

3rd April, 2019

Corporate Relationship Dept.

BSE Limited

1st Floor, New Trading Wing,
Rotunda Bldg, P.J. Towers,
Dalal Street, Fort,
Mumbai- 400 001

Corporate Relationship Dept.

National Stock Exchange of India Ltd.,

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

Dear Sir / Madam,

BSE Scrip Code – 532979

NSE Symbol – PIRPHYTO

**Sub: Disclosure of voting results of the National Company Law Tribunal, Mumbai Bench ('NCLT') convened meeting of the equity shareholders of the Company
AND**

Pursuant to the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 and CFD/DIL3/CIR/2018/2 dated 3rd January, 2018

As per the directions of the National Company Law Tribunal, Mumbai Bench ('NCLT'), a Meeting of the Equity Shareholders of the Company was held on Tuesday, 2nd April, 2019 at 2.30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 for approving the Scheme of Amalgamation between Piramal Phytocare Limited and Piramal Enterprises Limited and their respective shareholders ('the Scheme').

The Company had providing voting facility to the equity shareholders of the Company through (i) postal ballot, (ii) remote e-voting and (iii) through ballot at the venue of the meeting to its shareholders for approval of the Scheme.

In terms of the SEBI circulars, the Scheme is required to be approved by the majority of the public shareholders of the Company and accordingly voting by public shareholders has been carried out through postal ballot, remote e-voting and voting through ballot at the venue of the meeting.

As per regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:

1. In terms of the Companies Act, 2013 and NCLT Order - Voting results of equity shareholders of the business transacted through postal ballot, remote e-voting and voting through ballot at the venue of the meeting along with the Scrutinizer's report (**Annexure A**).



Piramal Phytocare Limited

CIN : L73100MH2001PLC132523

Registered Office: Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013, India

Secretarial Dept: Ground Floor, B Block, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai, Maharashtra 400070, India

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2. In terms of the SEBI circulars - voting results of the public shareholders along with a separate Scrutinizer's report (**Annexure B**).

The proposed resolution approving the Scheme was passed with requisite majority of the equity shareholders of the Company (including public shareholders) as required by the NCLT Order and the SEBI circulars. Please note that the Scheme shall now be subject to further approval of other regulatory authorities including approval of NCLT.

The above is for your information and records please.

Thanking you,

Yours truly,

For Piramal Phytocare Limited



Maneesh Sharma
Company Secretary

Annexure – A

Date of the AGM/EGM /NCLT Convened Meeting	2 nd April, 2019
Total number of shareholders on record date	50,257 (as on 22 nd February, 2019)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	4
Public	62
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public	

Resolution required: (Ordinary/ Special)				Special Resolution - Resolution approving Scheme of Amalgamation pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions and Rules made thereof, if any, of the Companies Act, 2013, between Piramal Phytocare Limited ("Transferor Company") and Piramal Enterprises Limited ("Transferee Company") and their respective Shareholders.				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, to the extent of their shareholding				
Category	Mode of Voting	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	E-Voting	14557438	14515155	99.7095	14515155	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total	14557438	14515155	99.7095	14515155	0	100.00	0.00
Public - Institutions	E-Voting	1042632	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	1042632	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	10360270	597250	5.7648	596945	305	99.9489	0.0511
	Poll		39665	0.3829	207	39458	0.5219	99.4781
	Postal Ballot		189547	1.8296	189164	383	99.7979	0.2021
	Total	10360270	826462	7.9772	786316	40146	95.1424	4.8576
TOTAL		25960340	15341617	59.0964	15301471	40146	99.7383	0.2617


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Annexure – B

Date of the AGM/EGM /NCLT Convened Meeting	2 nd April, 2019
Total number of shareholders on record date	50,257 (as on 22 nd February, 2019)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	4
Public	62
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public	

Resolution required: (Ordinary/ Special)				Ordinary Resolution [Votes cast by public shareholders of the Company in favour to be more than the votes cast by the public shareholders against the scheme as per SEBI Circulars dated 10 th March, 2017 and 3 rd January, 2018 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement), 2015]. Resolution approving Scheme of Amalgamation pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions and Rules made thereof, if any, of the Companies Act, 2013, between Piramal Phytocare Limited (“Transferor Company”) and Piramal Enterprises Limited (“Transferee Company”) and their respective Shareholders				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, to the extent of their shareholding				
Category	Mode of Voting	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	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	1042632	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	1042632	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	10360270	597250	5.7648	596945	305	99.9489	0.0511
	Poll		39665	0.3829	207	39458	0.5219	99.4781
	Postal Ballot		189547	1.8296	189164	383	99.7979	0.2021
	Total	10360270	826462	7.9772	786316	40146	95.1424	4.8576
TOTAL		11402902	826462	7.2478	786316	40146	95.1424	4.8576


Piramal Phytocare Limited

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Consolidated Scrutinizer's Report

To,
The Chairman appointed by the National Company Law Tribunal
for a Meeting of the Equity Shareholders of
Piramal Phytocare Limited
Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013

Sub: Consolidated Report of the Scrutinizer on the Results of the voting conducted through Postal Ballot, Electronic Voting ('Remote e-voting') and Ballot Paper at the venue of the Meeting of Equity Shareholders of Piramal Phytocare Limited convened on Tuesday, 2nd April, 2019 at 2:30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021.

Dear Sir,

I, **Aineshkumar Jethwa**, Proprietor, Ainesh Jethwa & Associates, Practicing Company Secretaries (ICSI Membership No. ACS 27990 and CP No.: 19650), was appointed by the National Company Law Tribunal, Mumbai Bench ("NCLT") to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting, postal ballot and voting through ballot at the NCLT Convened Meeting of the Equity Shareholders ("Meeting") of the Company held on Tuesday, 2nd April, 2019 at 2:30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021, in respect of the Resolution as set out in the Notice convening the Meeting dated 22nd February, 2019.

I, Sachin Trivedi, (Membership No. ACS 27449/ C.P No. 10278) Shareholder of the Company and a Practicing Company Secretary was appointed as a scrutinizer by the Chairman of the NCLT Convened Meeting for the purpose of scrutinizing the Ballots undertaken at the venue of the Meeting held on Tuesday, 2nd April, 2019 at 2:30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021.

Together, we present the Scrutinizers' Report:

1. The Resolution was transacted through the process of remote e-voting, postal ballot and voting through ballot at the venue of the Meeting. For the purpose of remote e-voting, the Company had engaged the services of National Securities Depository Limited ("NSDL").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 22nd February, 2019 ("cut-off date").
3. The Company had, on the basis of the Register of Members and the list of beneficial owners made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. Friday, 22nd February, 2019) by Thursday, 28th February, 2019.



Sachin Trivedi
Practicing Company Secretary

C.P. No. - 10278 M. No. - 27449

4. The period for remote e-voting commenced on Sunday, 3rd March, 2019 at 9.00 a.m.(IST) and ended on Monday, 1st April, 2019 at 5.00 p.m. (IST).
5. The postal ballots received at the office of Link Intime India Private Limited ("Link Intime"), Registrar and Share Transfer Agent ("RTA") situated at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083 till 05:00 p.m. (IST) on 1st April, 2019, were counted for the purpose for voting.
6. In pursuance of directions issued by NCLT, the Company had published an advertisement of the notice convening meeting of the Equity Shareholders in English Newspaper viz. Business Standard on 1st March, 2019 and in Marathi Newspaper viz. Navshakti on 1st March, 2019 both having wide circulation in the State of Maharashtra.
7. The Remote e-voting module was disabled and blocked by NSDL for voting on 1st April, 2019 at 5.00 p.m.
8. The Chairman of the Meeting after responding to the queries of the Members informed that the facility for voting through ballot was made available to the Members who were present and who had not cast their vote through remote e-voting or through postal ballot.
9. The votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Sanjay Maurya and Mr. Jay Jain neither of whom were in the employment of the Company. The report on votes cast through remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com>.
10. The Postal Ballot Forms and votes cast through the Remote e-voting module of NSDL were diligently scrutinized. Voting conducted through Ballot Papers at the Meeting were reconciled with the records maintained by Link Intime and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting.
11. The postal ballot forms, ballot papers and the votes cast through remote-voting which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated results of remote e-voting, postal ballot and voting through ballot at the venue of the Meetings given below.

Voted in favour of the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast	% of total number of valid votes cast
Remote e-voting	171	15112100	98.504
Postal Ballot	273	189164	1.233
Ballots Forms	2	207	0.001
Total	446	15301471	99.738



Voted **against** the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast	% of total number of valid votes cast
Remote e-voting	12	305	0.002
Postal Ballot	11	383	0.003
Ballots Forms	5	39458	0.257
Total	28	40146	0.262

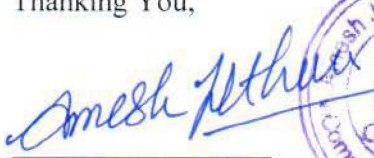
Invalid/Abstain Votes:

Number of Members whose votes were invalid/abstain	Number of votes(s) (by Postal Ballot, remote –voting) and Ballot paper
26	2517

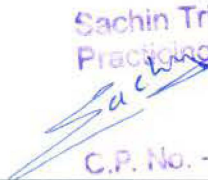
Based on the above, the Resolution stands passed with requisite majority (Majority of persons representing 3/4th in value) based on the consolidated results of voting under Postal ballot, Remote e-voting and Ballot paper.

All the registers, relevant records and other incidental papers relating to Remote e-voting, Postal Ballot and Ballot have been handed over to Mr. Maneesh Sharma, Company Secretary of the Company for safe keeping.

Thanking You,


Aineshkumar Jethwa
Scrutinizer
ACS No: 27990
CP No: 19650




Sachin Trivedi
Practising Company Secretary
C.P. No. - 10278 M. No. - 27449
Sachin Trivedi
Shareholder Scrutinizer

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com> in our presence on 2nd April, 2019.



Name : Mr. Sanjay Maurya
Address : 302/B/55, Dahisar Neha CHS,
Link Road, Anand Nagar
Dahisar East, Mumbai 400068



Name : Mr. Jay Jain
Address : C-50, Malad CHS, Sheetal Nagar,
Malad West, Mumbai 400064

For Piramal Phytocare Limited



Countersigned by Mr. Navnitlal Bhatia,
Chairman appointed for the
NCLT convened Meeting of the Equity Shareholders

Place: Mumbai
Date: 3rd April, 2019



Sachin Trivedi
Practising Company Secretary



C.P. No. - 10276/M. No. - 27449

Consolidated Scrutinizer's Report

To,

The Chairman appointed by the National Company Law Tribunal
For a Meeting of the Equity Shareholders of
Piramal Phytocare Limited

Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013

Sub: Consolidated Report of the Scrutinizer with respect to voting done by public shareholders of the Company through Postal Ballot, Electronic Voting ('Remote e-voting') and Ballot Paper at the venue of the Meeting in terms of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017

Dear Sir,

I, **Aineshkumar Jethwa**, Proprietor, Ainesh Jethwa & Associates, Practicing Company Secretaries (ICSI Membership No. ACS 27990 and CP No.: 19650), was appointed by the National Company Law Tribunal, Mumbai Bench ("NCLT") to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting, postal ballot and voting through ballot at the NCLT Convened Meeting of the Equity Shareholders ("Meeting") of the Company held on Tuesday, 2nd April, 2019 at 2:30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021, in respect of the Resolution as set out in the Notice convening the Meeting dated 22nd February, 2019.

I, **Sachin Trivedi**, (Membership No. ACS 27449/ C.P No. 10278) Shareholder of the Company and a Practicing Company Secretary was appointed as a scrutinizer by the Chairman of the NCLT Convened Meeting for the purpose of scrutinizing the Ballots undertaken at the venue of the Meeting held on Tuesday, 2nd April, 2019 at 2:30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021.

Together, we present the Scrutinizers' Report with respect to results of voting done by public shareholders of the Company through Postal Ballot, Electronic Voting ('Remote e-voting') and Ballot Paper at the venue of the Meeting:

1. The Resolution was transacted through the process of remote e-voting, postal ballot and voting through ballot at the venue of the Meeting. For the purpose of remote e-voting, the Company had engaged the services of National Securities Depository Limited ("NSDL").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 22nd February, 2019 ("cut-off date").
3. The Company had on the basis of the Register of Members and the list of beneficial owners made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. Friday, 22nd February, 2019) by Thursday, 28th February, 2019.



Sachin Trivedi
Practicing Company Secretary

4. The period for remote e-voting commenced on Sunday, 3rd March, 2019 at 9.00 a.m. (IST) and ended on Monday, 1st April, 2019 at 5.00 p.m. (IST).
5. The postal ballots received at the office of Link Intime India Private Limited ("Link Intime"), Registrar and Share Transfer Agent ("RTA") situated at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083 till 05:00 p.m. (IST) on 1st April, 2019, were counted for the purpose for voting.
6. In pursuance of directions issued by NCLT, the Company had published an advertisement of the notice convening meeting of the Equity Shareholders in English Newspaper viz. Business Standard on 1st March, 2019 and in Marathi Newspaper viz. Navshakti on 1st March, 2019 both having wide circulation in the State of Maharashtra.
7. The Remote e-voting module was disabled and blocked by NSDL for voting on 1st April, 2019 at 5.00 p.m.
8. The Chairman of the Meeting after responding to the queries of the Members informed that the facility for voting through ballot was made available to the Members who were present and who had not cast their vote through remote e-voting or through postal ballot.
9. The votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Sanjay Maurya and Mr. Jay Jain neither of whom were in the employment of the Company. The report on votes cast through remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com>.
10. The Postal Ballot Forms and votes cast through the Remote e-voting module of NSDL were diligently scrutinized. Voting conducted through Ballot Papers at the Meeting were reconciled with the records maintained by Link Intime and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting.
11. The postal ballot forms, ballot papers and the votes cast through remote-voting which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
12. The consolidated results of voting through remote e-voting, postal ballot and voting through ballot at the venue of the Meeting seeking approval of the public shareholders is given below:

Special Resolution :- Resolution approving Scheme of Amalgamation pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions and Rules made thereof, if any, of the Companies Act, 2013, between Piramal Phytocare Limited ("Transferor Company") and Piramal Enterprises Limited ("Transferee Company") and their respective Shareholders



Sachin Trivedi
Practicing Company Secretary
C.P. No. - 10278 M. No. - 27449

Voted in **favour** of the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast	% of total number of valid votes cast
Remote e-voting	159	596945	72.23
Postal Ballot	273	189164	22.89
Ballots Forms	2	207	0.02
Total	434	786316	95.14

Voted **against** the resolution:

Mode of Voting	Number of members present and voting(in person or, in case of Physical Ballot, by proxy)	Number of votes cast	% of total number of valid votes cast
Remote e-voting	12	305	0.04
Postal Ballot	11	383	0.05
Ballots Forms	5	39458	4.77
Total	28	40146	4.86

Invalid/Abstain Votes:

Number of Members whose votes were invalid/abstain	Number of votes(s) (by Postal Ballot, remote –voting) and Ballot paper
26	2517

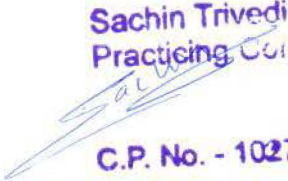
Based on the above, the Resolution stands passed with requisite majority based on the consolidated results of voting under Postal ballot, Remote e-voting and Ballot paper.

All the registers, relevant records and other incidental papers relating to Remote e-voting, Postal Ballot and Ballot have been handed over to Mr. Maneesh Sharma, Company Secretary of the Company for safe keeping.

Thanking You,


Aineshkumar Jethwa
Scrutinizer
ACS No: 27990
CP No: 19650

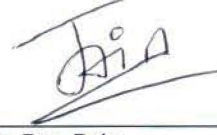



Sachin Trivedi
Practicing Company Secretary
C.P. No. - 10278 M. No. - 27449
Sachin Trivedi
Shareholder Scrutinizer

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com> in our presence on 2nd April, 2019.



Name : Mr. Sanjay Maurya
Address : 302/B/55, DahisarNeha CHS,
Link Road, Anand Nagar
Dahisar East, Mumbai 400068



Name : Mr. Jay Jain
Address : C-50, Malad CHS, Sheetal Nagar,
Malad West, Mumbai 400064

For Piramal Phytocare Limited

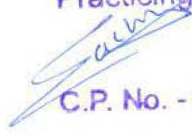


Countersigned by Mr. Navnitlal Bhatia, Chairman appointed for the
NCLT convened Meeting of the Equity Shareholders

Place: Mumbai
Date: 3rd April, 2019



Sachin Trivedi
Practicing Company Secretary


C.P. No. - 10278 M. No. - 27449