



42ND ANNUAL GENERAL MEETING HELD ON 27TH JULY, 2015

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 Clause 35B of the Listing Agreement, 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 42nd Annual General (AGM). The remote e-voting was open from 9.00 a.m. on 23rd July, 2015 up to 5.00 p.m. on 26th July, 2015.

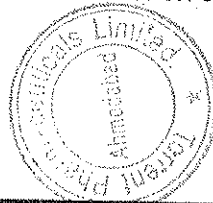
Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 42nd AGM, voting was conducted 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, 2015 and on poll at the 42nd AGM and submitted his Consolidated Report, on 27th July, 2015. 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.	Adoption of Financial Statements for the year 31 st March, 2015	Ordinary	149,591,755	99.98660	20,048	0.01340
2.	Confirmation of payment of Interim Dividend and declaration of final dividend on equity shares	Ordinary	150,054,223	99.99998	26	0.00002
3.	Re-appointment of Shri Markand Bhatt, who retires by rotation	Ordinary	137,302,256	91.53059	12,704,697	8.46941
4.	Appointment of Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W), as Statutory Auditors of the Company	Ordinary	140,880,417	94.35264	8,432,226	5.64736
5.	Ratification of remuneration of Cost Auditors of the Company for the year 2015-16	Ordinary	150,030,335	99.98405	23,934	0.01595
6.	Re-appointment of Dr. Chaitanya Dutt as Director (Research & Development) and fixation of remuneration	Ordinary	149,707,693	99.99971	428	0.00029
7.	Appointment of Smt. Renu Challu as an Independent Director	Ordinary	149,437,893	99.78797	317,530	0.21203
8.	Remuneration to Non-Executive Directors	Special	149,060,382	99.99984	235	0.00016
9.	Adoption of new set of Articles of Association	Special	149,146,323	99.92933	105,471	0.07067

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 42nd AGM have been duly approved by the Members with requisite majority.



For Torrent Pharmaceuticals Limited

Samir Mehta
Executive Chairman

Date: 27.07.2015
Place: Ahmedabad

Encl.: As above

TORRENT PHARMACEUTICALS LIMITED

CIN : L24230GJ1972PLC002126

Village Bhat, Dist. Gandhinagar - 382428, Gujarat, India. Phone: +91 79 23989100

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. : 42nd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Monday, 27th July, 2015 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, having office at 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad – 380009, appointed as Scrutinizer for the purpose of the poll and remote e-voting taken on the below mentioned resolutions, at the 42nd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Monday, 27th July, 2015 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 42nd Annual General Meeting sent to the shareholders, the voting through electronic means/ remote e-voting was started on at 9.00 a.m. on 23rd July, 2015 and ended at 5.00 p.m. on 26th July, 2015.
2. The equity shareholders holding shares as on cut-off date i.e. 20th July, 2015 were entitled to vote in respect of remote e-voting on the resolutions as stated in the Notice of the 42nd Annual General Meeting of the Company.
3. The votes were unblocked from the remote e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) in the presence of Ms. Aayushi Soni and Mr. Parthil Shah on 27th July, 2015 at 10:45 A.M.
4. The remote e-voting results/list downloaded from the website of Karvy Computershare Private Limited (www.evoting.karvy.com) is being handed over to the Chairman along with this report.

5. After the declaration of the poll, the Box kept for the polling was locked in the presence of the members and marked with due identification marks by me.
6. 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.

Appropriate arrangement was made / actions were taken to eliminate duplicate voting i.e. remote e-voting as well as on poll. Poll papers were issued only to those members present at the Annual General Meeting, who had not voted through remote e-voting.

7. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
8. The Consolidated results of the Poll and 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, 2015, including Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and reports of the 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	207	23613198	99.91520
Poll	65	125978557	99.99999
Total	272	149591755	99.98660

(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	20041	0.08480
Poll	2	7	0.00001
Total	6	20048	0.01340



(ii) **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	440970
Poll	6	5370
Total	9	446340

Resolution No. 2, Ordinary Resolution

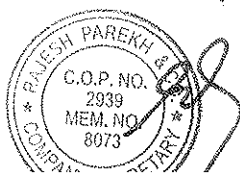
To confirm the payment of interim dividend on Equity Shares already paid during the financial year ended 31st March, 2015 and to declare final dividend on equity shares for the said financial year.

(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	210	24074166	99.99991
Poll	66	125980057	100.00000
Total	276	150054223	99.99998

(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	2	21	0.00009
Poll	1	5	0.00000
Total	3	26	0.00002



(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	2	22
Poll	6	3872
Total	8	3894

Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Shri Markand Bhatt (DIN: 00061955), Director, who retires by rotation and being eligible offers himself for re-appointment.

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

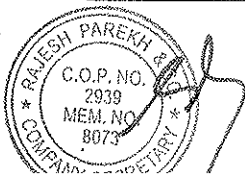
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	104	11322199	47.12303
Poll	66	125980057	99.99999
Total	170	137302256	91.53059

(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	108	12704690	52.87697
Poll	2	7	0.00001
Total	110	12704697	8.46941

(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	2	47320
Poll	5	3870
Total	7	51190



Resolution No. 4, Ordinary Resolution

To appoint M/s. 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:

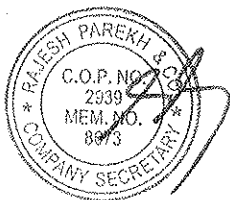
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	117	1536917	65.87000
Poll	64	125511245	99.62786
Total	181	140880417	94.35264

(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	91	7963409	34.13000
Poll	3	468817	0.37214
Total	94	8432226	5.64736

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes caste by them
Remote E-voting	6	741628
Poll	6	3872
Total	12	745500



Resolution No. 5, Ordinary Resolution

Ratification of remuneration of cost auditors of the company for the year 2015-16.

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

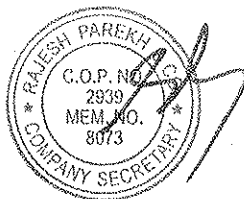
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	207	24050278	99.90060
Poll	66	125980057	100.00000
Total	273	150030335	99.98405

(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	23929	0.09940
Poll	1	5	0.00000
Total	7	23934	0.01595

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes caste by them
Remote E-voting	1	2
Poll	6	3872
Total	7	3874



Resolution No. 6, Ordinary 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	205	23727636	99.99822
Poll	66	125980057	100.00000
Total	271	149707693	99.99971

(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	423	0.00178
Poll	1	5	0.00000
Total	5	428	0.00029

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes caste by them
Remote E-voting	5	346150
Poll	6	3872
Total	11	350022



Resolution No. 7, Ordinary Resolution

Appointment of Smt. Renu Challu as an Independent Director.

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

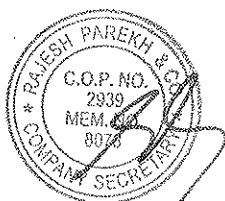
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	197	23457836	98.66449
Poll	66	125980057	99.99999
Total	263	149437893	99.78797

(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	14	317523	1.33551
Poll	2	7	0.00001
Total	16	317530	0.21203

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes caste by them
Remote E-voting	4	298850
Poll	5	3870
Total	9	302720



Resolution No. 8, Special Resolution

Remuneration to Non-Executive Directors

(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	201	23080325	99.99901
Poll	66	125980057	99.99999
Total	267	149060382	99.99984

(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	7	228	0.00099
Poll	2	7	0.00001
Total	9	235	0.00016

(iii) Invalid votes :

Type of Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total no. of votes caste by them
Remote E-voting	7	993156
Poll	5	3870
Total	12	997026



Resolution No. 9, Special Resolution

Adoption of new set of Article of Association.

(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	197	23166266	99.54681
Poll	66	125980057	100.00000
Total	263	149146323	99.92933

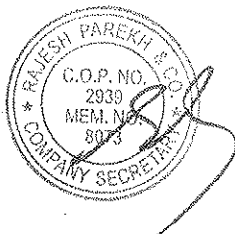
(ii) Voted **against** the resolution:

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	10	105466	0.45319
Poll	1	5	0.00000
Total	11	105471	0.07067

(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	8	802477
Poll	6	3872
Total	14	806349

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is being handed over to the Chairman along with the Combined report on voting at 42nd AGM.




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

Thanking you.

Yours faithfully,

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


Rajesh Parekh
Proprietor
Mem. No. 8073
Cert. No. 2939



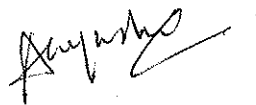
Date: 27th July, 2015

Place: Ahmedabad

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

1. Ms. Aayushi Soni

G-3, Vishramnagar Society,
Gurukul Main road,
Memnagar,
Ahmedabad-380052.

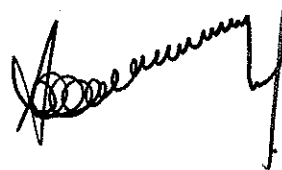


2. Mr. Parthil Shah

B-1, Samet Flat,
Keshavnagar,
Subhash Bridge,
Ahmedabad-380027.







(Samir Mehta)

Executive Chairman

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 : 42nd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Monday, 27th July, 2015 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, having office at 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad – 380009, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 42nd Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Monday, 27th July, 2015 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 were 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, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and reports of the 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
65	125978557	99.9999

(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
2	7	0.0001

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6	5370

Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend on Equity Shares already paid during the financial year ended 31st March, 2015 and to declare final dividend on equity shares 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
66	125980057	99.9999

(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	5	0.0001



(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6	3872

Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Shri Markand Bhatt (DIN: 00061955), 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	125980057	99.9999

(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
2	7	0.0001

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	3870

Resolution No. 4, Ordinary Resolution

To appoint M/s. 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
64	125511245	99.6279



(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
3	468817	0.3721

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6	3872

Resolution No. 5, Ordinary Resolution

Ratification of remuneration of cost auditors of the Company for the year 2015-16.

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

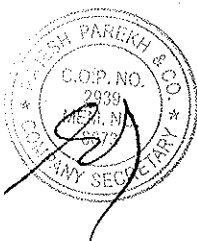
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
66	125980057	99.9999

(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	5	0.0001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6	3872



Resolution No. 6, Ordinary Resolution

Re-Appointment of Dr. Chaitanya Dutt as a Whole-time Director and fixation of 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
66	125980057	99.9999

(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	5	0.0001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6	3872

Resolution No. 7, Ordinary Resolution

Appointment of Smt. Renu Challu as an Independent Director.

(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	125980057	99.9999

(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
2	7	0.0001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	3870



Resolution No. 8, Special Resolution

Remuneration to Non-Executive Directors.

(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	125980057	99.9999

(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
2	7	0.0001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
5	3870

Resolution No. 9, Special Resolution

Adoption of new set of Article of Association.

(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	125980057	99.9999

(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	5	0.0001



(iii) Invalid votes :


Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6	3872

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is being handed over to the Chairman alongwith the Combined report on voting at 42nd AGM.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company.

Thanking you,

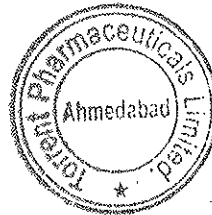
Yours faithfully,

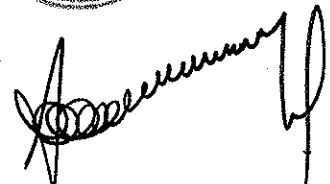
**For Rajesh Parekh & Co.
Company Secretary**


Rajesh Parekh
Proprietor
Mem. No. 8073
Cert No. 2939



Date : 27th July, 2015
Place : Ahmedabad




(Samir Mehta)
Executive Chairman