



C. J. GOSWAMI & ASSOCIATES
Practicing Company Secretaries

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 to 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per directions issued by the Ahmedabad Bench of National Company Law Tribunal ("NCLT" or "Tribunal") vide order dated 18th April, 2017 in Company Scheme Application No. CA(CAA) No. 22/NCLT/AHM/2017]

To,

Mr. Sailesh T. Desai,

The Chairman of Tribunal convened meeting of Equity Shareholders ("Chairman"),

Sun Pharmaceutical Industries Limited (CIN: L24230GJ1993PLC019050)

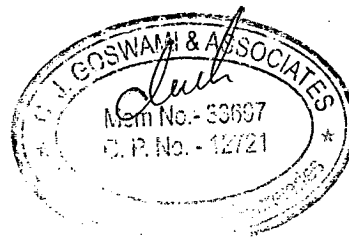
Regd. office: SPARC, Tandalja, Vadodara – 390 020, Gujarat, India.

Dear Sir,

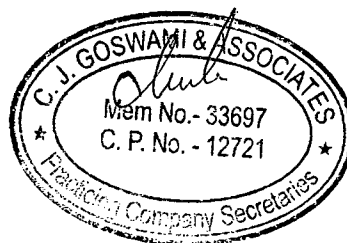
Consolidated Report of Scrutinizer on the results of Voting by way of Remote E-voting / Postal Ballot / Poll at the venue of the Tribunal convened meeting of Equity Shareholders ("Tribunal convened Meeting" or "Meeting") of Sun Pharmaceutical Industries Limited ("the Company"), in connection with the resolution detailed in the Notice dated 26th April, 2017 ("Notice"), convening Meeting of the Company on Tuesday, 20th June, 2017 at 10.15 A.M. at Sir Sayajirao Nagargruh, Akota, Vadodara -390 020, Gujarat, India in pursuance of directions issued by Ahmedabad Bench of Hon'ble NCLT vide order dated 18th April, 2017 in Company Scheme Application No. CA(CAA) No. 22/NCLT/AHM/2017.

I, Chintan Goswami, proprietor of M/s. C. J. Goswami & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of voting taken on the resolution detailed in the Notice dated 26th April, 2017, for the Tribunal Convened Meeting of the Company on Tuesday, 20th June, 2017 at 10.15 A.M. at Sir Sayajirao Nagargruh, Akota, Vadodara -390 020, Gujarat, India ("Venue") in pursuance of directions issued by the Ahmedabad Bench of Hon'ble NCLT vide order dated 18th April, 2017 in Company Scheme Application No. CA(CAA) No. 22/NCLT/AHM/2017.

1. The compliance with NCLT order dated 18th April, 2017, in relation to voting through Remote E-voting / Postal Ballot / by way of Poll at the Tribunal convened Meeting on the proposed resolution is the responsibility of the management of the Company. Our responsibility as a scrutinizer was to ensure that the processes of voting by way of Remote E-voting, Postal Ballot and Poll at the Venue of Tribunal convened Meeting conducted in a fair and transparent manner and to submit a consolidated scrutinizer's report on the voting to the Chairman of this Meeting on the resolution, based on the report generated from the electronic voting system provided by Central Depository Services (India) Limited ("CDSL" or "agency") and physical counting of votes by way of Postal Ballot and Poll conducted at the Tribunal convened Meeting.



2. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 to 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by the Hon'ble NCLT, the Company had provided remote E-voting facility through CDSL and the facility to vote by way of Postal Ballot, before the Tribunal convened Meeting and also, by way of Poll at the Tribunal convened Meeting.
3. Notices were issued to the Members whose name were appearing in the Register of Members as on 31st March, 2017 and voting rights were reckoned as on 31st March, 2017, being the cut-off date as per directions issued by Hon'ble NCLT vide order dated 18th April, 2017 for the purpose of deciding the eligibility to vote by the shareholders.
4. Further to above, we submit our report as under:
 - 4.1 The voting through Remote E-voting and Postal ballot remained open for a period of 30 days commencing from Sunday, May 21, 2017 at 9.00 A.M. and ended on Monday, June 19, 2017 at 5.00 P.M.
 - 4.2 At the Tribunal convened Meeting, the Chairman, after discussion on resolution mentioned in the said Notice was over, announced that the Members present at the Meeting and who have not casted their vote by Remote E-voting and Postal Ballot, can exercise their voting rights by Poll, which was made available at the Venue of the Tribunal convened Meeting.
 - 4.3 Thereafter, on completion of the voting at the Tribunal convened Meeting, the Ballot Box(es) were unlocked in the presence of 2 witnesses who are not in the employment of the Company. The Poll papers were verified by Link Intime India Private Limited ("Registrar and Share Transfer Agent" or "RTA") for signature verification and eligibility of Members to vote on the resolution.
 - 4.4 Subsequently, the votes casted through Remote E-voting were unblocked in the presence of two witnesses and the Remote E-voting summary statement generated from the electronic voting system provided by CDSL.
 - 4.5 Particulars of all the Postal ballot forms received from the shareholders have been entered in the register in electronic mode separately maintained for the purpose.
 - 4.6 We have relied on information provided by Link Intime India Private Limited, RTA of the Company in relation to details regarding number of shares held and signature of shareholders.
 - 4.7 Voting rights of Equity shareholders have been reckoned in proportion to their shares in the paid-up share capital of the Company as on Friday, March 31, 2017.



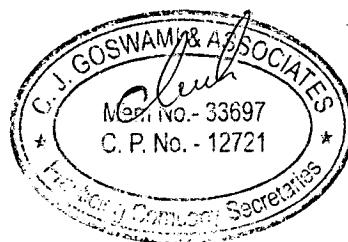
We hereby submit our Report as under:

A. Details of Votes casted by way of Remote E-voting, Postal Ballot and a Poll at Tribunal convened Meeting of Equity Shareholders with respect to resolution proposed in the Notice dated 26th April, 2017 are as under:

Resolution:

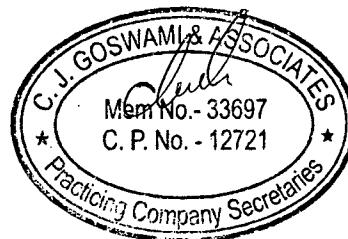
Resolution pursuant to provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the provisions of Memorandum and Articles of Association of Sun Pharmaceutical Industries Limited for approving Scheme of Arrangement among Sun Pharma Medisales Private Limited, Ranbaxy Drugs Limited, Gufic Pharma Limited, Vidyut Investments Limited and Sun Pharmaceutical Industries Limited and their respective members and creditors.

Sr. No.	Particulars	No. of Members	Number of votes cast by them
A	Votes cast by way of Remote E-voting	2,094	2,000,371,571
B	Votes cast by way of Postal Ballot	966	511,655
C	Votes cast by way of Poll at Tribunal convened meeting	77	1,379,874
D	Total Votes cast (A+B+C)	3,137	2,002,263,100
E	Less: Rejection of votes cast by way of Remote E-voting	Nil	Nil
F	Less: Rejection of votes cast by way of Postal Ballot	107	42,388
G	Less: Rejection of votes cast by way of Poll at Tribunal convened meeting	20	2,752
H	Total Rejections/Invalid votes (E+F+G)	127	45,140
I	Valid votes cast by way of Remote E-voting (A-E)	2,094	2,000,371,571
J	Valid votes cast by way of Postal Ballot (B-F)	859	469,267
K	Valid Votes cast by way of Poll at Tribunal convened meeting (C-G)	57	1,377,122
L	Total Valid votes cast (D-H) or (I+J+K)	3,010	2,002,217,960



B. Reasons for Rejections

Sr. No.	Particulars	No. of Members	Number of votes cast by them
1.	Rejection of Votes cast by way of Remote E-voting	N.A.	N.A.
2.	Rejection of Votes cast by way of Postal Ballot		
(i)	Signature Mismatch	67	33489
(ii)	Unsigned Ballot Paper	11	1892
(iii)	Not voted or Abstain from voting	24	6654
(iv)	Voted both in favour and against	1	45
(v)	Duplication of Votes cast through Remote E-voting	3	68
(vi)	Any Other reason not mentioned above	1	240
	Total (B)	107	42,388
C.	Rejection of Votes cast by way of Poll at the Tribunal convened meeting		
(i)	Signature Mismatch	11	2,453
(ii)	Unsigned Ballot Paper	2	35
(iii)	Not voted or Abstain from voting	3	22
(iv)	Voted both in favour and against	Nil	Nil
(v)	Duplication of votes cast through Postal Ballot	4	242
(vi)	Any Other reason not mentioned above	Nil	Nil
	Total (C)	20	2,752
D.	Total Rejections (A+B+C)	127	45,140

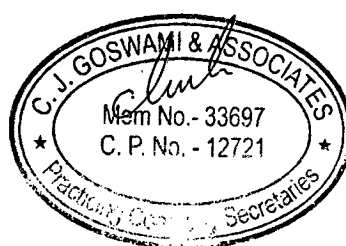


C. Total number of votes in favour and/or against the resolution:

Particulars	Remote E-voting		Postal ballot		Poll at the Tribunal convened meeting		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	2,094	2,000,371,571	859	469,267	57	1,377,122	3,010	2,002,217,960
Total votes cast in favour of resolution	2,008	2,000,326,417	837	464,344	55	1,376,867	2,900	2,002,167,628
Total votes cast against resolution	86	45,154	22	4,923	2	255	110	50,332
% of votes cast in favour	95.8930	99.9977	97.4389	98.9509	96.4912	99.9815	96.3455	99.9975
% of votes cast against	4.1070	0.0023	2.5611	1.0491	3.5088	0.0185	3.6545	0.0025

Based on the foregoing, the above resolution as proposed in the Notice of the Tribunal convened meeting dated 26th April, 2017 shall be deemed to have been approved on the date of the Tribunal convened meeting of Equity Shareholders of the Company i.e. June 20, 2017 with the majority of members (including proxies) exercising voting rights representing three-fourth in value of shares held by them and voted in favour through Remote E-voting or Postal Ballot or by way of Poll at the venue of the Tribunal convened Meeting.

Register of votes cast through Remote E-voting and Postal Ballot as well as by Poll at the Venue of Tribunal convened meeting of Equity Shareholders of the Company and all other relevant records of voting process given/provided/maintained in electronic mode and for Postal ballot / Poll papers



(physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Tribunal convened meeting and the same shall be handed over to the Chairman / Company Secretary for safe keeping thereafter.

Thanking You.

For C. J. Goswami & Associates,
Practicing Company Secretaries


Chintan J. Goswami

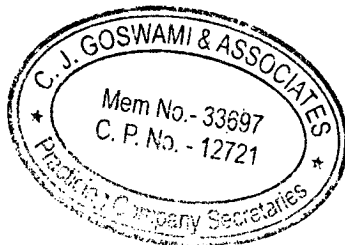
Proprietor

Mem No. - 33697

C. P. No. - 12721

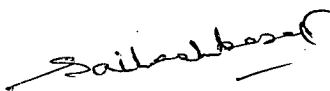
Date: 21st June, 2017.

Place: Mumbai.



Countersigned by:

For Sun Pharmaceutical Industries Limited



* Sailesh Desai, Whole-time Director
STD Chairman of the Meeting