

Sun Pharmaceutical Industries Ltd.

Sun House, Plot No. 201 B/1,
Western Express Highway, Goregaon (E),
Mumbai - 400 063, Maharashtra, INDIA.
Tel. : (91-22) 4324 4324
Fax : (91-22) 4324 4343
Website : www.sunpharma.com
CIN : L24230GJ1993PLC019050



June 05, 2019

To,

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor

Plot No. C/1, G Block,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

Scrip Code: **SUNPHARMA**

BSE Ltd.,

Market Operations Department

P. J. Towers,

Dalal Street,

Mumbai – 400 001

Scrip Code: **524715**

Sub: Voting Results of National Company Law Tribunal (“NCLT”) convened meeting of the equity shareholders of the Company held on June 04, 2019.

Ref: Clause 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Dear Sirs,

Pursuant to the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we enclose herewith the details of the result of remote e-voting and electronic voting conducted at the NCLT convened meeting of equity shareholders of Sun Pharmaceutical Industries Limited held on June 04, 2019 at 10:15 a.m. IST at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara-390 002, Gujarat, India for approval of the Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V., and Sun Pharmaceutical Holdings USA Inc., and their respective members and creditors (“Composite Scheme of Arrangement”) along with the Scrutinizer’s Report.

The said Composite Scheme of Arrangement was approved by the requisite majority of equity shareholders through remote e-voting and electronic voting conducted at the Meeting.

We request you to kindly take note of the same.

Thanking you,

Yours faithfully,

For Sun Pharmaceutical Industries Limited

Ashok Bhuta

Compliance Officer

Encl: as above

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Name of the Company:	Sun Pharmaceutical Industries Limited
Date of Tribunal Convened Meeting	June 04, 2019
Total Number of Shareholders as on cut off date i.e. May 29, 2019	639828
Number of Shareholders present in the meeting either in person or proxy: <ul style="list-style-type: none">• Promoters and Promoter Group*• Public	44 7 37
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none">• Promoters and Promoter Group• Public	Not Applicable as video conferencing facility not provided
Mode of Voting:	Remote E-voting and electronic voting system conducted at the Tribunal Convened Meeting

*Multiple folios have been consolidated on PAN basis

Disclosure of Voting Results

RESOLUTION 1:

Resolution Required (Ordinary/Special)	Requisite Majority	Resolution pursuant to provisions of Section 230 to 232 read with Section 234 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provision of the Companies Act, 2013 and the provisions of Memorandum and Articles of Association of Sun Pharmaceutical Industries Limited for approving Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. ("Transferee Company-1") and Sun Pharmaceutical Holdings USA Inc. ("Transferee Company-2") and their respective members and creditors.						
Whether promoter/ promoter group are interested in the agenda /resolution?	No							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	1,30,48,55,381	0	0.0000	0	0	0.0000	0.0000
	E-Voting		1,30,48,43,381	99.9991	1,30,48,43,381	0	100.0000	0.0000
	E-Voting at the Venue		0	0.0000	0	0	0.0000	0.0000
	Total		1,30,48,43,381	99.9991	1,30,48,43,381	0	100.0000	0.0000
Public - Institutions	Postal Ballot	79,53,48,896	0	0.0000	0	0	0.0000	0.0000
	E-Voting		67,90,59,525	85.3788	67,85,59,525	5,00,000	99.9264	0.0736
	E-Voting at the Venue		0	0.0000	0	0	0.0000	0.0000
	Total		67,90,59,525	85.3788	67,85,59,525	5,00,000	99.9264	0.0736
Public - Non-Institutions	Postal Ballot	29,91,30,693	0	0.0000	0	0	0.0000	0.0000
	E-Voting		7,66,30,179	25.6176	7,66,22,966	7,213	99.9906	0.0094
	E-Voting at the Venue		2,59,663	0.0868	2,39,837	19,826	92.3647	7.6353
	Total		7,68,89,842	25.7044	7,68,62,803	27,039	99.9648	0.0352
Total		2,39,93,34,970	2,06,07,92,748	85.8902	2,06,02,65,709	5,27,039	99.9744	0.0256



C. J. GOSWAMI & ASSOCIATES
Practicing Company Secretaries

1/12, Santosh Kunj, Asalfa, J. M. M. Road, Ghatkopar (West), Mumbai – 400 084.
Mob: +91 9004 143 453 Email: chintan.goswami@cjgoswami.com

SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, Secretarial Standards – 2 (General Meetings) issued by Institute of Company Secretaries of India and as per directions issued by the Ahmedabad Bench of National Company Law Tribunal ("**NCLT**" or "**Tribunal**") vide its order dated 11th April 2019 in Company Scheme Application No. CA(CAA) No. 38/NCLT/AHM/2019]

To,
Mr. Gaurang Parikh, Chartered Accountant,
The Chairman of Tribunal convened meeting of Equity Shareholders ("**Chairman**"),
Sun Pharmaceutical Industries Limited (CIN: L24230GJ1993PLC019050)
Regd. office: SPARC Tandalja, Vadodara – 390 012, Gujarat, India.

Dear Sir,

Consolidated Report of Scrutinizer on the results of Voting by way of Remote E-voting ("Remote e-Voting**") as well as voting conducted through electronic system at the venue of the Tribunal convened meeting ("**Electronic Poll**") of Equity Shareholders ("**Tribunal convened Meeting**" or "**Meeting**") of Sun Pharmaceutical Industries Limited ("**the Company**", in connection with the resolution detailed in the Notice dated 24th April 2019 ("**Notice**"), convening Meeting of the Company on Tuesday, 4th June 2019 at 10.15 a.m. at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara - 390 002, Gujarat, India in pursuance of directions issued by Ahmedabad Bench of Hon'ble NCLT vide order dated 11th April 2019 in Company Scheme Application No. CA(CAA) No. 38/NCLT/AHM/2019.**

I, Chintan J. Goswami, proprietor of M/s. C. J. Goswami & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of voting taken on the resolution detailed in the Notice dated 24th April 2019, for the Tribunal convened Meeting of the Company on Tuesday, 4th June 2019 at 10.15 A.M. at Prof. Chandravadan C. Mehta Auditorium – General Education Centre, Maharaja Sayajirao University of Baroda, Near D. N. Hall, Pratap Gunj, Vadodara - 390 002, Gujarat, India ("**Venue**") in pursuance of directions issued by the Ahmedabad Bench of Hon'ble NCLT vide order dated 11th April 2019 in Company Scheme Application No. CA(CAA) No. 38/NCLT/AHM/2019.

1. The compliance with NCLT order dated 11th April 2019, in relation to voting through Remote e-Voting and Electronic Poll at the Tribunal convened Meeting (hereinafter collectively referred as "**Voting through Electronic Means**") on the proposed resolution is the responsibility of the management of the Company. Our responsibility as a scrutinizer was to ensure that the



processes of Voting through Electronic Means in a fair and transparent manner and to submit a scrutinizer's consolidated report on the voting to the Chairman of this Meeting on the resolution, based on the report generated from the electronic voting system provided by Central Depository Services (India) Limited ("**CDSL**" or "**agency**").

2. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("**the Rules**") and Secretarial Standards – 2 (Secretarial Standards on General Meetings) ("**SS-2**") issued by the Institute of Company Secretaries of India and as per directions issued by the Hon'ble NCLT, the Company had provided the facility of Voting through Electronic Means through CDSL.
3. Notices were issued to the Members whose names were appearing in the Register of Members as on 31st March 2019 and voting rights were reckoned as on 29th May 2019, being the cut-off date for deciding the eligibility to vote by the shareholders.
4. Further to above, we submit our report as under:
 - 4.1 The voting through Remote e-Voting facility remained open for a period of 3 days commencing from Saturday, 1st June 2019 at 9.00 A.M. and ended on Monday, 3rd June 2019 at 5.00 P.M.
 - 4.2 At the Tribunal convened Meeting, the Chairman, after discussion on resolution mentioned in the said Notice was over, announced that the Members present at the Meeting and who have not casted their vote by Remote e-Voting, can exercise their voting rights by Electronic Poll, which was made available at the Venue of the Tribunal convened Meeting.
 - 4.3 Thereafter, on completion of the voting at the Venue of the Tribunal convened Meeting, the details of votes cast by way of Voting through Electronic Means were generated from the website of the CDSL.
 - 4.4 Voting rights of Equity shareholders have been reckoned in proportion to their shares in the paid-up share capital of the Company as on Wednesday, 29th May 2019.



We hereby submit our Report as under:

A. Details of Votes casted by way of Voting through Electronic Means with respect to resolution proposed in the Notice dated 24th April 2019 are as under:

Resolution:

Resolution pursuant to provisions of Section 230 to 232 read with Section 234 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provision of the Companies Act, 2013 and the provisions of Memorandum and Articles of Association of Sun Pharmaceutical Industries Limited for approving Composite Scheme of Arrangement among Sun Pharmaceutical Industries Limited and Sun Pharma (Netherlands) B.V. ("Transferee Company-1") and Sun Pharmaceutical Holdings USA Inc. ("Transferee Company-2") and their respective members and creditors.

Total number of valid votes in favour and/or against the resolution:

Particulars	Remote e-Voting		Electronic Poll at the Tribunal convened Meeting		Total	
	No. of Members*	Number of votes cast by them	No. of Members*	Number of votes cast by them	No. of Members*	Number of votes cast by them
Total Valid votes	1,046	2,060,533,085	19	259,663	1,065	2,060,792,748
Total votes cast in favour of resolution	1,009	2,060,025,872	17	239,837	1,026	2,060,265,709
Total votes cast against resolution	37	507,213	2	19,826	39	527,039
% of votes cast in favour	96.463	99.975	89.474	92.365	96.338	99.974
% of votes cast against	3.537	0.025	10.526	7.635	3.662	0.026

*In case of category "Promoters and Promoter group" shareholders, multiple folios have been consolidated on PAN basis.



Based on the foregoing, the above resolution as proposed in the Notice of the Tribunal convened meeting dated 24th April 2019 shall be deemed to have been approved on the date of the Tribunal convened Meeting of Equity Shareholders of the Company i.e. 4th June 2019 with the majority of members (including proxies) exercising voting rights representing three-fourth in value of shares held by members (including proxies) exercising voting rights and voted in favour through Voting through Electronic Means.

Register of votes cast through Remote e-Voting as well as by Electronic Poll at the Venue of Tribunal convened Meeting of Equity Shareholders of the Company and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the Chairman considers, approves and signs the minutes of the Tribunal convened Meeting and the same shall be handed over to the Chairman / Company Secretary for safe keeping thereafter.

Thanking You.

**For C. J. Goswami & Associates,
Practicing Company Secretaries**




**Chintan J. Goswami
Proprietor
Mem No. - 33697
C. P. No. - 12721
Date: 04.06.2019
Place: Vadodara**



Countersigned by:

For Sun Pharmaceutical Industries Limited



**Gaurang Parikh
Chairman of the Meeting appointed by Hon'ble NCLT**