

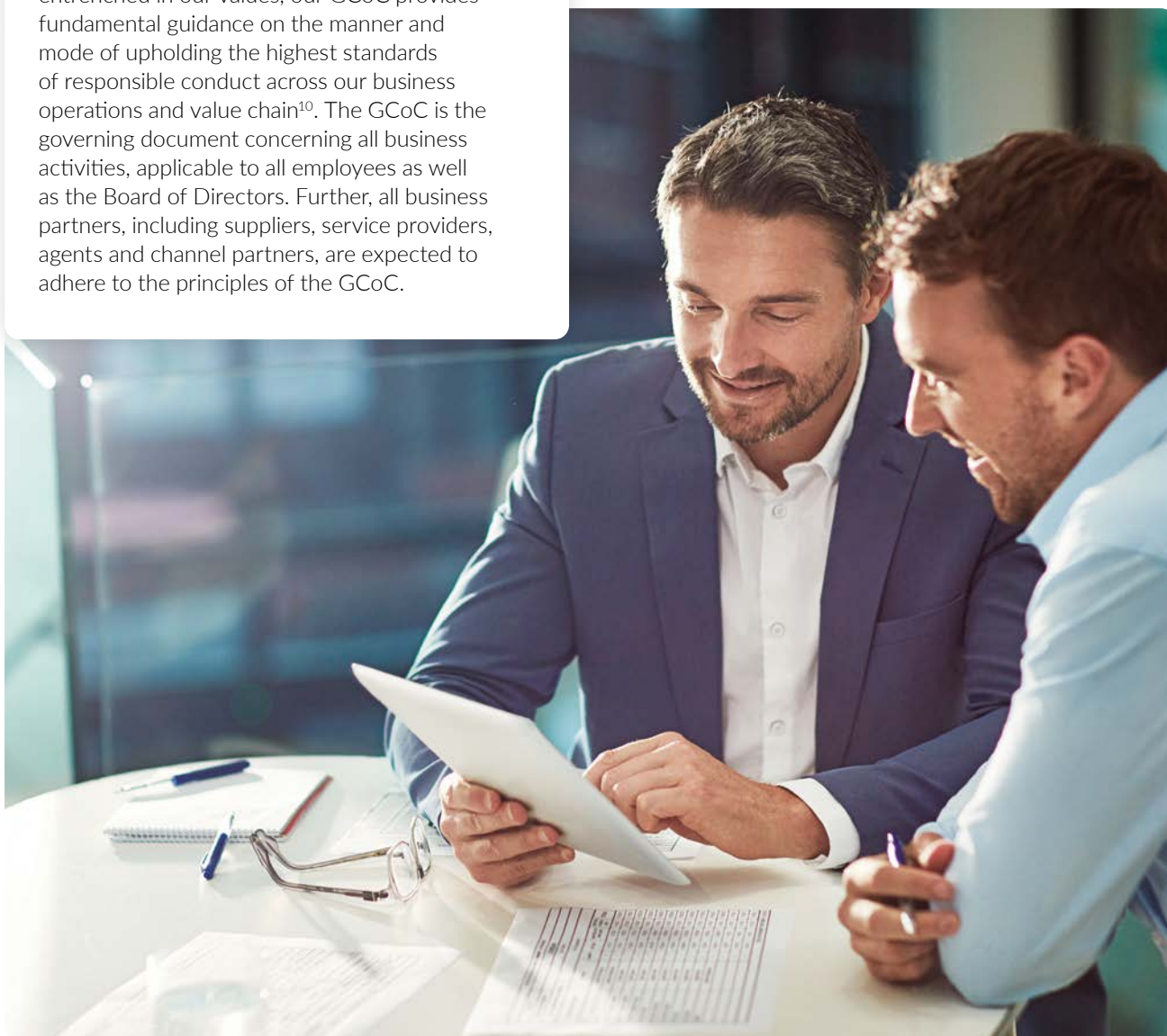
Corporate Governance

Going Beyond Compliance

Our corporate governance approach, characterised by quality, reliability, trust, consistency and innovation, is embedded in our value system. Maintaining the highest standards of ethical business conduct is central to our efforts to create shared value for all our stakeholders. Upholding ethical business conduct fosters transparent and accountable communication with all stakeholders, facilitating responsible and sustainable decision-making.

Global Code of Conduct

Our Global Code of Conduct (GCoC)⁹ is the central mechanism that regulates our robust corporate governance approach. Deeply entrenched in our values, our GCoC provides fundamental guidance on the manner and mode of upholding the highest standards of responsible conduct across our business operations and value chain¹⁰. The GCoC is the governing document concerning all business activities, applicable to all employees as well as the Board of Directors. Further, all business partners, including suppliers, service providers, agents and channel partners, are expected to adhere to the principles of the GCoC.



⁹GRI 2-23, ¹⁰GRI 2-24

Features of our GCoC

Code for Independent Directors	Conflict of Interest	Competition Law Compliance	Anti-bribery and Corruption
Honest and Ethical Conduct and Fair Dealing	Anti-Money Laundering	Whistleblower Policy	Protection of Confidential Information
Privacy Policy	Prohibition Against Company Political Contributions	Public Policy Advocacy	Prevention of Sexual Harassment
Non-discrimination	Human Rights	Environmental Policy	Interaction with Healthcare Professional (HCP) Policy

As enshrined in our GCoC, we have a strict, no-tolerance approach to bribery and corruption. We maintain strict vigilance across our business operations to prevent any such instances¹¹. Employees are provided with training on the GCoC and must maintain strict adherence to the same¹². For FY23, there have been no instances of bribery, corruption, anti-competitive, antitrust and monopoly practices¹³.

Board of Directors

At Sun Pharma, we have a top-down approach to drive and achieve excellence in our operations. Our diverse Board of Directors¹⁴ represents this approach, consisting of highly motivated and dedicated industry experts. The Board and its committees maintain strict oversight over the implementation of the GCoC, Company policies and processes, and compliance with local laws and regulations¹⁵. This approach demonstrates our commitment to implementing responsible business practices across our operations and the value chain.

Our Board comprises nine members, of which five are Independent Directors including one female Independent Director. Of our total Board strength, three Non-executive/Independent Directors hold specific experience in the pharmaceutical industry. Further details of the Board of Directors' skills and expertise can be found on page 60 of our Annual Report.

The average tenure of our Board of Directors is 10.22 years. All Independent Directors meet the criteria set

out in the Companies Act 2013 and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations). Aligned to regulation 16 (b) of the Listing Regulations, an Independent Director means a Non-executive Director other than a Nominee Director and who is not related to the Promoter of the Company and who does not have any material pecuniary relationship with the Company, etc.

In FY23, we held six Board meetings with an average attendance rate of 96.3%. All Directors must attend at least 75% of meetings on a best-effort basis, effective April 1, 2023. To enhance transparency, all Board members undertake an annual self-review of the Board's performance¹⁶. Four of our Non-executive/Independent Directors hold less than four mandates with other listed companies. Non-executive or Independent Directors are restricted to seven mandates as per SEBI requirements. Aligned to the Companies Act 2013 requirements, one-third of all Non-independent Directors retire by rotation and are re-elected every year. Independent Directors are appointed for a specific period¹⁷.

¹¹GRI 205-1, ¹²GRI 2-15, GRI 205-2, ¹³GRI 205-3 and 206-1, ¹⁴GRI 2-9 and 2-11, ¹⁵GRI 2-12, 2-13 and 2-14, ¹⁶GRI 2-18, 2-17, ¹⁷GRI 2-10