

**SUN PHARMA  
ADVANCED RESEARCH  
COMPANY LTD.**

CIN: L73100GJ2006PLC047837.

Website: [www.sunpharma.in](http://www.sunpharma.in)

August 03, 2015

To,  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Scrip Code: SPARC

BSE Ltd.,  
Market Operations Department  
P. J. Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 532872

Dear Sirs,

**Sub: Report of proceedings of Tenth Annual General Meeting of the Company held on August 01, 2015.**

Please find the report of proceedings of the Tenth Annual General Meeting (AGM) of Sun Pharma Advanced Research Company Limited held on August 01, 2015 at 11:15 a.m at Sir Sayajirao Nagargruh, Vadodara- 390020, Gujarat, along with details of Agenda, consolidated results of voting in the prescribed format under clause 35A of the Listing Agreement and combined Scrutinizer's Report.

Pursuant to 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 July 29, 2015 at 9.00 a.m. to July 31, 2015 at 5.00 P.M. A poll was also conducted at the AGM. All members who attended the meeting, but did not vote earlier by remote e-voting, were allowed to vote at the meeting by poll.

All the resolutions contained in the Notice of the above AGM were approved by the requisite majority of Shareholders through remote e-voting and poll conducted at the AGM, accordingly all the resolutions are declared to be passed on August 01, 2015 which is the date of the AGM.

We request you to kindly take note of the same.

Thanking you,  
Yours faithfully,

**For Sun Pharma Advanced Research Company Ltd.**

  
**Debashis Dey**  
**Company Secretary**

Encl: as above

<b>Name of the Company:</b>	Sun Pharma Advanced Research Company Limited
<b>Date of AGM/EGM:</b>	August 01, 2015
<b>Total Number of Shareholders on record date (i.e. July 25, 2015 – cut-off date for voting purpose):</b>	86,869
<b>Number of Shareholders present in the meeting either in person or proxy:</b>	
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	<p>21</p> <p>304</p>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	<p>NIL</p> <p>NIL</p>
<b>Mode of Voting:</b>	Remote E-voting and Poll conducted at the AGM





**Resolution 1 : Ordinary Resolution for adoption of Accounts for the year ended 31st March, 2015.**

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	15,76,76,959	99.23	15,76,76,959	-	100.00	0.00
Public - Institutional Holders	1,67,30,786	1,54,33,954	92.25	1,54,33,954	-	100.00	0.00
Public-Others	6,10,79,608	1,68,73,377	27.63	1,68,72,701	676	99.9960	0.0040
<b>Total</b>	<b>23,67,04,447</b>	<b>18,99,84,290</b>	<b>80.26</b>	<b>18,99,83,614</b>	<b>676</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution 2 : Ordinary Resolution for re-appointment of Mr. Sudhir Valia, (DIN:00005561), who retires by rotation and being eligible, offers himself for reappointment as a Director.**

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	15,76,76,959	99.23	15,76,76,959	-	100.00	0.00
Public - Institutional Holders	1,67,30,786	1,54,33,954	92.25	1,54,33,954	-	100.00	0.00
Public-Others	6,10,79,608	1,68,73,377	27.63	1,68,72,610	767	99.995	0.005
<b>Total</b>	<b>23,67,04,447</b>	<b>18,99,84,290</b>	<b>80.26</b>	<b>18,99,83,523</b>	<b>767</b>	<b>99.9996</b>	<b>0.0004</b>

**Resolution 3 : Ordinary Resolution to ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors for the financial year 2015-16.**

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	15,76,76,959	99.23	15,76,76,959	-	100.00	0.00
Public - Institutional Holders	1,67,30,786	1,54,33,954	92.25	1,54,33,954	-	100.00	0.00
Public-Others	6,10,79,608	1,68,73,372	27.63	1,68,72,536	836	99.995	0.005
<b>Total</b>	<b>23,67,04,447</b>	<b>18,99,84,285</b>	<b>80.26</b>	<b>18,99,83,449</b>	<b>836</b>	<b>99.9996</b>	<b>0.0004</b>



**Resolution 4 : Ordinary Resolution for appointment of Ms. Bhavna Doshi (DIN: 00400508), as an Independent Director.**

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	15,76,76,959	99.23	15,76,76,959	-	100.00	0.00
Public - Institutional Holders	1,67,30,786	1,54,33,954	92.25	1,54,33,954	-	100.00	0.00
Public-Others	6,10,79,608	1,68,73,372	27.63	1,68,68,578	4,794	99.97	0.03
<b>Total</b>	<b>23,67,04,447</b>	<b>18,99,84,285</b>	<b>80.26</b>	<b>18,99,79,491</b>	<b>4,794</b>	<b>99.9975</b>	<b>0.0025</b>

**Resolution 5 : Special Resolution for approval of terms and conditions for appointment of Mr. Sudhir Valia, (DIN:00005561) as the Chief Financial Officer & consequentially a Whole-time director of the Company.**

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	15,76,76,959	99.23	15,76,76,959	-	100.00	0.00
Public - Institutional Holders	1,67,30,786	1,21,66,386	72.72	1,21,66,386	-	100.00	0.00
Public-Others	6,10,79,608	1,68,73,372	27.63	1,68,72,478	894	99.995	0.005
<b>Total</b>	<b>23,67,04,447</b>	<b>18,67,16,717</b>	<b>78.88</b>	<b>18,67,15,823</b>	<b>894</b>	<b>99.9995</b>	<b>0.0005</b>

**Resolution 6 : Special Resolution for approval of transactions with Sun Pharma Global FZE under Technology Development Agreement.**

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	-	0.00	-	-	-	-
Public - Institutional Holders	1,67,30,786	1,21,66,386	72.72	1,21,66,386	-	100.00	-
Public-Others	6,10,79,608	9,27,622	1.52	9,26,830	792	99.91	0.09
<b>Total</b>	<b>23,67,04,447</b>	<b>1,30,94,008</b>	<b>5.53</b>	<b>1,30,93,216</b>	<b>792</b>	<b>99.994</b>	<b>0.006</b>

Resolution 7 : Special Resolution for approval of transactions with Sun Pharmaceutical Industries Limited under Master Support Service Agreement.						
Promoter/Public	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 Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	-	0.00	-	-	-
Public - Institutional Holders	1,67,33,786	1,21,66,386	72.72	1,21,66,386	-	100.00
Public-Others	6,10,79,608	9,27,622	1.52	9,26,830	792	99.91
<b>Total</b>	<b>23,67,04,447</b>	<b>1,30,94,008</b>	<b>5.53</b>	<b>1,30,93,216</b>	<b>792</b>	<b>99.994</b>

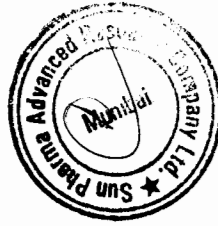
Resolution 8 : Special Resolution for Approval of transactions with Sun Pharma Global FZE under Master Licensing Agreement.						
Promoter/Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	-	0.00	-	-	-
Public - Institutional Holders	1,67,30,786	1,21,66,386	72.72	1,21,66,386	-	100.00
Public-Others	6,10,79,608	9,27,622	1.52	9,26,882	740	99.92
<b>Total</b>	<b>23,67,04,447</b>	<b>1,30,94,008</b>	<b>5.53</b>	<b>1,30,93,268</b>	<b>740</b>	<b>99.994</b>

Resolution 9 : Special Resolution for approval of transactions with Sun Pharma Laboratories Limited under Master Licensing Agreement.						
Promoter/Public	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 Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	-	0.00	-	-	-
Public - Institutional Holders	1,67,30,786	1,21,66,386	72.72	1,21,66,386	-	100.00
Public-Others	6,10,79,608	9,27,622	1.52	9,26,882	740	99.92
<b>Total</b>	<b>23,67,04,447</b>	<b>1,30,94,008</b>	<b>5.53</b>	<b>1,30,93,268</b>	<b>740</b>	<b>99.994</b>



Resolution 10 - Special Resolution for approval of transactions with Sun Pharmaceutical Industries Limited under Master Licensing Agreement.							
Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	15,88,94,053	-	0.00	-	-	-	-
Public - Institutional Holders	1,67,30,786	1,21,66,386	72.72	1,21,66,386	-	100.00	-
Public-Others	6,10,79,608	9,27,622	1.52	9,26,882	740	99.92	0.08
<b>Total</b>	<b>23,67,04,447</b>	<b>1,30,94,008</b>	<b>5.53</b>	<b>1,30,93,268</b>	<b>740</b>	<b>99.994</b>	<b>0.006</b>

Note: In resolutions 6 to 10, the votes, if any, of the members of the Company which are related party in the context of respective resolutions, have been excluded.



**CONSOLIDATED SCRUTINIZER'S REPORT**  
[Pursuant to sections 108 and 109 of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman of 10<sup>th</sup> Annual General Meeting of the members of Sun Pharma Advanced Research Company Limited ("Company") held on August 01, 2015 at Sir Sayajirao Nagargruh, Akota, Vadodara – 390 020, Gujarat.

**Sub.: Consolidated Scrutinizer's Report**

**Ref: 10<sup>th</sup> Annual General Meeting (AGM) of members of Sun Pharma Advanced Research Company Limited**

Dear Sir,

At the 10<sup>th</sup> AGM of the Company held on August 01, 2015, the Chairman of the meeting had called for a Poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the poll process. The Chairman had appointed,  
(1) Undersigned, Mr. Jatin N. Thakkar, Partner, M/s. S. H. Bathiya & Associates LLP, Chartered Accountants; and  
(2) Mr. Divyesh Gandhi, Client ID No. IN30075710584093, having residential address beside Lulla Class, Piramitar Road, Dandia Bazar, Vadodara 390001, member of the Company, as the Scrutinizers for the poll as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014 conducted at the AGM held on Saturday, August 01, 2015, at Vadodara. A separate Scrutinizers' report dated August 01, 2015 on results of voting through poll at AGM has been issued.

The Company had appointed undersigned, Mr. Jatin N. Thakkar, Partner, M/s. S. H. Bathiya & Associates LLP, Chartered Accountants, as the Scrutinizer for the remote electronic voting (remote e-voting) held between Wednesday, July 29, 2015 (9.00 a.m.) to Friday, July 31, 2015 (5.00 P.M.) as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended.

The Company had appointed M/s. Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of remote e-voting to the Shareholders of the Company from Wednesday, July 29, 2015 (9.00 a.m.) to Friday, July 31, 2015 (5.00 P.M.). A separate Scrutinizer's report dated August 01, 2015 on results of voting through remote e-voting has been issued.

I submit herewith consolidated Scrutinizer's report on the results of voting through remote e-voting together with that of the Poll as under:



**Item No. 1:-**

**Ordinary Resolution** to consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2015 and the reports of the Board of Directors and Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
258	18,99,83,614	99.9996%

ii. **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
8	676	0.0004%

iii. **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020

**Item No. 2:-**

**Ordinary Resolution** to appoint a Director in place of Mr. Sudhir. V. Valia (DIN:00005561), who retires by rotation and being eligible, offers himself for reappointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
259	18,99,83,523	99.9996%

ii. **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	767	0.0004%

iii. **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020





**Item No. 3:-**

**Ordinary Resolution** to ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Auditors of the Company from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
257	18,99,83,449	99.9996%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
8	836	0.0004%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020

**Item No. 4:-**

**Ordinary Resolution** for appointment of Ms. Bhavna Doshi (DIN: 00400508), as an Independent Director.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
255	18,99,79,491	99.9975%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
10	4,794	0.0025%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020



**Item No. 5:-**

**Special Resolution** for approval of terms and conditions for appointment of Mr. Sudhir Valia, (DIN:00005561) as the Chief Financial Officer & consequentially a Whole-time director of the Company.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
255	18,67,15,823	99.9995%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
9	894	0.0005%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020

**Item No. 6:-**

**Special Resolution** for approval of transactions with Sun Pharma Global FZE under Technology Development Agreement.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
226	1,30,93,216	99.9940%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	792	0.0060%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020



**Item No. 7:-**

**Special Resolution** for approval of transactions with Sun Pharmaceutical Industries Limited under Master Support Service Agreement.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
226	1,30,93,216	99.9940%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	792	0.0060%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020

**Item No. 8:-**

**Special Resolution** for Approval of transactions with Sun Pharma Global FZE under Master Licensing Agreement.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
227	1,30,93,268	99.9943%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
6	740	0.0057%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020



**Item No. 9:-**

**Special Resolution** for approval of transactions with Sun Pharma Laboratories Limited under Master Licensing Agreement.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
227	1,30,93,268	99.9943%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
6	740	0.0057%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020

**Item No. 10:-**

**Special Resolution** for approval of transactions with Sun Pharmaceutical Industries Limited under Master Licensing Agreement.

i. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
227	1,30,93,268	99.9943%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
6	740	0.0057%

iii. Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
42	8020



All relevant records of remote e-voting and poll at the AGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the said AGM and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

  
Jatin N. Thakkar

Practicing Chartered Accountant  
Membership No. 145084



Partner  
S. H. Bathiya & Associates LLP  
Chartered Accountants  
(Firm's Registration No. 101046W / W-100063)

Place: Vadodara  
Date: 1<sup>st</sup> August, 2015.



Signed by the Chairman of AGM