

SPARC/Sec/SE/2019-20/023

30<sup>th</sup> July 2019

To,

**National Stock Exchange of India Ltd.**

Exchange Plaza, 5th Floor Plot No.C/1,G Block,  
Bandra Kurla Complex,  
Sandra (E), Mumbai- 400 051

**BSE Ltd.,**

Market Operations Department  
P. J. Towers, Dalal Street,  
Mumbai- 400 001

Scrip Code:SPARC

Scrip Code: 532872

Dear Sirs,

**Sub:** *Voting Results of Fourteenth Annual General Meeting of the Company held on 29<sup>th</sup> July, 2019.*

Pursuant to the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we submit herewith the details of the result of remote e-voting as well as e-Poll conducted at the Fourteenth Annual General Meeting (AGM) of Sun Pharma Advanced Research Company Limited held on 29<sup>th</sup> July, 2019 from 09:45 a.m. to 11:10 a.m. at Vasvik Auditorium, Trivia Complex, Race Course Road, Gautam Nagar, Vadiwadi, Vadodara – 390007, Gujarat, India in respect of all the resolutions as set out in the Notice dated 7<sup>th</sup> May, 2019 for your information and noting.

In accordance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, 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 remote electronic voting during the period Commencing from 26<sup>th</sup> July, 2019 (09.00 a.m.) to 28<sup>th</sup> July, 2019 (5.00 p.m.). An e-poll was also conducted at the AGM for all the members who were present at the meeting but had not voted through remote e-voting.

All the resolutions contained in the Notice of the above AGM were approved by the requisite majority of Shareholders through remote e-voting and e-poll conducted at the AGM. Copy of Combined Scrutinizers Report is enclosed herewith.

We request you to kindly take note of the same.

Thanking you,  
Yours faithfully,

For **Sun Pharma Advanced Research Company Limited**

A handwritten signature in black ink, appearing to read "Debashis Dey", is written over a light blue horizontal line.

**Debashis Dey**  
Company Secretary

**Encl:** *As above*

|  |  |
|--|--|
| Name of the Company  | Sun Pharma Advanced Research Company Limited                           |
| Date of AGM  | 29th July 2019   |
| Total Number of Shareholders on record date (i.e. 21 <sup>st</sup> July, 2018 -cut-off date for voting purpose):   | 82,972   |
| Number of Shareholders present in the meeting either in person or proxy: <ul style="list-style-type: none"> <li>• Promoter &amp; Promoter Group</li> <li>• Public</li> </ul> | <ul style="list-style-type: none"> <li>• 5</li> <li>• 54</li> </ul>    |
| No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>       | <ul style="list-style-type: none"> <li>• NIL</li> <li>• NIL</li> </ul> |
| Mode of Voting   | Remote e-voting & e-Poll conducted at AGM venue.                       |

**RESOLUTION 1:**

| <b>Resolution Required (Ordinary/Special)</b>                                    | <b>Ordinary</b>       | <b>To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon.</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>                  |
| Promoter and Promoter Group  | Postal Ballot         | 179,407,230  | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | E-Voting              |  | 178,928,816               | 99.733   | 178,928,816                    | -                          | 100.000                                     | 0.000                                     |
|  | Poll                  |  | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | <b>Total</b>          |  | <b>178,928,816</b>        | <b>99.733</b>                                  | <b>178,928,816</b>             | -                          | <b>100.000</b>                              | <b>0.000</b>                              |
| Public - Institutions  | Postal Ballot         | 11,794,879   | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | E-Voting              |  | 9,526,207                 | 80.766   | 9,526,207                      | -                          | 100.000                                     | 0.000                                     |
|  | Poll                  |  | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | <b>Total</b>          |  | <b>9,526,207</b>          | <b>80.766</b>                                  | <b>9,526,207</b>               | -                          | <b>100.000</b>                              | <b>0.000</b>                              |
| Public - Non-Institutions  | Postal Ballot         | 70,845,397   | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | E-Voting              |  | 22,638,008                | 31.954   | 22,637,998                     | 10                         | 100.000                                     | 0.000                                     |
|  | Poll                  |  | 507,524                   | 0.716  | 507,481                        | 43                         | 99.992                                      | 0.008                                     |
|  | <b>Total</b>          |  | <b>23,145,532</b>         | <b>32.670</b>                                  | <b>23,145,479</b>              | <b>53</b>                  | <b>100.000</b>                              | <b>0.000</b>                              |
| <b>Total</b>   |                       | <b>262,047,506</b>   | <b>211,600,555</b>        | <b>80.749</b>                                  | <b>211,600,502</b>             | <b>53</b>                  | <b>100.000</b>                              | <b>0.000</b>                              |

**RESOLUTION 2:**

| <b>Resolution Required (Ordinary/Special)</b>                                    | <b>Ordinary</b>       | <b>To appoint a Director in place of Mr. Dilip S. Shanghvi (DIN:00005588), who retires by rotation and being eligible, offers himself for reappointment.</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>                  |
| Promoter and Promoter Group  | Postal Ballot         | 179,407,230  | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | E-Voting              |  | 178,928,816               | 99.733   | 178,928,816                    | -                          | 100.000                                     | 0.000                                     |
|  | Poll                  |  | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | <b>Total</b>          |  | <b>178,928,816</b>        | <b>99.733</b>                                  | <b>178,928,816</b>             | <b>-</b>                   | <b>100.000</b>                              | <b>0.000</b>                              |
| Public - Institutions  | Postal Ballot         | 11,794,879   | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | E-Voting              |  | 9,526,207                 | 80.766   | 9,508,591                      | 17,616                     | 99.815                                      | 0.185                                     |
|  | Poll                  |  | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | <b>Total</b>          |  | <b>9,526,207</b>          | <b>80.766</b>                                  | <b>9,508,591</b>               | <b>17,616</b>              | <b>99.815</b>                               | <b>0.185</b>                              |
| Public - Non-Institutions  | Postal Ballot         | 70,845,397   | -                         | 0.000  | -                              | -                          | 0.000                                       | 0.000                                     |
|  | E-Voting              |  | 22,638,008                | 31.954   | 22,637,708                     | 300                        | 99.999                                      | 0.001                                     |
|  | Poll                  |  | 507,524                   | 0.716  | 507,481                        | 43                         | 99.992                                      | 0.008                                     |
|  | <b>Total</b>          |  | <b>23,145,532</b>         | <b>32.670</b>                                  | <b>23,145,189</b>              | <b>343</b>                 | <b>99.999</b>                               | <b>0.001</b>                              |
| <b>Total</b>   |                       | <b>262,047,506</b>   | <b>211,600,555</b>        | <b>80.749</b>                                  | <b>211,582,596</b>             | <b>17,959</b>              | <b>99.992</b>                               | <b>0.008</b>                              |

**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to sections 108 of Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Secretarial Standards – 2 (General Meetings) issued by Institute of Company Secretaries of India]**

To,

The Chairman of 14<sup>th</sup> Annual General Meeting of the members of Sun Pharma Advanced Research Company Limited held on Monday, July 29, 2019 at Vasvik Auditorium, Trivia Complex, Race Course Road, Gautam Nagar, Vadiwadi, Vadodara – 390007, Gujarat, India.

**Sub: Consolidated Scrutinizer's Report**

**Ref: 14<sup>th</sup> Annual General Meeting of members of Sun Pharma Advanced Research Company Limited.**

Dear Sir,

1. I, Alpeshkumar Panchal, Partner of M/s. KJB & CO LLP, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of **Sun Pharma Advanced Research Company Limited** ("**the Company**") for the purpose of Scrutinizing the votes cast by members through Remote E-voting ("**Remote e-Voting**") as well as voting conducted through electronic system ("**Electronic Poll**") at 14<sup>th</sup> Annual General Meeting of the Company held on Monday, July 29, 2019 at 09.45 a.m. at Vasvik Auditorium, Trivia Complex, Race Course Road, Gautam Nagar, Vadiwadi, Vadodara – 390007, Gujarat, India, 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 Standards – 2 (Secretarial Standards on General Meetings) ("**SS-2**") issued by the Institute of Company Secretaries of India ("ICSI").

**Management's Responsibility:**

2. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and SS-2 relating to Remote e-Voting and Electronic Poll at the AGM (hereinafter collectively referred to as "**Voting through Electronic Means**") on the resolutions stated in the Notice calling the AGM ("Notice").

**Scrutinizer's Responsibility:**

3. Our responsibility as a Scrutinizer to ensure that the voting process is conducted in a fair and transparent manner and submit a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited ("**CDSL**"), the agency engaged by the Company to provide facility to the members to cast votes either by way of Remote e-Voting or Electronic Poll at the AGM.
4. At the AGM of the Company, the Chairman had appointed, undersigned, Mr. Alpeshkumar Panchal, Partner, M/s. KJB & CO LLP, Practicing Company Secretaries; and as the



Scrutinizers for the Electronic Poll conducted at the AGM held on Monday, July 29, 2019 at Vasvik Auditorium, Trivia Complex, Race Course Road, Gautam Nagar, Vadiwadi, Vadodara – 390007, Gujarat, India.

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

5.1 The e-Voting period remained open from Friday, July 26, 2019 at 9.00 A.M. to Sunday, July 28, 2019 at 5.00 P.M. on the designated website [www.evotingindia.com](http://www.evotingindia.com) of CDSL.

5.2 At the AGM, the Chairman after discussions on all matters included in the said Notice was over, announced that the Members (including proxies) present at the AGM and who have not cast their vote by Remote e-Voting, can exercise their voting rights by Electronic Poll, which was made available at the venue of the AGM.

5.3 Thereafter, on completion of the voting at the venue of the AGM, the details of Voting through Electronic means were generated from the electronic voting system provided by the CDSL.

5.4 Voting rights of members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. Saturday, July 20, 2019.

The Consolidated result of the Voting through Electronic Means for the AGM is as under:

**Item No. 1:-**

**Ordinary Resolution** to consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution

| Mode of voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-----------------|-------------------------|------------------------------|--|
| Remote e-Voting | 135                     | 21,10,93,021                 | 100.000  |
| Electronic Poll | 35                      | 5,07,481                     | 99.991   |
| <b>Total</b>    | <b>170</b>              | <b>21,16,00,502</b>          | <b>100.000</b>   |



ii. Voted **against** the resolution:

| Mode of voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-----------------|-------------------------|------------------------------|--|
| Remote e-Voting | 1                       | 10                           | 0.000  |
| Electronic Poll | 2                       | 43                           | 0.009  |
| <b>Total</b>    | <b>3</b>                | <b>53</b>                    | <b>0.000</b>   |

iii. **Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

**Item No. 2:-**

**Ordinary Resolution** to appoint a Director in place of Mr. Dilip S. Shanghvi (DIN:00005588), who retires by rotation and being eligible, offers himself for reappointment.

i. Voted **in favour** of the resolution:

| Mode of voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-----------------|-------------------------|------------------------------|--|
| Remote e-Voting | 132                     | 21,10,75,115                 | 99.992   |
| Electronic Poll | 35                      | 5,07,481                     | 99.992   |
| <b>Total</b>    | <b>167</b>              | <b>21,15,82,596</b>          | <b>99.992</b>  |

ii. Voted **against** the resolution:

| Mode of voting  | Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-----------------|-------------------------|------------------------------|--|
| Remote e-Voting | 4                       | 17,916                       | 0.008  |
| Electronic Poll | 2                       | 43                           | 0.008  |
| <b>Total</b>    | <b>6</b>                | <b>17,959</b>                | <b>0.008</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 nos. 1 and 2 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e. July 29, 2019.

The electronic data and all other relevant records relating to the Voting through Electronic Means are under our safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you.

**For KJB & CO LLP,  
Practicing Company Secretaries**

  
**Alpeshkumar Panchal**  
Partner  
Mem. No. – A49008  
C.P. No. - 20120  
Date: 30<sup>th</sup> July 2019  
Place: Mumbai.



**Countersigned by Mr. Debashis Dey  
(Authorised by Chairman of the AGM)**