

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

July 19, 2016

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In the Matter of Issuer Tender Offer for  
Shares of Sun Pharmaceutical Industries Ltd.

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ORDER GRANTING EXEMPTION FROM  
SECURITIES EXCHANGE ACT RULE 14E-1(A)

Sun Pharmaceutical Industries Ltd. submitted a letter dated July 19, 2016 requesting that the Securities and Exchange Commission ("Commission") grant an exemption from Securities Exchange Act Rule 14e-1(a) for the transaction described in its letter ("Request").

Based on the representations and the facts presented in the Request, and subject to the terms and conditions described in the letter from the Division of Corporation Finance dated July 19, 2016, it is ORDERED that the request for an exemption from Securities Exchange Act Rule 14e-1(a) is hereby granted.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Brent J. Fields  
Secretary

Action as set forth or recommended herein APPROVED  
pursuant to authority delegated by the Commission under  
Public Law 87-592.

For: Division of Corporation Finance

By: Ted Yu

Date: 7/19/2016



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

July 19, 2016

**Response of the Office of Mergers and Acquisitions  
Division of Corporation Finance**

Ashok I. Bhuta  
GM (Legal & Secretarial)  
Sun Pharmaceutical Industries Ltd.  
SUN HOUSE, CTS No. 201 B/1  
Western Express Highway, Goregaon (E)  
Mumbai 400063

Re: Partial issuer tender offer for Shares of Sun Pharmaceutical Industries Ltd.

Dear Mr. Bhuta:

We are responding to your letter dated July 19, 2016, addressed to Ted Yu, Christina Chalk and David Orlic, as supplemented by telephone conversations between your counsel at Shearman & Sterling LLP and the staff, with regard to your request for exemptive relief. To avoid having to recite or summarize the facts set forth in your letter, we attach the enclosed copy of your letter, as well as a copy of the accompanying letter from Indian counsel. Unless otherwise noted, capitalized terms in this response letter have the same meaning as in your letter dated July 19, 2016.

On the basis of the representations and the facts presented in your letter, the Division of Corporation Finance, acting for the Commission pursuant to delegated authority, by separate order is granting you an exemption from Exchange Act Rule 14e-1(a) to permit the Company to make a partial issuer tender offer that will be open for 10 working days (as defined in your letter). In granting this exemption, we further note:

- Indian law, and specifically the Indian Companies Act, 2013 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, specifically mandate a fixed 10-working day tender offer period for issuer tender offers. Under Indian law, this period cannot be reduced or increased;
- Indian law requires the tender offer to be made on the same terms to all shareholders and do not permit the offer to U.S. holders to be open for a longer period than the offer to Indian shareholders;

- The Company sought an exemption to extend the tender offer beyond the mandated fixed 10-working day period. The SEBI did not grant this request;
- The tender offer materials reviewed by SEBI will be disseminated to all Company shareholders within five working days of receipt of final comments from SEBI. The Company expects the tender offer materials to be disseminated on July 21, 2016. The tender offer is expected to commence on July 28, 2016, which is the fifth working day from the date the tender offer materials are disseminated. Therefore, 15 working days (approximately 20 calendar days) will elapse from the date the tender offer materials are first disseminated to the Company's shareholders to the expiration of the tender offer;
- The tender offer materials will be e-mailed to U.S. shareholders who elect to receive the tender offer materials electronically. Those shareholders, in addition to e-mail, will also be sent the tender offer materials via registered post. All other U.S. shareholders (those who do not elect to receive the tender offer materials via e-mail) will receive the tender offer materials via expedited commercial courier service, with delivery expected within four days of dispatch of the materials;
- On the date the tender offer materials are disseminated, the Company will publish a legal notice in the U.S. national edition of a widely-circulated publication, which will be either the New York Times, Washington Post or Wall Street Journal, which will disclose basic terms of the tender offer, including the price, and notifies holders of the dissemination of the tender offer materials and where they may be found on the official SEBI website;
- This is a partial issuer tender offer for only 0.31% of the Company's outstanding Shares; and
- Except for the exemptive relief granted herein, the tender offer will comply with all applicable Exchange Act rules.

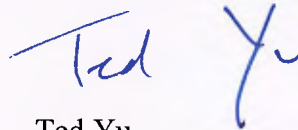
The foregoing exemptive relief is based solely on the representations and the facts presented in your letter dated July 19, 2016 and does not represent a legal conclusion with respect to the applicability of the statutory or regulatory provisions of the federal securities laws. The relief is strictly limited to the application of the rule listed above to this transaction. You should discontinue this transaction pending further consultations with the staff if any of the facts or representations set forth in your letter change. In addition, this position is subject to modification or revocation if at any time the Commission or the Division of Corporation Finance determines that such action is necessary or appropriate in furtherance of the purposes of the Exchange Act.

We also direct your attention to the anti-fraud and anti-manipulation provisions of the federal securities laws, including Sections 10(b) and 14(e) of the Exchange Act and Rule 10b-5 thereunder. Responsibility for compliance with these and any other applicable provisions of the

Ashok I. Bhuta  
Sun Pharmaceutical Industries Ltd.  
July 19, 2016  
Page 3

federal securities laws rests with the participants in this transaction. The Division of Corporation Finance expresses no view with respect to any other questions that this transaction may raise, including, but not limited to, the adequacy of the disclosure concerning, and the applicability of any other federal or state laws to, this transaction.

Sincerely,



Ted Yu  
Chief, Office of Mergers & Acquisitions  
Division of Corporation Finance

Sun Pharmaceutical Industries Ltd.

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July 19, 2016

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549  
U.S.A.

Attn: Ted Yu, Chief, Office of Mergers and Acquisitions  
Christina E. Chalk, Senior Special Counsel, Office of Mergers and Acquisitions  
David L. Orlic, Special Counsel, Office of Mergers and Acquisitions

Re: **Issuer Tender Offer for Shares of Sun Pharmaceutical Industries Ltd.**

Dear Ladies and Gentlemen:

Sun Pharmaceuticals Industries Ltd., a public limited company incorporated under the laws of India (the "**Company**"), is requesting that the staff of the Division of Corporation Finance (the "**Staff**") of the Securities and Exchange Commission (the "**Commission**") grant exemptive relief with respect to Rule 14e-1(a) ("**Rule 14e-1(a)**") under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). The exemptive relief requested will permit the Company's proposed partial tender offer for cash (the "**Issuer Tender Offer**") to remain open for a fixed period of 10 working days in compliance with the applicable laws of India, including the Indian Companies Act, 2013 and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "**Buy Back Regulations**"), that conflicts with Rule 14e-1(a).

The Issuer Tender Offer concerns the proposed repurchase by the Company of a small portion (about 0.31%) of its fully paid outstanding equity shares (the "**Shares**"). The Issuer Tender Offer will not result in a change of control or other corporate transformation of the Company. The Company is being advised by Bathiya Legal concerning Indian legal matters for the Issuer Tender Offer and by Shearman & Sterling LLP concerning U.S. legal matters. The Company has retained a merchant banker for the Issuer Tender Offer which is also being advised by Bathiya Legal concerning Indian legal matters.

In accordance with the Buy Back Regulations and applicable Indian law, the Company respectfully submits that all holders of the Shares, including those in the U.S., have been, and will be, provided with information about the Issuer Tender Offer at the address maintained by the depositories and custodians, in advance of the 10 working day period (working days in this letter means working days of SEBI) during which the offer will be open pursuant to the Buy Back Regulations. The following matters have been made publicly available on the websites of the Securities and Exchange Board of India ("**SEBI**") or the National Stock Exchange of India Limited ("**NSE**") and the BSE Limited ("**BSE**") (collectively the "**Indian Stock Exchanges**"): (i) the Company's board of directors' resolution dated June 23, 2016 approving the Issuer Tender Offer; and (ii) the Company's public announcement of the Issuer Tender Offer dated June 24, 2016. The Issuer Tender Offer has also been the subject of coverage by various news agencies, including Reuters. The public announcement of the Issuer Tender Offer confirmed that the Issuer Tender Offer will be for up to 7,500,000 Shares at a price of Rs. 900 per Share, as approved by the board of directors of the Company.

The Company expects to dispatch the letter of offer to all holders of Shares within five working days from the date of receipt of final comments from SEBI on the draft letter of offer. The dispatch of the letter of offer is expected to occur around July 21, 2016 subject to receipt of approval from SEBI. The Company confirms that the Issuer Tender Offer will open on the fifth working day from the date of dispatch of the letter of offer to the holders of the Shares. The opening of the Issuer Tender Offer is expected to occur on July 28, 2016. The closure of the Issuer Tender Offer is expected to occur on August 10, 2016. Accordingly, between the dispatch of the letter of offer to the holders of the Shares and the closure of the Issuer Tender Offer, a period of 15 working days (or approximately 20 calendar days) will elapse.

## I. Background

- (a) Headquartered in Mumbai, India, the Company manufactures and markets pharmaceuticals for domestic and international distribution. The Company's pharmaceutical portfolio includes drugs in the areas of diabetes, cardiology, neurology, psychiatry and gastroenterology.
- (b) The Shares are listed and traded in India on the Indian Stock Exchanges. The Company is a "foreign private issuer" as defined in Rule 3b-4(c) under the Exchange Act and is not subject to the reporting requirements of the Exchange Act.
- (c) Prior to making investments in India, every foreign institutional investor/ foreign portfolio investor is required to register itself with SEBI and obtain a SEBI registration number. The application form prescribed by SEBI for registration of foreign institutional investors or foreign portfolio investors requires it to specify its country of residence or incorporation, establishment or registration. The Company submits that the SEBI registration number includes a code indicating the foreign institutional investor's or foreign portfolio investor's country of residence or incorporation, establishment or registration, which is publicly available and is recorded with the name of the foreign institutional investor or foreign portfolio investor in the shareholder records maintained by depositories and custodians. Under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit a breakdown of its shareholders by category, including the percentage of Shares held by foreign institutional investors/ foreign portfolio investors, to the Indian Stock Exchanges on a quarterly basis. This information is publicly disclosed on the websites of the Indian Stock Exchanges and is compiled by the Company's registrar and transfer agent, Link Intime India Private Limited (the "Transfer Agent") on the basis of beneficial shareholding positions provided by the depositories.
- (d) U.S. holders do not hold more than 40% of the Shares that are the subject of the Issuer Tender Offer, as determined pursuant to Instruction 2 to Exchange Act Rule 14d-1(d). To ascertain the holders of Shares resident in the U.S. as provided under the Exchange Act Rule 12g3-2(a) and Exchange Act Rule 12g5-1, the Company has made inquiries (as explained below) with the Transfer Agent and the depositories to "look through" the shareholding of custodians, brokers and other nominees located in the U.S., India and other jurisdictions to ascertain the amount of Shares held by beneficial holders of Shares resident in the U.S. The depositories, at the request of the Company and/or the Transfer Agent, have provided the Transfer Agent with details of the beneficial shareholders, including the number of Shares held by beneficial shareholders resident in India and the identities and number of Shares held by each of the beneficial shareholders designated as foreign institutional investors ("FI Investors"), foreign portfolio investors ("FP Investors") or other non-resident investors. The Transfer Agent, at the request of the Company, has reviewed the country of residence indicated in the registration number of the relevant FI Investors and the relevant FP Investors and obtained information from the depositories on the number of other non-resident investors that have U.S. addresses and believes the total U.S.

beneficial ownership as of June 17, 2016 is approximately 10.93% of the outstanding Shares. Accordingly, the Company is proceeding on the basis that the Issuer Tender Offer is eligible for the "Tier II" exemption under Exchange Act Rule 14d-1(d).

## II. Discussion

- (a) Rule 14e-1(a) provides that a tender offer must remain open for a minimum of 20 business days.<sup>1</sup> By contrast, Regulation 9(4) of the Buy Back Regulations requires that an Issuer Tender Offer shall remain open for a fixed period of ten working days. Moreover, Regulation 9(4) of the Buy Back Regulations does not allow any reduction or increase of the fixed 10 working days period.
- (b) If exemptive relief is granted under Rule 14e-1(a), the Issuer Tender Offer will comply with all Exchange Act requirements applicable to a tender offer eligible under the Tier II exemption by an issuer not subject to the reporting requirements of the Exchange Act.
- (c) In 2012, SEBI reduced the issuer tender offer period from 15 to 30 days to a fixed period of 10 working days.<sup>2</sup> Based on the annual report issued by SEBI dated June 26, 2012<sup>3</sup> and as provided in the release in relation to their meeting dated January 3, 2012,<sup>4</sup> the Company understands that SEBI has amended the buy back offer process to, amongst others, enhance the efficiency of the buy back offer process and reduce the timeline for different activities involved in the buy back offer process.
- (d) On July 12, 2016 the Company made a request for an exemption from the application of Regulation 9(4) of the Buy Back Regulations to permit the Issuer Tender Offer to be open for 20 business days in compliance with Rule 14e-1(a). In our view, the Buy Back Regulations do not confer any further powers on SEBI to grant any procedural exemptions from the application of Regulation 9(4) of the Buy Back Regulations and there is no legal process in place that would require SEBI to grant, reject or react to an application for an exemption not contemplated by the Buy Back Regulations. To date SEBI has not granted the exemption or otherwise responded to the request.
- (e) The Staff has previously issued exemptive relief and no-action letters relating to Rule 14e-1(a)(1) in the case of four Indian tender offers: *Mphasis Limited* (available June 28, 2016), *Just Dial Limited* (available January 29, 2016), *Satyam Computer Services Limited* (available April 28, 2009) and *Patni Computer Systems Limited* (available February 9, 2011). The *Mphasis Limited* letter involved a request for exemptive relief with respect to Rule 14e-1(a) in respect of a mandatory cash tender offer for the shares of common stock of Mphasis Limited to comply with the 2011 Takeover Regulations (defined below) which stipulate a fixed tender offer period of 10 working days. The *Just Dial Limited* letter involved a request for exemptive relief with respect to Rule 14e-1(a) to comply with the Buy Back Regulations that is also the subject of the request under this letter. The other two letters involved a fixed 20 calendar day bid period in a mandatory cash tender offer for the shares of an Indian company under the applicable Indian law at the time, being the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (the "1997 Takeover Regulations"). The 1997 Takeover Regulations have been repealed and replaced by the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "2011 Takeover

<sup>1</sup> Any reference herein to "business days" has the meaning set forth in Exchange Act Rule 14d-1(g)(3) and any reference to "working days" means a working day of SEBI.

<sup>2</sup> The amendment was pursuant to the Securities and Exchange Board of India (Buy-back of Securities) (Amendment) Regulations, 2012 which came into effect from February 7, 2012 (the "2012 Amendment").

<sup>3</sup> Available at [http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1347001327489.pdf](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1347001327489.pdf).

<sup>4</sup> Available at [http://www.sebi.gov.in/cms/sebi\\_data/boardmeeting/1326176942575-a.pdf](http://www.sebi.gov.in/cms/sebi_data/boardmeeting/1326176942575-a.pdf).

**Regulations**”). The 2011 Takeover Regulations stipulate a fixed tender offer period of 10 working days, which has been reduced from the fixed 20 day bid period stipulated under the 1997 Takeover Regulations. While the nature of the transactions they govern is different, both the Buy Back Regulations and the 2011 Takeover Regulations stipulate a fixed tender offer period of 10 working days.<sup>5</sup>

- (f) Further, in accordance with Section 68(5)(a) of the Companies Act, 2013 read with Regulation 4(1)(a) of the Buy Back Regulations and Regulation 4(2)(c)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Issuer Tender Offer has to be made to all shareholders of the Company (as of the record date notified by the Company) and has to be made on equal terms.
- (g) In view of paragraph (f) above, U.S. holders of the Shares cannot be excluded from the Issuer Tender Offer or be offered different terms from those offered to non-U.S. holders, including with respect to the fixed period of 10 working days for which the Issuer Tender Offer must remain open under the Buy Back Regulations.
- (h) As the Company is required to provide all holders of Shares with the opportunity to participate in the Issuer Tender Offer on equal terms, the Company intends to structure the Issuer Tender Offer as a single worldwide tender offer, including the United States. On June 23, 2016, the Company's board of directors approved the Issuer Tender Offer for cash of up to Rs. 6.75 billion with a price of Rs. 900 per Share, a 21.09% premium to the closing price of the Shares on NSE on June 23, 2016, which the Company undertakes not to change (whether as to price or per cent of Shares sought).
- (i) In accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 no shareholder approval of the Issuer Tender Offer is required where the buy-back is, ten per cent or less of the total paid-up equity capital and free reserves (including securities premium account) of the Company and the buy-back is required to be authorized by the Board by means of a resolution passed at its meeting (“**Board Route**”). On June 23, 2016, the Company's board of directors approved the Issuer Tender Offer and the Issuer Tender Offer is for less than 10% of the total paid-up equity capital and free reserves (including securities premium account) of the Company (the value of the Shares to be purchased in the Issuer Tender Offer is Rs. 6.75 billion which represents 3.79% of the total paid-up equity capital and free reserves (including securities premium account) of the Company as of March 31, 2016 as per audited standalone financial statements).
- (j) Under the Buy Back Regulations, the Issuer Tender Offer has to open within 24 working days of the date the Company's board of directors approved the Issuer Tender Offer under Board Route, subject to any additional time taken by SEBI for regulatory review of the draft letter of offer to shareholders. As required under the Buy Back Regulations, the Company made a public announcement of the Issuer Tender Offer on June 27, 2016. In the public announcement, the Company disclosed the price per Share of the Issuer Tender Offer (being, Rs. 900 per Share) and the maximum number of Shares sought in the Issuer Tender Offer. As required, the public announcement has been published in at least one English national daily newspaper, one Hindi national daily newspaper, and a regional language daily newspaper, all with wide circulation where the registered office of the Company is located. The public announcement is available on the websites of SEBI and the Indian Stock Exchanges and the Issuer Tender Offer has been the subject of coverage by various

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<sup>5</sup> The fixed 10 working day tender offer periods under the Buy Back Regulations and the 2011 Takeover Regulations do not affect one another. For example, if a third party were to open a tender offer for the Shares under the 2011 Takeover Regulations on the 5th working day after the Issuer Tender Offer opens, the Issuer Tender Offer would still be required to close on the 10th working day after it opened and the third party's tender offer would still be required to close on the 10th working day after it opened (5 working days after the Issuer Tender Offer closed in this example).



news agencies, including Reuters. On the date the letter of offer is dispatched to the shareholders, the Company undertakes to publish a legal notice in the U.S. national edition of a widely circulated publication, being either the Wall Street Journal, the New York Times or the Washington Post, disclosing the price per Share of the Issuer Tender Offer, the maximum number of Shares sought in the Issuer Tender Offer, the 10 working days during which the Issuer Tender Offer will remain open and that the letter of offer has been sent to shareholders and is available on the official website of SEBI. Once the draft letter of offer is filed with SEBI, the Issuer Tender Offer cannot be withdrawn by the Company.

- (k) The Company has set July 15, 2016 as the record date for the Issuer Tender Offer and submitted the draft letter of offer for SEBI's review on July 4, 2016. After SEBI's review has been completed, the Company will dispatch the letter of offer to all shareholders holding Shares on the record date, in accordance with Indian law through registered post, at the address registered with the depositories in physical form, including shareholders in the U.S., by dispatching it within five working days from the date of receipt of communication of final comments from SEBI. As of June 17, 2016, the Company believes there were 514 U.S. shareholders, consisting of FI Investors, FP Investors and other non-resident investors, representing approximately 10.93% of the outstanding Shares. The Company believes it has obtained physical mailing addresses for close to 100% of these investors. The Company sent to all U.S. shareholders by expedited commercial courier on Saturday, July 16, 2016, with delivery expected within four days from the date of dispatch, an instruction letter informing those U.S. shareholders that (i) they may opt to receive the letter of offer by e-mail delivery on the date of dispatch in lieu of receiving delivery of the letter in physical form; and (ii) the procedure for providing their e-mail information to the Company prior to the launch of the Issuer Tender Offer in order to receive the letter of offer by e-mail on the date of dispatch. For U.S. shareholders who do not provide their e-mail address, the physical copies of the letter of offer, in addition to being sent by registered post to their address registered with the depositories in accordance with Indian law, will also be sent by expedited commercial courier, with delivery expected within four days from the date of dispatch of the letter of offer. For U.S. shareholders who opt to receive the letter of offer by e-mail delivery on the date of dispatch, no expedited commercial courier of the letter of offer will be sent, but the letter of offer will also be sent by registered post to their address registered with the depositories in accordance with Indian law. The Issuer Tender Offer will be opened not later than five working days from the date of dispatch of the letter of offer as required under Regulation 9(3) of the Buy Back Regulations. The Company confirms that the Issuer Tender Offer will open on the fifth working day from the date of dispatch of the letter of offer. Accordingly, between the dispatch of the letter of offer to the shareholders and closure of the Issuer Tender Offer, 15 working days (or approximately 20 calendar days) will elapse.
- (l) The Board of Directors of the Company approved the Issuer Tender Offer on June 23, 2016. The letter of offer will include a statement that the Company expresses no opinion as to whether shareholders should participate in the Issuer Tender Offer and, accordingly, the shareholders are advised to consult their own advisors to consider participation in the Issuer Tender Offer.
- (m) All purchases pursuant to the Issuer Tender Offer will be paid for in Indian Rupees, including holders of Shares who are resident outside India. Payments must be made within seven working days of the closure of the Issuer Tender Offer as required by the Buy Back Regulations. The Company believes that, pursuant to the exemption granted by Exchange Act Rule 14d-1(d)(2)(iv), payment within this time period will satisfy the "prompt payment" requirements of Exchange Act Rule 14e-1(c). As the Company undertakes not to change the offer price per Share or to increase or decrease the percentage of the Shares being sought for repurchase from what is set out in the letter of offer, the Company is not seeking exemptive relief from Exchange Act Rule 14e-1(b).

### III. Conclusion

Issuer tender offers in India, including the Company's proposed Issuer Tender Offer, are subject to the Indian regulatory regime as prescribed under the Companies Act, 2013, and the rules made thereunder, and the Buy Back Regulations. Due to the conflict between Rule 14e-1(a) and mandatory Indian law requirements, in the absence of exemptive relief the Issuer Tender Offer cannot be implemented without violating either the U.S. or Indian regulatory regimes. The Company, accordingly respectfully request exemptive relief from Rule 14e-1(a) to permit the Company to hold the Issuer Tender Offer open for a period of ten working days in accordance with applicable Indian laws and regulations. The exemptive relief requested will enable the Company to avoid issues arising out of inconsistencies between Rule 14e-1(a) and Indian legal requirements with respect to the Issuer Tender Offer and is in the interest of all shareholders of the Company including U.S. shareholders.

\* \* \*

If you have any questions or require any additional information, please contact the undersigned or Richard Alsop of Shearman & Sterling LLP at (212) 848-7333.

Sincerely,

Sun Pharmaceutical Industries Ltd.



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Ashok I. Bhuta  
Sr. GM (Legal & Secretarial)

cc:

Richard Alsop  
Partner, Shearman & Sterling LLP

Janak Bathiya  
Partner, Bathiya Legal

Jayesh Vithlani  
Sr. VP, Vivro Financial Services Private Limited (Merchant Banker)

# BATHIYA LEGAL

July 19, 2016

Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Attn: Ted Yu, Chief, Office of Mergers and Acquisitions  
Christina E. Chalk, Senior Special Counsel, Office of Mergers and Acquisitions  
David L. Orlic, Special Counsel, Office of Mergers and Acquisitions

**Re: Issuer Tender Offer for Shares of Sun Pharmaceuticals Industries Ltd.**

Dear Mr. Orlic,

We refer to the letter, dated July 19, 2016 (the "**Letter**"), being sent to the U.S. Securities and Exchange Commission (the "**SEC**") by Sun Pharmaceuticals Industries Ltd., a public limited company incorporated under the laws of India (the "**Company**") with respect to the proposed issuer partial tender offer for cash (the "**Issuer Tender Offer**"). In the Letter, the Company has requested that the staff of the Division of Corporation Finance of the SEC (the "**Staff**") grant exemptive relief to the Company from certain rules under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), that may be applicable to the Company at the time of undertaking the Issuer Tender Offer.

We are acting as advisors to the Company concerning Indian legal matters in connection with the Issuer Tender Offer. We understand that in connection with the Letter, the SEC has requested a letter confirming certain statements relating to Indian law, regulation and practice as set out in the Letter. A copy of the Letter is attached hereto.

Based on the foregoing and subject to the qualifications set out below, we confirm that, in our opinion, the descriptions of Indian law and regulations in the Letter are fair, accurate and, as regards the aspects of the Issuer Tender Offer described in the Letter for which relief has been requested therein, complete in all material respects and, in our view, the descriptions of Indian practice in the Letter are fair, accurate and, as regards the aspects of the Issuer Tender Offer described in the Letter for which relief has been requested therein, complete in all material respects (the descriptions of Indian law, regulations and practice in the Letter are collectively referred to as the "**Indian Statements**"). We note the following:

- (a) The Indian Statements consist of summaries of relevant matters of Indian law and regulation, or as the case may be, Indian practice and should not be construed as a comprehensive description of all law, rules, regulations and practice.
- (b) Except as set out below, this letter may not be reproduced, referred to, or quoted in any offering materials, disclosure materials or printed matter related to the Issuer Tender Offer.
- (c) We consent to this letter being attached to the Letter.

Page 1 of 2

**Bathiya Legal**  
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- (d) In rendering this letter, we have reviewed such laws of the Republic of India as we considered relevant and necessary, and we have not made any investigation of, and do not express any opinion on, the laws of any jurisdiction other than the laws of the Republic of India as applicable on the date of this letter.

Yours faithfully,

**For Bathiya Legal**

*P. Bathiya*

**Pankaj Bathiya  
Partner**