

# Deloitte Haskins & Sells LLP

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## INDEPENDENT AUDITORS' REVIEW REPORT TO THE BOARD OF DIRECTORS OF SUN PHARMACEUTICAL INDUSTRIES LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of SUN PHARMACEUTICAL INDUSTRIES LIMITED ("the Company") for the Quarter and Half Year ended September 30, 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 6 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We have not reviewed the consolidated financial results / information being submitted to the Stock Exchanges and published by the Company and accordingly, our report is restricted to the standalone unaudited financial results of the Company.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated above, read with paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under the Companies Act, 1956 [which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014] and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. (a) We draw attention to Note 4 to the Statement regarding giving effect to the Scheme of Arrangement. Consequently, as indicated in the said note, the figures for the quarter and half year ended September 30, 2014 are not comparable with the figures for the quarter and half year ended September 30, 2013 for the reason stated in the said Note.
- (b) Consequent to giving effect to the Scheme of Arrangement as referred to in Note 4 to the Statement: (i) remuneration to the Managing Director and the Whole-time Directors for the year ended March 31, 2014 is in excess of the limits specified under Schedule XIII to the Companies Act, 1956 by ₹ 447 Lakhs (in respect of the current period up to 30<sup>th</sup> September, 2014, the excess, if any, in accordance with Schedule V to the Companies Act, 2013 could not be presently determined by the Management); and (ii) commission of ₹ 64 Lakhs for the year ended March 31, 2014 to the Non-Executive Directors is in excess, since there is absence of net profits for the year under section 309(4) read with section 309(5) of the Companies Act, 1956. In this regard, we have been informed by the Management of the Company that they are in the process of seeking approval from the Central Government in respect of the above.

Our review report is not qualified in respect of these matters.

*RKB*

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6. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the quarter and half year ended September 30, 2014 of the Statement, from the details furnished by the Management / Registrars.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



Rajesh K. Hiranandani  
Partner  
(Membership No. 36920)

MUMBAI, November 13, 2014