

**44<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 31<sup>ST</sup> JULY, 2017**

**Declaration of Results of e-voting and poll**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Torrent Pharmaceuticals Limited (“the Company”) had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 44<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on 28<sup>th</sup> July, 2017 up to 5.00 p.m. on 30<sup>th</sup> July, 2017.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting was conducted by means of poll, since voting by Show of Hands is not permitted at the general meeting where e-voting has been offered to the members. .

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 30<sup>th</sup> July, 2017 and on poll at the 44<sup>th</sup> AGM and submitted his Consolidated Report, on 31<sup>st</sup> July, 2017. The Report of Scrutinizer is attached herewith.

The consolidated Result as per the Scrutinizer’s above mentioned Report is as follows:

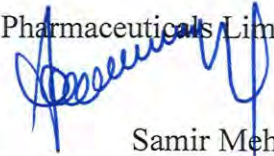
Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
1.	To receive, consider and adopt the Standalone and Consolidated Financial Statements as at 31 <sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2017, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.	Ordinary	147915344	100	192	0.00
2.	To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31 <sup>st</sup> March, 2017 and to declare final dividend on equity shares for the said financial year.	Ordinary	147951893	100	43	0.00



3.	To appoint a Director in place of Dr. Chaitanya Dutt (holding DIN 00110312), Director, who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary	142129779	96.12	5742892	3.88
4.	To appoint Auditors to hold office from the conclusion of this 44 <sup>th</sup> Annual General Meeting till the conclusion of Company's 49 <sup>th</sup> Annual General Meeting.	Ordinary	147951744	100	192	0.00
5.	Ratification of remuneration of Cost Auditors of the Company for the year 2017-18.	Ordinary	147951744	100	192	0.00
6.	Re-appointment of Dr. Chaitanya Dutt as a Whole Time Director and fixation of remuneration.	Special	147917949	99.98	33187	0.02
7.	Issuance of Redeemable Non-Convertible Debentures / Bonds by way of Private Placement.	Special	147824328	99.91	127608	0.09

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 44<sup>th</sup> AGM have been duly approved by the Members with requisite majority.

For Torrent Pharmaceuticals Limited



Samir Mehta  
Executive Chairman

Date: 01.08.2017  
Place: Ahmedabad

**Encl.:** As above



**Rajesh Parekh & Co.**  
Company Secretary

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009.  
Phone : (O) 26440731, 99988 96776 Mobile : 98797 92252  
E:mail : contact@csrajeshparekh.in,rajeshgparekh@yahoo.co.in

## Consolidated Report of Scrutinizer on Remote e-voting & Poll

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20(3) (xi) & Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Torrent Pharmaceuticals Limited  
Torrent House, Off. Ashram Road,  
Ahmedabad -380009.

Re.: 44<sup>th</sup> Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Monday, 31<sup>st</sup> July, 2017 at 04:00 p.m. at J. B. Auditorium, Torrent-AMA Centre, Ground Floor, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

Dear Sir,

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the purpose of the remote e-voting and poll taken on the below mentioned resolutions, at the 44<sup>th</sup> Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Monday, 31<sup>st</sup> July, 2017 at J. B. Auditorium, Torrent-AMA Centre, Ground Floor, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. In accordance with the Notice of 44<sup>th</sup> Annual General Meeting sent to the shareholders, the voting through electronic means/ remote e-voting was started at 09:00 a.m. on 28<sup>th</sup> July, 2017 and ended at 5.00 p.m. on 30<sup>th</sup> July, 2017.



2. The equity shareholders holding shares as on cut-off date i.e. 24<sup>th</sup> July, 2017 were entitled to vote in respect of remote e-voting on the resolutions as stated in the Notice of the 44<sup>th</sup> Annual General Meeting of the Company.
3. After declaration of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company, and the authorisations/ proxies lodged with the Company.
5. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
6. The votes were unblocked from the remote e-voting website of Central Depository Services (India) Limited (CDSL) ([www.evotingindia.com](http://www.evotingindia.com)) in the presence of Ms. Priya Lohia and Ms. Nikita Jain on 31<sup>st</sup> July, 2017 at 08:13 P.M.
7. The Consolidated Results of the Poll and Remote e-voting is as under:



## Resolution No. 1, Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Financial Statements as at 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	211	22744829	100
Poll	77	125170515	100
<b>Total</b>	<b>288</b>	<b>147915344</b>	<b>100</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	6	192	0
Poll	0	0	0
<b>Total</b>	<b>6</b>	<b>192</b>	<b>0</b>

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes cast by them
Remote E-voting	0	0
Poll	9	857
<b>Total</b>	<b>9</b>	<b>857</b>



## Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend of Rs. 10.00 per equity share of fully paid up face value of Rs. 5.00 each already paid during the financial year ended 31st March, 2017 and to declare final dividend of Rs. 4.00 per equity share of fully paid up face value of Rs. 5.00 each for the said financial year.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	215	22781378	100
Poll	77	125170515	100
Total	292	147951893	100

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	43	0
Poll	0	0	0
Total	3	43	0

(iii) Invalid votes:

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes cast by them
Remote E-voting	0	0
Poll	9	857
Total	9	857



### Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Dr. Chaitanya Dutt (holding DIN 00110312), Director, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	136	16960064	74.70
Poll	75	125169715	100
Total	211	142129779	96.12

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	79	5742892	25.30
Poll	0	0	0
Total	79	5742892	3.88

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes cast by them
Remote E-voting	0	0
Poll	9	857
Total	9	857



#### Resolution No. 4, Ordinary Resolution

To appoint B S R & Co. LLP, Chartered Accountants (FRN 101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this 44<sup>th</sup> Annual General Meeting until the conclusion of the 49<sup>th</sup> Annual General Meeting and to authorise the Board to fix their remuneration.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	212	22781229	100
Poll	77	125170515	100
<b>Total</b>	<b>289</b>	<b>147951744</b>	<b>100</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	6	192	0
Poll	0	0	0
<b>Total</b>	<b>6</b>	<b>192</b>	<b>0</b>

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes cast by them
Remote E-voting	0	0
Poll	9	857
<b>Total</b>	<b>9</b>	<b>857</b>





## Resolution No. 5, Ordinary Resolution

Ratification of remuneration of cost auditors of the company for the year 2017-18.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	212	22781229	100
Poll	77	125170515	100
<b>Total</b>	<b>289</b>	<b>147951744</b>	<b>100</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	6	192	0
Poll	0	0	0
<b>Total</b>	<b>6</b>	<b>192</b>	<b>0</b>

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes cast by them
Remote E-voting	0	0
Poll	9	857
<b>Total</b>	<b>9</b>	<b>857</b>



## Resolution No. 6, Special Resolution

Re-appointment of Dr. Chaitanya Dutt as a Whole Time Director and fixation of remuneration.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	210	22748279	99.85
Poll	74	125169670	100
<b>Total</b>	<b>284</b>	<b>147917949</b>	<b>99.98</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	8	33142	0.15
Poll	1	45	0
<b>Total</b>	<b>8</b>	<b>33187</b>	<b>0.02</b>

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes cast by them
Remote E-voting	0	0
Poll	9	857
<b>Total</b>	<b>9</b>	<b>857</b>



## Resolution No. 7, Special Resolution

Issuance of redeemable non-convertible debentures / bonds by way of private placement.

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	202	22653813	99.44
Poll	77	125170515	100
<b>Total</b>	<b>279</b>	<b>147824328</b>	<b>99.91</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	16	127608	0.56
Poll	0	0	0
<b>Total</b>	<b>16</b>	<b>127608</b>	<b>0.09%</b>

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes cast by them
Remote E-voting	0	0
Poll	9	857
<b>Total</b>	<b>9</b>	<b>857</b>

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each resolution is enclosed.



9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

Thanking you.

Yours faithfully,

For Rajesh Parekh & Co.  
Company Secretary



*Rajesh Parekh*  
Rajesh Parekh

Proprietor

Mem. No.: 8073

C.O.P. No.: 2939

Date: 31<sup>th</sup> July, 2017

Place: Ahmedabad

Name and Address of Witnesses of unblocking of Remote e-voting

*Ahmedabad*  
1. Ms. Priya Lohia

C-204, Kalasagar Appt.,  
Nr. BSNL Office, Ghoda Camp Road,  
Shahibaug, Ahmedabad-380004

*Nikita Jain*  
2. Ms. Nikita Jain

104, Nirmal tower, Near Punjab  
Paratha point, Swastik society  
Swastik cross road, Navrangpura,  
Ahmedabad-380009

Counter Signed by

Samir Mehta

Executive Chairman

Torrent Pharmaceuticals Limited



**Rajesh Parekh & Co.**  
*Company Secretary*

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009.  
Phone : (O) 26440731, 99988 96776 Mobile : 98797 92252  
E:mail : contact@csrajeshparekh.in,rajeshgparekh@yahoo.co.in

**FORM NO. MGT-13**

**Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Torrent Pharmaceuticals Limited  
Torrent House, Off. Ashram Road,  
Ahmedabad -380009.

Re : 44<sup>th</sup> Annual General Meeting of the Equity Shareholders of Torrent  
Pharmaceuticals Limited held on Monday, 31<sup>st</sup> July, 2017 at 04:00 p.m. at J.  
B. Auditorium, Torrent-AMA Centre, Ground Floor, Ahmedabad Management  
Association, Vastrapur, Ahmedabad-380015.

Dear Sir,

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the  
purpose of scrutinizing poll taken on the below mentioned resolutions, at the 44th  
Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals  
Limited (the "Company"), held on Monday, 31st July, 2017 at J. B. Auditorium,  
Torrent-AMA Centre, Ground Floor, Ahmedabad Management Association,  
Vastrapur, Ahmedabad-380015, submit my report as under:

After the declaration of the poll by the Chairman, Ballot Boxes kept for the  
polling was locked in my presence with due identification marks placed by me.



2. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company, and the authorisations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**Resolution No. 1, Ordinary Resolution**

To receive, consider and adopt the Standalone and Consolidated Financial Statements as at 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	125170515	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	857



## Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend of Rs. 10.00 per equity share of fully paid up face value of Rs. 5.00 each already paid during the financial year ended 31st March, 2017 and to declare final dividend of Rs. 4.00 per equity share of fully paid up face value of Rs. 5.00 each for the said financial year.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	125170515	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	857



### Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Dr. Chaitanya Dutt (holding DIN 00110312), Director, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
75	125169715	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	857





#### Resolution No. 4, Ordinary Resolution

To appoint B S R & Co. LLP, Chartered Accountants (FRN 101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this 44<sup>th</sup> Annual General Meeting until the conclusion of the 49<sup>th</sup> Annual General Meeting and to authorise the Board to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	125170515	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	857



**Resolution No. 5, Ordinary Resolution**

**Ratification of remuneration of cost auditors of the Company for the year 2017-18.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	125170515	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	857



Resolution No. 6, Special Resolution

Re-appointment of Dr. Chaitanya Dutt as a Whole Time Director and fixation of remuneration.

(iv) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
74	125169670	100

(v) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0

(vi) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	857



**Resolution No. 7, Special Resolution**

Issuance of redeemable non-convertible debentures / bonds by way of private placement.

(vii) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
77	125170515	100

(viii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ix) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	857


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting) for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

Thanking you,

Yours faithfully,

For Rajesh Parekh & Co.

Company Secretary



Rajesh Parekh

Proprietor

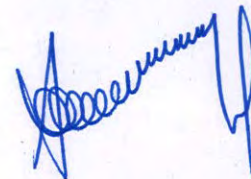
Mem. No. 8073

C.O.P No. 2939

Date: 31<sup>st</sup> July, 2017

Place: Ahmedabad

Counter Signed by



Samir Mehta

Executive Chairman

Torrent Pharmaceuticals Limited