

## 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



March 18, 2021

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051,  
Maharashtra, India.

**NSE Code: SUNPHARMA**

**BSE Limited**

1st Floor, P. J. Towers,  
Dalal Street, Mumbai – 400 001,  
Maharashtra, India.

**BSE Code: 524715**

Dear Sir / Madam,

**Sub: Voting Results of National Company Law Tribunal (“NCLT”) convened meeting of the equity shareholders of Sun Pharmaceutical Industries Limited (“the Company”) held on Tuesday, March 16, 2021 in accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer’s Report**

The separate meetings of equity shareholders and unsecured creditors of the Company were held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Tuesday, March 16, 2021 at 03:15 p.m. (IST) and 02:00 p.m. (IST) respectively for approving the Scheme of Amalgamation and Merger of Sun Pharma Global FZE (“Transferor Company”) with Sun Pharmaceutical Industries Limited (“Transferee Company”) and their respective members and creditors.

With respect to the meeting of the equity shareholders, we enclose herewith particulars of attendance and mode of voting along with details of results of voting conducted through Remote E-voting and voting through electronic system during the meeting (“Annexure A”) in respect of the resolutions as set out in the Notice dated January 22, 2021 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer’s Consolidated Report (“Annexure B”) and with respect to the meeting of unsecured creditors, we enclose herewith the Scrutinizer’s Report (“Annexure C”).

The resolution set out in the Notice of the respective meetings of the equity shareholders and the unsecured creditors were approved with requisite majority.

We request you to kindly take note of the same and disseminate.

Thanking you,

Yours faithfully,

**For Sun Pharmaceutical Industries Limited**

**Ashok I. Bhuta**  
**Compliance Officer**

Encl: as above

**Sun Pharmaceutical Industries Ltd.**

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Western Express Highway, Goregaon (E),  
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**Annexure A**

Particulars of attendance and mode of voting as prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

<b>Name of the Company:</b>	Sun Pharmaceutical Industries Limited
<b>Date of NCLT convened meeting AGM/EGM:</b>	March 16, 2021
<b>Total Number of Shareholders on record date (i.e. March 09, 2021 – cut-off date for voting purpose):</b>	726069*
<b>Number of Shareholders present in the meeting either in person or proxy:</b> <ul style="list-style-type: none"><li>• Promoter and Promoters Group</li><li>• Public</li></ul>	Not applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b> <ul style="list-style-type: none"><li>• Promoter and Promoters Group</li><li>• Public</li></ul>	10* 68
<b>Mode of Voting:</b>	Remote E-voting and voting through electronic system during the meeting

\* Multiple folios have been consolidated on the basis of PAN for the promoter and promoter group category.

**For Sun Pharmaceutical Industries Limited**

**Ashok I. Bhuta**  
**Compliance Officer**

**Disclosure of Voting Results**

**RESOLUTION 1:**

<b>Resolution Required (Ordinary/Special)</b>	<b>Requisite Majority</b>	<b>Approval of Scheme of Amalgamation and Merger of Sun Pharma Global FZE (“Transferor Company”) with Sun Pharmaceutical Industries Limited (“Transferee Company”), and their respective members and creditors (“Scheme of Amalgamation”) for merger of the Transferor Company with the Transferee Company under the provisions of section 230 to 232 read with section 234 and any other applicable provisions of the Companies Act, 2013.</b>						
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>	<b>No</b>							
<b>Category</b>	<b>Mode of Voting</b>	<b>No of Shares held</b>	<b>No of Votes Polled</b>	<b>% of Votes polled on Outstanding shares</b>	<b>No of Votes - in Favour</b>	<b>No of Votes Against</b>	<b>% of Votes in favour on Votes polled</b>	<b>% of Votes Against on Votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	Postal Ballot	1,30,71,34,535	-	0.0000%	-	-	0.0000%	0.0000%
	E-Voting		1,30,71,22,535	99.9991%	1,30,71,22,535	-	100.0000%	0.0000%
	Poll		-	0.0000%	-	-	0.0000%	0.0000%
	<b>Total</b>		<b>1,30,71,22,535</b>	<b>99.9991%</b>	<b>1,30,71,22,535</b>	<b>-</b>	<b>100.0000%</b>	<b>0.0000%</b>
<b>Public - Institutions</b>	Postal Ballot	80,02,26,288	-	0.0000%	-	-	0.0000%	0.0000%
	E-Voting		70,01,08,379	87.4888%	70,01,08,379	-	100.0000%	0.0000%
	Poll		-	0.0000%	-	-	0.0000%	0.0000%
	<b>Total</b>		<b>70,01,08,379</b>	<b>87.4888%</b>	<b>70,01,08,379</b>	<b>-</b>	<b>100.0000%</b>	<b>0.0000%</b>
<b>Public - Non-Institutions</b>	Postal Ballot	29,19,74,147	-	0.0000%	-	-	0.0000%	0.0000%
	E-Voting		6,63,96,122	22.7404%	6,63,94,651	1,471	99.9978%	0.0022%
	Poll		2,35,572	0.0807%	2,35,572	-	100.0000%	0.0000%
	<b>Total</b>		<b>6,66,31,694</b>	<b>22.8211%</b>	<b>6,66,30,223</b>	<b>1,471</b>	<b>99.9978%</b>	<b>0.0022%</b>
<b>Total</b>		<b>2,39,93,34,970</b>	<b>2,07,38,62,608</b>	<b>86.4349%</b>	<b>2,07,38,61,137</b>	<b>1,471</b>	<b>99.9999%</b>	<b>0.0001%</b>

# KJB & CO LLP

COMPANY SECRETARIES

## SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard on General Meetings issued by the 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 January 07, 2021 in Company Scheme Application No. CA(CAA) No. 90/NCLT/AHM/2020]

To,  
The Chairman of Tribunal Convened Meeting of the members of Sun Pharmaceutical Industries Limited (*"the Company"*).

Dear Sir,

**Sub:** Scrutinizer's Consolidated Report for remote e-voting and e-voting at the Tribunal Convened Meeting of members (*"Meeting"*) of Sun Pharmaceutical Industries Limited in connection with the resolution detailed in the Notice dated January 22, 2021 (*"Notice"*), convening Meeting of the Company on Tuesday, March 16, 2021 at 3:15 p.m. (IST) conducted through Video Conferencing (*"VC"*) / Other Audio Visual Means (*"OAVM"*) in pursuance of directions issued by the Ahmedabad Bench of Hon'ble NCLT vide its order dated January 07, 2021 in Company Scheme Application No. CA(CAA) No. 90/NCLT/AHM/2020.

1. I, Chintan Jagadishgiri Goswami, Partner of KJB & CO LLP, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Hon'ble NCLT for the purpose of scrutinizing remote E-voting process (*"Remote e-Voting"*) as well as voting by use of electronic means during the meeting (*"e-voting"*) in respect of resolution proposed at the Meeting held on Tuesday, March 16, 2021 at 03:15 p.m. (IST) conducted through VC / OAVM, in accordance with the provisions of 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 Standard on General Meetings (*"SS-2"*) issued by the Institute of Company Secretaries of India and in pursuance of directions issued by the Ahmedabad Bench of Hon'ble NCLT vide its order dated January 07, 2021 in Company Scheme Application No. CA(CAA) No. 90/NCLT/AHM/2020.
2. In view of situation arising due to COVID-19 global pandemic, social distancing norms to be followed and pursuant to the NCLT Order, the Meeting was conducted through VC / OAVM by following the operating procedures (with such modifications as may be required) as per the guidelines issued by Ministry of Corporate Affairs (*"MCA"*) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 2020 (collectively to as referred as *"MCA Circulars"*) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as *"SEBI Circulars"*).

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Kandivali West,  
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**3. Management's Responsibility:**

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and SS-2 relating to Voting through Remote e-Voting and through e-voting facility at the Meeting (hereinafter referred to as "*Voting through Electronic means*") on the resolution stated in the Notice calling the Meeting of the Company ("*Notice*").

**4. Scrutinizer's Responsibility:**

Our responsibility as a Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited, the agency engaged by the Company to provide facility to the members to cast their votes by way of Remote e-Voting and e-voting facility made available during the Meeting.

**5. Further to above, we submit our report as under:**

- a) Notices were issued to the members whose names were appearing in the Register of Members / Beneficial Owners as per details furnished by the Depositories as on December 31, 2020 as per directions issued by Hon'ble NCLT vide its order dated January 07, 2021. Voting rights of members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, March 09, 2021.
- b) The Remote e-Voting platform period remained open from Saturday, March 13, 2021 at 9.00 a.m. (IST) till Monday, March 15, 2021 at 5.00 p.m. (IST) on the designated website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).
- c) The Company had also provided the facility of e-voting during the Meeting and till 15 minutes from conclusion of the Meeting by VC/OAVM for the Members who could not cast their vote by remote e-voting.
- d) After the completion of e-voting process at the Meeting, the votes cast through e-voting at the Meeting and through remote e-voting prior to the date of the Meeting were unblocked and downloaded from the e-voting website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com). The e-voting data/results downloaded from e-voting system of Central Depository Services (India) Limited were scrutinized and reviewed, the votes were counted, and the results were prepared.



The Consolidated result of the voting for the Tribunal Convened Meeting is as under:

**Special resolution** for Approval of Scheme of Amalgamation and Merger of Sun Pharma Global FZE (“Transferor Company”) with Sun Pharmaceutical Industries Limited (“Transferee Company”), and their respective members and creditors (“Scheme of Amalgamation”) for merger of the Transferor Company with the Transferee Company under the provisions of section 230 to 232 read with section 234 and any other applicable provisions of the Companies Act, 2013:

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	% of total number of members (Favour and Against)	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
Remote e-Voting	1,153	98.9700%	2,073,625,565	99.9999%
e-voting	12	100.0000%	235,572	100.0000%
<b>Total</b>	<b>1,165</b>	<b>98.9805%</b>	<b>2,073,861,137</b>	<b>99.9999%</b>

ii. Voted against the resolution:

Mode of voting	Number of members voted	% of total number of members (Favour and Against)	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
Remote e-Voting	12	1.0300%	1,471	0.0001%
e-voting	0	0.0000%	0	0.0000%
<b>Total</b>	<b>12</b>	<b>1.0195%</b>	<b>1,471</b>	<b>0.0001%</b>

iii. Invalid votes:

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

Based on the foregoing, the resolution as stated in the Notice of the Meeting of the Company is deemed to have been passed with the requisite majority on the date of the Tribunal Convened Meeting i.e. Tuesday, March 16, 2021 with the majority of members exercising voting rights representing three-fourth in value of shares held by members exercising voting rights and voted in favour through Voting through Electronic Means.

The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Tribunal Convened Meeting.

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



Thanking you.

For KJB & CO LLP,  
Practicing/Company Secretaries

*Ashok Bhuta*  
Chintan Jagdishgiri Goswami  
Partner

Mem No. - 33697

C. P. No. - 12721

UDIN: A033697B004093577

Date: March 17, 2021 / Phalguna 27, 1942 Saka

Place: Mumbai



*A 2 Bhuta*

Countersigned by Ashok Bhuta  
(Authorised by Chairman of the Tribunal Convened Meeting)

# KJB & CO LLP

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT

[Pursuant to directions issued by the Ahmedabad Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated January 07, 2021 in Company Scheme Application No. CA(CAA) No. 90/NCLT/AHM/2020]

To,  
The Chairman of Tribunal Convened Meeting of the unsecured creditors of Sun Pharmaceutical Industries Limited (*"the Company"*).

Dear Sir,

Scrutinizer's Report for e-voting at the Tribunal Convened Meeting of Unsecured Creditors (*"Meeting"*) of Sun Pharmaceutical Industries Limited in connection with the resolution detailed in the Notice dated January 22, 2021 (*"Notice"*), convening Meeting of the Company on Tuesday, March 16, 2021 at 2:00 p.m. (IST) conducted through Video Conferencing (*"VC"*) / Other Audio Visual Means (*"OAVM"*) in pursuance of directions issued by the Ahmedabad Bench of Hon'ble NCLT vide its order dated January 07, 2021 in Company Scheme Application No. CA(CAA) No. 90/NCLT/AHM/2020 (*"NCLT Order"*).

1. I, Chintan Jagdishgiri Goswami, Partner of KJB & CO LLP, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Hon'ble NCLT for the purpose of scrutinizing votes cast through the e-voting facility made available during the Meeting in respect of resolution proposed at the Meeting held on **Tuesday, March 16, 2021 at 02:00 p.m. (IST) conducted through VC / OAVM**, in accordance with NCLT Order and the provisions of (a) Section 230(4) and Section 108 of the Companies Act, 2013 and the rules made thereunder (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (c) Secretarial Standard-2 issued by the Institute of Company Secretarial of India.
2. In view of situation arising due to COVID-19 global pandemic, social distancing norms to be followed and pursuant to the NCLT Order, the Meeting was conducted through VC / OAVM by following the operating procedures (with such modifications as may be required) as per the guidelines issued by Ministry of Corporate Affairs (*"MCA"*) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 39/2020 dated December 31, 2020 (collectively to as referred as *"MCA Circulars"*).
3. **Management's Responsibility:**

The management of the Company is responsible to ensure compliance with the requirements of the NCLT Order relating to voting through e-voting facility at the Meeting on the resolution stated in the Notice calling the Meeting of the Company (*"Notice"*).

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**4. Scrutinizer's Responsibility:**

Our responsibility as a Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited, the agency engaged by the Company to provide facility to the unsecured creditors to cast their votes by way of e-voting facility made available at the Meeting.

**5. Further to above, we submit our report as under:**

- a. Notices were issued to the Unsecured Creditors whose names were appearing in the list of Unsecured Creditors as on December 31, 2020 as per directions issued by Hon'ble NCLT vide NCLT order and voting rights were reckoned in proportion to the outstanding value of the unsecured creditors as per the books of accounts of the Company as on March 09, 2021 ("Cut-off Date").
- b. At the Meeting, the Chairman announced that the unsecured creditors present at the Meeting, can exercise their voting rights by way of e-voting, which was made available during the Meeting.
- c. The Value of the debt in the books of the Company as on Cut-off Date has been verified with the records of the Company.
- d. Voting rights of Unsecured Creditors have been reckoned in proportion to their share in the total amount of Unsecured debts of the Company i.e. 1 vote for value of debt of INR 1, as on Cut-off Date.
- e. The Company had provided the facility of e-voting during the Meeting and till 15 minutes from conclusion of the Meeting by VC/OAVM.
- f. The Company had appointed Central Depository Services Limited to provide electronic voting facility during the Meeting to its Unsecured Creditors.
- g. After the completion of e-voting process at the Meeting, the votes cast through e-voting at the Meeting were unblocked and downloaded from the e-voting website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com). The e-voting data/results downloaded from e-voting system of Central Depository Services (India) Limited were scrutinized and reviewed, the votes were counted, and the results were prepared.



The result of the voting for the Tribunal Convened Meeting is as under:

**Special resolution** for Approval of Scheme of Amalgamation and Merger of Sun Pharma Global FZE ("Transferor Company") with Sun Pharmaceutical Industries Limited ("Transferee Company"), and their respective members and creditors ("Scheme of Amalgamation") for merger of the Transferor Company with the Transferee Company under the provisions of section 230 to 232 read with section 234 and any other applicable provisions of the Companies Act, 2013:

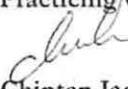
Particulars	Unsecured Creditors voted at the Meeting		Votes cast by Unsecured Creditors	
	No. of Unsecured Creditors	%	No. of Votes	%
Votes cast in favour of the resolution	42	97.6744	51,860,287,173	99.9998
Votes cast against the resolution	1	2.3256	86,000	0.0002
Total number of Votes casted	43	100.0000	51,860,373,173	100.0000

Based on the foregoing, the resolution as stated in the Notice of the Meeting of the Company is deemed to have been passed with the requisite majority on the date of the Tribunal Convened Meeting i.e. Tuesday, March 16, 2021 with the majority of unsecured creditors exercising voting rights representing three-fourth in value of outstanding debts of unsecured creditors present and voted in favour through e-voting facility made available at the Meeting.

The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Tribunal Convened Meeting.

Thanking you.

For KJB & CO LLP,  
Practicing Company Secretaries

  
Chintan Jagdishgiri Goswami  
Partner

Mem No. - 33697

C. P. No. - 12721

UDIN: A033697B004093654

Date: March 17, 2021 / Phalguna 27, 1942 Saka

Place: Mumbai





Countersigned by Ashok Bhuta  
(Authorised by Chairman of the Tribunal Convened Meeting)