

## Sun Pharmaceutical Industries Limited

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



July 31, 2020

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

**BSE Limited,**  
Market Operations Dept.  
P. J. Towers,  
Dalal Street,  
Mumbai - 400 001.  
**BSE Code – 524715**

Dear Sir / Madam,

**Sub: 1) Approval of Unaudited financial Results for the quarter ended June 30, 2020**  
**2) Approval of Scheme of Amalgamation and Merger of Sun Pharma Global FZE, an indirect wholly owned subsidiary of the Company, into the Company**

The Board of Directors of the Company at its meeting held today i.e. July 31, 2020 has *inter alia* considered and approved:

1. the Unaudited Standalone and Consolidated Financial Results for the quarter ended June 30, 2020.

Pursuant to Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we enclose herewith the following as **“Annexure A”**:

- a) Unaudited (Standalone and Consolidated) Financial Results of the Company for the quarter ended June 30, 2020.
  - b) Limited Review Report of the Statutory Auditors of the Company on Unaudited (Standalone and Consolidated) Financial Results for the quarter ended June 30, 2020.
2. the Scheme of Amalgamation and Merger of Sun Pharma Global FZE (**“Transferor Company”**), an indirect wholly owned subsidiary of the Company with Sun Pharmaceutical Industries Limited (**“Transferee Company”** or **“Company”**) and their respective members and creditors (**“Scheme”**) pursuant to Section 234 read with Sections 230 to 232 of the Companies Act, 2013 and the relevant rules and regulations made thereunder for amalgamation of Transferor Company into the Company subject to receipt of necessary approvals of the Hon'ble National Company Law Tribunal at Ahmedabad and all other requisite parties/authorities as may be required to give effect to the Scheme.

The details required to be provided pursuant to Regulation 30 of the Listing Regulations, are enclosed as **“Annexure B”**.

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The meeting of the Board of Directors of the Company commenced at 10:45 a.m. and concluded at 02:30 p.m.

Thanking you,

Yours faithfully,

**For Sun Pharmaceutical Industries Limited**

A handwritten signature in blue ink, appearing to read "A I Bhuta".

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

**Encl: As above**

**S R B C & CO LLP**  
Chartered Accountants

Ground floor, Tower C Unit 1,  
Panchshil Tech Park One, Loop road,  
Near Don Bosco School, Yerwade  
Pune - 411 006, India

Tel: +91 20 6603 6000

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to  
The Board of Directors  
Sun Pharmaceutical Industries Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Sun Pharmaceutical Industries Limited (the "Company") for the quarter ended June 30, 2020 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. 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 of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as 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 the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S R B C & CO LLP  
Chartered Accountants  
ICAI Firm registration number: 324982E/E300003

  
per Paul Alvares  
Partner  
Membership No.: 105754

UDIN: 20105754AAAADV2784

Pune  
July 31, 2020

**Sun Pharmaceutical Industries Limited**

Registered Office: Sun Pharma Advanced Research Centre, Tandalja, Vadodara - 390012.  
Corporate Office: Sun House, CTS No. 201 B/1, Western Express Highway, Goregaon (E), Mumbai - 400063 Tel.: +91 22 4324 4324.  
CIN: L24230GJ1993PLC019050, Website : www.sunpharma.com

**Statement of Unaudited Standalone Financial Results for the Quarter ended June 30, 2020**

(₹ in Crore)

Particulars	Quarter ended		Year ended	
	30.06.2020	31.03.2020	30.06.2019	31.03.2020
	Unaudited	Audited	Unaudited	Audited
I Revenue from operations				
a. Revenue from contracts with customers	2,878.64	2,750.41	3,020.49	11,906.74
b. Other operating revenues	84.40	85.67	288.52	625.19
<b>Total revenue from operations (I)</b>	<b>2,963.04</b>	<b>2,836.08</b>	<b>3,309.01</b>	<b>12,531.93</b>
II Other income	21.19	1,218.65	18.58	1,510.92
<b>III Total income (I+II)</b>	<b>2,984.23</b>	<b>4,054.73</b>	<b>3,327.59</b>	<b>14,042.85</b>
IV Expenses				
Cost of materials consumed	849.42	767.12	693.81	3,201.71
Purchases of stock-in-trade	257.82	318.88	296.25	1,227.41
Changes in inventories of finished goods, stock-in-trade and work-in-progress	(55.29)	94.28	74.91	138.60
Employee benefits expense	466.19	419.34	426.69	1,702.77
Finance costs	68.90	137.53	57.25	408.01
Depreciation and amortisation expense	142.79	142.44	135.58	561.56
Other expenses	779.02	933.95	897.05	3,514.08
Net (gain) / loss on foreign currency transactions	(56.14)	73.97	(22.09)	35.71
<b>Total expenses (IV)</b>	<b>2,452.71</b>	<b>2,887.51</b>	<b>2,559.45</b>	<b>10,789.85</b>
V Profit before tax (III-IV)	531.52	1,167.22	768.14	3,253.00
VI Tax expense / (credit)	(0.43)	11.37	4.77	41.86
<b>VII Profit for the period (V-VI)</b>	<b>531.95</b>	<b>1,155.85</b>	<b>763.37</b>	<b>3,211.14</b>
VIII Other comprehensive income (OCI)				
a. (i) Items that will not be reclassified to profit or loss	(19.81)	(6.11)	(6.53)	(32.50)
(ii) Income tax relating to items that will not be reclassified to profit or loss	6.92	2.14	2.28	11.36
b. (i) Items that may be reclassified to profit or loss	21.05	(26.39)	(6.02)	(91.71)
(ii) Income tax relating to items that may be reclassified to profit or loss	(7.35)	9.23	2.11	32.05
<b>Total other comprehensive income (a+b) (VIII)</b>	<b>0.81</b>	<b>(21.13)</b>	<b>(8.16)</b>	<b>(80.80)</b>
<b>IX Total comprehensive income for the period (VII+VIII)</b>	<b>532.76</b>	<b>1,134.72</b>	<b>755.21</b>	<b>3,130.34</b>
X Paid-up equity share capital - face value ₹ 1 each	239.93	239.93	239.93	239.93
XI Other equity				24,156.29
XII Earnings per equity share of ₹ 1 each (not annualised for quarters)				
₹ (Basic)	2.22	4.82	3.18	13.38
₹ (Diluted)	2.22	4.82	3.18	13.38
See accompanying notes to the unaudited standalone financial results				
Research and development expenses incurred (included above)	186.72	311.43	221.81	1,029.53

**Notes:**

- The above unaudited standalone 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 July 31, 2020.
- The above financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as amended, prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder.
- The Company continues to monitor the impact of Covid-19 on its business, including its impact on customers, supply-chain, employees and logistics. Due care has been exercised, in concluding on significant accounting judgements and estimates, including in relation to recoverability of receivables, assessment of impairment of goodwill and intangibles, investments and inventory, based on the information available to date, while preparing the Company's financial results as of and for the quarter ended June 30, 2020.
- The Board of Directors of the Company at its meeting held on July 31, 2020, approved the Scheme of Amalgamation and Merger between the Company and Sun Pharma Global FZE (wholly owned subsidiary of the Company) which inter-alia, envisages merger of Sun Pharma Global FZE into the Company. The scheme shall be effective post receipt of required approvals and accordingly, the above results do not reflect the impact on account of the scheme.
- The Company has only one reportable segment namely 'Pharmaceuticals'.
- Figures for previous periods have been regrouped / reclassified wherever considered necessary.
- The figures for the quarter ended March 31, 2020 are the balancing figures between the audited figures in respect of the full financial year and the unaudited published year to date figures up to December 31, 2019, being the date of the end of third quarter of the financial year, which were subject to limited review by the Statutory Auditor of the Company.

For and on behalf of the Board

**Dilip S. Shanghvi**  
Managing Director

Mumbai, July 31, 2020

**Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

Review Report to  
The Board of Directors  
Sun Pharmaceutical Industries Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Sun Pharmaceutical Industries Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its share of the net profit after tax and other comprehensive income of its associates and joint venture for the quarter ended June 30, 2020, (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. 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 of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.  
  
We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.
4. The Statement includes the results of the entities mentioned in Annexure I to the Statement.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

# SRBC & COLLP

Chartered Accountants

Sun Pharmaceutical Industries Limited  
Independent Auditor's Review Report  
Page 2 of 4

6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of 23 subsidiaries including an associate and a joint venture, whose unaudited interim financial results, without giving effect to elimination of intra-group transactions, reflect for subsidiaries; Group's share of total revenues of INR 3,077.32 Crore, Group's share of total net loss after tax of INR 3,742.10 Crore and for subsidiaries, associate and joint venture; total comprehensive loss of INR 3,558.84 Crore, for the quarter ended June 30, 2020, respectively, as considered in the Statement which have been reviewed by their respective independent auditors. The independent auditor's reports on interim financial information of these entities have been furnished to us by management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries, joint venture and associates is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement in respect of matters stated in para above is not modified with respect to our reliance on the work done and the reports of the other auditors.

For SRBC & COLLP  
Chartered Accountants  
ICAI Firm registration number: 324982E/E300003



per Paul Alvares  
Partner  
Membership No.: 105754

UDIN: 20105754AAAADW2298

Pune  
July 31, 2020

# SRBC & COLLP

Chartered Accountants

Sun Pharmaceutical Industries Limited  
Independent Auditor's Review Report  
Page 3 of 4

## Annexure I - List of entities included in the report on the audit of the Consolidated Ind AS Financial Results

Sr.No	Name of the entity
	Subsidiaries:
1	Sun Pharma France (formerly known as Ranbaxy Pharmacie Genériques)
2	Zenotech Laboratories Limited (consolidated)
3	Ranbaxy (U.K.) Limited
4	Ranbaxy Holdings (U.K.) Limited
5	Ranbaxy Ireland Limited
6	Basics GmbH
7	Sun Pharma Laboratorios S.L.U (formerly known as Laboratorios Ranbaxy, S.L.U.)
8	Ranbaxy Italia S.P.A.
9	Sun Pharma (Netherlands) B.V.
10	Ranbaxy (Poland) SP. Z O.O.
11	AO Ranbaxy
12	"Ranbaxy Pharmaceuticals Ukraine" LLC
13	Terapia SA
14	Ranbaxy South Africa (Pty) Ltd (consolidated)
15	Ranbaxy Nigeria Limited
16	Ranbaxy Pharmaceuticais (Pty) Ltd
17	Sun Pharmaceuticals Morocco LLC
18	Sun Pharma Egypt Limited LLC
19	Rexcel Egypt LLC
20	Ranbaxy (Malaysia) SDN. BHD.
21	Sun Pharma ANZ Pty Ltd
22	Sun Pharmaceuticals Holdings USA, Inc. (consolidated)
23	Ranbaxy Farmaceutica Ltda.
24	Sun Pharmaceutical Peru S.A.C.
25	Sun Pharma Canada Inc.
26	Ranbaxy (Thailand) Co., Ltd.
27	JSC Biosintez
28	Faststone Mercantile Company Private Limited
29	Green Eco Development Centre Limited
30	Neetnav Real Estate Private Limited
31	Realstone Multitrade Private Limited
32	Skisen Labs Private Limited
33	Softdeal Trading Company Private Ltd
34	Universal Enterprises Private Limited
35	Sun Pharmaceutical (Bangladesh) Limited
36	Sun Pharmaceuticals Germany GmbH
37	Sun Pharmaceuticals France
38	Sun Pharma Switzerland Ltd.
39	Sun Pharmaceutical Industries (Europe) B.V.

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Chartered Accountants

Sun Pharmaceutical Industries Limited  
Independent Auditor's Review Report  
Page 4 of 4

Sr.No	Name of the entity
40	OOO "Sun Pharmaceutical Industries" Limited
41	Alkaloida Chemical Company Zrt.
42	Sun Pharmaceuticals SA (Pty) Ltd
43	Sun Pharma Holdings
44	Aditya Acquisition Company Ltd.
45	Taro Pharmaceutical Industries Ltd (TARO) (consolidated)
46	Sun Pharma Global FZE
47	Sun Laboratories FZE
48	Sun Pharma East Africa Limited
49	Sun Pharma Philippines, Inc.
50	Sun Pharma Japan Ltd.
51	Sun Pharmaceuticals Korea Ltd.
52	Sun Pharmaceutical Industries (Australia) Pty Limited
53	Sun Farmaceutica do Brasil Ltda.
54	Sun Pharmaceutical Industries S.A.C.
55	SPIL De Mexico S.A. DE C.V.
56	Sun Pharma De Mexico S.A. DE C.V.
57	Sun Pharma De Venezuela, C.A.
58	Sun Pharma Laboratories Limited
59	Sun Pharmaceutical Medicare Limited
60	Caraco Pharmaceuticals Private Limited
61	Sun Pharma Distributors Limited
62	Realstone Infra Limited
	Joint Venture:
1	Artes Biotechnology GmbH
	Associates:
1	Medinstill LLC
2	Generic Solar Power LLP
3	Trumpcard Advisors and Finvest LLP
4	Tarsius Pharma Ltd.

**Sun Pharmaceutical Industries Limited**

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CIN: L24230GJ1993PLC019050, Website : www.sunpharma.com

**Statement of Unaudited Consolidated Financial Results for the Quarter ended June 30, 2020**

(₹ In Crore)

Particulars	Quarter ended			Year ended
	30.06.2020	31.03.2020	30.06.2019	31.03.2020
	Unaudited	Audited	Unaudited	Audited
<b>I Revenue from operations</b>				
a. Revenue from contracts with customers	7,467.19	8,078.03	8,259.30	32,325.17
b. Other operating revenues	118.06	106.91	115.06	512.33
<b>Total revenue from operations (I)</b>	<b>7,585.25</b>	<b>8,184.94</b>	<b>8,374.36</b>	<b>32,837.50</b>
<b>II Other income</b>	153.79	102.23	213.02	635.98
<b>III Total income (I+II)</b>	<b>7,739.04</b>	<b>8,287.17</b>	<b>8,587.38</b>	<b>33,473.48</b>
<b>IV Expenses</b>				
Cost of materials consumed	1,518.84	1,209.58	1,335.83	5,515.23
Purchases of stock-in-trade	683.32	910.64	810.23	3,414.37
Changes in inventories of finished goods, stock-in-trade and work-in-progress	(232.56)	184.59	311.73	300.85
Employee benefits expense	1,759.04	1,651.89	1,540.40	6,362.35
Finance costs	51.95	51.78	104.06	302.73
Depreciation and amortisation expense	495.92	575.38	457.13	2,052.78
Other expenses	2,092.26	2,723.16	2,447.94	10,270.55
Net (gain) / loss on foreign currency transactions	(79.16)	142.07	(67.38)	(15.61)
<b>Total expenses (IV)</b>	<b>6,289.61</b>	<b>7,449.09</b>	<b>6,939.94</b>	<b>28,203.25</b>
<b>V Profit / (loss) before exceptional items and tax (III-IV)</b>	<b>1,449.43</b>	<b>838.08</b>	<b>1,647.44</b>	<b>5,270.23</b>
<b>VI Exceptional items (Refer Note 4)</b>	3,633.33	260.64	-	260.64
<b>VII Profit / (loss) before tax (V-VI)</b>	<b>(2,183.90)</b>	<b>577.44</b>	<b>1,647.44</b>	<b>5,009.59</b>
<b>VIII Tax expense/(credit) for period / year</b>	245.91	83.09	146.06	822.80
<b>IX Profit / (loss) for the period before share of profit / (loss) of associates and joint venture (VII-VIII)</b>	<b>(2,429.81)</b>	<b>494.35</b>	<b>1,501.38</b>	<b>4,186.79</b>
<b>X Share of profit / (loss) of associates and joint venture (net)</b>	3.58	(1.59)	(4.73)	(14.83)
<b>XI Net Profit / (loss) after taxes and share of profit / (loss) of associates and joint venture but before non-controlling interests (IX+X)</b>	<b>(2,426.23)</b>	<b>492.76</b>	<b>1,496.65</b>	<b>4,171.96</b>
Non-controlling interests	(770.63)	92.92	109.17	407.03
<b>XII Net Profit / (loss) after taxes, share of profit / (loss) of associates and joint venture and non-controlling interests</b>	<b>(1,655.60)</b>	<b>399.84</b>	<b>1,387.48</b>	<b>3,764.93</b>
<b>XIII Other comprehensive income (OCI)</b>				
A. (i) Items that will not be reclassified to profit or loss	6.10	(93.91)	(98.29)	(131.41)
(ii) Income tax relating to items that will not be reclassified to profit or loss	(1.10)	2.98	2.92	15.94
B. (i) Items that may be reclassified to profit or loss	389.21	1,317.46	(8.72)	2,194.19
(ii) Income tax relating to items that may be reclassified to profit or loss	(23.16)	22.15	0.20	42.11
<b>Total other comprehensive income (A+B) (XIII)</b>	<b>371.05</b>	<b>1,248.68</b>	<b>(103.89)</b>	<b>2,120.83</b>
<b>XIV Total comprehensive income for the period (XI+XIII)</b>	<b>(2,055.18)</b>	<b>1,741.44</b>	<b>1,392.76</b>	<b>6,292.79</b>
Attributable to:				
- Owners of the Company	(1,319.84)	1,469.62	1,281.96	5,606.84
- Non-controlling interests	(735.34)	271.82	110.80	685.95
<b>XV Paid-up equity share capital - face value ₹ 1 each</b>	239.93	239.93	239.93	239.93
<b>XVI Other equity</b>				<b>45,024.52</b>
<b>XVII Earnings per equity share of ₹ 1 each (not annualised for quarters)</b>				
₹ (Basic)	<b>(6.90)</b>	<b>1.67</b>	<b>5.78</b>	<b>15.69</b>
₹ (Diluted)	<b>(6.90)</b>	<b>1.67</b>	<b>5.78</b>	<b>15.69</b>
See accompanying notes to the unaudited consolidated financial results				
Research and development expenses incurred (included above)	415.19	520.51	406.66	1,925.17

**Sun Pharmaceutical Industries Limited**

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CIN: L24230GJ1993PLC019050, Website : www.sunpharma.com

**Notes :**

- 1 The above unaudited consolidated 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 July 31, 2020.
- 2 These unaudited consolidated financial results relate to Sun Pharmaceutical Industries Limited (SPIL), its Subsidiaries (together constitute 'the Group'), Joint Venture and Associates and are prepared by applying Ind AS 110 - "Consolidated Financial Statements", and Ind AS 28 - "Investments in Associates and Joint Ventures".
- 3 The above financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as amended, prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder.
- 4 Exceptional items includes the following :
  - a) On July 23, 2020, Taro Pharmaceuticals U.S.A., Inc. ("Taro" or "Company"), our subsidiary, globally resolved all matters related to the Company in connection with the multi-year investigations by the Department of Justice, Antitrust Division and Civil Division ("DOJ") into the United States generic pharmaceutical industry. Under a Deferred Prosecution Agreement reached with DOJ Antitrust, the DOJ will file an Information for conduct that took place between 2013 and 2015. If the Company adheres to the terms of the agreement, including the payment of \$ 205.7 Million (equivalent to ₹ 1,560.18 Crore), the DOJ will dismiss the Information at the end of a three-year period. The Company has also reached a framework understanding with DOJ Civil, subject to final agreement and agency authorisation, in which the Company has agreed to pay \$ 213.3 Million (equivalent to ₹ 1,617.96 Crore) to resolve all claims related to federal healthcare programs. Accordingly, an amount of \$ 418.9 Million (equivalent to ₹ 3,178.14 Crore) has been provided in the quarter ended June 30, 2020.  
Further, Taro has also made certain provisions amounting to \$ 60 Million (equivalent to ₹ 455.19 Crore) for related ongoing multi-jurisdiction civil antitrust matters. The ultimate outcome of the antitrust matters cannot be predicted with certainty.
  - b) The Hon'ble Supreme Court of India while disposing various Special leave petitions filed by the Central Government with respect to central excise refund claims of various eligible industries under the Industrial Policies and Central Excise notifications in relation thereto, had held that the amendments to original notification restricting the central excise refund were clarificatory in nature. Based on the judgement by the Hon'ble Supreme Court of India , an amount of ₹104.28 Crore including interest had been charged in the statement of profit and loss for the quarter and year ended March 31, 2020.
  - c) Our U.S. subsidiary, Dusa Pharmaceuticals, Inc had reached an agreement in principle with the U.S. Department of Justice and an individual to resolve allegations relating to the sales, marketing and promotion of two of its products - Levulan and Blu-u, as extension of a Civil Investigation Demand for the period January 2010 to September 2017. The Company had made a provision of ₹ 156.36 Crore for this settlement during the quarter and year ended March 31, 2020.
- 5 The Board of Directors of the Company at its meeting held on July 31, 2020, approved the Scheme of Amalgamation and Merger between the Company and Sun Pharma Global FZE (wholly owned subsidiary of the Company) which inter-alia, envisages merger of Sun Pharma Global FZE into the Company. The scheme shall be effective post receipt of required approvals and accordingly, the above results do not reflect the impact on account of the scheme.
- 6 The Company continues to monitor the impact of Covid-19 on its business, including its impact on customers, supply-chain, employees and logistics. Due care has been exercised, in concluding on significant accounting judgements and estimates, including in relation to recoverability of receivables, assessment of impairment of goodwill and intangibles, investments and inventory, based on the information available to date, while preparing the Company's financial results as of and for the quarter ended June 30, 2020.
- 7 The Group has only one reportable segment namely 'Pharmaceuticals'.
- 8 The figures for the quarter ended March 31, 2020 represent the derived figures between the audited figures in respect of the full financial year ended March 31, 2020 and the unaudited published year-to-date figures up to December 31, 2019, being the date of the end of third quarter of the financial year, which were subjected to a limited review by the statutory auditor of the company.
- 9 Figures for previous periods have been regrouped / reclassified wherever considered necessary.

For and on behalf of the Board

Mumbai, July 31, 2020

**Dilip S. Shanghvi**  
Managing Director

## Sun Pharmaceutical Industries Limited

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CIN: L24230GJ1993PLC019050



### *Annexure B to the Letter dated July 31, 2020*

Disclosure of information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015

**a) name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;**

**Transferor Company:** Sun Pharma Global FZE (SPG FZE) is an unlisted foreign Limited Liability Company incorporated and licensed under Sharjah Airport International Free Zone (SAIF Zone) operating under License No. 06840 with general trading as its licensed activity having its registered office at Office # 43, Block Y, SAIF Zone, P. O. Box # 122304, Sharjah, UAE. SPG FZE is an indirect wholly owned subsidiary of the Transferee Company.

**Transferee Company:** Sun Pharmaceutical Industries Limited (“SPIL” or “Company”) is a public limited company registered under the provisions of the Companies Act, 1956 and presently having its registered office situated at SPARC, Tandalja, Vadodara - 390012, Gujarat, India. The equity shares of Sun Pharmaceutical Industries Limited are listed on BSE Limited and National Stock Exchange of India Limited.

Below are the details of the net worth and total revenue of the Transferor Company and the Transferee Company:

*(Rs. In Million)*

Particulars	Net worth	Total Revenue
	As at March 31, 2020 (Audited)	for the year ended March 31, 2020 (Audited)
Transferor Company (SPG FZE)	66,062.5	12,051.7
Transferee Company (SPIL)	243,962.2	125,319.3

**b) whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”:**

The Ministry of Corporate Affairs vide its General Circular No. 30/2014 dated July 17, 2014 has inter-alia clarified that the transactions arising out of Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013. Accordingly, the proposed Scheme of Amalgamation and Merger shall not be qualified as related party transaction in terms of the provisions of section 188 of the Companies Act, 2013.

Further, pursuant to the provisions of Regulation 23(5)(b) of the Listing Regulations, since the proposed Scheme of Amalgamation and Merger is between the Company and its wholly-owned subsidiary, whose accounts are consolidated with the Company and are placed before the shareholders of the Company for their approval, the provisions of

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Regulation 23(2), 23(3) and 23(4) shall not be applicable to such transaction and thereby the same shall not be qualified as related party transaction under Listing Regulations.

### **c) area of business of the entity(ies);**

Both the Transferor Company and the Transferee Company are engaged mainly in Pharmaceutical Business

### **d) rationale for amalgamation/ merger;**

1. The amalgamation will enable SPIL to integrate its business operations and provide impetus to its operations. The consolidation of the activities will lead to synergies of operations, reduction in overheads, operational rationalization, organizational efficiency, competitive advantage and optimal utilization of resources eventually enhancing the growth and reputation of the Group.
2. The combined entity will have a bigger portfolio of products and direct access to markets, which will strengthen its capabilities to serve more efficiently its customers. This will also enable the SPIL address the competitive regulatory environment, risks and policies, better management of supply chain, better product profiling, greater differentiation, ability to strategize the Business for long term growth
3. As SPIL and SPG FZE are engaged in the similar business activity including common geographies the amalgamation is expected to result in cost saving, operational efficiency on account of scale, efficient and optimum resource utilization and thereby enhancing the business value.
4. Significant reduction in the multiplicity of legal and regulatory compliances

### **e) in case of cash consideration – amount or otherwise share exchange ratio;**

The proposed amalgamation/ merger being an internal restructuring, there will be no cash consideration to be paid to the Transferor Company

Further, the Transferor Company being an indirect wholly owned subsidiary of the Transferee Company, the entire share capital of the Transferor Company is held indirectly by the Transferee Company. Hence, upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Company.

### **f) brief details of change in shareholding pattern (if any) of listed entity**

There will be no change in the shareholding pattern of the Company as no shares of the Transferee Company shall be allotted, pursuant to the scheme.