



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
Website: www.sunpharma.com | Email Id: secretarial@sunpharma.com

NOTICE OF POSTAL BALLOT/E-VOTING

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| Sl. No. | Particulars | Type of Resolution |
|---------|--|--------------------|
| 1. | Appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director | Special |

Postal Ballot / E-voting Timeline

| Cut-Off Date For E-voting | Voting Opens | Voting Closes | Results |
|---------------------------|--------------------------|------------------------|-----------------------------|
| 03 April 2026 | 09 April 2026 9:00 AM | 08 May 2026 5:00 PM | On or before 11 May 2026 |

The Notice of the Postal Ballot/E-voting and Explanatory Statement 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 resolution as set out below is proposed to be passed by the shareholders of Sun Pharmaceutical Industries Limited (“the Company”/ “Sun Pharma”) by way of Postal Ballot/ E-voting (“Notice”), pursuant to the applicable provisions 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 time¹. This Notice is to be read together with the explanatory statement provided hereunder.

Item No. 1: Appointment of Ms. Satyavati Berera (DIN: 05002709) 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and pursuant to the consent received from Ms. Satyavati Berera confirming that she satisfies the criteria for independence as prescribed under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the Listing Regulations, and that she is not debarred from holding the office of a director by virtue of any order of the Securities and Exchange Board of India or any other such authority, Ms. Satyavati Berera (DIN: 05002709), be and is hereby appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years commencing from the date of shareholders' approval of this resolution i.e. the Effective Date of Appointment, and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director of the Company and/or Chief Financial Officer and/or Company Secretary and Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things as are necessary to give effect to this resolution."

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

For **Sun Pharmaceutical Industries Limited**

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

Place: Mumbai
Date: 07 April 2026

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

Item No. 1**Background and Basis of Appointment**

Ms. Rama Bijapurkar was appointed as an Independent Director of the Company for a term of five consecutive years commencing from 21 May 2021. She has conveyed her unwillingness to be considered for reappointment for a second term due to personal reasons. Accordingly, Ms. Bijapurkar will retire from the Board upon completion of her present term on 20 May 2026.

In accordance with Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the Company is required to have at least a Woman Independent Director on its Board at all times. Further, the SEBI Listing Regulations stipulate that, where a vacancy arises on the Board due to the expiry of a director's term, such vacancy must be filled before the director's term expires.

In view of the completion of the tenure of Ms. Rama Bijapurkar, Woman Independent Director, and to further strengthen the Board by ensuring continuity of gender diversity and the presence of varied perspectives, experience and expertise at the Board level, the Nomination and Remuneration Committee (“NRC”) and the Board of Directors recommend the appointment of Ms. Satyavati Berera as an Independent Director in her place.

Identification and Appointment

The NRC has adopted a comprehensive document outlining the role and responsibilities of the Committee, including the process for identifying and appointing the Independent Director.

An independent agency was engaged by the Company to assist the NRC in identifying suitable candidates with strong proficiency in the finance and general management skills for consideration for appointment as an Independent Director.

The evaluation and shortlisting of candidates were undertaken based on multiple parameters, including, inter alia, domain expertise, professional experience, skill set, suitability for Board membership, and alignment with the Company's governance requirements. The shortlisting exercise was carried out in consultation with the Chairman of the NRC, following which Ms. Satyavati Berera was identified as the most suitable candidate.

The NRC, after due consideration, evaluated the candidature of Ms. Satyavati Berera (DIN: 05002709) and recommended her appointment as an Independent Director of the Company. Based on the recommendation of the NRC, the Board of Directors has approved and recommended to the shareholders, the appointment of Ms. Satyavati Berera as an Independent Director of the Company for a term of five (5) consecutive years commencing from the date of shareholders' approval (“the Effective Date of Appointment”) by this Postal Ballot. Accordingly, the appointment will be effective from 08 May 2026 on receipt of shareholders' approval.

The Board of Directors, based on the declarations received from Ms. Berera and after undertaking its own due diligence, is of the opinion and hereby confirms that Ms. Satyavati Berera fulfils all conditions specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Director and that she is independent of the management of the Company. In reaching this determination, the Board has specifically considered and confirmed the following:

- **No pecuniary relationship:** Ms. Berera does not have, and has not had, any material pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management, or its Holding, Subsidiary, or Associate Companies, other than the remuneration she will be entitled to as an Independent Director.
- **No prior employment:** Ms. Berera has not been an employee or Key Managerial Personnel of the Company, or any of its Holding, Subsidiary, or Associate Companies, at any time in the past three financial years.
- **No relative relationships:** Ms. Berera is not related to any Director, Promoter, or Key Managerial Personnel of the Company.
- **No material business relationship:** Neither Ms. Berera, nor any body corporate in which she holds a directorship or is a senior employee, has had a material business relationship with the Company in the immediately preceding three financial years.

- **No cross-directorships or conflicting interests:** Ms. Berera does not hold any cross-directorship with any Executive Director or the Chairman of the Company, nor does she have any conflicting relationship with the Company.
- **No shareholding:** Ms. Berera does not hold any shares (directly or beneficially) in the Company, either in her own name or jointly with any other person, and she is not a promoter of the Company or any of its Holding, Subsidiary, or Associate Companies.
- **Not debarred:** Ms. Berera has not been convicted of any offence in connection with the promotion, formation, or management of any company or LLP, and has not been found guilty of fraud or misfeasance, nor is she debarred from holding the office of a director by virtue of any order of SEBI or any other authority.

Further, in view of her role as a former Chief Operating Officer (COO) of PwC India, the Board is of the view that Ms. Berera's role within PwC network does not constitute a material relationship that would impair her independence as an Independent Director of the Company.

Relevance of Ms. Berera's Skills and Expertise to Sun Pharma Board

Sun Pharma operates as one of the world's leading specialty generic pharmaceutical companies, with a presence in over 100 countries, complex global regulatory requirements (including USFDA, EMA and other regulatory oversight), an extensive subsidiary structure, and significant ongoing R&D and compliance obligations. The Board of Directors and the NRC assessed the following competencies of Ms. Berera as being particularly suited to the Company's governance and oversight needs:

- **Audit and Financial Oversight:** Her extensive tenure as an Audit Partner at a Big Four firm provides her with deep expertise in financial reporting, accounting standards, and statutory audit processes — highly relevant to her potential role on the Audit Committee.
- **Risk Advisory and Internal Controls:** Her leadership of PwC's Risk Advisory practice equips her with specialist knowledge in enterprise risk management, internal controls, and compliance frameworks — directly applicable to Sun Pharma's multi-jurisdictional risk environment.
- **Operational and Strategic Governance:** Her tenure as COO of PwC India, a large and complex professional services firm, demonstrates her ability to oversee large organisations and contribute to strategic decision-making.
- **Regulatory and Compliance Experience:** Her professional background in advising clients across industries on governance and compliance matters provides valuable perspective for the company.
- **Board Diversity:** Ms. Berera's appointment contributes to uplifting gender diversity on the Board, consistent with the Company's commitment to inclusive governance practices.

Other Board Memberships and Time Commitment

Ms. Satyavati Berera holds directorships in Three other listed companies, the details of which including the committee memberships held therein are provided under her Brief Profile. In view of her said engagements and considering the likelihood of her proposed committee memberships in the Company, the Board is of the opinion that Ms. Berera will be able to provide adequate time and contribute meaningfully in the Sun Pharma board processes. In forming this view, the board has taken into consideration her attendance track record of her existing board and committee memberships.

Remuneration

Ms. Berera, as a Non-Executive Independent Director, shall be entitled to the following:

- **Sitting Fees:** Sitting fees for attending meetings of the Board and/or any Committee thereof at such rate as may be determined by the Board from time to time, not exceeding the limits prescribed under the Companies Act, 2013 and the applicable rules. The current sitting fees payable to Non-Executive Directors is Rs. 1,00,000 per meeting of the Board and of each Committee.
- **Commission:** A commission on net profits of the Company, as may be approved by the Board and within the overall ceiling limits approved by the shareholders under the Act, and as disclosed in the Annual Report of the Company from time to time.
- **Reimbursement of Expenses:** Reimbursement of all reasonable out-of-pocket expenses incurred by her in connection with attending meetings of the Board and/or Committees thereof and participation of board processes.

Board's Recommendation and Interests of Directors / KMPs

The NRC, at its meeting held on 03 April 2026, recommended the appointment of Ms. Satyavati Berera as an Independent Director of the Company. The Board of Directors, by way of a resolution passed on 04 April 2026, accepted the recommendation of the NRC and approved the appointment of Ms. Berera as an Independent Director of the Company subject to shareholders' approval.

Accordingly, shareholders' approval is being sought for the appointment of Ms. Satyavati Berera as an Independent Director of the Company for a term commencing from the date of shareholders' approval ("the Effective Date of Appointment"). During her tenure, she shall not be liable to retire by rotation.

The brief profile of Ms. Satyavati Berera is provided hereunder and can be accessed by clicking [here](#).

None of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the resolution as set out at Item No. 1 of this Notice.

The Board recommends the resolution as set out at Item No. 1 of this Notice for shareholders' approval as a Special Resolution.

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

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

BRIEF PROFILE – MS. SATYAVATI BERERA

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 appointed is given below:



Ms. Satyavati Berera (Age 65 Years) is the former Chief Operating Officer (COO) of PwC India. After 40+ years of managing diverse portfolios and playing key leadership roles, Ms. Berera retired from the firm in 2023. Ms. Berera is an Economics Graduate from Lady Shri Ram College, Delhi University and a fellow member of the Institute of Chartered Accountants of India (ICAI).

Ms. Berera qualified as a Chartered Accountant in 1984 and subsequently became a Partner in 1995 with Price Waterhouse. Before becoming the COO in 2016, Ms. Berera headed the consulting practice and was also the Managing Partner for the firm's, northern region. Ms. Berera served as an Audit Partner from 1995 to 2005.

Ms. Berera has extensively worked across industry sectors in the areas of Assurance, Consulting and Governance Risk and Compliance services (GRC). Ms. Berera was actively involved in designing and implementing control strengthening and process improvement solutions for a variety of domestic and multinational Companies.

Ms. Berera's role as the COO, has given her a deep understanding of Finance, Operations, Human Capital, Technology & Risk and Regulatory & Compliance environment.

| | |
|--|--|
| Date of First appointment on the Board | Shall be effective on the date of shareholders' approval by this Postal Ballot. |
| Terms and Conditions of Appointment | Appointment as a Non-Executive Independent Director for a period of five years commencing from the date of shareholders' approval and she shall not be liable to retire by rotation. Detailed Terms and Conditions for Independent Directors are available on our website at www.sunpharma.com . |
| Directorship held in other companies (excluding foreign companies and section 8 companies) | 1. Dabur India Limited 2. Birlasoft Limited 3. Castrol India Limited |
| Memberships/ Chairmanships of Committees of other Public Companies | 1. Dabur India Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member • Stakeholders Relationship Committee – Chairperson • Risk Management Committee – Chairperson 2. Birlasoft Limited <ul style="list-style-type: none"> • Audit Committee – Chairperson • Corporate Social Responsibility Committee – Member • Risk Management Committee – Member 3. Castrol India Limited <ul style="list-style-type: none"> • Audit Committee – Chairperson • Nomination and Remuneration Committee – Member • Risk Management Committee – Member |
| Listed entities from which the person has resigned in the past three years | None |

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

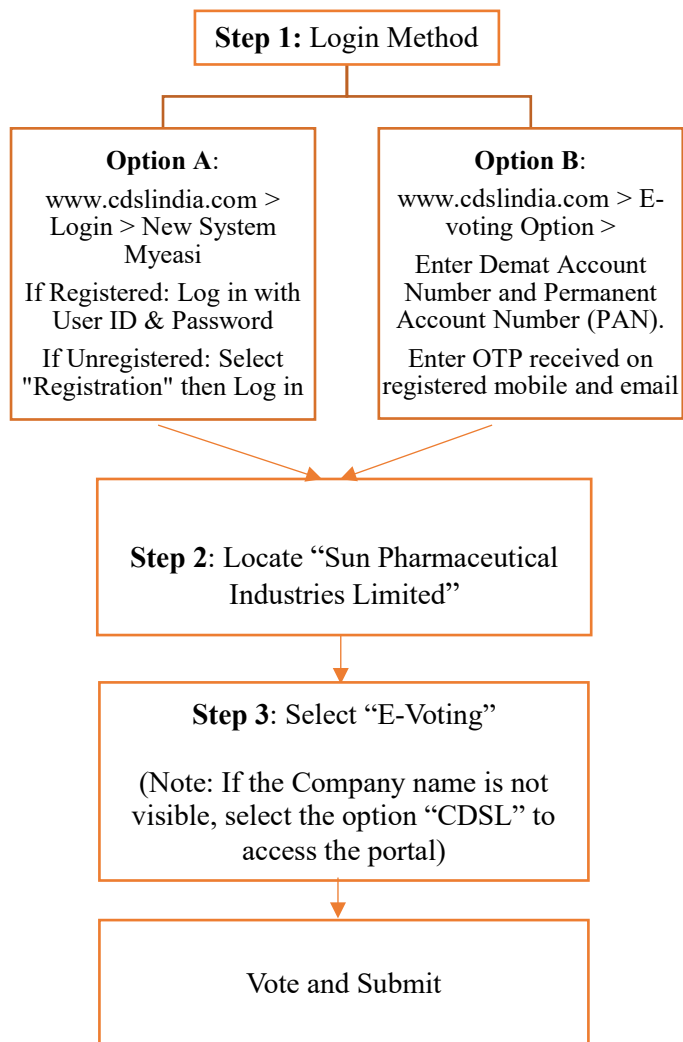
STATUTORY NOTES

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 voting for 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 <https://evoting.cdslindia.com>
4. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as of **Friday, 03 April 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, 09 April 2026, at 09:00 A.M. and ends on Friday, 08 May 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, 11 May 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

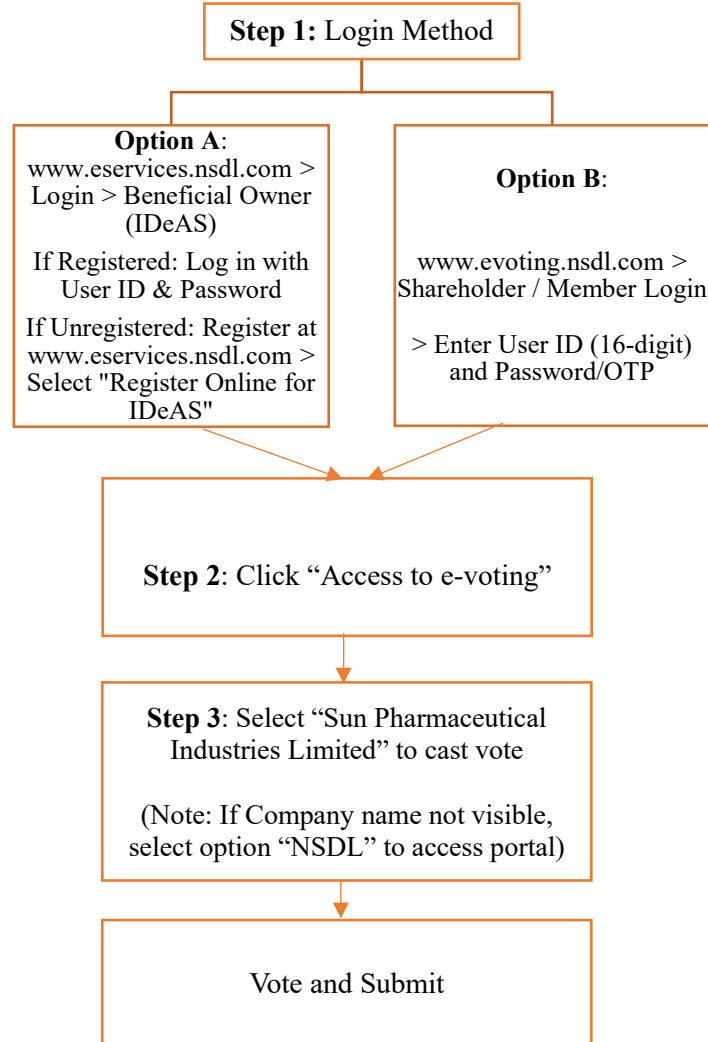
² General Circular No. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs and applicable SEBI Listing Regulations.

E-VOTING INSTRUCTIONS

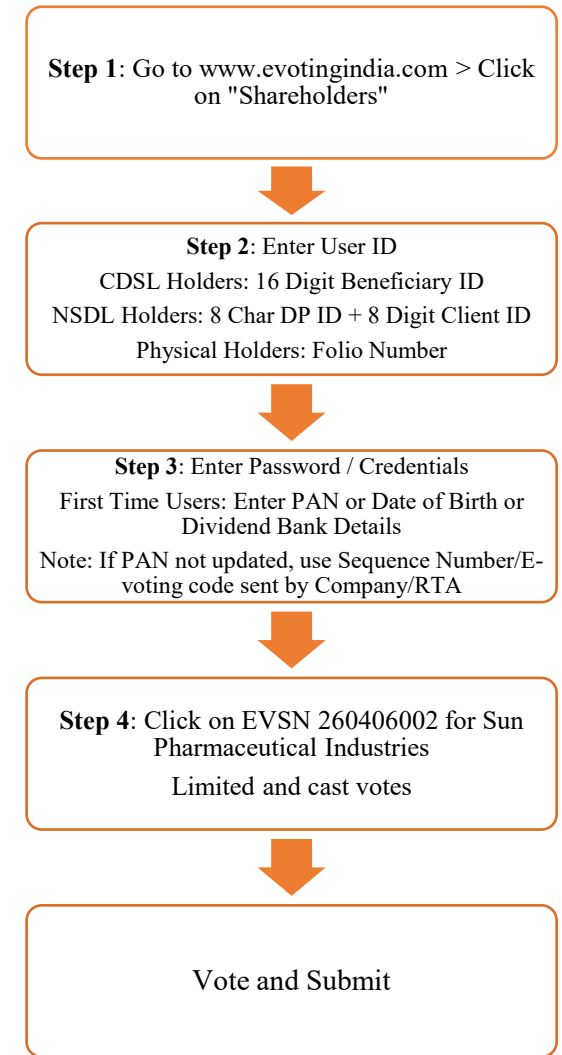
Individual Shareholders (Demat with CDSL)



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.

Appointment of Ms. Satyavati Berera as an Independent Director

1. What is the proposal placed before the shareholders?

Approval of the appointment of Ms. Satyavati Berera (DIN: 05002709) as an Independent Director of the Company for a term of five (5) consecutive years commencing from the date of shareholders' approval.

2. Whether the proposal was duly approved by the Board and the Nomination and Remuneration Committee?

Yes. The Nomination and Remuneration Committee has evaluated and recommended the appointment of Ms. Satyavati Berera, and the Board of Directors has approved and recommended the proposal to the shareholders.

3. What experience and value does Ms. Satyavati Berera bring to the Board?

Ms. Satyavati Berera has over four decades of experience across finance, governance, risk management and operations, and has held senior leadership positions, including Chief Operating Officer of PwC India.

4. How will this appointment contribute to the Board?

The appointment will ensure continued compliance with Board composition requirements, maintain gender diversity, and strengthen the Board with relevant experience and leadership expertise.

General

5. Whether the present Postal Ballot is the same as the Postal Ballot issued on 17 March 2026?

No. The present Postal Ballot is not the same as the Postal Ballot issued on 17 March 2026. The earlier Postal Ballot, issued on 17 March 2026, pertains to separate and distinct matters. The present Postal Ballot is being issued concurrently while the earlier Postal Ballot process is ongoing, to ensure compliance with applicable regulatory timelines and requirements.

6. Whether shareholders are required to vote separately for each Postal Ballot?

Yes. Each Postal Ballot is independent, and shareholders are required to cast their vote separately for each Postal Ballot using the respective EVSN.

E-Voting

[Thursday, 09 April 2026 at 09:00 A.M. (IST) until Friday, 08 May 2026 at 05:00 P.M. (IST)]

| EVSN | Scan to Vote (CDSL) | Scan to Vote (NSDL) | Voting Instructions |
|-----------|---|--|---|
| 260406002 |  |  |  |

Please Note

- Once you submit your vote, it cannot be modified.
- Only the first holder in case of joint holding can vote.
- Only shareholders as on the cut-off date (Friday, 03 April 2026) are eligible to vote.

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