



Analytical Lab - Nasal Spray Testing, Baroda

CORPORATE Governance

In compliance with Clause 49 of the Listing Agreements 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 (Managing Director) (Chairman - upto May 29, 2012)	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 and Non-Independent Director	Mr. Israel Makov ## (Director & Chairman - with effect from May 29, 2012)	-
Non-Executive Independent Directors	Mr. S. Mohanchand Dadha	-
	Mr. Hasmukh S. Shah	-
	Mr. Keki M. Mistry	-
	Mr. Ashwin S. Dani	-

Resigned as the Whole-time Director & as Chief Executive Officer with effect from March 31, 2012 & April 17, 2012 respectively.

Appointed with effect from May 29, 2012.

Number of Board Meetings held during the year ended March 31, 2012 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, 2012 are as follows: May 28, 2011, July 28, 2011, September 16, 2011, November 13, 2011 and February 13, 2012.

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

Name of the Director	Attendance Particulars for the year ended March 31, 2012		* No. of other directorships and committee memberships / chairmanships as of March 31, 2012		
	Board Meetings	Last AGM held on September 16, 2011	Other Directorships	Committee Memberships**	Committee Chairmanships **
Mr. Dilip S. Shanghvi	5	Yes	1	-	-
Mr. Sudhir V. Valia	4	No	5	-	1
Mr. Sailesh T. Desai	4	Yes	1	-	-
Mr. S. Mohanchand Dadha	5	Yes	2	0	1
Mr. Hasmukh S. Shah	5	Yes	6	1	4
Mr. Keki M. Mistry	4	No***	13	6	3
Mr. Ashwin S. Dani	4	No	7	1	2
Mr. S. Kalyanasundaram #	4	No	-	-	-
Mr. Israel Makov ##	NA	NA	NA	NA	NA

Resigned as the Whole-time Director with effect from March 31, 2012.

Appointed with effect from May 29, 2012.

* 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.

*** Mr. Keki Mistry, Chairman of the Audit Committee could not attend the last AGM due to certain business exigencies. However, two other members of the Audit Committee were present at the last AGM including Mr.S.Mohanchand Dadha, Non-Executive and Independent Director, who was authorized by the Chairman of the Audit Committee and the Board of Directors of the Company to answer shareholders queries at the AGM on his behalf.

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 signed by the Managing Director 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 during the year under review comprised 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. Sunil R. Ajmera, 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, 2012. The dates on which Meetings were held are as follows: May 28, 2011, July 28, 2011, November 13, 2011 and February 13, 2012. 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	4
Mr. S. Mohanchand Dadha	Member	4
Mr. Hasmukh S. Shah	Member	4

5. Remuneration of Directors

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 as approved by the Shareholders of the Company. This will be in addition to the sitting fees of ₹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 February 13, 2012 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 2011-2012 are given below:

(Amount in ₹)

Directors	Salary *	Bonus	Perquisites** / Benefits	Commission	Sitting Fees	Total
Mr. Dilip S. Shanghvi	1,45,44,000	29,08,800	58,90,161	-	-	2,33,42,961
Mr. Sudhir V. Valia	1,45,44,000	29,08,800	59,60,421	-	-	2,34,13,221
Mr. Sailesh T. Desai	56,04,000	11,20,800	7,62,008	-	-	74,86,808
Mr. S. Mohanchand Dadha	-	-	-	11,00,000	70,000	11,70,000
Mr. Hasmukh S. Shah	-	-	-	31,00,000	70,000	31,70,000
Mr. Keki M. Mistry	-	-	-	11,00,000	40,000	11,40,000
Mr. Ashwin S. Dani	-	-	-	11,00,000	20,000	11,20,000
Mr. S. Kalyanasundaram	96,60,000	19,32,000	1,28,75,023	-	-	2,44,67,023

* 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.

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: -

- a) The Agreement with each of the Executive Directors excluding Mr.S.Kalyanasundaram is 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.
- b) Mr. S. Kalyanasundaram had been appointed as Chief Executive Officer & Whole-time Director of the Company for a period of five years with effect from April 1, 2010. 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. However, Mr. S. Kalyanasundaram, Director & Chief Executive Officer (CEO) of the Company resigned as the Director & Chief Executive Officer of the Company with effect from 31st March, 2012 and 17th April, 2012 respectively since he was relocating to the USA on account of increasing strategic importance of the Group's business interests in North and South America, for which he was directly responsible for these businesses.
- c) The Company presently does not have a scheme for grant of stock options either to the Executive Directors or employees.
- d) There is no separate provision for payment of severance fees to Whole-time Director(s) excluding Mr. S. Kalyanasundaram as mentioned under (b) above.

Details of Equity Shares held by Non-Executive Directors as on March 31, 2012

Director	No. of Shares held (including shares held jointly)
Mr. S. Mohanchand Dadha	1,47,140
Mr. Hasmukh S. Shah	6,000
Mr. Keki M. Mistry	25,000
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. Sunil R. Ajmera, 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, 2012. The dates on which Meetings were held are as follows: May 28, 2011, July 28, 2011, September 16, 2011, November 13, 2011 and February 13, 2012. 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	4
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 30.

7. Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary company whose turnover or net worth (i.e., paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

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 last three Annual General Meetings held are as follows:

Year	Meeting	Location	Date	Time
2008-09	Seventeenth AGM	The Gateway Hotel, Akota Gardens, Akota, Vadodara – 390 020.	September 11, 2009	10.15 A.M.
2009-10	Eighteenth AGM	Prof. Chandravadan Mehta, Auditorium, General Education Centre, The Maharaja Sayajirao University of Baroda, Pratapgunj, Vadodara – 390 002.	September 24, 2010	10.30 A.M.
2010-11	Nineteenth AGM	Prof. Chandravadan Mehta Auditorium, General Education Centre, The Maharaja Sayajirao University of Baroda, Pratapgunj, Vadodara – 390 002.	September 16, 2011	10.30 A.M.
2011-12	Twentieth AGM *	Sir Sayajirao Nagargruh, Akota, Vadodara – 390020	November 8, 2012	2.30 P.M.

* was adjourned since die till the Scheme of Arrangement envisaging spin off and transfer of domestic formulation undertaking of Sun Pharmaceutical Industries Ltd., to Sun Pharma Laboratories Ltd., a wholly owned subsidiary of SPIL with effect from March 31, 2012, is finally sanctioned by the Hon'ble High Courts of Judicature at Bombay and at Ahmedabad, Gujarat and audited accounts giving effect thereof are ready.

(ii) Special Resolutions passed during the previous three Annual General Meetings:-

a) At the Seventeenth Annual General Meeting:

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 ₹ 20,00,000/- per annum from April 1, 2010 for a period of five years.

b) At the Eighteenth Annual General Meeting:

Appointment of Mr. Subramanian Kalyanasundaram as the Chief Executive Officer (CEO) & Whole-time Director of the Company for a period of five years effective from April 1, 2010 to March 31, 2015 and remuneration payable to him.

c) At the Nineteenth Annual General Meeting:

Increase in the upper limit of remuneration payable to Mr. Aalok D. Shanghvi, who is a relative of a Director under Section 314(1B) of the Companies Act, 1956 and remuneration in the form of annual fee, sitting fees per meeting of the Board of Directors and any committee thereof and an annual discretionary bonus by Taro Pharmaceutical Industries Ltd. (TARO), a subsidiary of our Company as Non-Executive Director of TARO upto USD 650,000/- per annum for a period of four years from September 20, 2010.

d) At the Twentieth Annual General Meeting:

- i) Re-appointment of Mr. Dilip S. Shanghvi, Managing Director of the Company and approval of terms and conditions of appointment including remuneration.
- ii) Payment of Commission to Non-Executive Directors for a period of five years from financial year ending on March 31, 2013 upto and including financial year ending on March 31, 2017.
- iii) Issue of FCCBs/ADRs/GDRs or any other securities not exceeding ₹80 Billions and authority for creation of mortgage and/or charge in respect of the securities on the whole or in part of the undertaking of the Company under Section 293(1)(a) of the Companies Act, 1956.
- iv) Investment in shares and securities of any other body corporate under Section 372A of the Companies Act, 1956 upto a maximum limit of ₹300 Billions.
- v) Insertion of Article 163A in the Articles of Association for Directors participation in the Board/Committee Meeting through Video conferencing or such other mode.

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 Standard) 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 'INVESTOR' 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, 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.
- * **Chairman's Communique:** The Chairman's Speech is placed on the website of the Company.
- * **Reminder to Investors:** Reminders for unpaid dividend or redemption amount on preference shares are sent to shareholders as per records every year.
 - **Corporate Filing and Dissemination System (CFDS):** The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by the listed companies. 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 BSE 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	: Monday, September 30, 2013 at 10.45 a.m.
Venue	: Sir Sayajirao Nagargruh, Akota, Vadodara - 390020, Gujarat

11.2 Financial Calendar (tentative)

: Results for quarter ending June 30, 2013 - Second week of August, 2013.
: Results for quarter ending September 30, 2013 – Second week of November 2013.
: Results for quarter ending December 31, 2013 – Second week of February 2014 .
: Audited Results for year ended March 31, 2014 – 3rd or 4th week of May 2014.

11.3 Details of Book Closure For Equity Shareholders:

Nil.

11.4 Dividend Payment Date :

Already paid on August 22, 2012 –Interim Dividend (Shall be confirmed as final dividend for 2011-12 at the ensuing 20th Adjourned Annual General Meeting).

11.5 (i) Listing of Equity Shares on Stock Exchanges :

At BSE Ltd., and National Stock Exchange of India Ltd.

(ii) Payment of Listing Fee:

Listing Fees for the year ended 2012-13 have been paid to BSE Ltd., and National Stock Exchange of India Ltd, where the Company's Equity Shares continue to be listed.

11.6 Stock Code:

Equity Shares

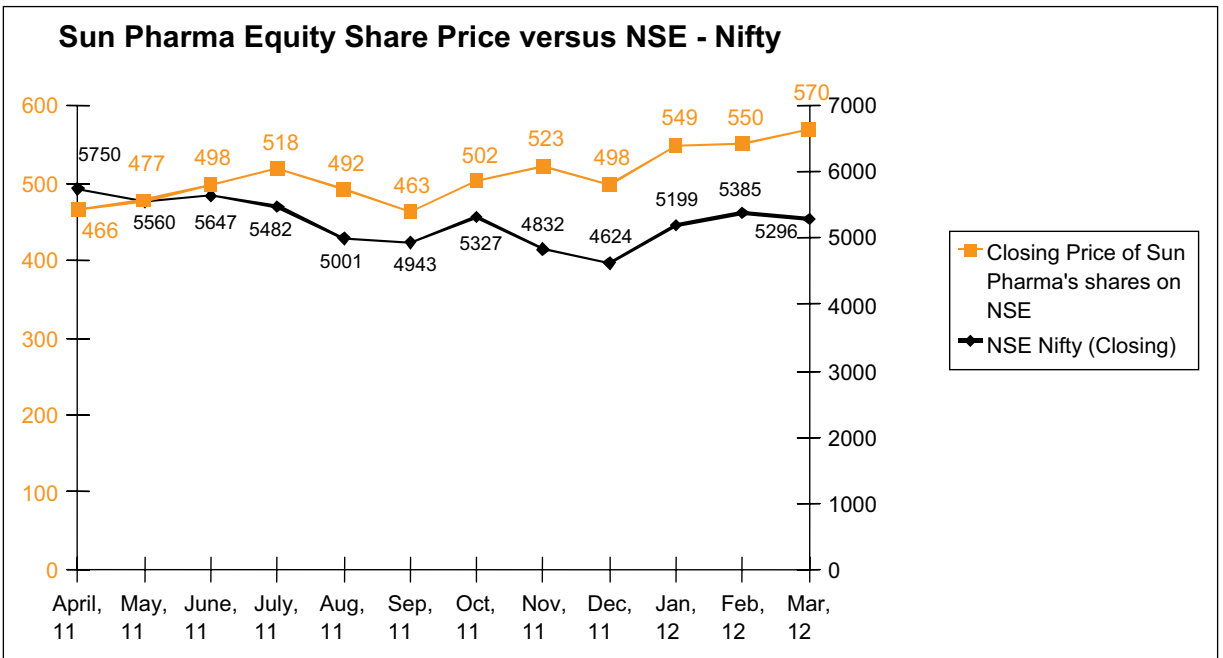
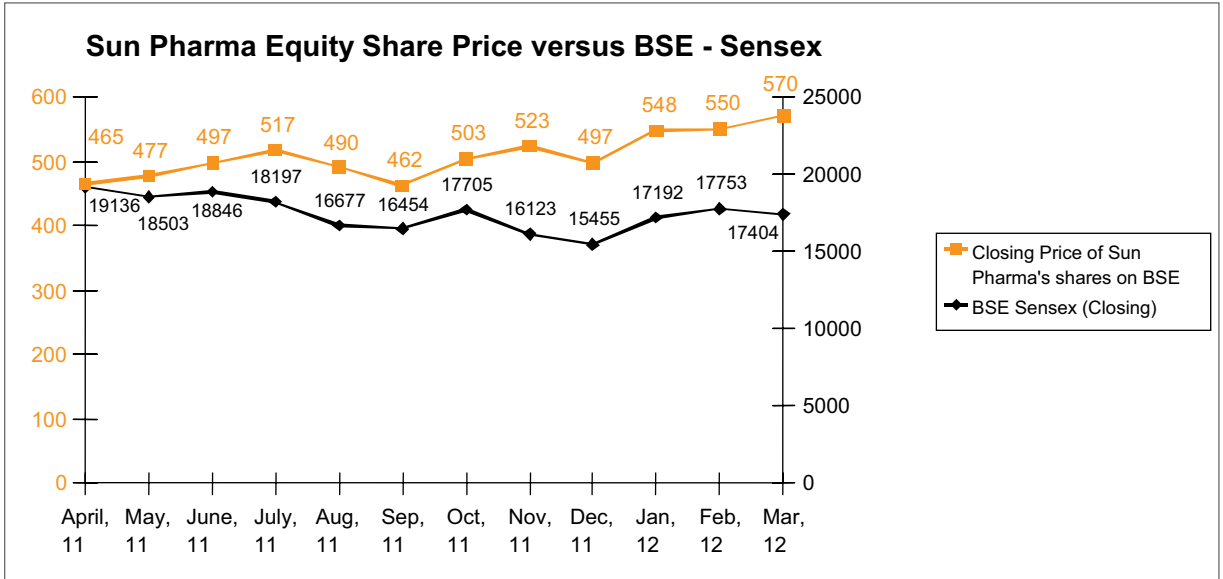
(a) Trading Symbol BSE Ltd. (Demat Segment)	: SUN PHARMA 524715
Trading Symbol National Stock Exchange (Demat Segment)	: SUNPHARMA
(b) Demat ISIN Numbers in NSDL and CDSL for Equity Shares of ₹1/- each	ISIN No. INE044A01036

11.7 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 2011	468.20	427.65	469.50	427.40
May 2011	481.80	423.10	481.00	422.00
June 2011	505.90	460.10	506.25	464.70
July 2011	538.45	493.00	540.00	492.70
August 2011	531.80	451.50	531.50	451.35
September 2011	530.00	456.35	510.80	455.25
October 2011	521.15	448.20	603.00	448.50
November 2011	525.70	486.00	529.50	486.10
December 2011	539.90	492.00	539.95	489.00
January 2012	549.50	488.25	552.00	488.00
February 2012	565.75	532.10	565.80	532.75
March 2012	593.95	535.55	594.00	535.90

(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, 2012.

PERIOD	% Change in		
	SUN PHARMA SHARE PRICE	BSE SENSEX	SUNPHARMA RELATIVE TO SENSEX
Year-on-Year	28.90%	-10.50%	39.40%
2 Years	59.11%	-0.70%	59.81%
3 Years	155.99%	79.27%	76.72%
5 Years	170.16%	33.14%	137.02%
10 Years	1600.38%	401.66%	1198.72%

Share price performance relative to Nifty based on share price on March 31, 2012

PERIOD	% Change in		
	SUN PHARMA SHARE PRICE	NIFTY	SUN PHARMA RELATIVE TO NIFTY
Year-on-Year	28.80%	-9.23%	38.03%
2 Years	59.03%	0.88%	58.15%
3 Years	156.40%	75.29%	81.11%
5 Years	169.75%	38.57%	131.18%
10 Years	1607.08%	368.82%	1238.26%

(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)

Ms.Trupti Parab/Ms.Sujata Poojary
 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, Fax : 022- 25946969

11.10 Share Transfer System

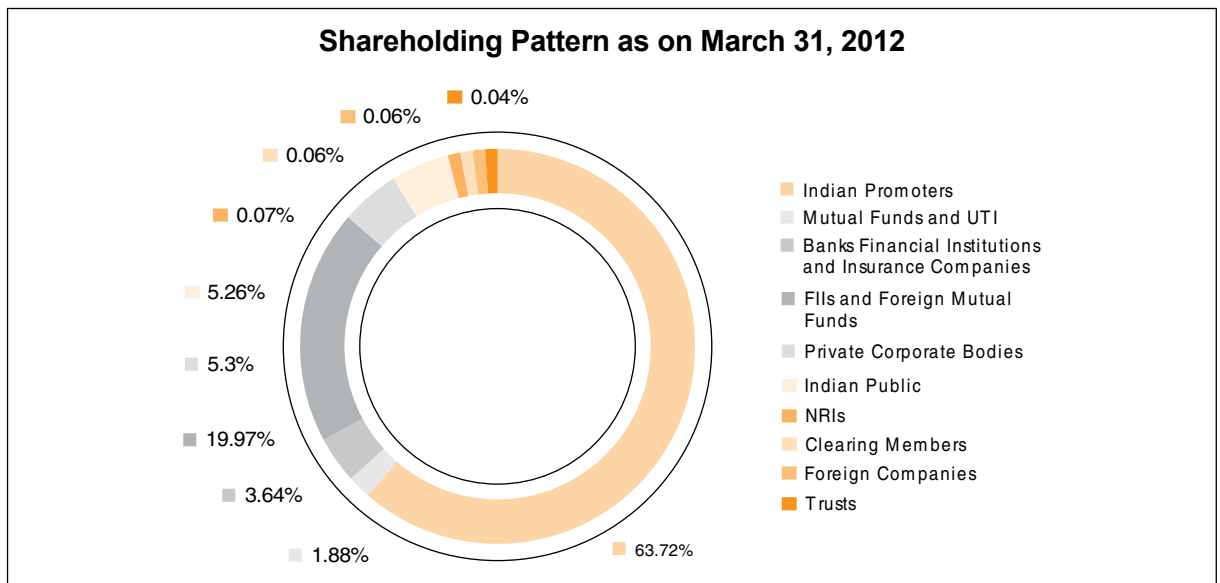
Presently, the share transfers which are received in physical form are processed and transferred by Registrar and Share Transfer Agents and the share certificates are returned within a period of 14 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

11.11 Distribution of Shareholding as on March 31, 2012

No. of Equity Shares held	No. of Accounts		Shares of face value ₹1 each/-	
	Numbers	% to total accounts	Number	% to total shares
Upto 5000	65627	95.53	20275234	1.96
5001 - 10000	1970	2.87	12284344	1.19
10001 - 20000	336	0.49	4698019	0.45
20001 - 30000	134	0.19	3397952	0.33
30001 - 40000	60	0.09	2088791	0.20
40001 - 50000	48	0.07	2175947	0.21
50001 - 100000	142	0.20	10099323	0.97
100001 and above	383	0.56	980562345	94.69
Total	68700	100.00	1035581955	100.00

11.12 Shareholding Pattern as on March 31, 2012 of Equity Shares as per Clause 35 of the Listing Agreement

Particulars	Percentage	No. of Shares
A. Indian Promoters and Persons acting in Concert		
Concert	63.72%	659,828,200
B. Mutual Funds and UTI	1.88 %	19,489,384
C. Banks Financial Institutions and Insurance Companies		
Insurance Companies	3.64 %	37,644,869
D. FIs and Foreign Mutual Funds	19.97 %	206,790,061
E. Private Corporate Bodies	5.30 %	54,854,360
F. Indian Public	5.26 %	54,545,681
G. NRIs	0.07 %	703,371
H. Clearing Members	0.06 %	631,835
I. Foreign Companies	0.06 %	646,450
J. Trusts	0.04 %	447,744
Total	100.00 %	1035,581,955



11.13 Dematerialisation of Shares

About 99.21% of the outstanding Equity shares have been de-materialised up to March 31, 2012. 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 National Stock Exchange of India Ltd., (NSE) and The BSE Ltd.(BSE) Relevant data for the average daily turnover for the financial year 2011-2012 is given below:

	BSE	NSE	BSE + NSE
In no. of share (in Thousands)	87.369	920.99	1008.359
In value terms (₹ Millions)	43.613	459.10	502.713

(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, 2012.

11.15 Plant locations:

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

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

Ms. Trupti Parab / Ms. Sujata Poojary
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, Fax : 022- 25946969

For Shares held in Demat Form

- (b) E-mail id designated by the Company for Investor Complaints
- (c) Any query on Annual Report

To the Depository Participant.
secretarial@sunpharma.com

Mr. Sunil R. Ajmera / Mr. Ashok I. Bhuta / Mr. Nimish Desai / Ms. Mira Desai,
17-B, Mahal Industrial Estate
Mahakali Caves Road
Andheri (East),
Mumbai – 400 093.
sunil.ajmera@sunpharma.com
ashok.bhuta@sunpharma.com
nimish.desai@sunpharma.com
mira.desai@sunpharma.com
secretarial@sunpharma.com

For and on behalf of the Board

Dilip S. Shanghvi

Managing Director

Sudhir V. Valia

Wholetime Director

Sailesh T. Desai

Wholetime Director

Mumbai, 28th May, 2013

ANNEXURE TO CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2012

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

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 Board Members and Senior Management.

For Sun Pharmaceutical Industries Ltd.,

Dilip S. Shanghvi

Managing Director

Date: May 28, 2013.

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 the conditions of Corporate Governance by Sun Pharmaceutical Industries Limited ("the Company") for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreements of the said Company with relevant stock exchanges (hereinafter referred to as Clause 49).

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of 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 and the representations made by the Directors and the Management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in Clause 49.

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
(Firm Registration No.117366W)

Rajesh K. Hiranandani
Partner
(Membership No.36920)

Mumbai, 28th May, 2013