

Corporate Governance

In compliance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time the Company submits the Corporate Governance Report for the year ended March 31, 2019.

1. Company's Philosophy on Code of Corporate Governance

Sun Pharmaceutical Industries Limited's philosophy envisages reaching people touching lives globally by following the core values of the Company viz Quality, Reliability, Consistency, Trust, Humility, Integrity, Passion and Innovation which are also a way of life

at the Company. These values form a base of the Corporate Governance practices of the Company. The Company ensures to work by these principles in all its interactions with stakeholders, including shareholders, employees, customers, consumers, 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 of Directors	Name of the Directors	Inter-se Relationship between Directors
Non-Promoter Non-Executive and Non-Independent Director	Mr. Israel Makov (Chairman)	-
Promoter Executive Director	Mr. Dilip S. Shanghvi (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. Kalyanasundaram Subramanian (Whole-time Director)	-
Non-Executive Independent Directors	Ms. Rekha Sethi	-
	Mr. Vivek Chaand Sehgal	-
	Mr. Gautam Doshi	-

*Mr. Sudhir Valia will step down from the position of Whole-time Director of the Company to Non-Executive Director of the Company, with effect from May 29, 2019. He shall continue as a Non-Promoter, Non-Executive and Non-Independent Director of the Company.

Number of Board meetings held during the year ended March 31, 2019 and the dates on which held:

Five Board meetings were held during the year. The dates on which the meetings were held during the year ended March 31, 2019 are as follows:

May 25, 2018; August 14, 2018; September 26, 2018; November 13, 2018 and February 12, 2019.

Number of Board meetings the Directors were entitled to attend, attendance of each Director at the Board meetings and at the last Annual General Meeting (AGM), and number of other Directorships and Chairmanships/Memberships of Committee of each Director for the year under review, is given below:

Name of the Director	Attendance particulars for the year ended March 31, 2019			No. of other Directorships and Committee Memberships / Chairmanships as of March 31, 2019 ¹		
	Number of Board Meetings Entitled to attend	Number of Board Meetings attended	Last AGM held on September 26, 2018	Other Directorships	Committee Memberships ²	Committee Chairmanships ²
Mr. Israel Makov	5	5	Yes	-	-	-
Mr. Dilip S. Shanghvi	5	5	Yes	1	-	-
Mr. Sudhir V. Valia	5	4	No	4	3	1
Mr. Saitesh T. Desai	5	5	Yes	3	-	-
Mr. Kalyanasundaram Subramanian	5	5	Yes	2	-	-
Ms. Rekha Sethi	5	4	No	5	1	1
Mr. Vivek Chaand Sehgal ³	5	5	Yes	5	-	-
Mr. Gautam Doshi ³	5	5	Yes	4	4	1
Mr. S M Dadha ⁴	3	3	Yes	Not Applicable	Not Applicable	Not Applicable
Mr. Keki Mistry ⁴	3	2	No ⁵	Not Applicable	Not Applicable	Not Applicable
Mr. Ashwin Dani ⁴	3	1	No	Not Applicable	Not Applicable	Not Applicable

¹ The above number of other directorships does not include Directorships, Committee Memberships and Committee Chairmanships in Private Limited, Foreign and Section 8 Companies.

² The Committee Memberships and Chairmanships in other Companies include Memberships and Chairmanships of Audit and Stakeholders' Relationship Committee only.

³ Mr. Gautam Doshi was appointed as an Additional Independent Director of the Company with effect from May 25, 2018. Mr. Vivek Chaand Sehgal and Mr. Gautam Doshi have been appointed as Independent Directors of the Company for a term of 5 (five) years each effective from November 14, 2017 and May 25, 2018 upto November 13, 2022 and May 24, 2023 respectively by the members at 26th AGM of the Company held on September 26, 2018.

⁴ Mr. S. Mohanchand Dadha, Mr. Keki Mistry and Mr. Ashwin Dani, who were Independent Directors of the Company, completed second term of 2 (two) years of their respective appointments on conclusion of the 26th AGM of the Company, consequently, all the three aforementioned Independent Directors retired and ceased to be Directors of the Company w.e.f. the conclusion of the 26th AGM of the Company held on September 26, 2018. Therefore, they were not Directors as on March 31, 2019.

⁵ Mr. Keki M. Mistry, Chairman of the Audit Committee and Nomination and Remuneration Committee could not attend the last 26th Annual General Meeting of the Company due to his prior commitments. However, he appointed Mr. S Mohanchand Dadha, member of the Audit Committee and Nomination & Remuneration Committee to answer to the shareholders' queries on his behalf at the 26th Annual General Meeting.

Names of the Indian listed entities where the Directors of the Company hold Directorship and the category of directorship as on March 31, 2019:

Name of the Director	Other Indian Listed entities in which they hold Directorship	Category of Directorship
Mr. Dilip S. Shanghvi	Sun Pharma Advanced Research Company Ltd	Chairman and Managing Director
Mr. Sudhir V. Valia	Sun Pharma Advanced Research Company Ltd	Non Executive & Non Independent Director
Ms. Rekha Sethi	CESC Ltd	Independent Director
	Spencer's Retail Limited	Independent Director
Mr. Vivek Chaand Sehgal	Motherson Sumi Systems Ltd	Non-Executive & Non-Independent Director
	Samvardhana Motherson International Ltd (Debt Listed)	Non-Executive & Non-Independent Director
Mr. Gautam Doshi	Piramal Phytocare Ltd	Independent Director
	Reliance Home Finance Ltd	Non-Executive & Non-Independent Director

In terms of requirement of Listing Regulations, the Board has identified the core skills/expertise/competencies of the Directors, as given below:

Knowledge	Skills	Behavioural traits
Specialisation / Expertise	Strategic Thinking/ Planning Skills	Integrity
Finance & Accounts	Problem Solving Skills	Genuine interest
Legal	Analytical Skills	Inter-personal skills/ communication
Governance	Decision Making Skills	Active Participation
Industry Knowledge	Leadership Skills	
Risk Management		
General Management		

The Directors of the Company possess the aforementioned core skills/expertise/competencies.

The Independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

3. Code of Conduct

The Board of Directors has laid down a Global Code of Conduct for all Board members, and all employees, including the senior management of the Company. All the Directors and senior management have affirmed compliance with the Global Code of Conduct as approved and adopted by the Board of Directors and a declaration to this effect signed by the Managing Director has been annexed as Annexure 'A' to the Corporate Governance Report. The Global Code of Conduct of the Company is available on the website of the Company at www.sunpharma.com.

4. Audit Committee

The Audit Committee of the Company presently comprises of three Directors which include two independent non-executive Directors viz. Ms. Rekha Sethi, Mr. Gautam Doshi and one Whole-time Director viz. Mr. Sailesh T. Desai. At the beginning of the year under review, Mr. Keki M. Mistry, Mr. S. Mohanchand Dadha, Mr. Ashwin S. Dani and Ms. Rekha Sethi were members of the Committee. Mr. Sailesh T. Desai and Mr. Gautam Doshi have been appointed as members of the Audit Committee with effect from May 25, 2018. Mr. Gautam Doshi was appointed as the Chairman of Audit Committee w.e.f. September 27, 2018. During the year, Mr. Keki M. Mistry who was the Chairman and Member of the Audit Committee, Mr. S. Mohanchand Dadha and Mr. Ashwin S. Dani, non-executive independent Directors, who were members of the Audit Committee, ceased to be members of the committee with effect from September 26, 2018 due to they ceasing to be the Directors of the Company with effect from September 26, 2018. The constitution of Audit Committee meets with the requirements as laid down under Section 177 of the Companies Act, 2013 and also of Regulation 18 of the Listing Regulations. Mr. Sunil R. Ajmera, the Company Secretary of the Company is the Secretary of the Audit Committee.

The terms of reference of the Audit Committee inter alia include: overseeing the Company's financial reporting process, reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, recommendation for appointment, remuneration and terms of appointment of auditors of the company, reviewing the adequacy of internal audit function, discussion with internal auditors of any significant findings and follow up there on, evaluation of internal financial controls and risk management systems, review functioning of Whistle Blower/ Vigil Mechanism, approval of appointment of Chief Financial Officer, review and monitor the auditor's independence and performance and effectiveness of audit process, approval of transactions with related parties etc. Further, pursuant to the amendments in Listing Regulations the terms of reference of the Committee were amended w.e.f. April 1, 2019 to include reviewing the utilisation of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding ₹100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

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, whenever necessary.

The Committee has discussed with the Statutory and Internal auditors about 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 Regulation 18 of the Listing Regulations, 2015 and the provisions of Section 177 of the Companies Act, 2013.

Four Audit Committee Meetings were held during the year ended March 31, 2019.

The dates on which the Meetings were held are as follows:

May 25, 2018; August 14, 2018; November 13, 2018; and February 12, 2019.

The attendance of each Member of the Committee is given below:

Name of the Director	Number of Audit Committee Meetings entitled to attend	Number of Audit Committee Meetings attended
Mr. Gautam Doshi ¹	3	3
Ms. Rekha Sethi	4	4
Mr. Sailesh T. Desai ²	3	3
Mr. Keki M. Mistry ³	2	2
Mr. S. M. Dadha ³	2	2
Mr. Ashwin S. Dani ³	2	1

¹ Appointed as member of the Committee with effect from May 25, 2018 and appointed as Chairman with effect from September 27, 2018

² Appointed as member of the Committee with effect from May 25, 2018.

³ Retired and ceased to be Directors and members of the Committee with effect from September 26, 2018.

5. Nomination and Remuneration Committee

The Nomination and Remuneration Committee presently comprises of three Non-executive Directors viz. Ms. Rekha Sethi, Mr. Israel Makov and Mr. Gautam Doshi. At the beginning of the year under review, Mr. Israel Makov, Ms. Rekha Sethi and Mr. Keki Mistry were members of the Committee. Mr. Gautam Doshi has been appointed as the member of the Committee with effect from August 14, 2018. During the year Mr. S. Mohanchand Dadha was appointed as the member of the Committee with effect from May 25, 2018, however he ceased to be the member of the Committee with effect from September 26, 2018 due to he ceasing to be the Director of the Company with effect from September 26, 2018. Mr. Keki Mistry, Chairman and Member of the Committee, ceased to be the member of the Committee with effect from September 26, 2018 due to he ceasing to be the Director of the Company with effect from September 26, 2018. Ms. Rekha Sethi has been appointed as the Chairperson of the Committee with effect from September 27, 2018. The constitution of the Nomination and Remuneration Committee meets with the requirements of Section 178 of the Companies Act, 2013 as also the requirements laid down in Regulation 19 of the Listing Regulations. Mr. Sunil R. Ajmera, the

Company Secretary of the Company is the Secretary of the Committee.

The terms of reference of the Nomination and Remuneration Committee inter alia include; to determine the Company's policy on specific remuneration packages for executive directors, to review, recommend and/or approve remuneration to Whole-time Directors, to review and approve the Remuneration Policy of the Company, to formulate criteria for evaluation of Independent Directors and the Board, to devise a policy on Board Diversity, to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board the appointment or removal of such persons and carry out evaluation of every directors' performance, etc. Further, pursuant to the amendments in Listing Regulations the terms of reference of the Committee were amended w.e.f. April 1, 2019, to inter alia include recommending to the board, all remuneration, in whatever form, payable to senior management, etc.

The Nomination and Remuneration Committee has adopted the criteria as provided in the Guidance Note on Board Evaluation by Securities and Exchange Board of India vide its notification no. SEBI/HO/CFD/CMD/CIR/P2017/004 dated January 5, 2017 for evaluation of the Individual Directors including Independent Directors. The said criteria provides certain parameters like knowledge, competency, fulfillment of functions, availability and attendance, initiative, integrity, contribution, independence and independent views and judgment.

Four meetings of Nomination and Remuneration Committee were held during the year ended March 31, 2019. The dates on which the meetings were held are as follows:

May 25, 2018; August 14, 2018; November 13, 2018 and February 12, 2019.

The attendance of each Member of the Committee is given below:

Name of the Director	Number of Nomination and Remuneration Committee Meetings entitled to attend	Number of Nomination and Remuneration Committee Meetings attended
Ms. Rekha Sethi ¹	4	4
Mr. Israel Makov	4	4
Mr. Gautam Doshi ²	2	2
Mr. Keki M. Mistry ³	2	2
Mr. S. M. Dadha ³	1	1

¹ Appointed as Chairperson of the Committee with effect from September 27, 2018

² Appointed as member of the Committee with effect from August 14, 2018

³ Retired and ceased to be Directors and members of the Committee with effect from September 26, 2018.

6. Remuneration of Directors

The remuneration of the Managing Director and Whole-time Director(s) is approved by the Board, as per recommendation of the Nomination and Remuneration Committee within the overall limit fixed by the shareholders at their meetings.

The Non-Executive Directors of the Company are entitled to commission, if and to the extent approved by the Board, of upto 1% as approved by the members, in addition to the sitting fees of ₹100,000/- payable to the Non-Executive Directors for attending each meeting of the Board and/or of Committee thereof. No commission was paid to Non-Executive Directors for the year 2018-19.

The details of Remuneration paid/payable to the Directors of the Company for the year ended March 31, 2019 are given below:-

Directors	(Amount in ₹)				
	For the year ended March 31, 2019				
	Salary ¹	Bonus	Perquisites / Benefits ²	Sitting Fees	Total
Mr. Dilip S. Shanghvi	1	-	2,62,800	-	2,62,801
Mr. Sudhir V. Valia	1	-	79,200	-	79,201
Mr. Sailesh T. Desai	98,67,000	19,73,400	23,92,142	-	1,42,32,542
Mr. Kalsundaram Subramanian ³	-	-	-	-	-
Mr. Israel Makov	-	-	-	9,00,000	9,00,000
Ms. Rekha Sethi	-	-	-	15,00,000	15,00,000
Mr. Vivek Chaand Sehgal	-	-	-	6,00,000	6,00,000
Mr. Gautam Doshi (appointed with effect from May 25, 2018)	-	-	-	13,00,000	13,00,000
Mr. S. Mohanchand Dadha (upto September 26, 2018)	-	-	-	10,00,000	10,00,000
Mr. Keki M. Mistry (upto September 26, 2018)	-	-	-	6,00,000	6,00,000
Mr. Ashwin S. Dani (upto September 26, 2018)	-	-	-	2,00,000	2,00,000

¹ Salary includes Special Allowance.

² Perquisites include House Rent Allowance, Leave Travel Assistance, Medical Reimbursement, contribution to Provident Fund and such other perquisites, payable to Directors, as per Company Policy.

³ Mr. Kalyanasundaram Subramanian does not receive any remuneration as a Whole-time Director of the Company. However, Mr. Kalyanasundaram Subramanian is also the Whole-Time Director & Chief Executive Officer of Sun Pharma Laboratories Limited, Wholly-Owned Subsidiary of the Company, and he receives remuneration from Sun Pharma Laboratories Limited. During the Financial year 2018-19, he received total remuneration of ₹5,54,31,072 (constituting of Salary - ₹4,93,35,192/-, Bonus - ₹37,00,800/- and Perquisites - ₹23,95,080/-) from Sun Pharma Laboratories Limited.

Besides this, all the Whole-time Directors to whom remuneration is paid are also entitled to encashment of leave as per Company policy, and gratuity at the end of tenure, as per the rules of the Company.

Notes:-

- a) The Agreement with Mr. Dilip S. Shanghvi, Mr. Sudhir V. Valia and Mr. Sailesh T. Desai, the Executive Directors for their present term are for a period of 5 years as follows; i) from April 1, 2018 to March 31, 2023 and remuneration for period from April 1, 2018 to March 31, 2021 for Mr. Dilip S. Shanghvi and ii) from April 1, 2019 to March 31, 2024 for Mr. Sudhir V. Valia and Mr. Sailesh T. Desai and remuneration for period of 3 years from

April 1, 2019 to March 31, 2022. The agreement with Mr. Kalyansundaram Subramanian, Whole-time Director, is for a period of 2 years with effect from February 14, 2019 to February 13, 2021 without any remuneration. Either party to the agreement is entitled to terminate the Agreement by giving to the other party 30 days' notice in writing. Mr. Sudhir Valia will step down from the position of Whole-time Director of the Company to Non-Executive Director of the Company, with effect from May 29, 2019. He shall continue as a Non-Promoter, Non-Executive and Non-Independent Director of the Company. Consequently the agreement with Sudhir V. Valia for remuneration and appointment as Whole-Time Director shall be terminated w.e.f. May 29, 2019.

- b) The Company had formulated two Schemes for grant of stock options to the eligible employees of erstwhile Ranbaxy Laboratories Ltd., pursuant to the Scheme of Arrangement for merger of Ranbaxy Laboratories Ltd., into the Company out of which one scheme was completed in August 2017. None of the Directors are entitled to stock options.
- c) There is no separate provision for payment of severance fees to Whole-time Director(s).
- d) The remuneration of Whole-time Directors consists only of fixed components.

The details of Equity Shares held by Non-Executive Directors as on March 31, 2019 are as follows:

Director	No. of Equity Shares held (held singly or jointly as first holder)
Mr. Israel Makov	Nil
Ms. Rekha Sethi	Nil
Mr. Vivek Chaand Sehgal	Nil
Mr. Gautam Doshi	8000

7. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee presently comprises of three Directors viz. Mr. Gautam Doshi, Mr. Dilip S. Shanghvi, Mr. Sudhir V. Valia. At the beginning of the year under review, Mr. Sudhir Valia, Mr. Dilip Shanghvi and Mr. S. Mohanchand Dadha were members of the Committee. During the year, Mr. Gautam Doshi was appointed as member of the Committee with effect from August 14, 2018 and as Chairman of the Committee with effect from September 27, 2018. Mr. S. Mohanchand Dadha ceased to be member and Chairman of the Committee with effect from September 26, 2018 due to he ceasing to be a Director of the Company with effect from September 26, 2018. The constitution of the Stakeholders' Relationship Committee meets with the requirements of Section 178 of the Companies Act, 2013 and also of Regulation 20 of the Listing Regulations. Mr. Sunil R. Ajmera, the Company Secretary of the Company is the Secretary of the Committee. 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 terms of reference of the Committee inter alia include the following: To look into redressal of grievances of shareholders, debenture holders and other security holders of the Company, to consider and resolve grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc, to approve issue of duplicate share certificates and to oversee and review all matters connected with the transfer, transmission and issue of securities, to oversee the performance of the Registrar

and Transfer Agents and recommend measures for overall improvement in the quality of investor services, etc. However, pursuant to amendments in the Listing Regulations, the terms of reference of the Committee have been revised and replaced w.e.f. April 1, 2019 to inter alia include the following: Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings; Review of measures taken for effective exercise of voting rights by shareholders; Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company, to investigate any activity within its terms of reference, to seek information from share transfer agents, to obtain outside legal or other professional advice and to secure attendance of outsiders with relevant expertise, if it considers necessary and have full access to the information contained in the records of the Company.

The Board has designated severally, Mr. Sunil R. Ajmera, Company Secretary and Mr. Ashok I. Bhuta, Sr. G.M - Secretarial as Compliance Officers for the purposes of/under rules, regulations etc. issued by the Securities Exchange Board of India, Stock Exchanges, and Companies Act, 2013.

Four meetings of the Stakeholders' Relationship Committee were held during the year ended March 31, 2019. The dates on which Meetings were held are as follows:

May 24, 2018; August 13, 2018; November 13, 2018 and February 12, 2019.

The attendance of each Member of the Committee is given below:

Name of the Director	Number of Stakeholders' Relationship Committee Meetings entitled to attend	Number of Stakeholders' Relationship Committee Meetings attended
Mr. Gautam Doshi ¹	2	2
Mr. Sudhir V. Valia	4	3
Mr. Dilip S. Shanghvi	4	4
Mr. S. M. Dadha ²	2	2

¹ Appointed as member with effect from August 14, 2018 and appointed as Chairman with effect from September 27, 2018

² Retired and ceased to be Director and member of the Committee with effect from September 26, 2018.

Investor Complaints:

The total numbers of complaints received and resolved to the satisfaction of shareholders, during the year under review were 1. There were no complaints pending at the beginning or at the end of the year.

8. Committee of Directors (Allotment)

The Committee of Directors (Allotment) presently comprises of three Directors viz. Mr. Dilip S. Shanghvi, Mr. Sudhir V. Valia and Mr. Sailesh T. Desai. Mr. Sudhir V. Valia is the Chairman of the Committee and Mr. Sunil R. Ajmera, Company Secretary is the Secretary of the Committee. Mr. S. M. Dadha who was also a member of the Committee at the beginning of the year ceased to be member of the Committee with effect from September 26, 2018 due to he ceasing to be a Director of the Company with effect from September 26, 2018.

Four meetings of the Committee of Directors (Allotment) were held during the year ended March 31, 2019. The dates on which Meetings were held are as follows:

May 24, 2018; August 13, 2018; November 12, 2018 and February 11, 2019.

The attendance of each Member of the Committee is given below.

Name of the Director	Number of Committee of Directors (Allotment) Meetings entitled to attend	Number of Committee of Directors (Allotment) Meetings attended
Mr. Sudhir V. Valia	4	3
Mr. Sailesh T. Desai	4	4
Mr. Dilip S. Shanghvi	4	3
Mr. S. M. Dadha ¹	2	2

¹ Retired and ceased to be Director and member of the Committee with effect from September 26, 2018.

The Committee of Directors (Allotment) inter-alia has the following powers: To allot shares pursuant to ESOP Schemes and to issue the equity share certificates to the shareholders holding the shares in physical form, to perform any or all of the acts, deeds, things and matters as may be required in connection with such issue, allotment and Listing of Equity Shares.

9. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee presently comprises of three Directors viz. Mr. Sudhir V. Valia, Ms. Rekha Sethi and Mr. Dilip S. Shanghvi with Mr. Dilip S. Shanghvi as the Chairman. The constitution of the Corporate Social Responsibility Committee meets the requirements of section 135 of the Companies Act, 2013. Mr. Sunil R. Ajmera, the Company Secretary of the Company is the Secretary of the Committee. The terms of reference of the Corporate Social Responsibility Committee include to formulate and recommend to the Board, a Corporate Social Responsibility Policy, to monitor the Corporate Social Responsibility Policy of

the Company from time to time, to recommend the amount of expenditure to be incurred on the activities, to monitor amount spent on the CSR initiatives of the Company as per the CSR policy, to discharge such other functions and exercise such other powers as may be delegated/ directed by the Board of Directors from time to time etc. The contents of the CSR Policy of the Company can be accessed through the web link: <http://www.sunpharma.com/policies>.

During the year ended March 31, 2019, two meetings of Corporate Social Responsibility Committee were held on May 24, 2018 and November 12, 2018.

The attendance of each member of Committee is as follows:

Name of the Member	Number of Corporate Social Responsibility Committee Meetings entitled to attend	Number of Corporate Social Responsibility Committee Meetings attended
Mr. Dilip S. Shanghvi	2	1
Mr. Sudhir V. Valia	2	2
Ms. Rekha Sethi	2	2

10. Risk Management Committee

The Risk Management Committee presently comprises of Mr. Dilip S. Shanghvi, Managing Director of the Company, Mr. Sudhir V. Valia, Whole-time Director of the Company and Mr. C. S. Muralidharan, Chief Financial Officer of the Company. The Chairman of the Committee is Mr. Dilip S. Shanghvi. The constitution of the Committee meets the requirements of Regulation 21 of the Listing Regulations. The terms of reference of the committee inter alia include: to formulate and recommend to the Board a Risk Management Plan/Policy, to implement, monitor and review the risk management plan for the Company, to recommend and implement procedures for risk assessment and minimisation, to monitor the Risk Management Policy of the Company from time to time, to discharge such other functions and exercise such other powers as may be delegated/ directed by the Board of Directors from time to time. Mr. Sunil R. Ajmera, the Company Secretary of the Company is the Secretary of the Committee.

During the year ended March 31, 2019, two meetings of Risk Management Committee were held on May 24, 2018 and November 12, 2018.

The attendance of each member of committee is as follows:

Name of the Director	Number of Risk Management Committee Meetings entitled to attend	Number of Risk Management Committee Meetings attended
Mr. Dilip S. Shanghvi	2	2
Mr. Sudhir V. Valia	2	2
Mr. CS Muralidharan	2	2

11. Corporate Governance and Ethics Committee

The Board has constituted a Corporate Governance and Ethics Committee with effect from May 28, 2019. Mr. Gautam Doshi, Director, Ms. Rekha Sethi, Director, Mr. C. S. Muralidharan, CFO and Mr. Ashok Bhuta Senior GM - Secretarial & Compliance Officer are the members of the Committee. Mr. Gautam Doshi is the Chairman of the Committee. The terms of reference of committee inter alia include (a) to review the ethical standards and best practices in respect of Corporate Governance by the Company in spirit, substance and intent perspective apart from benchmarking wherever possible with the best practices that are comparable across the industry, (b) to monitor Company's compliance with the Corporate Governance Guidelines and applicable laws and regulations and make recommendations to the Board on all such matters and on any corrective action to be undertaken, as the Committee may deem appropriate, (c) to set forth policies in respect of furtherance of its objectives and recommend changes and monitor and review compliance of such policies by the Company's directors, officers and employees, (d) to review, recommend changes and monitor the implementation of the Related Party Transactions Policy of the Company and ensure that the Company is in compliance with the applicable regulations in respect of Related Party transactions from time to time etc. The Corporate Governance and Ethics Committee shall report to the Audit Committee.

12. Subsidiary Companies

In accordance with Regulation 16 of the Listing Regulations during the year ended March 31, 2019,

13. General Body Meetings

(i) Location and time of the last three Annual General Meetings:

Year	Meeting	Location	Date	Time
2015 -2016	Twenty- Fourth AGM	Sir Sayajirao Nagargruh, Akota, Vadodara- 390 020, Gujarat	September 17, 2016	11.15 a.m.
2016 -2017	Twenty- Fifth AGM	Sir Sayajirao Nagargruh, Akota, Vadodara- 390 020, Gujarat	September 26, 2017	10.45 a.m.
2017 -2018	Twenty- Sixth AGM	Crystal Hall, Grand Mercure Vadodara Surya Palace, Opposite Parsi Agyari, Sayajigunj, Vadodara - 390 020	September 26, 2018	2.45 p.m.

(ii) Special Resolutions passed at the last three Annual General Meetings:

a) At the Twenty-Fourth Annual General Meeting.

- Approval for re-appointment of Mr. Ashwin Dani (DIN 00009126), as Independent Director of the Company for a further term of 2 years, who would not be liable to retire by rotation in terms of Section 152(6) of Companies Act, 2013.
- Approval for re-appointment of Mr. Keki M. Mistry (DIN 00008886), as Independent Director of the Company for a further term of 2 years, who

Sun Pharma Laboratories Limited was a material Indian subsidiary company whose turnover or net worth (i.e., paid-up capital and free reserves) exceeded 20% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year. Sun Pharma laboratories Limited (SPLL") had its debentures listed on Whole-Sale Debt Segment of BSE Ltd. until March 28, 2019. Consequent to redemption of all the outstanding Debentures on March 22, 2019 along with interest thereon, SPLL was delisted with effect from March 29, 2019.

Ms. Rekha Sethi, Independent Director of the Company is also Director on the Board of Sun Pharma Laboratories Limited.

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

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

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 policy for determining material subsidiaries of the Company is available on the website of the Company and can be accessed at: <http://www.sunpharma.com/policies>.

- would not be liable to retire by rotation in terms of Section 152(6) of Companies Act, 2013.
- Approval for re-appointment of Mr. Hasmukh S. Shah (DIN 00152195), as Independent Director of the Company for a further term of 2 years, who would not be liable to retire by rotation in terms of Section 152(6) of Companies Act, 2013.
- Approval for re-appointment of Ms. Rekha Sethi (DIN 06809515), as Independent Director of the

Company for a further term of 5 years, who would not be liable to retire by rotation in terms of Section 152(6) of Companies Act, 2013.

5. Approval for re-appointment of Mr. S Mohanchand Dadha (DIN 00087414), as Independent Director of the Company for a further term of 2 years, who would not be liable to retire by rotation in terms of Section 152(6) of Companies Act, 2013.
 6. Approval for increase in maximum limit of remuneration payable to Mr. Dilip Shanghvi, Managing Director, with effect from April 1, 2016 for the remaining period of his present term of appointment upto March 31, 2018, and to consider approval for payment of the aforesaid remuneration as minimum remuneration. in case inadequacy or absence of profits
 7. Approval for increase in maximum limit of remuneration to Mr. Sudhir V. Valia, Whole-time Director, and to consider approval for payment of the aforesaid remuneration as minimum remuneration with effect from April 1, 2016 for the remaining period of his present term of appointment upto March 31, 2019, in case inadequacy or absence.
 8. Approval for increase in maximum limit of remuneration to Mr. Sailesh T. Desai, Whole-time Director, and to consider approval for payment of the aforesaid remuneration as minimum remuneration with effect from April 1, 2016 for the remaining period of his present term of appointment upto March 31, 2019, in case inadequacy or absence of profits.
 9. Approval for adoption of new set of Articles of Association of the Company containing regulations/ provisions in line with the Companies Act, 2013.
- b) At the Twenty-Fifth Annual General Meeting.**
1. Approval for re-appointment of Mr. Dilip S. Shanghvi (DIN: 00005588) as Managing Director of the Company for a period of 5 (Five) years from the expiry of his present term of office i.e. with effect from April 01, 2018 to March 31, 2023 and approval of maximum limit of remuneration for the period from April 01, 2018 to March 31, 2021
- c) At the Twenty-Sixth Annual General Meeting.**
1. Approval for re-appointment of Mr. Sudhir V. Valia (DIN: 00005561) as Whole-time Director of the Company upon the expiry of his present term of office on March 31, 2019, for a further period of 5 (Five) years commencing from April 01, 2019 to March 31, 2024 and remuneration for a period

of 3(three) years commencing from April 01, 2019 to March 31, 2022.

2. Approval for re-appointment of Mr. Sailesh T. Desai (DIN: 00005443) as Whole-time Director of the Company upon the expiry of his present term of office on March 31, 2019, for a further period of 5 (Five) years commencing from April 01, 2019 to March 31, 2024 and remuneration for a period of 3(three) years commencing from April 01, 2019 to March 31, 2022.
3. Approval for continuation of Directorship of Mr. Israel Makov (DIN:05299764), Non-executive Director and Chairman of the Company, having attained the age beyond the age of 75 years as required under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is to be effective from April 01, 2019.

Resolution Passed Through Postal Ballot:

No resolution was passed through postal ballot during the year under review.

14. Disclosures

- No transaction of a material nature has been entered into by the Company with its related parties that may have a potential conflict with the interests of the Company. Register of contracts containing transactions, in which directors are interested, is placed before the Board of Directors regularly. The transactions with the related parties as per Ind AS-24, are disclosed in Note 51 of the Notes forming part of the Standalone Financial Statements for the year ended March 31, 2019.
- 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 on any matter related to capital markets, during the last three years.
- The Company has laid down procedures to inform Board members about the risk assessment and its minimisation, which is periodically reviewed to ensure that risk control is exercised by the management effectively.
- The Board of Directors of the Company has approved a Whistle Blower Policy/Vigil Mechanism to monitor the actions taken on complaints received under the said policy. This policy also outlines the reporting procedure and investigation mechanism to be followed in case an employee blows the whistle for any wrong-doing in the Company. Employees are given protection in two important areas - confidentiality and against retaliation. It is ensured that employees can raise concerns regarding

any violation or potential violation easily and free of any fear of retaliation, provided they have raised the concern in good faith. An Ombudsperson/s has been appointed to receive the complaints through a portal or email or letters who would investigate the complaints with an investigating committee. The final decision would be taken by the Ombudsperson in consultation with the Management and the Audit Committee. The Policy is expected to help to draw the Company's attention to unethical, inappropriate or incompetent conduct which has or may have detrimental effects either for the organisation or for those affected by its functions. The details of establishment of vigil mechanism are available on the website of the Company. No personnel have been denied access to the Audit Committee. The Board of Directors at their meeting held on May 28, 2019 have amended the Whistle Blower Policy to enable external parties to report any matter.

- Details of the familiarisation programme of the independent directors are available on the website of the Company at: <http://www.sunpharma.com/policies>
 - During the year, a separate meeting of the independent directors was held on February 12, 2019 inter-alia to evaluate the performance of non-independent directors and the board as a whole.
 - The policy on dealing with the related party transactions is available on the website of the Company and can be accessed at: <http://www.sunpharma.com/policies>.
 - During the year, there were pecuniary transactions with the Companies in which non-executive Directors are interested as follows: a) Transaction of receiving of services from Makov Associates Limited of ₹148.31 Million in which Mr. Israel Makov, Non-Executive and Non-Independent Chairman is interested; b) Transactions for sale of goods to Dadha Pharma Distribution Private Limited of ₹0.03 Million in which Mr. S. Mohanchand Dadha, Non-Executive and Independent Director was interested; c) Transactions with MotherSumi Infotech & Designs Limited for purchase of intangible assets - ₹56.80 Million, purchase of plant and equipment - ₹0.26 Million and receiving of services - ₹22.53 Million and with Anest Iwata MotherSumi Private Limited for purchase of goods - ₹0.06 Million and receiving of services - ₹0.11 Million, in which entities Mr. Vivek Chaand Sehgal, Non-Executive and Independent Director is interested. All the transactions with entities in which the Independent Directors are/were interested constitute negligible percent of the revenue of the Company.
- Apart from the above and sitting fees paid to Non-Executive Directors, there are no pecuniary transactions with Non Executive directors of the Company or the companies in which they are interested which had potential conflict of interest with the Company.
- Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority has been annexed as Annexure 'B' to the Corporate Governance Report.
 - Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part was ₹7,23,29,699/- (Rupees Seven Crore Twenty Three Lakhs Twenty Nine Thousand Six Hundred and Ninety Nine only), for the year under review.
 - Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year: 3
 - b. number of complaints disposed of during the financial year: 3
 - c. number of complaints pending as on end of the financial year: 0
 - Details of compliance and Adoption/Non Adoption of the non-mandatory requirements for the year ended March 31, 2019:
 - (i) The Company complies with all the mandatory requirements specified under Listing Regulations.
 - (ii) The Chairman of the Company is a Non-Executive Director. The Company has provided a separate office for the Chairman at the corporate office of the Company and the Chairman is also allowed reimbursement of expenses incurred in performance of his duties.
 - (iii) The Company sends quarterly results alongwith summary of significant events to the shareholders whose e-mail IDs are available with the Company/Registrar.
 - (iv) The auditors have issued an unmodified opinion of the financial statements of the Company.
 - (v) The Internal Auditor reports their findings to the Audit Committee of the Company.

15. Means of Communication

- **Website:** The Company's website www.sunpharma.com contains a separate dedicated section 'INVESTORS' where shareholders' information is available. The Annual Report for 2018-19 and Annual Report/ Abridged Annual Report for the past years are 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 and are also sent to the shareholders whose e-mail IDs are registered with the Company. These are also submitted to the Stock Exchanges on which the securities of the Company are listed in accordance with the requirements of the Listing Regulations and published in all English Editions of 'Financial Express' and Gujarati Edition of 'Financial Express' which is published in Ahmedabad.
- Annual Report:** Annual Report containing inter alia Audited Annual Accounts, Consolidated Financial Statements, Board's Report, Auditor's Report, and other important information is sent to the shareholders whose e-mail IDs are registered with the Company and physical copy to the rest of the shareholders and others entitled thereto. The Management's Discussion and Analysis Report forms part of the Annual Report.
- Chairman's Communique:** The Chairman's Speech is sent to the stock exchanges and placed on the website of the Company.
- Reminder to Investors:** Reminders for unpaid dividend are sent to shareholders, regularly every year.
- Corporate Filing:** Announcements, Quarterly Results, Shareholding Pattern etc. of the Company are regularly filed by the Company with the Stock Exchanges and are available on the website of BSE Ltd. - www.bseindia.com and National Stock Exchange of India Ltd. - www.nseindia.com.

16. General Shareholder Information

16.1 Annual General Meeting:

Day, Date and Time	Wednesday, August 28, 2019 at 03:15 p.m.
Venue	Crystal Hall, Grand Mercure Vadodara Surya Palace, Opposite Parsi Agyari, Sayajigunj, Vadodara - 390005, Gujarat.

16.2 Financial Calendar (tentative):

Results for quarter ending June 30, 2019	Second week of August 2019.
Results for quarter ending September 30, 2019	Second week of November 2019.
Results for quarter ending December 31, 2019	Second week of February 2020.
Audited Results for year ended March 31, 2020	Third or Fourth week of May 2020.

16.3 Details of Book-closure for Equity Shareholders:

From Thursday, August 22, 2019 to Wednesday, August 28, 2019 at 03:15 p.m. (both days inclusive)

16.4 Dividend Payment Date:

On or before, Friday, August 30, 2019

16.5 Listing Details

a) Trading Symbol at BSE Ltd.	SUNPHARMA 524715
Trading Symbol at National Stock Exchange of India Limited	SUNPHARMA
(b) Demat ISIN Numbers in NSDL and CDSL for Equity Shares of ₹1/- each	ISIN No.INE044A01036

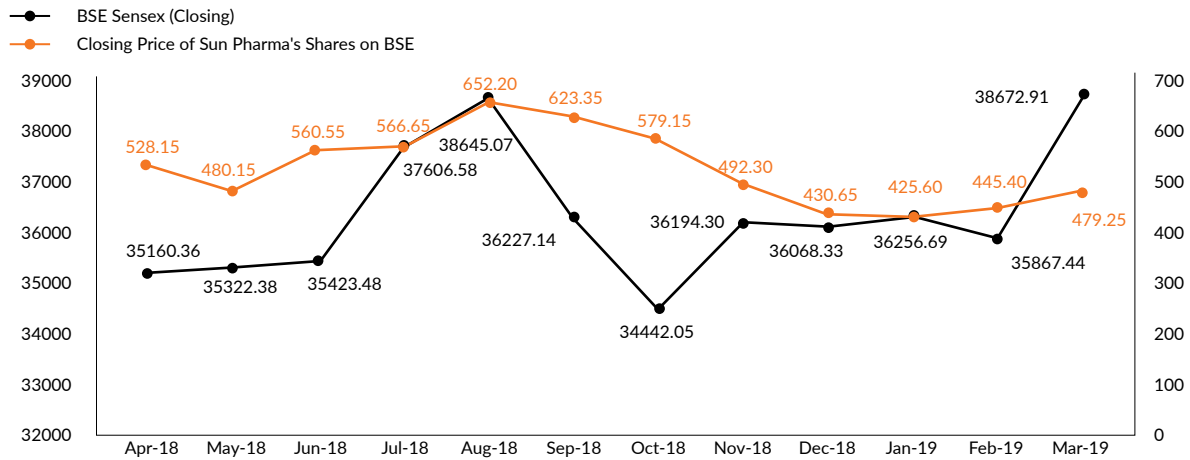
16.6 Stock Market Data - Equity Shares of ₹1/- paid-up value:

	BSE Ltd. (BSE) (in ₹)		National Stock Exchange of India Ltd. (NSE) (in ₹)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April, 2018	531.25	496.40	530.95	496.05
May, 2018	537.50	434.80	539.30	435.00
June, 2018	591.30	470.50	592.00	470.15
July, 2018	588.25	529.95	588.85	530.70
August, 2018	658.90	549.20	659.40	548.85
September, 2018	678.80	607.65	679.30	614.50
October, 2018	640.45	550.30	640.75	550.00
November, 2018	603.75	474.65	604.80	474.50
December, 2018	467.00	391.10	464.70	390.60
January, 2019	457.15	375.40	457.40	370.20
February, 2019	454.40	403.30	455.00	403.30
March, 2019	482.90	445.10	482.95	445.05

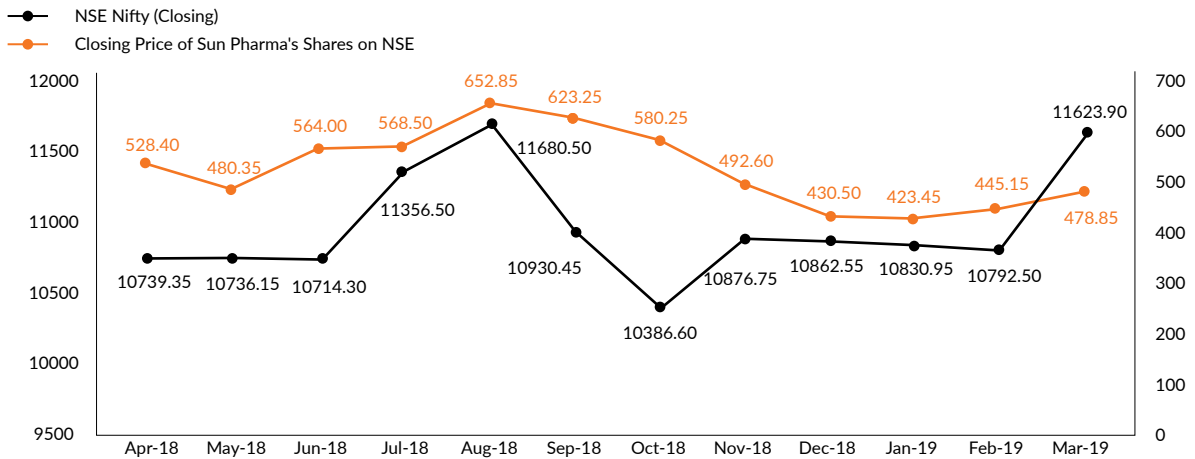
(Source: BSE and NSE website)

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

SPIL & BSE Sensex closing price



SPIL & NSE Nifty closing price



(Source: BSE and NSE website)

16.8 Share price performance relative to NIFTY and BSE Sensex based on share price on March 31, 2019.

% Change in				% Change in			
Period	Sun Pharma Share Price	Nifty	Sun Pharma Relative to Nifty	Period	Sun Pharma Share Price	BSE Sensex	Sun Pharma Relative to Sensex
Year-on-Year	-3.28%	14.93%	-18.21%	Year-on-Year	-3.26%	17.30%	-20.56%
2 Years	-30.41%	26.71%	-57.12%	2 Years	-30.31%	30.56%	-60.87%
3 Years	-41.60%	50.21%	-91.81%	3 Years	-41.52%	52.60%	-94.12%
5 Years	66.63%	73.38%	-6.75%	5 Years	67.18%	72.75%	-5.58%
10 Years	330.83%	284.78%	46.06%	10 Years	330.84%	298.34%	32.50%

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

16.9 Registrars & Transfer Agent

Registrars & Transfer Agent
(Share transfer and communication regarding share certificates,
dividends and change of address)

Link Intime India Pvt. Ltd.
C 101, 247 Park , L B S Marg, Vikhroli West, Mumbai 400 083
E-Mail: rnt.helpdesk@linkintime.co.in
Tel: 022- 49186000
Fax : 022- 49186060

16.10 Share Transfer System

The share transfers which were received in physical form were processed and transferred by Registrar and Share Transfer Agents and the share certificates were returned within the stipulated period from the date of receipt, subject to the documents being valid and complete in all respects.

16.11 Distribution of Shareholding as on March 31, 2019

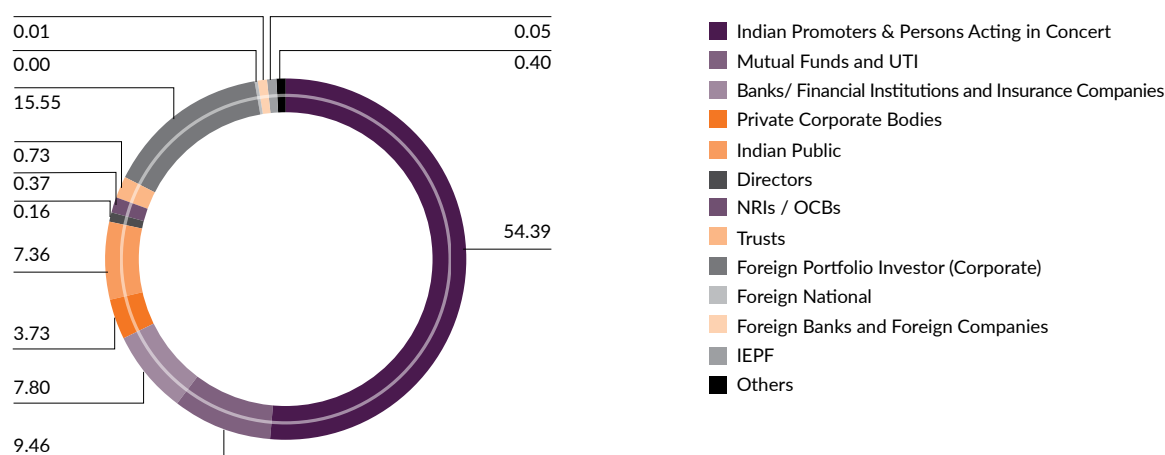
No. of Equity Shares held	No. of Folios		Shares of face value ₹1 each/-	
	Numbers	% to total folios	Numbers	% to total folios
Upto 5000	636154	99.00	106004683	4.42
5001 – 10000	2866	0.45	20362908	0.85
10001 – 20000	1961	0.31	25319656	1.06
20001 – 30000	359	0.05	8921296	0.37
30001 – 40000	167	0.03	5900034	0.24
40001 – 50000	106	0.02	4870180	0.20
50001 – 100000	253	0.04	18148474	0.76
100001 and above	680	0.10	2209807739	92.10
Total	642546	100.00	2399334970	100.00

16.12 Category-wise Shareholding as on March 31, 2019 of Equity Shares

Particulars	No. of Shares	Percentage
A. Indian Promoters and Persons acting in Concert	1304855381	54.39
B. Mutual Funds and UTI	226963122	9.46
C. Banks/ Financial Institutions and Insurance Companies	187209570	7.80
D. Private Corporate Bodies	89429151	3.73
E. Indian Public	176650742	7.36
F. Directors	3746747	0.16
G. NRIs /OCBs	8914611	0.37
H. Trusts	17502708	0.73
I. Foreign Portfolio Investor (Corporate)	372954728	15.55
J. Foreign National	24636	0.00
K. Foreign Bank and Foreign Companies	309682	0.01
L. IEPF	1218550	0.05
M. Others	9555342	0.40
Total	2399334970	100.00

Shareholding Pattern as on March 31, 2019

(%)



16.13 Dematerialisation of Shares

About 99.61% of the outstanding Equity shares have been dematerialised up to March 31, 2019. Trading in Shares of the Company is permitted only in dematerialised form.

Liquidity:

Your Company's equity shares are fairly liquid and are actively traded on National Stock Exchange of India Ltd., (NSE) and The BSE Ltd. (BSE). Relevant data for the average daily turnover for the financial year 2018-19 is given below:

	BSE	NSE	BSE + NSE
In no. of shares (in Thousands)	653.42	8487.19	9140.61
In value terms (₹ Million)	322.35	4221.16	4543.51

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

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

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on March 31, 2019.

Outstanding Stock Options

The details of Number of Stock Options outstanding as on March 31, 2019, are provided in the Annexure to the Board's Report and is available on the website of the Company.

Outstanding Unclaimed Shares

The status of outstanding unclaimed shares in the Unclaimed Share Suspense Account of the Company is as under:-

Particulars	No. of Shareholders	No. of equity shares of ₹1/- each of Sun Pharma
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on March 31, 2018	1101	383997
Number of shareholders who approached the Company for transfer of shares from the said Unclaimed Share Suspense Account during the period from April 1, 2018 to March 31, 2019	6	4783
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the said period.	6	4783
795 shareholders' shares (245334) have been transferred to IEPF on July 5, 2018 from Unclaimed Share Suspense account	795	245,334
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Share Suspense Account as on March 31, 2019	300	133880*

*The voting rights in respect of these shares shall remain frozen till the claim of the rightful shareholders is approved by the Company.

16.15 Disclosure of commodity price risk or foreign exchange risk and commodity hedging activities

The Company is exposed to foreign exchange risks emanating from our business, assets and liabilities denominated in foreign currency. In order to hedge this risk, the Company proactively uses hedging instruments e.g. forward contracts, options and other simple derivatives from time to time. The Company does not have any significant exposure on commodities directly.

16.16 Plant locations as on March 31, 2019:

1. Survey No.214 and 20, Govt. Industrial Area, Phase-II, Piparia, Silvassa – 396 230, U.T. of D & NH.
2. Survey no. 259/15, Dadra – 396191, U.T. of D. & NH.
3. Plot No.24/2 and No.25, GIDC, Phase- IV, Panoli – 395 116, Dist. Bharuch, Gujarat.
4. Plot No. 4708, GIDC, Ankleshwar – 393 002, Gujarat.
5. Halol-Baroda Highway, Near Anand Kendra, Halol, Dist. Panchmahal- 389350 Gujarat.
6. Plot No. 817/A, Karkhadi – 391 450, Taluka: Padra, Distt. Vadodara, Gujarat.
7. Plot No. Z/15, Sez-1, Po. Dahej, Taluko vagra, Dist. Bharuch, Gujarat.
8. A-7 & A-8, MIDC Industrial Area, Ahmednagar – 414 111, Maharashtra.
9. Plot No. B-2 Madkaim Industrial Estate, Ponda, Goa
10. Plot No. 1341 & 1342 EPIP-1, Hill Top Industrial Area, Village Bhatolikalan (Barotiwala), Baddi – 174103, Himachal Pradesh
11. Village & PO Ganguwala, Tehsil Paonta Sahib-173025, Distt. Sirmour, Himachal Pradesh
12. Village Batamandi, Tehsil Paonta Sahib-173025, Distt. Sirmour, Himachal Pradesh.
13. Village Toansa, P.O. Railmajra Distt. Nawansahar-144533 (Punjab)
14. A-41, Industrial Area, Phase VIII-A, Sahibzada Ajit Singh Nagar, Mohali-160071 (Punjab)
15. Plot No. K - 5,6,7, Ghirongi Industrial Area, Malanpur, Dist. Bhind, Madhya Pradesh
16. Pharma Manufacturing Industrial Area 3 A.B. Road, Dewas-455001, Madhya Pradesh
17. Sathammai Village, Karunkuzhi Post, Maduranthakam T.K. Kanchipuram Dist. Tamil Nadu – 603 303.
18. Sy. No. 16, Ekarajapura, Hoskote, Bengaluru (Karnataka)

16.17 Investor Correspondence

Particulars	Contact Details
a) Registrars & Transfer Agent:	Link Intime India Private Limited, Unit: Sun Pharmaceutical Industries Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai (INDIA) - 400083 Tel. No.: +91 22 49186270 / +91 22 49186000 Fax No.: +91 22 49186060 E-Mail: rnt.helpdesk@linkintime.co.in / sunpharma@linkintime.co.in
b) Individual Investors & Queries Related to Shares/Dividend, etc. Secretarial Department	Sun Pharmaceutical Industries Limited Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (E), Mumbai - 400063 Telephone: (+91 22) 4324 4324, Direct no. (+91 22) 4324 2230 Email : secretarial@sunpharma.com
c) Institutional Investors: Mr. Nimish Desai	Sun Pharmaceutical Industries Limited Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (E), Mumbai - 400063 Telephone: (+91 22) 4324 4324, Direct no. (+91 22) 4324 2778 Email : nimish.desai@sunpharma.com
d) Nodal Officer (for the purpose of IEPF) Mr. Ashok I. Bhuta, Compliance Officer	Sun Pharmaceutical Industries Limited Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (E), Mumbai - 400063 Telephone: (+91 22) 4324 4324, Direct no. (+91 22) 4324 2231 Email: secretarial@sunpharma.com

16.18 List of all credit ratings

Rating Agency	Instrument Type	Rating	Remarks
ICRA Limited	Bank Facility (Short-Term Scale)	[ICRA] A1+	No revisions in credit rating during the financial year 2018-19
	Long-Term/Short-Term Borrowing	[ICRA] AAA (Stable)/ [ICRA] A1+	
	Commercial Paper	[ICRA] A1+	
CRISIL Limited	Bank Facility (Short-Term)	CRISIL A1+	No revisions in credit rating during the financial year 2018-19
	Bank Facility (Long-Term)	CRISIL AAA/ Stable	
	Commercial Paper	CRISIL A1+	

For and on behalf of the Board

Place: Mumbai
Date: May 28, 2019

Dilip S. Shanghvi
Managing Director

Sudhir V. Valia
Whole-time Director

Sailesh T. Desai
Whole-time Director

ANNEXURE 'A' TO CORPORATE GOVERNANCE REPORT

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT FOR THE YEAR ENDED MARCH 31, 2019

I, Dilip S. Shanghvi, 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 Sun Pharmaceutical Industries Ltd.,

Date: May 28, 2019

Dilip S. Shanghvi
Managing Director

ANNEXURE 'B' TO CORPORATE GOVERNANCE REPORT**CERTIFICATE**

(pursuant to Regulation 34(3) and schedule V para C clause (10) (i) of the SEBI
(Listing Obligation Disclosure requirement) Regulation, 2015)

To,
The Members of
Sun Pharmaceutical Industries Limited
Sun House, Plot No. 201 B/1,
Western Express Highway,
Goregoan (E), Mumbai 400063
Maharashtra.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Sun Pharmaceutical Industries Limited having CIN L24230GJ1993PLC019050 and having registered office at SPARC, Tandalja, Vadodara Gujarat - 390012 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V para - C sub clause 10(i) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number [DIN] status at the MCA portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of Directors of the Company as sated below for the financial year ending on 31st March 2019 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities Exchange and Board of India, Ministry of Corporate affairs or any such other Statutory Authority.

Sr. No	Name of the Directors	Director Identification Number (DIN)	Date of Appointment in the Company
1.	Israel Makov	05299764	29/05/2012
2.	Dilip Shantilal Shanghvi	00005588	01/03/1993
3.	Sudhir Vrundavandas Valia	00005561	31/01/1994
4.	Sailesh Trambaklal Desai	00005443	25/03/1999
5.	Kalyanasundaram Subramanian	00179072	14/02/2017
6.	Rekha Sethi	06809515	13/02/2014
7.	Vivek Chaand Sehgal	00291126	14/11/2017
8.	Gautam Bhailal Doshi	00004612	25/05/2018

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KJB & CO LLP,
Practicing Company Secretaries

Alpeshkumar J. Panchal
Partner
Mem No. - 49008
C. P. No. - 20120
Date: May 28, 2019
Place: Mumbai.

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of

Sun Pharmaceutical Industries Limited

Sun House, Plot No. 201 B/1,
Western Express Highway,
Goregoan (E), Mumbai 400063
Maharashtra.

1. The Corporate Governance Report prepared by Sun Pharmaceutical Industries Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2019 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2019 and verified that atleast one woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following meetings held from April 1, 2018 to March 31, 2019:
 - (a) Board of Directors meetings;
 - (b) Audit Committee meetings;
 - (c) Annual General Meeting (AGM) ;
 - (d) Nomination and Remuneration Committee meetings;
 - (e) Stakeholders Relationship Committee meetings;
 - (f) Risk Management Committee meetings;
 - (g) Committee of Directors (Allotment) meetings;
 - (h) Corporate Social Responsibility Committee meetings; and
 - (i) Independent Directors' meeting.
 - v. Obtained necessary declarations from directors of the Company;
 - vi. Obtained and read the policy adopted by the Company for related party transactions;
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee;

- viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

Other matters and Restriction on Use

9. This report 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.

10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per **Paul Alvares**

Partner

Membership Number: 105754

UDIN: 19105754AAAABB3481

Date: May 28, 2019

Place: Mumbai.