



## SUN PHARMACEUTICAL INDUSTRIES LIMITED

**Registered Office:** SPARC, Tandajja, Vadodara - 390 020, Gujarat, India.

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

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

**CIN:** L24230GJ1993PLC019050

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

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

<b>Day</b>	Tuesday
<b>Date</b>	June 20, 2017
<b>Time</b>	11:15 a.m. IST
<b>Venue</b>	Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020, Gujarat, India

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**AHMEDABAD BENCH**

**CA(CAA) NO. 22/NCLT/AHM/2017**

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Sun Pharmaceutical Industries Limited;

AND

In the matter of Scheme of Arrangement among Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited, Vidyut Investments Limited and Sun Pharmaceutical Industries Limited and their respective members and creditors.

**Sun Pharmaceutical Industries Limited )**  
(CIN: L24230GJ1993PLC019050), a company )  
incorporated under the provisions of Companies )  
Act, 1956 and having its registered office at SPARC, )  
Tandalja, Vadodara - 390 020, Gujarat, India )

..... **Applicant Company**

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

To,  
The Unsecured Creditors of Sun Pharmaceutical Industries Limited (“Applicant Company” / “the Company”).

Notice is hereby given that by an order dated April 18, 2017, the Ahmedabad Bench of the Hon’ble National Company Law Tribunal (“NCLT”) has directed a meeting to be held of unsecured creditors of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement among Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited, Vidyut Investments Limited (collectively “Transferor Companies”) and the Applicant Company and their respective members and creditors (“Scheme of Arrangement”).

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of unsecured creditors of the Applicant Company will be held at Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020, Gujarat, India on Tuesday, June 20, 2017 at 11:15 a.m. IST (“Meeting”) at which time and place the unsecured creditors of the Applicant Company are requested to attend and to consider and, if thought fit, to pass, the following resolution with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of Sun Pharmaceutical Industries Limited (“the Company”) and subject to the approval by the requisite majority of the shareholders and / or the creditors of the Company and as directed by the National Company Law Tribunal, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, approval of the Unsecured Creditors be and is hereby accorded to the Scheme of Arrangement among Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited, Vidyut Investments Limited and the Company and their respective members and creditors (“Scheme of Arrangement”);

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

TAKE FURTHER NOTICE that persons entitled to attend and vote at the Meeting may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at SPARC, Tandalja, Vadodara – 390 020, Gujarat, India not later than 48 hours before the scheduled time of the commencement of the Meeting of the unsecured creditors of the Applicant Company. Forms of proxy can also be obtained from the registered office of the Applicant Company.

Copies of the Scheme of Arrangement and of the Explanatory Statement under section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company and/or at the office of the Advocate Mrs. Swati Soparkar at 301, Shivalik 10, Opp. SBI Zonal Office, Near Excise Chowky, S. M. Road, Ahmedabad 380 015, Gujarat, India.

NCLT has appointed Shri Dilip S. Shanghvi, Managing Director of the Applicant Company, and, in his absence, Shri Sudhir V. Valia, the Whole-time Director of the Applicant Company, and, in his absence, Shri Sailesh T. Desai, the Whole-time Director of the Applicant Company, and, in his absence, Shri S. M. Dadha, the Independent Non-executive Director of the Applicant Company, and, in his absence, Shri Hasmukh S. Shah, the Independent Non-executive Director of the Applicant Company as Chairman of the said Meeting including any adjournment thereof.

The Scheme of Arrangement, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.

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

Dated this 26th Day of April, 2017

Place : Mumbai

**Dilip S. Shanghvi**  
**(DIN: 00005588)**  
**Chairman appointed for the Meeting**

**Registered Office:**

SPARC, Tandalja, Vadodara,  
Gujarat - 390020. India.  
CIN: L24230GJ1993PLC019050

**Notes:**

- 1) All alterations made in the Form of the Proxy should be initialed.
- 2) Only unsecured creditors of the Applicant Company may attend (either in person or by proxy or by authorised representative) at the Meeting. The authorised representative of a body corporate which is an unsecured creditor of the Applicant Company may attend the Meeting provided that a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote at the Meeting is deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting of the unsecured creditors of the Applicant Company.
- 3) AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE AN UNSECURED CREDITOR OF THE APPLICANT COMPANY. The Form of Proxy duly completed should, however, be deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting of the Applicant Company.
- 4) The quorum of the Meeting of the unsecured creditors of the Applicant Company shall be 5 (Five) unsecured creditors of the Applicant Company present in person.
- 5) The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card.
- 6) Unsecured creditor or his Proxy or authorized representative is requested to bring copy of the notice to the Meeting and produce at the entrance of the Meeting venue, the attendance slip duly completed and signed.
- 7) The Notice together with the documents accompanying the same, is being sent to all unsecured creditors by permitted mode whose names appear in the list of unsecured creditors as on March 31, 2017.
- 8) The unsecured creditors may vote in Meeting either in person or by proxies or by authorised representative.

- 9) M/s. C. J. Goswami and Associates, Practicing Company Secretary, Mumbai, has been appointed by the Hon'ble National Company Law Tribunal, as the Scrutinizer to scrutinize the voting by ballot or polling paper.
- 10) The Scrutinizer will submit his report to the Chairman of the Meeting after scrutinizing the voting made by unsecured creditors through ballot or polling paper. The result of the voting on the Resolution at the Meeting shall be announced by the Chairman of the Meeting or any person authorized by him, on or before June 22, 2017. The results will be posted on the website of the Applicant Company at [www.sunpharma.com](http://www.sunpharma.com) as well as on the notice board of the Applicant Company at its registered office and corporate office besides being notified to the stock exchanges where shares of the Applicant Company are listed.
- 11) Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by unsecured creditors at the Registered Office of the Applicant Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting and at the Meeting during the meeting hours.

Enclosure: as above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AHMEDABAD BENCH

CA(CAA) NO. 22/NCLT/AHM/2017

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Sun Pharmaceutical Industries Limited;

AND

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**Sun Pharmaceutical Industries Limited.** )  
(CIN: L24230GJ1993PLC019050), a company )  
incorporated under the provisions of Companies )  
Act, 1956 and having its registered office at SPARC, )  
Tandalja, Vadodara - 390 020, Gujarat, India. )

..... Applicant Company

**EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 102 OF THE COMPANIES ACT, 2013 AND READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE SCHEME OF ARRANGEMENT AMONG SUN PHARMA MEDISALES PRIVATE LIMITED, RANBAXY DRUGS LIMITED, GUFIC PHARMA LIMITED, VIDYUT INVESTMENTS LIMITED AND SUN PHARMACEUTICAL INDUSTRIES LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS.**

1. Pursuant to the Order dated April 18, 2017, passed by the Hon'ble National Company Law Tribunal ("NCLT"), Ahmedabad Bench, in CA(CAA) No. 22/NCLT/AHM/2017, a meeting of the unsecured creditors of Sun Pharmaceutical Industries Limited is being convened at Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020, Gujarat, India on Tuesday, June 20, 2017 at 11:15 a.m., for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement among Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited, Vidyut Investments Limited (collectively, "Transferor Companies") and Sun Pharmaceutical Industries Limited ("Applicant Company" / "Transferee Company" / "Company") ("Scheme of Arrangement") and their respective members and creditors. Notice of the said meeting together with the copy of the Scheme of Arrangement is sent herewith. This statement explaining the terms of the Scheme of Arrangement is being furnished as required u/s 230(3) of the Companies Act, 2013.
2. The draft Scheme of Arrangement was placed before the Audit Committee and Board of Directors of the Applicant Company at their respective meetings held on November 10, 2016. In accordance with the provisions of SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated November 30, 2015, the Audit Committee of the Applicant Company vide a resolution passed on November 10, 2016 recommended the Scheme of Arrangement to the Board of Directors of the Applicant Company, inter-alia, taking into account the Fairness Opinion dated November 10, 2016 issued by Vivro Financial Services Private Limited, an independent Merchant Banker. The Board of Directors of the Applicant Company in its meeting held on November 10, 2016 approved the Scheme of Arrangement, inter alia, based on such recommendation of the Audit Committee.
3. **List of the Companies/Parties involved in the Scheme of Arrangement:**
  - a) Sun Pharmaceutical Industries Limited ("Applicant Company" / "Transferee Company")
  - b) Sun Pharma Medisales Private Limited ("Transferor Company 1")
  - c) Ranbaxy Drugs Limited ("Transferor Company 2")
  - d) Gufic Pharma Limited ("Transferor Company 3")
  - e) Vidyut Investments Limited ("Transferor Company 4")

4. **Details of the Companies/Parties to the Scheme of Arrangement:**

**A. Sun Pharmaceutical Industries Limited**

- a) Sun Pharmaceutical Industries Limited, the Transferee Company, came into existence by conversion of a partnership firm in the name and style of “Sun Pharmaceutical Industries” into a company in the name and style of Sun Pharmaceutical Industries Limited on March 1, 1993 under the provisions of Part IX of the Companies Act, 1956 with its running business activities. It is a listed public limited company having Corporate Identification Number (“CIN”): L24230GJ1993PLC019050 and PAN: AADCS3124K. The Equity Shares of the Applicant Company are listed on the National Stock Exchange of India Limited and BSE Limited.
- b) The Registered Office of the Applicant Company is situated at SPARC, Tandalja, Vadodara – 390020, Gujarat, India. The email address of the Applicant Company is [secretarial@sunpharma.com](mailto:secretarial@sunpharma.com).
- c) The main objects of the Applicant Company are set out in the Memorandum of Association which are as under:
1. *To carry on the business as manufacturers, dealers, Job workers, processors, sellers, retailer, buyers, wholesalers, importers, exporters in pharmaceuticals, pharmaceutical-fine-Chemicals, pharmaceutical products, bulk drugs, intermediates, medicines, allopathic, ayurvedic, Homeopathic, unani, patent medicines, lotions, cosmetics, formulations, pills, injection, tablets, capsules, ointments, plasma, biological products, biotechnological products, monoclonal antibodies genetic, engineering products, tissue culture products, herbs, cosmetics, toiletries and to carry on the business of vialling, bottling, repacking, processing of capsules, syrups, tablets and ointments.*
  - 1A. *To establish, provide, maintain and conduct or otherwise subsidise research and development laboratories or facilities and experimental workshop for scientific and technical research and to undertake and carry on all types of science and technical research, experiments, process development and tests to all kinds and to promote, sell and lease studies and research both scientific and technical investigations, process development and invention in pharmaceutical formulations and research both scientific and technical investigations, process development and invention in pharmaceutical formulations, bulk drugs etc. and to make available products and processes on commercial scale or otherwise to pharmaceutical and other companies and other persons and also to maintain and provide subsidized endow or assist laboratories, workshops, libraries, lectures, meetings and conferences and to provide for the remunerations of scientific or technical researchers of professors or teachers and to provide for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiments, tests of any kind that may be considered likely to assist the business which the company is authorized to carry on.*
- d) The Applicant Company on the consolidated basis is the world’s fourth largest specialty generic pharmaceutical company and India’s top pharmaceutical company, *inter alia*, engaged in the business of development, manufacture, marketing, sale, trading, and export of various generic drug formulations and the manufacture of drugs and pharmaceutical products. The pharmaceutical products of the Applicant Company are also sold all over the globe including to USA and various regulated markets of the world,
- e) i. The authorised, issued, subscribed and paid-up share capital of the Applicant Company as on the date of approval of the Scheme of Arrangement by the Board of Directors viz. November 10, 2016, was as set out below:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,92,53,959 fully-paid up equity shares of face value of INR 1/- each	239,92,53,959
<b>TOTAL</b>	<b>239,92,53,959</b>

- ii. Subsequent to November 10, 2016, Allotment Committee of Directors of the Applicant Company at its meetings held on November 22, 2016 and February 14, 2017, allotted 16,229 (Sixteen Thousand Two Hundred and Twenty Nine) and 20,993 (Twenty Thousand Nine Hundred and Ninety Three) equity shares of INR 1/- (Rupee One Only) each of the Applicant Company respectively, on exercise of stock options under the Sun Employee Stock Option Scheme – 2015. Accordingly, share capital of the Applicant Company as on March 31, 2017, was as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 cumulative preference shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,92,91,181 fully-paid up equity shares of face value of INR 1/- each	239,92,91,181
<b>TOTAL</b>	<b>239,92,91,181</b>

**Note:** The issued, subscribed and paid-up share capital includes equity shares held by Sun Pharma Employees Stock Option Plan Trust.

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

**i. Promoters**

Sr. No.	Name	Address
1.	Mr. Dilip S. Shanghvi	'Tirth' Plot No. 17, New India Society, 12th Road, Juhu Vile Parle Scheme, Mumbai - 400 049
<b>Promoter Group</b>		
1.	Viditi Investment Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
2.	Tejaskiran Pharmachem Industries Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
3.	Family Investment Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
4.	Quality Investment Private Limited	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
5.	Virtuous Finance Private Limited	401-404, 4th Floor, The Eagle's Flight, Suren Road, Off Andheri-Kurla Road Andheri (East), Mumbai – 400 093
6.	Virtuous Share Investments Private Limited	401-404, 4th Floor, The Eagle's Flight, Suren Road, Off Andheri-Kurla Road Andheri (East), Mumbai – 400 093
7.	Sholapur Organics Pvt Ltd	F.P 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
8.	Vibha Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12th Road, Juhu Vile Parle Scheme, Mumbai - 400 049
9.	Kumud Shantilal Shanghvi	'Tirth' Plot No. 17, New India Society, 12th Road, Juhu Vile Parle Scheme, Mumbai - 400 049
10.	Aalok Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12th Road, Juhu Vile Parle Scheme, Mumbai - 400 049
11.	Vidhi Dilip Shanghvi	'Tirth' Plot No. 17, New India Society, 12th Road, Juhu Vile Parle Scheme, Mumbai - 400 049

Sr. No.	Name	Address
12.	Jeevanrekha Investrade Private Limited	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
13.	Kumud S Shanghvi Trustee of Shanghvi Family & Friends Benefit Trust	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
14.	Package Investrade Private Limited	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
15.	Shanghvi Finance Private Limited	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
16.	Asawari Investment & Finance Private Limited	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
17.	Flamboyawer Finance Private Limited	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
18.	Sanghvi Properties Private Limited	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
19.	Gujarat Sun Pharmaceutical Industries Private Limited	402, 4th Floor, R. K. Centre, Fatehgunj Main Road, Baroda - 390 002
20.	Nirmit Exports Private Limited	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
21.	Sudhir Vrundavandas Valia	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (East), Mumbai - 400014
22.	Raksha Sudhir Valia*	801, Aalap Building, 173, Sir Bhalchandra Road, Dadar (East), Mumbai - 400014
23.	Aditya Medisales Limited*	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057
24.	Unimed Investments Limited*	FP 145, Ram Mandir Road, Vile Parle (East), Mumbai – 400 057

**Following Promoter Group persons/entities have been re-classified from Promoter Group Category to Public Category vide receipt of approval from National Stock Exchange of India Limited on October 7, 2016 and BSE Limited on October 10, 2016, pursuant to reclassification of status of shareholders in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

1.	Jayant Shantilal Sanghvi	Pratham, Iskon Temple Road, Gotri, Vadodara – 390 007
2.	Varsha Kiran Doshi	D-702, Panchsheel Heights, Poisur Gymkhana Road, Mahavir Nagar, Kandivali (West), Mumbai – 400 067
3.	Dipti Nirmal Modi	152, Vishramalaya, 3rd Floor, Sion (East), Mumbai – 400 022
4.	Kirit Valia	2201, La Sonrisa, L N Road, Matunga East, Mumbai 400 019
5.	Kirit Valia HUF	2201, La Sonrisa, L N Road, Matunga East, Mumbai 400 019
6.	Jitendra Vrundavandas Valia	801-A, Royal Grace, 28 L.T. Colony Marg No. 2, Dadar East, Mumbai 400 014
7.	Jitendra V Valia (HUF)	801-A, Royal Grace, 28 L.T. Colony Marg No. 2, Dadar East, Mumbai 400 014
8.	Ajay Vrundavandas Valia	B-802, Nilamber Bellisimo, B/s Spring County-2, Vasna Bhayuli Road, Vadodara - 391 410, Gujarat
9.	Pratham Investments (held on behalf of the firm by its partners)	Pratham Investments, Pratham, Makrand Desai Road, Gotri, Vadodara - 390 007 Gujarat

**\* Persons Acting in Concert**

ii. **Directors**

Sr. No.	Name	Address
1.	Mr. Dilip S. Shanghvi	'Tirth' Plot No. 17, New India Society, 12th Road, Juhu Vile Parle Scheme, Mumbai - 400 049
2.	Mr. Israel Makov	20, Hanarkis Street, Karne Yosef 99797, Israel 99797
3.	Mr. Sudhir Valia	801, Alaap Building, 8th Floor 173, Sir Balchandra Road, Dadar (E) Mumbai 400014
4.	Mr. Sailesh T. Desai	1003, Bldg A, Shri Aditya CHS, Samarth Ramdas Road, Vile Parle west Mumbai 400049
5.	Mr. S M Dadha	New no 250/ Old no 268, Lloyds Road, Royapettah Chennai 600014
6.	Mr. Hasmukh Shah	10, Ishavashyam, Sevasi - Mahapura Road, Mahapura Vadodara 391101
7.	Ms. Rekha Sethi	32, Uday Park, First Floor, New Delhi 110 049
8.	Mr. Ashwin Dani	Home Villa 48, Krishna Sanghi Path Mumbai 400007
9.	Mr. Keki Mistry	Flat no. 2603, 26th Floor Vivarea, B-Wing, S G Marg, Mahalaxmi (East) Mumbai 400011
10.	Mr. Kalyanasundaram Subramanian*	25, Hill Park, Dr. A. G. Bell Road, Malabar Hill, Mumbai 400006

\* Appointed as an Additional and Whole-time Director w.e.f. February 14, 2017.

- g) The amount due to Unsecured Creditors of Applicant Company as on December 31, 2016 is ₹ 73,902.79 millions.

**B. Sun Pharma Medisales Private Limited**

- a) Sun Pharma Medisales Private Limited, the Transferor Company 1, is a private limited company incorporated under the provisions of the Companies Act, 2013 having CIN: U36996GJ2016PTC093861 and PAN: AAXCS7500F. It came into existence by conversion of a partnership firm in the name and style of "Solrex Pharmaceuticals Company" as a company in the name and style of Sun Pharma Medisales Private Limited on September 23, 2016 under the provisions of Part I of Chapter XXI of the Companies Act, 2013 with its running business activities.
- b) The Registered Office of the Transferor Company 1 is situated at SPARC, Tandolja, Vadodara – 390020, Gujarat, India. The email address of the Transferor Company 1 is [secretarial1@sunpharma.com](mailto:secretarial1@sunpharma.com).
- c) The main objects of the Transferor Company 1 are set out in the Memorandum of Association which are as under:
- To carry on the business as manufacturers, dealers, job workers, processors, sellers, retailer, buyers, wholesalers, importers, exporters in pharmaceuticals-fine-Chemicals, pharmaceutical products, bulk drugs, intermediates, medicines, allopathic, ayurvedic, homeopathic, unani, patent medicines, lotions, cosmetics, formulations, pills, injection, tablets, capsules, ointments, plasma, biological products, biotechnological products monoclonal antibodies, genetic, engineering products, tissue culture products, herbs, cosmetics, toiletries and to carry on the business of vialling, bottling, repacking, processing of capsules, syrups, tablets and ointments.*
- d) The Transferor Company 1 is mainly engaged in manufacturing and trading in pharmaceutical products.
- e) The authorised, issued, subscribed and paid-up share capital of the Transferor Company 1 as on November 9, 2017, viz the date of approval of the Scheme of Arrangement and as on March 31, 2017 was as under:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
1,00,000 equity shares of face value of INR 10/- each	10,00,000
<b>TOTAL</b>	<b>10,00,000</b>

Particulars	Amount (INR)
<b>Issued, subscribed and paid-up share capital</b>	
1,00,000 fully-paid up equity shares of face value of INR 10/- each	10,00,000
<b>TOTAL</b>	<b>10,00,000</b>

There has been no change in the above capital structure of the Transferor Company 1 subsequent to March 31, 2017. The entire issued, subscribed and fully paid up share capital is held by the wholly-owned subsidiaries of the Applicant Company including the other three Transferor Companies.

- f) The details of the promoters and present directors of Transferor Company 1 along with their addresses are as follows:

**i. Promoters**

Sr. No.	Name	Registered Office Address
1.	Ranbaxy Drugs Limited	SPARC, Tandalja, Vadodara – 390020, Gujarat
2.	Gufic Pharma Limited	G-7-8-9, Metro Commercial Centre, Ashram Road, Ahmedabad – 380009
3.	Vidyut Investments Limited	SPARC, Tandalja, Vadodara – 390020, Gujarat
4.	Faststone Mercantile Company Private Limited	Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059
5.	Softdeal Trading Company Private Limited	Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059
6.	Realstone Multitrade Private Limited	Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059
7.	Skisen Labs Private Limited	Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai – 400 059

**ii. Directors**

Sr. No.	Name	Address
1.	Mr. Sandeep Mehandroo	Flat No-9494, Sec-C,Pkt-9 Vasant Kunj, New Delhi-110070
2.	Mr. Sanjay Jerry	H. No. 741, Sector-28, Faridabad-121003
3.	Mr. Prince K. Elias	Flat No. 403, Bldg No. 2, Shreeji Splendor, Brahmmand, Thane-400607

- g) The amount due to Unsecured Creditors of Transferor Company 1 as on December 31, 2016 is ₹ 213.55 millions.

**C. Ranbaxy Drugs Limited**

- a) Ranbaxy Drugs Limited, the Transferor Company 2, is an unlisted public limited company having CIN: U24232GJ1984PLC095288 and PAN: AAACR8579G which was originally incorporated on January 31, 1984 under the provisions of the Companies Act, 1956 by the name and style of Ranbaxy Drugs Private Limited as per the certificate of incorporation issued by the Registrar of Companies, Punjab, H.P. & Chandigarh. Consequent upon its conversion into a limited company, its name was changed to Ranbaxy Drugs Limited on September 9, 1987.
- b) Presently, the Registered Office of the Transferor Company 2 is situated at SPARC, Tandalja, Vadodara – 390020, Gujarat, India. The registered office of the Transferor Company 2 was shifted from A-41, Industrial Area Phase VIII-A, Sahibzada Ajit Singh Nagar (Mohali)-160071, Punjab, India to Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon-East, Mumbai-400063, Maharashtra, India with effect from August 01, 2016 and a Certificate of Registration of Regional Director order for Change of State was issued by Registrar of Companies, Mumbai on August 26, 2016 and further from Sun House, Plot No. 201 B/1, Western

Express Highway, Goregaon-East, Mumbai-400063, Maharashtra, India to SPARC, Tandajja, Vadodara – 390020, Gujarat, India with effect from December 23, 2016 and a Certificate of Registration of Regional Director order for Change of State was issued by Registrar of Companies, Ahmedabad on January 27, 2017. The email address of the Transferor Company 2 is secretarial1@sunpharma.com.

- c) The main objects of the Transferor Company 2 are set out in the Memorandum of Association which are as under:
1. *To manufacture, buy, sell, import and export and deal in drugs, medicines, pharmaceuticals, heavy and fine chemicals, oilman stores, hospital requisites, toilet requisites, sera, vaccines, biological, proprietary medicines, contraceptives, medical gases, dental, optical goods of all descriptions, industrial and technical drugs and chemicals, oil and tinctures, extracts, aromatic chemicals and synthetic perfumes, soaps, cosmetics, perfumes preparations of hair, dyes, essential items for everyday use in domestic hygiene and other purposes.*
  2. *To carry on the business of manufacturing of antibiotics, chemotherapeutics, cortisone derivatives vitamins and other chemicals specialties and also vialling, bottling and repacking of these, processing of capsules, syrups, tablets, ointments, injections, drops and any other formulations.*
  3. *To carry on the business of chemist, druggists, dry salters and dealers in pharmaceutical, medicinal, chemical industrial and other preparations and articles, compounds, cements, oils, phenyl drugs, herbs, surgical apparatus and materials and manufactures of patent and other medicines, indigenous drugs, pharmaceutical medicinal, industrial and other preparations, and makers of all kinds of surgical apparatus and materials of hospital requisites and appliances.*
  4. *To carry on the business of chemical engineers and manufactures of acids, alkalis, salts, chemicals, heavy and fine analytical mixtures and compounds of any nature, drugs and pharmaceuticals, insecticides, and manufactures of apparatuses and machinery for the testing and manufacture of the aforesaid articles.*
  5. *To carry on the business of manufacturing, refining, preparing and dealing in all kinds of patent medicines, oils, soaps and oil generous and saponaceous substances and their bye-products, whatsoever, and buy, sell or deal in the same.*
- d) The main business of Transferor Company 2, *inter alia*, is to engage in manufacturing and dealing in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities. However, presently Transferor Company 2 is not carrying on any active business except holding of equity investment in Transferor Company 1 and Transferor Company 3.
- e) The authorised, issued, subscribed and paid-up share capital of the Transferor Company 2 as on November 9, 2017, viz the date of approval of the Scheme of Arrangement and as on March 31, 2017 was as under:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorised share capital</b>	
7,90,50,000 equity shares of face value of INR 10/- each	79,05,00,000
2,10,00,000 Non-cumulative redeemable preference shares of face value of INR 10/- each	21,00,00,000
<b>TOTAL</b>	<b>100,05,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
31,00,020 fully-paid up equity shares of face value of INR 10/- each	3,10,00,200
250 10% Non-cumulative redeemable preference shares of face value of INR 10/- each	2,500
<b>TOTAL</b>	<b>3,10,02,700</b>

There has been no change in the above capital structure of the Transferor Company 2 subsequent to March 31, 2017. The entire issued, subscribed and fully paid up share capital is beneficially held by the Applicant Company.

- f) The details of the promoters and present directors of the Transferor Company 2 along with their addresses are as follows:

**i. Promoters**

Sr. No.	Name	Address
1.	Sun Pharmaceutical Industries Limited	SPARC, Tandalja, Vadodara – 390020, Gujarat

**ii. Directors**

Sr. No.	Name	Address
1.	Mr. Sandeep Mehandroo	Flat No-9494, Sec-C,Pkt-9 Vasant Kunj, New Delhi-110070
2.	Mr. Sanjay Jerry	H. No. 741, Sector-28, Faridabad-121003
3.	Ms. Meetal Sampat	303, Sandy Flama, Dosti Flamingos Complex, Tokersi Jivraj Road, Parel - Sewree, Mumbai-400015

- g) The amount due to Unsecured Creditors of Transferor Company 2 as on December 31, 2016 is Nil.

**D. Gufic Pharma Limited**

- a) Gufic Pharma Limited, the Transferor Company 3, is an unlisted public limited company having CIN: U24231GJ1983PLC006323 and PAN: AACCG2172J which was originally incorporated on June 25, 1983 under the provisions of the Companies Act, 1956 by the name and style of Gufic Pharma Private Limited as per the certificate of incorporation issued by the Registrar of Companies, Gujarat. Consequent upon its conversion into a deemed public limited company, its name was changed to Gufic Pharma Limited on July 5, 1995.
- b) The Registered Office of the Transferor Company 3 is situated at G-7-8-9, Metro Commercial Centre, Ashram Road, Ahmedabad – 380009, Gujarat, India. The email address of the Transferor Company 3 is [secretarial1@sunpharma.com](mailto:secretarial1@sunpharma.com).
- c) The main objects of the Transferor Company 3 are set out in the Memorandum of Association which are as under:
- To carry on the business of manufacturers, distributors, sellers, purchasers, importers, exporters, indentors and otherwise traders and dealers in all kinds and classes of bulk drugs and intermediates, pharmaceutical formulations, fine chemicals and intermediates, cosmetics, medicinal items.*
- d) The main business of Transferor Company 3, *inter alia*, is to engage in the manufacturing and dealing in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities. However, presently Transferor Company 3 is not carrying on any active business except holding certain trademarks which are licensed to the Applicant Company and holding of equity investment in Transferor Company 1.
- e) The authorised, issued, subscribed and paid-up share capital of the Transferor Company 3 as on November 9, 2017, viz the date of approval of the Scheme of Arrangement and as on March 31, 2017 was as under:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
5,000 equity shares of face value of INR 100/- each	5,00,000
<b>TOTAL</b>	<b>5,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
5,000 fully-paid up equity shares of face value of INR 100/- each	5,00,000
<b>TOTAL</b>	<b>5,00,000</b>

There has been no change in the above capital structure of the Transferor Company 3 subsequent to March 31, 2017. The entire issued, subscribed and fully paid up share capital is held by the Applicant Company and the Transferor Company 2.

- f) The details of the promoters and present directors of the Transferor Company- 3 along with their addresses are as follows:

**i. Promoters**

Sr. No.	Name	Address
1.	Sun Pharmaceutical Industries Limited	SPARC, Tandalja, Vadodara – 390020, Gujarat

**ii. Directors**

Sr. No.	Name	Address
1.	Mr. Sandeep Mehandroo	Flat No-9494, Sec-C, Pkt-9 Vasant Kunj, New Delhi-110070
2.	Mr. Sanjay Jerry	H. No. 741, Sector-28, Faridabad-121003
3.	Mr. Prince K. Elias	Flat No. 403, Bldg No. 2, Shreeji Splendor, Brahmand, Thane-400607

- g) The amount due to Unsecured Creditors of Transferor Company 3 as on December 31, 2016 is Nil.

**E. Vidyut Investments Limited**

- a) Vidyut Investments Limited, the Transferor Company 4, is an unlisted public limited company having CIN: U67120GJ1988PLC095186 and PAN: AAACV0129J, which was originally incorporated on June 1, 1988 under the provisions of the Companies Act, 1956 as per the certificate of incorporation issued by the Registrar of Companies, Punjab, H.P. & Chandigarh. It was also registered as a Non Banking Financial Institution vide certificate of registration No. 06.00114 dated May 8, 1988 issued by RBI (“NBFC Registration”). It voluntarily surrendered and applied for the cancellation of NBFC Registration vide letter dated August 3, 2007. RBI vide its order dated December 7, 2007 had cancelled the NBFC Registration as requested by the Transferor Company 4.
- b) Presently, the Registered Office of the Transferor Company 4 is situated at SPARC, Tandalja, Vadodara – 390020, Gujarat, India. The registered office of the Transferor Company 4 was shifted from A-41, Industrial Area Phase-VIII A, Sahibzada Ajit Singh Nagar (Mohali)-160071, Punjab, India to SPARC, Tandalja, Vadodara – 390020, Gujarat, India with effect from January 04, 2017 and a Certificate of Registration of Regional Director order for Change of State was issued by Registrar of Companies, Ahmedabad on January 18, 2017. The email address of the Transferor Company 4 is [secretarial1@sunpharma.com](mailto:secretarial1@sunpharma.com).
- c) The main objects of the Transferor Company 4 are set out in the Memorandum of Association which are as under:
- To carry on in India or elsewhere in all its branches, the business of hire purchase, general finance, housing finance, investment and leasing and to provide an advisory/ consultancy services for Leasing, Hire Purchase, Finance and Investment.*
  - To carry on the business of an investment company and to buy, underwrite, lease, invest in movable and immovable property, acquire, hold shares, stocks, debentures, debenture stock, bonds, obligations and securities, of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, State dominions, sovereign, rulers, commissioners, public body or authority, supreme. Municipal local or otherwise, firm or person whether in India or elsewhere.*
  - To invest money in all kinds of industrial and commercial enterprises for any kind of trade, business and commercial activities.*
  - To invest money(not amounting to banking business) on personal security or on the security, of leasehold and freehold land, shares, securities, stock, merchandise and other property and assets and generally to lend and advance money to such persons, firms, or companies and upon such terms and subjects to such conditions as may seem expedient.*

5. To purchase, sell and deal in Government promissory notes and securities, port, trusts, debentures, corporation securities, shares and stock.

- d) The main business of the Transferor Company 4, *inter alia*, is to engage in the business of hire purchase, general finance, housing finance, investment and leasing and to provide an advisory/consultancy services for leasing, hire purchase, finance and investment and other ancillary and incidental business activities. However, at present, it is not engaged into any of these activities.
- e) The authorised, issued, subscribed and paid-up share capital of the Transferor Company 4 as on November 9, 2017, viz the date of approval of the Scheme of Arrangement and as on March 31, 2017 was as under:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
2,57,50,000 equity shares of face value of INR 10/- each	25,75,00,000
25,000 10% Non-cumulative redeemable preference shares of face value of INR 100/- each	25,00,000
<b>TOTAL</b>	<b>26,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,50,08,400 fully-paid up equity shares of face value of INR 10/- each	25,00,84,000
<b>TOTAL</b>	<b>25,00,84,000</b>

There has been no change in the above capital structure of the Transferor Company 4 subsequent to March 31, 2017. The entire issued, subscribed and fully paid up share capital is beneficially held by the Applicant Company.

- f) The details of the promoters and present directors of Transferor Company 4 along with their addresses are as follows:

**i. Promoters**

Sr. No.	Name	Address
1.	Sun Pharmaceutical Industries Limited	SPARC, Tandalja, Vadodara – 390020, Gujarat

**ii. Directors**

Sr. No.	Name	Address
1.	Mr. Sandeep Mehandroo	Flat No-9494, Sec-C, Pkt-9 Vasant Kunj, New Delhi-110070
2.	Mr. Sanjay Jerry	H. No. 741, Sector-28, Faridabad-121003
3.	Mr. Chintan J. Shah	B 201 Pankaj Bldg, Kamal Apartments, Shankar Lane, Kandivali West, Mumbai-400067
4.	Mr. Mukesh K. Gohel	R. No. 4, Gadhiali Chawl, Sarojini Naydu Road, Kandivali West, Mumbai-400067

- g) The amount due to Unsecured Creditors of Transferor Company 4 as on December 31, 2016 is Nil.

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

- a) The entire shareholding of Transferor Company 1 is held by subsidiaries of Applicant Company including Transferor Company 2, Transferor Company 3 and Transferor Company 4 which are parties to the Scheme of Arrangement. Accordingly, Transferor Company 1 is the indirect subsidiary of Applicant Company.
- b) Transferor Company 2 is wholly owned subsidiary of Applicant Company.
- c) The entire shareholding of Transferor Company 3 is held by Applicant Company and Transferor Company 2. Accordingly, Transferor Company 3 is the subsidiary of Applicant Company.

- d) Transferor Company 4 is wholly owned subsidiary of Applicant Company.
- e) Therefore, all Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Applicant Company.
- f) The Transferor Companies have certain common Directors. The Promoter of Transferor Companies is Applicant Company and/or Applicant Company's subsidiary companies.

**6. Details of the Board meeting at which the Scheme of Arrangement was approved by the Board of Directors of the Applicant Company and Transferor Companies including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.**

- a) Mr. Israel Makov, Mr. Dilip S. Shanghvi, Mr. Sudhir Valia, Mr. Sailesh T. Desai, Mr. S M Dadha, Ms. Rekha Sethi, Mr. Ashwin Dani and Mr. Keki Mistry, Directors of the Applicant Company, had attended the Board meeting held on November 10, 2016 and had unanimously approved the Scheme of Arrangement. Leave of absence was granted to Mr. Hasmukh Shah for the said Board meeting as requested by him.
- b) Mr. Sandeep Mehandroo, Mr. Sanjay Jerry and Mr. Prince K. Elias, Directors of the Transferor Company 1, had attended the Board meeting held on November 09, 2016 and had unanimously approved the Scheme of Arrangement.
- c) Mr. Sandeep Mehandroo, Mr. Sanjay Jerry and Ms. Meetal Sampat, Directors of the Transferor Company 2, had attended the Board meeting held on November 09, 2016 and had unanimously approved the Scheme of Arrangement.
- d) Mr. Sandeep Mehandroo, Mr. Sanjay Jerry and Mr. Prince K. Elias, Directors of the Transferor Company 3, had attended the Board meeting held on November 09, 2016 and had unanimously approved the Scheme of Arrangement.
- e) Mr. Sandeep Mehandroo, Mr. Sanjay Jerry, Mr. Chintan J. Shah and Mr. Mukesh K. Gohel, Directors of the Transferor Company 4, had attended the Board meeting held on November 09, 2016 and had unanimously approved the Scheme of Arrangement.

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

All Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company. In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be amalgamated with Transferee Company. The amalgamation of Transferor Companies with Transferee Company would *inter alia* have the following benefits:

- a) The amalgamation will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.
- b) The amalgamation will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will fuel the growth of the business and help effectively address the ever growing competition.
- c) The amalgamation will result in economy of scales, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.
- d) The amalgamation will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company.
- e) The amalgamation would motivate employees of the Transferor Companies by providing better opportunities to scale up their performance with a larger corporate entity having large revenue base, resources, asset base etc. which will boost employee morale and provide impetus to better corporate performance ultimately enhancing overall shareholder value.
- f) The Transferor Companies and Transferee Company intend to / can achieve larger product portfolio, economies of scale, efficiency, optimisation of logistic and distribution network and other related economies by consolidating the business operations being managed by different management teams.

## 8. Salient features / details / extract of the Scheme of Arrangement

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

- a) The Scheme of Arrangement provides for amalgamation of Transferor Companies with the Applicant Company. All the Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Applicant Company. Therefore, the amalgamation is proposed to consolidate and effectively manage the Transferor Companies and the Applicant Company in a single entity to achieve the perceived benefits as stated above in clause no. 7.
- b) The appointed date for the Scheme has been fixed as April 1, 2017 or such other date as may be agreed between the Transferor Companies and the Applicant Company and approved by the NCLT and is the date with effect from which the Scheme of Arrangement shall upon receipt of requisite approvals, be deemed to be operative.
- c) The effective date shall mean the last of the dates on which the conditions referred to in Clause 19 of Scheme of Arrangement have been fulfilled.
- d) The entire share capital (equity share capital as well as preference share capital, where applicable) of the Transferor Companies is, directly or indirectly through wholly-owned subsidiary companies, beneficially held by the Applicant Company. In other words, the Transferor Companies are the direct or indirect wholly-owned subsidiary companies of the Applicant Company. Accordingly, pursuant to this Scheme of Arrangement, no shares of the Applicant Company shall be issued and allotted in respect of shares held by it or its subsidiary companies in the Transferor Companies. Upon the Scheme of Arrangement becoming effective, the entire share capital (equity share capital as well as the preference share capital, where applicable) of the Transferor Companies shall be cancelled and extinguished without any further act, deed or instrument as an integral part of this Scheme of Arrangement. The investments in the shares of the Transferor Companies appearing in the books of account of the Applicant Company or other subsidiary companies of the Applicant Company shall, without any further act, deed or instrument, stand cancelled. Thus, there is no share exchange ratio involved in the Scheme of Arrangement.

### e) 12. Accounting Treatment in the books of the Transferee Company

- 12.1. *The Transferee Company shall account for the amalgamation in its books of account as per the "Pooling of Interest Method" prescribed under Indian - Accounting Standard 103 – "Business Combinations" notified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other applicable accounting standards prescribed under the Act.*
- 12.2. *All the assets and liabilities of the Transferor Companies shall stand transferred to, and the same shall be recorded by, the Transferee Company at their respective carrying amount and in the same form as appearing in the books of account of the Transferor Companies.*
- 12.3. *The balance of the retained earnings in the books of account of the Transferor Companies shall be aggregated with the corresponding balance of retained earnings of the Transferee Company.*
- 12.4. *The identity of the reserves standing in the books of account of the Transferor Companies shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in and at the same values at which they appeared in the financial statements of the Transferor Companies. As a result of preserving the identity, reserves which prior to this Scheme becoming effective were available for distribution as dividend would also be available for distribution as dividend after the Scheme becoming effective.*
- 12.5. *As stated in Clause 11 above, no new shares will be issued or allotted by the Transferee Company pursuant to this Scheme and the investments in the shares (equity as well as preference) of the Transferor Companies appearing, inter alia, in the books of account of the Transferee Company shall stand cancelled. The difference between the amount of investment in the shares (equity as well as preference) of the Transferor Companies appearing in the books of account of the Transferee Company and the amount of issued, subscribed and paid-up share capital (equity as well as preference) standing credited in the books of account of the Transferor Companies shall, subject to provisions contained in applicable accounting standards prescribed under the Act, be transferred to capital reserve in the books of account of the Transferee Company and such capital reserve shall be presented separately from other capital reserves.*
- 12.6. *In case there is any difference in the accounting policies adopted by the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference will be quantified and adjusted in the Reserves to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.*

12.7. *If there are any loans, advances or other obligations (including but not limited to any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) that are due between the Transferor Companies and the Transferee Company or between any of the Transferor Companies inter-se, if any, shall, ipso facto, stand discharged and come to end and the same shall be eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company.*

12.8. *In addition, the Transferee Company shall pass such accounting entries, as may be necessary, in connection with this Scheme, to comply with any of the applicable accounting standards and generally accepted accounting principles adopted in India.*

- f) Upon the effectiveness of the Scheme of Arrangement, the Transferor Companies shall be dissolved without winding up, and the Board of Directors and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand dissolved.

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

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

- a) The Applicant Company had obtained a certificate from M/s. Valia & Timbadia, Chartered Accountants dated November 29, 2016, *inter alia*, certifying that as the Transferor Companies are directly or indirectly wholly-owned subsidiary companies of the Applicant Company, no shares of the Applicant Company shall be issued and allotted in respect of shares held by the Applicant Company or its subsidiary companies in the Transferor Companies, pursuant to the Scheme of Arrangement, and hence Scheme of Arrangement does not provide for any share exchange ratio and therefore no valuation is required to be done.
- b) The Fairness Opinion is issued by Vivro Financial Services Private Limited, an independent Merchant Banker by its report dated November 10, 2016 stating:
- i. That since all Transferor companies are direct or indirect wholly owned subsidiaries of Applicant Company, the shareholders of the Transferor Companies, cannot be issued any shares of Applicant Company pursuant to applicable laws in India and the Scheme of Arrangement being an internal group restructuring between the Applicant Company and the Transferor Companies. Therefore, the Applicant Company shall not be required to issue any shares or pay any consideration to the Transferor Companies or to its shareholders. Accordingly, an exchange ratio or a valuation of Equity shares of the Transferor Companies and Applicant Company has not been arrived at, for the proposed Scheme of Arrangement.
  - ii. That there would be no change in the promoter or public shareholding pattern of the Applicant Company, post Scheme of Arrangement being effective.
  - iii. That, in their opinion the proposed amalgamation of Transferor Companies with the Applicant Company under the Scheme of Arrangement seems fair and reasonable.

## **10. Effect of the Scheme of Arrangement**

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

The Directors of the Applicant Company and Transferor Companies and Key Managerial Personnel ("KMP") of the Applicant Company and Transferor Company 4 and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Arrangement except to the extent of their shareholding in the Applicant Company, if any, or to the extent the said Directors and KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in Applicant Company. Further, the Directors of the Transferor Companies and KMP of the Transferor Company 4 shall cease to hold the post of Director and KMP respectively after dissolution of the Transferor Companies upon effectiveness of the Scheme of Arrangement without having any adverse effect on them.

Details of the Directors and KMP of the Applicant Company and Transferor Companies and their respective equity shareholding as on March 31, 2017 in the Applicant Company and Transferor Companies are as follows:

**a) Applicant Company**

**i. Directors and KMP**

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)				
			Applicant Company	Transferor Company 1	Transferor Company 2	Transferor Company 3	Transferor Company 4
1	Mr. Israel Makov	Chairman	0	0	0	0	0
2	Mr. Dilip S. Shanghvi	Managing Director	230285690	0	0	0	0
3	Mr. Sudhir Valia	Whole-time Director	14345019	0	0	0	0
4	Mr. Sailesh T. Desai	Whole-time Director	3740747	0	1*	0	1*
5	Mr. Kalyansundaram Subramanian	Whole-time Director	0	0	0	0	0
6	Mr. S M Dadha	Director	0	0	0	0	0
7	Mr. Hasmukh Shah	Director	0	0	0	0	0
8	Ms. Rekha Sethi	Director	0	0	0	0	0
9	Mr. Ashwin Dani	Director	0	0	0	0	0
10	Mr. Keki Mistry	Director	43270	0	0	0	0
11	Mr. Sunil R. Ajmera	Company Secretary	0	0	0	0	0
12	Mr. Uday V. Baldota	Chief Financial Officer	22700	0	0	0	0

\*Held Jointly with Sun Pharmaceutical Industries Limited for and on behalf of Sun Pharmaceutical Industries Limited as a nominee

**b) Transferor Companies**

**i. Directors and KMP**

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)				
			Applicant Company	Transferor Company 1	Transferor Company 2	Transferor Company 3	Transferor Company 4
1	Mr. Sandeep Mehandroo	Director of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4. Chief Financial Officer of Transferor Company 4	10529	0	0	0	0

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)				
			Applicant Company	Transferor Company 1	Transferor Company 2	Transferor Company 3	Transferor Company 4
2	Mr. Sanjay Jerry	Director of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4	1116	0	0	0	0
3	Mr. Prince K. Elias	Director of Transferor Company 1 and Transferor Company 3. Manager of Transferor Company 4	0	0	1*	0	1*
4	Ms. Meetal Sampat	Director of Transferor Company 2	0	0	0	1*	1*
5	Mr. Chintan J. Shah	Director of Transferor Company 4	0	0	0	0	0
6	Mr. Mukesh K. Gohel	Director of Transferor Company 4	0	0	0	0	0
7	Mrs. Gayathri Iyer	Company Secretary of Transferor Company 4	0	0	0	0	0

**\*Held Jointly with Sun Pharmaceutical Industries Limited for and on behalf of Sun Pharmaceutical Industries Limited as a nominee**

ii. **Transferor Company 1, Transferor Company 2 and Transferor Company 3 are not required to have any KMP.**

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

The Scheme of Arrangement will not have any effect on the Promoter and non-promoter members of the Applicant Company as there will be no change in their shareholding in the Applicant Company pursuant to the terms of the Scheme of Arrangement. However, the equity and preference shares held by the Applicant Company and/or its subsidiaries, being promoter members, in the Transferor Companies shall stand cancelled and extinguished without any further act, deed or instrument as an integral part of the Scheme of Arrangement. There are no non-promoter members of the Transferor Companies.

**C. Creditors**

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

**D. Employees**

The rights and interest of the Employees of the Transferor Companies will not be prejudicially affected by the Scheme of Arrangement as such employees will become employees of Applicant Company at the agreed terms and conditions without any break or interruption in service.

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

None of the Transferor Companies and the Applicant Company have any depositors, debenture holders, deposit trustee or debenture trustee. Hence, no rights and interests will be affected on effectiveness of Scheme of Arrangement.

- F. Further a report of the Directors of the Applicant Company, explaining effect of the Scheme of Arrangement on each class of shareholders, KMP, promoters and non-promoter shareholders and laying out in particular the share exchange ratio, forms part of this Notice and is annexed herewith.
11. No investigation proceedings have been instituted or are pending in relation to the Applicant Company and Transferor Companies under the Companies Act, 2013 or Companies Act, 1956.
12. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:
- a) The Applicant Company has received, in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Observation Letters from both the National Stock Exchange of India Limited and BSE Limited each dated February 14, 2017. Copies of the said letters are enclosed alongwith this Notice.
- It is submitted that however, vide the recent Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017 vide notification no. SEBI/LAD/NRO/GN/2016-17/029 dated February 15, 2017 and SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, in case of the Scheme involving the amalgamation of Wholly Owned Subsidiaries, with the Holding Company, the Scheme is required to be submitted to the Stock Exchanges only for the purpose of disclosure. Thus, no prior approval from SEBI or Stock Exchanges is necessary.
- b) As required by the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, the Applicant Company has filed the Complaints Reports with the National Stock Exchange of India Limited and BSE Limited. After filing of the Complaint Reports, the Applicant Company has not received any complaint. Copies of the said reports are enclosed alongwith this Notice.
- c) Further the Transferor Companies and the Applicant Company may be required to seek further approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme of Arrangement such as the concerned Registrar of Companies, Regional Director and will obtain the same at the relevant time.
13. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, the detailed pre scheme and post scheme (expected) capital structure and shareholding pattern of Applicant Company and Transferor Companies are given herein below:

#### A. Capital Structure

##### a) Pre-scheme & Post-scheme capital structure of Applicant Company as on March 31, 2017;

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 Cumulative Preference Shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,92,91,181 fully-paid up equity shares of face value of INR 1/- each	239,92,91,181
<b>TOTAL</b>	<b>239,92,91,181</b>

**Note:** Since no shares will be issued upon the Scheme of Arrangement being effective, there will be no change in the pre scheme and post scheme capital structure.

- b) For details regarding the Pre-Scheme capital Structure of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 as on March 31, 2017, please refer point No. 4(B)(e), 4(C)(e), 4(D)(e) and 4(E)(e) respectively. Since the Transferor Companies will be merged into the Applicant Company on Scheme of Arrangement being effective, the Transferor Companies will stand dissolved, thus, there will be no post-scheme capital structure available.

**B. Shareholding Pattern:**

**a) Pre-scheme & Post-scheme shareholding pattern of Applicant Company as on March 31, 2017;**

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
<b>(A)</b>	<b>Promoters</b>		
<b>1</b>	<b>Indian</b>		
(a)	Individuals / Hindu Undivided Family	259370161	10.81
(b)	Central Government / State Government(s)	0	0.00
(c)	Financial Institutions / Banks	0	0.00
(d)	Any Other (Specify)	1045485220	43.58
	Promoter Trust	1276774	0.05
	Persons Acting In Concert	84385162	3.52
	Bodies Corporate	959823284	40.01
	<b>Sub Total (A)(1)</b>	<b>1304855381</b>	<b>54.39</b>
<b>2</b>	<b>Foreign</b>		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0.00
(b)	Government	0	0.00
(c)	Institutions	0	0.00
(d)	Foreign Portfolio Investor	0	0.00
(e)	Any Other (Specify)	0	0.00
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>1304855381</b>	<b>54.39</b>
<b>(B)</b>	<b>Public Shareholding</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Fund	128559256	5.36
(b)	Venture Capital Funds	0	0.00
(c)	Alternate Investment Funds	0	0.00
(d)	Foreign Venture Capital Investors	0	0.00
(e)	Foreign Portfolio Investor	510650573	21.28
(f)	Financial Institutions / Banks	124327242	5.18
(g)	Insurance Companies	37905019	1.58
(h)	Provident Funds/ Pension Funds	0	0.00
(i)	Any Other (Specify)	2022224	0.08
	Foreign Bank	25422	0.00
	UTI	1996802	0.08
	<b>Sub Total (B)(1)</b>	<b>803464314</b>	<b>33.48</b>

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
2	Central Government/ State Government(s)/ President of India	380	0.00
	<b>Sub Total (B)(2)</b>	<b>380</b>	<b>0.00</b>
3	<b>Non-Institutions</b>		
(a)	<b>Individuals</b>		
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	143260121	5.97
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	25813595	1.08
(b)	NBFCs registered with RBI	0	0.00
(c)	Employee Trusts	0	0.00
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0.00
(e)	Any Other (Specify)	121867024	5.08
	Trusts	13847725	0.58
	Foreign Nationals	23000	0.00
	Hindu Undivided Family	3812406	0.16
	Foreign Companies	813562	0.03
	Non Resident Indians (Non Repat)	2281621	0.10
	Other Directors	3784017	0.16
	Non Resident Indians (Repat)	4394659	0.18
	Overseas Bodies Corporates	59440	0.00
	Clearing Member	1770770	0.07
	Bodies Corporate	91079824	3.80
	<b>Sub Total (B)(3)</b>	<b>290940740</b>	<b>12.13</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)</b>	<b>1094405434</b>	<b>45.61</b>
	<b>Total (A+B)</b>		
(C)	<b>Non Promoter - Non Public</b>		
	Shares Underlying DRs	0	0.00
	Employee Trust	30366	0.00
	<b>Total Non Promoter - Non Public (C)</b>	<b>30366</b>	<b>0.00</b>
	<b>Total (A+B+C)</b>	<b>2399291181</b>	<b>100.00</b>

**Note:** Since no equity shares will be issued upon the Scheme of Arrangement being effective, there will be no change in the pre scheme and post scheme shareholding pattern.

b) **Pre-scheme & Post-scheme shareholding pattern of Transferor Companies**

Category	Pre-scheme shareholding pattern as on March 31, 2017			
	No. of Shares (% of holding)			
	Transferor Company 1	Transferor Company 2	Transferor Company 3	Transferor Company 4
Promoter	100,000 (100%)	3,100,020 (100%)	5,000 (100%)	25,008,400 (100%)
Public	0	0	0	0
Custodian	0	0	0	0
<b>TOTAL</b>	<b>100,000</b>	<b>3,100,020</b>	<b>5,000</b>	<b>25,008,400</b>

Note: Since the Transferor Companies will be merged into the Applicant Company on Scheme of Arrangement being effective, the Transferor Companies will stand dissolved, thus, there will be no post amalgamation shareholding pattern available.

14. The copy of draft scheme has been filed with the Registrar of Companies, Ahmedabad, Gujarat.
15. No winding up proceedings are pending against the Applicant Company and Transferor Companies as on date.
16. The approval of all the secured creditors of the Applicant Company has been obtained for the Scheme of Arrangement and dispensation for the secured creditors' meeting has been received vide NCLT order dated April 18, 2017. The meeting of equity shareholders of the Applicant Company is being held on Tuesday, June 20, 2017 for approval of the Scheme of Arrangement as per NCLT order dated April 18, 2017.
17. **The following documents will be open for inspection by the unsecured creditors at the Registered Office of Applicant Company situated at SPARC, Tandajja, Vadodara-390020, Gujarat, India on all working days except Saturdays and Sundays between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Meeting and at the Meeting during the Meeting hours.**
  - a) Scheme of Arrangement;
  - b) Fairness Opinion issued by Vivro Financial Services Private Limited dated November 10, 2016 for the proposed Scheme of Arrangement;
  - c) Copy of certificate from Valia & Timbadia, Chartered Accountants dated November 29, 2016 certifying no requirement of valuation report;
  - d) Copy of the Undertaking and the Auditors' certificate dated December 16, 2016 submitted to SEBI confirming non application of Para (I)(A)(9)(c) of said SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015;
  - e) Copy of the Auditors' certificate dated December 16, 2016 to the effect that the accounting treatment in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
  - f) Complaints Report submitted by Applicant Company to BSE Limited on January 16, 2017 and National Stock Exchange of India Limited on January 17, 2017;
  - g) No objection letter/ observation letter to the Scheme of Arrangement received from the BSE Limited and National Stock Exchange of India Limited each dated February 14, 2017;
  - h) Copy of the Order passed by the Hon'ble National Company Law Tribunal of Gujarat dated April 18, 2017 directing convening the meeting of unsecured creditors passed in Company Application No. CA(CAA) NO. 22/NCLT/AHM/2017;
  - i) Copies of the Memorandum of Association and Articles of Association of the Applicant Company and Transferor Companies;

- j) Copy of Annual Report and unaudited financial results of the Applicant Company for the year and period ended on March 31, 2016 and December 31, 2016 respectively;
- k) Copy of Audited Annual Accounts and Supplementary Accounting statements of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 for the year and period ended on March 31, 2016 and December 31, 2016 respectively;
- l) Other documents displayed on the Stock Exchange and Applicant Company's website, in terms of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015;
- m) Copies of the resolutions passed by the respective Board of Directors of the Applicant Company and Transferor Companies approving the Scheme of Arrangement;
- n) Copy of Audit Committee report dated November 10, 2016 and November 9, 2016 recommending Scheme of Arrangement of Applicant Company and Transferor Company 4 respectively;
- o) Report adopted by the Board of Directors of Applicant Company and Transferor Companies pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.

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

Dated this 26th Day of April, 2017

Place : Mumbai

**Dilip S. Shanghvi**  
**(DIN: 00005588)**

**Chairman appointed for the Meeting**

**Registered Office:**  
SPARC, Tandalja, Vadodara,  
Gujarat - 390020. India.  
CIN: L24230GJ1993PLC019050

Enclosure: As above

**SCHEME OF ARRANGEMENT**  
**AMONG**  
**SUN PHARMA MEDISALES PRIVATE LIMITED**  
**(“TRANSFEROR COMPANY 1”)**  
**RANBAXY DRUGS LIMITED**  
**(“TRANSFEROR COMPANY 2”)**  
**GUFIC PHARMA LIMITED**  
**(“TRANSFEROR COMPANY 3”)**  
**VIDYUT INVESTMENTS LIMITED**  
**(“TRANSFEROR COMPANY 4”)**  
**AND**  
**SUN PHARMACEUTICAL INDUSTRIES LIMITED**  
**(“TRANSFeree COMPANY”)**  
**AND**  
**THEIR RESPECTIVE MEMBERS AND CREDITORS**  
**UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 AND**  
**APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**This Scheme of Arrangement is presented:**

**1. PREAMBLE**

1.1. This Scheme of Arrangement provides for the amalgamation of **Sun Pharma Medisales Private Limited** (Company Registration Number: 093861 and Corporate Identification Number: U36996GJ2016PTC093861) (referred to as “Transferor Company 1”), **Ranbaxy Drugs Limited** (Company Registration Number: 285198 and Corporate Identification Number: U24232MH1984PLC285198) (referred to as “Transferor Company 2”), **Gufic Pharma Limited** (Company Registration Number: 006323 and Corporate Identification Number: U24231GJ1983PLC006323) (referred to as “Transferor Company 3”) and **Vidyut Investments Limited** (Company Registration Number: 008444 and Corporate Identification Number: U67120PB1988PLC008444) (referred to as “Transferor Company 4”) with **Sun Pharmaceutical Industries Limited** (Company Registration Number: 04-19050 and Corporate Identification Number: L24230GJ1993PLC019050) (referred to as “Transferee Company”) pursuant to provisions of the sections 391 to 394 of the Companies Act, 1956 and the applicable provisions of the Companies Act, 2013.

**1.2. Description of Companies**

- (a) **The Transferor Company 1:** Sun Pharma Medisales Private Limited is a company incorporated under the provisions of the Act and presently having its registered office at SPARC, Tandalja, Vadodara – 390020, Gujarat, India. The Transferor Company 1 came into existence by conversion of a partnership firm in the name and style of “Solrex Pharmaceuticals Company” as a company in the name and style of Sun Pharma Medisales Private Limited on September 23, 2016 under the provisions of Part I of Chapter XXI of the Companies Act, 2013 with its running business activities. The main object of the Transferor Company 1 is to engage in manufacturing and trading in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities. The entire paid-up share capital of the Transferor Company 1 is held by the wholly-owned subsidiaries of the Transferee Company including the Transferor Company 2, the Transferor Company 3 and the Transferor Company 4.
- (b) **The Transferor Company 2:** Ranbaxy Drugs Limited is a company incorporated under the provisions of the Act and presently having its registered office at Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (East), Mumbai – 400 063, Maharashtra, India. The Transferor Company 2 is an unlisted public limited which was originally incorporated on January 31, 1984 under the provisions of the Act by the name and style of Ranbaxy Drugs Private Limited as per the certificate of registration issued by the Registrar of Companies, Punjab, H.P. & Chandigarh. Consequent upon its conversion into a limited company, its name

was changed to Ranbaxy Drugs Limited on September 9, 1987. The registered office of the Transferor Company 2 was changed from the State of Punjab to the State of Maharashtra on August 26, 2016. Further the registered office of the Transferor Company 2 is in the process of being shifted from Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (East), Mumbai – 400 063, in the state of Maharashtra to SPARC, Tandalja, Vadodara – 390020 in the State of Gujarat, for which the approval from the Central Government is awaited. The main object of the Transferor Company 2 is to engage in manufacturing and dealing in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities. The entire paid-up share capital of the Transferor Company 2 is beneficially held by the Transferee Company.

- (c) **The Transferor Company 3:** Gufic Pharma Limited is a company incorporated under the provisions of the Act and presently having its registered office at G-7-8-9, Metro Commercial Centre, Ashram Road, Ahmedabad – 380009, Gujarat, India. The Transferor Company 3 is an unlisted public limited company which was originally incorporated on June 25, 1983 under the provisions of the Act by the name and style of Gufic Pharma Private Limited as per the certificate of registration issued by the Registrar of Companies, Gujarat. Consequent upon its conversion into a deemed public limited company, its name was changed to Gufic Pharma Limited on July 5, 1995. The main object of the Transferor Company 3 is to engage in the manufacturing and dealing in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities. The Transferor Company 3 holds certain trademarks which are licensed to the Transferee Company. The entire paid-up share capital of the Transferor Company 3 is beneficially held by the Transferee Company and the Transferor Company 2.
- (d) **The Transferor Company 4:** Vidyut Investments Limited is a company incorporated under the provisions of the Act and presently having its registered office at A-41, Industrial Area, Phase VIII-A, SAS Nagar, Mohali - 160071, Punjab, India. The Transferor Company 4 is an unlisted public limited company which was originally incorporated on June 1, 1988 under the provisions of the Act as per the certificate of registration issued by the Registrar of Companies, Punjab, H.P. & Chandigarh. It was also registered as a Non Banking Financial Institution vide certificate of registration No. 06.00114 dated May 8, 1988 issued by RBI (“NBFC Registration”). It voluntarily surrendered and applied for the cancellation of NBFC Registration vide letter dated August 3, 2007. RBI vide its order dated December 7, 2007 had cancelled the NBFC Registration. The registered office of the Transferor Company 4 is in the process of being shifted from A-41, Industrial Area, Phase VIII-A, SAS Nagar, Mohali - 160071 in the state of Punjab to SPARC, Tandalja, Vadodara – 390020 in the State of Gujarat, for which the approval from the Central Government is awaited. The main object of the Transferor Company 4 is to engage in the business of hire purchase, general finance, housing finance, investment and leasing and to provide an advisory/consultancy services for leasing, hire purchase, finance and investment and other ancillary and incidental business activities. However, at present, it is not engaged into any of these activities. The entire paid-up share capital of the Transferor Company 4 is beneficially held by the Transferee Company.
- (e) **The Transferee Company:** Sun Pharmaceutical Industries Limited is a company incorporated under the provisions of the Act and presently having its registered office at SPARC, Tandalja, Vadodara – 390020, Gujarat, India. The Transferee Company came into existence by conversion of a partnership firm in the name and style of “Sun Pharmaceutical Industries” into a company in the name and style of Sun Pharmaceutical Industries Limited on March 1, 1993 under the provisions of Part IX of the Companies Act, 1956 with its running business activities. The main object of the Transferee Company is to engage in the business of development, manufacture, marketing, sale, trading and export of various generic drug formulations and the manufacture of drugs and pharmaceutical products. The equity shares of the Transferee Company are listed on the Stock Exchanges.

### 1.3. Rationale for the Scheme

All Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company. In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be amalgamated with Transferee Company. The amalgamation of Transferor Companies with Transferee Company would *inter alia* have the following benefits:

- (a) The amalgamation will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses

of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.

- (b) The amalgamation will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will fuel the growth of the business and help effectively address the ever growing competition.
- (c) The amalgamation will result in economy of scales, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.
- (d) The amalgamation will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company.
- (e) The amalgamation would motivate employees of the Transferor Companies by providing better opportunities to scale up their performance with a larger corporate entity having large revenue base, resources, asset base etc. which will boost employee morale and provide impetus to better corporate performance ultimately enhancing overall shareholder value.
- (f) The Transferor Companies and Transferee Company intend to / can achieve larger product portfolio, economies of scale, efficiency, optimisation of logistic and distribution network and other related economies by consolidating the business operations being managed by different management teams.

1.4. In view of the aforesaid, the board of directors of the Transferor Companies and the Transferee Company have considered and proposed the amalgamation for the transfer and vesting of the Undertakings of the Transferor Companies (as defined hereunder) and business of the Transferor Companies with and into the Transferee Company and other matters herein, with an opinion that the amalgamation and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Companies and the Transferee Company.

1.5. In furtherance of the aforesaid, this Scheme (as defined hereunder) provides for:

- (a) the amalgamation of the Transferor Companies with the Transferee Company; and
- (b) various other matters consequential or otherwise integrally connected herewith;

pursuant to Sections 391 to 394 of the Companies Act, 1956 and such other applicable provisions of the Companies Act, 2013, as may be notified from time to time in the manner provided for in this Scheme.

1.6. The amalgamation of the Transferor Companies with the Transferee Company will combine the business, activities and operations of the Transferor Companies and the Transferee Company into a single company with effect from the Appointed Date and shall be in compliance with the provisions of the Income Tax Act, 1961, including Section 2(1B) thereof or any amendments thereto.

#### 1.7. Definitions

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- (a) **'Act'** means the Companies Act, 1956 and/or the Companies Act, 2013 as in force from time to time; it being clarified that as on the date of approval of this Scheme by the Boards of Directors of the Transferor Companies and the Transferee Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956 unless reference to the provisions of the Companies Act, 2013 are specifically referred to. Upon such provisions standing re-enacted by enforcement of provisions of the Companies Act, 2013, such references shall, unless a different intention appears, be construed as referenced to the provisions so re-enacted;
- (b) **'Applicable Laws'** shall mean any statute, notification, bye-laws, rules, regulations, guidelines, common law, policy, code, directives, ordinance, schemes, notices, orders or instructions, laws enacted or issued or sanctioned by any appropriate authority in India including any modifications or re-enactment thereof for the time being in force;

- (c) **'Appointed Date'** means the 1st day of April, 2017 or such other date as may be agreed between the Transferor Companies and the Transferee Company and approved by the High Court(s) and is the date with effect from which the Scheme shall upon receipt of requisite approvals, be deemed to be operative;
- (d) **'Board of Directors'** means the board of directors of the Transferor Companies or Transferee Company, as the case may be, and shall include a duly constituted committee thereof;
- (e) **'Effective Date'** means the last of the dates on which the conditions referred to in Clause 19 of this Scheme have been fulfilled. All references in this Scheme to the date of **"coming into effect of this Scheme"** or **"effectiveness of this Scheme"** or **"Scheme taking effect"** shall mean the Effective Date;
- (f) **'Governmental Authority'** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction including Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Directors, Foreign Investment Promotion Board, Reserve Bank of India and other government and regulatory authorities of India in each case;
- (g) **'High Court'** means the Hon'ble High Court of Gujarat having jurisdiction in relation to the Transferee Company and the Transferor Companies and shall, if applicable, include the National Company Law Tribunal, subject to approval of change of situation of registered office of Transferor Company 2 and Transferor Company 4 as referred to in Clause 1.2 (b) and Clause 1.2 (d) respectively.
- (h) **'Scheme'** or **'Scheme of Arrangement'** means this Scheme of Arrangement in its present form or with any modifications, approved or imposed or directed by the Board of Directors of the Transferor Companies and the Transferee Company or by the members or creditors and/or by the High Court(s) or any other relevant authority including any Governmental Authority;
- (i) **'Stock Exchanges'** means National Stock Exchange of India Limited and the BSE Limited;
- (j) **'Transferor Company 1'** shall have the same meaning as ascribed to it in Clause 1.1 above;
- (k) **'Transferor Company 2'** shall have the same meaning as ascribed to it in Clause 1.1 above
- (l) **'Transferor Company 3'** shall have the same meaning as ascribed to it in Clause 1.1 above
- (m) **'Transferor Company 4'** shall have the same meaning as ascribed to it in Clause 1.1 above
- (n) **'Transferor Companies'** shall mean collectively the Transferor Company 1, the Transferor Company 2, the Transferor Company 3 and the Transferor Company 4.
- (o) **'Transferee Company'** shall have the same meaning as ascribed to it in Clause 1.1 above;
- (p) **'Undertakings of the Transferor Companies'** shall mean the entire business and the whole of the undertakings of the Transferor Companies as a going concern, all its assets, rights, licenses and powers, and all its debts, outstandings, liabilities, duties, obligations and employees as on the Appointed Date including, but not limited to, the following:
- (i) All the assets and properties (whether moveable or immovable, tangible or intangible, real or personal, in possession or reversion, corporeal or incorporeal, present, future or contingent) of the Transferor Companies, whether situated in India or abroad, including, but not limited to manufacturing facilities, laboratories, land (whether leasehold or freehold), processing plants, plant and machinery, computers, equipment, buildings and structures, offices, residential and other premises, diesel generator sets, stock-in-trade, packing material, raw materials, formulations, tablets, capsules, vials, ointments, active pharmaceutical ingredients and drugs intermediaries, capital work in progress, sundry debtors, furniture, fixtures, interiors, office equipment, vehicles, appliances, accessories, power lines, depots, deposits, all stocks, stocks of fuel, assets, investments of all kinds (including shares, scripts, subsidiaries, stocks, bonds, debenture stocks, units or pass through certificates) including shares or other securities held by the Transferor Companies in its subsidiaries, cash balances or deposits with banks, cheques on hand, loans, advances, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by the Transferor Companies, financial assets, leases (including but not limited to lease rights of the Transferor Companies), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, bids, tenders, letters of intent, expressions of interest, development

rights (whether vested or potential and whether under agreements or otherwise), municipal permissions, tenancies or license in relation to the office and /or residential properties (including for the employees or other persons), guest houses, godowns, warehouses, licenses, fixed and other assets, intangible assets (including but not limited to software), trade and service names and marks, patents, copyrights, designs and other intellectual property rights of any nature whatsoever, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, title, interests, other benefits (including tax benefits), assets held by or relating to any Transferor Companies employee benefit plan, export incentives accrued, derivative instruments, forward contracts, insurance claims receivable, tax holiday benefit, incentives, credits (including tax credits), minimum alternative tax credit entitlement tax losses, rights, easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies or in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, in each case, whether in India or abroad.

- (ii) All agreements, rights, contracts, entitlements, licenses, permits, permissions, incentives, approvals, registrations, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges and claims as to any patents, trademarks, designs, quotas, rights, engagements, arrangements, authorities, allotments, security arrangements, benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the Transferor Companies business activities and operations.
- (iii) All intellectual property rights, engineering and process information, software licenses (whether proprietary or otherwise), drawings, records, files, books, papers, computer programmes, manuals, data, catalogues, sales and advertising material, lists of present and former customers and suppliers, customer credit information, customer pricing information, other customer information and all other records and documents, whether in physical or electronic form, relating to the business activities and operations of the Transferor Companies.
- (iv) Amounts claimed by the Transferor Companies whether or not so recorded in the books of account of the Transferor Companies from any Governmental Authority, under any law, act, scheme or rule, as refund of any tax, duty, cess or of any excess payment.
- (v) Rights to any claim not preferred or made by the Transferor Companies in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Companies and any interest thereon, under any law, act, rule or scheme, and in respect of set-off, carry forward of un-absorbed losses, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. whether under the Income Tax Act, 1961, the rules and regulations thereunder, or taxation laws of other countries, or any other or like benefits under the said acts or under and in accordance with any law or act, whether in India or anywhere outside India.
- (vi) All debts (secured and unsecured), liabilities including contingent liabilities, duties, leases of the Transferor Companies and all other obligations of whatsoever kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized. Provided that if there exists any reference in the security documents or arrangements entered into by the Transferor Companies under which the assets of the Transferor Companies stand offered as a security for any financial assistance or obligation, the said reference shall be construed as a reference to the assets pertaining to the Undertaking of the Transferor Companies vested in the Transferee Company by the virtue of the Scheme. The Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Transferor Companies which shall vest in Transferee Company by virtue of the amalgamation. The Transferee Company shall not be obliged to create any further or additional security thereof after the amalgamation has become effective.
- (vii) All other obligations of whatsoever kind, including liabilities of the Transferor Companies with regard to their employees, or the employees of any of their subsidiaries, with respect to the payment of gratuity, pension benefits and the provident fund or other compensation or benefits, if any, whether in the event of resignation, death, voluntary retirement or retrenchment or otherwise;
- (viii) All permanent and temporary employees engaged by the Transferor Companies at various locations.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956 and other Applicable Laws.

## 2. OPERATIVE DATE OF THE SCHEME

This Scheme though effective from the Appointed Date shall be operative / implemented from the Effective Date.

## 3. SHARE CAPITAL

### 3.1. Transferor Company 1

The share capital of the Transferor Company 1 as on September 30, 2016 is as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
1,00,000 equity shares of face value of INR 10/- each	10,00,000
<b>TOTAL</b>	<b>10,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
1,00,000 fully-paid up equity shares of face value of INR 10/- each	10,00,000
<b>TOTAL</b>	<b>10,00,000</b>

Notes:

- i) As on the date of this Scheme, there is no change in the share capital of the Transferor Company 1.
- ii) The entire issued, subscribed and fully paid share capital is held by the wholly-owned subsidiaries of the Transferee Company including the Transferor Company 2, the Transferor Company 3 and the Transferor Company 4.

### 3.2. Transferor Company 2

The share capital of the Transferor Company 2 as on September 30, 2016 is as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
7,90,50,000 equity shares of face value of INR 10/- each	79,05,00,000
2,10,00,000 Non-cumulative redeemable preference shares of face value of INR 10/- each	21,00,00,000
<b>TOTAL</b>	<b>100,05,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
31,00,020 fully-paid up equity shares of face value of INR 10/- each	3,10,00,200
250 10% Non-cumulative redeemable preference shares of face value of INR 10/- each	2,500
<b>TOTAL</b>	<b>3,10,02,700</b>

Notes:

- i) As on the date of this Scheme, there is no change in the share capital of the Transferor Company 2.
- ii) The entire issued, subscribed and fully paid share capital is beneficially held by the Transferee Company.

### 3.3. Transferor Company 3

The share capital of the Transferor Company 3 as on September 30, 2016 is as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
5,000 equity shares of face value of INR 100/- each	5,00,000
<b>TOTAL</b>	<b>5,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
5,000 fully-paid up equity shares of face value of INR 100/- each	5,00,000
<b>TOTAL</b>	<b>5,00,000</b>

Notes:

- i) As on the date of this Scheme, there is no change in the share capital of the Transferor Company 3.
- ii) The entire issued, subscribed and fully paid share capital is held by the Transferee Company and the Transferor Company 2.

### 3.4. Transferor Company 4

The share capital of the Transferor Company 4 as on September 30, 2016 is as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
2,57,50,000 equity shares of face value of INR 10/- each	25,75,00,000
25,000 10% Non-cumulative redeemable preference shares of face value of INR 100/- each	25,00,000
<b>TOTAL</b>	<b>26,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
2,50,08,400 fully-paid up equity shares of face value of INR 10/- each	25,00,84,000
<b>TOTAL</b>	<b>25,00,84,000</b>

Notes:

- i) As on the date of this Scheme, there is no change in the share capital of the Transferor Company 4.
- ii) The entire issued, subscribed and fully-paid share capital is beneficially held by the Transferee Company.

### 3.5. Transferee Company

The share capital of the Transferee Company as on September 30, 2016 is as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each.	599,00,00,000
1,00,000 Cumulative Preference Shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
240,67,53,959 fully-paid up equity shares of face value of INR 1/- each	240,67,53,959
<b>TOTAL</b>	<b>240,67,53,959</b>

Notes:

- i) The issued, subscribed and paid-up share capital includes equity shares held by Sun Pharma Employees Stock Option Plan Trust.
- ii) Subsequent to September 30, 2016, in terms of provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, the Transferee Company had bought back and extinguished 75,00,000 equity shares of face value of INR 1/- each on October 21, 2016 pursuant to the Letter of Offer dated September 10, 2016. Accordingly, share capital of the Transferee Company as on November 10, 2016, is as set out below:

Particulars	Amount (INR)
<b>Authorised share capital</b>	
599,00,00,000 equity shares of face value of INR 1/- each	599,00,00,000
1,00,000 Cumulative Preference Shares of INR 100/- each	1,00,00,000
<b>TOTAL</b>	<b>600,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>	
239,92,53,959 fully-paid up equity shares of face value of INR 1/- each	239,92,53,959
<b>TOTAL</b>	<b>239,92,53,959</b>

#### 4. TRANSFER AND VESTING OF THE UNDERTAKINGS OF THE TRANSFEROR COMPANIES

- 4.1. *General:* Upon the coming into effect of the Scheme and with effect from the Appointed Date and pursuant to the provisions of Section 394 and other applicable provisions of the Act, if any, the Undertakings of the Transferor Companies shall, without any further act, instrument or deed, be and stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme, together with all estate, rights, titles and interests and authorities including accretions and appurtenances therein including dividends, or other benefits receivable. Notwithstanding anything contained in this Scheme, the provisions of this Scheme and all clauses hereunder shall be given effect to from the Appointed Date.
- 4.2. *Transfer of Assets:* Without prejudice to the generality of Clause 4.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date:
- (i) All assets and properties of the Transferor Companies as on the Appointed Date, whether or not included in the books of the Transferor Companies, and all assets and properties which are acquired by the Transferor Companies on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, and shall under the provisions of Sections 391 to 394 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 391 to 394 of the Act. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement in order to give effect to the provisions of this sub-clause.
  - (ii) In respect of such assets owned and belonging to the Undertakings of the Transferor Companies as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies, and shall become the property of the Transferee Company in pursuance of the provisions of Section 394 and other applicable provisions of the Act.
  - (iii) In respect of movables, other than those dealt with in Clause 4.2 (ii) above, of the Transferee Company including the sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Government, quasi government, local or other authority or body or with any company or other person, the same shall, without any further act, instrument or deed, on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferee Company may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or deposittee, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).
  - (iv) All consents, permissions, licenses, permits, quotas, approvals, certificates, clearances, authorities, leases, tenancy, assignments, allotments, registrations, incentives, subsidies, concessions, grants, rights, claims, liberties, special status, other benefits or privileges and any powers of attorney given by, issued to or executed in favour of the Transferor Companies including in relation to the Undertakings of the Transferor Companies, and all rights and benefits which have accrued to the Transferor Companies shall, under the provisions of Section 391 to 394 and other applicable provisions, if any, of the Act, stand transferred to and vested in, or shall be deemed to be transferred to or vested in, the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, so as to become, as and from the Appointed Date, consents, permissions, licenses, permits, quotas, approvals, certificates, clearances, authorities, leases, tenancy, assignments, allotments, registrations, incentives, subsidies, concessions, grants, rights, claims, liberties, special status, other benefits or privileges and any powers of attorney of the Transferee Company which are valid, binding and enforceable on the same terms, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company.
- 4.3. *Transfer of Liabilities:* Without prejudice to the generality of Clause 4.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date:
- (i) All the liabilities including all secured and unsecured debts, whether in Indian rupees or foreign currency), sundry creditors, contingent liabilities, duties, obligations and undertakings of the Transferor Companies of

every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (the “**Liabilities**”) shall, without any further act, instrument or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company, along with any charge, lien, encumbrance or security thereon, and the same shall be assumed to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain consent of any third party or other person who is a party to the contract or arrangements by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Clause. Further, all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Companies on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.

- (ii) Without prejudice to the foregoing provisions of this Clause, upon the coming into effect of the Scheme, all debentures, bonds, notes or other debt securities and other instruments of like nature (whether convertible into equity shares or not) shall pursuant to the provisions of Sections 391 to 394 and other relevant provisions of the Act, without any further act, instrument or deed, become the debt securities of the Transferee Company on the same terms and conditions except to the extent modified under the provisions of this Scheme and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in or be deemed to have been transferred to and vested in and shall be exercised by or against the Transferee Company as if it was the issuer of such debt securities, so transferred and vested.
- (iii) Where any of the debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations of the Transferor Companies as on the Appointed Date deemed to be transferred to the Transferee Company have been discharged by Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- (iv) All loans raised or used and all liabilities and obligations incurred by the Transferor Companies for the operations of the Transferor Companies after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Transferee Company in which the Undertakings of the Transferor Companies shall vest in terms of this Scheme and to the extent they are outstanding on the Effective Date, shall also without any further act, deed or instrument, be and stand transferred to and be deemed to be transferred to the Transferee Company and shall become the debts, liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.
- (v) The Transferor Companies may, if required, give notice in such form as it may deem fit and proper to each party, debtor or borrower as the case may be that pursuant to the High Court sanctioning the Scheme, the said debt, loan, advance, etc. be paid or made good or held on account of the Transferee Company as the person entitled thereto.
- (vi) The Transferee Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or borrower that pursuant to the High Court having sanctioned the Scheme, the said person, debtor or borrower shall pay the debt, loan or advance or make good the same or hold the same to its account and that the right of the Transferee Company to recover or realise the same is in substitution of the right of the Transferor Companies.
- (vii) The transfer and vesting of the assets comprised in the Undertakings of the Transferor Companies to and in the Transferee Company under this Scheme shall be subject to the mortgages and charges, if any, affecting the same. All encumbrances, if any, existing prior to the Effective Date over the assets of the Transferor Companies which secures or relate to the Liabilities shall, after the Effective Date, without any further act, deed or instrument, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company. Provided that if any of the assets of the Transferor Companies have not been encumbered in respect of the Liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Transferor Companies. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

- (viii) Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of this Scheme, the Transferor Companies and the Transferee Company shall execute such instruments or documents or do all such acts and deeds as may be required, including the filing of necessary particulars and / or modification(s) of charge, with the Registrar of Companies having jurisdiction to give formal effect to the above provisions, if required.
  - (ix) It is expressly provided that no other term or condition of the Liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 4.4. Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of this Clause 4 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified and / or superseded by the foregoing provisions.
- 4.5. Subject to the terms of this Scheme, the transfer and vesting of the Undertakings of the Transferor Companies under this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.
- 4.6. On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Companies and realise all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in respect of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary until the transfer of rights and obligations of the Transferor Companies to the Transferee Company under this Scheme have been formally given effect to under such contracts and transactions.
- 4.7. For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that with effect from the Effective Date until such times the name of the bank accounts of the Transferor Companies would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain banks accounts in the name of Transferor Companies for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Companies. It is hereby expressly clarified that any legal proceedings by or against the Transferor Companies in relation to cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies shall be instituted, or as the case may be, continued by or against the Transferee Company after the coming into effect of the Scheme.
- 4.8. For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that in order to ensure smooth transition and sales of products and inventory of the Transferor Companies manufactured and / or branded and / or labelled and / or packed in the name of the Transferor Companies prior to the Effective Date or which are being manufactured and / or branded and / or labelled and / or packed in the name of the Transferor Companies on or after the Effective Date so long as outstanding inventories (including packing materials) are completely used and exhausted, the Transferee Company shall have the right to own, use, market, sell, exhaust or to in any manner deal with any such products and inventories (including packing materials) pertaining to the Transferor Companies at manufacturing locations or warehouses or retail stores or for the purpose of export or otherwise, without making any modifications whatsoever to such products and / or their branding, packing or labelling notwithstanding anything contrary provided under any Applicable Laws. All invoices payment related documents pertaining to such products and inventories (including packing materials) may be raised in the name of the Transferee Company after the Effective Date and if raised in the name of the Transferor Companies, shall be paid and discharged by the Transferee Company.
- 4.9. For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that if any assets (including estates, claims, rights, entitlements, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, permissions, authorisations, schemes, arrangements

or other instruments of whatsoever nature which belongs to any of the Transferor Companies or to which any of the Transferor Companies is a party and which cannot be transferred to the Transferee Company for any reason whatsoever, the Transferee Company shall hold such assets or be entitled to all the rights, powers or interests in such instruments in trust in the name of the Transferor Companies for its benefit in terms of this Scheme, in so far as it is permissible so to do, till such time the formal transfer is effected.

## **5. CONTRACTS, DEEDS AND OTHER INSTRUMENTS**

- 5.1. Upon the coming into effect of this Scheme and subject to all the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, assurances and other instruments of whatsoever nature to which any of the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect by, for or against or in favour of the Transferee Company, as the case may be, and may be enforced as fully and effectively as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto.
- 5.2. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertakings of the Transferor Companies occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any Applicable Laws or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or tripartite agreements or arrangements with any party to any contract or arrangement to which any of the Transferor Companies is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of the Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above as which the Transferor Companies are obliged or bound to carry out or perform.
- 5.3. The Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Transferor Companies and the name of the Transferee Company shall be substituted as "Insured" in the policies as if the Transferee Company was initially a party.

## **6. LEGAL PROCEEDINGS**

- 6.1. Upon the effectiveness of the Scheme, all suits, appeal, actions and other legal proceedings of whatsoever nature by or against the Transferor Companies pending and / or arising on or before the Appointed Date shall not abate, be discontinued or be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or of anything contained in this Scheme, but shall be transferred in the name of the Transferee Company and shall be continued, prosecuted and enforced by or against the Transferee Company, in the same manner and to the same extent as it would be or might have been continued, prosecuted or enforced by or against the Transferor Companies as if the same had been filed by, pending and / or arising against the Transferee Company.
- 6.2. The Transferee Company will undertake to have all legal or other proceedings initiated by or against the Transferor Companies referred to in Clause 6.1 above transferred to its name and to have the same continued, prosecuted and enforced by or against the Transferee Company. The Transferor Companies and the Transferee Company shall make relevant applications in that behalf and the Transferor Companies and the Transferee Company shall co-operate with each other in respect of any such legal and other proceedings.

## **7. SAVING OF CONCLUDED TRANSACTIONS**

The transfer of the Undertakings of the Transferor Companies, the effectiveness of contracts, deeds and other instruments and the continuance of the legal proceedings shall not affect any transactions or proceedings already concluded by the Transferor Companies, on or before the Effective Date or on or after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies, in respect thereto, as if done and executed on its behalf.

## **8. STAFF AND EMPLOYEES**

Upon the Scheme becoming effective:

- 8.1. All employees who are in service of the Transferor Companies on the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service and on terms and conditions

of service (including as to remuneration) not less favourable than those subsisting with the Transferor Companies as on the Effective Date.

- 8.2. The existing provident fund, gratuity fund and pension and other benefits provided by the Transferor Companies to its employees or any other special funds created or existing for the benefit of the employees of the Transferor Companies shall at an appropriate stage be transferred to the relevant funds of the Transferee Company and until such time shall be maintained separately. In the event that the Transferee Company does not have its own funds with respect to any such matters, the Transferee Company shall create its own fund(s) to which the contributions pertaining to the employees of Transferor Companies shall be transferred.
- 8.3. The Transferee Company agrees that for the purpose of payment of any gratuity or other terminal benefits, the past services of such permanent and confirmed employees, if any, with the Transferor Companies shall also be taken into account.
- 8.4. The liabilities of the employees / officers towards the Transferor Companies shall stand transferred to the Transferee Company. Further, any prosecution or disciplinary action, initiated, pending or contemplated against any employee or officer by the Transferor Companies as on the Effective Date shall be continued under the extant provisions of the Transferor Companies and any penalty / penalties imposed in this regard on any officer or employee would continue to operate against the concerned employee or officer and shall be enforced fully and effectually by the Transferee Company.
- 8.5. Without prejudice to the generality of the aforesaid, the Transferee Company shall have the right to transfer the employees of the Transferor Companies to any branch, office, region, establishment, division, profit / cost center or department of the Transferee Company or its subsidiaries or affiliate / associate companies, situated anywhere in India or overseas, if warranted and as may be deemed necessary from time to time.
- 8.6. Except with the prior approval of the Transferee Company, the Transferor Companies shall not, between Appointed Date and Effective Date, vary the terms and conditions of the employment of the employees unless such variance in the terms and conditions of employment of the employees are in the ordinary course of business.
- 8.7. The Transferee Company shall be liable to pay and shall pay to each of the officers and employees such compensation in the event of the retrenchment of any of them as they may be entitled to receive according to any agreement between them and the Transferor Companies or between them and the Transferee Company, as the case may be, or as may be required by any law for the time being in force, such compensation to be paid to each of them on the basis that their service has been continuous and has not been interrupted by virtue of the Undertakings of the Transferor Companies having been taken over by the Transferee Company under this Scheme.

## **9. TAX TREATMENT**

- 9.1. This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified in Section 2(1B) and other relevant provisions of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section and other related provisions at a later date including that resulting from a retrospective amendment of law or for any other reason whatsoever till the time the Scheme becomes effective, the provisions of the said section and other related provisions of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified, unless the Board of Directors decide otherwise, to the extent required to comply with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961.
- 9.2. All taxes and duties including cess and surcharge if any (including but not limited to income tax, tax deducted at source, sales tax, excise duty, customs duty, service tax, value added tax, goods and services tax, professional tax, entry tax, local body tax etc.) paid or discharged by the Transferor Companies in respect of the operations and/or the profits of the business of the Transferor Companies before the Appointed Date whether by way of direct payment, deduction at source, advance tax or otherwise howsoever shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.
- 9.3. All the profits or income, taxes (including advance tax, tax deducted at source and minimum alternate tax credit) or any costs, charges, expenditure accruing or arising to the Transferor Companies or expenditure or losses arising or incurred or suffered by the Transferor Companies shall for all purposes be treated and deemed to be accrued from the Appointed Date as the profits or income, taxes (including tax losses, minimum alternate tax credit), costs, charges, expenditure or losses of the Transferee Company, as the case may be.
- 9.4. Upon the Scheme becoming effective, the Transferor Companies and the Transferee Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under

the Income Tax Act, 1961, central sales tax, applicable state value added tax, goods and services tax act, service tax laws, excise duty laws and all other applicable tax laws, and to claim refunds and or credit for taxes paid (including minimum alternate tax, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.

- 9.5. All tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Companies pending and / or arising at the Appointed Date shall be continued and / or enforced until the Effective Date by the Transferor Companies. As and from the Effective Date, the tax proceedings shall be continued and enforced by / or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in the Scheme.
- 9.6. Any tax liabilities under the Income Tax Act, 1961, service tax laws, excise duty laws, central sales tax laws, goods and services tax act, applicable state value added tax laws or other Applicable Laws dealing with taxes, duties or levies of the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company.
- 9.7. Any refund, under the Income Tax Act, 1961, service tax laws, excise duty laws, central sales tax laws, goods and services tax act, applicable state value added tax laws or other Applicable Laws dealing with taxes, duties or levies due to the Transferor Companies consequent to the assessment made on the Transferor Companies (including any refund for which no credit is taken in the accounts of the Transferor Companies) as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company upon this Scheme becoming effective.
- 9.8. The tax and duty payments including cess and surcharge if any (including without limitation income tax, service tax, excise duty, central sales tax, goods and services tax act, applicable state value added tax, etc.) whether by way of tax deducted at source, advance tax or otherwise howsoever, by the Transferor Companies after the Appointed Date, shall be deemed to be paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by the Transferor Companies / the Transferee Company on transactions with the Transferee Company / Transferor Companies, if any (from Appointed Date to Effective Date) shall be deemed to be advance tax paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
- 9.9. Upon the Scheme coming into effect, any obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies shall be made or deemed to have been made and duly complied with by the Transferee Company.
- 9.10. All intangible assets (including but not limited to goodwill) belonging to but not recorded in the books of account of the Transferor Companies and all intangible assets (including but not limited to goodwill) arising or recorded in the process of the amalgamation, if any, in books of account of the Transferee Company shall, for all purposes, be regarded as an intangible asset in terms of Explanation 3(b) to Section 32(1) of the Income Tax Act, 1961 and the Transferee Company shall be eligible for depreciation thereunder at the prescribed rates.
- 9.11. Without prejudice to the generality of the foregoing, all benefits, incentives, losses (including but not limited to book losses, tax losses), book unabsorbed depreciation, tax unabsorbed depreciation, credits (including, without limitation income tax, minimum alternate tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax, goods and services tax act, customs duty drawback etc.) to which any of the Transferor Companies is entitled to in terms of Applicable Laws, shall be available to and vest in the Transferee Company, upon this Scheme coming into effect.
- 9.12. Upon coming into effect of this Scheme, all tax compliances under any tax laws by the Transferor Companies on or after the Appointed Date shall be deemed to be made by the Transferee Company.

## **10. INTELLECTUAL PROPERTY RIGHTS**

- 10.1. Upon the effectiveness of the Scheme, the Transferee Company will be entitled to all the brands, patents, trademarks, copyrights, technical know-how and all other intellectual property rights of the Transferor Companies including registered and unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights, trademarks and all such other industrial or intellectual rights of whatsoever nature. The Transferee Company may take such actions as may be necessary and permissible to get the same transferred and / or registered in the name of the Transferee Company.

## **11. CONSIDERATION**

- 11.1. The entire share capital (equity share capital as well as preference share capital, where applicable) of the Transferor Companies is, directly or indirectly through wholly-owned subsidiary companies, beneficially held by the Transferee Company. In other words, the Transferor Companies are the direct or indirect wholly-owned subsidiary companies of the Transferee Company. Accordingly, pursuant to this Scheme, no shares of the Transferee Company shall be issued and allotted in respect of shares held by it or its subsidiary companies in the Transferor Companies. Upon the Scheme becoming effective, the entire share capital (equity share capital as well as the preference share capital, where applicable) of the Transferor Companies shall be cancelled and extinguished without any further act, deed or instrument as an integral part of this Scheme.
- 11.2. The investments in the shares of the Transferor Companies appearing in the books of account of the Transferee Company or other subsidiary companies of the Transferee Company shall, without any further act, deed or instrument, stand cancelled.

## **12. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY**

- 12.1. The Transferee Company shall account for the amalgamation in its books of account as per the "Pooling of Interest Method" prescribed under Indian - Accounting Standard 103 – "Business Combinations" notified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other applicable accounting standards prescribed under the Act.
- 12.2. All the assets and liabilities of the Transferor Companies shall stand transferred to, and the same shall be recorded by, the Transferee Company at their respective carrying amount and in the same form as appearing in the books of account of the Transferor Companies.
- 12.3. The balance of the retained earnings in the books of account of the Transferor Companies shall be aggregated with the corresponding balance of retained earnings of the Transferee Company.
- 12.4. The identity of the reserves standing in the books of account of the Transferor Companies shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in and at the same values at which they appeared in the financial statements of the Transferor Companies. As a result of preserving the identity, reserves which prior to this Scheme becoming effective were available for distribution as dividend would also be available for distribution as dividend after the Scheme becoming effective.
- 12.5. As stated in Clause 11 above, no new shares will be issued or allotted by the Transferee Company pursuant to this Scheme and the investments in the shares (equity as well as preference) of the Transferor Companies appearing, inter alia, in the books of account of the Transferee Company shall stand cancelled. The difference between the amount of investment in the shares (equity as well as preference) of the Transferor Companies appearing in the books of account of the Transferee Company and the amount of issued, subscribed and paid-up share capital (equity as well as preference) standing credited in the books of account of the Transferor Companies shall, subject to provisions contained in applicable accounting standards prescribed under the Act, be transferred to capital reserve in the books of account of the Transferee Company and such capital reserve shall be presented separately from other capital reserves.
- 12.6. In case there is any difference in the accounting policies adopted by the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference will be quantified and adjusted in the Reserves to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.
- 12.7. If there are any loans, advances or other obligations (including but not limited to any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) that are due between the Transferor Companies and the Transferee Company or between any of the Transferor Companies inter-se, if any, shall, ipso facto, stand discharged and come to end and the same shall be eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company.
- 12.8. In addition, the Transferee Company shall pass such accounting entries, as may be necessary, in connection with this Scheme, to comply with any of the applicable accounting standards and generally accepted accounting principles adopted in India.

### **13. DISSOLUTION OF THE TRANSFEROR COMPANIES AND VALIDITY OF RESOLUTIONS**

- 13.1. Upon the effectiveness of this Scheme, the Transferor Companies shall be dissolved without winding up, and the Board of Directors and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand dissolved.
- 13.2. Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

### **14. CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANIES TILL EFFECTIVE DATE**

- 14.1. From the Appointed Date till the Effective Date, the Transferor Companies shall carry on and be deemed to have carried on all its business and activities and shall hold and be in possession of the Undertakings of the Transferor Companies for and on account of and in trust for the Transferee Company. All profits, incomes, expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) or accruing to the Transferor Companies or by the Transferor Companies shall, for all purposes, be treated as the profits or incomes or expenditure or losses or taxes, as the case may be, of the Transferee Company.
- 14.2. From the Appointed Date till the Effective Date, the Transferor Companies shall carry on all its business and activities with reasonable diligence and business prudence and shall not, without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with the said assets or any part thereof, except in the ordinary course of business, or pursuant to any pre-existing obligation(s) undertaken by the Transferor Companies prior to the date of approval of the Scheme by its Board of Directors.
- 14.3. All assets, rights, titles, interests and authorities accrued to and /or acquired by the Transferor Companies in relation to or in connection with the Undertakings of the Transferor Companies after the Appointed Date and prior to the Effective Date shall be deemed to have been accrued to and / or acquired for and on behalf of the Transferee Company and shall, pursuant to the provisions of Section 394 of the Act, without any further act, instrument or deed or conveyance, be and stand transferred to or vested in or be deemed to be transferred to or vested in the Transferee Company to that extent and shall become the assets, rights, title, interests and authorities of the Transferee Company.
- 14.4. Where any of the liabilities of the Transferor Companies which are on the Appointed Date transferred to the Transferee Company have been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 14.5. All loans raised and utilized and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Companies after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall, pursuant to the provisions of, Section 394 of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to be transferred to and vested in the Transferee Company and shall become the liabilities and obligations of the Transferee Company and the Transferee Company shall discharge and satisfy the same.
- 14.6. With effect from the date of the respective meetings of the Board of Directors of the Transferor Companies and the Transferee Company approving the Scheme and upto and including the Effective Date, the Transferor Companies and the Transferee Company may make any change in their respective capital structure, whether by way of increase, decrease, reduction, reclassification, sub-division or consolidation, re-organisation, or in any other manner, with prior intimation to other Transferor Companies and the Transferee Company and in such an event, appropriate and consequential changes in the provisions of this Scheme, if and wherever required, shall be made and shall be deemed to have been made.
- 14.7. Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertakings of the Transferor Companies that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.

## **15. APPLICATION TO THE HIGH COURT**

- 15.1. The Transferor Companies shall make all applications/petitions under Sections 391 to 394 and other applicable provisions of the Act to the High Court for sanctioning of this Scheme and for dissolution of the Transferor Companies without winding up under the provisions of Act and to obtain all approvals as may be required under Applicable Law.
- 15.2. The Transferee Company shall also make all applications/petitions under Sections 391 to 394 and other applicable provisions of the Act to the High Court for sanctioning of this Scheme under the provisions of Act and to obtain all approvals as may be required under Applicable Law.

## **16. DIVIDEND**

- 16.1. For the avoidance of doubt, it is hereby clarified that nothing in this Scheme shall prevent the Transferee Company and the Transferor Companies from declaring and paying dividends, whether interim or final, to its shareholders.
- 16.2. It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Companies and/ or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Transferor Companies and the Transferee Company and subject, wherever necessary, to the approval of the shareholders of the Transferor Companies and the Transferee Company, respectively.

## **17. FUND RAISING BY ISSUE OF SHARES/ OTHER INSTRUMENTS BY TRANSFEE COMPANY**

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

## **18. MODIFICATIONS, AMENDMENTS TO THE SCHEME**

- 18.1. If at any time the High Court or any regulatory authority, including the Stock Exchanges or SEBI, suggests or requires material modifications or amendments to the Scheme, such modifications or amendments shall not be binding on the Transferor Companies and the Transferee Company unless agreed to by Board of Directors or any director who is authorized by the Board of Directors; provided, however, that where any modification or amendment relates to severance or non-approval of any part of the Scheme, which part is capable of otherwise being lawfully performed in accordance with the agreement between the Transferor Companies and Transferee Company, the Transferor Companies and Transferee Company shall perform such part accordingly.
- 18.2. Subject to the foregoing, the Transferor Companies (by any of their respective Directors) and the Transferee Company (by any of its Directors):
- (i) may in its full and absolute discretion assent from time to time on behalf of all persons concerned to any modifications or amendments or addition to this Scheme or to any conditions or limitations which the High Court or any authorities under the Applicable Laws may deem fit to approve of or impose and / or to resolve any doubt or difficulties that may arise for carrying out this Scheme and to do and execute all such acts, deeds, matters and things as may be necessary, desirable or proper for carrying the Scheme into effect.
  - (ii) are authorised to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect, and/ or give such consents as may be required in terms of this Scheme;
  - (iii) for the purpose of giving effect to this Scheme or to any modifications or amendments thereof, may give and are authorised to give all such directions that are necessary or are desirable including directions for settling any doubts or difficulties that may arise.
  - (iv) mutually agree to modify any of the terms of this Scheme in future to settle any of the difficulties or to implement the provisions of this Scheme smoothly and hassle free manner, if such need arises and for all purposes the Effective Date for such subsequent modified scheme shall be the same as specified in this Scheme.

## **19. SCHEME CONDITIONAL UPON APPROVALS/ SANCTIONS**

This Scheme is conditional upon and subject to:

- 19.1. Receipt of all requisite sanctions or approvals, if any required, under any Applicable Laws from any Governmental Authority or other persons or any other authority, agency, department or person concerned.
- 19.2. The compliance with the SEBI guidelines including particularly, the circular CIR/CFD/CMD/16/2015 dated 30th November, 2015 and subsequent amendments thereof.
- 19.3. The Scheme being agreed to by the requisite majorities of the shareholders and/or creditors of the Transferor Companies and/or the Transferee Company (if applicable and so directed by the High Court).
- 19.4. The sanctions of the High Court being obtained under Sections 391 to 394 and other applicable provisions of the Act and requisite orders of the High Court being obtained.
- 19.5. The certified copy of the orders of the High Court sanctioning the Scheme being filed with the respective Registrar of Companies having jurisdiction.

## **20. EFFECT OF NON-RECEIPT OF APPROVAL/SANCTION**

- 20.1. In the event of any of the conditions referred in Clause 19 hereinabove are not satisfied or the said sanctions and approvals are not obtained and / or the said order or orders not passed as aforesaid within such period or periods as may be agreed upon between the Transferor Companies and the Transferee Company through their respective Board of Directors or any director authorized by the Board of Directors, the Scheme shall stand nullified, revoked, cancelled and shall become void and be of no effect and shall be deemed to have never have been in existence.
- 20.2. The Board of Directors or any director authorized by the Board of Directors of each of the Transferor Companies and the Transferee Company are hereby authorized and empowered to agree to and extend the period as aforesaid determined from time to time without any limitations in exercise of their powers.
- 20.3. In the event of any subsequent change in law or regulations which does not require the Scheme to be approved by the High Court, the Transferor Companies and the Transferee Company shall have the right to withdraw the Scheme as filed before the High Court.
- 20.4. In the event of revocation under Clause 20.1 above, no rights and liabilities whatsoever shall accrue to or be incurred inter-se to the Transferor Companies and the Transferee Company or their respective members or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Laws, and in such case, the Transferor Companies and the Transferee Company shall bear its own costs unless otherwise mutually agreed.
- 20.5. The Board of Directors or any director authorized by the Board of Directors of the Transferor Companies and / or the Transferee Company shall be entitled to withdraw this Scheme prior to the Effective Date.

## **21. SEVERABILITY**

If any part of this Scheme is invalid, ruled illegal by the High Court of competent jurisdiction, or unenforceable under present or future Applicable Laws, then it is the intention of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to the Transferor Companies and /or the Transferee Company, then in such case the Transferor Companies and /or the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Companies and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such part deleted.

## **22. EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges and expenses, including taxes and duties payable, of the Transferor Companies and the Transferee Company incurred by or applicable to each of them in relation to or in connection with the Scheme and incidental to the completion of the amalgamation of the Transferor Companies with the Transferee Company in pursuance of the Scheme, shall be borne and paid by Transferee Company unless mutually agreed by the Transferor Companies and the Transferee Company otherwise.

**To**

**The Board of Directors,  
Sun Pharmaceutical Industries Limited**

Sun House, CTS No. 201 B/1,  
Western Express Highway,  
Goregaon (E)  
Mumbai – 400 063,  
Maharashtra, India

Dear Sirs,

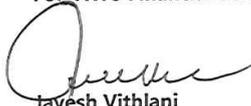
**Sub: Fairness Opinion on the proposed amalgamation of Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited and Vidyut Investments Limited into Sun Pharmaceutical Industries Limited pursuant to the Scheme of Amalgamation in terms of SEBI Circular No.: CIR/CFD/CMD/16/2015 dated November 30, 2015 and under regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, Vivro Financial Services Private Limited refer to our engagement letter dated November 1, 2016 whereby Sun Pharmaceutical Industries Limited (hereinafter referred to 'SPIL', 'the Transferee Company', 'the Company', 'you', 'your') has appointed us to issue a Fairness Opinion in terms of SEBI Circular No.: CIR/CFD/CMD/16/2015 dated November 30, 2015 under regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in connection with the proposed amalgamation of Sun Pharma Medisales Private Limited (Earlier known as Solrex Pharmaceuticals Company; Converted into Private Limited Company w.e.f. September 23, 2016), Ranbaxy Drugs Limited, Gufic Pharma Limited and Vidyut Investments Limited (collectively referred to as the 'Transferor Companies') in to Sun Pharmaceutical Industries Limited pursuant to the Scheme of Amalgamation in terms of the provisions of Sections 391 to 394 of the Companies Act, 1956 and the applicable provisions of the Companies Act, 2013 and/or Rules/Regulations made thereunder.

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

Thanking you.

**For Vivro Financial Services Private Limited**

  
Jayesh Vithlani  
Sr. Vice President

**Date:** November 10, 2016  
**Place:** Ahmedabad



**FAIRNESS OPINION**

**IN THE MATTER OF SCHEME OF AMALGAMATION**

**OF**

**SUN PHARMA MEDISALES PRIVATE LIMITED,  
RANBAXY DRUGS LIMITED,  
GUFIC PHARMA LIMITED,  
VIDYUT INVESTMENTS LIMITED**

**INTO**

**SUN PHARMACEUTICAL INDUSTRIES LIMITED**

**STRICTLY PRIVATE AND CONFIDENTIAL**

Prepared By:

**VIVRO**

**Vivro Financial Services Private Limited**

607/608, Marathon Icon, Veer Santaji Lane,  
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11, Shashi Colony,  
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**Ahmedabad – 380 007**



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## **1. ASSIGNMENT BACKGROUND**

Sun Pharmaceutical Industries Ltd. (hereinafter referred to 'SPIL', 'the Transferee Company', 'the Company', 'you', 'your'), a Company incorporated in the state of Gujarat, India vide its Corporate Identity Number L24230GJ1993PLC019050 having its Registered Office at SPARC, Tandalja, Vadodara- 390 020, Gujarat, India has engaged 'Vivro Financial Services Private Limited', Category I Merchant Banker registered with SEBI having its Registration No. INM000010122 (referred to in this document as "Vivro"), vide an engagement letter November 1, 2016 to issue a Fairness Opinion Report in respect of the Scheme of Amalgamation ('the Scheme') of Sun Pharma Medisales Private Limited, (Earlier known as Solrex Pharmaceuticals Company & referred to in this document as the "Transferor Company 1" or "SPMPL"), Ranbaxy Drugs Limited (referred to in this document as the "Transferor Company 2" or "RDL"), Gufic Pharma Limited (referred to in this document as the "Transferor Company 3" or "GPL") & Vidyut Investments Limited (referred to in this document as the "Transferor Company 4" or "VIL") (collectively referred to as 'the Transferor Companies') into Sun Pharmaceutical Industries Ltd.

This Fairness Opinion Report is issued in terms of SEBI Circular No.: CIR/CFD/CMD/16/2015 dated November 30, 2015 and under regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the same can be used as guidance for the Scheme of amalgamation of Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited and Vidyut Investments Limited into SPIL whose Equity Shares are listed on the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges").

## **2. DISCLAIMER**

This Fairness Opinion Report is prepared by 'Vivro Financial Services Private Limited under an engagement from Sun Pharmaceutical Industries Ltd. on the basis of information, documents, papers, and explanations given by the management, officers and staff of SPIL to Vivro.

In preparing the Fairness Opinion Report, Vivro has relied upon and assumed, without independent verification, the truthfulness, accuracy and completeness of the information and financial data provided by SPIL. Vivro has therefore relied upon all specific information as received and declines any responsibility should the results presented be affected by the lack of completeness or truthfulness of such information.

Vivro has also considered Scheme of amalgamation as furnished. It is assumed that the Scheme will be consummated in accordance with the expected terms.

Vivro shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly on account of the use of or reliance on the information set out herein in this report.

Vivro has not provided any accounting, tax or legal advice to SPIL or SPMPL, RDL, GPL & VIL or any other company involved in the transaction. Fairness Opinion Report should not be construed as investment advice or any form of recommendation either for making or divesting investment in any of the companies involved in the transaction.

This Opinion is furnished on a strictly confidential basis. Neither this Opinion nor the information contained herein may be reproduced or passed to any person or used for any purpose other than stated above in para 2 of "ASSIGNMENT BACKGROUND" or as may be required under applicable laws and regulation.

The fee for our services is not contingent upon the results of the proposed amalgamation. This opinion is subject to Laws of India.

This Report is necessarily based on various factors and conditions as of the date hereof, and the written and oral information made available to us until November 10, 2016. It is understood that subsequent developments may affect the conclusions of the Report and of the Opinion and that, in addition, Vivro has no obligation to update, revise, or reaffirm the Opinion.

## **3. LIMITATIONS**

Our report is subject to the scope limitations detailed hereinafter. The report should be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

1. In course of the present exercise, we were provided with both written and verbal information, including financial data. Our report is based on the information furnished to us being complete and accurate in all material respects. We have

**Vivro Financial Services Private Limited**



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relied upon the historical financial statements and the information and representations furnished to us without carrying out any audit or other tests to verify the accuracy with limited independent appraisal. Also, we have been given to understand by the managements of the companies that they have not omitted any relevant facts and material factors. Accordingly, we do not express any opinion in any form of assurance regarding its accuracy and completeness. We assume no responsibility whatsoever for any errors in the above information furnished by the companies and their impact on the present exercise.

2. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.
3. Our work does not constitute an audit or certification or due diligence of the past financials of SPIL or any of the transferor Companies used in the study and we have relied upon the information provided to us by SPIL as regards such working results.
4. We express no opinion whatsoever and make no recommendation at all to the companies underlying decision to effect the proposed Scheme or as to how the holders of equity shares or secured or unsecured creditors of the Companies should vote at their respective meetings held in connection with the proposed Scheme. We accept no responsibility as to the prices at which the equity shares of Sun Pharmaceutical Industries Limited will trade following the announcement of the proposed Scheme or as to the financial performance of Sun Pharmaceutical Industries Limited following the consummation of the proposed Scheme.
5. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.
6. No investigation of the companies claim to the title of assets or property owned by the companies has been made for the purpose of the fairness opinion. With regard to the companies claim we have relied solely on representation, whether verbal or otherwise made, by the management to us for the purpose of this report.
7. Our analysis and results are also specific to the date of this report. An exercise of this nature involves consideration of various factors. This report is issued on the understanding that the companies have drawn our attention to all the matters, which they are aware of considering the financial position of the Companies, their businesses, and any other matter, which may have an impact on our opinion for the proposed amalgamation, including any significant changes that have taken place or are likely to take place in the financial position of the Companies or their businesses subsequent to the proposed Appointed Date of the proposed Scheme. We have no responsibility to update this report for events and circumstances occurring after the date of this report. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
8. For the purpose of this Fairness Opinion, we have relied upon the Audited Accounts of SPIL for the year ended on March 31, 2016 and results for the quarter ended September 30, 2016. We understand as conveyed by Management of SPIL that all transferor companies are direct or indirect wholly owned subsidiaries of SPIL. Hence, no shares will be issued and accordingly, a valuation of shares of the Transferor Companies has not been conducted or provided.
9. We have not independently verified the transactions carried out by SPIL, SPMPL, RDL, GPL & VIL and have relied on the audited financial statements and management certified financial statements of the Transferor Companies and Transferee Company. We do not take any responsibility as to correctness or completeness in any of the financial statements of these companies.

#### **4. SOURCES OF INFORMATION**

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

1. Management Certified Draft Scheme of Amalgamation of SPMPL, RDL, GPL & VIL into SPIL.
2. Memorandum and Articles of Association of Sun Pharmaceutical Industries Ltd., Sun Pharma Medisales Private Limited, Ranbaxy Drugs Ltd., Gufic Pharma Limited and Vidyut Investments Limited
3. Present Shareholding pattern of Transferor and Transferee Companies.
4. Audited Financial Statements of SPIL for the Financial Year ended on March 31, 2016 and results for the quarter ended on September 30, 2016.
5. Audited Financial Statements of RDL, GPL, VIL for the Financial Year ended on March 31, 2016 and for the half year ended September 30, 2016.
6. Audited Financial Statements of SPMPL (Earlier known as Solrex Pharmaceuticals Company and converted into Private Limited Company w.e.f. September 23, 2016) for the period ended on September 30, 2016 and Audited Financial



Statements of Solrex Pharmaceuticals Company for the Financial Year ended on March 31, 2016 and for the period ended on 31<sup>st</sup> July 2016.

7. Such other information and explanations as we required and which have been provided by the management of SPIL, which were considered relevant for the purpose the Fairness Opinion.

## 5. HISTORY AND BACKGROUND

### Sun Pharmaceutical Industries Limited

SPIL was incorporated in the year 1993 with the Registrar of Companies, Gujarat. Registered Office of SPIL is located at SPARC, Tandajja, Vadodara – 390 020. The equity shares of SPIL are listed on The BSE Limited and National Stock Exchange of India Limited. SPIL is engaged in the business of manufacturing and marketing of various drugs and pharmaceutical products. The main object of the Company are development, manufacture, sale, trading and export of various generic drug formulations, manufacture of drugs and pharmaceutical products. It is also engaged in export of pharmaceutical formulations to various regulated markets including USA. The Board of Directors of SPIL as per Annual report of 2015-16 are as follows:

Name of the Directors	Designation
Mr. Dilip S. Shanghvi	Managing Director
Mr. Israel Makov	Chairman
Mr. Sailesh T. Desai	Whole- Time Director
Mr. Sudhir V. Valia	Whole- Time Director
Mr. Keki M. Mistry	Non Executive Independent Director
Mr. Ashwin S. Dani	Non Executive Independent Director
Mr. S. Mohanchand Dadha	Non Executive Independent Director
Mr. Hasmukh S. Shah	Non Executive Independent Director
Ms. Rekha Sethi	Non Executive Independent Director

The Authorized Share Capital of SPIL is INR 6,000,000,000 divided into 5,990,000,000 equity shares of INR 1/- each & 100,000 Cumulative Preference Shares of INR 100/- each. As on September 30, 2016, the Issued, Subscribed and Paid up Share Capital of SPIL is INR 2,406,753,959 comprising of 2,406,753,959 equity shares of Re. 1/- each which is reduced to INR 2,399,253,959 comprising of 2,399,253,959 equity shares of INR 1/- each on account of buy back and extinguishment of 75,00,000 equity shares of face value of INR 1/- each on October 21, 2016 pursuant to the Letter of Offer dated September 10, 2016.

The Shareholding pattern of Sun Pharmaceutical Industries Limited as on October 21, 2016 (after buyback) is as under:

Categories	Number of Shares	Shareholding Percentage (%)
Promoters	1,319,322,620	54.99%
Public	1,079,931,339	45.01%
<b>Total</b>	<b>2,399,253,959</b>	<b>100.00%</b>

### Sun Pharma Medisales Private Limited

Solrex Pharmaceuticals Company, a Firm was incorporated on January 29, 2007. It was converted into Private Limited Company w.e.f. September 23, 2016 and was renamed as Sun Pharma Medisales Private Limited. The registered office of the Company is located at SPARC, Tandajja, Vadodara, 390020. It is engaged primarily in the manufacturing and trading in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities.

The entire paid up capital of SPML is held by wholly-owned subsidiaries of the SPIL including the RDL, GPL and VIL.



## The Share Capital of SPMPL as on September 30, 2016:

Particulars	Amount in INR	
	September 30, 2016	
<b>Authorised Capital</b>		
100,000 Equity Shares of INR 10/- each		10,00,000
<b>Total</b>		<b>10,00,000</b>
<b>Issued, Subscribed and Paid up capital</b>		
100,000 Equity shares of INR 10/- each		10,00,000
<b>Total</b>		<b>10,00,000</b>

Present Directors of SPMPL are as follows:

Name	Designation
Mr. Sandeep Mehandroo	Director
Mr. Sanjay Jerry	Director
Mr. Prince Kalarickal Elias	Director

**Ranbaxy Drugs Limited**

Ranbaxy Drugs Limited was incorporated on January 31, 1984. The main object of the Company is to engage in the manufacturing and dealing in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities. The registered office of the Company is situated at Sun House, Plot No. 201 B/1, Western Express Highway, Goregaon (East), Mumbai – 400 063, Maharashtra.

The entire paid up capital of RDL is held by SPIL.

**Share Capital of RDL:**

## The Share Capital of RDL as on September 30, 2016:

Particulars	Amount in INR	
	September 30, 2016	
<b>Authorized Capital</b>		
79,050,000 Equity Shares of INR 10/- each		790,500,000
21,000,000 (10% Non-cumulative redeemable preference shares of INR 10/- each		210,000,000
<b>Total</b>		<b>1,000,500,000</b>
<b>Issued, Subscribed and Paid up capital</b>		
3,100,020 Equity shares of INR 10/- each		31,000,200
250 (10% Non-cumulative redeemable preference shares of INR 10/- each		2,500
<b>Total</b>		<b>31,002,700</b>

Present Directors of RDL are as follows:

Name	Designation
Mr. Sandeep Mehandroo	Director
Mr. Sanjay Jerry	Director
Ms. Meetal Sharad Sampat	Director



**Gufic Pharma Limited**

Gufic Pharma Limited was incorporated on June 25,1983. The main object of Company is to engage in the manufacturing and dealing in pharmaceutical products, chemicals, hospital supplies, healthcare and diagnostics products and other ancillary and incidental business activities. It holds certain trademarks which are licensed to SPIL. The registered office of the Company is situated at G-7-8-9, Metro Commercial Centre, Ashram Road, Ahmedabad – 380009, Gujarat.

The entire paid up capital of GPL is held by SPIL and RDL.

**Share Capital of GPL:****The Share Capital of GPL as on September 30, 2016:**

Particulars	<i>Amount in INR</i>
	<b>September 30, 2016</b>
<b>Authorized Capital</b>	
5000 Equity shares of INR 100/- each	500,000
<b>Total</b>	<b>500,000</b>
<b>Issued, Subscribed and Paid up capital</b>	
5000 Equity Shares of INR 100/- each	500,000
<b>Total</b>	<b>500,000</b>

Present Directors of GPL are as follows:

Name	Designation
Mr. Sandeep Mehandroo	Director
Mr. Sanjay Jerry	Director
Mr. Prince Kalarickal Elias	Director

**Vidyut Investments Limited**

Vidyut Investments Limited was incorporated on June 01, 1988. The registered office of the Company is situated at A-41, Industrial Area, Phase VIII-A, SAS Nagar, Mohali - 160071, Punjab, India. The entire paid up capital of VIL is beneficially held by SPIL.

The main object of the Company is to engage in the business of hire purchase, general finance, housing finance, investment and leasing and to provide an advisory/consultancy services for leasing, hire purchase, finance and investment and other ancillary and incidental business activities.

However, presently company is not engaged in any of the activities.

**The Share Capital of VIL as on September 30, 2016:**

Particulars	<i>Amount in INR</i>
	<b>September 30, 2016</b>
<b>Authorized Capital</b>	
25,750,000 Equity shares of INR 10/- each	257,500,000
25,000 (10% Non-cumulative redeemable preference shares of INR 100/- each)	2,500,000
<b>Total</b>	<b>260,000,000</b>
<b>Issued, Subscribed and Paid up capital</b>	
2,50,08,400 fully-paid up equity shares of INR 10/- each	250,084,000
<b>Total</b>	<b>250,084,000</b>

Vivro Financial Services Private Limited



Page 8 of 10

Present Directors of VIL are as follows:

Name	Designation
Mr. Sandeep Mehandroo	Director
Mr. Sanjay Jerry	Director
Mr. Chintan Shah	Director

## 6. KEY FACTS AND OBJECTIVE OF SCHEME OF AMALGAMATION

Based on the information provided to us, SPMPL, RDL, GPL & VIL shall be amalgamated into Sun Pharmaceutical Industries Limited.

We understand that all Transferor Companies will be amalgamated into SPIL without any consideration as all the transferor Companies are direct or indirect wholly owned subsidiaries of SPIL.

The objectives of this amalgamation as outlined in the Scheme are as under:

All Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Transferee Company. In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be amalgamated with Transferee Company. The amalgamation of Transferor Companies with Transferee Company would inter alia have the following benefits:

- The amalgamation will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.
- The amalgamation will provide for more productive and optimum utilization of various resources by pooling of the managerial, technical and financial resources of the Transferor Companies and the Transferee Company which will fuel the growth of the business and help effectively address the ever growing competition.
- The amalgamation will result in economy of scales, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs.
- The amalgamation will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company.
- The amalgamation would motivate employees of the Transferor Companies by providing better opportunities to scale up their performance with a larger corporate entity having large revenue base, resources, asset base etc. which will boost employee morale and provide impetus to better corporate performance ultimately enhancing overall shareholder value.
- The Transferor Companies and Transferee Company intend to / can achieve larger product portfolio, economies of scale, efficiency, optimisation of logistic and distribution network and other related economies by consolidating the business operations being managed by different management teams.
- The Board of Directors of the Transferor Companies and the Transferee Company are of the opinion that It would, therefore, be advantageous to combine the activities and operations of the Transferor Companies into the Transferee Company for synergistic linkages and the benefit of financial and other resources of each other and that the amalgamation would benefit the shareholders, employees and other stakeholders of the Transferor Companies and the Transferee Company.

## 7. PURCHASE CONSIDERATION

SPMPL, RDL, GPL & VIL are direct or indirect wholly owned Subsidiary Companies of Sun Pharmaceutical Industries Ltd (SPIL). Therefore, no consideration has been provided under the Scheme. Clause 11 of the scheme stating the terms of Consideration is reproduced below:

"The entire share capital (equity share capital as well as preference share capital, where applicable) of the Transferor Companies is, directly or indirectly through wholly-owned subsidiary companies, beneficially held by the Transferee Company. In other words, the Transferor Companies are the direct or indirect wholly-owned subsidiary companies of the



Transferee Company. Accordingly, pursuant to this Scheme, no shares of the Transferee Company shall be issued and allotted in respect of shares held by it or its subsidiary companies in the Transferor Companies. Upon the Scheme becoming effective, the entire share capital (equity share capital as well as the preference share capital, where applicable) of the Transferor Companies shall be cancelled and extinguished without any further act, deed or instrument as an integral part of this Scheme.”

“The investments in the shares of the Transferor Companies appearing in the books of accounts of the Transferee Company or other subsidiary companies of the Transferee Company shall, without any further act, deed or instrument, stand cancelled”.

In view of the above mentioned excerpts of the Scheme, no consideration has been provided for under the Scheme.

## **8. CONCLUSION**

With reference to the above and based on the information provided to us by the management of the entities forming part of the scheme of amalgamation as well as taking into consideration the Scheme, we understand that the present Scheme proposes to amalgamate SPMPL, RDL, GPL & VIL into Sun Pharmaceutical Industries Limited.

Since all Transferor companies (i.e. SPMPL, RDL, GPL & VIL) are direct or indirect wholly owned subsidiaries of Transferee company (i.e. SPIL), the shareholders of the Transferor Companies, cannot be issued any shares of Transferee company pursuant to applicable laws in India and the Scheme being an internal group restructuring between the Transferee Company and the Transferor Companies. Hence, the Transferee Company shall not be required to issue any shares or pay any consideration to the Transferor Companies or to its shareholders. Accordingly, an exchange ratio or a valuation of Equity shares of the Transferor Companies and Transferee Companies has not been arrived at, for the proposed amalgamation.

The proposed amalgamation does not involve any movement of assets or liabilities outside the group as the amalgamation is of Transferor Companies into Sun Pharmaceutical Industries Limited, India which directly or indirectly holds Transferor Companies.

There would be no change in the promoter or public shareholding pattern of the public listed company i.e. Sun Pharmaceutical Industries Limited, post proposed amalgamation.

In the light of the foregoing and subject to the exclusions and limitations detailed hereinabove, we state that in our opinion the proposed amalgamation of SPMPL, RDL, GPL & VIL in to SPIL under the Scheme of Amalgamation seems fair and reasonable.

**For, Vivro Financial Services Private Limited**



**Jayesh Vithlani**

**(Sr. Vice President)**



**Date: November 10, 2016**

**Place: Ahmedabad**

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



**January 16, 2017**

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

Details of Complaint report received by the Company on the Draft Scheme of Arrangement for Amalgamation of Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited and Vidyut Investments Limited with Sun Pharmaceutical Industries Limited (“the Company”), from various sources during the 21 days period from the date of filing of Draft Scheme of Arrangement with stock exchanges (December 21, 2016) and hosting of the Draft Scheme of Arrangement along with other documents on the website of BSE Limited (December 21, 2016) and the Company (December 21, 2016) i.e. from December 21, 2016 to January 10, 2017.

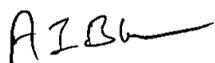
**Part A**

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

**Part B**

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

For Sun Pharmaceutical Industries Limited

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

**Sun Pharmaceutical Industries Ltd.**

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



**January 17, 2017**

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

**Details of Complaint report received by the Company on the Draft Scheme of Arrangement for Amalgamation of Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited and Vidyut Investments Limited with Sun Pharmaceutical Industries Limited (“the Company”), from various sources during the 21 days period from the date of filing of Draft Scheme of Arrangement with stock exchanges (December 21, 2016) and hosting of the Draft Scheme of Arrangement along with other documents on the website of National Stock Exchange of India Limited (December 27, 2016) and the Company (December 21, 2016) i.e. upto January 16, 2017.**

**Part A**

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

**Part B**

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

**For Sun Pharmaceutical Industries Limited**

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

Ref: NSE/LIST/10390

February 14, 2017

The Company Secretary  
Sun Pharmaceuticals Industries Limited  
SPARC, Tandalja,  
Vadodara 390020

**Kind Attn.: Mr. Ashok Bhuta**

Dear Sir,

**Sub: Observation letter for draft Scheme of Scheme of Arrangement for Amalgamation of Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited and Vidhut Investments Limited with Sun Pharmaceutical Industries Limited**

This has reference to the draft Scheme of Arrangement for Amalgamation of Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited and Vidhut Investments Limited with Sun Pharmaceutical Industries Limited submitted to the Exchange vide application dated December 21, 2016.

Based on our letter reference no Ref: NSE/LIST/101293 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CDM/16/2015 dated November 30, 2015, SEBI has vide letter dated February 10, 2017, has given following comments on the draft Scheme of Amalgamation:

*“a) The company shall duly comply with various provisions of the Circulars.”*

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

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (LODR) Regulations 2015, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from February 14, 2017, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circular upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges



- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure III of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,  
For National Stock Exchange of India Ltd.

**Divya Poojari**  
**Manager**

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

DCS/AMAL/AC/R37/702/2016-17

February 14, 2017

The Company Secretary  
**SUN PHARMACEUTICAL INDUSTRIES LTD.**  
SPARC, Tandalja, Vadodara,  
Gujarat, 390020.

Sir,

**Sub: Observation letter regarding the Draft Scheme of Amalgamation of Ranbaxy Drugs Limited, Sun Pharma Medisales Private Limited, Gufic Pharma Limited, Vidyut Investments Limited with Sun Pharmaceutical Industries Limited.**

We are in receipt of Draft Scheme of Amalgamation of Ranbaxy Drugs Limited, Sun Pharma Medisales Private Limited, Gufic Pharma Limited, Vidyut Investments Limited with Sun Pharmaceutical Industries Limited and their respective Shareholders and Creditors filed as required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated February 10, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company shall duly comply with various provisions of the Circulars.”

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

- To duly comply with various provisions of the circulars.

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

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- Copy of the High Court approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

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

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

Yours faithfully,

  
**Nitin Pujari**  
Manager

## SUN PHARMACEUTICAL INDUSTRIES LIMITED

### REPORT OF THE BOARD OF DIRECTORS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED ON THE EFFECT OF SCHEME OF ARRANGEMENT INVOLVING AMALGAMATION OF SUN PHARMA MEDISALES PRIVATE LIMITED, RANBAXY DRUGS LIMITED, GUFIC PHARMA LIMITED AND VIDYUT INVESTMENTS LIMITED WITH SUN PHARMACEUTICAL INDUSTRIES LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS (“SCHEME OF ARRANGEMENT”) ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

#### 1. Background:

- 1.1 The proposed Scheme of Arrangement involving amalgamation of Sun Pharma Medisales Private Limited (“Transferor Company 1”), Ranbaxy Drugs Limited (“Transferor Company 2”), Gufic Pharma Limited (“Transferor Company 3”) and Vidyut Investments Limited (“Transferor Company 4”), (collectively “Transferor Companies”) with Sun Pharmaceutical Industries Limited (“Transferee Company” / “the Company”) and their respective members and creditors (“**Scheme of Arrangement**”) was approved by the Board of Directors of the Company at its meeting held on November 10, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Arrangement on each class of shareholders, key managerial personnel (KMP’s), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
  - a. Draft Scheme of Arrangement duly initialed by the Company Secretary of the Company for the purpose of identification.
  - b. Fairness Opinion dated November 10, 2016 issued by Vivro Financial Services Private Limited on the draft Scheme of Arrangement.
  - c. Report of the Audit Committee dated November 10, 2016, recommending the draft Scheme of Arrangement to the Board for approval.
  - d. Certificate from Valia & Timbadia, Chartered Accountants dated November 29, 2016 certifying no requirement of valuation report.

#### 2. Effect of Scheme of Arrangement on each class of Shareholders, Key Managerial Personnel, Promoters and Non-Promoter Shareholders:

As the Transferor Companies are directly or indirectly wholly-owned subsidiary companies of the Company no shares of the Company shall be issued and allotted in respect of shares held by the Company or its subsidiary companies in the Transferor Companies, pursuant to the Scheme of Arrangement, and hence Scheme of Arrangement does not provide for any share exchange ratio and as no valuation is involved, there exist no special valuation difficulties. Further, the Scheme of Arrangement has been proposed to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness. Thus, there will be no adverse effect of the said Scheme of Arrangement on the Equity Shareholders (the only class of shareholders), Key Managerial Personnel, Promoter and Non-Promoter Shareholders of the Company.

**By order of the Board**

**For Sun Pharmaceutical Industries Limited**

**Sailesh T. Desai**

**Whole-time Director**

**DIN: 00005443**

Date: April 20, 2017

## SUN PHARMA MEDISALES PRIVATE LIMITED

### REPORT OF THE BOARD OF DIRECTORS OF SUN PHARMA MEDISALES PRIVATE LIMITED ON THE SCHEME OF ARRANGEMENT ALONG WITH RANBAXY DRUGS LIMITED, GUFIC PHARMA LIMITED, VIDYUT INVESTMENTS LIMITED INTO SUN PHARMACEUTICAL INDUSTRIES LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS ("SCHEME OF ARRANGEMENT") ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

#### 1. Background:

- 1.1 The proposed Scheme of Arrangement among Sun Pharma Medisales Private Limited ("Transferor Company 1 / the Company") along with Ranbaxy Drugs Limited ("Transferor Company 2"), Gufic Pharma Limited ("Transferor Company 3"), Vidyut Investments Limited (Transferor Company 4") into Sun Pharmaceutical Industries Limited ("Transferee Company") and their respective members and creditors ("Scheme of Arrangement") was approved by the Board of Directors of the Company at its meeting held on November 09, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Arrangement on each class of shareholders, key managerial personnel (KMP's), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
  - a. Draft Scheme of Arrangement duly initialed by the Chairman of the Meeting for the purpose of identification.

#### 2. Effect of Scheme of Arrangement on the Shareholders, KMP, Promoters and Non-Promoter shareholders:

The Company is indirect wholly owned subsidiary of the Transferee Company and therefore no shares will be issued by the Transferee Company, pursuant to the Scheme of Arrangement. Thus, there will be no adverse effect of the said Scheme of Arrangement on the Equity Shareholders (only class of shareholders) of the Company.

The Company does not have any KMP as it is not required to have any KMP under Companies Act, 2013.

**By order of the Board**

**For Sun Pharma Medisales Private Limited**

**Sanjay Jerry**

**Director**

**DIN: 06834466**

Date: March 02, 2017

## RANBAXY DRUGS LIMITED

### REPORT OF THE BOARD OF DIRECTORS OF RANBAXY DRUGS LIMITED ON THE SCHEME OF ARRANGEMENT ALONG WITH SUN PHARMA MEDISALES PRIVATE LIMITED, GUFIC PHARMA LIMITED, VIDYUT INVESTMENTS LIMITED INTO SUN PHARMACEUTICAL INDUSTRIES LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS ("SCHEME OF ARRANGEMENT") ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

#### 1. Background:

- 1.1 The proposed Scheme of Arrangement among Ranbaxy Drugs Limited ("Transferor Company 2 / the Company") along with Sun Pharma Medisales Private Limited ("Transferor Company 1"), Gufic Pharma Limited ("Transferor Company 3"), Vidyut Investments Limited (Transferor Company 4") into Sun Pharmaceutical Industries Limited ("Transferee Company") and their respective members and creditors ("Scheme of Arrangement") was approved by the Board of Directors of the Company at its meeting held on November 09, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Arrangement on each class of shareholders, key managerial personnel (KMP's), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
  - a. Draft Scheme of Arrangement duly initialed by the Chairman of the Meeting for the purpose of identification.

#### 2. Effect of Scheme of Arrangement on the Shareholders, KMP, Promoters and Non-Promoter shareholders:

The Company is wholly owned subsidiary of the Transferee Company and therefore no shares will be issued by the Transferee Company, pursuant to the Scheme of Arrangement. Thus, there will be no adverse effect of the said Scheme of Arrangement on the Equity and Preference Shareholders of the Company.

The Company does not have any KMP as it is not required to have any KMP under Companies Act, 2013.

**By order of the Board  
For Ranbaxy Drugs Limited**

**Sanjay Jerry  
Director  
DIN: 06834466**

Date: March 02, 2017

## GUFIC PHARMA LIMITED

### REPORT OF THE BOARD OF DIRECTORS OF GUFIC PHARMA LIMITED ON THE SCHEME OF ARRANGEMENT ALONG WITH SUN PHARMA MEDISALES PRIVATE LIMITED, RANBAXY DRUGS LIMITED, VIDYUT INVESTMENTS LIMITED INTO SUN PHARMACEUTICAL INDUSTRIES LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS ("SCHEME OF ARRANGEMENT") ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

#### 1. Background:

- 1.1 The proposed Scheme of Arrangement among Gufic Pharma Limited ("Transferor Company 3 / the Company") along with Sun Pharma Medisales Private Limited ("Transferor Company 1"), Ranbaxy Drugs Limited ("Transferor Company 2"), Vidyut Investments Limited (Transferor Company 4") into Sun Pharmaceutical Industries Limited ("Transferee Company") and their respective members and creditors ("Scheme of Arrangement") was approved by the Board of Directors of the Company at its meeting held on November 09, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Arrangement on each class of shareholders, key managerial personnel (KMP's), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
  - a. Draft Scheme of Arrangement duly initialed by the Chairman of the Meeting for the purpose of identification.

#### 2. Effect of Scheme of Arrangement on the Shareholders, KMP, Promoters and Non-Promoter shareholders:

The Company is wholly owned subsidiary of the Transferee Company and therefore no shares will be issued by the Transferee Company, pursuant to the Scheme of Arrangement. Thus, there will be no adverse effect of the said Scheme of Arrangement on the Equity Shareholders (only class of shareholders) of the Company.

The Company does not have any KMP as it is not required to have any KMP under Companies Act, 2013.

**By order of the Board  
For Gufic Pharma Limited**

**Sanjay Jerry  
Director  
DIN: 06834466**

Date: March 02, 2017

## VIDYUT INVESTMENTS LIMITED

### REPORT OF THE BOARD OF DIRECTORS OF VIDYUT INVESTMENTS LIMITED ON THE SCHEME OF ARRANGEMENT ALONG WITH SUN PHARMA MEDISALES PRIVATE LIMITED, RANBAXY DRUGS LIMITED, GUFIC PHARMA LIMITED INTO SUN PHARMACEUTICAL INDUSTRIES LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS ("SCHEME OF ARRANGEMENT") ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

#### 1. Background:

- 1.1 The proposed Scheme of Arrangement among Vidyut Investments Limited ("Transferor Company 4 / the Company") along with Sun Pharma Medisales Private Limited ("Transferor Company 1"), Ranbaxy Drugs Limited ("Transferor Company 2"), Gufic Pharma Limited (Transferor Company 3") into Sun Pharmaceutical Industries Limited ("Transferee Company") and their respective members and creditors ("Scheme of Arrangement") was approved by the Board of Directors of the Company at its meeting held on November 09, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Arrangement on each class of shareholders, key managerial personnel (KMP's), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
  - a. Draft Scheme of Arrangement duly initialed by the Chairman of the Meeting for the purpose of identification.
  - b. Report of the Audit Committee dated November 09, 2016, recommending the draft Scheme of Arrangement to the Board for approval.

#### 2. Effect of Scheme of Arrangement on the Shareholders, KMP, Promoters and Non-Promoter shareholders:

The Company is wholly owned subsidiary of the Transferee Company and therefore no shares will be issued by the Transferee Company, pursuant to the Scheme of Arrangement. Thus, there will be no adverse effect of the said Scheme of Arrangement on the Equity Shareholders (only class of shareholders) of the Company.

The KMPs of the Company will cease to be the KMPs after dissolution of the Company upon effectiveness of the Scheme of Arrangement without having any adverse effect on them.

**By order of the Board**  
**For Vidyut Investments Limited**

**Sanjay Jerry**  
**Director**  
**DIN: 06834466**

Date: March 02, 2017

## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

### TO THE BOARD OF DIRECTORS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **SUN PHARMACEUTICAL INDUSTRIES LIMITED** ("the Company") for the quarter and nine months ended December 31, 2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

*ml* *EH*  
*RK*

**Deloitte  
Haskins & Sells LLP**

4. Remuneration to the Managing Director and a Whole-time Director of the Company for the year ended March 31, 2015 is in excess of the limits specified under Schedule V to the Act by ₹ 207 Lakhs. In this regard, we have been informed by the Management of the Company that they have made further representations to the Central Government of India in respect of their applications for approving the amounts of maximum remuneration for the three years ending March 31, 2017, including for the excess amounts already paid. The response in respect of the foregoing is awaited from the Central Government of India.

Our review report is not modified in respect of this matter.

For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



Rajesh K. Hiranandani  
Partner  
(Membership No. 36920)

MUMBAI, February 14, 2017

*ml* *ajy* *EH*

**Statement of Standalone Unaudited Financial Results for the Quarter and Nine Months ended December 31, 2016**

(₹ in Lakhs)

Particulars	Quarter ended			Nine months ended	
	31.12.2016	30.09.2016	31.12.2015	31.12.2016	31.12.2015
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
<b>Income from Operations</b>					
Sales / Income from Operations (inclusive of excise duty)	186,834	196,989	186,620	557,681	557,778
Other Operating Income	6,692	4,459	4,435	15,122	25,942
<b>Total Income from Operations</b>	<b>193,526</b>	<b>201,448</b>	<b>191,055</b>	<b>572,803</b>	<b>583,720</b>
<b>Expenses</b>					
Cost of materials consumed	45,506	43,508	49,441	139,307	157,186
Purchases of stock-in-trade	40,505	37,417	23,690	108,330	80,299
Changes in inventories of finished goods, work-in-progress and stock-in-trade	3,383	7,714	3,999	4,217	(6,484)
Employee benefits expense	37,412	35,177	32,553	109,323	114,780
Depreciation and amortisation expense	10,371	10,317	11,470	31,188	34,425
Other expenses	68,694	77,254	68,983	220,027	268,557
<b>Total Expenses</b>	<b>205,871</b>	<b>211,387</b>	<b>190,136</b>	<b>612,392</b>	<b>648,763</b>
<b>Profit/(Loss) from Operations before Other Income, Finance Costs and Exceptional Item</b>	<b>(12,345)</b>	<b>(9,939)</b>	<b>919</b>	<b>(39,589)</b>	<b>(65,043)</b>
Other income	7,755	29,400	1,784	49,796	8,380
<b>Profit/(Loss) from ordinary activities before Finance Costs and Exceptional Item</b>	<b>(4,590)</b>	<b>19,461</b>	<b>2,703</b>	<b>10,207</b>	<b>(56,663)</b>
Finance costs	11,411	719	16,651	22,267	49,228
<b>Profit/(Loss) from ordinary activities after Finance Costs but before Exceptional Item</b>	<b>(16,001)</b>	<b>18,742</b>	<b>(13,948)</b>	<b>(12,060)</b>	<b>(105,891)</b>
Exceptional item	-	-	-	-	7,013
<b>Profit/(Loss) from ordinary activities before Tax</b>	<b>(16,001)</b>	<b>18,742</b>	<b>(13,948)</b>	<b>(12,060)</b>	<b>(112,904)</b>
Tax expense	265	288	279	898	981
<b>Net Profit/(Loss) for the period</b>	<b>(16,266)</b>	<b>18,454</b>	<b>(14,227)</b>	<b>(12,958)</b>	<b>(113,885)</b>
Other Comprehensive Income (OCI) (net of tax)	1,039	(1,940)	(242)	(3,475)	(976)
<b>Total Comprehensive Income for the period</b>	<b>(15,227)</b>	<b>16,514</b>	<b>(14,469)</b>	<b>(16,433)</b>	<b>(114,861)</b>
Paid-up Equity Share Capital - Face Value ₹1 each	23,992	24,067	24,064	23,992	24,064
<b>Earnings Per Share of ₹ 1 each</b>					
₹ (Basic)	(0.7)	0.8	(0.6)	(0.5)	(4.7)
₹ (Diluted)	(0.7)	0.8	(0.6)	(0.5)	(4.7)
See accompanying notes to the standalone unaudited financial results					
Research & Development Expenses incurred (included above)	19,025	26,688	20,982	66,660	64,784

**Notes :**

- The above unaudited financial results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 14, 2017 and have been subjected to Limited Review by the Statutory Auditors of the Company.
- The Company has adopted Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder, from April 01, 2016 and accordingly, these standalone unaudited financial results (including figures for the quarter and nine months ended December 31, 2015) have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 "Interim Financial Reporting" and the other accounting principles generally accepted in India.
- During nine months ended December 31, 2016, 41,689 equity shares of ₹ 1 each have been allotted under Employee Stock Option Scheme of the Company. Subsequent to nine months ended December 31, 2016, the Company, has on February 14, 2017 allotted 20,993 equity shares of ₹ 1 each under Employee Stock Option Scheme of the Company.
- The Board of Directors of the Company approved a proposal for buyback of equity shares at its meeting held on June 23, 2016. Further to the said approval, the Company completed buyback of 7,500,000 equity shares of ₹ 1 each (representing 0.31% of total pre buy back paid up equity capital) on October 18, 2016, from the shareholders on a proportionate basis by way of a tender offer at a price of ₹ 900 per equity share for an aggregate amount of ₹ 67,500 Lakhs in accordance with the provisions of the Companies Act, 2013 and the SEBI (Buy Back of Securities) Regulations, 1998.
- The Company has only one reportable segment namely 'Pharmaceuticals'.
- Reconciliation of net loss for the quarter and nine months ended December 31, 2015 under Indian GAAP (Previous GAAP) and Ind AS is as under:

Particulars	Quarter ended		Nine Month ended	
	31.12.2015		31.12.2015	
	Unaudited		Unaudited	
<b>Net loss as per Previous GAAP</b>			(14,665)	(113,507)
<b>Add / (Less) : Adjustments for GAAP Differences</b>				
Impact of measuring financial instruments at fair value through profit or loss			873	583
Unwinding effect of discounted long term provision			(979)	(2,824)
Other Ind AS adjustments			544	1,863
<b>Net loss for the period as per Ind AS</b>			<b>(14,227)</b>	<b>(113,885)</b>

- Figures for the previous periods have been regrouped wherever considered necessary.

For and on behalf of the Board



*(Handwritten Signature)*

**Dilip S. Shanghvi**  
Managing Director

Mumbai, February 14, 2017

*(Handwritten initials)*  
ML 10/4 EH  
RBB

# SUN PHARMA MEDISALES PRIVATE LIMITED

## Supplementary Unaudited Accounting Statements as at December 31, 2016 Unaudited Statement of Assets and Liabilities

Amount in ₹

Particulars	As at 31.12.2016
<b>A. ASSETS</b>	
<b>1. Non - current assets</b>	
a. Property, Plant and Equipment	384,026,229
b. capital Work in progress	9,747,221
c. Intangible assets	1,208,250,776
	<b>1,602,024,226</b>
<b>2. Current Assets</b>	
a. Inventories	164,272,643
b. Financial assets	
i. Trade receivables	393,387,792
ii. Cash and cash equivalents	18,759,673
iii. Bank balance other than (ii) above	2,332,758
iv. Short-term loans and advances	18,086,352
c. Other Current Assets	8,374,995
	<b>605,214,213</b>
<b>Total Assets</b>	<b>2,207,238,439</b>
<b>B. EQUITY AND LIABILITIES</b>	
<b>1. Equity</b>	
a. Equity Share Capital	1,000,000
b. Other Equity	67,950,542
	<b>68,950,542</b>
<b>2. Liabilities</b>	
<b>Non-current Liabilities</b>	
a. Provisions	
b. Deferred Tax liabilities	23,973,004
	<b>23,973,004</b>
<b>Current Liabilities</b>	
a. Financial Liabilities	
i. Borrowing	1,865,380,068
ii. Trade payables	169,980,652
iii. Other financial liabilities	72,361,687
b. Other current liabilities	3,007,703
c. Provisions	3,584,783
	<b>2,114,314,893</b>
<b>Total equity and liabilities</b>	<b>2,207,238,439</b>

## Unaudited Statement of Profit and Loss

Amount in ₹

	23.09.2016 to 31.12.2016
<b>I. Income from operations</b>	
Sales / Income from operations	440,022,506
Other operating Income	736,377
<b>Total Income from operation</b>	<b>440,758,883</b>
<b>II. Expenses</b>	
Cost of raw material consumed	257,943,372
Change in inventories in finished goods	(1,759,475)
Employee benefits expenses	44,315,979
Depreciation and amortization expenses	9,901,544
Other expenses	36,770,452
<b>Total expenses</b>	<b>347,171,873</b>
<b>III. Profit from operation before other income, finance costs and exceptional items</b>	<b>93,587,011</b>
<b>IV. Other income</b>	54,414
<b>V. Profit from ordinary activities before finance costs and exceptional items</b>	<b>93,641,425</b>
<b>VI. Finance costs</b>	-
<b>VII. Profit from ordinary activities before exceptional items</b>	<b>93,641,425</b>
<b>VIII. Exceptional items</b>	-
<b>IX. Profit from ordinary activities before tax</b>	<b>93,641,425</b>
<b>X. Tax expenses</b>	25,690,883
<b>XI. Net Profit</b>	<b>67,950,542</b>
<b>XII. Other comprehensive income, net of taxes</b>	-
<b>XIII. Total comprehensive income</b>	<b>67,950,542</b>
<b>XIV. Paid-up equity share capital (Face value of ₹ 10 each)</b>	<b>1,000,000</b>
<b>XV. Earning per share (Face value of ₹ 10 each)*</b>	
a. Basic	679.51
b. Diluted	679.51

\*Not annualised, for the period 23.09.2016 to 31.12.2016

Note:

The Company came into existence by conversion of a partnership firm in the name and style of "Solrex Pharmaceuticals Company" into a company in the name and style of Sun Pharma Medisales Private Limited on 23rd September 23, 2016 under the provisions of Part I of Chapter XXI of the Companies Act, 2013 with its running business activities, hence the Unaudited provisional Profit & Loss statement is from 23rd September, 2016

For and on behalf of the Board of Directors

Sandeep Mehandroo  
Director

Sanjay Jerry  
Director

Place : Mumbai  
Date : January 13, 2017

# RANBAXY DRUGS LIMITED

## Supplementary Unaudited Accounting Statements as at December 31, 2016 Unaudited Statement of Assets and Liabilities

Amount in ₹

Particulars	As at 31.12.2016
<b>A. ASSETS</b>	
<b>1. Non - current assets</b>	
a. Property, Plant and Equipment	2,700,496
b. Investments	15,609,300
c. Loans and Advances	1,568,695
	<b>19,878,491</b>
<b>2. Current Assets</b>	
a. Financial assets	
i. Cash and cash equivalents	833,820
ii. Bank balance other than (ii) above	10,000,000
iii. Short-term loans and advances	1,862,352,248
b. Other Current Assets	8,014
	<b>1,873,194,082</b>
<b>Total Assets</b>	<b>1,893,072,573</b>
<b>B. EQUITY AND LIABILITIES</b>	
<b>1. Equity</b>	
a. Equity Share Capital	31,002,700
b. Other Equity	1,861,284,333
	<b>1,892,287,033</b>
<b>2. Liabilities</b>	
<b>Current Liabilities</b>	
a. Financial Liabilities	
i. Trade payables	-
b. Other current liabilities	-
c. Provisions	785,540
	<b>785,540</b>
<b>Total equity and liabilities</b>	<b>1,893,072,573</b>

## Unaudited Statement of Profit and Loss

Amount in ₹

	For the 9 months period ended 31.12.2016
<b>I. Income from operations</b>	
Other operating Income	38,656,076
<b>Total Income from operation</b>	<b>38,656,076</b>
<b>II. Expenses</b>	
Depreciation and amortization expenses	-
Other expenses	155,336
<b>Total expenses</b>	<b>155,336</b>
<b>III. Profit from operation before other income, finance costs and exceptional items</b>	<b>38,500,740</b>
IV. Other income	559,350
<b>V. Profit from ordinary activities before finance costs and exceptional items</b>	<b>39,060,090</b>
VI. Finance costs	-
<b>VII. Profit from ordinary activities before exceptional items</b>	<b>39,060,090</b>
VIII. Exceptional items	-
<b>IX. Profit from ordinary activities before tax</b>	<b>39,060,090</b>
X. Tax expenses	119,373
<b>XI. Net Profit</b>	<b>38,940,717</b>
<b>XII. Other comprehensive income, net of taxes</b>	<b>-</b>
<b>XIII. Total comprehensive income</b>	<b>38,940,717</b>
<b>XIV. Paid-up equity share capital</b> (Face value of ₹ 10 each)	<b>31,000,200</b>
<b>XV. Earning per share (Face value of ₹ 10 each)*</b>	
a. Basic	12.56
b. Diluted	12.56

\* Not annualised, for the period 01.04.2016 to 31.12.2016.

Note:

Company had invested in Solrex Pharmaceutical Company (partnership firm) as partner having 99.9% profit share upto 31.07.2016 and 96% from 01.08.2016 to 22.09.2016. On 23.09.2016, Sun Pharma Medisales Private Limited (SPMPL) came into existence by conversion of a partnership firm in the name and style of "Solrex Pharmaceuticals Company" into a company in the name and style of Sun Pharma Medisales Private Limited on September 23, 2016 under the provisions of Part I of Chapter XXI of the Companies Act, 2013 with its running business activities and SPMPL issued paid up share capital of Rs. 1,000,000/- (Rs. 10 each fully paid up) to the partners of partnership firm as the member of the Company and balance of partner's capital is treated as short term borrowings. Shareholding of Ranbaxy Drugs Limited in SPMPL is Rs. 960,000/- (Rs. 10 each fully paid up) as Share Capital shown in non current investment and Rs.1,862,352,248/- as short term borrowing shown in current asset -Short term loans and advances.

For and on behalf of the Board of Directors

Sandeep Mehandroo  
Director

Sanjay Jerry  
Director

Place : Mumbai  
Date : January 13, 2017

# GUFIC PHARMA LIMITED

## Supplementary Unaudited Accounting Statements as at December 31, 2016 Unaudited Statement of Assets and Liabilities

Amount in ₹

Particulars	As at 31.12.2016
<b>A. ASSETS</b>	
<b>1. Non - current assets</b>	
a. Property, Plant and Equipment	10,000
b. Investments	158,076
c. Loans and Advances	168,076
<b>2. Current Assets</b>	
a. Financial assets	
i. Cash and cash equivalents	577,810
ii. Bank balance other than (ii) above	700,000
iii. Short-term loans and advances	2,998,591
b. Other Current Assets	1,186
	<b>4,277,587</b>
<b>Total Assets</b>	<b>4,445,663</b>
<b>B. EQUITY AND LIABILITIES</b>	
<b>1. Equity</b>	
a. Equity Share Capital	500,000
b. Other Equity	3,945,663
	<b>4,445,663</b>
<b>2. Liabilities</b>	
<b>Current Liabilities</b>	
a. Financial Liabilities	
i. Trade payables	-
	-
<b>Total equity and liabilities</b>	<b>4,445,663</b>

## Unaudited Statement of Profit and Loss

Amount in ₹

	For the 9 months period ended 31.12.2016
<b>I. Income from operations</b>	
Income from operation	180,000
Other operating Income	55,099
<b>Total Income from operation</b>	<b>235,099</b>
<b>II. Expenses</b>	
Other expenses	31,116
<b>Total expenses</b>	<b>31,116</b>
<b>III. Profit from operation before other income, finance costs and exceptional items</b>	<b>203,983</b>
IV. Other income	48,980
<b>V. Profit from ordinary activities before finance costs and exceptional items</b>	<b>252,963</b>
VI. Finance costs	-
<b>VII. Profit from ordinary activities before exceptional items</b>	<b>252,963</b>
VIII. Exceptional items	-
<b>IX. Profit from ordinary activities before tax</b>	<b>252,963</b>
X. Tax expenses	65,775
<b>XI. Net Profit</b>	<b>187,188</b>
<b>XII. Other comprehensive income, net of taxes</b>	-
<b>XIII. Total comprehensive income</b>	<b>187,188</b>
<b>XIV. Paid-up equity share capital</b> (Face value of ₹ 100 each)	<b>500,000</b>
<b>XV. Earning per share (Face value of ₹ 100 each)*</b>	
a. Basic	37.44
b. Diluted	37.44

\* Not annualised, for the period 01.04.2016 to 31.12.2016.

Note:

Company had invested in Solrex Pharmaceutical Company (partnership firm) as partner having 0.01% profit share upto 31.07.2016 and 1% from 01.08.2016 to 22.09.2016. On 23.09.2016, Sun Pharma Medisales Private Limited (SPMPL) came into existence by conversion of a partnership firm in the name and style of "Solrex Pharmaceuticals Company" into a company in the name and style of Sun Pharma Medisales Private Limited on September 23, 2016 under the provisions of Part I of Chapter XXI of the Companies Act, 2013 with its running business activities and SPMPL issued paid up share capital of Rs. 1,000,000/- (Rs. 10 each fully paid up) to the partners of partnership firm as the member of the Company and balance of partner's capital is treated as short term borrowings. Shareholding of the Company in SPMPL is Rs. 10,000/- (Rs. 10 each fully paid up) as Share Capital shown in non current investment and Rs.2,973,377/- as short term borrowing shown in current asset -Short term loans and advances.

For and on behalf of the Board of Directors

Sandeep Mehandroo  
Director

Sanjay Jerry  
Director

Place : Mumbai  
Date : January 13, 2017

# VIDYUT INVESTMENTS LIMITED

## Supplementary Unaudited Accounting Statements as at December 31, 2016 Unaudited Statement of Assets and Liabilities

Amount in ₹

Particulars	As at 31.12.2016
<b>A. ASSETS</b>	
<b>1. Non - current assets</b>	
a. Property, Plant and Equipment	-
b. Intangible assets	-
c. Investments	10,000
d. Loans and Advances	49,318
	<b>59,318</b>
<b>2. Current Assets</b>	
a. Financial assets	
i. Cash and cash equivalents	703,945
ii. Bank balance other than (ii) above	26,500,000
iii. Short-term loans and advances	185,528
b. Other Current Assets	42,473
	<b>27,431,946</b>
<b>Total Assets</b>	<b>27,491,264</b>
<b>B. EQUITY AND LIABILITIES</b>	
<b>1. Equity</b>	
a. Equity Share Capital	250,084,000
b. Other Equity	(222,796,837)
	<b>27,287,163</b>
<b>2. Liabilities</b>	
<b>Current Liabilities</b>	
a. Financial Liabilities	
i. Trade payables	-
b. Other current liabilities	190,320
c. Short-term provision	13,781
	<b>204,101</b>
<b>Total equity and liabilities</b>	<b>27,491,264</b>

## Unaudited Statement of Profit and Loss

Amount in ₹

	For the 9 months period ended 31.12.2016
<b>I. Income from operations</b>	
Other operating Income	18,148
<b>Total Income from operation</b>	<b>18,148</b>
<b>II. Expenses</b>	
Depreciation and amortization expenses	-
Other expenses	99,743
<b>Total expenses</b>	<b>99,743</b>
<b>III. Profit from operation before other income, finance costs and exceptional items</b>	<b>(81,595)</b>
IV. Other income	1,512,830
<b>V. Profit from ordinary activities before finance costs and exceptional items</b>	<b>1,431,235</b>
VI. Finance costs	-
<b>VII. Profit from ordinary activities before exceptional items</b>	<b>1,431,235</b>
VIII. Exceptional items	-
<b>IX. Profit from ordinary activities before tax</b>	<b>1,431,235</b>
X. Tax expenses	436,644
<b>XI. Net Profit</b>	<b>994,591</b>
<b>XII. Other comprehensive income, net of taxes</b>	<b>-</b>
<b>XIII. Total comprehensive income</b>	<b>994,591</b>
<b>XIV. Paid-up equity share capital</b> (Face value of ₹ 10 each)	<b>250,084,000</b>
<b>XV. Earning per share (Face value of ₹ 10 each)*</b>	
a. Basic	0.04
b. Diluted	0.04

\* Not annualised, for the period 01.04.2016 to 31.12.2016.

Note:

On 01.08.2016 Company had invested in Solrex Pharmaceutical Company (partnership firm) as partner having 1% profit share upto 22.09.2016. On 23.09.2016, Sun Pharma Medisales Private Limited (SPMPL) came into existence by conversion of a partnership firm in the name and style of "Solrex Pharmaceuticals Company" into a company in the name and style of Sun Pharma Medisales Private Limited on September 23, 2016 under the provisions of Part I of Chapter XXI of the Companies Act, 2013 with its running business activities and SPMPL issued paid up share capital of Rs. 1,000,000/- (Rs. 10 each fully paid up) to the partners of partnership firm as the member of the Company and balance of partner's capital is treated as short term borrowings. Shareholding of Company in SPMPL is Rs. 10,000/- (Rs. 10 each fully paid up) as Share Capital shown in non current investment and Rs.18,148/- as short term borrowing shown in current asset -Short term loans and advances.

For and on behalf of the Board of Directors

Sandeep Mehandroo  
Director

Sanjay Jerry  
Director

Place : Mumbai  
Date : January 13, 2017



**SUN PHARMACEUTICAL INDUSTRIES LIMITED**

**Registered Office:** SPARC, Tandalja, Vadodara - 390 020, Gujarat, India.

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

**CIN:** L24230GJ1993PLC019050

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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
CA(CAA) NO. 22/NCLT/AHM/2017

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Sun Pharmaceutical Industries Limited;

AND

In the matter of Scheme of Arrangement among Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited, Vidyut Investments Limited and Sun Pharmaceutical Industries Limited and their respective members and creditors.

**Sun Pharmaceutical Industries Limited,** )  
(CIN: L24230GJ1993PLC019050), a company incorporated )  
under the provisions of Companies Act, 1956 and having )  
its registered office at SPARC, Tandalja, Vadodara - )  
390 020, Gujrat, India. )

..... **Applicant Company**

**UNSECURED CREDITORS**  
**PROXY FORM**

I/We, \_\_\_\_\_, the undersigned Unsecured creditor/s of Sun Pharmaceutical Industries Limited, being the Applicant Company abovenamed, do hereby appoint Mr./Ms. \_\_\_\_\_ of \_\_\_\_\_ and failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy, to act for me/us at Tribunal Convened Meeting of the unsecured creditors of the Applicant Company pursuant to an order by Hon'ble National Company Law Tribunal dated April 18, 2017 to be held at Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020 Gujarat, India, on Tuesday, June 20, 2017 at 11.15 a.m. IST for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Arrangement among Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited, Vidyut Investments Limited and Sun Pharmaceutical Industries Limited and their respective members and creditors at such Meeting, and any adjournment or adjournments thereof and to vote, for me/us and in my/our name(s) \_\_\_\_\_ (here, if 'for', insert '**FOR**', if 'against', insert '**AGAINST**') the said Scheme of Arrangement as my/our proxy.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of Unsecured Creditor(s)

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

Please affix  
Revenue  
Stamp of  
₹ 1/-

**Notes:**

1. The form of Proxy must be deposited at the registered office of Sun Pharmaceutical Industries Limited at SPARC, Tandajja, Vadodara, Gujarat 390020 India, not later than 48 (Forty Eight) hours before the scheduled time of the commencement of the said Meeting.
2. If you are a body corporate, as the unsecured creditor, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorised officer of such Body Corporate should be lodged with the Applicant Company at its registered Office not later than 48 (Forty Eight) hours before the Meeting.
3. All alterations made in the form of proxy should be initialed.
4. Please affix appropriate revenue stamp before putting signatures.
5. In case of multiple proxies, the proxy later in time shall be accepted.
6. Proxy need not be unsecured creditor of Sun Pharmaceutical Industries Limited.
7. No person shall be appointed as Proxy who is a minor.



## SUN PHARMACEUTICAL INDUSTRIES LIMITED

Registered Office: SPARC, Tandajja, Vadodara - 390 020, Gujarat, India.

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

CIN: L24230GJ1993PLC019050

Email id: secretarial@sunpharma.com; Website: www.sunpharma.com

### ATTENDANCE SLIP

#### MEETING OF THE UNSECURED CREDITORS ON TUESDAY, JUNE 20, 2017 AT 11.15 A.M. IST.

I/We hereby record my/our presence at the Meeting of Unsecured Creditor(s) of Sun Pharmaceutical Industries Limited convened pursuant to order of Hon'ble National Company Law Tribunal dated April 18, 2017 at Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020 Gujarat, India, on Tuesday, June 20, 2017, at 11.15 a.m. IST.

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

Signature of the Unsecured Creditor: \_\_\_\_\_

Signature of Proxy: \_\_\_\_\_

#### NOTES:

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

