

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 Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT" or "Tribunal") vide its order dated November 14, 2024 in Company Scheme Application No. CA(CAA)48/(AHM)2024]

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 NCLT Convened Meeting of members ("Meeting") of Sun Pharmaceutical Industries Limited in connection with the resolution detailed in the Notice dated December 16, 2024 ("Notice"), convening Meeting of the Company on Tuesday, January 21, 2025 at 3:00 p.m. (IST) conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in pursuance of directions issued by the Hon'ble NCLT vide its order dated November 14, 2024 in Company Scheme Application No. CA(CAA)48/(AHM)2024 ("NCLT Order").

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 prior to the Meeting (*"Remote e-Voting"*) as well as e-voting during the meeting (*"e-voting"*) in respect of resolution proposed at the Meeting held on Tuesday, January 21, 2025 at 03:00 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"*); Secretarial Standard on General Meetings (*"SS-2"*) issued by the Institute of Company Secretaries of India; SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (*"SEBI Master Circular"*); and in pursuance of directions issued by the Hon'ble NCLT vide NCLT Order.

1. Pursuant to the NCLT Order and various circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India ("SEBI"), and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting is being held through VC / OAVM to transact the business set out in the Notice of the Meeting.
2. **Management's Responsibility:**

The management of the Company is responsible to ensure compliance with the requirements of (a) 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"*); (b) SEBI

KJB & CO LLP

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Master Circular; (c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (d) NCLT Order; on the resolution stated in the Notice.

3. 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.

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

- a) Pursuant to NCLT Order, the Notice of Meeting along with the other documents/annexures as mentioned in the Index are being sent only electronically to those shareholders whose e-mail addresses are registered with the Company's RTA / Depositories. 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, January 14, 2025.
- b) The Remote e-Voting platform period remained open from Friday, January 17, 2025 at 9.00 a.m. (IST) till Monday, January 20, 2025 at 5.00 p.m. (IST) on the designated website of Central Depository Services (India) Limited at www.evotingindia.com.
- c) The Company 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. 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.
- e) In accordance with the Observation letter of the BSE Limited and National Stock Exchange of India Limited, for compliance with the requirement of Para 10 (a) and 10 (b) of the SEBI Master Circular, the Composite Scheme of Arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the resolution are more than the number of votes cast by the public shareholders against it and the Transferee Company is seeking the approval of its Equity Shareholders (which includes Public Shareholders) to the Scheme through e-voting.

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

Resolution for Approval of Composite Scheme of Arrangement (hereinafter referred to as “Scheme of Arrangement” or “Scheme”), involving (a) amalgamation of Wholly-owned subsidiary companies viz. Sun Pharmaceutical Medicare Limited, Green Eco Development Centre Limited, Faststone Mercantile Company Private Limited, Realstone Multitrade Private Limited, Skisen Labs Private Limited (“**Transferor Companies**”) with Sun Pharmaceutical Industries Limited (“**Transferee Company**” or “**the Company**”), and (b) Reclassification of General Reserve of the Company to Retained Earnings, and their respective shareholders pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013:

A. Votes cast by Equity Shareholders of the Company as on Cut-off Date:

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	% of total number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,468	98.84%	2,13,53,38,464	100.00%
e-Voting	10	100.00%	9,62,509	100.00%
Total	2,478	98.84%	2,13,63,00,973	100.00%

ii. Voted against the resolution:

Mode of voting	Number of members voted	% of total number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	29	1.16%	4,128	0.00%
e-Voting	0	0.00%	0	0.00%
Total	29	1.16%	4,128	0.00%

iii. Invalid votes:

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

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B. Votes cast by Public Equity Shareholders excluding Promoter & Promoter Group of the Company as on Cut-off Date:

i. Voted in favour of the resolution:

Mode of voting	Number of Public Shareholders voted	% of total number of Public Shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,454	98.83%	82,91,78,347	100.00%
e-Voting	9	100.00%	91	100.00%
Total	2,463	98.84%	82,91,78,438	100.00%

ii. Voted against the resolution:

Mode of voting	Number of Public Shareholders voted	% of total Public Shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	29	1.17%	4,128	0.00%
e-Voting	0	0.00%	0	0.00%
Total	29	1.16%	4,128	0.00%

iii. Invalid votes:

Total number of Public Shareholders 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 majority of persons representing more than three-fourth in value of Equity Shareholders exercising voting rights in favour through Remote e-Voting and by e-Voting at the Meeting as required under (a) the Act and relevant rules thereunder; (b) relevant circulars issued by SEBI; and (c) NCLT Order. The resolution has also been approved by the majority of public shareholders as the votes cast by the public shareholders in favour of the resolution are more than the

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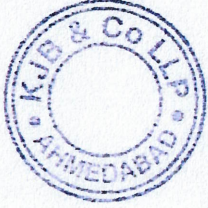
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number of votes cast by the public shareholders against it. The resolution is deemed to be passed with effect from January 21, 2025.

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: For the purpose of number of members voted in case of Promoter and Promoter group under Remote e-Voting, the number of folios have been consolidated on PAN basis.

For KJB & CO LLP,
Practicing Company Secretaries



Chintan Jagdishgiri Goswami
Partner

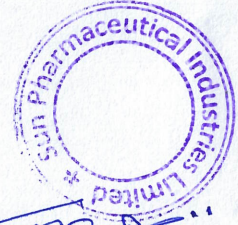
Mem No. - 33697

C. P. No. - 12721

UDIN: A033697F003752742

Date: Magha 1, 1946 | January 21, 2025

Place: Vadodara



Countersigned by Anoop Deshpande
Company Secretary and Compliance Officer
(Authorised by Chairman of the Tribunal Convened Meeting)

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