

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
Email: secretarial@sunpharma.com
CIN: L24230GJ1993PLC019050



December 01, 2023

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

Dear Sir / Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, for the proposed Composite Scheme of Arrangement

This is with reference to your letter Ref. No. NSE/LIST/38546 dated November 24, 2023 seeking additional documents/details in respect of the aforesaid subject.

As requested please find below the documents /details:

Sr. No.	Additional documents/details	Company's remarks
1	Kindly provide the No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/ debenture trustees. If the Company has no creditor, kindly provide an undertaking for the same	The Company has no secured creditors hence it is not applicable. An undertaking for the same is attached at Annexure-1
2	Kindly submit a confirmation which states that all past defaults on listed debt obligations of the entities form part of the scheme. If that Company has no listed debt obligations, kindly provide an undertaking for the same.	Undertaking is attached at Annexure-2
3	Undertaking from the listed entity " <i>In the explanatory statement to be forwarded by the company to the shareholders u/s 230 or accompanying a proposed resolution to be passed u/s 66 of the Companies Act 2013, it shall disclose the pre and post scheme (expected) capital structure and shareholding pattern, the "fairness opinion" obtained from an Independent merchant banker, information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, the</i>	Undertaking is attached at Annexure-3

Registered Office: SPARC, Tandajja, Vadodara – 390 012, Gujarat, INDIA.

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	<i>Complaint report and the observation letter issued by the stock exchange.” If not applicable, kindly give an undertaking for the same.</i>	
4	The certificate issued by the Auditor for non-applicability of Para 10(a) and 10(b) shall be issued clearly stating which each point is not applicable.	Certificate issued by Auditors of the Company clearly stated that both Para (A)(10)(a) and Para (A)(10)(b) of Part I of the SEBI Master Circular are not applicable to the Scheme. We are working with the Statutory Auditors on possibility of obtaining revised certificate as required by your good office, an update shall be shared subsequently.
5	Kindly clarify if any IBC case has been admitted against any of the Companies involved in the Scheme.	We hereby confirm that none of the IBC case has been admitted against any of the Companies involved in the Scheme.

We hereby request you to take on records and issue Observation letter/No-objection Letter.

Thanking you,

Yours truly,

For Sun Pharmaceutical Industries Limited


(Anoop Deshpande)

Company Secretary & Compliance Officer
ICSI Membership No.: A23983



Encl.: As above.

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Re: Undertaking in respect of No Objection Certificate from the lending scheduled commercial banks/financial institutions/ debenture trustees

Dear Sir/Madam,

We hereby undertake that the Company has no secured creditors hence providing No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/ debenture trustees, is not applicable.

For **Sun Pharmaceutical Industries Limited**


(Anoop Deshpande)
Company Secretary & Compliance Officer
ICSI Membership No.: A23983



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Re: Undertaking in respect of all past defaults on listed debt obligations of the entities form part of the scheme

Dear Sir/Madam,

We hereby confirm that none of the entities forming part of the Scheme have any listed debt obligations or any past defaults of listed debt obligations.

For Sun Pharmaceutical Industries Limited

Anoop D.

(Anoop Deshpande)
Company Secretary & Compliance Officer
ICSI Membership No.: A23983



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Re: Undertaking in respect of explanatory statement to be forwarded by the Company to the shareholders u/s 230 of the Companies Act 2013

Dear Sir/Madam,

We hereby undertake that in the explanatory statement to be forwarded by the Company to the shareholders u/s 230 of the Companies Act 2013, we shall disclose the pre and post scheme (expected) capital structure and shareholding pattern, the Complaint report and the observation letter issued by the stock exchange.

The "fairness opinion" from an Independent merchant banker and information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, are not applicable since the scheme involves Amalgamation of wholly-owned subsidiaries and upon the Scheme becoming effective, no shares of the Transferee Company shall be issued and allotted in lieu of shares held by it or its subsidiary companies in the Transferor Companies and the entire paid-up share capital of the Transferor Companies shall be cancelled and extinguished without any further act, deed or instrument as an integral part of this Scheme, there will be no change in the shareholding pattern of the Transferee Company.

For **Sun Pharmaceutical Industries Limited**


(Anoop Deshpande)
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