

NOTICE OF POSTAL BALLOT

Members are hereby informed that pursuant to section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof, the Company has on 18th August 2016 completed the dispatch of the Postal Ballot Notice, along with Postal Ballot Form (a) through email to the equity shareholders whose email ID's are registered with their Depository Participants or with the Company's Registrar and Share Transfer Agent and (b) through physical mode, along with postage pre-paid self-addressed Business Reply Envelope to the other equity shareholders (whose email IDs are not registered), for seeking the approval of its Equity shareholders by Postal Ballot, including voting by electronic means, for alteration in the object for utilisation of funds out of the net proceeds of the Rights Issue of Equity Shares of the Company by modifying the Objects of Issue as stated in the Letter of Offer dated 14th March, 2016.

The Postal Ballot Notice along with Postal Ballot Form has been sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 5th August, 2016 i.e. the cut-off date for dispatch of Postal Ballot Notice. Voting Rights shall be reckoned as per shareholding of the members as on Friday, 5th August 2016.

In accordance with the requirements of regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and section 110 and other applicable provisions of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide facility to its members, to cast their vote electronically for the resolution proposed to be passed through Postal Ballot. The Board of Directors has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members. The website for e-voting is: www.evotingindia.com. The e-voting period commences on Friday, 19th August, 2016 at 09:00 a.m. (IST) and ends on Saturday, 17th September, 2016 at 5:00 pm (IST). During the e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android, iOS and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store or App Store on your Apple or Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes section of the Postal Ballot Notice under the heading '**Voting through electronic means**'.

In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under 'Help' section or write an email to helpdesk.evoting@cdslindia.com.

The Board of Directors of the Company have appointed Mr. Chintan J. Goswami, Proprietor, M/s. C. J. Goswami & Associates, Mumbai, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desirous of voting through the physical mode of voting i.e. through physical Postal Ballot Form (instead of e-voting) are requested to carefully read the instructions printed on the Postal Ballot Notice, as applicable, and return the duly completed form so as to reach the Scrutinizer, Mr. Chintan J Goswami at C/o. Link Intime India Pvt. Ltd., (unit Sun Pharma Advanced Research Company Limited), C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W). Mumbai - 400 078, India, on or before 5:00 p.m. on Saturday, 17th September, 2016. The Postal Ballot Forms received after 5.00 p.m. on Saturday, 17th September, 2016, will be treated as if the reply from the member has not been received.

Kindly note that Shareholders can opt for only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered. A Member cannot exercise his vote by proxy on postal ballot. Members who require a duplicate Postal Ballot Form or members who have received Postal Ballot Notice by email and wishes to vote through physical Postal Ballot Form, may write to our Registrar and Share Transfer Agents - M/s. Link Intime india Pvt Ltd., at C/13, Kantilal Maganlal Estate, Pannalal Silk mills Compound, L.B.S. Marg, Bhandup - (West), Mumbai - 400 078 or send an e-mail to secretarial@sparcmail.com, so that we can send to you by post, the hard copy of the Postal Ballot Form along with the pre-paid envelope. The Postal Ballot Notice along with the Postal Ballot Form may also be downloaded from the website of the Company www.sunpharma.in.

The results of the Postal Ballot would be declared at Mumbai Office of the Company on Tuesday, 20th September, 2016, and shall be communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The results will also be displayed on the web-site of the Company at www.sunpharma.in, for the information of the Members.

Any queries/grievances pertaining to voting by postal ballot including e-voting can be addressed to Mr. Debashis Dey, Company Secretary of the Company, at Sun Pharma Advanced Research Company Limited, 17B Mahal Industrial Estate, Mahakali Caves Road, Andheri - East, Mumbai - 400 093, India or by sending an e-mail at debashis.dey@sparcmail.com.

By order of the Board of Directors
For Sun Pharma Advanced Research Company Ltd.,
sd/-

Place: Mumbai

Date : August 18, 2016

Debashis Dey
Company Secretary