

43RD ANNUAL GENERAL MEETING HELD ON 27TH JULY, 2016

Declaration of Results of e-voting and poll

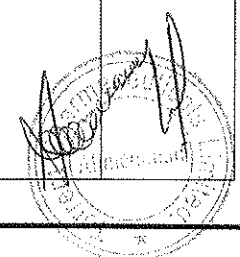
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Torrent Pharmaceuticals Limited ("the Company") had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 43rd Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on 24th July, 2016 up to 5.00 p.m. on 26th July, 2016.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 43rd AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 26th July, 2016 and on poll at the 43rd AGM and submitted his Consolidated Report, on 27th July, 2016. 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 st March, 2016 including the Audited Balance Sheet as at 31 st March, 2016, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon	Ordinary	146322751	99.9996	530	0.0004
2.	To confirm the normal annual dividend of ₹ 20/- as an interim dividend and a special dividend of ₹ 15/- as second interim dividend per fully paid up equity share of face value of ₹ 5.00, declared and distributed by the Board of Directors for the Financial year ended on 31 st March, 2016.	Ordinary	146322765	99.9996	530	0.0004



TORRENT PHARMACEUTICALS LIMITED

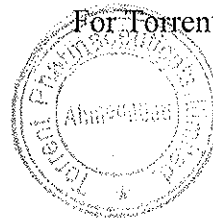
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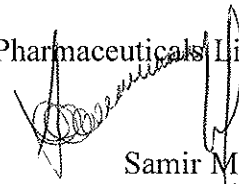
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3.	To appoint a Director in place of Shri Samir Mehta (holding DIN 00061903), Director, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary	145449833	99.4031	873462	0.5969
4.	To appoint Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration	Ordinary	146246362	99.9474	76933	0.0526
5.	Ratification of remuneration of Cost Auditors of the Company for the year 2016-17	Ordinary	146322764	99.9996	531	0.0004

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 43rd AGM have been duly approved by the Members with requisite majority.

Date: 27.07.2016
Place: Ahmedabad



For Torrent Pharmaceuticals Limited

Samir Mehta
Executive Chairman

Encl.: As above

Consolidated Report of Scrutinizer on Remote e-voting & Poll

[Pursuant to rule 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,
Torrent Pharmaceuticals Limited
Torrent House, Off. Ashram Road,
Ahmedabad -380009.

Re.: 43rd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Wednesday, 27th July, 2016 at 09:30 a.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 43rd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Wednesday, 27th July, 2016 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 43rd Annual General Meeting sent to the shareholders, the voting through electronic means/ remote e-voting was started on at 9.00 a.m. on 24th July, 2016 and ended at 5.00 p.m. on 26th July, 2016.
2. The equity shareholders holding shares as on cut-off date i.e. 20th July, 2016 were entitled to vote in respect of remote e-voting on the resolutions as stated in the Notice of the 43rd Annual General Meeting of the Company.
3. The votes were unblocked from the remote e-voting website of Central Depository Services (India) Limited (CDSL) (www.evotingindia.com) in the presence of Ms. Nisha Meghrajani and Ms. Priyanka Gohel on 27th July, 2016 at 12:54 p.m..
4. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.



5. 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.
6. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
7. The Consolidated Results of the Poll and Remote e-voting are as under:

Resolution No. 1, Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Financial Statements as at 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016, 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	259	2,25,49,653	99.9976
Poll	66	12,37,73,098	100.0000
Total	325	14,63,22,751	99.9964

(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	4	530	0.0024
Poll	0	0	0.0000
Total	4	530	0.0004

(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	3	7,310
Poll	5	1,643
Total	8	8,953



Resolution No. 2, Ordinary Resolution

To confirm the normal annual dividend of Rs. 20/- as an interim dividend and a special dividend of Rs. 15/- as second interim dividend per fully paid up equity share of face value of Rs. 5.00/-, declared and distributed by the Board of Directors for the Financial Year ended on 31st March, 2016.

(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	259	2,25,49,653	99.9976
Poll	67	12,37,73,112	100.0000
Total	326	14,63,22,765	99.9996

(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	4	530	0.0024
Poll	0	0	0.0000
Total	4	530	0.0004

(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	3	7,310
Poll	5	1,643
Total	8	8,953



Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Shri Samir Mehta (holding DIN: 00061903), 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	242	2,16,76,722	96.1266
Poll	66	12,37,73,111	100.0000
Total	308	14,54,49,833	99.4031

(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	21	8,73,461	3.8734
Poll	1	1	0.0000
Total	22	8,73,462	0.5969

(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	3	7,310
Poll	5	1,643
Total	8	8,953



Resolution No. 4, Ordinary Resolution

To appoint Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (FRN 117365W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next 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	257	2,24,73,250	99.6588
Poll	67	12,37,73,112	100.0000
Total	324	14,62,46,362	99.9474

(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	76933	0.3412
Poll	0	0	0
Total	6	76933	0.0526

(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	3	7,310
Poll	5	1,643
Total	8	8,953



Resolution No. 5, Ordinary Resolution

Ratification of remuneration of cost auditors of the company for the year 2016-17.

(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	259	2,25,49,653	99.9976
Poll	66	12,37,73,111	100.0000
Total	325	14,63,22,764	99.9996

(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	4	530	0.0024
Poll	1	1	0.0000
Total	5	531	0.0004

(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	3	7,310
Poll	5	1,643
Total	8	8,953




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
Proprietor
Mem. No.: 8073
C.O.P. No.: 2939



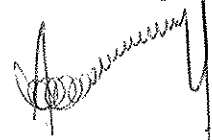
**Date: 27th July, 2016
Place: Ahmedabad**

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


1. Ms. Nisha Meghrajani
118/2/B, Karachi Bhavan,
Nr. New Railway Crossing,
Maninagar, Ahmedabad-380008.


2. Ms. Priyanka Gohel
6/5, Tulsishyam Flats,
Bhimjipura, Navavadaj,
Ahmedabad-380013.

Counter Signed by



Samir Mehta
Executive Chairman
Torrent Pharmaceuticals Limited

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

Re : 43rd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Wednesday, 27th July, 2016 at 09:30 a.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 43rd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Wednesday, 27th July, 2016 at J. B. Auditorium, Torrent-AMA Centre, Ground Floor, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot Box 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, 2016, including the Audited Balance Sheet as at 31st March, 2016, 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
66	12,37,73,098	100.0000

(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	0.0000

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	1,643



Resolution No. 2, Ordinary Resolution

To confirm the normal annual dividend of Rs. 20/- as an interim dividend and a special dividend of Rs. 15/- as second interim dividend per fully paid up equity share of face value of Rs. 5.00/- declared and distributed by the Board of Directors for the Financial Year ended on 31st March, 2016.

(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
67	12,37,73,112	100.0000

(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	0.0000

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	1,643



Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Shri Samir Mehta (holding DIN: 00061903), 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
66	123773111	100.0000

(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
1	1	0.0000

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	1643



Resolution No. 4, Ordinary Resolution

To appoint Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (FRN 117365W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

(i) Voted **in favour** of the resolution:

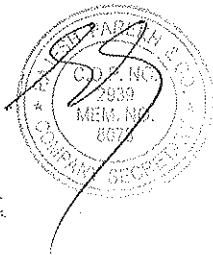
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
67	123773112	100.0000

(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
5	1643



Resolution No. 5, Ordinary Resolution

Ratification of remuneration of cost auditors of the Company for the year 2016-17.

(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
66	123773111	100.0000

(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
1	1	0.0000

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	1643



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.

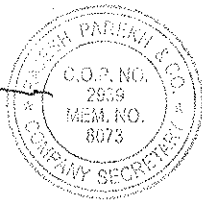
Thanking you,

Yours faithfully,

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



**Rajesh Parekh
Proprietor
Mem. No. 8073
C.O.P No. 2939**



**Date : 27th July, 2016
Place : Ahmedabad**

Counter Signed by



**Samir Mehta
Executive Chairman
Torrent Pharmaceuticals Limited**