#### Sun Pharmaceutical Industries Ltd.

Acme Piaza, Andheri - Kurla Road, Andheri (East), Mumbai - 400 059, INDIA.

Tel.: (91-22) 2823 0102, 2821 2128, 6696 9696, 6696 9600

Fax: (91-22) 2821 2010 www.sunpharma.com

CIN: L24230GJ1993PLC019050



September 30, 2014

To.

BSE Ltd., 1<sup>st</sup> Floor, P. J. Towers, Dalal Street, Mumbai – 400 001 National Stock Exchange of India Ltd., 5<sup>th</sup> Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Re: Report of proceedings of Twenty Second Annual General Meeting of the Company held on September 27, 2014.

Company Code: BSE - 524715; NSE - SUNPHARMA

Dear Sirs,

The Twenty Second Annual General Meeting (AGM) of Sun Pharmaceutical Industries Limited was held on September 27, 2014 at 12:00 p.m at Sir Sayajirao Nagargruh, Vadodara-390020, Gujarat.

Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the Shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of the AGM through electronic voting during the period Commencing from September 18, 2014 at 9.00 a.m. to September 20, 2014 at 6.00 P.M. A poll was conducted at the AGM.

All the resolutions contained in the Notice of the above AGM were approved by the requisite majority of Shareholders through e-voting and poll conducted at the AGM, accordingly all the resolutions are declared to be passed on September 27, 2014 which is the date of the AGM.

Please find below the details pursuant to Clause 35A of the Listing Agreement:

Registered Office: SPARC, Tandalja, Vadodara - 390 020 Gujarat, INDIA.

Date of AGM:	September 27, 2014
Total Number of Shareholders on record	1,30,796
date:	(As on September 12, 2014)
Number of Shareholders present in the	Promoter and Promoter Group: 9
meeting either in person or proxy:	Public: 507
No. of Shareholders attended the meeting through Video Conferencing	N.A
Mode of Voting:	E-voting and poll conducted at the AGM

In accordance with Clause 35A of the Listing Agreement, we are also enclosing the Agendawise Voting results in the prescribed format, along with the Scrutinizer's report for e-voting and Scrutinizers' report for Poll conducted at the AGM.

We request you to kindly take a note of the same.

Thanking you,

Yours faithfully,

For Sun Pharmaceutical Industries Ltd.,

**Ashok Bhuta** 

A 2Bh

**Compliance Officer** 

Encl: as above

Promoter/Public	No of Shares held No	No of Votes Polled	on Outstanding i	No of Votes - in Favour	INo of Votes Against		% of Votes Against on Votes polied
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and			·				
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -							
Institutional		Ĭ					
Holders	583695311	333,983,561	57.22	333,983,561	-	100.00	0.00
Public-Others	169122199	57,323,387	33.89	57,323,360	27	99.99995	0.00005
Total	2071163910	1,701,674,628	82.16	1,701,674,601	27	99.999998	0.000002

Resolution 2 : Ordi	nary Resolution for de	eclaration of Dividence	on Equity Shares.				
Promoter/Public	No of Shares held	No of Votes Polied	on Outstanding	No of Votes - in Favour	No of Votes Against		% 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	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -	·						
Institutional						]	
Holders	583695311	334,738,525	57.35	330,118,602	4,619,923	98.62	1.38
Public-Others	169122199	57,323,385	33.89	57,323,307	78	99.99986	0.00014
Total	2071163910	1,702,429,590	82.20	1,697,809,589	4,620,001	99.73	0.27

Promoter/Public	No of Shares held	No of Votes Polled	Ion Outstanding	No of Votes - in Favour	No of Votes Against		% 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	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -							
Institutional							
Holders	583695311	334,738,525	\$7.35	292,110,904	42,627,621	87.27	12.73
Public-Others	169122199	57,323,387	33.89	57,323,320	67	99.99988	0.00012
Total	2071163910	1,702,429,592	82.20	1,659,801,904	42,627,688	97.50	2.50

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Promoter/Public	moter/Public No of Shares held No of (1)	es held · · No of Votes Polled	lon Outstanding	No of Votes - in Favour (4)	INO OF VOTES Against	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and							
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -							
Institutional							
Holders	583695311	334,713,934	57.34	329,577,340	5,136,594	98.47	1.53
Public-Others	169122199	55,758,876	32.97	55,758,849	27	99.99995	0.00005
Total	2071163910	1,700,840,490	82.12	1,695,703,869	5,136,621	99.70	0.30

Resolution 5 : Ordi	inary Resolution for a	ppointment of Ms. Re	kha Sethi (DIN: 06809	3515), as an Independ	ent Director.		
Promoter/Public N	No of Shares held	of Shares held No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	INO of Votes Against		% of Votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and			,		<u> </u>		
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -							
Institutional							.
Holders	583695311	334,738,525	57.35	332,818,389	1,920,136	99.43	0.57
Public-Others	169122199	57,317,479	33.89	57,317,362	117	99.99980	0.00020
Total	2071163910	1,702,423,684	82.20	1,700,503,431	1,920,253	99.89	0.11

Promoter/Public	No of Shares held	No of Votes Polled	on Outstanding	No of Votes - in Favour	No of Votes Against		% 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	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -						i	
Institutional							
Holders	583695311	334,713,934	57.34	303,133,431	31,580,503	90.56	9.44
Public-Others	169122199	55,758,710	32.97	55,758,631	79	99.99986	0.00014
Total	2071163910	1,700,840,324	82.12	1,669,259,742	31,580,582	98.14	1.86

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Resolution 7 : Ordi	nary Resolution for a	ppointment of Mr. Ke	ki Mistry (DIN: 00008	886), as an Independe	ent Director.		
Promoter/Public	No of Shares held	No of Votes Polled	lon Outstanding	No of Votes - in Favour	iNo of Votes Against	1	% of Votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and						i i	
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -						<u> </u>	
Institutional							
Holders	583695311	334,713,934	57.34	282,568,410	52,145,524	84,42	15.58
Public-Others	169122199	55,394,095	32.75	55,394,028	67	99.99988	0.00012
Total	2071163910	1,700,475,709	82.10	1,648,330,118	52,145,591	96.93	. 3.07

Promoter/Public	No of Shares held No	No of Votes Polled	Ion Outstanding	No of Votes - in Favour	IND of Votes Against	k I	% of Votes Against on Votes poiled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and							·
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -							
Institutional						1	
Holders	583695311	334,713,934	57.34	333,457,052	1,256,882	99.62	0.38
Public-Others	169122199	55,758,710	32.97	55,758,531	179	99.99968	0.00032
Total	2071163910	1,700,840,324	82.12	1,699,583,263	1,257,061	99.93	0.07

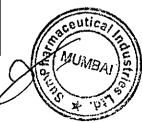
Resolution 9 : Ordi	nary Resolution for a	ppointment of Mr. Ha	smukh Shah (DIN: 00:	152195), as an Indepe	ndent Director.		
Promoter/Public No c	No of Shares held	No of Votes Polled	lon Outstanding	No of Votes - in Favour	INo of Votes Against		% of Votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and						[ "	
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -						·	
Institutional	İ						
Holders	583695311	334,713,934	57.34	321,730,947	12,982,987	96.12	3.88
Public-Others	169122199	55,758,610	32.97	55,758,528	82	99.99985	0.00015
Total	2071163910	1,700,840,224	82.12	1,687,857,155	12,983,069	99.24	0.76



Resolution 10 : Spe	ecial Resolution under	Section 186 of the Co	ompanies Act, 2013 fo	or providing loan(s) /g	uarantee(s)/ security	(ies).	
Promoter/Public N	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	1 '	% 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	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -							
Institutional							
Holders	583695311	333,058,778	57.06	136,772,279	196,286,499	41.07	58.93
Public-Others	169122199	57,317,598	33.89	57,317,276	322	99.99944	0.00056
Total	2071163910	1,700,744,056	82.12	1,504,457,235	196,286,821	88.46	

Promoter/Public	No of Shares held No of Vote		No of Votes Polled I on Outstanding I	No of Votes - in Favour	INO OF VOTES Against		% 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	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -							
institutional							
Hol <b>de</b> rs	583695311	334,738,525	57.35	320,881,262	13,857,263	95.86	4.14
Public-Others	169122199	57,323,387	33.89	57,323,245	142	99,99975	0.00025
Total	2071163910	1,702,429,592	82.20	1,688,572,187	13,857,405	99.19	0.81

Resolution 12 : Spe	ecial Resolution under	r Section 41,42,62,71	and other applicable	provisions of the Com	panies Act, 2013 as a	n enabling resolution	to offer and allot
Convertible Bonds	, Debentures and/or s	securities etc.				_	
Promoter/Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	INO OF VOTES Against		% of Votes Against on Votes poiled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and				*			
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -						<u> </u>	···
Institutional							
Holders	583695311	334,738,525	57.35	316,824,467	17,914,058	94.65	5.35
Public-Others	169122199	57,323,387	33.89	57,323,309	78	99.99986	0.00014
Total	2071163910	1,702,429,592	82.20	1,684,515,456	17,914,136	98.95	1.05



Resolution 13 : Ord	dinary Resolution und	er Section 181 of the	Companies Act, 2013	for making contributi	on to bona fide and c	haritable funds, etc	
Promoter/Public	No of Shares held		% of Votes polled on Outstanding shares	No of Votes - in Favour	INO OF VOTES Against		% of Votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)={(5)/(2)]*100
Promoter and							17 41 77
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -					`		<u></u>
Institutional							
Holders	583695311	328,246,446	56.24	152,913,037	175,333,409	46.58	53.42
Public-Others	169122199	57,323,387	33.89	57,323,135			
Total	2071163910	1,695,937,513	81.88	1,520,603,852	175,333,661	89.66	10.34

Resolution 14 : Ord	finary Resolution for a	appointment and rem	uneration of cost aud	itor.			
Promoter/Public	No of Shares held	No of Votes Polled	on Outstanding	No of Votes - in Favour	INO OF VOICES Against		% of Votes Against on Votes polied
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and							
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -			,				
Institutional					,		
Holders	583695311	334,738,525	57.35	334,738,525	-	100.00	0.00
Public-Others	169122199	57,317,645	33.89	57,317,618	27	99.99995	
Total	2071163910	1,702,423,850	82.20	1,702,423,823	27	99.999998	0.000002

Promoter/Public	No of Shares held	No of Votes Polied	% of Votes polled on Outstanding shares	No of Votes - in Favour	INO OT VOTES APAINST		% 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	1318346400	941,597,440	71.42	941,597,440	-	100.00	0.00
Public -				<u> </u>			
Institutional							
Holders	583695311	334,738,525	57.35	334,223,324	515,201	99.85	0.15
Public-Others	169122199	57,317,645	33.89	57,317,523	122	99.99979	<del></del>
Total	2071163910	1,333,653,610	64.39	1,333,138,287	515,323	99.96	<del></del>

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Promoter/Public	No of Shares held	No of Votes Polled	on Outstanding	No of Votes - in Favour	No of Votes Against	l i	% 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	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -		<u> </u>					
Institutional							
Holders	583695311	334,738,525	57.35	334,223,324	515,201	99.85	0.15
Public-Others	169122199	57,317,645	33.89	57,317,543	102	99.99982	. 0.00018
Total	2071163910	1,702,423,850	82.20	1,701,908,547	515,303	99.97	0.03

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Promoter/Public	No of Shares held	No of Votes Polled	on Outstanding	No of Votes - in Favour	No of Votes Against		% of Votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and						1	
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -			<u>-</u>				
Institutional							
Holders	583695311	334,738,525	57.35	334,223,324	515,201	99.85	0.15
Public-Others	169122199	57,317,645	33.89	57,317,543	102	99.99982	0.00018
Total	2071163910	1,702,423,850	82.20	1,701,908,547	515,303	99.97	0.03

Promoter/Public	No of Shares held		lon Outstanding	No of Votes - in Favour	No of Votes Against		% 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	1318346400	1,310,367,680	99.39	1,310,367,680	-	100.00	0.00
Public -							
Institutional							
Holders	583695311	334,738,525	57.35	329,603,401	5,135,124	98.47	1.53
Public-Others	169122199	57,317,479	33.89	57,317,362	117	99.99980	0.00020
Total	2071163910	1,702,423,684	82.20	1,697,288,443	5,135,241	99.70	0.30

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Promoter/Public	No of Shares held	1 .	Ion Outstanding	No of Votes - in Favour	INo of Votes Against		% of Votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(S)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and		-					
Promoter Group	1318346400	1,310,367,680	99.39	1,310,367,680		100.00	0.00
Public -	·	"		i			
Institutional			,				
Holders	583695311	334,335,108	57.28	329,170,184	5,164,924	98.46	1.54
Public-Others	169122199	57,315,289	33.89	57,312,712	2,577	99.99550	0.00450
Total	2071163910	1.702.018.077	82.18	1,696,850,576	5.167.501	99.70	0.30

Promoter/Public	No of Shares held	l .	ion Outstanding	No of Votes - in Favour	INo of Votes Against		% 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	1318346400	-	-		-	ļ. <b>-</b>	
Public -			[			<u>-</u>	
Institutional	ľ		•				
Holders	583695311	323,449,644	55.41	304,580,543	18,869,101	94.17	5.83
Public-Others	169122199	7,935,695	4.69	7,935,128	567	99.9929	0.0071
Total	2071163910	331,385,339	16.00	312,515,671	18,869,668	94.31	5.69

Note: In resolution no. 20, the votes, if any, of members of the Company which are related party in the context of this resolution, have been excluded.



COMBINED SCRUTINIZERS' REPORT FOR E-VOTING & POLL FOR SUN PHARMACEUTICALS INDUSTRIES LIMITED

To,
The Chairman,
Sun Pharmaceuticals Industries Limited.

Reg: 22<sup>nd</sup> Annual General Meeting of members of Sun Pharmaceuticals industries Limited

Sub.: Passing of Resolutions through e-voting AND poll conducted at the 22<sup>nd</sup> AGM of Sun Pharmaceuticals Industries Limited (the Company) held on Saturday, September 27, 2014 at Sir Sayajirao Nagargruh, Akota, Vadodara — 390 020, Gujarat.

The Company had appointed undersigned, Mr. Jatin Thakkar, Partner, M/s. S. H. Bathiya & Associates, Chartered Accountants, as the Scrutinizer for the electronic voting (e-voting) held between Thursday, 18th September, 2014 (9.00 a.m.) to Saturday, 20th September, 2014 (6.00 P.M.) as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014.

The Company had appointed M/s Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of e-voting to the Shareholders of the Company from 18<sup>th</sup> September, 2014 (9.00 a.m.) to Saturday, 20<sup>th</sup> September, 2014 (6.00 P.M.). The e-voting results were unblocked by the Scrutinizer, Mr. Jatin Thakkai appointed by the Company on September 24, 2014, a copy of the Scrutinizer's report dated September 26, 2014 is enclosed.

At the 22<sup>nd</sup> AGM of the Company held on September 27, 2014, the Chairman of the Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman had appointed us,

(1) Mr. Jatin Thakkar, Partner, M/s. S. H. Bathiya & Associates, Chartered Accountants;

and
(2) Mr. Bharat Chunilal Mandalia having Client ID No 1301670000364683, having residential address at B-12, Shitalkunj Soc., Near Jain Temple, Manjalpur Vadodara 390011, member of the Company, as the Scrutinizers for the poll as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014 conducted at the AGM held on Saturday, September 27, 2014, at Vadodara. A copy of the Scrutinizer's report dated September 29, 2014 is enclosed.

The result of the E-voting together with that of the Poll is as under:





#### Item No. 1:-

Ordinary Resolution to consider and adopt the Balance Sheef as at \$1st March, 2014, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon

Voted in favour of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	503	1 1,37,58 78,799	99.999998%
Poll	346	32,57,95 802	100.00%
Total	849	1,70,16 74,601	99 999998%

Voted against the resolution:

	Number of members voted	Number of votes cast by Itlem	of valid votes cast (Favour and Against)
E-voting	1 2	27	0.000002%
Poll	0	0	0.00%
Total	2	27	0.000002%

Invalid votes ijì.

IIIVaila votes	Total number of members whose votes were declared invalid.	Total number of votes cast by them
E-voting	8	24,75,275
Poll	36	14,537
Total	44	24.89,812

#### Item No. 2:-

Ordinary Resolution to consider declaration of Dividend on Equity Shares

Voted in fav	our of the resolution		
	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and
			Against)
E-voting	508	1,37,66,32,465	100.00%
Poll	344	32.12.07 124	98.5821%
Total	852	1,69,78 09,589	99.7286%





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# ii. Voted against the resolution

and and the second seco	Number of members voted	Number of votes cast by them	s % of total number of valid votes cast (Favour and Against)
E-voting	0	0	0.00%
Poll	6	46,20 001	1.4179%
Total	6	46,20 001	0.2714%

#### iii. Invalid votes

	Total number of members whose votes were declared invalid	
E-voting	. 8	24,75,275
Poll	36	14,537
Total	44	24,89,812

#### Item No. 3:-

Ordinary Resolution to re-appoint Mr. Israel Makov (DIN 05299764) as Director, who retires by rotation and being eligible, offers himself for reappointment.

# i. Voted in favour of the resolution

	Number o members voted	/ Cast Of the m	% of total number of valid votes cast (Favour and Against)
E-voting	456	1,34,25.72,935	97.5280%
Poll	342	31.72,28,969	97.3611%
Total	798	1,65,98,01,904	97.4961%

# ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Fayour and Against)
E-voling	54	3,40,29,532	2.4720%
Poll	1 8	85,98,156	2.6389%
Total	62	, 4.26,27,688	2.5039%



#### Invalid votes iii.

	members whose votes	Total number of votes cast by them
E-voting	were declared invalid	24.75.275
Poll Total	1 36 44	24,89,812

#### Item No. 4:-

Ordinary Resolution to re-appoint Messers, Delotite Haskins & Sells LLP. Chartered Accountants, having Firm's Registration No. 117366W/W-100018, as the Auditors of the Company from the conclusion of this Annual General Meeting for a period of three (3) years, upto the conclusion of the 25th Annual General Meeting, and to authorise the Board of Directors to fix their remuneration.

# Voted in favour of the resolution

VOICE III			the second section of
	Number of members voted	i best been	% of total number of valid votes cast (Favour and )
	1		Against) 99.9809%
E-voting	493	1,37,47.50,663 32,09,53,206	98.5041%
Poll	331	1.69,57 03,869	99.6980%
Total	+		1

# Voted against the resolution:

A D (CO ) (C B )		The second of second	% of total number,
	Number of members voted	at but though	cast (Favour and
			Against) 0.0191%
E-voting	6	2.62.702 48.73.919	1.4959%
Poll Total	25	51,36,621	0.3020%

Invalid votes	Total number of members whose votes	Total number of votes cast by them
	were declared invalid	24.75.275 14.537
E-voting Poll	36 44	24.89.812



Dan to the stage of

#### Item No. 5:-

Ordinary Resolution to appoint Ms, Rekha Sethi (DIN: 06309515), as an Independent Director.

#### i. Voted in favour of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes a cast (Favour and i Against)
E-voting	501	1,37,51 91,507	99.8979%
Poll	340	32,53,11 924	99.8419%
Total	841	1.70,05,03,431	99.8872%

#### ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Faveur and Against)
E-voting	6	. 14,05 052	0.1021%
Poli	10	5,15,201	0.1581%
Total	16	19 20 253	0.1128%

#### iii. Invalid votes

mivariu votes		
	Total number of	Total number of votes
<b>]</b> .	members whose votes	cast by them
	were declared invalid	
E-voting	.8	24,75,275
Poll	36	14.537
Total	44	24,89,812

#### Item No. 6:-

Ordinary Resolution to appoint Mr. S. Mohanchand Dadha (DIN: 00087414) as an Independent Director.

#### i. Voted in favour of the resolution

	Number of members voted	Number of votes cast by them.	% of total number of valid votes cast (Favour and Against)
E-voting	440	1,34.80,22,574	98.0371%
Poll	328	32.12,37,168	98 5913%
Total	768	1,66,92,59.742	98.1432%





#### ii. Voted against the resolution:

*	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and
		1	! Against)
E-voting	58	1 2,69,90 625	1.9629%
Poll	22	1 45,89,957	1.4087%
Total	1 80	3,15,80,582	1.8568%

iii. Invalid votes

myana yotes		
	Total number of	Total number of votes
	members whose votes	cast by them
	were declared invalid	
E-voting	8	24,75,275
Poll	36	14,537
Total	44	24,89,812

#### Item No. 7:-

Ordinary Resolution to appoint Mr. Keki Mistry (DIN: 00008886), as an Independent Director,

I. Voted in favour of the resolution

	Number members voted	of	Number of votes cast by them	of	valid	votes
		į		· cast · Agai	•	ਮਾ and ਾ
E-voting	399	***	1,33,36,73,806	[ ]	7,0193	3%
Poll	327		31,46,56,312	, (	36.5716	3%
Total	726		1.64,83 30,118		6.9335	7°e

#### It. Voted against the resolution:

THE STATE OF THE S	Number of members voted	cast by them	% of total number of valid votes cast (Favour and Against)	:
E-voting	88	4,09.74 778	i 2,9807%	ř
Poll	23	1,11,70 813	3.4284%	1
Total	111	5.21.45.591	3.0665%	Į





D. William Commen

#### iii. Invalid votes

	Total number of members whose votes were declared invalid	
E-voting	3	24,75,275
Poll	, 36	14,537
Total	44	24,89,812

# Item No. 8:-

Ordinary Resolution to appoint Mr. Ashwin Daru (DIN: 00009126), as an Independent Director.

#### i. Voted in favour of the resolution

	Number members voted	of Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-votina	488	1,37,43.67,862	99.9531%
Poll	333	32,52,15,401	99.8123%
Total	821	1,69,95,63,263	99.9261%

#### ii. Voted against the resolution:

	Number c	of Number of votes cast by them	% of total number of valid votes :
			cast (Favour and Against)
E-voting	10	6,45 337	0.0469%
Poli	17	6,11,724	0.1877%
Total	27	12,57,061	0.0739%

### iii. Invalid votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	8	24,75,275
Poll	36	14.537
Total	44	24,89,812



3

#### Item No. 9:-

Ordinary Resolution to appoint Mr. Hasmukh Shah (DIN: 00152195), as an independent Director.

i Voted in favour of the resolution

Voled in rave	Number of members voted	Number of votes cast by them	of valid votes cast (Favour and Against)
É-voting	472	1.36,29 11.754	99.1199%
Poli	332	32,49,45,401	99.7294%
Total	804	1,58,78 57,155	99 2367%

ii. Voted against the resolution:

voicu agani	State resolution		Annual desiration of the contraction of the contrac
	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	i 25	1,21,01,345	0.8801%
Poll	18	8.81 724	0.2706%
Total	43	1,29,83,069	0.7633%

#### iii. Invalid votes

	Total number of members whose votes were declared invalid	•
E-voting	8	24,75,275
Poll	36	14.537
Total	44	24,89,812

#### Item No. 10:-

Special Resolution under Section 186 of the Companies Act, 2013 for providing loan(s) /guarantee(s)/ security(ies).

#### Voted in favour of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	259	1,23,48,35,418	89.7020%
Poli	261	26,96,21 817	83,1788%
Total	520	1.50,44 57,235	88,4588%



#### ii. Voted against the resolution.

*	Number of members voted	Number of votes cast by them	% of total number of valid votes, cast (Favour and Against)
E-voting	251	14.17,61,260	10.2980%
Poil	86	5,45,25,561	16.8212%
Total	337	19,62,86,821	11.5412%

#### iii, Invalid votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	8	24.75,275
Poll	36	14,537
Total	44	24,89,812

#### Item No. 11:-

Special Resolution under Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013 for borrowing limits and creation of charges/ mortgages/ hypothecation.

Voted in favour of the resolution.

voieu in lav	Number o	of Number of votes	
	members voted	cast by them	of valid votes cast (Favour and
E-voting	476	1,36,78.50,939	Against) 99,3643%
Poll	337	32,07,21,248	98.4329%
Total	813	1,68,85 72,187	99.1860%

#### ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number , of valid votes
		, m	cast (Favour and Against)
E-voting	37	1 87,51.528	0.6357%
Poll	13	51,05.877	1.5671%
Total	50	1.38,57 405	0.8140%





#### iii. Invalid votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	8	24,75.275
Poll	36	14.537
Total	44	24,89,812

#### Item No. 12:-

Special Resolution under Section 41,42,62,71 and other applicable provisions of the Companies Act, 2013 as an enabling resolution to offer and allot Convertible Bonds, Debentures and/or securities etc.

#### i. Voted in favour of the resolution

	Number o members voted	f Number of votes cast by them	of valid votes cast (Favour and Against)
E-voting	505	1,37,66,02,389	99.999994%
Poll	316	30,79,13.067	94.5020%
Total	821	1,68,45,15,455	98.9477%

#### ii. Voted against the resolution:

	Number o members voted	f Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	4	78	0.000006%
Poll	34	1,79,14,058	5.4980%
Total	38	1,79,14 136	1.0523%

### iii. Invalid votes

- Automotive Charles	Total number of members whose votes were declared invalid	
E-voting	8	24,75,275
Poll	36	14.537
Total	44	24,89.812





A Samonday

#### Item No. 13:-

Ordinary Resolution under Section 181 of the Companies Act, 2013 for making contribution to bona fide and charitable funds, etc.

i. Voted in favour of the resolution

	Number of members voted	of Number of votes cast by them	of valid votes, cast (Favour and Against)
E-voting	260	1,22,96,66,319	89.6829%
Poll	287	29,09,37,533	89.5716%
Total	547	1,52,06 03.852	89.6615%

ii. Voted against the resolution:

	Number members voted	of Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	246	14,14,61,135	10.3171%
Poli Total	57 303	3.38,72,526 17,53,33,661	10.3385%

iii. Invalid votes

	Total number of members whose vote were declared invalid	of Total number of votes cast by them
E-voting	8	24.75.275
Poll	36	14.537
Total	44	24.89,812

#### Item No. 14 :-

Ordinary Resolution for appointment and remuneration of cost auditor.

Voted in favour of the resolution % of total number of Number of votes Number of valid votes I cast by them members voted cast (Favour and Against) 99,999998% 1,37,65.96.698 506 E-voting 100.00% 32,58,27 125 350 Poll 99,999996% 1,70,24,23.823 856 Total



#### ii. Voted against the resolution:

	Number members voted	of Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	2	27	0.000002%
Poll	. 0	<u> </u>	0.00%
Total	2	27	0.000002%

#### iii. Invalid votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	1 8	1 24,75,275
Poll	36	14.537
Total	44	. 24,89,812

#### Item No. 15 :-

**Special Resolution** for consent/ratification for payment of Remuneration to Mr. Dilip S. Shanghvi (DIN: 00005588), Managing Director.

#### . Voted in favour of the resolution

Voted III Iavot	ii of the resolution		
	Number (	of Number of votes	% of total number
ĺ	i members voted	cast by them	of valid votes
	1	(	cast (Favour and .
	1 1		, Against) ,
E-voting	503	1,37,65,96,623	99,99993%
Poll	339	32,53,11,904	99.841873%
Total	842	1,70,19,08,527.	99.969730%

# ii. Voted against the resolution

	Number of members voted	Number of vote cast by them	of valid votes cast (Favour and Against)
E-voting	5.	102	0.000007%
Poll	11	5,15.221	0.158127%
Total	16	5.15.323	0.030270%



#### iii. Invalid votes

	Total number members whose vote were declared invalid	of Total number of votes es cast by them
E-voting	8,	24,75.275
Poll	1 36	14.537
Total	44	24:89,812

#### Item No. 16 :-

Special Resolution for consent/ratification for payment of Remuneration to Mr. Sudhir V.Valia (DIN: 00005561), Whole-time Director

#### i. Voted in favour of the resolution

}	Number o members voted	Number of votes cast by them	% of total number of valid votes
· Property of the state of the		1	cast (Favour and Against)
E-voting	503	1,37,65 95,523	99,99993%
Poli	340	32,53,11,924	99.8419%
Total	843	1,70,19,08,547	99.9697%

# ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
.E-voting	5	102	0.000007%
Poll	10	5,15,201	0.1581%
Total	15	5,15 303	0 0303%

#### iii. Invalid volės

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	8	24,75,275
Poll	36	14537
Total	. 1 44	2489812



# Item No. 17 :-

Special Resolution for consent/ratification for payment of Remuneration to Mr. Sailesh T.Desai (DIN - 00005443). Whole-time Director

#### i. Voted in favour of the resolution

A Company of the Comp	Number of members voted		% of total number; of valid votes; cast (Favour and) Against)
E-voting	503	1.37,65,96,623	99.999993%
Poll	340	32,53,11,924	99.8419%
Total	843	1,70,19.08.547	99.9697%

#### ii. Voted against the resolution:

	Number o members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	. 5	102	0.000007%
Poll	10	5,15,201	0.1581%
Total	15	5.15 303	0.0303%

#### iii.

Invalid votes	The state of the s	Commission of the Commission o
	Total number of members whose votes were declared invalid.	Total number of votes cast by them
E-voting	8	24.75.275
Poli	36	14537
Total	44	2489812

#### Item No. 18 :-

Special Resolution for consent/ratification of Commission paid to Non-Executive Directors of the company

Voted in fav	Number of members voted	Number of votes cast by them	% of total number lof valid votes cast (Fayour and Against)
E-voting	501	1.37,65,96,442	99.999992%
Poll	337	32,06,92.001	98.4240%
Total	838	1,69,72,88,443	99.6984%





#### ii. Voted against the resolution.

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	6	117	0.000008%
Poll	13	51,35,124	1,5760%
Total	. 19	51.35,241	0.3016%

#### iii. Invalid votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	8	24,75,275
Poll	36	14537
Total	44	2489812

#### Item No. 19:-

Special Resolution for approval of increase of maximum limit of Commission to Non Executive Directors to 1% of the Net Profits

#### i. Voted in favour of the resolution

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)		
E-voting	496	1,37,61,90,535	99.99997%		
Poll	335	32,06,60,041	98.4142%		
Total	831	1,69,68,50,576	99.6964%		

#### ii. Voted against the resolution:

	Number of members voted	Number of vote cast by them	of valid votes ( cast (Favour and ). Against)
E-voting	8	1 417	0.00003%
Poll	15	51,67,084	1.5858%
Total	23	51.67 501	0.3036%



#### iii. Invalid votes

	Total number of members whose votes	Total number of votes:
+	were declared invalid	1
E-voting	8	24,75.275
Poll	36	14,537
Total	44	24.89.812

# Item No. 20:-

Special Resolution under Section 188 of the Companies Act 2013, for approval of remuneration Mr. Aalok-Shanghvi, who is relative of a Director.

#### i. Voted in favour of the resolution

		Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	409	23,42,86,976	94,5933%
Poll	306	7,82.28 695	93.4553%
Total	715	31.25,15.671	94.3058%

#### ii. Voted against the resolution:

	Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
E-voting	41	1,33,91,262	5.4067%
Poll	18	54.78.406	6.5447%
Total	59	1,88,69 668	5.6942%

#### iii. Invalid votes

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	8	24,75,275
Poll	1 36	14,537
Total	44	24,89.812



The above Resolution(s) stand carried out under e-voting and poll with the requisite majority.

Thanking you.

For S. H Bathiya& Associates, Chartered Accountants,

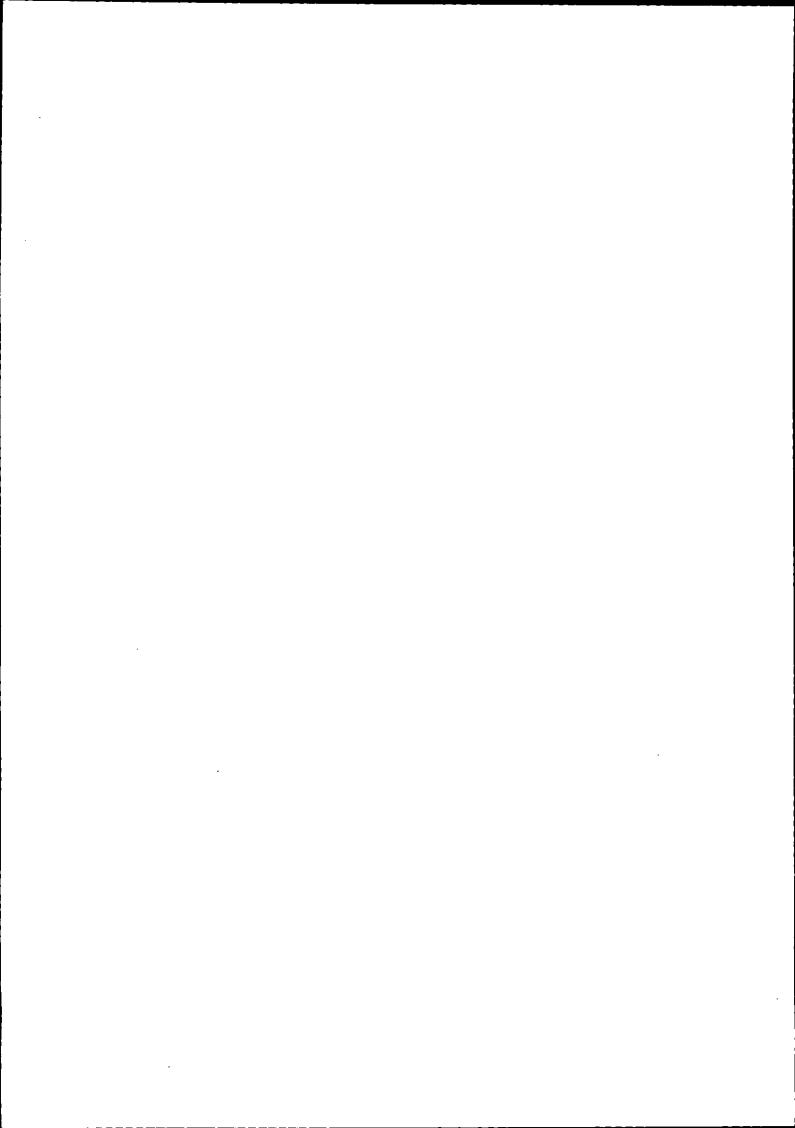
Jatin Thakkar

Partner

Membership No. - 145084

Place: Vadodara Date: 29<sup>th</sup> September, 2014.

Mr. Bharat Chunilal Mandalia Client ld - 1301670000364683



# S. H. BATHIYA & ASSOCIATES

CHARTERED ACCOUNTANTS

2, 4th Floor, Tardeo AC Market, Tardeo Road, Mumbai - 400 034. +91 22 2352 3811, 4004 5494 info@shbathiya.com www.shbathiya.com

# Scrutinizer's Report [Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman of 22nd Annual General Meeting of the members of Sun Pharmaceuticals Industries Limited ("Company") to be held on the 27<sup>th</sup> Day of September, 2014 at Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020, Gujarat.

Dear Sir,

- 1. I, Jatin N. Thakkar, Partner, M/s. S. H. Bathiya & Associates, Chartered Accountants; have been appointed by the Board of Directors of Sun Pharmaceuticals Industries Limited ("Company") as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") on the resolutions contained in the notice to the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company to be held on the 27<sup>th</sup> day of September, 2014 at Sir Sayajirao Nagargruh, Akota, Vadodara 390 020, Gujarat.
- 2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 22<sup>nd</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd. (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
- 3. Further to the above, I submit my report as under:-
  - The e-voting period remained open from Thursday, 18<sup>th</sup>September, 2014 (9.00 a.m.) to Saturday, 20<sup>th</sup> September, 2014 (6.00 P.M.).



- ii. The members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the resolutions (item nos. 1 to 20 as set out in the notice of the 22<sup>nd</sup> AGM of the Company.)
- iii. The votes cast were unblocked on September 24, 2014 at 3:00 p.m. in the presence of 2 witnesses, Ms. Payal Lakhani and Ms. Sanjana Doshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Payal Lakhani

Associate Company Secretary

Name: Sanjana Doshi

Assistant Company Secretary

iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Ltd. (CDSL) i.e. https://www.evotingindia.co.in and based on such reports generated, the result of the e-voting is as under:

#### Item No. 1:-

Ordinary Resolution to consider and adopt the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

i Voted in favour of the resolution

Number voted	of	members	Number of votes cast by them	l valid	votes ur and Agai	cast
503			1,37,58,78,799	99.999998		

ii. Voted against the resolution:

Number voted	of	members	Number of by them	votes	valid	total numi votes ur and Agai	cast
	2		2	7		0.000002	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275



#### Item No. 2:-

Ordinary Resolution to consider declaration of Dividend on Equity Shares.

### Voted in favour of the resolution

₩.,t.

Number voted	of	members	Number by them		votes	cast	l va	lid	VO	numb tes d Agair	cast
	508	}	1,37	,66	,02,465	5			100	0:00	

# ii. Voted against the resolution:

Number of members voted	hy them	% of total number of valid votes cast (Favour and Against)
0	0	0.00

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

#### Item No. 3:-

Ordinary Resolution to re-appoint Mr. Israel Makov (DIN: 05299764) as Director, who retires by rotation and being eligible, offers himself for reappointment.

### i. Voted in favour of the resolution

	Number voted	of	members	Number of votes cast by them	valid	total numbe votes ur and Again	cast
Ì		450	3	1,34,25,72,935		97.5280	



#### ii. Voted against the resolution:

Number	of	members	E .	of	votes	cast	%	of	total	numl	per of
voted			by them					lid	_	tes	cast
							<u> </u>	<u>avo</u>	ur and	aga t	inst)
	54	`	3,4	10,2	9,532				2.4	720	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

#### Item No. 4:-

Ordinary Resolution to re-appoint Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm's Registration No. 117366W/W-100018, as the Auditors of the Company from the conclusion of this Annual General Meeting for a period of three (3) years, upto the conclusion of the 25th Annual General Meeting, and to authorise the Board of Directors to fix their remuneration.

#### i. Voted in favour of the resolution

Number voted	of members	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
	493	1,37,47,50,663	99.9809

### ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	cast	va	lid	۷Ò	numb tes I Agair	cast
	6		2	,62	,702				0.0	191	

#### iii. Invalid votes

	Total number of members whose	Total number of votes cast by them
ļ	votes were declared invalid	
1	8	24,75,275



#### Item No. 5:-

Ordinary Resolution to appoint Ms. Rekha Sethi (DIN: 06809515), as an Independent Director.

#### i. Voted in favour of the resolution

- 1	Number voted	of	members	Number of votes cast by them	val	id Ivour	votes and A	gains	ast
T	,	50	1	1,37,51,91,507		Ę	9.897	9	

### ii. Voted against the resolution.

	Number voted	of	members	Number by them	of	votes	va	lid		tes	cast
ľ		6		14	1,05	5,052			0.1	021	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

# Item No. 6:-

Ordinary Resolution to appoint Mr. S. Mohanchand Dadha (DIN: 00087414), as an Independent Director.

#### i. Voted in favour of the resolution.

Number voted	of	members	Number of votes cast by them	valid	total num votes our and Aga	cast
	440	)	1,34,80,22,574	<u> </u>	98.0371	



# ii. Voted against the resolution:

Number of i	members	Number of votes ca by them	st % of total number of valid votes cast
		¥	(Favour and Against)
58		2,69,90,625	1.9629

# iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	24,75,275

# Item No. 7:-

Ordinary Resolution to appoint Mr. Keki Mistry (DIN: 00008886), as an Independent Director.

# i. Voted in favour of the resolution

	Number voted			Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
L	<del></del>	399	)	1,33,36,73,806	97.0193

# ii. Voted against the resolution:

Number of voted	members	Number of by them	f votes	valid	total num votes ur and Aga	cast
88			74,778		2.9807	

#### iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	24,75,275



# Item No. 8:-

Ordinary Resolution to appoint Mr. Ashwin Dani (DIN: 00009126), as an Independent Director.

# i. Voted in favour of the resolution

	Number voted	of	members	Number by them	of	votes	cast	va	lla	vo ur and	tes I Aga	Casi
1	488			1,37	43	,67,862	2			99.9	531	

# ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
10	6,45,337	0.0469

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

#### Item No. 9:-

Ordinary Resolution to appoint Mr. Hasmukh Shah (DIN: 00152195), as an Independent Director.

# i. Voted in favour of the resolution

	Number voted	of	members	Number of votes cast by them	{ valid	votes ur and Aga	cast
Ì	472			1,36,29,11,754	<u> </u>	99.1199	



# ii. Voted against the resolution:

Number	of	members		of	votes	cast	% of	total	numb	per of
voted		i	by them				valid	vot		cast
	····				•		(Favo	ur and	l Agai	nst)
25			1,21,01,345			0.8801			1	

#### iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	24,75,275

# <u>Item No. 10:-</u>

Special Resolution under Section 186 of the Companies Act, 2013 for providing loan(s) /guarantee(s)/ security(ies).

# i. Voted in favour of the resolution

Number voted	of	members	Number of votes cast by them	% va			numi tes		of ast
				(Fa	QVE	ur and	d Aga	inst	)
259			1,23,48,35,418			89.7	020		4

# ii. Voted against the resolution;

#### iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
8	24,75,275



# Item No. 11:-

**Special Resolution** under Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013 for borrowing limits and creation of charges/ mortgages/ hypothecation.

# i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	(Favour and Against)
476	1,36,78,50,939	99.3643

# ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	(Favour and Against)
37	87,51,528	0.6357

### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	24.75.275
8	24,75;215

# Item No. 12:-

**Special Resolution** under Section 41,42,62,71 and other applicable provisions of the Companies Act, 2013 as an enabling resolution to offer and allot Convertible Bonds, Debentures and/or securities etc.

# i. Voted in favour of the resolution

!	Number of voted	members	Number of votes cast by them	(Favour and Against)
	505	5	1,37,66,02,389	99.999994



Number	of	members	Number	of	votes	cast	%	of	total	numbe	r of
voted			by them				va	lid	VO	tes	cast
							(Fa	ove	ur and	l Agains	st)
	4			7,	8				0,00	0006	

## iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

## Item No. 13:-

Ordinary Resolution under Section 181 of the Companies Act, 2013 for making contribution to bona fide and charitable funds, etc.

#### i. Voted in favour of the resolution

Number of n	nembers Numbe	er of votes cast by %	of total	number of
voted	them	1 7.7	····	tes cast
			avour and	d Against)
260	1,	22,96,66,319	89.6	829

## ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	cast	va	id		es	cast
246			14.	14.	61,135				10.3	171	

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275



## Item No. 14:-

Ordinary Resolution for appointment and remuneration of cost auditor.

# i. Voted in favour of the resolution

¥930

Number of members voted	Number of votes cast by them	(Favour and Against)
506	1,37,65,96,698	99.999998

# ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	(Favour and Against)
2	27 .	0.000002

#### iii. Invalid votes

Total number of members whose votes were declared invalid	
8	24,75,275

## Item No. 15:-

Special Resolution for consent/ratification for payment of Remuneration to Mr. Dilip S. Shanghvi (DIN: 00005588), Managing Director.

Number of mem voted	bers Number of votes cast by them	(Favour and Against)
503	1,37,65,96,623	99.999993



Number voted	of	members	Number by them	of	votes	٧a	lid	VO	tes	cast
					•	(Fa	avo	ur and	l Agains	t)
	-5	*		1(	)2			0.00	0007	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

## Item No. 16:-

**Special Resolution** for consent/ratification for payment of Remuneration to Mr. Sudhir V.Valia (DIN: 00005561), Whole-time Director.

#### i. Voted in favour of the resolution

Number voted	of members	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
	503	1,37,65,96,623	99,999993

## ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	va	lid	VO	numbe tes I Again	cast
	5			1(	)2	 		0.00	0007	

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275



#### Item No. 17:-

**Special Resolution** for consent/ratification for payment of Remuneration to Mr. Sailesh T.Desai (DIN – 00005443), Whole-time Director.

## i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
503	1,37,65,96,623	99.999993

# ii. Voted against the resolution:

Number voted	of	members	Number by them	of votes	va	lid	vo ur and	tes I Agains	cast
	5			102			0.00	0007	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

# Item No. 18 :-

Special Resolution for consent/ratification of Commission paid to Non-Executive Directors of the company

Number of members voted	Number of votes cast by them	valid votes cast (Favour and Against)
501	1,37,65,96,442	99.999992



Number voted	of	members	Number by them	of	votes	va	id	VO	numbe tes I Again:	cast
	6	٠		1:	17			0.00	0008	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

## Item No. 19 :-

**Special Resolution** for approval of increase of maximum limit of Commission to Non Executive Directors to 1% of the Net Profits.

## i. Voted in favour of the resolution

Number voted	of	members	Number of votes cast by them	va	lid	vote	numbe es Agains	cast
	490	3	1,37,61,90,535			99.99	997	

# ii. Voted against the resolution:

Number of members voted	by them	% of total number of valid votes cast (Favour and Against)
8	417	0.00003

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275



## Item No. 20 :-

Special Resolution under Section 188 of the Companies Act 2013, for approval of remuneration Mr. Aalok Shanghvi, who is relative of a Director.

# Voted in favour of the resolution

Number of members voted		(Favour and Against)
409	23,42,86,976	94.5933

# ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	l va	ш	total vo ur and	(CO	Cast
	41		1,3	33,8	1,262			5.4	067	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
8	24,75,275

Thanking you.

For S. H. Bathiya & Associates,

**Chartered Accountants** 

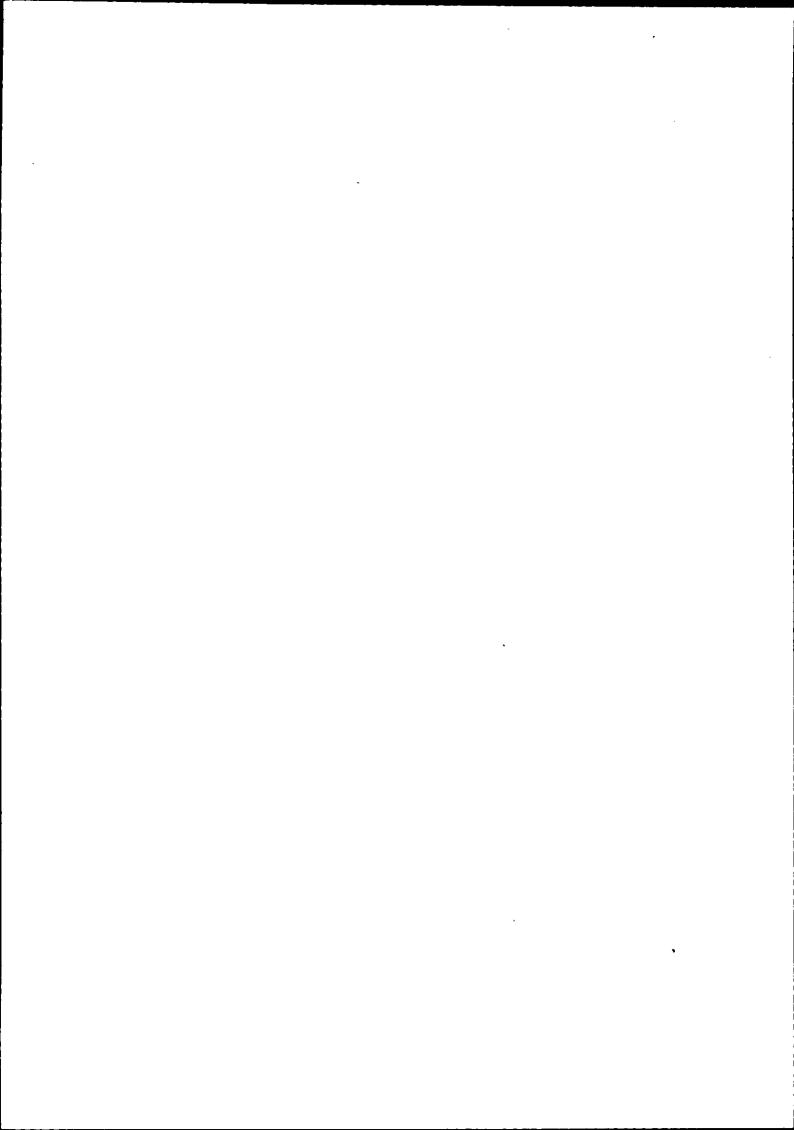
Jatin N. Thakkar

Partnér

Membership No. - 145084

Place: Vadodara

Date: 26th September, 2014.



#### FORM NO. MGT-13

# Scrutinizer's Report [Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 22nd Annual General Meeting of the members of Sun
Pharmaceuficals Industries Limited ("Company") held on the 27th Day of September.
2014 at Sir Sayajirao Nagargruh. Akota, Vadodara – 390 020, Gujarat.

Dear Sir.

We.

- (1) Jatin Thakkar, Partner, M/s, S. H. Bathiya & Associates, Chartered Accountants; and (2) Mr. Bharat Chunilal Mandalia having Client ID No. 1301670000364683, having residential address at B-12, Shitalkunj Soc., Near Jain Temple, Manjalpur, Vadodara 390011, member of the Company, have been appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014 at the Z2<sup>rd</sup> Annual General Meeting of the members of Sun Pharmaceuticals Industries Limited ("Company") held on the 27<sup>th</sup> Day of September 2014 at Sir Sayajirao Nagargruh, Akota, Vadodara 390 020, Gujarat, submit our report as under:
  - After the time fixed for closing of the poll by the Chairman. Four ballot boxes, kept for polling were locked in our presence with due identification marks placed by us.
  - 2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized
  - The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxy forms lodged with the Company.
  - The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
  - 5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Poll on the resolutions contained in the Notice to the 22<sup>nd</sup> AGM of the members of the Company. Our responsibility as a scrutinizers for the voting process through poll is restricted to make a Scrutinizers' report of the votes cast "in favour" or "against" the resolutions stated above, based on the poll at AGM.





- 6. Further to the above, we submit our report as under:-
  - The members of the Company as on the "cut-off" date i.e. 12<sup>in</sup> September, 2014 were entitled to vote on the resolutions (item nos. 1 to 20 as set out in the notice of the 22<sup>nd</sup> AGM of the Company.)
  - ii. The votes cast were unblocked on September 27, 2014 at 3 p.m. in the presence of 2 witnesses, Mr. Sameep Devani and Mr. Adnan Barodawala who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Sameep Devani

Name: Adnan Barodawala

The result of the Poll is as under

#### Item No. 1:-

Ordinary Resolution to consider and adopt the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution

Number of voted	members	Number by them	of votes		valid	total nun votes ur and Ag	cast
34	6	32,	57,95,802	<del></del>		100.00%	

ii. Voted against the resolution:

Number of men voted	by them	valid	
0	0	·	0.00%

	Total number of members whose votes were declared invalid	Total number of votes cast by them
1	votes were decidled invalid	
	36	14,537





# Item No. 2:-

Ordinary Resolution to consider declaration of Dividend on Equity Shares.

#### i. Voted in favour of the resolution

Number voted	of	members	Number by them	of	votes		va	Ιįd	VO	numb tes ! Agai	¢a	ist [
	344		32,	12,0	07.124		<u></u>		98,58	with particular and the particular		

## ii. Voted against the resolution:

Number of member voted	1 -	% of total number of valid votes cast (Favour and Against)
6	46,20,001	1.4179%

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
36	14,537
	1

#### Item No. 3:-

Ordinary Resolution to re-appoint Mr. Israel Makov (DIN: 05299764) as Director, who retires by rotation and being eligible, offers himself for reappointment.

# i. Voted in favour of the resolution

Number of members voted	by them	% of total number of valid votes cast (Favour and Against)
342	31.72,28,969	97.3611%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast.
8	85,98,156	(Fäveur and Against) 2.6389%
	20,000,100	2.000070





Total number of members whose votes were declared invalid	Total number of votes cast by them
36	14,537

#### Item No. 4:-

Ordinary Resolution to re-appoint Messrs. Detoitte Haskins & Sells LLP. Chartered Accountants, having Firm's Registration No. 117366W/W-100018, as the Auditors of the Company from the conclusion of this Annual General Meeting for a period of three (3) years, upto the conclusion of the 25th Annual General Meeting, and to authorise the Board of Directors to fix their remuneration.

# i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
331	32,09,53,206	98.5041%

# ii. Voted against the resolution:

Number voted	of	members	Number by them	oí	votes	ı va	lid		tés	Ca	st
	19		48	3,70	,919	 -\-		1,49			

#### iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
36	14.537

#### Item No. 5:-

Ordinary Resolution to appoint Ms. Rekha Sethi (DIN: 06809515), as an Independent Director.





Number voted	of	members	Number by them	of	votes	va	id	VO	numb tes I Agair	cast
	340		32.	53.	11,924		-	99.84		

"我是"。

# ii. Voted against the resolution:

1993

(Favour and Against) 5,15,201 0.1581%	Number of voted	of n	nembers	Number by them	of	votes	va	lid	VO	tes	cast	
		10		5,	15	201	11 5	× • • •			эŲ	7-

#### iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
36	14.537

# Item No. 6:-

Ordinary Resolution to appoint Mr. S. Mohanchand Dadha (DIN: 00087414), as an Independent Director

# i. Voted in favour of the resolution

Number voted	of	members	Number of votes case by them	t % of total number of valid votes cast (Favour and Against)
	328		32,12,37,168	98.5913%

## ii. Voted against the resolution:

Number of mem voted	bers Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
22	45,89,957	1.4087%

## III. Invalid votes

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
36	14537





#### Item No. 7:-

Ordinary Resolution to appoint Mr. Keki Mistry (DIN: 00008886), as an Independent Director.

#### i. Voted in favour of the resolution

	Number voted	of	members	Number by them	of	votes	;	va	lid	VO	cast	
-		327	•	31.4	16,	56,312	;			96.57	,	

## ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	cast	уа	lid	AC	numbe tes I Again	cast
	23		1,1	1,7	0,813		į	·	3.42	84%	

#### iii. Invalid votes

Total number of members whose	Total number of votes cast by them
	t blue troubble of votoc obserby their
I votes were declared invalid	
<u> </u>	14,537
<b>\$</b>	
1	)

## Item No. 8:-

Ordinary Resolution to appoint Mr. Ashwin Dani (DIN: 00009126), as an Independent Director.

## i. Voted in favour of the resolution

Number voted	of	members	Number by them	οſ	votes	cast	va	lid		tes	Ça	ıst
	333	3	32,	52.	15,401			<b></b>	99.81			1

#### ii. Voted against the resolution:

			- C (1 ( C C C C C C C C C C C C C C C C	445041.								
	Number voted	of	members	Number by them	of	votes	va	lid		tes	cas	
		17		6	11	.724	 77.		0.18	the state of the s	******	1
i	i			ì								



Total number of members whose	Total number of votes cast by them
votes were declared invalid	•
36	14537
<u></u>	}

#### Item No. 9:-

Ordinary Resolution to appoint Mr. Hasmukh Shah (DIN: 00152195), as an Independent Director.

#### i. Voted in favour of the resolution

Number of members voted		% of total number of valid votes cast (Favour and Against)
332	32,49,45,401	99.7294%

# ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	٧a	lid		tes	ca	st
and the same of th	18		8	,81	,724			0.27	06%		*

#### iii. Invalid votes

Total	number	of	members:	whose	Total number of votes cast by them	-
			ed invalid			1
36					14,537	4
ļ						٠

## Item No. 10:-

Special Resolution under Section 186 of the Companies Act, 2013 for providing loan(s) /guarantee(s)/ security(ies).

Number of members voted	by them	% of total number of valid voles cast (Favour and Against)
261	26,96,21,817	83.1788%





Number voted	of members	Number of votes by them	ţ	valid		cast
	86	5,45,25,561	<b>!</b>		16 8212%	!

#### iii. Invalid votes

		whose	Total number of votes cast by them	-
votes were dec	lared invalid			
	36		14,537	
ł			Į.	

#### Item No. 11:-

Special Resolution under Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013 for borrowing limits and creation of charges/ mortgages/ hypothecation.

#### I. Voted in favour of the resolution

Number of voted	members	Number by them	of votes	·	valid	total num votes ur and Aga	cast
337		32.0	07,21,248			98 4329%	<del></del>

#### ii. Voted against the resolution:

Number of members voted	÷	% of total number of valid votes cast (Favour and Against)
13	51.05,877	1.5671%

Total number of members whose	Total number of votes cast by them
votes were declared invalid	
36	14,537





#### Item No. 12:-

Special Resolution under Section 41,42,62.71 and other applicable provisions of the Companies Act, 2013 as an enabling resolution to offer and allof Convertible Bonds, Debentures and/or securities etc.

#### i. Voted in favour of the resolution

Number voted	of	members	Number by them	of	voles	cast	% va			numbi tes	er of cast
<u> </u>							(F	ove	ur and	l Again	st)
	316		30,	79.	13,067				94.50		,
ł							E				

#### li. Voted against the resolution.

Number voted	of	members	Number by them	of	votes		ļ va	lid	VO	numb tes I Agai	Cá	ast !
34			1,79.14.058						5.49	80%		}

#### ili. Invalid votes

Total number of members wh	ose   Total number of votes cast by them
votes were declared invalid	
36	14,537

#### Item No. 13:-

Ordinary Resolution under Section 181 of the Companies Act, 2013 for making contribution to bona fide and charitable funds, e.c.

#### . Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
287	29,09,37,533	89.5716%

#### ii. Voted against the resolution:

	10100 00	41113	it the reserve	MON,									
	Number voted	of	members	Number by them-	of	voles	cast	va	lid	VO	tes	ca	st :
-								()	9AO	ur and	i Agai	inst)	- 1
		57		3.3	8,7	2,526				10.42	84%		· 1
	i		3	5				ł					Ţ





į	Total number of members whose	Total number of votes cast by them
	votes were declared invalid	
	36	14.537

## Item No. 14 :-

Ordinary Resolution for appointment and remuneration of cost auditor.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
350	32,58.27,125	100,00%

ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	valid	total num votes ur and Aga	cast ;		
0				(	).	 0.00%				

iii. Invalid votes

į	Total number of members whose	Total number of votes cast by them
1	votes were declared invalid	
	36	14.537

## Item No. 15:-

Special Resolution for consent/ratification for payment of Remuneration to Mr. Dilip S. Shanghvi (DIN: 00005588). Managing Director.

					The state of the s
-	Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
		339	)	32.53.11,904	99,841873%





Number voted	of *	members	Number by them	of	votes	va	lid	vo	numb tes Agair	cast
	11		5	.15	,221			0.158	127%	

#### iii. Invalid votes

Total number of member	ers whose Total number of votes cast by them	1
votes were declared inva	id (	ļ
36	14,537	į
		,

# Item No. 16:-

Special Resolution for consent/ratification for payment of Remuneration to Mr. Sudhir V.Valia (DIN: 00005561), Whole-time Director

#### i. Voted in favour of the resolution

į	Number voted	of	members	Number by them	of	votes		1		numb tes I Agair	
	340			32,53,11,924					 99.84	119%	

#### ii. Voted against the resolution:

Number voted	of	members	Number by them	of	votes	cast	' va	lid		tes	casi	
	10		.5	15	.201		1		0.0	016		-

#### iii. Invalid votes

Total numb			whose	Total number of votes cast by them	
	3	36		14,537	



#### Item No. 17 :-

Special Resolution for consent/ratification for payment of Remuneration to Mr. Sailesh T.Desai (DIN – 00005443), Whole-time Director.

i. Voted in favour of the resolution

Number voted	of	members	Number by them	of	voles	casi	va	id	VO	numbi les L'Again	casi	
	340	)	32,	53.	11,924		;		99.84	19%		,

ii. Voted against the resolution:

Number of member voted	bers Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
10	5,15,201	0.0016

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
36	14,537

#### Item No. 18 :-

Special Resolution for consent/ratification of Commission paid to Non-Executive Directors of the company

i. Voted in favour of the resolution

Number of member voted	s Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
337	32,06,92,001	98.4240%

ii. Voted against the resolution:

Number voted	of	members	Number by them	of v	rotes		va	id		ies	Ca	ist `
,	13		51	,35,1	124	••••• •			1.57	60%		,





36 14 537	Total number of members whose votes were declared invalid	Total number of votes cast by them
	36	14,537

#### Item No. 19 :-

Special Resolution for approval of increase of maximum limit of Commission to Non Executive Directors to 1% of the Net Profits.

# I. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
335	32,06,60,041	98.4142%

# ii. Voted against the resolution:

Number voted	of	Number by them	of votes	cast	% o valid		numi tes	per of cast.
<u> </u>		 i		:	(Favo	our and	i Agai	nst)
]	15	51	67,084	,		1.58		
	15	51	,67,084	,	(i av			!

## ili. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
36	14,537

## Item No. 20 :-

Special Resolution under Section 188 of the Companies Act 2013; for approval of remuneration Mr. Aalok Shanghvi, who is relative of a Director.

# i. Voted in favour of the resolution

	Number voted	of	members	Number by them	of	votes	va	id	VO	les	Ç	ist	
1		306	)	78	322	8695	 (1-8	āλóı	ur and 93.45	Agai 53%	nst)	<u> </u>	





Number voted	of •	members	Number by them	of votes	j	valid	tes	cast
	18	1	5.	478406			 47%	·
								È

iii. Invalid votes

Total number of members wh votes were declared invalid	ose Total number of votes cast by them
36	14,537

Mr. Bharat Chunifal Mandalia

Client Id - 1301670000364683

- 7 A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and shall handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you.

For S. H. Bathiya & Associates.

Chartered Accountants

Jatin Thakkar Partner

Membership No. - 145084

Place: Vadodara

Date: 29th September, 2014.