

Sun Pharmaceutical Industries Limited

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



August 27, 2020

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051,
Maharashtra, India.

Scrip Symbol: SUNPHARMA

BSE Limited

1st Floor, P. J. Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India.

Scrip Code: 524715

Dear Sir / Madam,

Sub: Proceedings of 28th Annual General Meeting of Sun Pharmaceutical Industries Limited (“Company”) held on August 27, 2020 pursuant to Clause 13 of Para A of Part A of Schedule III of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Pursuant to the provisions of the Listing Regulations, we hereby submit the proceedings of the 28th Annual General Meeting of the Company which are mentioned below:

Proceedings of 28th Annual General Meeting

The 28th Annual General Meeting (“AGM” or “Meeting”) of Sun Pharmaceutical Industries Limited was held today i.e. Thursday, August 27, 2020 at 03:30 p.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board India from time to time. The facility to view the live webcast of the proceedings of the Meeting was also provided to the shareholders.

Mr. Israel Makov, Chairman of the Company occupied the chair and requisite quorum being present proceedings of the AGM were commenced.

All the Directors of the Company had joined the Meeting through Video Conferencing.

Representatives, from S R B C & Co. LLP, Statutory Auditors of the Company, from KJB & Co LLP, Secretarial Auditors of the Company and from M/s. B.M. Sharma and Associates, Cost Auditors of the Company had also joined the Meeting through Video Conferencing.

Mr. Chintan Goswami, Partner of KJB & Co LLP, Practicing Company Secretaries, appointed as Scrutinizer to scrutinize the voting done through the remote e-voting and e-voting during the Meeting, had joined the Meeting through Video Conferencing.

Mr. Israel Makov, Chairman of the Company, then delivered the Speech. The said Speech will be submitted to stock exchanges separately for reference.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of the AGM dated May 27, 2020, through remote e-voting during the period commencing from Monday, August 24, 2020 at 09:00 a.m. till Wednesday, August 26, 2020 upto 05:00 p.m. A facility of voting through electronic system was also provided during the Meeting to such shareholders who had joined the Meeting through VC/ OAVM to enable them to vote, in case they could not cast their vote during remote e-voting period. The said facility was made available to the shareholders till 15 minutes from the conclusion of the Meeting.

Registered Office: SPARC, Tandalja, Vadodara – 390 012, Gujarat, INDIA.

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The following business as set out in the Notice of 28th AGM dated May 27, 2020 were put up at the AGM. The copy of the Notice of the AGM is enclosed herewith as **Annexure 1:-**

ORDINARY BUSINESS:	
1(a)	Adoption of audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon
1(b)	Adoption of audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Auditors thereon
2.	<p>Confirmation of payment of Interim dividend* of ₹ 3/- (Rupees Three Only) per equity share and Declaration of Final dividend** of ₹ 1 (Rupee One Only) per equity share of ₹ 1/- each for the financial year ended March 31, 2020</p> <p><i>* The Interim Dividend at ₹3/- per equity share of ₹1/- on 239,79,84,970 shares amounting to ₹ 719,39,54,910/-, has been paid on February 24, 2020, excluding interim dividend on 13,50,000 equity shares amounting to ₹40,50,000 which had been waived to be received by one of the shareholders.</i></p> <p><i>** The actual Final Dividend on equity shares to be declared/ approved by the members at the 28th Annual General Meeting will be for equity shares other than the equity shares in respect of which the equity shareholder(s) has/have waived/forgone his/her/their right to receive the dividend for the financial year ended March 31, 2020 in accordance with the rules framed by the Board as per Note no. 15 hereinafter appearing.</i></p> <p>The Company had not received any request from the shareholder(s) towards waiving their right to receive the final dividend and accordingly the Final Dividend at the rate of ₹1.00 per equity share of ₹ 1/- each as recommended by the Board of Directors at their Meeting held on May 27, 2020 and approved by the members at the 28th AGM, would be paid on 2399334970 (Two Hundred Thirty Nine Crore Ninety Three Lakhs Thirty Four Thousand Nine Hundred and Seventy) Equity Shares of ₹1/- each amounting to ₹ 239,93,34,970 (Rupees Two Hundred and Thirty Nine Crore Ninety Three Lakhs Thirty Four Thousand Nine Hundred and Seventy only) for the year ended March 31, 2020.</p>
3.	Re-appointment of Mr. Israel Makov (DIN: 05299764), who retires by rotation and being eligible offers himself for reappointment.
4.	Re-appointment of Mr. Sudhir V. Valia (DIN: 00005561), who retires by rotation and being eligible offers himself for re-appointment.
SPECIAL BUSINESS:	
5.	Ordinary Resolution for ratification of remuneration of M/s. B M Sharma & Associates, Cost Auditors for the financial year ending March 31, 2021.
6.	Special Resolution for approval of maximum remuneration of Mr. Dilip Shanghvi, Managing Director, for further period of two years i.e. from April , 2021 to March 31, 2023.

Members who had registered themselves as speakers for the Meeting, raised queries pertaining to certain items which were suitably replied by Mr. Dilip S. Shanghvi, Managing Director of the Company.

The Chairman then requested the Scrutinizer to complete the scrutinizing process and submit the report to him/ person authorized by him.

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The Chairman then stated that the results along with Scrutinizer's Consolidated Report on the e-voting done during the Meeting and voting done through remote e-voting will be submitted to the stock exchanges within 48 hours of the conclusion of the AGM and will also be placed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for providing e-voting facility). The results will also be displayed on the notice board of the Company at its registered office and corporate office

We would like to inform you that all the resolutions set out in the Notice of the AGM, were approved by the equity shareholders of the Company with requisite majority.

We request you to kindly take note of the same.

Thanking You,
Yours Faithfully,

For **Sun Pharmaceutical Industries Limited**

Ashok Bhuta
Sr. GM - Secretarial &
Compliance Officer



Sun Pharmaceutical Industries Ltd.

Registered Office: SPARC Tandalja, Vadodara - 390 012, Gujarat, India **Tel Nos:** 0265-6615500/600/700 **Fax No:** 0265-2354897
Corporate Office: Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon -East, Mumbai - 400 063, Maharashtra, India.
CIN: L24230GJ1993PLC019050 **Website:** www.sunpharma.com **Email:** secretarial@sunpharma.com

Notice of Annual General Meeting

NOTICE is hereby given that the **Twenty-Eighth Annual General Meeting** of the members of **Sun Pharmaceutical Industries Limited** will be held on **Thursday, August 27, 2020 at 03:30 p.m. IST (Indian Standard Time) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. a. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
- b. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.
2. To confirm payment of Interim Dividend* of ₹3/- (Rupees Three Only) per Equity Share and to declare Final Dividend** of ₹1/- (Rupees One Only) per Equity Share of ₹1/- for the financial year 2019-20.
3. To appoint a Director in place of Mr. Israel Makov (DIN: 05299764), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sudhir V. Valia (DIN: 00005561) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the remuneration as set out in the Explanatory Statement annexed to this Notice, payable to M/s. B M Sharma & Associates, Cost Accountants, Firm's Registration No. 100537,

appointed as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the financial year 2020-21, be and is hereby ratified.

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

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

"RESOLVED THAT further to the resolutions passed at the 25th Annual General Meeting of the Company held on September 26, 2017 for remuneration payable to Mr. Dilip S. Shanghvi, Managing Director (DIN:00005588), and in partial modification to the Agreement dated September 28, 2017 entered into between Mr. Dilip S. Shanghvi and the Company for his re-appointment as Managing Director and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015, and subject to such other permissions, sanction(s) as may be necessary under law, the consent of the Members of the Company, be and is hereby accorded for remuneration to be paid to Mr. Dilip S. Shanghvi, Managing Director of the Company for a period of 2 (Two) years with effect from April 1, 2021 to March 31, 2023, that is, upto the expiry of his present term of office, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as stated below, as per draft revised Agreement, proposed to be entered into between Mr. Dilip S. Shanghvi and the Company which is hereby specifically sanctioned with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the remuneration, in such manner as may be agreed

to between the Board of Directors and Mr. Dilip S. Shanghvi within and in accordance with the Act or any amendment thereto and agreed to between the Board of Directors and as may be acceptable to Mr. Dilip S. Shanghvi;

- a) **Salary (including bonus and perquisites)** upto ₹8,10,00,000/- (Rupees Eight Crore and Ten Lakhs Only) per annum.

Perquisites: He will be entitled to furnished/ non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to ₹75,00,000 (Rupees Seventy Five Lakhs only) per annum

- b) **Commission:** Subject to availability of profit and at the rate of not more than 1% of the net profit for the year, the Board of Directors will determine the commission payable within the overall ceiling laid down under sections 197 and 198 of the Companies Act, 2013 and Schedule V to the Companies Act, 2013 as may be applicable from time to time. He shall not be entitled to any sitting fees as is payable to other Non-Executive Directors.

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

- d) **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year, Mr. Dilip S. Shanghvi shall be entitled to receive a total remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration, subject to receipt of such approvals as may be required, if any.

- e) **Other terms and conditions:** Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, Mr. Dilip S. Shanghvi shall have the general conduct and management of the affairs of the Company and he shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by the Act

or any other Law or by the Articles of Association of the Company except such powers/acts/things which can be exercised or done by the Company in General Meeting or by the Board of Directors at their Meeting only. Mr. Dilip S. Shanghvi to perform such duties and exercise such powers as are additionally entrusted to him by the Board and/or the Chairman. He is further authorised to do all such acts, deeds, things and matters as he may be required or permitted to do, as a Managing Director.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as they may deem fit, expedient or desirable to give effect to this Resolution."

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

Sunil R. Ajmera
Company Secretary

Mumbai
May 27, 2020

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

* The Interim Dividend at ₹3/- per equity share of ₹1/- on 2,39,79,84,970 shares amounting to ₹7,19,39,54,910/-, has been paid on February 24, 2020, excluding interim dividend on 13,50,000 equity shares amounting to ₹40,50,000 which had been waived to be received by one of the shareholders.

** The actual Final Dividend on equity shares to be declared/ approved by the members at the 28th Annual General Meeting will be for equity shares other than the equity shares in respect of which the equity shareholder(s) has/have waived/forgone his/her/their right to receive the dividend for the financial year ended March 31, 2020 in accordance with the rules framed by the Board as per Note no. 15 hereinafter appearing.

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the 28th Annual General Meeting of the Company (the "Meeting" or "AGM") under Item Nos. 5 and 6, is annexed hereto.

The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment / re-appointment as Directors and fixation of the terms of remuneration of Directors are given under the heading "Profile of Directors" forming part of this Notice.

2. **As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 (hereinafter referred to as "MCA Circulars"). The forthcoming 28th AGM of the Company scheduled on Thursday, August 27, 2020 will thus be held through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, Members can attend and participate in the ensuing 28th AGM through VC/ OAVM.**
3. **Pursuant to MCA General Circular No. 14/2020 dated April 08, 2020, read with MCA General Circular No. 20/2020 dated May 5, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 28th AGM.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 28th AGM through VC/ OAVM and cast their votes through e-voting.
4. Corporate members intending to appoint authorised representative(s) to attend and vote on their behalf at the 28th AGM are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorising their representative(s) to attend and vote along with specimen signature of authorised representative(s) by e-mail to secretarial@sunpharma.com or scrutinizer@sunpharma.com before the commencement of the 28th AGM.
5. In case of joint holders attending the 28th AGM, the member whose name appears as the first holder in the order of names as per Register of Members will

be entitled to vote, provided the votes are not already cast by remote e-voting.

6. The Register of Members and Share Transfer Books of the Company will be closed from **Friday, August 21, 2020 to the date of the 28th AGM of the Company to be held on Thursday, August 27, 2020** (both days inclusive) for the purpose of the 28th AGM of the Company and for the payment of Final Dividend.
7. Shareholders who would like to express their views/ ask questions during the 28th AGM may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, email id, mobile number, at secretarial@sunpharma.com between August 20, 2020 to August 23, 2020. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, demat account number/folio number, email id, mobile number, to secretarial@sunpharma.com. These queries will be suitably replied to by the Company by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
9. In accordance with MCA Circulars dated April 08, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020 due to COVID-19 pandemic, the Notice of 28th AGM along with the Annual Report for 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. ("RTA") / Depositories. Members may note that the Notice of the 28th AGM along with the Annual Report 2019-20 is also available for download on the website of the Company at www.sunpharma.com and on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
10. For receiving all communication (including Notice and Annual Report) from the Company electronically:
 - (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at secretarial@sunpharma.com or to the Company's RTA at rnt.helpdesk@linkintime.co.in.

- (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.
11. Members will be able to attend the 28th AGM on August 27, 2020 through VC/ OAVM or view the live webcast by logging on to the e-voting website of CDSL at www.evotingindia.com by using their e-voting login credentials. On this page, click on the link Shareholders / Members, the Video Conferencing/ webcast link would be available adjacent to EVSN No. 200720007 of the Company.
 12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and the Explanatory Statement will be available for inspection by the members upto the date of 28th AGM, at the Registered office of the Company, on all working days, except Saturdays and Sundays, between 11:00 a.m. IST and 1:00 p.m. IST, and shall be electronically available during the meeting hours.
 13. The Board of Directors at its Meeting held on February 6, 2020 had declared an Interim Dividend of ₹ 3/- per Equity Share of ₹1/- each. The Interim Dividend was paid on February 24, 2020 to those shareholders who held shares as on February 18, 2020, being the record date for payment.
 14. The Board of Directors at its Meeting held on May 27, 2020, recommended a Final Dividend of ₹ 1/- (Rupees One only) per equity share of ₹ 1/- each of the Company for the year ended March 31, 2020 and the same if declared/ approved at the 28th AGM, will be paid on or before September 1, 2020, to the Company's members whose names stand in the Register of Members as beneficial owners at the close of business hours on Thursday, August 20, 2020 as per the list provided by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of shares held in electronic form and as members in the Register of Members of the Company after giving effect to valid transmissions lodged with the Company on or before Thursday, August 20, 2020.
 15. At the Extra Ordinary General Meeting of the members of the Company held on September 1, 2003, the members had approved, by way of a Special Resolution, certain amendments whereby few Articles were inserted in the Articles of Association of the Company relating to enabling the Company to implement any instruction from member(s) of the Company to waive / forgo his / their right to receive the dividend (interim or final) from the Company for any financial year. The above referred amendments as approved at the aforesaid Extra Ordinary General Meeting have been retained and are inter alia forming part of new set of Articles of Association adopted at the 24th Annual General Meeting of the Company held on September 17, 2016. Thus, the members of the Company can waive / forgo, if he / they so desire(s), his / their right to receive the dividend (interim or final) for any financial year effective from the dividend recommended by the Board of Directors of the Company for the year ended March 31, 2004 on a year to year basis, as per the rules framed by the Board of Directors of the Company from time to time for this purpose. The member, if so wishes to waive / forgo the right to receive Dividend for the year ended March 31, 2020, shall fill up the form and send it to the Company's RTA on or before Thursday, August 20, 2020. The form prescribed by the Board of Directors of the Company for waiving / forgoing the right to receive Dividend for any year shall be available for download on the Company's website www.sunpharma.com under section "Investor - Shareholder's Information- Statutory Communication" or can also be obtained from the Company's RTA.
- The Board of Directors of the Company at its meeting held on September 01, 2003 have framed the following rules under old Article 190A (corresponding Article 142 as per the new set of Articles of Association) of the Articles of Association of the Company for members who want to waive / forgo the right to receive dividend in respect of financial year 2002-2003 or for any year thereafter:
- I. A Shareholder can waive / forgo the right to receive the dividend (either final and / or interim) to which he is entitled, on some or all the Equity Shares held by him in the Company as on the Record Date / Book-closure Date fixed for determining the names of Members entitled for such dividend. However, the Shareholder cannot waive / forgo the right to receive the dividend (either final and / or interim) for a part of percentage of dividend on a share(s).
 - II. The Equity Shareholder(s) who wish to waive/ forgo the right to receive the dividend for any year shall inform the Company in the form prescribed by the Board of Directors of the Company only.
 - III. In case of joint holders holding the Equity Shares of the Company, all the joint holders are required to intimate to the Company in the prescribed form their decision of waiving / forgoing their right to receive the dividend from the Company.
 - IV. The Shareholder, who wishes to waive / forgo the right to receive the dividend for any year shall send his irrevocable instruction waiving / forgoing dividend so as to reach the Company

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

- V. The instruction once given by a Shareholder intimating his waiver / forgoing of the right to receive the dividend for any year for interim, final or both shall be irrevocable and cannot be withdrawn for that particular year for such waived / forgone the right to receive the dividend. But in case, the relevant Shares are sold by the same Shareholder before the Record Date / Book Closure Date fixed for the payment of such dividend, the instruction once exercised by such earlier Shareholder intimating his waiver / forgoing the right to receive dividend will be invalid for the next succeeding Shareholder(s) unless such next succeeding Shareholder(s) intimates separately in the prescribed form, about his waiving / forgoing of the right to receive the dividend for the particular year.
- VI. The Equity Shareholders who wish to waive / forgo their right to receive the dividend for any year can inform the Company in the prescribed form only after the beginning of the relevant financial year for which the right to receive the dividend is being waived / forgone by him.
- VII. The instruction by a Shareholder to the Company for waiving / forgoing the right to receive dividend for any year is purely voluntary on the part of the Shareholder(s). There is no interference with a Shareholder's Right to receive the dividend, if he does not wish to waive / forgo his right to receive the dividend. No action is required on the part of Shareholder who wishes to receive dividends as usual. Such Shareholder

will automatically receive dividend as and when declared.

- VIII. The decision of the Board of Directors of the Company or such person(s) as may be authorised by Board of Directors of the Company shall be final and binding on the concerned Shareholders on issues arising out of the interpretation and / or implementation of these Rules.

- IX. These Rules can be amended by the Board of Directors of the Company from time to time as may be required.

16. The members of erstwhile Tamilnadu Dadha Pharmaceuticals Limited; erstwhile Gujarat Lyka Organics Limited; erstwhile Phlox Pharmaceuticals Limited and erstwhile Ranbaxy Laboratories Limited; who have not yet sent their share certificates of erstwhile Tamilnadu Dadha Pharmaceuticals Limited; erstwhile Gujarat Lyka Organics Limited; erstwhile Phlox Pharmaceuticals Limited and erstwhile Ranbaxy Laboratories Limited, respectively for exchange with the share certificates of Sun Pharmaceutical Industries Limited, are requested to do so at the earliest, since share certificates of the erstwhile Tamilnadu Dadha Pharmaceuticals Limited; erstwhile Gujarat Lyka Organics Limited; erstwhile Phlox Pharmaceuticals Limited and erstwhile Ranbaxy Laboratories Limited are no longer tradable / valid.

17. The members may be aware that the equity shares of the Company had been subdivided from 1 (One) equity share of ₹ 5/- (Rupees Five Only) each to 5 (Five) equity shares of ₹ 1/- each on November 29, 2010 based on the Record Date of November 26, 2010. The members who have yet not sent their share certificates of ₹ 5/- (Rupees Five Only) each of the Company for exchange with new equity shares of ₹ 1/- each are requested to send the same to the Company's RTA since the old share certificates of ₹ 5/- (Rupees Five Only) each are no longer tradable.

18. Pursuant to the amendments introduced by the Finance Act, 2020, the dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. However, no tax will be deducted on payment of dividend to the resident individual shareholders, if the total dividend paid does not exceed ₹ 5,000/-. The rate of tax deducted at source will vary depending on the residential status of the shareholder and documents registered with the Company.

a) RESIDENT SHAREHOLDERS

(i) Tax Deductible at Source for resident shareholders

Sr. No.	Particulars	Rate of Deduction of Tax at Source	Documents Required (if any)
1	Valid PAN updated in the Company's Register of Members	7.5%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought).
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the Certificate	Lower/nil tax deduction certificate obtained from Income Tax Authority

- (ii) No Tax Deductible at Source on dividend payment to resident shareholders if the shareholders submit and register following documents mentioned in column no. 4 of the below table with the Company/ Company's RTA – Link Intime India Private Limited

Sr. No.	Particulars	Rate of Deduction of Tax at Source	Documents Required (if any)
1	Submission of Form No. 15G/15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form No.15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions. Please download Form No. 15G / 15H from the Income Tax website www.incometaxindia.gov.in
2	Securitisation Trust	NIL	Copy of registration/ document evidencing the shareholder being a securitisation trust (as defined in clause (d) of the Explanation below section 115TCA).
3	Shareholders to whom section 194 of the Income Tax Act, 1961 does not apply such as LIC, GIC, etc.	NIL	Documentary evidence that the said provisions are not applicable.
4	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds specified u/s 10(23D) of the Income-tax Act, 1961.	NIL	Documentary evidence for coverage u/s 196 of the Income Tax Act, 1961
5	Category I and II Alternative Investment Fund	NIL	SEBI AIF registration certificate to claim benefit u/s 197A (1F) read with section 10(23FBA) of the Income Tax Act, 1961
6	<ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
7	National Pension System Trust referred to in section 10(44) of the Income-tax Act, 1961	NIL	No TDS as per section 197A (1E) of the Income Tax Act, 1961

b) NON-RESIDENT SHAREHOLDERS

Tax deducted at source on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following documents with the Company/ Company's RTA - Link Intime India Private Limited

Sr. No.	Particulars	Rate of Deduction of Tax at Source	Documents Required (if any)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate.
2	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	To avail beneficial rate of tax as per applicable tax treaty, following documents would be required: <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. Permanent Account Number (PAN) 3. Form No. 10F duly filled in & signed 4. Self-declaration by the shareholder for non-existence of permanent establishment/ fixed base in India 5. Self-declaration by the shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, General Anti Avoidance Rule (GAAR), Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements. (Note: Application of beneficial tax treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and review to the satisfaction of the Company)
3	Indian Branch of a Foreign Bank	NIL	Lower/nil tax deduction certificate u/s 195(3) obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank.
4	Overseas Trust	20% (plus applicable surcharge and cess)	The overseas trust can also be given the tax treaty rate. However, the same can be litigative and hence, on a conservative basis, withholding on dividends paid to overseas trust should be as per Income-tax Act, 1961 only
5	Availability of Lower/Nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower/Nil tax deduction certificate obtained from Income Tax Authority

- c) The Company will issue soft copy of TDS certificate to its shareholders through email registered with Company / Company's RTA post payment of dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- d) The aforesaid documents such as Form No. 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower/Nil Tax deduction certificate etc. can be submitted to the Company / Company's RTA at sunpharmadivtax@linkintime.co.in or can be uploaded on the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before August 18, 2020 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/ deduction received post August 18, 2020 shall not be considered for the payment of Final Dividend for the financial year 2019-20. All queries/ grievances/ issues in this regard shall be attended/ addressed on rnt.helpdesk@linkintime.co.in.
- e) Application of TDS rate is subject to necessary verification as per details as available in Register of Members as on the Record Date, and other documents available with the Company / Company's RTA.
- f) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund from the Income-tax department.
- g) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any assessment / appellate proceedings.
- h) This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
- i) The tax withholding rates referred above are based on the law prevailing as on the date.
- j) In the event there is ambiguity in law or interpretation or matters concerning tax withholding, the highest applicable tax withholding rate shall be considered on a conservative basis.
19. Pursuant to Section 124 of the Act, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund ("IEPF"). The Company will be transferring the unclaimed dividends during the financial years ending March 31, 2021 to March 31, 2027 as given below:

Dividend for Financial Year	Date of Declaration of Dividend Entitled	Rate of Dividend	Date on which Dividend will become due for transfer to IEPF
2012-2013	30.09.2013	₹2.50 per share of ₹1/- each	31.10.2020
2013-2014	27.09.2014	₹1.50 per share of ₹1/- each	27.10.2021
2014-2015	31.10.2015	₹3.00 per share of ₹1/- each	29.11.2022
2015-2016	17.09.2016	₹1.00 per share of ₹1/- each	16.10.2023
2016-2017	26.09.2017	₹3.50 per share of ₹1/- each	28.10.2024
2017-2018	26.09.2018	₹2.00 per share of ₹1/- each	27.10.2025
2018-2019	28.08.2019	₹2.75 per share of ₹1/- each	29.09.2026
2019-2020 (Interim Dividend)	06.02.2020	₹3.00 per share of ₹1/- each	11.03.2027

Members who have not encashed their dividend warrants, for the financial year ended March 31, 2013 and onwards are requested to approach the Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India, to claim their unpaid Dividend. The Dividend declared for the financial year ended March 31, 2013 and remaining unpaid and unclaimed, will become due for transfer to the Investor Education and Protection Fund on October 31, 2020. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company

as on August 28, 2019 (date of the last Annual General Meeting of the Company) on the website of the Company viz., www.sunpharma.com under head "Investor" sub-head "Shareholder Information" as well as on the website of the Ministry of Corporate Affairs viz., www.iepf.gov.in.

20. The members may note that pursuant to Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time ("the Rules"), the shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more shall be transferred to the demat account created by the IEPF Authority.

Consequently, the Company has transferred the shares to the IEPF Authority in respect of which dividend has remained unpaid or unclaimed from the financial year 2011-12 for 7 (seven) consecutive years, the details of which are available on website of the Company www.sunpharma.com under head "Investor" sub-head "Shareholder Information".

The shares in respect of which dividend has remained unpaid or unclaimed for 7 (seven) consecutive years commencing from the financial year 2012-13 are liable for transfer to the IEPF Authority pursuant to the Rules. The details of such shares which are becoming due for transfer to IEPF Authority on October 31, 2020 are available on website of the Company www.sunpharma.com under head "Investor" sub-head "Shareholder Information". The shareholders are requested to claim their unpaid or unclaimed Dividend latest by October 15, 2020 after which date the Company shall initiate the process of transferring the eligible shares to the IEPF Authority.

The procedure to claim shares from IEPF Authority is provided on the website of the Company and can be accessed from: www.sunpharma.com under head "Investor" sub-head "Shareholder Information".

21. The members are requested to get their physical shares dematerialised, since vide SEBI Circular dated June 08, 2018 read with SEBI Circular dated December 03, 2018 with effect from April 01, 2019, except in case of transmission or transposition, the securities shall not be transferred unless they are held in the dematerialised form.
 22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 28th AGM of the Company. For this purpose, the Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 28th AGM will be provided by CDSL.
 23. The Members can join the 28th AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure as detailed in this Notice. As per the MCA Circulars, the facility of participation at the 28th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 28th AGM without restriction on account of first come first served basis.
 24. The attendance of the Members attending the 28th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 25. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date ("Record Date"), i.e., as on Thursday, August 20, 2020
 26. The Board of Directors has appointed Mr. Chintan Goswami, Partner of KJB & Co. LLP, Practising Company Secretaries, and failing him, Mr. Alpesh Panchal, Partner of KJB & Co. LLP, Practising Company Secretaries, Mumbai as the Scrutinizer to scrutinize the voting during the AGM by electronic mode and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.
 27. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 28th AGM has been uploaded on the website of the Company at www.sunpharma.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The 28th AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 28th AGM) i.e. www.evotingindia.com.
 28. The 28th AGM has been convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars.
- 29. Instructions for Remote E-Voting and Electronic Voting System:**
- (i) The remote e-voting period begins on **Monday, August 24, 2020 at 09:00 a.m. and ends on Wednesday, August 26, 2020 at 05:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Thursday, August 20, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those members who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

 - d. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to send an email to the Company's RTA at rnt.helpdesk@linkintime.co.in to obtain a sequence number for such login.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN no. 200720007 for Sun Pharmaceutical Industries Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. **For Physical shareholders** – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

Instructions for shareholders attending the 28th AGM of the Company through VC/OAVM are as under:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Instructions for shareholders for e-voting during the 28th AGM are as under:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
6. Members will be required to grant access to the web-cam to enable two-way video conferencing.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; scrutinizer@sunpharma.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding attending AGM & e-Voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

(xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/ 43.

(xxiii) The Scrutinizer will, immediately after the conclusion of voting at the 28th AGM, start scrutinizing the votes cast at the Meeting along with remote e-voting and prepare a consolidated Scrutinizer’s Report and submit thereafter to the Chairman of the Meeting or any person authorised by him in writing. The result declared along with the consolidated Scrutinizer’s Report will be placed on the Company’s website at www.sunpharma.com and on the website of CDSL at www.evotingindia.com, as well as displayed on the notice board at the Registered Office and Corporate Office of the Company, within 48 hours of the conclusion of the Meeting. The Company will simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the Special Business as set out at Item Nos. 5 and 6 of the accompanying Notice dated May 27, 2020.

Item No. 5:

M/s. B M Sharma & Associates, Cost Accountants, have been appointed as the Cost Auditors by the Board of Directors of the Company on recommendation of the Audit Committee, for conducting audit of cost records pertaining to the formulations and bulk drugs activities of the Company for the financial year ending March 31, 2021 at a remuneration of ₹ 24,75,000/- (Rupees twenty four lakhs seventy-five thousand only) excluding reimbursement of out of pocket expenses and applicable taxes.

In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, member’s ratification is required for remuneration payable to the Cost Auditors.

Therefore, consent of the members of the Company is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board recommends the resolution as set out at item no. 5 of the Notice for approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the above resolution as set out in Item no. 5 of this Notice.

Item No. 6

Mr. Dilip Shanghvi was re-appointed as Managing Director by way of a special resolution passed by the members at the 25th Annual General Meeting of the Company held on September 26, 2017 for a period of 5 (five) years effective from April 1, 2018 upto March 31, 2023.

Further the Members, by way of a special resolution at the 25th AGM, had approved the maximum remuneration to be paid to Mr. Dilip S. Shanghvi, Managing Director for a period of 3 years with effect from April 1, 2019 to March 31, 2021, including the remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. It is now proposed to obtain approval of the Members for remuneration to be paid to Mr. Dilip Shanghvi for further period of two years i.e. from April 1, 2021 to March 31, 2023, which is the remaining period of his present term of appointment.

The maximum remuneration to Mr. Dilip S. Shanghvi, approved by the members at the 25th AGM for the period from April 1, 2019 to March 31, 2021, was ₹ 8.10 crores per annum, within which limit the Nomination and Remuneration Committee and the Board approve the remuneration to be paid to Mr. Dilip S. Shanghvi. The present actual remuneration paid to Mr. Dilip S. Shanghvi for the year 2019-20 is ₹ 4.31 crores per annum. Therefore it is proposed to the members that the maximum limit of ₹ 8.10 crores per annum be continued as his maximum remuneration for remaining period of his present term of appointment i.e. from April 1, 2021 to March 31, 2023. This maximum remuneration has also been recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Pursuant to provisions of Section 197 read with Schedule V of the Act, in case the Company has no profit/ inadequate profits in any financial year during the tenure of the Director, the minimum remuneration shall be paid to such Director, as may be decided by the Board of Directors, if the approval of members is obtained by way of Special Resolution. Additionally, under Regulation 17 (6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), members approval by way of Special Resolution is required to pay remuneration to a Director who is a promoter of the Company, in case, such annual remuneration is 2.5% of the net profit of the Company or ₹5 crores, whichever is higher. The net profit of the Company is not inadequate presently. However for any reason in future years, the profits are inadequate or are absent in terms of the Act or SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 during the term of Mr. Dilip S. Shanghvi, it is proposed to seek members' approval by Special Resolution, to enable the Company to pay Minimum Remuneration as per the proposed resolution to Mr. Dilip Shanghvi, for his remaining tenure as the Managing Director.

Members' approval is therefore sought for maximum remuneration to be paid to Mr. Dilip S. Shanghvi, as stated aforesaid and detailed in the resolution, for the remaining period of his term of appointment, that is, from April 1, 2021 to March 31, 2023, including the remuneration to be paid to him in event of loss or inadequacy of profits in any financial year during the aforesaid period, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

It may be noted that the main terms and conditions of Mr. Dilip S. Shanghvi's appointment, other than the term of remuneration as stated aforesaid, shall remain the

same as per the resolution passed by the members at the 25th Annual General Meeting of the Company held on September 26, 2017 and agreement dated September 28, 2017, between the Company and Mr. Dilip S. Shanghvi.

This explanatory statement and the Resolution set out at Item No. 6 of this Notice may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The copy of the draft revised agreement with respect to the term of remuneration, to be entered into with Mr. Dilip S. Shanghvi is available for inspection by any member as detailed in point no. 12 of Notes to Notice of this 28th Annual General Meeting.

Mr. Dilip S. Shanghvi, Managing Director of the Company is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He has extensive experience in the pharmaceutical industry and is actively involved inter alia in international pharmaceutical markets, business strategy, business development functions of the Company.

He is recipient of several awards in the past years such as Entrepreneur of the year AIMA (All India Management Association); NDTV Business Leadership Award - Pharmaceutical - 2016; JRD TATA Corporate Leadership Award AIMA (All India Management Association); Economic Times Business Leader of the Year Award; CNBC-TV18, Outstanding Business Leader of the Year; Forbes Entrepreneur For The Year; World Entrepreneur of the Year Ernst And Young; Indian of the Year (Business) CNN IBN; Businessman of the Year Business India; Entrepreneur of the Year Economic Times; CEO of the Year Business Standard; First Generation Entrepreneur of the Year CNBC TV 18; Pharmaceutical Company IMC Juran Quality Medal; Entrepreneur of the Year (Healthcare And Life Sciences) Ernst And Young.

The Board recommends the Resolution as set out at Item no. 6 of the Notice for approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Dilip S. Shanghvi to whom this resolution relates and Mr. Sudhir V. Valia, being brother-in-law of Mr. Dilip S. Shanghvi, are in any way concerned or interested in the Resolution as set out at Item no. 6 of this Notice.

PROFILE OF DIRECTORS

(Details of Directors proposed to be appointed/ reappointed)

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS - 2), the particulars of Directors who are proposed to be appointed/ reappointed/ whose terms of remuneration are being fixed at this 28th Annual General Meeting, are given below:

The details of Board and Committee Meetings attended by these Directors during the year 2019-20 are stated in the Corporate Governance Report which forms part of this Annual Report.

The details of remuneration, wherever applicable, are provided in the respective resolution(s).

Particulars	Mr. Israel Makov
Age	81 Years
Brief resume of the Director including nature of expertise in specific functional areas:	<p>Mr. Israel Makov is a Non-executive Chairman of the Company since May 29, 2012. He is also the former President and CEO of Teva Pharmaceutical Industries Ltd. He joined Teva in 1995 and led the company's global expansion, managing over 12 acquisitions, two of which were the largest M&A deals in the Israeli history at the time. Under Mr. Makov's leadership, Teva became the undisputed global leader in the generic pharmaceutical industry and a global leader in the treatment of Multiple sclerosis.</p> <p>He is Chairman of BioLight - an emerging global ophthalmic company focused on the discovery, development and commercialisation of products for ophthalmic conditions and Chairman of Micromedic Technologies Ltd. - a cluster of companies engaged in cancer diagnostics.</p> <p>He is the former Chairman of Given Imaging - the developer and world's leading provider of capsule endoscopy and Netafim - the pioneer and global leader in smart irrigation solutions.</p> <p>He is a member of the Executive Board & Management Committee of the Weizmann Institute of Science, on the Board of Governors of the Technion - Israel Institute of Technology, President of the Friends of Schneider Children's Medical Center of Israel and Director at Yeda Research and Development Company Ltd.</p> <p>Mr. Israel Makov holds a B.Sc. in Agriculture and M. Sc in Economics from the Hebrew University, Jerusalem.</p>
Date of First appointment on the Board:	May 29, 2012
Directorship held in other companies (excluding foreign companies & section 8 companies):	Nil
Membership / Chairmanships of Committees of other public Companies:	Nil
Inter-se Relationship between Directors:	--
No. of Shares held in the Company (singly or jointly as first holder) as on March 31, 2020:	Nil

Particulars	Mr. Sudhir V. Valia
Age	63 Years
Brief resume of the Director including nature of expertise in specific functional areas:	<p>Mr. Sudhir V. Valia holds a Bachelor's degree in Commerce from University of Mumbai and is also a qualified Chartered Accountant with more than three decades of taxation and finance experience. He has been the Director of Sun Pharmaceutical Industries Limited since 1994 and is also on the Board of Taro Pharmaceutical Industries Ltd.</p> <p>Mr. Valia has won several awards including CNBC TV 18's CFO of the Year in the Pharmaceutical and Healthcare Sectors for two consecutive years - 2011 and 2012, as well as in the year 2009. He is actively involved in the field of social activities and he was awarded the Adivasi Sevak Puraskar (2008 -2009) by the Government of Maharashtra for his contribution towards the welfare of tribals, particularly in the field of education in his capacity as visionary and Director of Shantilal Shanghvi Foundation. He is also a Director of Krishna Vrundavan Pratishtan.</p>
Date of First appointment on the Board:	January 31, 1994
Directorship held in other companies (excluding foreign companies & section 8 companies):	<p>Sun Pharma Advanced Research Company Limited; Sun Pharma Laboratories Limited Aditya Clean Power Ventures Private Limited Sun Petrochemicals Private Limited Suraksha Asset Reconstruction Limited Aditya Thermal Energy Private Limited Fasttrack Housing Finance Limited Alfa Infraprop Private Limited ITI Mutual Fund Trustee Private Limited ITI Management Advisors Limited (Formerly known as ITI Reinsurance Limited) Universal Enterprises Private Limited Venerate Properties Private Limited</p>
Membership / Chairmanships of Committees of other public Companies:	<p>Sun Pharma Advanced Research Company Limited – Member of Audit Committee; Member of Stakeholder's Relationship Committee; Chairman of Corporate Social Responsibility Committee; Chairman of Fund Management Committee; Member of Securities Allotment Committee; Member of Risk Management Committee</p> <p>Sun Pharma Laboratories Limited – Member of Audit Committee; Chairman of Corporate Social Responsibility Committee</p> <p>Fasttrack Housing Finance Limited – Chairman of Audit Committee; Chairman of Risk Management Committee</p>
Inter-se Relationship between Directors:	Mr. Sudhir V. Valia is Brother-in-law of Mr. Dilip S. Shanghvi, Managing Director of the Company
No. of Shares held in the Company (singly or jointly as first holder) as on March 31, 2020:	14,345,019 Equity Shares

Particulars	Mr. Dilip S. Shanghvi
Age	64 Years
Brief resume of the Director including nature of expertise in specific functional areas:	<p>Mr. Dilip S. Shanghvi is a graduate in commerce from the Kolkata University. He is the Managing Director of the Company and Chairman & Managing Director of Sun Pharma Advanced Research Company Ltd. He is the founding partner of Sun Pharmaceutical Industries, a firm which was later converted into Sun Pharmaceutical Industries Limited (SPIL) in 1993. Under his leadership, SPIL has recorded an all-round growth in business. He has extensive experience in the pharmaceutical industry. As the promoter of SPIL, he has been actively involved in international pharmaceutical markets, business strategy, business development and research and development functions in the Company.</p> <p>Mr. Shanghvi was conferred with the prestigious 'Padma Shri' award by the Hon'ble President of India in the year 2016. He is also recipient of several awards as detailed under Item No. 6 of the Explanatory Statement.</p>
Date of First appointment on the Board:	March 1, 1993
Directorship held in other companies (excluding foreign companies & section 8 companies):	<p>Sun Pharma Advanced Research Company Limited Sun Petrochemicals Private Limited Alfa Infraprop Private Limited Aditya Clean Power Ventures Private Limited</p>
Membership / Chairmanships of Committees of other public Companies:	<p>Sun Pharma Advanced Research Company Limited – Member - Corporate Social Responsibility Committee; Member - Fund Management Committee; Member –Securities Allotment Committee; Chairman – Risk Management Committee</p>
Inter-se Relationship between Directors:	Mr. Dilip S. Shanghvi is Brother-in-law of Mr. Sudhir V. Valia, Director
No. of Shares held in the Company (singly or jointly as first holder) as on March 31, 2020:	23,02,85,690 Equity Shares