



Sun Pharmaceutical Industries Limited

Related Party Transactions Policy **(effective from 1st October, 2016)**

(Approved by the Board of Directors at its Meeting held on 13th November, 2014 as amended in the Board Meeting held on 12th August, 2016)

This document is copyright protected in content, presentation, and intellectual origin, except where noted otherwise. You may not modify, remove, augment, add to, publish, transmit, participate in the transfer or sale of, create derivative works from, or in any way exploit any of the elements of this document, in whole or in part without prior written permission from Sun Pharmaceutical Industries Limited.

Table of Contents

1. Introduction.....	1
2. Purpose.....	1
3. Applicability and governing law	1
4. Key Definitions.....	1
5. Policy on related party transactions	2
5.1. Identification of potential related party transactions.....	2
5.2. Approval of Related Party Transactions.....	3
5.2.1. Prior approval of Audit Committee	3
5.2.2. Prior approval of Board of Directors under Companies Act 2013	3
5.2.3. Shareholders' approval requirements:.....	3
5.2.4. Related party transactions not approved under this policy.....	3
5.3. Disclosure of Related Party Policy	4
5.4. Ask a question	4

Sun Pharmaceutical Industries Limited

1. Introduction

The Board of Directors (the “Board”) of Sun Pharmaceutical Industries Ltd. (the “Company”) has adopted this policy and procedures with regard to Related Party Transactions (‘Related Party Transaction (RPT) Policy’), in line with the requirements of Section 188 of the Companies Act, 2013 read with Rules made thereunder (hereinafter referred to as ‘The Act’) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subsequent amendments thereto (hereinafter referred to as ‘Listing Regulations’).

The Board may review and amend this policy from time to time.

2. Purpose

The objective of this policy is to ensure proper approval, disclosure and reporting of transactions as applicable under the law/regulations, between the Company and any of its related parties in the best interest of the Company and its stakeholders.

3. Applicability and governing law

The RPT Policy will be applicable to the Company with respect to all Related Party Transactions covered within the scope of Section 188 of the Act and / or Listing Regulations.

Existing contracts entered into by the Company (after making necessary compliances under section 297 of the Companies Act, 1956) which already came into effect before the commencement of Section 188 of the Companies Act, 2013, will not require fresh approval under the said section 188 (from the board or members, as the case may be) till the expiry of the original term of such contracts. However, if any modification in such contract is made on or after 01st April, 2014, the requirements under Section 188 of the Act, will have to be complied with.

This Policy on Related Party Transactions shall be governed by the Companies Act, 2013 read with Rules made thereunder, as may be in force for the time being as well as Listing Regulations or such other Rules/Regulations, as may be notified by SEBI from time to time. Any references to statutory provisions shall be construed as references to those provisions as amended or re-enacted or as their application is modified by other statutory provisions (whether before or after the date hereof) from time to time and shall include any provisions of which they are re-enactments (whether with or without modification).

4. Key Definitions

“Audit Committee” means Committee of Board of Directors of the Company constituted under provisions of Listing Regulations and Section 177 of the Companies Act, 2013.

“Board of Directors” or **“Board”** in relation to a Company means the collective body of the directors of the Company.

“Key Managerial Personnel” in relation to a Company means

- i. the Chief Executive Officer, or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole-time director;
- iv. Chief Financial Officer; and
- v. such other officer as may be prescribed under the Companies Act, 2013.

“Material Related Party Transaction” is a transaction with a RC 49 Related Party which shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, **exceeds ten percent of the annual consolidated turnover** of the Company as per the last audited financial statements of the Company.

“CA Related Party”, with reference to a company, shall have the meaning of related party as defined in Section 2(76) of the Companies Act, 2013.

“Related Party as per Listing Regulations”, with reference to a company, shall have the meaning as defined in Section 2(76) of the Companies Act, 2013; or an entity that is a related party under the applicable accounting standards.

“CA Related Party Transaction” means, specified transaction mentioned in clause (a) to (g) of sub-section 1 of Section 188 of the Act;

“Related Party Transaction as per Listing Regulations”, shall have the meaning as defined under Regulation 2(1)(zc) of the Listing Regulations and means transfer of resources, services or obligations between a listed entity and a related party, regardless of whether price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract, as envisaged in Section 188(1) of the Act.”.

“Relatives” with reference to any person shall have the meaning as defined in Section 2(77) of the Companies Act, 2013 read with clause 4 of The Companies (Specification of definition details) Rules, 2014.

A **“Transaction”** with a related party shall be construed to include single transaction or a group of transactions pursuant to a contract.

5. Policy on related party transactions

All Related Party Transactions (before being entered into) must be reported to the Audit Committee for its approval in accordance with this Policy.

The Audit Committee periodically may review this Policy and may recommend amendments to this Policy to the Board from time to time as it deems appropriate.

5.1. Identification of potential related party transactions

Each director and Key Managerial Personnel is responsible for providing advance notice to the Board or Audit Committee of any potential Related Party Transaction involving him/her or his/her relative, including any additional information about the transaction that the Board or Audit Committee may request. The Board shall record the disclosure of Interest ; and the Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

Procedure for identification of potential related parties

The Company Secretary or the Compliance Officer (as the case may be) shall at all times maintain a database of Company's Related Parties , identified on the basis of the definition set forth in the Key Definition section above, along with their personal/company /entity details including any revisions therein.

5.2. Approval of Related Party Transactions

5.2.1. Prior approval of Audit Committee

All Related Party Transactions of the Company as prescribed under the Act and Listing Regulations shall require prior approval of Audit Committee, whether at a meeting or by resolution by circulation. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the conditions set forth in Listing Regulations, the Companies Act, 2013, and the criteria laid down by the Audit Committee for granting the omnibus approval..

Any member of the Audit Committee who has a potential interest in any Related Party Transaction will abstain from discussion and voting on the approval of the Related Party Transaction.

5.2.2. Prior approval of Board of Directors under Companies Act 2013

CA Related Party Transactions with the CA Related Parties , which are either not in the Ordinary Course of Business or are not at Arms' Length shall require prior approval of the Board of Directors.

In the above context, where any director is interested in any contract or arrangement with a CA Related Party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

5.2.3. Shareholders' approval requirements

Shareholders' approval shall be sought in the following cases as per the requirements of Companies Act 2013:

- CA Related Party Transactions with the CA Related Parties ; which are either not in the 'Ordinary Course of Business' or are not on an 'arm's Length Basis' and exceeds the threshold under section 188 of the Companies Act 2013 shall also require prior approval of the shareholders through special resolution.
- No member of the Company shall vote in a special resolution where a related party contract or arrangement is being considered if such a member is a CA Related Party in the context of the contract or arrangement which is being considered.

Shareholder's approval shall be sought in the following cases as per the requirements of Listing Regulations:

- All Material Related Party Transactions covered within the scope of Listing Regulations shall require approval of the shareholders through special resolution. For this purpose, all entities falling under the definition of Listing Regulations Related Parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

However, the above shall not be applicable to transactions between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

5.2.4 Related party transactions not approved under this policy

In the event the Company becomes aware of a Related Party Transaction with a CA Related Party or RC 49 Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances

regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc. In connection with any review/approval of a Related Party Transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

5.2.5 Exception.

Nothing contained in this Policy shall apply to providing of remuneration by way of sitting fees to Non-Executive Directors.

5.3. Disclosure of Related Party Policy

This policy shall also be uploaded on the website of the Company at www.sunpharma.com and a weblink thereto shall be provided in the Annual Report of the Company.

5.4. Ask a question

Questions about this Policy can be addressed to the Compliance Officer at secretarial@sunpharma.com.