

July 5, 2022

BSE Limited

1st Floor, Ne/w Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai- 400 001
BSE scrip code: 500302

National Stock Exchange of India Limited

Exchange Plaza, 5th floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE symbol: PEL

Dear Sir / Madam,

Sub: Voting Results and Consolidated Report of the Scrutinizer of the NCLT-convened meeting of the Equity Shareholders of Piramal Enterprises Limited ('Company') held on July 5, 2022

Ref: Composite Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder amongst Piramal Enterprises Limited, Piramal Pharma Limited, Convergence Chemicals Private Limited, Hemmo Pharmaceuticals Private Limited, PHL Fininvest Private Limited and their respective shareholders and creditors ('Scheme')

In connection with the meeting of the equity shareholders of the Company convened pursuant to the Order dated May 12, 2022 as rectified by an order dated June 3, 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, held on Tuesday, July 5, 2022, at 10:00 a.m. (IST) through Video Conference for the purpose of considering and approving the Scheme, we wish to inform you that resolution set forth at the Meeting has been duly passed with requisite majority.

In this regard, please find enclosed, Consolidated Report of the Scrutinizer along with the voting results as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached as Annexure-1.

Kindly take the same on record.

For **Piramal Enterprises Limited**

Bipin Singh
Company Secretary

Encl.: a/a



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Mr. M.A. Kuvadia
(former Regional Director of Ministry of Corporate Affairs)
Chairperson of the National Company Law Tribunal meeting of Equity Shareholders of Piramal Enterprises Limited

Sub: Consolidated Report of the Scrutinizer on the remote e-voting and e-voting at the meeting of Equity Shareholders of Piramal Enterprises Limited convened on Tuesday, July 5, 2022 at 10:00 a.m. through Video Conferencing / Other Audio Visual Means

Dear Sir,

I, Bhaskar Upadhyay, Partner of N. L. Bhatia & Associates, Practising Company Secretaries (Membership No: F8663/ C.P. No. 9625), appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"), vide order dated May 12, 2022 as rectified by an order dated June 3, 2022 in Company Application CA 246/2022 ("Order"), for the purpose of conducting and scrutinizing the remote e-voting and e-voting process at the meeting of the equity shareholders of Piramal Enterprises Limited (the "Company") held on Tuesday, July 5, 2022 at 10:00 a.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') ("Meeting") seeking approval of the equity shareholders to the composite scheme of arrangement amongst the Company, Piramal Pharma Limited, Convergence Chemicals Private Limited, Hemmo Pharmaceuticals Private Limited, PHL Fininvest Private Limited, and their respective shareholders and creditors (the "Scheme") in terms of the Notice dated May 26, 2022, convening the said Meeting.

I present the Scrutinizer's Report as follows:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder, and the Securities and Exchange Board of India Master Circular bearing number SEBI/HO/CFD/DIL/J/CIR/P/2021/0000000665 dated November 23, 2021 relating to e-voting. As per the Order, the quorum for the Meeting is as per the provisions of Section 103 of the Companies Act, 2013 and includes equity shareholders present through VC / OAVM. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes cast in favour or against the resolution and those votes which were declared invalid.
2. The notice of the Meeting of the equity shareholders, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent through email / courier/ registered post to the equity shareholders whose names appeared in the Register of Members / List of Beneficial Owners of the Company as on April 29, 2022.
3. Voting rights were reckoned on the paid-up value of shares registered in the name of the equity shareholders as on June 29, 2022.
4. The Company had engaged the services of National Securities Depository Limited ('NSDL'), as the authorised agency to provide remote e-voting facility (prior to the meeting) and e-voting during the meeting, to the equity shareholders of the Company.



5. In pursuance of Order passed by the NCLT, the Company had published an advertisements of the notice convening meeting of the equity shareholders in English Newspaper viz. Financial Express and in Marathi Newspaper viz. Loksatta on June 4, 2022 and June 16, 2022 both having wide circulation in Mumbai.
6. The remote e-voting period commenced on Saturday, July 2, 2022 at 09:00 a.m. (IST) and ended on Monday, July 4, 2022 at 5:00 p.m. (IST) and thereafter the remote e-voting module was disabled and blocked by NSDL.
7. The votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Bhavik Pandya and Mr. Mitra Ratnani neither of whom are in the employment of the Company. The report on votes cast through remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com>.
8. After the time fixed for closing of the e- voting at the Meeting, the votes cast through e-voting were diligently scrutinized. The e-voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
9. The consolidated results of remote e-voting and e-voting during the Meeting by the equity shareholders of the Company is as under:

(i) Voted **in favour** of the resolution

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	929	19,91,18,173	99.9985
E-voting	1	8	0.0001*
Total	930	19,91,18,181	99.9986

*Rounded off

(ii) Voted **against** the resolution:

Mode of Voting	Number of Equity Shareholders	Number of votes cast by Equity Shareholders	% of total number of valid votes cast
Remote E-voting	15	2,710	0.0014
E-voting	0	0	0
Total	15	2,710	0.0014

(iii) Invalid /Abstain votes

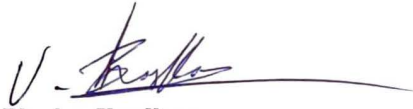
There are no invalid / abstained votes



10. Based on the above, the resolution has been passed with a majority of equity shareholders having three-fourth in value exercising voting rights in favour through remote e-voting and by way of e-voting during the Meeting. The resolution is deemed to be passed w.e.f. July 05, 2022.
11. The list of equity shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and to the Company Secretary of the Company.

Thanking you,
Yours faithfully,

**For N. L. Bhatia & Associates
Practicing Company Secretary**



Bhaskar Upadhyay

Partner

CP No: 9625

Scrutinizer for Remote E-voting and

E-voting during the Meeting

UDIN: F008663D000565714



Countersigned by



M.A. Kuvadia

**Chairperson appointed by Hon'ble
NCLT for the Equity Shareholders
Meeting**

Place: Mumbai

Date: July 05, 2022

NATIONAL COMPANY LAW TRIBUNAL CONVENED EQUITY SHAREHOLDERS MEETING - VOTING RESULTS

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of Notice	May 26, 2022
Total number of shareholders on record date (i.e. as on Wednesday, June 29, 2022)	1,92,190
No. of shareholders present in the meeting either in person or through proxy: a. Promoter and Promoter Group b. Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: a. Promoter and Promoter Group b. Public	11 61



Piramal Enterprises Limited

Resolution Required : (Special)

Composite Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder amongst Piramal Enterprises Limited, Piramal Pharma Limited, Convergence Chemicals Private Limited, Hemmo Pharmaceuticals Private Limited, PHL Fininvest Private Limited and their respective shareholders 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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	103787693	103786459	99.9988	103786459	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		103786459	99.9988	103786459	0	100.0000	0.0000
Public Institutions	E-Voting	101845949	87375934	85.7923	87375934	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87375934	85.7923	87375934	0	100.0000	0.0000
Public Non Institutions	E-Voting	33030058	7958498	24.0947	7955788	2710	99.9659	0.0341
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7958498	24.0947	7955788	2710	99.9659	0.0341
Total		238663700	199120891	83.4316	199118181	2710	99.9986	0.0014

