



Sun Pharmaceutical Industries Limited

Registered Office: SPARC, Tandalja, Vadodara – 390012, Gujarat, India.

Corporate Office: Sun House, Plot No. 201 B/1, Western Express Highway,
Goregaon (East), Mumbai - 400063, Maharashtra, India.

Tel: 022-43244324 | CIN: L24230GJ1993PLC019050

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NOTICE OF POSTAL BALLOT/E-VOTING

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Sl. No.	Particulars	Type of Resolution
1.	Ratification of the remuneration of the Cost Auditor for the financial year 2025-26	Ordinary
2.	Alteration of Main Objects clause III (A) of the Memorandum of Association of the Company	Special
3.	Re-appointment of Dr. Pawan Goenka (DIN:00254502) as an Independent Director	Special

Postal Ballot / E-voting Timeline

Cut-Off Date For E-voting	Voting Opens	Voting Closes	Results
13 March 2026	19 March 2026 9:00 AM	17 April 2026 5:00 PM	On or before 20 April 2026

The Notice of the Postal Ballot/E-voting is prepared pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

NOTICE OF POSTAL BALLOT/E-VOTING

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that the resolutions as set out below are proposed to be passed by the shareholders of Sun Pharmaceutical Industries Limited (“the Company”) by way of Postal Ballot/ E-voting (“Notice”), pursuant to the applicable provisions¹ of the Companies Act, 2013 (“Act”), including the Secretarial Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time. This Notice is to be read together with the explanatory statement provided hereunder.

Item No. 1: Ratification of the remuneration of the Cost Auditor for the financial year 2025-26

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration as approved by the Board of Directors and set out in the Explanatory Statement annexed to this Notice, payable to M/s. Narasimha Murthy & Co., Cost Accountants, Firm’s Registration No. 000042, appointed as the Cost Auditor of the Company to conduct the audit of cost records maintained by the Company for the financial year 2025-26, be and is hereby ratified.”

Please [click here](#) for the Explanatory Statement.

Item No. 2: Alteration of Main Objects clause III (A) of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary or required, consent of the shareholders be and is hereby accorded to amend the Memorandum of Association of the Company by insertion of a new Clause (1B) under Clause III (A) – Main Objects, after the existing Clause III (A) (1A), as under:

“1B. To plan, promote and organize and carry on business of all kinds of integrated and efficient development or generation of power or energy through Hydro, Solar, Nuclear and other available forms and power through nonconventional and/or renewable energy sources in and outside India including planning, investigation, research, design and preparation of preliminary, feasibility and definite project reports, construction, generation, operation and maintenance, renovation and modernization of power stations and projects, transmission, distribution, sale of power generated at stations in India or outside India in accordance with the national economic policies and objectives laid down by the Central Government from time to time, the management of front and back-end of nuclear fuel cycle and ensure safe and efficient disposal of waste and also to undertake the business of purchasing, selling, importing, exporting, producing, trading, manufacturing or otherwise dealing in all respects of planning, investigation, research, design and preparation of preliminary, feasibility and project reports, construction, generation, operation and maintenance, renovation and modernization of Power Stations and projects, transmission and distribution, sale of Hydro, Solar, Nuclear power and power generated through nonconventional renewable energy sources or any other sources, power development and to undertake utilization of steam generated at power stations and other by-products and install, operate and manage all necessary plants, establishments and works.”

RESOLVED FURTHER THAT the Whole-time Directors, Chief Financial Officer and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to make such applications, obtain such approvals and file such forms as may be necessary in this regard, and to do all such acts, deeds, matters and things and sign such documents, forms, applications, etc., as may be required, and as are necessary to give effect to this resolution.”

Please [click here](#) for the Explanatory Statement.

¹Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Secretarial Standards-2 issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 3: Re-appointment of Dr. Pawan Goenka (DIN:00254502) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Pawan Goenka (DIN: 00254502), who holds office upto 20 May 2026, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) years commencing from 21 May 2026 to 20 May 2031, who shall continue to hold office after attaining the age of 75 (seventy-five) years during the aforesaid term, and he shall not be liable to retire by rotation.”

Please [click here](#) for the Explanatory Statement.

By order of the Board of Directors
For **Sun Pharmaceutical Industries Limited**

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

Place: Mumbai
Date: 17 March 2026

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 1

M/s. Narasimha Murthy & Co., Cost Accountants, have been appointed as the Cost Auditors by the Board of Directors of the Company on recommendation of the Audit Committee, for conducting audit of cost records and accounts maintained by the Company pertaining to the formulations and bulk drugs activities of the Company for the financial year ending 31 March 2026 at a remuneration of INR 31,26,000/- (Rupees Thirty-one lakh and twenty-six thousand only) per annum plus reimbursement of out-of-pocket expenses and applicable taxes.

The consent of the shareholders of the Company is being sought for ratification of the remuneration payable to the Cost Auditor for the financial year 2025-26 as required under Section 148(3) of the Act, read with Companies (Audit and Auditors) Rules, 2014.

The Board recommends the resolution as set out at **Item No. 1** of this Notice for approval of the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in this resolution.

Please [click here](#) for the resolution.

Item No. 2

The Company is committed to its long-term Sustainability goals and Environmental, Social, and Governance (ESG) principles. The Company aims to reduce its carbon footprint, improve energy and cost efficiency, and adopt renewable energy sources. To support this, it is proposed to insert a new Clause (1B) under Clause III (A) – Main Objects, after the existing Clause III (A) (1A) of the Memorandum of Association (“MOA”). This change amounts to inclusion of an additional enabling clause for power generation which will empower the company to undertake activities related to the setting up of captive power plants and does not have any impact on the existing clause under the Main Objects.

The proposed amendment will empower the company to undertake activities of power generation for captive consumption across the energy sector, including planning, research, design, construction, generation, operation, maintenance, and modernization of power projects, as well as transmission, distribution, and sale of power in India and abroad. It will enable the company to invest in renewable technologies such as hydro, solar, wind, and other available forms and generate power through non-conventional and/or renewable energy sources. The Company will be able to set up captive solar plants, develop other renewable projects, and sell surplus power to the grid, aligning with national policies, global best practices, and stakeholder expectations.

Benefits of this proposal include:

- **ESG and Sustainability Commitment:** Strengthens the Company’s environmental responsibility and aligns with its sustainability roadmap.
- **Operational and Financial Advantages:** Reduces dependency on conventional energy sources, lowers long-term costs, and creates potential revenue from surplus power, creating a potential revenue stream and enhancing asset utilisation.
- **Future-readiness and Strategic Flexibility:** Provides the Company flexibility, as part of its evolving energy strategy to explore diverse renewable energy options and remain competitive.

Pursuant to Section 13 of the Companies Act, 2013, any alteration in the MOA of the Company requires approval of the Shareholders by way of a Special Resolution and filing of necessary forms with the Registrar of Companies. The Board of Directors, at its meeting held on 05 November 2025, has approved the proposed amendment, subject to the shareholders’ approval. Accordingly, the approval of the shareholders’ is being sought by way of Special Resolution.

The Board recommends the resolution as set out at **Item No. 2** of this Notice for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in this resolution.

Please [click here](#) for the resolution.

Item No. 3

Dr. Pawan Goenka (DIN: 00254502) was appointed as the Independent Director of the Company for a term of 5 (Five) years from 21 May 2021 upto 20 May 2026. Subsequently, Dr. Goenka was appointed as the Lead Independent Director (“Lead ID”). Dr. Goenka completes the first term on 20 May 2026 and is eligible for reappointment for a second term as an Independent Director.

Dr. Goenka’s leadership and expertise in strategy, operations, and governance have significantly strengthened the Company’s Board processes and effectiveness. His leadership as the Lead ID alongwith his independent judgment, balanced perspective, and commitment to transparency are consistently reflected in the annual Board evaluations. Dr. Goenka’s active and objective participation has added value to the functioning of the Board and the Committees. Given his strong performance and continued importance to the Company’s strategic direction and governance priorities, his continued association is considered beneficial.

Accordingly, the Nomination and Remuneration Committee (“NRC”) recommended re-appointment of Dr. Goenka for the second term of 5 (Five) years starting from 21 May 2026 and ending on 20 May 2031. Subsequently, based on such recommendation of NRC, the Board of Directors has approved the proposal for re-appointment subject to approval of the shareholders pursuant to the regulatory requirements.

The NRC and the Board of Directors has taken a note that Dr. Goenka meets the criteria of independence as prescribed under Section 149(6) of the Act, and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and opined that he fulfils all the conditions specified in the Act for such re-appointment. Dr. Goenka being interested, did not participate in relevant discussions at the NRC as well as Board meetings.

During his second term, Dr. Goenka will marginally cross the age of 75 years. In view of Dr. Goenka’s extensive experience, proven leadership, and the critical continuity he brings to the Board, the Directors are of the opinion that age alone should not be a limiting factor for his continued appointment. The Board is satisfied that Dr. Goenka remains fully capable of discharging his duties with the same level of diligence, independence, and effectiveness, notwithstanding the fact that he will cross the age of 75 years during his second term. Accordingly, the Board recommends his re-appointment as an Independent Director for a second term, by way of a Special Resolution, in the interest of ensuring sustained governance excellence and strategic stability.

The brief profile of Dr. Pawan Goenka is provided hereunder and can be accessed by clicking [here](#).

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Pawan Goenka himself, to whom this resolution pertains and his relatives, are in any way concerned or interested in the resolution as set out at Item no. 3 of this Notice.

The Board recommends the resolution as set out at **Item No. 3** of this Notice for approval of the shareholders as a Special Resolution.

Please [click here](#) for the resolution.

Please [click here](#) for the Index.

BRIEF PROFILE - DR. PAWAN GOENKA

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2), the particulars of the Director who is proposed to be re-appointed is given below:



Dr. Pawan Goenka earned his B. Tech. in Mechanical Engineering from IIT, Kanpur and Ph.D. from Cornell University, U.S.A. He is also a Graduate of Advanced Management Program from Harvard Business School. He worked at General Motors R&D Centre in Detroit, U.S.A. from 1979 to 1993. Dr. Goenka joined Mahindra & Mahindra Ltd. in 1993 as General Manager (R&D) and led the development of the Scorpio SUV. Dr. Goenka is credited with building a strong R&D infrastructure, a robust product portfolio for Mahindra and is widely recognised as a statesman of the Indian Auto Industry. Dr. Goenka served on the boards of several Mahindra Group Companies, both domestic and international. He retired from Mahindra as Managing Director and CEO in April 2021.

Dr. Goenka was appointed Chairperson of IN-SPACE in February 2022. Under his leadership, IN-SPACE has been at the forefront of implementing space reforms in India, facilitating private sector participation to boost the space economy and create a self-reliant, sustainable ecosystem. He was instrumental in shaping the Indian Space Policy 2023 and overseeing the release of Norms, Guidelines, and Procedures for its implementation. Dr. Goenka also played a key role in liberalizing the FDI policy for the space sector. Under his guidance, IN-SPACE launched the Decadal Vision and Strategy for the Indian space economy, along with an implementation roadmap aimed at increasing India's share in the global space economy. The Strategy roadmap is being implemented through various initiatives by IN-SPACE, including fostering partnerships between Indian private space players and international agencies & foreign private players. Under Dr. Goenka's leadership IN-SPACE is actively championing collaboration between ISRO and private players, facilitating technology transfers and handholding industry.

Dr. Pawan Goenka was honoured with the Padma Shri in the 'Trade and Industry' category in 2025 for his contributions to the space sector and automotive industry in India. His other awards and honors include Burt L. Newkirk Award, Charles L. McCuen Achievement Award, the FISITA Medal of Honour, Automotive Man of the Year Award, CV Man of the Year Award, Param Shreshth Award, and Lifetime Achievement Award for his unparalleled contribution to the automotive industry by The Automotive Component Manufacturers Association (ACMA).

Dr. Goenka received the Distinguished Alumni Award from IIT Kanpur in 2004 and was also conferred with the Doctor of Science (honoris causa) in 2015. He is a Fellow of SAE International and of The Indian National Academy of Engineers and a member of National Academy of Engineers, USA.

Dr. Goenka is past President of SIAM, of the Society of Automotive Engineers India, the ARAI Governing Council, and served as a Board Member of National Skills Development Corporation (NSDC) and a member of Confederation of Indian Industries (CII) National Council. He is currently serving as the Chairman of the Board of Governors of IIT Madras and as an Independent Director on the Board of Sun Pharmaceutical Industries Ltd. and Bosch Limited. Dr. Goenka is also the Chairperson of the Steering Committee for Advancing Local value-add and Exports (SCALE), an initiative under the Ministry of Commerce & Industry.

Nature of expertise in specific functional areas	Global Exposure; Governance; Risk Management; Finance and Accounts; General Management;
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Strategic Thinking, Planning, Problem Solving, Decision Making, People and Leadership skills. Dr. Pawan Goenka has made significant contributions to the Company's strategic goals as the Lead Independent Director.
Age	71 Years
Date of First appointment on the Board	21 May 2021
Terms and Conditions of Re-appointment	Re-appointment as a Non-Executive Independent Director for a period of five years commencing from 21 May 2026 up to 20 May 2031, not liable to retire by rotation.

	Detailed Terms and Conditions for Independent Directors are available on our website at www.sunpharma.com .
Details of Remuneration last drawn	Not Applicable
Details of Remuneration sought to be paid	He shall be entitled to sitting fees for attending meetings of the Board and the Committees thereof, where he is a member, and commission as may be determined by the Board of Directors.
Number of Board meetings attended during the Financial Year 2025-26	All the Six (6) Meetings held during the year as on the date of this notice.
Directorship held in other companies (excluding foreign companies and section 8 companies)	Bosch Limited
Memberships/ Chairmanships of Committees of other Public Companies	Bosch Limited - Risk Management Committee -Chairperson Nomination and remuneration committee - Member Audit Committee - Member
Listed entities from which the person has resigned in the past three years	None
Relationship with other Directors, Manager and Key Managerial Personnel	None
No. of equity shares held in the Company (singly or jointly as first holder) as on the date of Notice	Nil

Please [click here](#) to go back to the resolution and [click here](#) to go back to the explanatory statement.

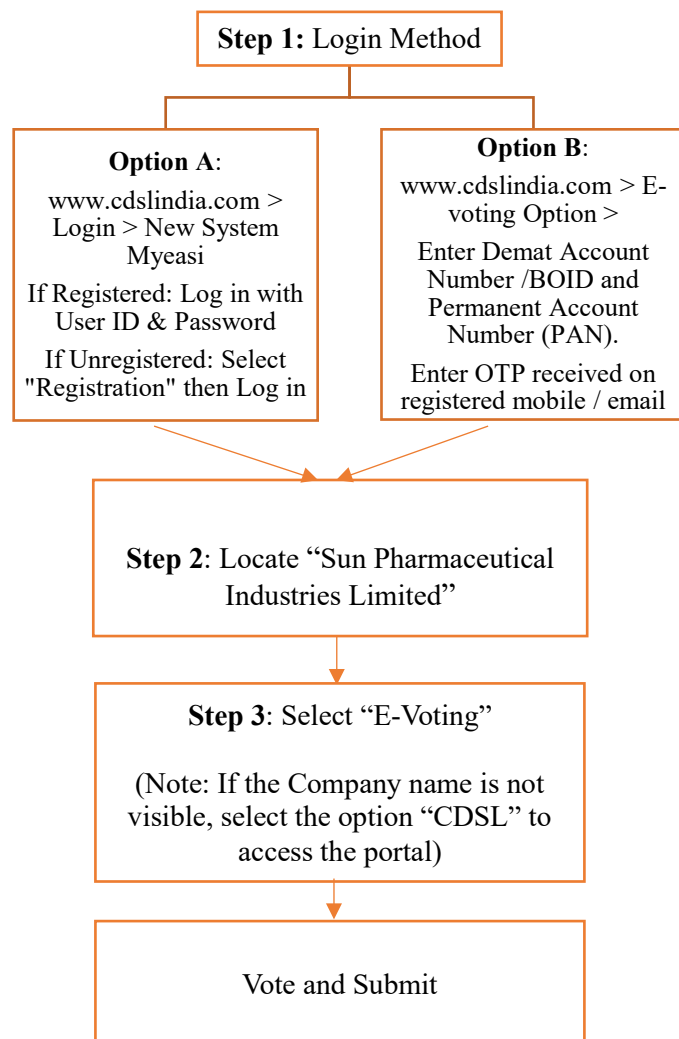
STATUTORY NOTES

1. This Notice is being sent only in electronic form to those shareholders whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (“RTA”). Accordingly, a physical copy of the Notice is not being sent to the shareholders. The communication of the shareholders' assent or dissent would only take place through the remote E-voting system.²
2. The Company has availed of the services of Central Depository Services (India) Limited (“CDSL”) for this purpose. Shareholders are requested to read the instructions for voting through electronic means/Procedure for E-voting by clicking [here](#).
3. This Notice and Explanatory Statement with requisite enclosure(s) has also been made available on the website of the Company, i.e., www.sunpharma.com, and on the website of the E-voting agency viz. Central Depository Services (India) Limited, at www.evotingindia.com.
4. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as of **Friday, 13 March 2026** (“Cut-off date”) will be entitled to cast their vote(s).
5. Voting can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
6. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date fixed for the purpose.
7. The voting period **begins on Thursday, 19 March 2026, at 09:00 A.M. and ends on Friday, 17 April 2026, at 05:00 P.M.** All dates and times mentioned herein are as per Indian Standard Time (“IST”). The E-voting module shall be disabled by CDSL for voting thereafter. During the E-voting Period, shareholders may cast their e-vote remotely by using the login method as applicable to them.
8. The Board of Directors have appointed Mr. Chintan Goswami, and failing him, Mr. Alpesh Panchal, Partners of KJB & Co. LLP, Practising Company Secretaries, as the Scrutinizer.
9. After the electronic votes are scrutinized, the Scrutinizer will submit his report to the Chairman/ Company Secretary or any other authorised personnel of the Company. The voting results will be announced on or before **Monday, 20 April 2026**. The said results shall be placed on the company's website at www.sunpharma.com and on the website of the CDSL at www.evotingindia.com, National Stock Exchange of India Limited, and BSE Limited.
10. E-voting has been enabled for all demat account holders through a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders can cast their vote without having to register again with the E-voting service providers, facilitating seamless authentication and enhancing the ease and convenience of participating in the E-voting process.
11. In terms of SEBI Circular on E-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access the E-voting facility.
12. The Registrar and Share Transfer Agents (RTA) of the Company is:
MUFG Intime India Private Limited
Unit: Sun Pharmaceutical Industries Limited
C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India
Email: Investor.helpdesk@in.mpms.mufg.com
Portal: <https://swayam.in.mpms.mufg.com/>
Website: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

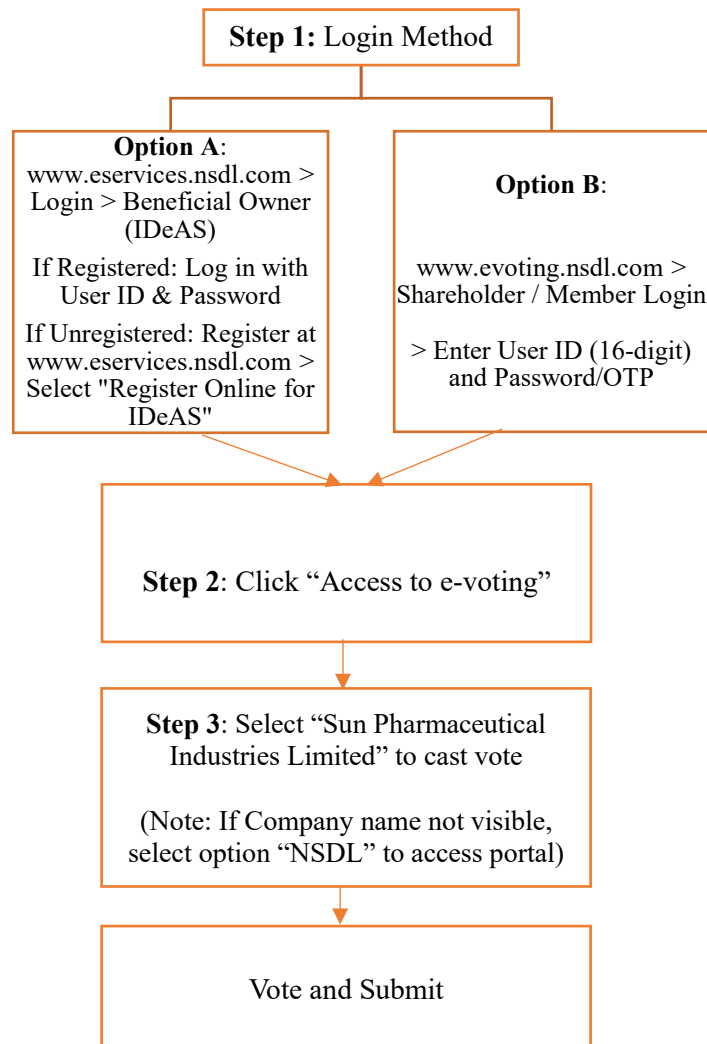
² General Circular No. 03/2025 dated 22 September 2025 issued by Ministry of Corporate Affairs and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 issued by SEBI on 3 October 2024.

E-VOTING INSTRUCTIONS

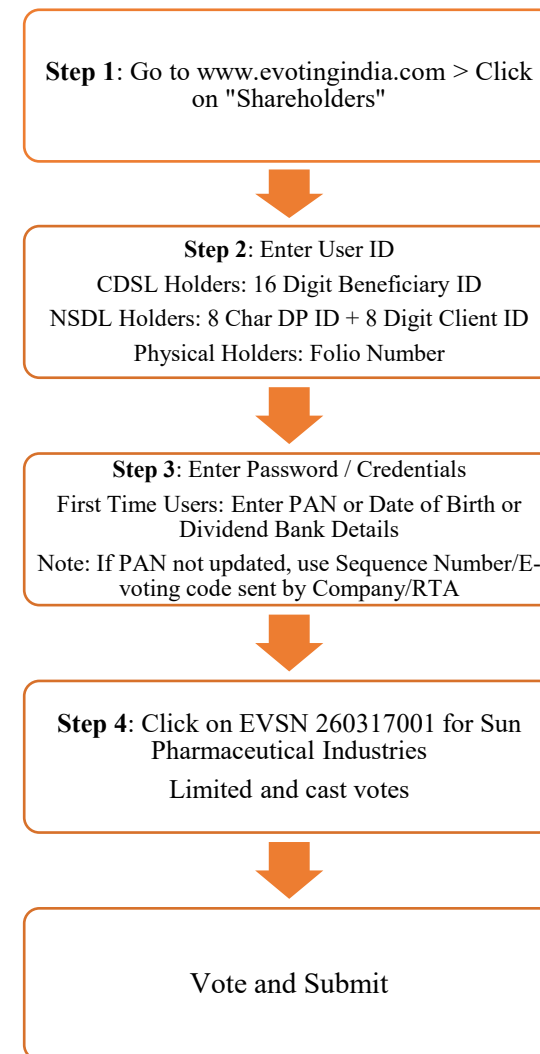
Individual Shareholders (Demat with CDSL)



Individual Shareholders (Demat with NSDL)



Non-Individual Shareholders (Demat) & Physical Shareholders



Notes:

1. Detailed guidelines for logging in the e-voting system are available at the website of the Company at <https://sunpharma.com/investor-services/>.

2. *Non-individual shareholders are required to upload in the system, the relevant board resolution/authority letter and power of attorney (POA) or email to secretarial@sunpharma.com, for the Scrutinizer to verify.*

E-voting Helpdesk details

If you have any questions or issues regarding e-voting from the e-voting system, you may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under the “HELP” section.

For NSDL query Helpdesk: evoting@nsdl.co.in / 022-48867000.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 2109911.

Please [click here](#) for the Index.

Synopsis of the Notice (Easy Referencer)

We present below a simplified overview of the three resolutions proposed for your consideration through the Postal Ballot. This summary highlights the rationale, legal requirements, and benefits to the Company, helping you make an informed decision while casting your valuable vote.

Item No. 1 - Ratification of Cost Auditor remuneration (FY 2025–26)

Ordinary Resolution

What you are voting on

- Approval of the remuneration of INR 31,26,000/- per annum (plus taxes and reimbursements) payable to the Cost Auditor, M/s. Narasimha Murthy & Co. for the financial year 2025-26

Rationale and Benefits

- It is a statutory requirement under the Companies Act for shareholders to ratify the Cost Auditor's remuneration.
- The remuneration proposed is at par with the previous year's remuneration.

Item No. 2 - Alteration of Main Objects clause III (A) of the MOA of the Company

Special Resolution

What you are voting on

- Approval to amend the MOA to include an additional clause for captive and renewable energy activities, allowing the Company to establish and operate facilities for hydro, solar, wind, nuclear, and other renewable sources.

Rationale and Benefits

- Any change to the MOA requires a Special Resolution under the Companies Act, making shareholder approval necessary. The amendment also supports the Company's ESG and sustainability goals by giving it flexibility to manage long-term energy needs through renewable and captive power options.
- This change allows the Company to adopt cleaner and more cost-effective energy solutions, and use or sell surplus power where permitted.

Item No. 3 - Re-appointment of Dr. Pawan Goenka as an Independent Director

Special Resolution

What you are voting on

- Approval to re-appoint the Dr. Pawan Goenka as an Independent Director for a second term of 5 years
- Approval for appointment continuing beyond the age of 75 years during the second term

Rationale and Benefits

- Shareholder approval is required because the Companies Act and SEBI Listing Regulations mandate a Special Resolution for re-appointing Independent Directors and for continuing them beyond age of 75 years.
- Approving this resolution helps the Company retain an experienced Independent Director who will continue to serve as the Lead ID. This re-appointment will ensure continuity and will support stability in Board leadership.

E-Voting

[Thursday, 19 March 2026 at 09:00 A.M. until Friday, 17 April 2026 at 05:00 P.M.]

EVSN

260317001

Scan to Vote (CDSL)



Scan to Vote (NSDL)



Voting Instructions



Please [click here](#) for the Index.
