

NOTICE

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Adjourned Twentieth Annual General Meeting of the Members of Sun Pharmaceutical Industries Limited (which had been convened on Thursday, November 8, 2012 at 2.30 p.m. whereat the consideration of the under noted items of business was adjourned sine die) will be held on Monday, September 30, 2013, at 10.45 a.m at Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020, Gujarat to transact the following business:

Ordinary Business:

1. * Item No.1 of original Notice: To consider and adopt the Balance Sheet as at March 31, 2012, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
 2. * Item No.2 of original Notice: To confirm payment of interim dividend on Equity Shares as final dividend.
- * Please refer to attached Explanatory Statement relating to Item Nos.1 and 2 of the Notice

By order of the Board of Directors
For SUN PHARMACEUTICAL INDUSTRIES LTD.

Place: Mumbai
Date : May 28, 2013

Sunil R. Ajmera
Company Secretary

Registered Office:
SPARC, Tandalija
Vadodara - 390 020.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER

The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding the Meeting.

2. The Board of Directors at their Meeting held on August 10, 2012, declared an Interim Dividend @ ₹4.25 per Equity Share on Equity Shares of ₹1/- each of the Company for the year ended March 31, 2012 in lieu of earlier recommended dividend @ ₹4.25 per Equity Share of ₹1/- each for the year ended March 31, 2012 in view of the likely delay in adoption of accounts by the Members for the year ended March 31, 2012 due to required approval from the Hon'ble High Court of Gujarat at Ahmedabad for spin off of Domestic Formulation Business of the Company into Sun Pharma Laboratories Ltd., a wholly owned subsidiary of our Company with effect from March 31, 2012 and consequent likely delay in payment of final dividend for the year ended March 31, 2012

The Interim Dividend on Equity Shares of the Company as declared by the Board of Directors as above was paid on August 22, 2012 to the Company's Equity Shareholders whose name stood on the Register of Members as beneficial owners at the close of business as on Thursday, August 16, 2012 as per the list provided by NSDL & CDSL in respect of shares held in electronic form and as Members in the Register of Members of the Company after given effect to valid transfers in physical form lodged with the Company on or before Thursday, August 16, 2012.

3. Pursuant to Section 205A and Section 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF). The Company will be transferring the unclaimed dividends during the financial years ending March 31, 2014 to March 31, 2016 as given below:

Dividend for Financial Year Ended	Date of Declaration of Dividend entitled	Rate of Dividend	Last date for claiming unpaid Dividend	Due Date for transfer to IEP Fund
2005-06	20.09.2006	110% Equity/ 6% Preference	19.09.2013	18.10.2013
2006-07	10.03.2007	135% Equity/ 6% Preference	09.03.2014	08.04.2014
2007-08	25.10.2007	6% Preference (Pro-rata)	24.10.2014	23.11.2014
2007-08	06.09.2008	210% Equity	05.09.2015	04.10.2015

Members who have not encashed their dividend warrants, for the financial year ended March 31, 2005 and onwards may approach the Company's Registrar & Transfer Agents, M/s Link Intime India Pvt. Ltd., C-13, Kantilal Maganlal Estate, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078 for revalidating the warrants or for obtaining duplicate warrants. It may also be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim can be made by the respective shareholders for the same.

4. The Members of erstwhile Tamilnadu Dadha Pharmaceuticals Limited, erstwhile Gujarat Lyka Organics Limited and erstwhile Phlox Pharmaceuticals Limited, who have yet not sent their share certificates of erstwhile Tamilnadu Dadha Pharmaceuticals Limited, Chennai, erstwhile Gujarat Lyka Organics Limited and erstwhile Phlox Pharmaceuticals Limited respectively for exchange with the share certificates of Sun Pharmaceutical Industries Limited are requested to do so at the earliest, since share certificates of the erstwhile Tamilnadu Dadha Pharmaceuticals Limited, erstwhile Gujarat Lyka Organics Limited and erstwhile Phlox Pharmaceuticals Limited held by them are no longer tradable/ valid.

5. The Members may be aware that the Equity Shares of the Company had been subdivided from equity share of ₹5/- each to 5 equity shares of ₹1/- each on November 29, 2010 based on the Record Date of November 26, 2010 in terms of the Resolutions passed by the Shareholders of the Company by way of postal ballot conducted during November, 2010, the results of which were announced on November 12, 2010. The Members who have yet not sent their share certificates of ₹5/- each of the Company for exchange with new equity shares of ₹1/- each shall send the same to the Company's Registrar & Transfer Agents, M/s. Link Intime India Pvt. Ltd since the old share certificates of ₹5/- each are no longer tradable.
6. Please note that as per the Notification of SEBI, Sun Pharmaceutical Industries Limited's shares are under compulsory Demat trading with effect from 29th November, 1999 for all the investors. You may, therefore, demat your equity share holdings if not already dematted, to avoid any inconvenience.
7. The Company has implemented the "Green Initiative" as per Circular Nos.17/ 2011 & 18/2011 dated April 21, 2011 & April 29, 2011 respectively issued by the Ministry of Corporate Affairs (MCA), to enable electronic delivery of Notices/Documents and Annual Reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) Accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving Notices/Documents including those covered under Section 219 of the Companies Act, 1956. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrars & Shares Transfer Agent, Messrs. Link Intime India Pvt. Ltd., Mumbai.
8. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

As required by Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out material facts relating to the business under Item Nos.1 and 2 of the accompanying Notice dated May 28, 2013

As the Shareholders are aware that the Audited Profit and Loss Account for the year ended March 31, 2012 and the Balance Sheet as at the said date could not be laid before the Shareholders at the Twentieth Annual General Meeting (AGM) of the Company held on November 8, 2012 as the effect of the Scheme of Arrangement envisaging the spin off and transfer of Domestic Formulation Undertaking of our Company to Sun Pharma Laboratories Ltd. (SPLL), a wholly owned subsidiary of our Company with effect from March 31, 2012 could not have been excluded from the accounts of the Company for the financial year 2011-12, until the aforesaid Scheme of Arrangement is sanctioned by both the Hon'ble High Court of Judicature at Bombay & the Hon'ble High Court of Gujarat at Ahmedabad.

Hence, the aforesaid AGM was adjourned sine die for consideration of the audited accounts, the report of the Directors and the Auditors thereon for the year ended March 31, 2012 and confirmation of payment of interim dividend as final dividend for the year ended March 31, 2012. Now, the Scheme of Arrangement envisaging the spin off and transfer of Domestic Formulation Undertaking of our Company to SPLL with effect from March 31, 2012 has been sanctioned by both the Hon'ble High Court of Judicature at Bombay & the Hon'ble High Court of Gujarat at Ahmedabad on May 3, 2013.

Accordingly, the audited Profit and Loss Account for the year ended March 31, 2012 incorporating the effect of the Scheme of Arrangement envisaging the spin off and transfer of Domestic Formulation Undertaking of our Company to SPLL with effect from March 31, 2012 and the Balance Sheet as at that date and other schedules, documents, etc., attached thereto, the report of the Directors and the Auditors thereon are sent herewith for consideration and adoption by the Members at the adjourned Twentieth Annual General Meeting. Consequently, the business of confirmation of payment of interim dividend on Equity Shares for the year ended March 31, 2012 as final dividend which was also adjourned sine die, is also being taken up for the Members' approval

By order of the Board of Directors
For SUN PHARMACEUTICAL INDUSTRIES LTD.

Place: Mumbai
Date : May 28, 2013

Sunil R. Ajmera
Company Secretary

Registered Office:
SPARC, Tandalja
Vadodara - 390 020.

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On Course

Annual Report 2011-12

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On Course

Through tireless pursuit of R&D, Sun Pharmaceuticals is determined to discover new drugs through innovative and reliable solutions. We continue to reinforce our foundation to sail us through any uncharted turmoil in the economic environment. Our robust and flexible business model provides a balanced platform for growth. Our sound strategies have given us a competitive edge. And we will stay on course to gain new opportunities, efficiencies, and growth.



Formulation Analytical Lab



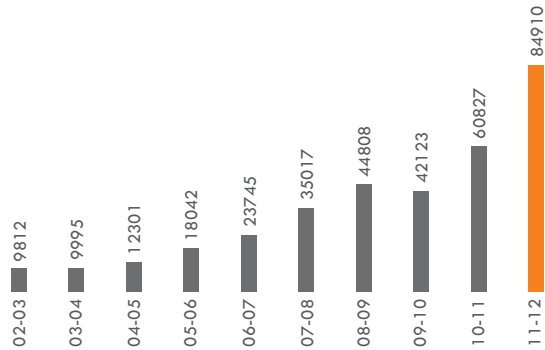
Sun Pharmaceuticals is India's third largest generics player having a major presence in the chronic therapy area. 2011-12 was a record year, across all our business divisions.

Despite a challenging economic scenario, we reported strong numbers for our US business, added to our prescription share in India, and sustained to make inroads in the rest of world markets. With the purpose to provide superior quality treatments that offer a better and a healthy life, Sun Pharma plans to add new therapeutic segments to its offerings. Looking at long-term growth opportunities and focusing on the US, Russian and Mexican markets, Sun Pharma is proactively focusing on enhancing capacities, acquiring high yielding assets, driving operational excellence, investing in people and expanding its marketing reach to create brighter prospects for stakeholders.

KEY PERFORMANCE Indicators

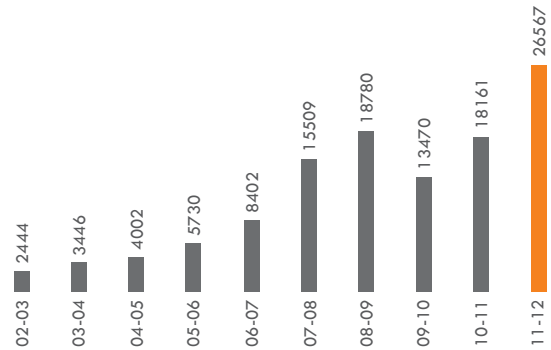
Total Income (₹ in million)

▲ CAGR 24%



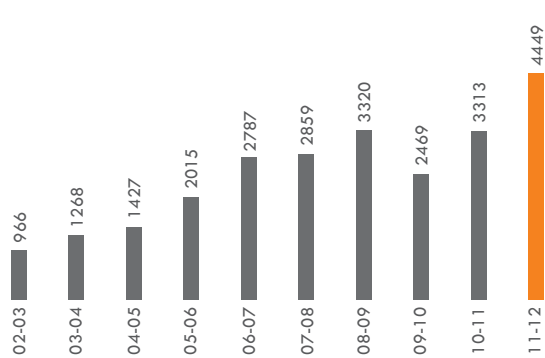
Profit After Tax (₹ in million)

▲ CAGR 27%



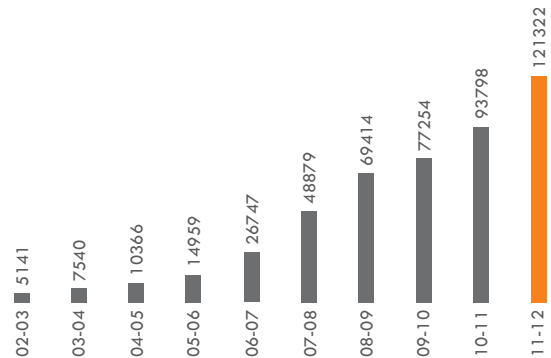
R&D Expenditure (₹ in million)

▲ CAGR 17%



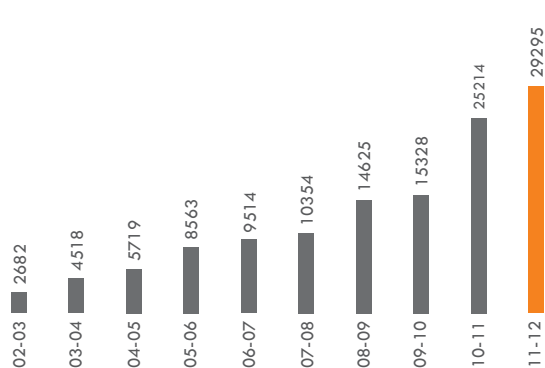
Reserve and Surplus (₹ in million)

▲ CAGR 37%

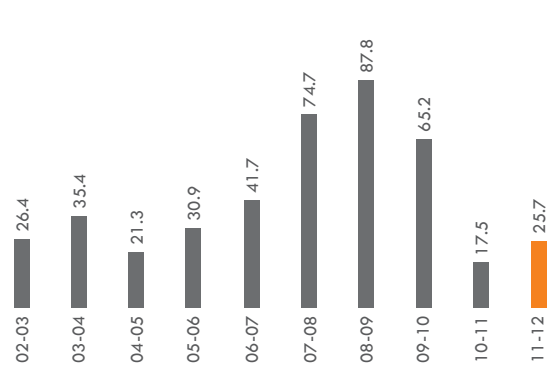


Net Block (₹ in million)

▲ CAGR 27%



Earning Per Share - Basic* (in ₹)



* During the financial year 2002-03, each Equity share of ₹10/- was split into two Equity shares of ₹ 5/- each.
During the financial year 2010-11, each Equity share of ₹ 5/- was split into five Equity shares of ₹ 1/- each.

TEN YEAR Highlights

Consolidated Financials

(₹ in million)

Particulars	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12
Operating Performance										
Income from Operations	9725	9847	11983	17372	22373	34606	43751	38086	57279	80195
Total Income	9812	9995	12301	18042	23745	35017	44808	42123	60827	84910
Profit after tax	2444	3446	4002	5730	8402	15509	18780	13470	18161	26567
R&D Expenditure	966	1268	1427	2015	2787	2859	3320	2242	3313	4449
a) Capital	363	598	418	481	347	134	222	159	236	362
b) Revenue	603	670	1009	1534	2440	2725	3098	2083	3077	4088
c) % of Turnover	12%	13%	12%	12%	13%	9%	8%	6%	6%	6%
Financial Position										
Equity Share Capital	465	464	928	929	967	1036	1036	1036	1036	1036
Reserve and Surplus	5141	7540	10366	14959	26747	48879	69414	77254	93798	121322
Gross Block	4033	6232	7806	12342	14252	15960	21476	23340	45473	54269
Net Block	2682	4518	5719	8563	9514	10354	14625	15328	25214	29295
Investment	38	1765	6485	3541	2543	6565	18595	31664	26557	22129
Net Current Asset	3725	4808	16360	23006	26843	33995	35485	28542	58622	76749
Stock Information										
No. of Shares (million)	93	93	185	186	193	207	207	207	1036	1036
EPS-Basic* (in ₹)	26.4	35.4	21.3	30.9	41.7	74.7	87.8	65.2	17.5	25.7
EPS-Diluted* (in ₹)	13.2	17.7	20.7	27.7	38.9	71.8	87.8	65.2	17.5	25.7

* During the financial year 2002-03, each Equity share of ₹10/- was split into two equity shares of ₹ 5/- each.
During the financial year 2010-11, each Equity share of ₹ 5/- was split into five equity shares of ₹ 1/- each.

MANAGEMENT Discussion and Analysis



THE GLOBAL PHARMACEUTICAL INDUSTRY

The global pharmaceutical market is estimated to have registered a growth of 6.6% in 2011, to touch a market value of US\$880 billion ^[1]. The epicentre of the global pharmaceutical market has been gradually moving from the developed markets to emerging countries. The developed markets are witnessing a watershed period of patent expiry. That, and an almost universal focus on cost containment have resulted in a transition from brand spending to generics globally.

Long-Term Growth Drivers ^[3]

- Growing share of healthcare budget is being used for drug therapy
- Improved compliance rates among patients
- Increased diagnosis of conditions that don't present obvious symptoms
- Emergence of new therapeutic platforms or new treatment alternatives for existing disease
- Aging population, economic development, need for cost containment



Spending on medicines is expected to be over US\$1 trillion in 2014 and reach US\$1.1 trillion by 2015.



Organic Chemistry Department, Baroda