

To,

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor Plot No.C/1,G Block,
Bandra Kurla Complex,
Bandra (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: Disclosure of Scrutinizer's Consolidated Report (including majority as per Regulation 23(4) of SEBI LODR Regulations) for remote e-voting and e-voting at the Extra Ordinary General Meeting of the Company held on 8th June, 2021 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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-voting conducted at the Extra-Ordinary General Meeting (EGM) of Sun Pharma Advanced Research Company Limited held on 8th June, 2021 from 04:00 p.m. to 04:40 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in respect of all the resolutions as set out in the Notice dated 12th May 2021, for your information and dissemination.

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 EGM Notice through remote electronic voting during the period Commencing from 5th June, 2021 (09.00 a.m.) to 7th June, 2021 (5.00 p.m.). A facility to cast vote electronically for all the resolutions proposed at the Extra-Ordinary General Meeting of the Company was also provided to all the members who were attending the EGM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and who had not voted earlier through remote e-voting.



Further in terms of Regulation 23(4) of SEBI LODR Regulations, the resolution is also required to be approved by the Shareholders of the Company other than related parties and accordingly related parties votes have been ignored for compliance with Regulation 23(4) of the SEBI LODR Regulations and separately disclosed.

The the resolution contained in the Notice of the EGM was approved by the requisite majority of Shareholders (including majority as per Regulation 23(4) of SEBI LODR Regulations) through remote e-voting and e-voting facility provided at the EGM.

As per Regulation 44(3) of the SEBI (LODR) Regulations, 2015, please find enclosed the following disclosures :

- a. The combined voting results of remote e-voting and e-voting in terms of Companies Act, 2013 (“**Annexure A**”)
- b. Disclosure of combined voting results of remote e-voting and e-voting to determine compliance under regulation 23(4) of SEBI (LODR) Regulations (“**Annexure B**”)
- c. Combined Scrutinizers Report on of remote e-voting and e-voting (“**Annexure C**”)

We request you to kindly take note of the same.

Thanking you,

Yours faithfully,

For **Sun Pharma Advanced Research Company Limited**



Debashis Dey
Company Secretary



Encl: *As above*

Name of the Company	Sun Pharma Advanced Research Company Limited
Date of EGM	8 th June 2021
Total Number of Shareholders on record date (i.e. 19 th April 2021 -cut-off date for voting purpose):	108633
Number of Shareholders present in the meeting in person: <ul style="list-style-type: none"> • Promoter & Promoter Group • Public 	<ul style="list-style-type: none"> • Nil • Nil
No. of Shareholders attended the meeting through Video Conferencing: <ul style="list-style-type: none"> • Promoters and Promoter Group • Public 	<ul style="list-style-type: none"> • 10 • 50
Mode of Voting	Remote e-voting & e-voting conducted at EGM.

Note: For the purpose of number of members present in case of promoter and promoted group, the number of folios have been consolidated on the basis of PAN.



Annexure - A

RESOLUTION 1:

Resolution Required (Ordinary/Special)	Special	Issue of upto 6,74,70,203 (Six Crores Seventy Four Lakhs Seventy Thousand Two Hundred and Three) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable law ("Warrants") to the Promoter of the Company and certain identified non-promoter persons / entities.						
Whether promoter/ promoter group are interested in the agenda /resolution?	YES							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	179407230	-	0.000	-	-	0.000	0.000
	E-Voting		17,94,06,030	99.999	17,94,06,030	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Total		17,94,06,030	99.999	17,94,06,030	-	100.000	0.000
Public - Institutions	Postal Ballot	7466677	-	0.000	-	-	0.000	0.000
	E-Voting		67,18,453	89.979	36,88,906	30,29,547	54.907	45.093
	Poll		-	0.000	-	-	0.000	0.000
	Total		67,18,453	89.979	36,88,906	30,29,547	54.907	45.093
Public - Non-Institutions	Postal Ballot	75173599	-	0.000	-	-	0.000	0.000
	E-Voting		3,55,06,103	47.232	3,51,80,079	3,26,024	99.082	0.918
	Poll		1,330	0.002	1,330	-	100.000	0.000
	Total		3,55,07,433	47.234	3,51,81,409	3,26,024	99.082	0.918
Total		26,20,47,506	22,16,31,916	84.577	21,82,76,345	33,55,571	98.486	1.514



Annexure B

Resolution Required (Ordinary/Special)	Special	Disclosure of voting results to determine compliance under regulation 23(4) of SEBI (LODR) Regulations in respect of resolution passed by the members for Issue of upto 6,74,70,203 (Six Crores Seventy Four Lakhs Seventy Thousand Two Hundred and Three) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable law ("Warrants") to the Promoter of the Company and certain identified non-promoter persons / entities.						
Whether promoter/promoter group are interested in the agenda /resolution?	YES							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	179407230	0	0	-	-	-	-
	E-Voting		0	0	-	-	-	-
	Poll		0	0	-	-	-	-
	Total		0	0	-	-	-	-
Public - Institutions	Postal Ballot	7466677	-	0.000	-	-	0.000	0.000
	E-Voting		67,18,453	89.979	36,88,906	30,29,547	54.907	45.093
	Poll		-	0.000	-	-	0.000	0.000
	Total		67,18,453	89.979	36,88,906	30,29,547	54.907	45.093
Public - Non-Institutions	Postal Ballot	75173599	-	0.000	-	-	0.000	0.000
	E-Voting		2,77,45,346	36.908	2,74,19,322	3,26,024	98.825	1.175
	Poll		1,330	0.002	1,330	-	100.000	0.000
	Total		2,77,46,676	36.910	2,74,20,652	3,26,024	98.825	1.175
Total		8,26,40,276	3,44,65,129	41.705	3,11,09,558	33,55,571	90.264	9.736



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 Institute of Company Secretaries of India]

To,
The Chairman of Extra Ordinary General Meeting of the members of Sun Pharma Advanced Research Company Limited.

Dear Sir,

Sub: Scrutinizer's Consolidated Report for remote e-voting and e-voting at the Extra Ordinary General Meeting of members of Sun Pharma Advanced Research Company Limited held on Tuesday, June 8, 2021 at 04:00 pm conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

1. I, Alpeshkumar Jayantilal Panchal, Partner of 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 remote e-voting process (*"Remote e-Voting"*) as well as voting by use of electronic means at the meeting (*"e-Voting"*) in respect of resolution proposed at the Extra Ordinary General Meeting of the Company held on **Tuesday, June 8, 2021 at 04:00 pm** (*"Meeting"*) conducted through **Video Conferencing ('VC') / Other Audio Visual Means ('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 issued by the Institute of Company Secretaries of India (*"SS-2"*).
2. In view of situation arising due to COVID-19 global pandemic, social distancing norms to be followed, 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. 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"*).

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 for the Meeting (hereinafter referred to as *"Voting through Electronic means"*) on the resolution stated in the Notice convening 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



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COMPANY SECRETARIES

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 for the Meeting .

5. Further to above, we submit our report as under:
- a) 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, June 1, 2021.
 - b) The Remote e-Voting platform period remained open from Saturday, June 5, 2021, 9.00 A.M. till Monday, June 7, 2021, 5.00 P.M. on the designated website www.evotingindia.com of Central Depository Services (India) Limited.
 - c) The Company had also provided the facility of e-Voting during the Meeting and till 15 minutes after conclusion of the Meeting by VC/OAVM for the Members who had joined the Meeting but had 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 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.



The Consolidated result of the voting for the Extra Ordinary General Meeting is as under:

Item No. 1:

Special resolution for an issue of up to 6,74,70,203 (Six Crores Seventy Four Lakhs Seventy Thousand Two Hundred and Three) warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable law ("Warrants") to the Promoter of the Company and certain identified non-promoter persons / entities:

➤ **The following result is considering all the valid votes cast by the members of the Company without elimination of votes of related parties pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended:**

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	145	21,82,75,015	98.4860
e-Voting	7	1,330	100.0000
Total	152	21,82,76,345	98.4860

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	38	33,55,571	1.5140
e-Voting	0	0	0.0000
Total	38	33,55,571	1.5140

iii. **Invalid** votes:

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

➤ **The following result is based on elimination of votes cast by related parties (as provided by the Company) pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended:**

iv. 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	116	3,11,08,228	90.2635
e-Voting	7	1,330	100.0000
Total	123	3,11,09,558	90.2639

KJB & CO LLP

COMPANY SECRETARIES

v. 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	38	33,55,571	9.7365
e-Voting	0	0	0.0000
Total	38	33,55,571	9.7361

vi. **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 are deemed to have been passed with the requisite majority (including after elimination of votes cast by related parties as per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) on the date of the Meeting i.e. Tuesday, June 8, 2021.

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 Extra Ordinary General Meeting.

Note: For the purpose of number of members voted in case of promoter and promoted group, the number of folios have been consolidated on PAN basis.

Thanking you.

For KJB & CO LLP
Practicing Company Secretaries


Alpeshkumar Panchal
Partner

Mem No. - 49008

C. P. No. - 20120

UDIN: A049008C000439585

Date: June 9, 2021 / Jyeshtha 19, 1943

Place: Vadodara.



Countersigned by Mr. Debashis Dey
(Authorised by Chairman of the Extra Ordinary General Meeting)