

Zenotech Laboratories Limited

(CIN - L27100AP1989PLC010122)

Survey No.250-252, Turkapally (V), Shameerpet (Mandal), R.R.Dist – 500078, Telangana, India

Telephone No. 91 90 32044 584/585/586 , Email: chinmoy@zenotech.co.in

Recommendations of the Committee of Independent Directors(IDC) on the Open Offer by Sun Pharmaceutical Industries Limited (Acquirer) to the Shareholders of the Zenotech Laboratories Limited under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Date	June 25, 2015
2.	Name of the Target Company	Zenotech Laboratories Limited
3.	Details of the Offer pertaining to Target Company	This Open Offer is made to the Public Shareholders of Zenotech Laboratories Limited (the "Target Company/company") by Sun Pharmaceutical Industries Limited (the "Acquirer") under Regulations 3(1) and 4 read with Regulations 5(1) and 13(2)(e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 consequent to the change in control post consummation of the Primary Acquisition, whereby Ranbaxy Laboratories Limited merged into the Acquirer. This open offer is made for acquiring up to 9,693,332 Equity Shares of INR 10/- each in the company at a price of INR 20.87 per Equity Share (Rupees Twenty and Eighty Seven paise only) representing 28.16% (Twenty Eight point Sixteen per cent) in the Voting Equity Share Capital of the company as on the date of Public Announcement.
4.	Name(s) of the acquirer and PAC with the acquirer	Sun Pharmaceutical Industries Limited. CIN: L24230GJ1993PLC019050
5.	Name of the Manager to the offer	Citigroup Global Markets India Private Limited. 1202, 12th floor, First International Financial Centre G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Smt. Kavita R. Shah(Member) & Mr. Vijay G. Agarwal (Chairman)
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	<ul style="list-style-type: none">• All members of IDC are independent directors of Zenotech Laboratories Limited (hereinafter referred to as "company")• None of them hold any share in the company.• Other than their position as directors of company, there is no other contract or relationship with the company.
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC members have traded in the Shares of the company during the period of 12 months prior to the date of public announcement on April 11, 2014
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any	None of the members of IDC: Hold position as director of the Acquirer; Hold any share or security of the Acquirer; or Have any contract / relationship with the Acquirer or their respective directors.
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	None of the members of IDC have traded in Equity Shares / other securities of the Acquirer.
11.	Recommendation on the Open offer, as to whether the offer is	IDC believes that the Open Offer of Rs. 20.87 (Indian Rupees Twenty and Eighty Seven Paise Only) per Equity Share is fair and

	fair and reasonable	reasonable and in line with the Securities Exchange Board of India (Substantial Acquisition and Takeovers) Regulations, 2011
12.	<p>Summary of reasons for recommendation:</p> <p>The IDC has reviewed the Public Announcement ('PA') dated April 11, 2014, the Detailed Public Statement ('DPS') published on March 30, 2015, the Draft Letter of Offer dated April 08, 2015 and the Letter of Offer dated June 18, 2015. The IDC has taken into consideration the following for making this recommendation:</p> <p>I. A review of the contents of the PA, DPS, DLOF and Letter of Offer lead the IDC to opine that the Offer price offered by the Acquirer is in compliance with the Regulations</p> <p>II. The IDC has also sought share valuation report from an independent adviser i.e. Vivro Financial Services Private Limited, Category I Merchant Banker who has reported to IDC vide its Report dated June 23, 2015 that the offer price is fair and reasonable.</p> <p>Based on the above the IDC is of the opinion that the offer price to the public shareholders of the TC is in compliance with the requirements of the Regulations and hence is fair and reasonable. The shareholders of the TC are advised to independently evaluate the offer and take informed decision whether or not to offer their shares in the Open Offer.</p> <p>This statement of recommendations will be available on the website of BSE limited.</p>	
13.	Details of Independent Advisors, if any.	<p>Vivro Financial Services Private Limited SEBI Registration No.: INM000010122 CIN: U67120GJ1996PTC029182 607,608 Marathon Icon, Opp. Peninsula Corporate Park, Off GanpatraoKadam Marg, Veer Santaji Lane, Lower Parel, Mumbai-400 013 Tel No.: 022 – 6666 8040 to 6666 8046 Fax No.: 022 – 6666 8047 Contact Person: Mr. Jayesh Vithlani</p>
14.	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the Takeover Code.

For and on behalf of the Committee of Independent Directors of Zenotech Laboratories Limited

Sd/-
Vijay G. Agarwal
(Chairman, IDC)

Sd/-
Kavita R. Shah
Member

Place: Mumbai
Date: June 24, 2015