

Corporate Governance

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said Clause and lists the practices followed by the Company.

1. Company's Philosophy on Code of Corporate Governance

Sun Pharmaceutical Industries Limited's philosophy on corporate governance envisages working towards high levels of transparency, accountability, consistent value systems, delegation across all facets of its operations leading to sharply focused and operationally efficient growth. The Company tries to work by these principles in all its interactions with stakeholders, including shareholders, employees, customers, suppliers and statutory authorities.

Sun Pharmaceutical Industries Limited is committed to learn and adopt the best practices of corporate governance.

2. Board of Directors

The present strength of the Board of Directors of your Company is eight Directors.

Composition and category of Directors is as follows:

Category	Name of the Directors	Inter-se Relationship between Directors
Promoter Executive Director	Mr. Dilip S. Shanghvi (Chairman and Managing Director)	Brother-in-law of Mr. Sudhir V. Valia
Non-Promoter Executive Directors	Mr. Sudhir V. Valia (Whole- time Director)	Brother-in-law of Mr. Dilip S. Shanghvi
	Mr. Sailesh T. Desai (Whole- time Director)	—
	Mr. S. Kalyanasundaram* (Chief Executive Officer & Whole-time Director)	—
Non Executive Independent Directors	Mr. S. Mohanchand Dadha	—
	Mr. Hasmukh S. Shah	—
	Mr. Keki M. Mistry	—
	Mr. Ashwin S. Dani	—

* Appointed with effect from April 1, 2010.

Number of Board Meetings held during the year ended March 31, 2010 and the dates on which held: 5 Board meetings were held during the year, as against the minimum requirement of 4 meetings.

The dates on which the meetings were held during the year ended March 31, 2010 are as follows: May 30, 2009, July 29, 2009, September 11, 2009, October 28, 2009 and January 29, 2010.

Attendance of each Director at the Board meetings, last Annual General Meeting (AGM), and number of other Directorship and Chairmanship/Membership of Committee of each Director, is given below:

Name of the Director	Attendance Particulars for the year ended 31st March, 2010		*No. of other directorships and committee memberships / chairmanships as of 31 st March, 2010		
	Board Meetings	Last AGM held on September 11, 2009	Other Directorships	Committee Memberships**	Committee Chairmanships **
Mr. Dilip S. Shanghvi	5	Yes	1	—	—
Mr. Sudhir V. Valia	5	Yes	5	—	1
Mr. Sailesh T. Desai	5	Yes	1	—	—
Mr. S. Mohanchand Dadha	5	Yes	2	—	1
Mr. Hasmukh S. Shah	5	Yes	9	1	2
Mr. Keki M. Mistry	3	Yes	13	9	1
Mr. Ashwin S. Dani	5	Yes	6	2	3
Mr. S. Kalyanasundaram***	—	—	—	—	—

* The above list of other directorships does not include Directorships, Committee Memberships and Committee Chairmanships in Private, Foreign and Section 25 Companies.

**The Committee Memberships and Chairmanships in other Companies include Memberships and Chairmanships of Audit and Shareholders'/ Investors' Grievance Committee only.

***Appointed with effect from April 1, 2010.

3. Code of Conduct

The Board of Directors have laid down a code of conduct for all Board members and senior management of the Company. All the Directors and senior management personnel have affirmed compliance with the code of conduct as approved and adopted by the Board of Directors and a declaration to this effect has been annexed to the Corporate Governance Report. The code of conduct has been posted on the website of the Company www.sunpharma.com.

4. Audit Committee

The Audit committee of the Company comprises of three independent non-executive Directors viz. Mr. Keki M. Mistry, Mr. S. Mohanchand Dadha and Mr. Hasmukh S. Shah. Mr. Keki M. Mistry is the Chairman of the committee. The constitution of Audit Committee also meets with the requirements under Section 292A of the Companies Act, 1956. Mr. Kamlesh H. Shah the Company Secretary of the Company is the Secretary of the Audit Committee.

The terms of reference of the Audit Committee interalia include overseeing the Company's financial reporting process, reviewing the quarterly/ half-yearly/ annual financial statements, reviewing with the management the financial statements and adequacy of internal audit function, management letters issued by the statutory auditor, recommending the appointment/ re-appointment of statutory auditors and fixation of audit fees, reviewing the significant internal audit findings/ related party transactions, reviewing the Management Discussion and Analysis of financial condition and result of operations and also statutory compliance issues. The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

Executives from the Finance Department, Representatives of the Statutory Auditors and Internal Auditors are also invited to attend the Audit Committee Meetings.

The Committee has discussed with the external auditors their audit methodology, audit planning and significant observations/ suggestions made by them.

In addition, the Committee has discharged such other role/ function as envisaged under Clause 49 of the Listing Agreement of the Stock Exchange and the provisions of Section 292A of the Companies Act, 1956.

Four Audit Committee Meetings were held during the year ended March 31, 2010. The dates on which Meetings were held are as follows: May 30, 2009, July 29, 2009, October 28, 2009 and January 29, 2010. The attendance of each Member of the Committee is given below:

Name of the Director	Chairman / Member of the Committee	No. of Audit Committee Meetings attended
Mr. Keki M. Mistry	Chairman	2
Mr. S. Mohanchand Dadha	Member	4
Mr. Hasmukh S. Shah	Member	4

5. Remuneration Committee

The Company has not formed any Remuneration Committee of Directors. The Whole - Time Directors' remuneration is approved by the Board within the overall limit fixed by the shareholders at their meetings. The payment of remuneration by way of commission to the Non- Executive Directors of the Company is within the total overall maximum limit of quarter percent of net profits as worked under the provisions of Sections 349 & 350 of the Companies Act, 1956. This will be in addition to the sitting fees of Rs.5,000/- payable to the Non Executive Directors for attending each meeting of the Board and/or of Committee thereof. The actual commission payable to the Non- Executive Directors of our Company severally and collectively as below mentioned has been decided by the Board of Directors of the Company at their Meeting held on January 29, 2010 which is within the overall limit fixed as above by the Members of the Company.

The details of the remuneration paid/payable to the Directors during the year 2009-2010 are given below:

(Amount in Rs.)

Directors	Salary #	Bonus	Perquisites* / Benefits	Commission	Sitting Fees	Total
Mr. Dilip S. Shanghvi	1,12,85,000	22,57,000	14,90,233	—	—	1,50,32,233
Mr. Sudhir V. Valia	1,12,85,000	22,57,000	14,46,749	—	—	1,49,88,749
Mr. Sailesh T. Desai	43,47,000	8,69,400	5,44,979	—	—	57,61,379
Mr. S. Mohanchand Dadha	—	—	—	9,35,000	70,000	10,05,000
Mr. Hasmukh S. Shah	—	—	—	9,35,000	70,000	10,05,000
Mr. Keki M. Mistry	—	—	—	9,35,000	25,000	9,60,000
Mr. Ashwin S. Dani	—	—	—	9,35,000	25,000	9,60,000
Mr. S. Kalyanasundaram**	—	—	—	—	—	—

Salary includes Special Allowance.

* Perquisites include House Rent Allowance, Leave Travel Assistance, Medical Reimbursement, contribution to Provident Fund and such other perquisites, payable to Directors.

** appointed with effect from April 1, 2010

Besides this, all the Whole - Time Directors are also entitled to encashment of leave and Gratuity at the end of tenure, as per the rules of the Company.

Notes: -

- The Agreements with Mr. Dilip Shanghvi, Mr. Sudhir Valia and Mr. Sailesh Desai, the Executive Directors are for a period of 5 years. Either party to the agreement is entitled to terminate the Agreement by giving to the other party 30 days notice in writing.
- Mr. S. Kalyanasundaram has been appointed as Chief Executive Officer & Whole-time Director of the Company for a period of five years with effect from April 1, 2010 subject to the approval of the shareholders at the ensuing Annual General Meeting. As per the terms of his employment, his appointment is terminable by either party giving to the other party advance notice of twelve months, provided that the Company may waive the notice by giving the remuneration for twelve months which the CEO would have received, had he remained in office for the said twelve months. Further the Company may at its discretion terminate the employment under certain specified circumstances as per the terms of his employment.
- The Company presently does not have a scheme for grant of stock options either to the Executive Directors or employees.
- There is no separate provision for payment of severance fees to Whole-time Director(s).

Details of Equity Shares held by Non-Executive Directors as on March 31, 2010

Director	No. of Shares held (including shares held jointly)
Mr. S. Mohanchand Dadha	28428
Mr. Hasmukh S. Shah	1200
Mr. Keki M. Mistry	5000
Mr. Ashwin S. Dani	Nil

6. Shareholders'/Investors' Grievance Committee

The Board of the Company had constituted a Shareholders'/Investors' Grievance Committee, comprising of Mr. S. Mohanchand Dadha, Mr. Dilip S. Shanghvi, Mr. Sudhir V. Valia with Mr. Hasmukh S. Shah as the Chairman. The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the transfer of securities. The Committee looks into shareholders' complaints like transfer of shares, non-receipt of balance

sheet, non-receipt of declared dividends, etc. The Committee oversees the performance of the Registrar and Transfer Agents, and recommends measures for overall improvement in the quality of investor services. The Board of Directors has delegated the power of approving transfer of securities to M/s. Link Intime India Pvt. Ltd, and/or the Company Secretary of the Company.

The Board has designated severally, Mr. Kamlesh H. Shah, Company Secretary and Mr. Ashok I. Bhuta, D.G.M (Legal & Secretarial) as Compliance Officers.

Five meetings of the Shareholders'/Investors' Grievance Committee were held during the year ended March 31, 2010. The dates on which Meetings were held are as follows: May 30, 2009, July 29, 2009, September 11, 2009, October 28, 2009 and January 29, 2010. The attendance of each Member of the Committee is given below:

Name of the Director	Chairman / Member of the Committee	No. of Shareholders'/Investors' Grievance Committee Meetings attended
Mr. Hasmukh S. Shah	Chairman	5
Mr. Sudhir V. Valia	Member	5
Mr. Dilip S. Shanghvi	Member	5
Mr. S. Mohanchand Dadha	Member	5

Investor Complaints :

The total number of complaints received and resolved to the satisfaction of shareholders during the year under review, were 24.

7. Subsidiary Companies

The Company does not have any Indian subsidiary company.

The financial statements including investments made by the unlisted subsidiaries were placed before and reviewed by the Audit Committee of the Company.

Copies of the Minutes of the Board Meetings of the unlisted subsidiary Companies were placed at the Board Meetings of the Company held during the year.

The Board of Directors of the Company, reviewed periodically, the statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies.

8. General Body Meetings

(i) Location and time of the General Meetings held during the last 3 years are as follows:

Year	Meeting	Location	Date	Time
2006-07	EGM	Conference Hall, 6 th Floor, Hotel The Mirador, Next to Samarpan Complex, Opp. Solitaire Corporate Park, Chakala, Andheri (E), Mumbai – 400 099.	28/07/2007	10.30 A.M.
2006-07	Fifteenth AGM	Chandarva Hall, Welcom Hotel, R. C. Dutt Road, Vadodara – 390 007.	05/09/2007	10.30 A.M.
2007-08	Sixteenth AGM	Hotel Taj Residency, Akota Gardens, Akota, Vadodara - 390 020.	06/09/2008	10.15 A.M.
2008-09	Seventeenth AGM	The Gateway Hotel, Akota Gardens, Akota, Vadodara - 390020	11/09/2009	10.15 A.M.

(ii) Special Resolutions passed during the last three years:

a) At Extraordinary General Meeting:

- Approval for issue of FCCBs/GDRs/ADRs or any other securities upto an amount as specified in the resolution.
- Approval for investment in shares and securities of any other body corporates under Section 372A of the Companies Act, 1956 up to the limits specified in the resolution.

- b) At the Fifteenth Annual General Meeting:
1. Alteration of Clause V of the Memorandum of Association and Clause 4 of the Articles of Association of the Company, for re-classification of Authorised Share Capital of the Company.
 2. Re-appointment of Mr. Dilip S. Shanghvi, Chairman & Managing Director, and approval of terms and conditions of appointment including remuneration.
 3. Approval for payment of commission to Non-Executive Directors of the Company.
- c) At the Sixteenth Annual General Meeting:
1. Alteration of Clause V of the Memorandum of Association and Clause 4 of the Articles of Association of the Company, for re-classification of Authorised Share Capital of the Company.
 2. Re-appointment of Mr. Sudhir V. Valia, Whole-Time Director and approval of terms and conditions of appointment including remuneration.
 3. Re-appointment of Mr. Sailesh T. Desai, Whole-Time Director and approval of terms and conditions of appointment including remuneration.
 4. Appointment of Mr. Aalok D. Shanghvi, relative of a Director to hold an office or place of profit under Section 314 of the Companies Act, 1956 and increase in upper limit of remuneration upto a maximum of Rs.20,00,000/- per annum from April 1, 2009 for a period of five years.
- d) At the Seventeenth Annual General Meeting:
1. Appointment of Ms. Khyati S. Valia, relative of a Director to hold an office or place of profit under Section 314 of the Companies Act, 1956 and increase in upper limit of remuneration upto a maximum of Rs.20,00,000/- per annum from April 1, 2010 for a period of five years.

(iii) Postal Ballot

During the year, the Company did not pass any resolution by Postal Ballot and does not have any business that requires Postal Ballot.

9. Disclosures

- * No transaction of a material nature has been entered into by the Company with Directors or Management and their relatives, etc. that may have a potential conflict with the interests of the Company. The Register of contracts containing transactions, in which directors are interested, is placed before the Board of Directors regularly. The transaction with the related parties are disclosed in the Annexure A attached to the Annual Accounts.
- * There were no instances of non-compliance by the Company on any matters related to the capital markets or penalties/ strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority during the last 3 financial years.
- * In the preparation of the financial statements, the Company has followed the Accounting Standards as notified by Companies (Accounting Standards) Rules, 2006.
- * The Company has laid down procedures to inform Board members about the risk assessment and its minimization, which are periodically reviewed to ensure that risk control is exercised by the management effectively.
- * During the year under review, the Company has not raised funds through any public, rights or preferential issue.
- * Adoption/ Non Adoption of the Non- mandatory requirements :
 - (i) The Company has not fixed a period of nine years as the tenure of Independent Directors on the Board of the Company.
 - (ii) The Company has not formed a remuneration committee of its Board of Directors.
 - (iii) The Company does not send half-yearly financial results to the household of each shareholder as the same are published in the newspapers and also posted on the website of the Company and the websites of the BSE and NSE.
 - (iv) The Company's Board comprise of perfect mix of Executive and Non Executive Independent Directors who are Company Executives and Professionals having in depth knowledge of pharmaceutical industry and/ or expertise in their area of specialisation.
 - (v) The Company's Board of Directors endeavor to keep themselves updated with changes in global economy and legislation. They attend various workshops and seminars to keep themselves abreast with the changes in business environment.
 - (vi) At present the Company does not have a mechanism for evaluating its Non-Executive Directors by peer group.

(vii) The Company has not adopted whistle blower policy. However the Company has not denied access to any employee to approach the management on any issue. The Company has adopted a Code of Conduct for its Board of Directors and senior management which contains the requirements of the Whistle Blower Policy.

10. Means of Communication

- * **Website:** The Company's website www.sunpharma.com contains a separate dedicated section 'Financials' where shareholders information is available. Full Annual Report is also available on the website in a user friendly and downloadable form. Apart from this, official news releases, detailed presentations made to media, analysts etc., and the transcript of the conference calls are also displayed on the Company's website.
- * **Financial Results:** The annual, half-yearly and quarterly results are regularly posted by the Company on its website www.sunpharma.com. These are also submitted to the Stock Exchanges in accordance with the Listing Agreement and published in leading newspapers like 'The Economic Times', 'Business Standard' and Gujarati Edition of 'Financial Express'.
- * **Annual Report:** Annual Report containing inter alia Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, International Accountants' Report and other important information is circulated to Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.
- * **Corporate Filing and Dissemination System (CFDS):** Filing of information through Corporate Filing and Dissemination System is now applicable as per the requirement of the Listing Agreement with the Stock Exchanges, and all disclosures and communications to BSE & NSE are filed electronically through the CFDS portal. Hard copies of the said disclosures and correspondence are also filed with the Exchanges. Announcements, Quarterly Results, Shareholding Pattern etc. of the Company regularly filed by the Company, are also available on the website of The Bombay Stock Exchange Ltd. - www.bseindia.com, National Stock Exchange of India Ltd. - www.nseindia.com, and Corporate Filing & Dissemination System website - www.corpfiling.co.in.

11. General Shareholder Information

11.1 Annual General Meeting:

- **Date and Time** : Friday, September 24, 2010
at 10.30 a.m.
- **Venue** : Prof. Chandravadan Mehta Auditorium, General Education Center,
The Maharaja Sayajirao University of Baroda,
Pratapgunj, Vadodara - 390 002, Gujarat.

- 11.2 Financial Calendar (tentative)**
- : Results for quarter ending June 30, 2010
– Last week of July 2010.
 - : Results for quarter ending September 30, 2010
– Last week of October 2010.
 - : Results for quarter ending December 31, 2010
– Last week of January 2011.
 - : Audited Results for year ended March 31, 2011
– 3rd or 4th week of May 2011.

- 11.3 Details of Book Closure For Equity Shareholders** : From Tuesday, September 14, 2010
to Friday, September 24, 2010 (both days inclusive).

- 11.4 Dividend Payment Date** : On or after September 28, 2010

- 11.5 (i) Listing of Equity Shares on Stock Exchanges** : At The Bombay Stock Exchange Ltd.,
(BSE) and The National Stock Exchange of India Ltd. (NSE).

- (ii) Payment of Listing Fee** : Listing Fees for the year ended 2010-11 have been paid to The Bombay Stock Exchange Ltd., and The National Stock Exchange of India Ltd, where the Company's Equity Shares continue to be listed.

11.6 Stock Code:

Equity Shares

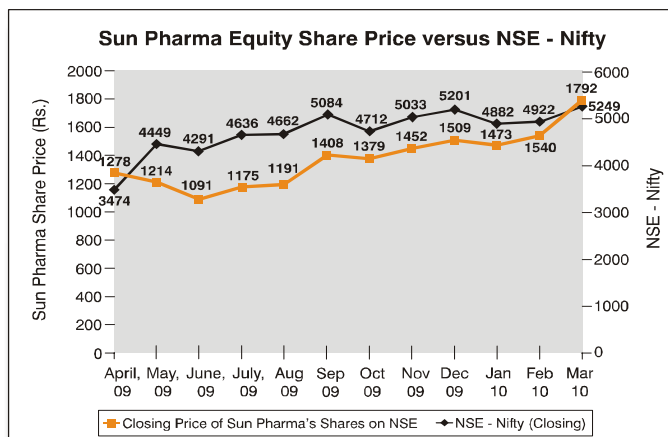
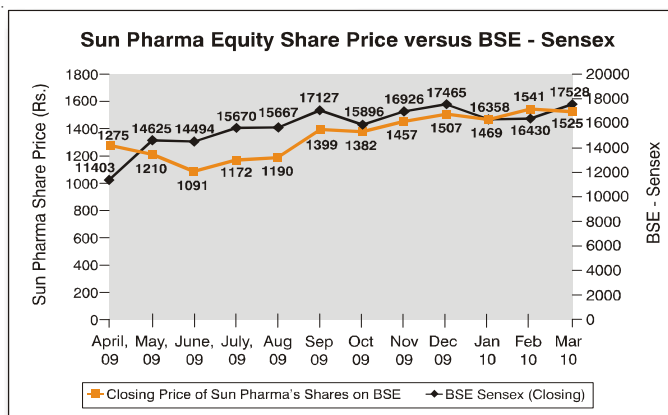
- (a) Trading Symbol The Bombay Stock Exchange Ltd., (Demat Segment): SUN PHARMA 524715
Trading Symbol National Stock Exchange (Demat Segment): SUNPHARMA
- (b) Demat ISIN Numbers in NSDL and CDSL for Equity Shares of Rs.5/- each ISIN No. INE044A01028

11.7 Stock Market Data

Equity Shares:

	Bombay Stock Exchange Ltd. (BSE) (in Rs.)		National Stock Exchange of India Ltd. (NSE) (in Rs.)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April 2009	1285.00	1053.50	1289.00	1051.65
May 2009	1600.00	1195.20	1599.00	1190.00
June 2009	1394.00	1070.00	1393.00	1050.00
July 2009	1300.00	1081.90	1305.00	1085.30
August 2009	1255.00	1149.25	1260.00	1148.25
September 2009	1430.00	1122.25	1434.00	1150.00
October 2009	1444.70	1300.00	1448.00	1309.00
November 2009	1498.90	1346.00	1568.65	1346.00
December 2009	1592.00	1430.00	1638.00	1430.05
January 2010	1593.55	1400.00	1605.00	1400.00
February 2010	1597.00	1432.20	1579.00	1433.60
March 2010	1806.95	1525.00	1812.00	1530.05

(Source: BSE and NSE website)



11.8 Share price performance in comparison to broad-based indices – BSE Sensex and NSE Nifty.

Share price performance relative to BSE Sensex based on share price on March 31, 2010.

PERIOD	% Change in		
	SUN PHARMA SHARE PRICE	BSE SENSEX	SUNPHARMA RELATIVE TO SENSEX
Year-on-Year	60.88%	80.54%	-19.66%
2 Years	45.33%	12.04%	33.29%
3 Years	69.79%	34.09%	35.70%
5 Years	279.64%	169.96%	109.68%

Share price performance relative to Nifty based on share price on March 31, 2010.

PERIOD	% Change in		
	SUN PHARMA SHARE PRICE	NIFTY	SUNPHARMA RELATIVE TO NIFTY
Year-on-Year	61.23%	73.76%	-12.53%
2 Years	45.77%	10.87%	34.90%
3 Years	69.62%	37.36%	32.26%
5 Years	284.14%	157.86%	126.28%

*(Source: Compiled from data available on BSE and NSE website)***11.9 Registrars & Transfer Agent**

(Share transfer and communication regarding share certificates, dividends and change of address)

Mr. N. Mahadevan Iyer,
 Link Intime India Pvt. Ltd.
 C-13, Kantilal Maganlal Estate,
 Pannalal Silk Mills Compound,
 L.B.S. Marg, Bhandup (West), Mumbai – 400 078.
 E-Mail: sunpharma@linkintime.co.in
 rnt.helpdesk@linkintime.co.in
 Tel: 022-25946970-78, Fax : 022- 25946969

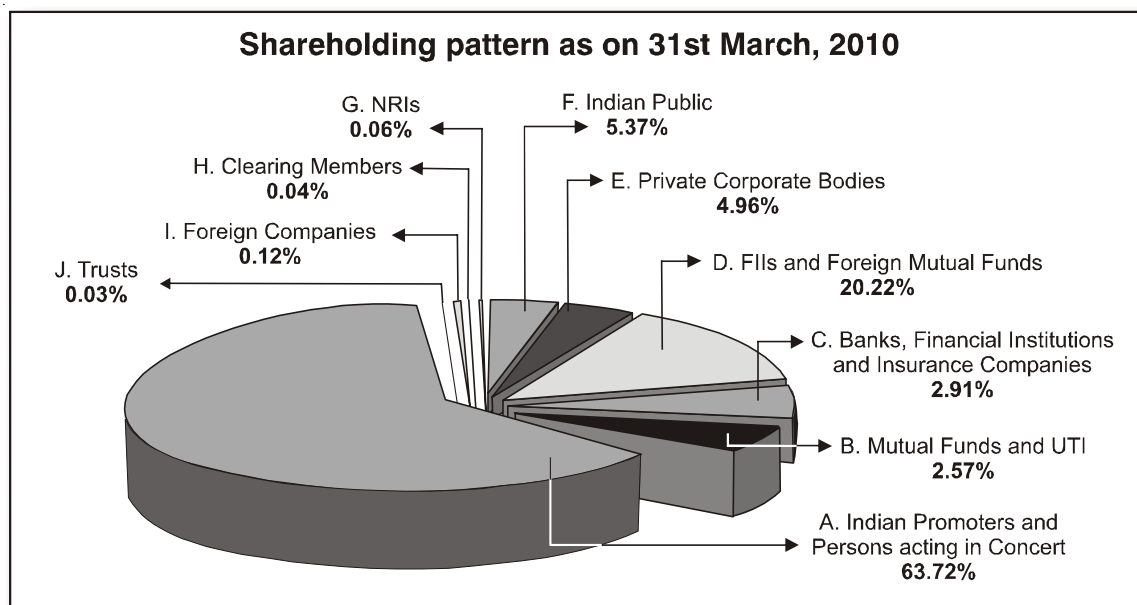
11.10 Share Transfer System

Presently, the share transfers which are received in physical form are processed and transferred by Registrar and Share Transfer Agents and the share certificates are returned within a period of 15 to 16 days from the date of receipt, subject to the documents being valid and complete in all respects and confirmation in respect of the request for dematerialisation of shares is sent to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) expeditiously.

11.11 Distribution of Shareholding as on March 31, 2010.

No. of Equity Shares held	No. of Accounts		Shares of face value Rs.5 each	
	Numbers	% to total accounts	Number	% to total shares
Upto 500	36951	92.37	3800868	1.84
501 - 1000	2122	5.30	2640439	1.27
1001 - 2000	306	0.76	868512	0.42
2001 - 3000	111	0.28	555293	0.27
3001 - 4000	62	0.16	442257	0.21
4001 - 5000	40	0.10	372078	0.18
5001 - 10000	87	0.22	1218886	0.59
10001 and above	323	0.81	197218058	95.22
Total	40002	100.00	207116391	100.00

11.12 (a) Shareholding Pattern as on March 31, 2010 of Equity Shares as per Clause 35 of the Listing Agreement.



Particulars	Percentage	No. of Shares
A. Indian Promoters and Persons acting in Concert	63.72%	131,965,940
B. Mutual Funds and UTI	2.57 %	5,336,688
C. Banks Financial Institutions and Insurance Companies	2.91 %	6,026,200
D. FII's and Foreign Mutual Funds	20.22 %	41,874,142
E. Private Corporate Bodies	4.96 %	10,279,282
F. Indian Public	5.37 %	11,125,301
G. NRIs	0.06 %	117,879
H. Clearing Members	0.04 %	81,455
I. Foreign Companies	0.12 %	239,621
J. Trusts	0.03 %	69,883
Total	100.00 %	207,116,391

11.13 Dematerialisation of Shares

About 99.11% of the outstanding Equity shares have been de-materialised up to March 31, 2010. Trading in Shares of the Company is permitted only in de-materialised form w.e.f. November 29, 1999 as per notification issued by the Securities and Exchange Board of India (SEBI).

Liquidity:

Your Company's equity shares are fairly liquid and are actively traded on The Bombay Stock Exchange Ltd.(BSE), and National Stock Exchange of India Ltd., (NSE). Relevant data for the **average daily turnover** for the financial year 2009-2010 is given below:

	BSE	NSE	BSE + NSE
In no. of share (in Thousands)	35.301	282.497	317.798
In value terms (Rs. Millions)	45.913	371.421	417.334

(Source: Compiled from data available on BSE and NSE website)

11.14 Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity :

The Company has not issued any GDRs/ ADRs / warrants or any other convertible instruments during the year and there are no FCCBs outstanding as at March 31, 2010.

11.15 Plant locations :

1. Plot No.214 and 20, Govt. Industrial Area, Phase-II, Piparia, Silvassa – 396 230.
2. Plot No.223, Span Industrial Complex, Near R.T.O. Check Post, Dadra – 396 191 (U.T)
3. Plot No.25 and No.24/2, GIDC, Phase- IV, Panoli – 395 116.
4. A-7 & A-8, MIDC Industrial Area, Ahmednagar – 414 111.
5. Plot No. 4708, GIDC, Ankleshwar – 393 002.
6. Sathammai Village, Karunkuzhi Post, Madurnthakam T.K. Kanchipuram Dist. Tamilnadu – 603 303.
7. Halol-Baroda Highway, Halol, Gujarat – 389350.
8. Plot No. 817/A, Karkhadi – 391 450, Taluka: Padra, Distt. Vadodara.

11.16 Investor Correspondence

- (a) For transfer/dematerialisation of Shares, payment of dividend on Shares, and any other query relating to the shares of the Company

For Shares held in Physical Form

Mr. N. Mahadevan Iyer,
Link Intime India Pvt. Ltd.,
C-13, Kantilal Maganlal Estate,
Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai – 400 078.
E-Mail: sunpharma@linkintime.co.in
rnt.helpdesk@linkintime.co.in
Tel: 022-25946970-78, Fax : 022- 25946969

- (b) E-mail id designated by the Company for Investor Complaints.

For Shares held in Demat Form

To the Depository Participant.

- (c) Any query on Annual Report

secretarial@sunpharma.com

Mr. Kamlesh H. Shah/ Mr. Ashok I. Bhuta/ Ms. Mira Desai,
17-B, Mahal Industrial Estate, Mahakali Caves Road,
Andheri (East), Mumbai – 400 093.
kamlesh.shah@sunpharma.com
ashok.bhuta@sunpharma.com
mira.desai@sunpharma.com
corpcomm@sunpharma.com

For and on behalf of the Board

DILIP S. SHANGHVI

Chairman & Managing Director

SUDHIR V. VALIA

Whole-time Director

SAILESH T. DESAI

Whole-time Director

Place: Mumbai

Date: June 14, 2010

Annexure to Corporate Governance For the year ended March 31, 2010

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I, Dilip S. Shanghvi, Chairman & Managing Director of Sun Pharmaceutical Industries Limited (“the Company”) hereby declare that, to the best of my information, all the Board Members and Senior Management Personnel of the Company have affirmed their compliance and undertaken to continue to comply with the Code of Conduct laid down by the Board of Directors of the Company for Board members and senior management.

For Sun Pharmaceutical Industries Ltd.,

Dilip S. Shanghvi

Chairman & Managing Director

Date: June 14, 2010.

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To The Members of Sun Pharmaceutical Industries Limited,

We have examined the compliance of conditions of Corporate Governance by Sun Pharmaceutical Industries Limited (“the Company”), for the year ended on March 31, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants

(Registration No.117366W)

Place: Mumbai

Date : June 14, 2010

K.A.Katki

Partner

(Membership No. 038568)