - 390 012, India.

Enclosures: As above

**COMPOSITE SCHEME OF ARRANGEMENT**  
**AMONG**  
**SUN PHARMACEUTICAL INDUSTRIES LIMITED**  
 (“Transferor Company”)  
**AND**  
**SUN PHARMA (NETHERLANDS) B.V.**  
 (“Transferee Company-1”)  
**AND**  
**SUN PHARMACEUTICAL HOLDINGS USA INC.**  
 (“Transferee Company-2”)  
**AND**  
**THEIR RESPECTIVE MEMBERS AND CREDITORS**  
**(UNDER SECTIONS 230 to 232 READ WITH SECTION 234 AND**  
**OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)**

**1. PREAMBLE**

- 1.1. Part A of this Composite Scheme of Arrangement deals with introduction, definitions, share capital of the Transferor Company, Transferee Company-1 and Transferee Company-2 along with the rationale for the Composite Scheme of Arrangement.
- 1.2. Part B of this Composite Scheme of Arrangement provides for the spin-off of the Specified Investment Undertaking-1 (as defined hereinafter) of Sun Pharmaceutical Industries Limited, an Indian company registered under the Companies Act, 1956 pursuant to certificate of incorporation dated March 01, 1993 issued by the Registrar of Companies, Gujarat (Company Registration No. 04-19050 having CIN L24230GJ1993PLC019050) (hereinafter referred to as the **“Transferor Company”**) as a going concern into Sun Pharma (Netherlands) B.V., a company registered in Netherlands (hereinafter referred to as the **“Transferee Company-1”**), pursuant to the provisions of Sections 230 to 232 read with Section 234 and other relevant provisions, of the Companies Act, 2013 as applicable to the Transferor Company and provisions of laws of Netherlands as may be applicable to Transferee Company-1 (hereinafter referred as **“Part B of Composite Scheme of Arrangement”**).
- 1.3. Part C of this Composite Scheme of Arrangement provides for the spin-off, of the Specified Investment Undertaking-2 (as defined hereinafter) of the Transferor Company as a going concern into Sun Pharmaceutical Holdings USA Inc., a company registered in the United States of America (hereinafter referred to as the **“Transferee Company-2”**) pursuant to the provisions of Sections 230 to 232 read with Section 234 and other relevant provisions of the Companies Act, 2013 as applicable to the Transferor Company and provisions of laws of United States of America as may be applicable to Transferee Company-2 (hereinafter referred as **“Part C of Composite Scheme of Arrangement”**).
- 1.4. This **“Composite Scheme of Arrangement”** (herein after also referred to as **“the Scheme”**) is divided into the following parts:
  - Part A – General
  - Part B - Spin-off of Specified Investment Undertaking-1
  - Part C - Spin-off of Specified Investment Undertaking-2
  - Part D - General Terms as may be applicable to the Scheme.

The Scheme also provides for various other matters consequential, incidental or otherwise integrally connected therewith.

**Part A - General****2. INTRODUCTION:****(a) The Transferor Company:**

- a. is a company registered under the provisions of Companies Act, 1956 and presently having its registered office at SPARC, Tandajla, Vadodara – 390012, Gujarat, India and came into existence by conversion of a partnership firm in the name and style of “Sun Pharmaceutical Industries” into a company in the name and style of Sun Pharmaceutical Industries Limited on March 01, 1993 under the provisions of Part IX of the Companies Act, 1956 with its running business activities.



- b. is engaged *interalia* in the business of development, manufacture, marketing, sale, trading and export of various pharmaceutical products, investment and other allied activities.
- c. has its equity shares listed on the BSE Limited and National Stock Exchange of India Limited, stock exchanges in India.

**(b) The Transferee Company-1:**

- a. is an unlisted company incorporated in Netherlands engaged in holding strategic investments in overseas operating companies, and is also authorised *interalia* to undertake financial activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- b. is a wholly owned subsidiary of the Transferor Company.

**(c) The Transferee Company-2:**

- a. is an unlisted company incorporated in Delaware, United States of America, engaged *interalia* in holding strategic investments in group companies incorporated in the United States of America, and financing activities including advancing loans and advances to the group companies, investing in debentures, arranging finances for subsidiaries' operations, etc.
- b. is an indirect wholly owned subsidiary of the Transferor Company.

**3. DEFINITIONS:**

In this Composite Scheme of Arrangement, unless inconsistent with the subject or context, the following expressions shall have the meaning given hereunder: -

- (a) **"Act"** means the Companies Act, 2013 and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provisions in the Companies Act, 2013 have not been notified;
- (b) **"Appointed Date"** means the 1<sup>st</sup> day of April 2017 or such other date as may be agreed between the Transferor Company and the Transferee Company-1 \ Transferee Company-2 (as the case may be) and approved by National Company Law Tribunal of Gujarat at Ahmedabad and any regulatory authority or other Governmental Authority (as defined herein), if applicable, and is the date with effect from which this Composite Scheme of Arrangement shall upon receipt of requisite approvals, be deemed to be effective;
- (c) **"Applicable Laws"** means any statute, notification, bye-laws, rules, regulations, guidelines, Common law, policy code, directives, ordinance, schemes, notices, orders or instructions, laws enacted or issued or sanctioned by any appropriate authority in India, Netherlands and United States of America including any modifications or re-enactment thereof for the time being in force;
- (d) **"Effective Date"** means the last of the dates on which the sanctions / approvals or orders as specified in Clause No. 25 of this Composite Scheme of Arrangement has been obtained and / or filed by the Transferor Company, the Transferee Company-1 and Transferee Company-2 with the Registrar of Companies and other Governmental Authority as may be required.
- (e) **"Governmental Authority"** means any applicable Central, State or local Government, statutory, regulatory, departmental or public body or authority of relevant jurisdiction, legislative body or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof including Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Directors, Foreign Investment Promotion Board, Reserve Bank of India, or arbitration or arbitral body having jurisdiction, courts and other government and regulatory authorities of India, Netherlands, United States of America and the authorities having jurisdiction over the assets comprised in the Specified Investment Undertakings being proposed for spin-off under this Scheme, as may be applicable.
- (f) **"NCLT"** means the Hon'ble National Company Law Tribunal of Gujarat at Ahmedabad.
- (g) **"Remaining Undertaking / Business"** means all the businesses and activities of the Transferor Company other than the Specified Investment Undertaking-1 and Specified Investment Undertaking-2.
- (h) **"Scheme"** means this Composite Scheme of Arrangement in its present form including any modifications or amendments thereto, approved or imposed or directed by NCLT or any other Governmental Authority and with all the Schedules appended thereto, if any.
- (i) **"Specified Investment Undertakings"** shall mean Specified Investment Undertaking-1 and Specified Investment Undertaking-2, together.
- (j) **"Specified Investment Undertaking-1"** shall mean with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments and loans and advances) of the Transferor Company in the following entities as on the Appointed Date and as on the Effective Date:

- a. Sun Pharmaceutical Peru Sociedad Anonima Cerrada
  - b. SPIL DE Mexico S.A. DE C.V.
  - c. OOO "Sun Pharmaceutical Industries" Limited
  - d. Sun Pharma de Venezuela, C.A.
  - e. Ranbaxy Pharmacie Generiques
  - f. Ranbaxy (Malaysia) SDN. BHD.
  - g. Ranbaxy Nigeria Limited
- (k) **"Specified Investment Undertaking-2"** shall mean with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments and loans and advances.) of the Transferor Company in Sun Pharmaceutical Industries, Inc., USA as on the Appointed Date and as on the Effective Date.
- (l) **"Transferor Company"** shall mean as referred to in clause 1.2 of this Scheme.
- (m) **"Transferee Company-1"** shall mean as referred to in clause 1.2 of this Scheme.
- (n) **"Transferee Company-2"** shall mean as referred to in clause 1.3 of this Scheme.
- (o) **"Transferee Companies"** shall mean Transferee Company-1 and Transferee Company-2 together, as referred to in clause 1.2 and 1.3 of this Scheme.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws as the case may be or any statutory modifications or re-enactment thereof from time to time.

#### 4. SHARE CAPITAL

- (a) The Share Capital of the Transferor Company as per the audited Balance Sheet as on March 31, 2018 is as under:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 Cumulative Preference Shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,93,23,180 fully-paid up equity shares of face value of INR 1/- each	239,93,23,180
<b>TOTAL</b>	<b>239,93,23,180</b>

Subsequent to March 31, 2018, Allotment Committee of Directors of the Transferor Company at its meeting held on May 24, 2018 allotted 1,314 (One Thousand Three Hundred and Fourteen) equity shares of INR 1/- (Rupee One Only) each of the Transferor Company, on exercise of stock options under the Sun Employee Stock Option Scheme – 2015. Accordingly, share capital of the Transferor Company as on approval of this Scheme by the Board of Directors of Transferor Company, was as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 Cumulative Preference Shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,93,24,494 fully-paid up equity shares of face value of INR 1/- each	239,93,24,494
<b>TOTAL</b>	<b>239,93,24,494</b>

- (b) The Share Capital of the Transferee Company-1 as per the audited Statement of Financial Position as on March 31, 2018 is as under:

<b>Particulars</b>	<b>Amount (in Euros)</b>
<b>Authorised share capital</b>	
17,500,000 shares of face value of EURO 100/- each	1,750,000,000
<b>TOTAL</b>	<b>1,750,000,000</b>
<b>Issued, Subscribed and Paid up Share Capital</b>	
5,473,340 shares of EURO 100 each	547,334,000
<b>TOTAL</b>	<b>547,334,000</b>

There is no change in the Share Capital of the Transferee Company-1 as on the date of this Scheme.

- (c) The Share Capital of the Transferee Company-2 as per the audited Statement of Financial Position as on March 31, 2018 is as under:

<b>Particulars</b>	<b>Amount (in US\$)</b>
<b>Authorised share capital</b>	
5000 Common Stock of face value of US\$ 0.001 each	5.00
<b>TOTAL</b>	<b>5.00</b>
<b>Issued, Subscribed and Paid up Share Capital:</b>	
1 Common Stock of face value of US\$0.001 each	0.001
<b>TOTAL</b>	<b>0.001</b>

There is no change in the Share Capital of the Transferee Company-2 as on the date of this Scheme.

## 5. Rationale for the Scheme:

The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of the Transferor Company into the Transferee Company-1 and Transferee Company-2, respectively would *interalia* have the following benefits:

- The Transferor Company, as part of its global operations, has a large number of overseas operating companies, a major part of which are held as direct and/or indirect subsidiaries of Transferee Company-1. Transferee Company-2 is also an indirect wholly owned subsidiary of Transferor Company. By virtue of this Scheme, the investments in overseas operating companies of the Transferor Company held directly in Specified Investment Undertaking-1 and Specified Investment Undertaking-2 will be integrated and held as direct and/or indirect subsidiaries of Transferee Company-1 and Transferee Company-2.
- The Transferor Company's Specified Investment Undertaking-1 and Specified Investment Undertaking-2 shall be integrated and consolidated with the Transferee Company-1 and Transferee Company-2 respectively, so as to consolidate the holding structure for the overseas direct and/or indirect wholly-owned subsidiaries of the Transferor Company resulting in strengthening of the investment portfolio, synergistic benefits, faster decision making, strengthening the focus, enhancing the ability to deal with regulatory challenges, risks and policies and consolidating the financial, management and operational resources at overseas jurisdictions.
- The Scheme shall enable the Transferor Company and the Transferee Company-1 and Transferee Company-2 to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies.
- The proposed arrangement shall also enable the Transferor Company to address the risks and policies, ability to strategize the remaining business for long term growth, consolidation and creation of shareholder value.
- The spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 from the Transferor Company to the Transferee Company-1 and Transferee Company-2 respectively is without consideration, and therefore covered under sub clause (iii) of Section 47 of Indian Income Tax Act, 1961, besides enabling the Transferor Company and the Transferee Company-1 and Transferee Company-2 respectively to better focus, strategize and will also help retain and increase the competitive strength of group thereby directly and indirectly strengthening the reputation, goodwill, etc. for the respective businesses of the companies and further diluting any adverse competitive pressures.

- (f) In order to effectively and efficiently cater to the independent growth plans, both through organic and inorganic means, for each of the undertakings of respective companies, such internal arrangement supporting each functional area, is a requirement. Scheme proposes to re-organise the existing businesses of the Transferor Company and Transferee Companies to facilitate greater efficiency in cash management and better utilisation of the cash flows generated ultimately maximising shareholders' value. This shall also enable better and more efficient management, control and running of the businesses of the Transferor Company and Transferee Companies, giving the benefit of consolidation at the group level.
- (g) The Transferee Company-1 and Transferee Company-2 would be in a position to consolidate operations including the integration of investment holdings through optimum utilization of its resources and avoidance of duplication. The Transferee Company-1 and Transferee Company-2 would be in a position to achieve cost efficiencies in manpower and other costs in relation to the strategic investments. Simultaneously, the Transferor Company would also be in a position to achieve cost efficiencies in manpower and other costs in relation to the remaining business. The Boards of Transferor Company as well as Transferee Company-1 and Transferee Company-2 believe that this spin-off will contribute to smooth integration of relevant undertakings of all the companies and would benefit the shareholders, employees and other stakeholders.

With the aforesaid rationale and objectives, it is proposed to spin-off the Specified Investment Undertaking-1 of the Transferor Company to the Transferee Company-1 and to spin-off the Specified Investment Undertaking-2 of the Transferor Company to the Transferee Company-2.

- 5.1. In view of the aforesaid, the Board of Directors of the Transferor Company and the Transferee Company-1 have considered and proposed the arrangement for spin-off of the Specified Investment Undertaking-1 of the Transferor Company into the Transferee Company-1, with an opinion that the arrangement and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company-1. Similarly, the Board of Directors of the Transferor Company and the Transferee Company-2 have considered and proposed the arrangement for spin-off of the Specified Investment Undertaking-2 of the Transferor Company into the Transferee Company-2, with an opinion that the arrangement and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company-2.

#### **Part B Spin-off of Specified Investment Undertaking -1**

##### **6. SPIN-OFF AND VESTING OF SPECIFIED INVESTMENT UNDERTAKING-1:**

###### **Upon coming into effect of this Scheme and with effect from the Appointed Date:**

- (a) Subject to the provisions of this Scheme and pursuant to the provisions of Act and Applicable Laws and in relation to the mode of transfer and vesting, the Specified Investment Undertaking-1 of the Transferor Company shall, without any further act, instrument or deed, be and the same shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company-1.
- (b) Subject to the provisions of this Scheme, all the investments of the said Specified Investment Undertaking-1 of the Transferor Company shall stand transferred or deemed to have been transferred without any further act, instrument or deed, pursuant to the provisions of the Act and Applicable Laws so as to become as and from the Appointed Date, the assets of the Transferee Company-1.
- (c) Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Specified Investment Undertaking-1 occurs by virtue of this Scheme itself, the Transferee Company-1 may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company-1 shall be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.
- (d) For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licences, approvals, certificates, clearances, authorities, rights, titles, interests, benefits, advantages, lease-hold rights and tenancies and other intangible rights, benefit of any security arrangements, reversions, permits, quotas, entitlements, registrations, licences (industrial or otherwise), issued to or executed in favour of the Transferor Company shall stand transferred to the extent it relates to and pertains to the Specified Investment Undertaking-1, to the Transferee Company-1 in which the Specified Investment Undertaking-1 shall vest by way of the spin-off hereunder, as if the same were originally given by, issued to or executed in favour of the Transferee Company-1, and the Transferee Company-1 shall be bound by the terms thereof, the obligations and duties

thereunder, and the rights and benefits under the same shall be available to the Transferee Company-1. The Transferee Company-1 shall make applications to and obtain relevant approvals, etc. from the concerned authorities and / or parties as may be necessary in this behalf and the Transferor Company shall cooperate and provide the required support wherever required.

- (e) It is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets), schemes, arrangements or other instruments of whatsoever nature in relation to the Specified Investment Undertaking-1, which the Transferor Company owns or to which the Transferor Company is a party and which cannot be transferred to the Transferee Company-1 for any reason whatsoever, the Transferor Company shall hold such assets etc. in trust for the benefit of the Transferee Company-1 to which the Specified Investment Undertaking-1 is being transferred in terms of this Scheme, in so far as it is permissible so to do, till such time as the transfer is effected and till such time the Transferee Company-1 shall be entitled to utilise, operate, avail the same for the Specified Investment Undertaking-1 without any consideration.
- (f) Without prejudice to clause (a) above, it is expressly provided that in respect of such assets belonging to and specific to the Specified Investment Undertaking-1 of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company-1 in pursuance of the provisions of the Act.
- (g) Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company-1 shall execute such instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the relevant regulatory authority and Governmental Authority to give formal effect to the above provisions, if required.
- (h) It is expressly provided that no other term or condition of the liabilities not transferred to the Transferee Company-1 is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- (i) Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of the clause no. 6 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall stand modified and / or superseded by the foregoing provisions with effect from the Appointed Date or such other date as is specified herein above, as the case may be.

## **7. CONTRACTS, DEEDS AND OTHER INSTRUMENTS:**

Subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature in relation to the Specified Investment Undertaking-1 to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Transferee Company-1 as the case may be and may be enforced as fully and effectively as if, instead of the Transferor Company, the Transferee Company-1 had been a party or beneficiary thereto. The Transferee Company-1 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into a tripartite arrangement, confirmation or novation to which the Transferor Company will, if necessary, also be a party in order to give formal effect to this clause, if so required or become necessary.

## **8. LEGAL PROCEEDINGS:**

Upon coming into effect of this Scheme, all suits, claims, actions and/or proceedings by or against the Transferor Company, pertaining to the Specified Investment Undertaking-1 of the Transferor Company, including those arising after the Appointed Date shall be continued and be enforced by or against the Transferee Company-1 as effectually as if the same had been pending and / or arising by or against the Transferee Company-1.

## **9. OPERATIVE DATE OF THE SCHEME:**

This Scheme as set out herein in its present form or with any modification(s) approved or imposed or directed by NCLT of Gujarat, Ahmedabad, India, as the case may be, in terms of Clause 23 of the Scheme, shall be operative from the Effective Date and effective from Appointed Date.

## **10. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY AND TRANSFEE COMPANY-1 TILL EFFECTIVE DATE:**

With effect from the Appointed Date and up to the Effective Date:

- (a) The Transferor Company shall carry on and shall be deemed to have carried on all the businesses and activities of the Specified Investment Undertaking-1 as hitherto and shall be deemed to have held and stood possessed of the undertaking on account of, and for the benefit of and in trust for the Transferee Company-1.

- (b) All the profits or income accruing or arising to the Specified Investment Undertaking-1 of the Transferor Company or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Specified Investment Undertaking-1 of the Transferor Company shall, for all purposes be treated and be deemed to be accrued as the profits or income or incurred as the expenditure or losses or taxes of the Transferee Company-1, as the case may be.
- (c) The Transferor Company shall maintain the Specified Investment Undertaking-1 with reasonable diligence and business prudence.
- (d) The Transferor Company shall not, without prior written consent of the Transferee Company-1, take any major policy decisions in respect of management of the Specified Investment Undertaking-1 except in the ordinary course of business.
- (e) The Transferor Company and the Transferee Company-1 shall co-operate with each other for smooth transfer of the Specified Investment Undertaking-1 from the Transferor Company to the Transferee Company-1 and any director of the Transferor Company and any director of the Transferee Company-1 shall be empowered to give effect to the Scheme in all aspects as may be necessary or expedient including settling any question(s) or difficulties arising in relation to the Scheme in such manner as they deem fit to attain the objectives of this Scheme and their decision in this regard shall be final and binding.
- (f) It is hereby agreed and clarified that whenever under this Scheme, the approval of the Transferor Company is required to be obtained, it shall be the approval of any one of the Directors of the Transferor Company and whenever under this Scheme, the approval of the Transferee Company-1 is required to be obtained, it shall be the approval of any one of the Directors of the Transferee Company-1.

#### **11. CONSIDERATION BY THE TRANSFEE COMPANY-1:**

The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1 in more efficient and focussed manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-1. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-1 shall be spun-off without any consideration, to the Transferee Company-1 under the Scheme.

#### **12. ACCOUNTING TREATMENT BY TRANSFEROR COMPANY AND THE TRANSFEE COMPANY-1 IN RESPECT OF SPIN-OFF OF SPECIFIED INVESTMENT UNDERTAKING-1:**

##### **(i) Accounting treatment in the books of the Transferor Company:**

Transferor Company shall account for the spin-off and vesting of the Specified Investment Undertaking-1 in its books of accounts as per applicable Accounting Standards notified under Section 133 of the Act read with relevant rules issued thereunder as applicable to the Transferor Company as under:

- (a) The net book value of Specified Investment Undertaking – 1 shall be added to the book value of investment in Transferee Company – 1 standing in the books of the Transferor Company.

##### **(ii) Accounting treatment in the Books of the Transferee Company-1:**

Transferee Company-1 shall record in its books of accounts, the carrying amount of investments held in Specified Investment Undertaking -1, as appearing in the books of Transferor Company or as may be allowed under the applicable accounting standards under the laws of Netherlands.

### **Part – C Spin-off of Specified Investment Undertaking -2**

#### **13. SPIN-OFF AND VESTING OF SPECIFIED INVESTMENT UNDERTAKING-2:**

**Upon coming into effect of this Scheme and with effect from the Appointed Date:**

- (a) Subject to the provisions of this Scheme and pursuant to the provisions of Act and Applicable Laws and in relation to the mode of transfer and vesting, the Specified Investment Undertaking-2 of the Transferor Company shall, without any further act, instrument or deed, be and the same shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company-2.
- (b) Subject to the provisions of this Scheme, all the investments of the said Specified Investment Undertaking-2 of the Transferor Company shall stand transferred or deemed to have been transferred without any further act, instrument or deed, pursuant to the provisions of the Act and Applicable Laws so as to become as and from the Appointed Date, the assets of the Transferee Company-2.
- (c) Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Specified Investment Undertaking-2 occurs by virtue of this Scheme itself, the Transferee Company-2

may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company-2 shall be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company to be carried out or performed.

- (d) For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licences, approvals, certificates, clearances, authorities, rights, titles, interests, benefits, advantages, lease-hold rights and tenancies and other intangible rights, benefit of any security arrangements, reversions, permits, quotas, entitlements, registrations, licences (industrial or otherwise), issued to or executed in favour of the Transferor Company shall stand transferred to the extent it relates to and pertains to the Specified Investment Undertaking-2, to the Transferee Company-2 in which the Specified Investment Undertaking-2 shall vest by way of the spin-off hereunder, as if the same were originally given by, issued to or executed in favour of the Transferee Company-2, and the Transferee Company-2 shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company-2. The Transferee Company-2 shall make applications to and obtain relevant approvals, etc. from the concerned authorities and / or parties as may be necessary in this behalf and the Transferor Company shall cooperate and provide the required support wherever required.
- (e) It is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets), schemes, arrangements or other instruments of whatsoever nature in relation to the Specified Investment Undertaking-2, which the Transferor Company owns or to which the Transferor Company is a party and which cannot be transferred to the Transferee Company-2 for any reason whatsoever, the Transferor Company shall hold such assets etc. in trust for the benefit of the Transferee Company to which the Specified Investment Undertaking-2 is being transferred in terms of this Scheme, in so far as it is permissible so to do, till such time as the transfer is effected and till such time the Transferee Company-2 shall be entitled to utilise, operate, avail the same for the Specified Investment Undertaking-2 without any consideration.
- (f) Without prejudice to clause (a) above, it is expressly provided that in respect of such assets belonging to and specific to the Specified Investment Undertaking-2 of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company-2 in pursuance of the provisions of the Act.
- (g) Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company-2 shall execute such instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the relevant regulatory authority and Governmental Authority to give formal effect to the above provisions, if required.
- (h) It is expressly provided that no other term or condition of the liabilities not transferred to the Transferee Company-2 is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
  - (i) Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of the clause no. 13 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall stand modified and / or superseded by the foregoing provisions with effect from the Appointed Date or such other date as is specified herein above, as the case may be.

#### **14. CONTRACTS, DEEDS AND OTHER INSTRUMENTS:**

Subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature in relation to the Specified Investment Undertaking-2 to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Transferee Company-2 as the case may be and may be enforced as fully and effectively as if, instead of the Transferor Company, the Transferee Company-2 had been a party or beneficiary thereto. The Transferee Company-2 shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into a tripartite arrangement, confirmation or novation to which the Transferor Company will, if necessary, also be a party in order to give formal effect to this clause, if so required or become necessary.

**15. LEGAL PROCEEDINGS:**

Upon coming into effect of this Scheme, all suits, claims, actions and/or proceedings by or against the Transferor Company, pertaining to the Specified Investment Undertaking-2 of the Transferor Company, including those arising after the Appointed Date shall be continued and be enforced by or against the Transferee Company-2 as effectually as if the same had been pending and / or arising by or against the Transferee Company-2.

**16. OPERATIVE DATE OF THE SCHEME:**

This Scheme as set out herein in its present form or with any modification(s) approved or imposed or directed by NCLT of Gujarat, Ahmedabad, India, as the case may be, in terms of Clause 23 of the Scheme, shall be operative from the Effective Date and effective from Appointed Date.

**17. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY AND TRANSFEE COMPANY-2 TILL EFFECTIVE DATE:**

With effect from the Appointed Date and up to the Effective Date:

- (a) The Transferor Company shall carry on and shall be deemed to have carried on all the businesses and activities of the Specified Investment Undertaking-2 as hitherto and shall be deemed to have held and stood possessed of the undertaking on account of, and for the benefit of and in trust for the Transferee Company-2.
- (b) All the profits or income accruing or arising to the Specified Investment Undertaking-2 of the Transferor Company or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Specified Investment Undertaking-2 of the Transferor Company shall, for all purposes be treated and be deemed to be accrued as the profits or income or incurred as the expenditure or losses or taxes of the Transferee Company-2, as the case may be.
- (c) The Transferor Company shall maintain the Specified Investment Undertaking-2 with reasonable diligence and business prudence.
- (d) The Transferor Company shall not, without prior written consent of the Transferee Company-2, take any major policy decisions in respect of management of the Specified Investment Undertaking-2 except in the ordinary course of business.
- (e) The Transferor Company and the Transferee Company-2 shall co-operate with each other for smooth transfer of the Specified Investment Undertaking-2 from the Transferor Company to the Transferee Company-2 and any director of the Transferor Company and any director of the Transferee Company-2 shall be empowered to give effect to the Scheme in all aspects as may be necessary or expedient including settling any question(s) or difficulties arising in relation to the Scheme in such manner as they deem fit to attain the objectives of this Scheme and their decision in this regard shall be final and binding.
- (f) It is hereby agreed and clarified that whenever under this Scheme, the approval of the Transferor Company is required to be obtained, it shall be the approval of any one of the Directors of the Transferor Company and whenever under this Scheme, the approval of the Transferee Company-2 is required to be obtained, it shall be the approval of any one of the Directors of the Transferee Company-2.

**18. CONSIDERATION BY THE TRANSFEE COMPANY-2:**

The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-2 in more efficient and focussed manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-2. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-2 shall be spun-off without any consideration, to the Transferee Company-2 under the Scheme.

**19. ACCOUNTING TREATMENT BY TRANSFEROR COMPANY AND THE TRANSFEE COMPANY-2 IN RESPECT OF SPIN-OFF OF SPECIFIED INVESTMENT UNDERTAKING-2:**

**(i) Accounting treatment in the books of the Transferor Company:**

Transferor Company shall account for the spin-off and vesting of the Specified Investment Undertaking-2 in its books of accounts as per applicable Accounting Standards notified under Section 133 of the Act read with relevant rules issued thereunder as applicable to the Transferor Company as under:

- (a) The net book value of Specified Investment Undertaking – 2 shall be added to the book value of investment in Transferee Company-1 (in capacity of and being the indirect holding company of Transferee Company-2) standing in the books of the Transferor Company.



**(ii) Accounting treatment in the Books of the Transferee Company-2:**

Transferee Company-2 shall record in its books of accounts, the carrying amount of investments held in Specified Investment Undertaking -2, as appearing in the books of Transferor Company or as may be allowed under the applicable accounting standards under the laws of United States.

**PART D – GENERAL TERMS**

**20. REMAINING UNDERTAKING:**

The Remaining Undertaking / Business of the Transferor Company and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be managed by the Transferor Company.

**21. APPLICATION TO NCLT AND GOVERNMENTAL AUTHORITY:**

The Transferor Company shall make all applications/petitions under the Act to NCLT and the Governmental Authority, as applicable, for sanctioning of this Scheme and obtain all approvals as may be required under law. The Transferee Company-1 and Transferee Company-2 shall make all applications/petitions and obtain approvals from the appropriate Governmental Authority under the laws as applicable to them, for giving effect to this Scheme.

**22. SAVING OF CONCLUDED TRANSACTIONS:**

The spin-off of the Specified Investment Undertakings above and the continuance of proceedings by or against the Transferor Company pertaining to Specified Investment Undertakings or the Transferee Companies above shall not affect any transactions or proceedings already concluded in Transferor Company, in relation to the Specified Investment Undertakings on or after the Appointed Date till the Effective Date, if any, to the end and intent that the Transferee Companies accept and adopt all acts, deeds and things done and executed by Transferor Company, in relation to the Specified Investment Undertakings in respect thereto as done and executed on their behalf.

**23. MODIFICATIONS, AMENDMENTS TO THE SCHEME:**

The Transferor Company (by any of its Directors) and the Transferee Companies (by any of its Directors) may in their full and absolute discretion assent from time to time on behalf of all persons concerned to any modifications or amendments or addition to this Scheme or to any conditions or limitations which NCLT of Gujarat at Ahmedabad or such other Courts, Tribunal and Governmental Authority and authorities of United States of America, Netherlands or any authorities under the Law may deem fit to approve of or impose and / or to resolve any doubt or difficulties (including ascertainment of assets and liabilities of Specified Investment Undertakings that may arise for carrying out this Scheme and to do and execute all such acts, deeds, matters and things as may be necessary, desirable or proper for carrying the Scheme into effect.

For the purpose of giving effect of this Scheme or to any modifications or amendments, thereof, any of the Directors of the Transferor Company and any of the Directors of the Transferee Companies may give and are authorised to give all such directions that are necessary or are desirable including directions for settling any doubts or difficulties that may arise.

Further any of the Directors of the Transferor Company and any of the Directors of the Transferee Companies shall be entitled to modify any of the terms of this Scheme in future to settle any of the difficulties or to implement the provisions of this Scheme smoothly and hassle-free manner, if such need arises and for all purposes the Effective Date for such subsequent modified Scheme shall be the same as specified in this Scheme.

**24. SEVERABILITY**

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the mutual agreement of the Transferor Company and the Transferee Companies, affect the validity or implementation of the other parts and/or provisions of this Scheme.

**25. SCHEME CONDITIONAL UPON APPROVALS/SANCTIONS:**

This Scheme is specifically conditional upon and subject to:

- (a) The approval under Securities and Exchange Board of India Regulations and Guidelines and by the requisite majorities of such classes of persons, members and creditors of the Transferor Company and the Transferee Companies as may be directed by the regulatory authorities of United States and Netherlands, if any and NCLT of Gujarat at Ahmedabad or such other Governmental Authority on the applications made for directions under the Act for calling meetings or otherwise and necessary resolutions being passed / consents obtained under the Applicable Laws for the purpose.
- (b) The sanctions of NCLT of Gujarat at Ahmedabad being obtained under the Act or any other Governmental Authority for the Transferor Company and sanctions of such authorities under Applicable Laws as applicable in United States and Netherlands, if so required on behalf of the Transferee Companies.

- (c) Approval of the Reserve Bank of India, if any.
- (d) The certified copies of NCLT orders referred to in this Scheme being filed with the Registrar of Companies, Ahmedabad, Gujarat, as applicable and Governmental Authority in United States, Netherlands and the authorities having jurisdiction over the assets comprised in the Specified Investment Undertakings being proposed for spin-off under this Scheme, if required.
- (e) The decision of any of the Directors of the Companies with respect to approval and/or filing whether required or not with the Governmental Authority shall be final and binding.

**26. EFFECTIVE DATE OF THE SCHEME:**

This Scheme although to come into operation from the Appointed Date shall not come into effect until the last date viz.:

- (a) The date on which the last of all the consents, approvals, permissions resolutions sanctions and/or orders as are hereinabove referred to have been obtained or passed; and
- (b) The date on which all necessary certified copies of the order under the Act are duly filed with the Registrar of Companies, Ahmedabad, Gujarat for the Transferor Company and as applicable and Governmental Authority in United States of America, Netherlands and the authorities having jurisdiction over the assets comprised in the Specified Investment Undertakings being proposed for spin-off under this Scheme, if required, and such date shall be referred to as Effective Date for the purposes of Scheme for the Transferor Company and the Transferee Companies respectively.

However, the Effective Date shall not be affected by any of the modifications that might be required to be made as provided under clause no. 23 and the Effective Date for such modified Scheme shall be the same as mentioned in the above paragraphs.

It is the intention and understanding of the parties hereto that the economic effect of the Scheme shall take effect from the Appointed Date despite the Scheme becoming effective from Effective Date under the relevant laws.

**27. EFFECT OF NON-RECEIPT OF APPROVAL/SANCTION:**

In the event of any of the said sanctions and/or approvals referred to in the preceding Clause No. 25 above not being obtained and/or the Scheme not being sanctioned by NCLT or any other Governmental Authority and/ or the Order(s) not being passed or sanctions not being granted as aforesaid before or within such further period(s) as may be agreed upon from time to time by the Transferor Company (by any of its Directors) and the Transferee Companies (by any of its Directors), and the Board of the Directors of the Transferor Company and the Transferee Companies are hereby empowered and authorised to agree to and extend the aforesaid period from time to time without any limitations in exercise of their power through and by their delegates, this Scheme shall stand revoked, cancelled and be of no effect save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, obligation and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in this Scheme and/ or otherwise arise as per Law.

**28. ISSUE OF SHARES/ OTHER INSTRUMENTS BY TRANSFEROR COMPANY AND TRANSFEREE COMPANIES**

For the avoidance of doubt, it is hereby clarified that nothing in this Scheme shall prevent the Transferor Company or the Transferee Companies from further issue of new equity shares and/ or preference shares and/ or any convertible/ non-convertible instruments and/or in any other manner subject to compliance of Applicable Laws during pendency of this Scheme.

**29. EXPENSES CONNECTED WITH THE SCHEME:**

All costs, charges and expenses, including any taxes and duties of the Transferor Company and the Transferee Companies respectively in relation to or in connection with or incidental to this Scheme and of carrying out and completing the terms of this Scheme shall be borne and paid by the Transferor Company and the Transferee Companies respectively.

# VIVRO

## Vivro Financial Services Private Ltd.

**Regd. Office :**  
 Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Centre, Paldi,  
 Ahmedabad, Gujarat, India - 380 007.  
 Tel. : +91 (079) 4040 4242 , 2665 0669, W : www.vivro.net

**Private & Confidential**

**To**  
**The Board of Directors,**  
**Sun Pharmaceutical Industries Limited**  
 Sun House, CTS No. 201 B/1,  
 Western Express Highway,  
 Goregaon (E)  
 Mumbai – 400 063,  
 Maharashtra, India

Dear Sirs,

**Sub: Fairness Opinion on the proposed spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of Sun Pharmaceutical Industries Limited into Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. respectively, pursuant to the Composite Scheme of Arrangement in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 and under regulations 11, 37 and 94 read with regulation 101(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, Vivro Financial Services Private Limited (referred to in this document as "Vivro"), refer to our engagement letter dated May 24, 2018 whereby Sun Pharmaceutical Industries Limited (hereinafter referred to 'SPIL', 'the Transferor Company', 'the Company', 'you', 'your') has appointed us to issue a Fairness Opinion on the proposed spin-off of the Specified Investment Undertaking-1 and Specified Investment Undertaking-2 of Sun Pharmaceutical Industries Limited into Sun Pharma (Netherlands) B.V. (hereinafter referred to as the "Transferee Company-1") and Sun Pharmaceutical Holdings USA Inc. (hereinafter referred to as the "Transferee Company-2") (hereinafter collectively referred to as "Transferee Companies") pursuant to the Composite Scheme of Arrangement in terms of Sections 230 to 232 read with Section 234 of Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 for the Transferor Company, provisions of laws of Netherlands as may be applicable to Transferee Company-1 and provisions of laws of United States of America as may be applicable to Transferee Company-2.

This Fairness Opinion has been issued in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued under Section 11 of the SEBI Act, 1992 and under regulations 11, 37 and 94 read with regulation 101(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 19(7) of Securities Contracts (Regulation) Rules, 1957.

In connection with the same, please find attached the Fairness Opinion issued by us.

Thanking you.

**For Vivro Financial Services Private Limited**

  
**Roshan Vaishnav**  
 Director



**Date: May 25, 2018**  
**Place: Ahmedabad**

**1. HISTORY AND BACKGROUND**

**1.1 Sun Pharmaceutical Industries Limited**

- 1.1.1 SPIL was incorporated in the year 1993 with the Registrar of Companies, Gujarat bearing CIN L24230GJ1993PLC019050. The registered Office of SPIL is located at SPARC, Tandalja, Vadodara – 390012.
- 1.1.2 The equity shares of SPIL are listed on BSE Limited and National Stock Exchange of India Limited.
- 1.1.3 SPIL is engaged in the business of manufacturing and marketing of various drugs and pharmaceutical products.
- 1.1.4 The main objects of the Transferor Company are development, manufacture, sale, trading and export of various generic drug formulations, manufacture of drugs and pharmaceutical products. It is also engaged in export of pharmaceutical formulations to various regulated markets including USA.
- 1.1.5 The Board of Directors of SPIL as on May 25, 2018 is as follows:

Name of the Directors	Designation
Mr. Dilip S. Shanghvi	Managing Director
Mr. Israel Makov	Non-Executive Chairman
Mr. Sailesh T. Desai	Whole- Time Director
Mr. Sudhir V. Valia	Whole- Time Director
Mr. Kalyanasundaram Subramanian	Whole- Time Director
Mr. Keki M. Mistry	Non-Executive Independent Director
Mr. Ashwin S. Dani	Non-Executive Independent Director
Mr. S. Mohanchand Dadha	Non-Executive Independent Director
Ms. Rekha Sethi	Non-Executive Independent Director
Mr. Vivek Chaand Sehgal	Non-Executive Independent Director
Mr. Gautam Doshi*	Non-Executive Independent Director

\*Appointed on May 25, 2018

- 1.1.6 The Authorized Share Capital of SPIL is INR 6,000,000,000 divided into 5,990,000,000 equity shares of INR 1/- each & 100,000 Cumulative Preference Shares of INR 100/- each. As on March 31, 2018, the Issued, Subscribed and Paid up Share Capital of SPIL is INR 2,399,323,180 comprising of 2,399,323,180 equity shares of INR 1/- each.
- 1.1.7 The Shareholding pattern of Sun Pharmaceutical Industries Limited as on March 31, 2018 is as under:

Categories	Number of Shares	Shareholding Percentage (%)
Promoters	1,304,855,381	54.38%
Public	1,094,467,799	45.62%
<b>Total</b>	<b>2,399,323,180</b>	<b>100.00%</b>

- 1.1.8 SPIL proposes to spin-off its Specified Investment Undertaking-1 into Transferee Company 1 and its Specified Investment Undertaking-2 into Transferee Company 2.



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- The Specified Investment Undertaking-1 shall mean and include, with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments, loans and advances, etc.) of the Transferor Company in the following entities as on the on the Appointed Date and as on the Effective Date:
- (i) Sun Pharmaceutical Peru Sociedad Anonima Cerrada
  - (ii) SPIL DE Mexico S.A. DE C.V.
  - (iii) OOO "Sun Pharmaceutical Industries" Limited
  - (iv) Sun Pharma de Venezuela, C.A.
  - (v) Ranbaxy Pharmacie Generiques
  - (vi) Ranbaxy (Malaysia) SDN. BHD.
  - (vii) Ranbaxy Nigeria Limited
- The Specified Investment Undertaking-2 shall mean and include, with respect to the Transferor Company's overseas direct investments (including equity instruments, debt instruments, loans and advances, etc.) of the Transferor Company in the following entity as on the on the Appointed Date and as on the Effective Date:
- (i) Sun Pharmaceutical Industries Inc., USA

**1.2 Sun Pharma (Netherlands) B.V.**

- 1.2.1 Sun Pharma (Netherlands) B.V. (Formally known as Ranbaxy (Netherlands) B.V.), a company registered in Netherlands and was incorporated on December 14, 1993 bearing registration number 802523924. The registered office of the Company is located at Polaris Avenue 87, 2132 JH Hoofddorp, Netherlands.
- 1.2.2 It has been engaged in making strategic investments and in other activities including financial activities in the pharmaceutical sector.
- 1.2.3 The entire paid up capital of Sun Pharma (Netherlands) B.V. is held by SPIL.

**The Share Capital of Sun Pharma (Netherlands) B.V. as on March 31, 2018:**

Particulars	Amount (in Euros)
<b>Authorized Capital</b>	
17,500,000 shares of face value of EURO 100/- each	1,750,000,000
<b>Total</b>	<b>1,750,000,000</b>
<b>Issued, Subscribed and Paid up capital</b>	
5,473,340 shares of EURO 100 each	547,334,000
<b>Total</b>	<b>547,334,000</b>

- 1.2.4 Present Directors of Sun Pharma (Netherlands) B.V are as follows:

Name	Designation
De Kloet Hellen	Director
Prashant Savla	Director
Harin P Mehta	Director



**1.3 Sun Pharmaceutical Holdings USA Inc.**

- 1.3.1 Sun Pharmaceutical Holdings USA Inc. is an unlisted company incorporated in Delaware, United States of America on November 17, 2016. The registered office of the Company is located at 1209 Orange St, Wilmington, New Castle Colony, DE 19801.
- 1.3.2 It has been engaged in making strategic investments and in other activities including financial activities in the pharmaceutical sector.
- 1.3.3 The entire paid up capital of Sun Pharmaceutical Holdings USA Inc. is held by Ranbaxy Holdings (U.K.) Ltd. which is held by Sun Pharma (Netherlands) B.V. and Sun Pharma (Netherlands) B.V. is held by Sun Pharmaceutical Industries Limited.

**The Share Capital of Sun Pharmaceutical Holdings USA Inc. as on March 31, 2018:**

Particulars	Amount (in US\$)
<b>Authorized Capital</b>	
5000 Common Stock of face value of \$0.001 each	5.00
<b>Total</b>	<b>5.00</b>
<b>Issued, Subscribed and Paid up capital</b>	
1 Common Stock of face value of \$0.001 each	0.001
<b>Total</b>	<b>0.001</b>

Present Directors of Sun Pharmaceutical Holdings USA Inc. are as follow:

Name	Designation
Abhay Gandhi	CEO & Director
Sudhir Valia	Director
Jayesh Shah	Director
Sunil Mehta	Director

**2. ASSIGNMENT BACKGROUND:**

- 2.1 Sun Pharmaceutical Industries Ltd. has engaged 'Vivro Financial Services Private Limited', Category I Merchant Banker registered with SEBI having its Registration No. INM000010122 (referred to in this document as "Vivro"), vide an engagement letter dated May 24, 2018 to issue a Fairness Opinion Report in respect of the Composite Scheme of Arrangement providing for spin-off of the Specified Investment Undertaking-1 and the Specified Investment Undertaking-2 of Sun Pharmaceutical Industries Limited into Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. respectively.
- 2.2 This Fairness Opinion Report is issued in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued under Section 11 of the SEBI Act, 1992 and under regulations 11, 37 and 94 read with regulation 101(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 19(7) of Securities Contracts (Regulation) Rules, 1957, and the same can be used as guidance for the Composite Scheme.



**3. DISCLAIMER AND LIMITATIONS**

- 3.1 This Fairness Opinion Report is prepared by 'Vivro Financial Services Private Limited under an engagement from Sun Pharmaceutical Industries Ltd. on the basis of information, documents, papers, and explanations given by the management, officers and staff of SPIL to Vivro.
- 3.2 In preparing the Fairness Opinion Report, Vivro has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and financial data provided by SPIL. Vivro has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information.
- 3.3 Our work does not constitute an audit or certification or due diligence of the past financials of SPIL or any of the transferee Companies used in the study and we have relied upon the information provided to us by SPIL as regards such working results.
- 3.4 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies. No investigation of the companies claim to the title of assets or property owned by the companies has been made for the purpose of the fairness opinion. With regard to the companies claim we have relied solely on representation, whether verbal or otherwise made, by the management to us for the purpose of this report.
- 3.5 Publicly available information deemed relevant for the purpose of the analysis contained in this report has also been used. Accordingly, this report is based on our interpretation of the information provided by SPIL or any of its affiliates as well as its representatives and advisors, to date.
- 3.6 Vivro shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly on account of the use of or reliance on the information set out herein in this report.
- 3.7 Vivro has not provided any accounting, tax or legal advice to SPIL or Transferee Companies or any other company involved in the transaction. This Fairness Opinion Report should not be construed as investment advice or any form of recommendation either for making or divesting investment in any of the companies involved in the transaction.
- 3.8 This Opinion is furnished on a strictly confidential basis. Neither this Opinion nor the information contained herein may be reproduced or passed to any person or used for any purpose other than stated above or as may be required under applicable laws and regulation.
- 3.9 This Report, its contents and the results herein (i) are specific to the purpose of report agreed as per the terms of our engagement and (ii) are specific to the date of this report. This report is necessarily based on the prevailing financial, economic and other conditions in general and industry trends in particular as in effect on, and the written and oral information made available to us till the date of this report. Events occurring after this date may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

**4. SOURCES OF INFORMATION**

We have relied on the following information made available to us by SPIL for the purpose of this report:

- 4.1 Management Certified Draft Composite Scheme of Arrangement among SPIL & Transferee Company-1 and Transferee Company-2.





- 4.2 Memorandum and Articles of Association as well as charter documents of Sun Pharmaceutical Industries Ltd., Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc.,
- 4.3 Present Shareholding pattern of Transferor Company and Transferee Companies.
- 4.4 Audited Financial Statements of SPIL for the Financial Year ended on March 31, 2017 and results for the nine months ended on December 31, 2017.
- 4.5 Audited Financial Statements of Transferee Company 1 and Transferee Company 2 for the Financial Year ended on March 31, 2017 and for the nine months ended December 31, 2017.
- 4.6 Such other information and explanations as we required and which have been provided by the management of SPIL, which were considered relevant for the purpose the Fairness Opinion.

## **5. PURCHASE CONSIDERATION**

- 5.1 Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. are directly or indirectly wholly owned Subsidiary Companies of Sun Pharmaceutical Industries Ltd (SPIL). Therefore, no consideration has been provided under the Scheme.

Clause 11 of the scheme stating the terms of Consideration is reproduced below:

*"The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1 in more efficient and focused manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferee Company-1. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-1. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-1 shall be spun-off without any consideration, to the Transferee Company-1 under the Scheme."*

Clause 18 of the scheme stating the terms of Consideration is reproduced below:

*"The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Scheme is intended to restructure the investments held by Specified Investment Undertaking-1 in more efficient and focused manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferee Company-2. Post the spin-off, Transferor Company will continue to have ultimate control over the Specified Investment Undertaking-2. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, Specified Investment Undertaking-2 shall be spun-off without any consideration, to the Transferee Company-2 under the Scheme."*

## **6. CONCLUSION**

- 6.1 Our analysis and results are also specific to the date of this report. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the companies have drawn our attention to all the matters, which they are aware of considering the financial position of the companies, their businesses, and any other matter, which may have an impact on our opinion for the proposed scheme, including any significant changes that have taken place or are likely to take place in the financial position of the companies or their





**Private & Confidential**

businesses subsequent to the proposed Appointed Date of the proposed Scheme. We have no responsibility to update this report for events and circumstances occurring after the date of this report. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.

- 6.2 With reference to the above and based on the information provided to us by the management of the entities forming part of the Composite Scheme of arrangement, we understand that the present Scheme proposes to spin-off the Specified Investment Undertaking-1 of SPIL into Transferee Company 1 and of the Specified Investment Undertaking-2 of SPIL into Transferee Company 2.
- 6.3 Since the Transferee Companies (i.e. Sun Pharma (Netherlands) B.V. & Sun Pharmaceutical Holdings USA Inc.) are direct or indirect wholly owned subsidiaries of Transferor company (i.e. SPIL), the Scheme is an internal group restructuring between the Transferor Company and the Transferee Companies. Accordingly, the Transferee Companies shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Hence, an exchange ratio or a valuation of Equity shares of the Transferor Company and Transferee Companies has not been arrived at, for the proposed composite scheme of arrangement.
- 6.4 The proposed spin-off does not involve any movement of assets or liabilities outside the Sun Pharma group.
- 6.5 There would be no change in the promoter or public shareholding pattern of the public listed company i.e. SPIL, post proposed composite scheme of arrangement.
- 6.6 In the light of the foregoing and subject to the disclaimers and limitations detailed hereinabove, we state that in our opinion the proposed spin-off of the Specified Investment Undertaking-1 of SPIL into Transferee Company 1 and of the Specified Investment Undertaking-2 of SPIL into Transferee Company 2 under the Composite Scheme of Amalgamation seems fair and reasonable.

**For, Vivro Financial Services Private Limited**

  
**Roshan Vaishnav**  
**Director**



**Date: May 25, 2018**  
**Place: Ahmedabad**

Sun Pharmaceutical Industries Ltd.  
 Sun House, Plot No. 201 B/1,  
 Western Express Highway, Goregaon (E),  
 Mumbai - 400 063, Maharashtra, INDIA.  
 Tel. : (91-22) 4324 4324  
 Fax : (91-22) 4324 4343  
 Website : www.sunpharma.com  
 CIN : L24230GJ1993PLC019050



**October 23, 2018**

The General Manager  
 Department of Corporate Services - Listing  
**BSE Limited**  
 Phiroze Jeejeebhoy Towers  
 Dalal Street, Mumbai - 400 001

**Sub: Report on complaints as required under Para I(A)(6) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

**Details of Complaint(s) received by the Company on the Draft Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. and their respective Members And Creditors, from various sources during the 21 days period from the date of filing of Draft Composite Scheme of Arrangement with stock exchange (September 28, 2018) and hosting of the Draft Composite Scheme of Arrangement along with other documents on the website of the Company (September 28, 2018) and BSE Limited (October 01, 2018) i.e. up to October 22, 2018.**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
-	-	-	-

For Sun Pharmaceutical Industries Limited

  
**Ashok I. Bhuta**  
**Sr. GM – Secretarial &**  
**Compliance Officer**

**October 23, 2018**

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

**Sub: Report on complaints as required under Para I(A)(6) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

**Details of Complaint(s) received by the Company on the Draft Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. and their respective Members And Creditors, from various sources during the 21 days period from the date of filing of Draft Composite Scheme of Arrangement with stock exchange (September 29, 2018) and hosting of the Draft Composite Scheme of Arrangement along with other documents on the website of the Company (September 28, 2018) and National Stock Exchange of India Limited (October 01, 2018) i.e. up to October 22, 2018.**

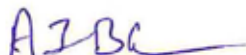
**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
-	-	-	-

**For Sun Pharmaceutical Industries Limited**

  
**Ashok I. Bhuta**  
**Sr. GM – Secretarial &**  
**Compliance Officer**



## National Stock Exchange Of India Limited

Ref: NSE/LIST/18742

January 18, 2019

The Company Secretary  
Sun Pharmaceutical Industries Limited  
SPARC, Tandalja,  
Vadodara 390012

**Kind Attn.: Mr. Sunil Ajmera**

Dear Sir,

**Sub: Observation Letter for composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc.**

We are in receipt of the composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited (“Transferor Company”) and Sun Pharma (Netherlands) B.V. (“Transferee Company-1”) and Sun Pharmaceutical Holdings USA Inc. (“Transferee Company-2”) and their respective members and creditors vide application dated September 29, 2018.

Based on our letter reference no Ref: NSE/LIST/65169 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“Circular”), SEBI vide letter dated January 18, 2019, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange and from the date of the receipt of this letter is displayed on the websites of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circular.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from January 18, 2019, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For **National Stock Exchange of India Limited**

Rajendra Bhosale  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)





DCS/AMAL/PB/R37/1386/2018-19

January 18, 2019

The Company Secretary,  
**SUN PHARMACEUTICAL INDUSTRIES LTD.**  
SPARC, Tandalja,  
Vadodara, Gujarat - 390012

Sir,

**Sub: Observation letter regarding the Draft Scheme of Arrangement among Sun Pharmaceutical Industries Limited, Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc.**

We are in receipt of Draft Scheme of Arrangement among Sun Pharmaceutical Industries Limited, Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated January 18, 2019 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

(2)

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,



**Nitinkumar Pujari**  
Senior Manager

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED AT ITS MEETING HELD ON MAY 25, 2018, EXPLAINING THE EFFECT OF COMPOSITE SCHEME OF ARRANGEMENT AMONG SUN PHARMACEUTICAL INDUSTRIES LIMITED AND SUN PHARMA (NETHERLANDS) B.V. AND SUN PHARMACEUTICAL HOLDINGS USA INC. AND THEIR RESPECTIVE MEMBERS AND CREDITORS ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO, IF ANY.**

**1. Background:**

- 1.1 The proposed Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited ("Transferor Company") and Sun Pharma (Netherlands) B.V. ("Transferee Company-1") and Sun Pharmaceutical Holdings USA Inc. ("Transferee Company-2") and their respective members and creditors under Section 230 to 232 read with Section 234 of the Companies Act, 2013 or any other applicable provisions, if any, of the Companies Act, 2013 for demerger of Specified Investment Undertaking -1 (as defined in Composite Scheme of Arrangement) of Transferor Company into Transferee Company- 1 and Specified Investment Undertaking -2 (as defined in Composite Scheme of Arrangement) of Transferor Company into Transferee Company- 2 ("Composite Scheme of Arrangement"). The Composite Scheme of Arrangement was approved by the Board of Directors of the Transferor Company at its meeting held on May 25, 2018. The Transferee Company -1 is the wholly owned subsidiary of Transferor Company and Transferee Company -2 is an indirect wholly owned subsidiary of Transferor Company.
- 1.2 In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Composite Scheme of Arrangement on each class of shareholders, key managerial personnel ("KMP"), promoter and non-promoter shareholders of the Transferor Company laying out in particular the share exchange ratio, if any. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.3 Having regard to the aforesaid new provisions, this report is adopted by the Board in an order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.4 The following documents were considered by the Board of Directors for the purpose of issue of this report:
  - a. Draft Scheme of Arrangement duly initialed by the Company Secretary of the Transferor Company for the purpose of identification.
  - b. Fairness Opinion dated May 25, 2018 issued by Vivro Financial Services Private Limited on the draft Composite Scheme of Arrangement.
  - c. Report of the Audit Committee dated May 25, 2018, recommending the draft Composite Scheme of Arrangement to the Board for approval.

**2. Effect of Scheme of Arrangement on each class of shareholders, KMP, promoters and non-promoter shareholders:**

The Transferee Company-1 is a wholly owned subsidiary of Transferor Company. The Composite Scheme of Arrangement is intended to restructure the business of Specified Investment Undertaking-1 in more efficient and focussed manner in the Transferee Company-1 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Hence, the Transferee Company-1 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, no consideration shall be payable by the Transferee Company-1 under the Composite Scheme of Arrangement.

The Transferee Company-2 is an indirect wholly owned subsidiary of Transferor Company. The Composite Scheme of Arrangement is intended to restructure the business of Specified Investment Undertaking-2 in more efficient and focussed manner in the Transferee Company-2 consistent with the diverse needs of the business and does not involve any movement of assets to any company outside the group controlled by the Transferor Company. Hence, the Transferee Company-2 shall not be required to issue any shares or pay any consideration to the Transferor Company or to its shareholders. Accordingly, no consideration shall be payable by the Transferee Company-2 under the Composite Scheme of Arrangement.

Further, there will be no change in the KMP(s) of the Transferee Company-1 and Transferee Company-2 pursuant to Scheme of Arrangement neither any KMP(s) has/have any material interest, concern or any other interest in the Scheme of Arrangement except to the extent of their shareholding in the Transferee Company -1 and Transferee Company-2, if any, or to the extent the KMP(s) is/are the partner(s), director(s), member(s) and/or beneficiary(ies) of the companies, firms, association of persons, bodies corporate and/or trust, as the case may be, that hold shares in the Transferee Company -1 and Transferee Company-2.

As far as the Equity Shareholders (Promoter Shareholders as well as Non-Promoter Shareholders) of the Transferee Company are concerned there will not be any dilution in their shareholding in the Company as there will be no issuance of shares by the Company pursuant to the Scheme;

**By order of the Board  
For Sun Pharmaceutical Industries Limited**

**May 25, 2018**

**Sailesh T. Desai  
Whole-time Director (DIN: 00005443)**



Limited Review Report - Ind AS Standalone Financial Results

Review Report to  
The Board of Directors  
Sun Pharmaceutical Industries Limited

1. We have reviewed the accompanying statement of unaudited standalone Ind AS financial results of Sun Pharmaceutical Industries Limited (the 'Company') for the quarter ended December 31, 2018 and year to date from April 01, 2018 to December 31, 2018 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation'), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular').
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS) 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.



# **S R B C & CO LLP**

Chartered Accountants

Sun Pharmaceutical Industries Limited

Limited Review for the quarter and nine months ended December 31, 2018

Page 2 of 2

5. As fully described in note 6 of the Statement, the Company has prepared these financial results to give effect to the Scheme of arrangement of demerger of the specified undertaking of Sun Pharma Global FZE into the Company with an appointed date of April 01, 2017. We did not review total assets of INR 2,675.81 crore as at March 31, 2018, total revenues of INR 1,338.81 crore and INR 852.44 crore for the year ended 31 March 2018 and the nine month period ended 31 December, 2017 respectively, included in the accompanying statement in respect of the specified undertaking of Sun Pharma Global FZE whose financial results and other information has been reviewed by other auditor and whose report has been furnished to us. Our conclusion, in so far as it relates to the affairs of the specified undertaking is based solely on report of other auditor. Our conclusion is not modified in respect of this matter.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm registration number: 324982E/E300003

per Paul Alvares

Partner

Membership No.: 105754

Mumbai

February 12, 2019



**Sun Pharmaceutical Industries Limited**

**Registered Office:** Sun Pharma Advanced Research Centre, Tandalja, Vadodara - 390012.

**Corporate Office:** Sun House, CTS No. 201 B/1, Western Express Highway,

Goregaon (E), Mumbai - 400063 Tel.: +91 22 4324 4324.

**CIN:** L24230GJ1993PLC019050, **Website :** www.sunpharma.com

**Statement of Standalone Unaudited Financial Results for the Quarter and Nine months ended December 31, 2018**

(₹ in Crore)

Particulars	Quarter ended			Nine months ended		Year ended
	31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Revenue from operations						
a. Sale of products	2,192.41	2,391.44	2,355.18	7,525.49	6,165.24	8,774.41
b. Other operating revenues	68.85	81.83	53.25	225.59	160.13	231.84
Total revenue from operations (I)	2,261.26	2,473.27	2,408.43	7,751.08	6,325.37	9,006.25
II Other income	27.76	532.97	33.47	592.21	951.15	1,128.04
III Total income (I+II)	2,289.02	3,006.24	2,441.90	8,343.29	7,276.52	10,134.29
IV Expenses						
Cost of materials consumed	716.27	651.40	220.81	1,796.52	1,180.26	2,210.12
Purchases of stock-in-trade	329.73	262.66	306.95	982.45	740.33	1,201.51
Changes in inventories of finished goods, stock-in-trade and work-in-progress	(64.65)	(20.83)	405.17	(69.66)	768.96	159.26
Employee benefits expense	391.20	384.61	405.50	1,145.34	1,216.80	1,625.00
Finance costs	133.38	151.38	64.70	421.55	277.72	388.31
Depreciation and amortisation expense	134.06	131.00	119.90	420.77	364.63	487.24
Other expenses	714.10	1,026.80	597.68	2,698.67	1,976.48	2,832.10
Total expenses (IV)	2,354.09	2,587.02	2,120.71	7,395.64	6,525.18	8,903.54
V Profit/(Loss) before exceptional item and tax (III-IV)	(65.07)	419.22	321.19	947.65	751.34	1,230.75
VI Exceptional item (Refer Note 7)	-	1,214.38	-	1,214.38	950.50	950.50
VII Profit/(Loss) before tax (V-VI)	(65.07)	(795.16)	321.19	(266.73)	(199.16)	280.25
VIII Tax expense / (credit)	(26.39)	10.91	0.54	(15.27)	(0.18)	(25.39)
IX Profit/(Loss) for the period (VII-VIII)	(38.68)	(806.07)	320.65	(251.46)	(198.98)	305.64
X Other comprehensive income (OCI)						
a. (i) Items that will not be reclassified to profit or loss	(2.66)	9.30	(10.09)	12.08	(40.74)	73.15
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.93	(3.25)	-	(4.22)	-	(25.31)
b. (i) Items that may be reclassified to profit or loss	(31.92)	139.19	(53.53)	252.47	(40.25)	8.31
(ii) Income tax relating to items that may be reclassified to profit or loss	(27.57)	13.64	-	(12.27)	-	0.54
Total other comprehensive income (a+b) (X)	(61.22)	158.88	(63.62)	248.06	(80.99)	56.69
XI Total comprehensive income for the period (IX+X)	(99.90)	(647.19)	257.03	(3.40)	(279.97)	362.33
XII Paid-up equity share capital - face value ₹ 1 each	239.93	239.93	239.93	239.93	239.93	239.93
XIII Other equity						22,082.68
XIV Earnings per equity Share of ₹ 1 each (not annualised for quarters)						
₹ (Basic)	(0.16)	(3.36)	1.34	(1.05)	(0.83)	1.27
₹ (Diluted)	(0.16)	(3.36)	1.34	(1.05)	(0.83)	1.27
See accompanying notes to the unaudited standalone financial results						
Research and development expenses incurred (included above)	250.17	230.42	177.26	699.18	615.55	853.18

**Notes:**

- The above unaudited standalone financial results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 12, 2019.
- The above financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as amended, prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder.
- During the quarter ended December 31, 2018, 3,600 equity shares of ₹ 1 each have been allotted under Employee Stock Option Scheme of the Company. Subsequent to the quarter ended December 31, 2018 the Company has, on February 11, 2019 allotted 6,696 equity shares of ₹ 1 each under Employee Stock Option Scheme of the Company.
- Post the applicability of Goods and Service Tax ("GST") with effect from July 01, 2017, revenue from operations is required to be disclosed net of GST. Thus, the revenue from operations for the nine months ended December 31, 2017 is not comparable with the revenue from operations of other periods presented in the results.
- The Board of Directors of the Company at its meeting held on May 25, 2018, approved the Scheme of Arrangement between the Company, Sun Pharma (Netherlands) B.V. and Sun Pharmaceutical Holdings USA Inc. (both being wholly owned subsidiaries of the Company) which inter-alia, envisages spin-off of the specified investment undertaking of the Company. The scheme shall be effective post receipt of requisite approvals and accordingly, the above results do not reflect the impact, if any, on account of the schemes.
- Pursuant to the scheme of arrangement, as approved by the Hon'ble High Court of Gujarat on October 31, 2018, unbranded generic pharmaceutical undertaking of Sun Pharma Global FZE, a wholly owned subsidiary, has been transferred to the Company w.e.f April 01, 2017. Consequently, effect of the scheme including the tax impact has been given in the financial results in accordance with Ind AS 103 – Business Combinations. The results for previous periods have been restated to give effect to the merger.
- "In respect of an antitrust litigation, relating to a product Modafinil, the Company and one of its wholly-owned subsidiaries had previously entered into settlements with certain plaintiffs (Apotex Corporation, Retailer Purchasers and end-payor plaintiffs) for an aggregate amount of USD 150.5 Million. The equivalent Indian rupee liability of ₹ 950.50 Crore and ₹ 24.00 Crore was provided in the books of account in year ended March 31, 2018 and quarter ended June 30, 2018 respectively. The amount of ₹ 950.50 Crore was disclosed as an exceptional item. During the quarter, the Company has entered into settlement agreement with the Direct Purchaser Plaintiffs; while continuing to litigate as well as negotiate the case with the remaining one plaintiff. The Company had accounted for likely amount payable to remaining plaintiff in the antitrust litigation relating to the product Modafinil and had disclosed the charge as an exceptional item in the quarter ended on September 30, 2018."
- The Company has only one reportable segment namely 'Pharmaceuticals'.

For and on behalf of the Board

Mumbai, February 12, 2019

Dilip S. Shanghvi  
Managing Director

**Sun Pharma (Netherlands) B. V.**  
**Statement of Standalone Unaudited Assets and Liabilities**

(In Millions)

Particulars	As at 31.12.2018 In USD
<b>ASSETS</b>	
<b>(1) Non-current assets</b>	
(a) Property, plant and equipment	-
(b) Capital work-in-progress	-
(c) Goodwill	-
(d) Other Intangible assets	-
(e) Intangible assets under development	-
(f) Investments in associates	-
(g) Investments in joint ventures	-
(h) Financial assets	
(i) Investments	642.53
(ii) Loans	113.63
(iii) Other financial assets	15.65
(i) Deferred tax assets (Net)	-
(j) Income tax assets (Net)	-
(k) Other non-current assets	-
<b>Total non-current assets</b>	<b>771.82</b>
<b>(2) Current assets</b>	
(a) Inventories	-
(b) Financial assets	
(i) Investments	-
(ii) Trade receivables	0.16
(iii) Cash and cash equivalents	39.61
(iv) Bank balances other than (iii) above	1.68
(v) Loans	11.89
(vi) Other financial assets	0.12
(c) Other current assets	-
(d) Assets classified as held for sale	-
<b>Total current assets</b>	<b>53.46</b>
<b>TOTAL ASSETS</b>	<b>825.28</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
(a) Equity share capital	700.00
(b) Other equity	105.60
<b>Equity attributable to owners of the Parent</b>	<b>805.60</b>
Non-controlling interests	-
<b>Total equity</b>	<b>805.60</b>
<b>Liabilities</b>	
<b>(1) Non-current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	17.23
(ii) Other financial liabilities	-
(b) Provisions	-
(c) Deferred tax liabilities (Net)	-
(d) Other Non Financial Liabilities	-
<b>Total non-current liabilities</b>	<b>17.23</b>
<b>(2) Current liabilities</b>	
(a) Financial liabilities	
(i) Borrowings	-
(ii) Trade payables	0.02
(iii) Other financial liabilities	1.70
(b) Other current liabilities	-
(c) Provisions	-
(d) Current tax liabilities (Net)	0.73
<b>Total current liabilities</b>	<b>2.45</b>
<b>Total liabilities</b>	<b>2.45</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>825.28</b>

Place: Hoofddorp, Netherlands

Date: 23<sup>rd</sup> April, 2019

Prashant Savla

Director

**Sun Pharma (Netherlands) B.V.**

**Statement of Standalone Unaudited Financial Results for the Nine months ended December 31, 2018**

(In Millions )

<b>Particulars</b>	<b>Nine Months ended 31.12.2018 In USD</b>
I Revenue from operations	
a. Sale of products	-
b. Other operating revenues	-
<b>Total revenue from operations (I)</b>	-
II Other income	6.56
III <b>Total income (I+II)</b>	<b>6.56</b>
IV <b>Expenses</b>	
Cost of materials consumed	-
Purchases of stock-in-trade	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	-
Employee benefits expense	-
Finance costs	-
Depreciation and amortisation expense	-
Other expenses	18.73
<b>Total expenses (IV)</b>	<b>18.73</b>
V Profit before exceptional Item and tax (III-IV)	(12.17)
VI Exceptional item (Refer Note 6)	-
VII <b>Profit / (Loss) before tax (V-VI)</b>	(12.17)
VIII Tax expense	(0.10)
IX <b>Profit / (Loss) for the period before share of profit / (loss) of associates and joint ventures (VII-VIII)</b>	<b>(12.07)</b>
X Share of profit / (loss) of associates and joint ventures (net)	-
XI <b>Net Profit / (Loss) after taxes and share of profit / (loss) of associates and joint ventures but before non-controlling Interests</b>	(12.07)
Non-controlling interests	-
XII <b>Net Profit / (Loss) after taxes, share of profit / (loss) of associates and joint ventures and non- controlling interests</b>	(12.07)
XIII Other comprehensive income (OCI)	
A. Items that will not be reclassified to profit or loss	6.11
B. Items that may be reclassified to profit or loss	-
<b>Total other comprehensive income (A+B)</b>	<b>6.11</b>
XIV <b>Total comprehensive income for the period (XI+XIII)</b>	<b>(5.96)</b>
Place: Hoofddorp, Netherlands	Prashant Savla
Date: 23 <sup>rd</sup> April, 2019	Director

**Sun Pharmaceuticals Holdings USA Inc.**  
**Statement of Standalone Unaudited Assets and Liabilities**

(In Millions)

Particulars	As at 31.12.2018 In USD
<b>ASSETS</b>	
<b>(1) Non-current assets</b>	
(a) Property, plant and equipment	-
(b) Capital work-in-progress	-
(c) Goodwill	-
(d) Other Intangible assets	-
(e) Intangible assets under development	-
(f) Investments in associates	-
(g) Investments in joint ventures	-
(h) Financial assets	-
(i) Investments	466.51
(ii) Loans	-
(iii) Other financial assets	-
(i) Deferred tax assets (Net)	-
(j) Income tax assets (Net)	-
(k) Other non-current assets	-
<b>Total non-current assets</b>	<b>466.51</b>
<b>(2) Current assets</b>	
(a) Inventories	-
(b) Financial assets	-
(i) Investments	-
(ii) Trade receivables	-
(iii) Cash and cash equivalents	0.00
(iv) Bank balances other than (iii) above	-
(v) Loans	11.00
(vi) Other financial assets	-
(c) Other current assets	-
(d) Assets classified as held for sale	-
<b>Total current assets</b>	<b>11.00</b>
<b>TOTAL ASSETS</b>	<b>477.51</b>
<b>EQUITY AND LIABILITIES</b>	
<b>Equity</b>	
(a) Equity share capital	0.00
(b) Other equity	477.51
<b>Equity attributable to owners of the Parent</b>	<b>477.51</b>
Non-controlling interests	-
<b>Total equity</b>	<b>477.51</b>
<b>Liabilities</b>	
<b>(1) Non-current liabilities</b>	
(a) Financial liabilities	-
(i) Borrowings	-
(ii) Other financial liabilities	-
(b) Provisions	-
(c) Deferred tax liabilities (Net)	-
(d) Other Non Financial Liabilities	-
<b>Total non-current liabilities</b>	<b>-</b>
<b>(2) Current liabilities</b>	
(a) Financial liabilities	-
(i) Borrowings	-
(ii) Trade payables	-
(iii) Other financial liabilities	-
(b) Other current liabilities	-
(c) Provisions	-
(d) Current tax liabilities (Net)	-
<b>Total current liabilities</b>	<b>-</b>
<b>Total liabilities</b>	<b>-</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>477.51</b>

Place :USA

Zvi Albert

Date: 23<sup>rd</sup> April, 2019

V.P. Finance &amp; Treasurer

**Sun Pharmaceuticals Holdings USA Inc.**

**Statement of Standalone Unaudited Financial Results for the Nine months ended December 31, 2018**

(In Millions )

<b>Particulars</b>	<b>Nine Months ended 31.12.2018 In USD</b>
I Revenue from operations	
a. Sale of products	-
b. Other operating revenues	-
<b>Total revenue from operations (I)</b>	-
II Other income	-
III <b>Total income (I+II)</b>	-
IV <b>Expenses</b>	
Cost of materials consumed	-
Purchases of stock-in-trade	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress	-
Employee benefits expense	-
Finance costs	-
Depreciation and amortisation expense	-
Other expenses	-
<b>Total expenses (IV)</b>	-
V <b>Profit before exceptional item and tax (III-IV)</b>	-
VI Exceptional item (Refer Note 6)	-
VII <b>Profit / (Loss) before tax (V-VI)</b>	-
VIII Tax expense	-
IX <b>Profit / (Loss) for the period before share of profit / (loss) of associates and joint ventures (VII-VIII)</b>	-
X Share of profit / (loss) of associates and joint ventures (net)	-
XI <b>Net Profit / (Loss) after taxes and share of profit / (loss) of associates and joint ventures but before non-controlling Interests</b>	-
Non-controlling interests	-
XII <b>Net Profit / (Loss) after taxes, share of profit / (loss) of associates and joint ventures and non- controlling interests</b>	-
XIII <b>Other comprehensive income (OCI)</b>	
a. Items that will not be reclassified to profit or loss	-
b. Items that may be reclassified to profit or loss	-
<b>Total other comprehensive income (A+B)</b>	-
XIV <b>Total comprehensive income for the period (XI+XIII)</b>	-

Place :USA

Date: 23<sup>rd</sup> April, 2019

Zvi Albert

V.P. Finance & Treasurer



**SUN PHARMACEUTICAL INDUSTRIES LIMITED**

**Registered Office:** SPARC, Tandalja, Vadodara - 390 012, Gujarat, India.

**Tel No.:** 0265-6615500/ 600/ 700; **Fax No.:** 0265-2354897

**CIN:** L24230GJ1993PLC019050

**Email ID:** secretarial@sunpharma.com; **Website:** www.sunpharma.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
CA(CAA) NO. 38/NCLT/AHM/2019

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V., and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors.

**Sun Pharmaceutical Industries Limited** )  
(CIN: L24230GJ1993PLC019050), a company )  
registered under the provisions of Companies Act, )  
1956 and having its Registered Office at SPARC, )  
Tandalja, Vadodara - 390 012, in the state of Gujarat, India) ..... **Applicant Company**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

I/We, \_\_\_\_\_, the undersigned Unsecured creditor/s of Sun Pharmaceutical Industries Limited, being the Applicant Company above named, do hereby appoint Mr./Ms. of and failing him/her of as my/our proxy, to act for me/us at the National Company Law Tribunal convened meeting of the Unsecured creditors of the Applicant Company to be held at **Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara-390 002, Gujarat, India, on Tuesday, June 04, 2019 at 11.15 a.m. IST** for the purpose of considering and if thought fit, approving the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. (“**Transferee Company-1**”) and Sun Pharmaceutical Holdings USA Inc. (“**Transferee Company-2**”), and their respective members and creditors (“**Scheme of Arrangement**”) at such Meeting and any adjournment or adjournments thereof and to vote, for me/us and in my/our name(s) \_\_\_\_\_ (here, if for, insert ‘FOR’, or if against, insert ‘AGAINST’) the said Scheme of Arrangement as my/our proxy.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Signature of Unsecured Creditors(s)

\_\_\_\_\_

Signature of Proxy Holder(s)

Please affix  
Revenue  
Stamp of  
Re 1/-



**Notes:**

1. The form of Proxy must be deposited at the Registered Office of Applicant Company at SPARC, Tandajja, Vadodara, Gujarat 390 012 India, not later than 48 (Forty Eight) hours before the scheduled time of the commencement of the said Meeting.
2. If you are a body corporate, as the unsecured creditor, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorised officer of such Body Corporate should be lodged with the Applicant Company at its Registered Office not later than 48 (Forty Eight) hours before the Meeting.
3. All alterations made in the form of proxy should be initialed.
4. Please affix appropriate revenue stamp before putting signatures.
5. In case of multiple proxies, the proxy later in time shall be accepted.
6. Proxy need not be unsecured creditor of Applicant Company.
7. No person shall be appointed as Proxy who is a minor.



**SUN PHARMACEUTICAL INDUSTRIES LIMITED**

**Registered Office:** SPARC, Tandalja, Vadodara - 390 012, Gujarat, India.

**Tel No.:** 0265-6615500/ 600/ 700; **Fax No.:** 0265-2354897

**Corporate Office:** Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra, India.

CIN: L24230GJ1993PLC019050

**Email ID:** secretarial@sunpharma.com; **Website:** www.sunpharma.com

**ATTENDANCE SLIP**

**NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED ON TUESDAY, JUNE 04, 2019 AT 11:15 A.M. IST.**

I/We hereby record my/our presence at the Meeting of Unsecured Creditor(s) of Sun Pharmaceutical Industries Limited convened pursuant to order of Hon'ble National Company Law Tribunal dated April 11, 2019 at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara-390 002, Gujarat, India, on Tuesday, June 04, 2019, at 11:15 a.m. IST.

Sr. no:	
Name and Address of the Unsecured Creditor(s):	
Name and Address of the Proxy Holder:	

Signature of the Unsecured Creditor/ Proxy/Authorized Representative present: \_\_\_\_\_

**NOTES:**

- (1) Unsecured Creditor / Proxy Holder / Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance duly signed.
- (2) Unsecured Creditor / Proxy Holder / Authorized Representative desiring to attend the Meeting should bring his / her copy of Notice for reference at the Meeting.

**Route Map to Prof. Chandravadan C. Mehta Auditorium,  
the Venue for the Meeting  
Prominent Landmark: Maharaja Sayajirao University**





