

AMA

1

#### 46<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 23<sup>RD</sup> JULY, 2019

#### **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) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 46<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on 19<sup>th</sup> July, 2019 up to 5.00 p.m. on 22<sup>nd</sup> July, 2019.

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 22<sup>nd</sup> July, 2019 and on poll at the 46<sup>th</sup> AGM and submitted his Consolidated Report, on 23<sup>rd</sup> July, 2019. The Report of Scrutinizer is attached herewith.

| Sr.<br>No. | Item No.                                       | Type of<br>Resolution | No. of<br>Votes in<br>favour | % of<br>Votes<br>in<br>favour | No. of<br>Votes<br>Against | % of<br>Votes<br>Against |
|------------|--|-----------------------|------------------------------|-------------------------------|----------------------------|--------------------------|
| 1.         | To receive, consider and adopt the             | Ordinary              | 155003491                    | 100.00                        | 65                         | 0.00                     |
| 1          | Standalone and Consolidated                    |                       |                              |                               |                            |                          |
|            | Financial Statements as at                     | · · · ·               |                              |                               | £1                         |                          |
| 12.13      | 31 <sup>st</sup> March, 2019 including the     |                       | 8                            |                               |                            | a                        |
|            | Audited Balance Sheet as at                    |                       |                              |                               |                            |                          |
|            | 31 <sup>st</sup> March, 2019, the Statement of |                       |                              |                               |                            |                          |
| -<br>      | Profit and Loss for the year ended             |                       |                              | ÷ .                           | 2 <sup>-27</sup>           |                          |
|            | on that date and reports of the                |                       |                              |                               |                            |                          |
|            | Board of Directors and Auditors thereon.       |                       |                              | 1. S                          | કુ હેં                     |                          |
|            | ulereoli.                                      |                       | 5 C                          | 5                             |                            |                          |
| 2.         | To confirm the payment of interim              | Ordinary              | 155058779                    | 100.00                        | 65                         | 0.00                     |
| . I        | dividend on equity shares already              |                       |                              |                               |                            |                          |
|            | paid during the financial year                 |                       | -                            |                               |                            |                          |
| 1.11       | ended 31 <sup>st</sup> March, 2019 and to      |                       | 2 N 1                        |                               |                            |                          |
| ·          | declare final dividend on equity               | 24                    |                              |                               |                            | x . 1 . 1                |
|            | shares for the said financial year.            |                       |                              |                               |                            |                          |
| 1          |  |                       |                              |                               |                            |                          |

The Consolidated Result as per the Scrutinizer's above mentioned Report is as follows:

TORRENT PHARMACEUTICALS LIMITED CIN: L24230GJ1972PLC002126

Reg.Office : Torrent House, Off Ashram Road, Ahmedabad - 380 009, India. Phone: +91 79 26599000, Fax : +91 79 26582100, www.torrentpharma.com



| 3.To appoint a Director in place of<br>Shri. Samir Mehta (holding<br>DIN 00061903), Director, who<br>retires by rotation, and being<br>eligible, offers himself for<br>re-appointment.Ordinary15254374398.3825149011.624.Ratification of remuneration of<br>Cost Auditors of the Company for<br>the year 2019-20.Ordinary155058584100.002600.005.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-Executive<br>Directors (NEDs).Ordinary14739823495.4670142814.54   |                             |                                   |   |           |        |         |        |
|---|-----------------------------|-----------------------------------|---|-----------|--------|---------|--------|
| DIN 00061903), Director, who<br>retires by rotation, and being<br>eligible, offers himself for<br>re-appointment.Image: Construction of the company for<br>the year 2019-20.Ordinary155058584100.002600.005.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   | 3.                          | To appoint a Director in place of | Ordinary                                | 152543743 | 98.38  | 2514901 | 1.62   |
| retires by rotation, and being<br>eligible, offers himself for<br>re-appointment.Image: Second | ${\bf e}_{i} = {\bf e}_{i}$ | Shri Samir Mehta (holding         |   | - × ; ;   | 2.1    | 41      |        |
| eligible, offers himself for<br>re-appointment.Imself for<br>re-appointment.4.Ratification of remuneration of<br>Cost Auditors of the Company for<br>the year 2019-20.Ordinary155058584100.002600.005.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   |                             | DIN 00061903), Director, who      | 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - |           |        |         |        |
| re-appointment.Ordinary155058584100.002600.004.Ratification of remuneration of<br>Cost Auditors of the Company for<br>the year 2019-20.Ordinary155058584100.002600.005.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54  |                             | retires by rotation, and being    |   |           |        |         |        |
| 4.Ratification of remuneration of<br>Cost Auditors of the Company for<br>the year 2019-20.Ordinary155058584100.002600.005.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   |                             | eligible, offers himself for      |   |           |        |         |        |
| Cost Auditors of the Company for<br>the year 2019-20.Special14435412494.1589694315.855.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54  |                             | re-appointment.                   |   |           |        |         | - 13 · |
| the year 2019-20.the year 2019-20.5.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   | 4.                          | Ratification of remuneration of   | Ordinary                                | 155058584 | 100.00 | 260     | 0.00   |
| 5.Re-appointment of Shri Samir<br>Mehta as Executive Chairman and<br>fixation of remuneration.Special14435412494.1589694315.856.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   | 4 · · · · ·                 | Cost Auditors of the Company for  |   |           | 34     | +       |        |
| Mehta as Executive Chairman and<br>fixation of remuneration.Image: Chairman and<br>fixation of remuneration.Image: Chairman and<br>fixation of remuneration.6.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   |                             | the year 2019-20.                 |   | . et      |        |         |        |
| Mehta as Executive Chairman and<br>fixation of remuneration.Image: Chairman and<br>fixation of remuneration.Image: Chairman and<br>fixation of remuneration.6.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   |                             | 30                                |   |           |        |         | Kec -  |
| fixation of remuneration.fixation of remuneration.fixation of remuneration.6.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54  | 5.                          | Re-appointment of Shri Samir      | Special                                 | 144354124 | 94.15  | 8969431 | 5.85   |
| 6.Payment of commission to Shri<br>Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Special14990897197.3241223942.687.Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   |                             | Mehta as Executive Chairman and   |   | 1 1 N     |        |         | c < c  |
| Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.7. Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   |                             | fixation of remuneration.         |   |           |        |         | 1 V 1  |
| Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.Sudhir Mehta, Chairman Emeritus<br>for the year 2018-19.7. Remuneration to Non-ExecutiveOrdinary14739823495.4670142814.54   | i.                          |                                   | -                                       | 2         |        |         | . v .  |
| for the year 2018-19.         Image: Constraint of the year 2018-19.           7.         Remuneration to Non-Executive         Ordinary         147398234         95.46         7014281         4.54   | 6.                          | Payment of commission to Shri     | Special                                 | 149908971 | 97.32  | 4122394 | 2.68   |
| 7.         Remuneration to Non-Executive         Ordinary         147398234         95.46         7014281         4.54  | - X - 2                     | Sudhir Mehta, Chairman Emeritus   |   |           |        |         |        |
|   | 2 - <sup>24</sup>           | for the year 2018-19.             |   | -         | 6.     |         |        |
|   |                             |                                   | -                                       | 1         |        |         |        |
| Directors (NEDs).   | 7.                          | Remuneration to Non-Executive     | Ordinary                                | 147398234 | 95.46  | 7014281 | 4.54   |
|   | č =                         | Directors (NEDs).                 |   | 28        |        |         |        |
|   | -                           | · · · _ · _ · _ · _               |   |           |        |         |        |

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 46<sup>th</sup> AGM have been duly approved by the Members with requisite majority.

Date: 23.07.2019 Place: Ahmedabad

Encl.: As above

For Torrent Phalmaceutica Limited 200 MAC Samir Mehta PHaama Executive Chairman AHMEDABAD 6

#### TORRENT PHARMACEUTICALS LIMITED CIN : L24230GJ1972PLC002126

Reg.Office : Torrent House, Off Ashram Road, Ahmedabad - 380 009, India. Phone: +91 79 26599000, Fax : +91 79 26582100, www.torrentpharma.com

2



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(4) (xii) & 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.: 46<sup>th</sup> Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Tuesday, 23<sup>rd</sup> July, 2019 at 09:30 AM. 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 46<sup>th</sup> Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Tuesday, 23<sup>rd</sup> July, 2019 at J. B. Auditorium, Torrent AMA Centre, Ground Floor, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

- In accordance with the Notice of 46<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 19<sup>th</sup> July, 2019 and ended at 05:00 P.M. on 22<sup>nd</sup> July, 2019.
- 2. The equity shareholders holding shares as on cut-off date i.e. 16<sup>th</sup> July, 2019 were entitled to vote in respect of remote e-voting on the resolutions as stated in the Notice of the 46<sup>th</sup> Annual General Meeting of the Company.
- The votes were unblocked from the remote e-voting website of Central Depository Services (India) Limited (CDSL) (<u>www.evotingindia.com</u>) in the presence of Mr. Sharvil B. Suthar and Mr. Jay Surti on 23<sup>rd</sup> July, 2019 at 12:22 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 Fintech Private Limited, the Registrar and Transfer Agents of the Company, and the authorizations/ 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 31<sup>st</sup> March, 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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 | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 261               | 154998347       | 100.00              |
| Poll            | 32                | 5144            | 0.00                |
| Total           | 293               | 155003491       | 100.00              |

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 04                | 65              | 0.00                |
| Poll            | 0                 | 0               | 0.00                |
| Total           | 04                | 65              | 0.00                |

| Type of Voting  | Total number of memberswhosevotes were declared invalid | Total no. of invalid Votes |
|-----------------|---|----------------------------|
| Remote E-voting | 0   | 0                          |
| Poll            | 01  | 800                        |
| Total           | 01  | 800                        |

DAR

## Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31<sup>st</sup> March, 2019 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<br>who voted | Number of votes<br>cast by them | % of total<br>number of valid<br>votes cast |
|-----------------|--------------------------------|---------------------------------|---|
| Remote E-voting | 265                            | 155053635                       | 100.00                                      |
| Poll            | 32                             | 5144                            | 0.00  |
| Total           | 297                            | 155058779                       | 100.00                                      |

## (ii) Voted against the resolution:

| Type of Voting  | Number of members<br>who voted | Number of votes<br>cast by them | number of valid |
|-----------------|--------------------------------|---------------------------------|-----------------|
| Remote E-voting | 04                             | 65                              | votes cast 0.00 |
| Poll            | 0                              | 0                               | 0.00            |
| Total           | 04                             | 65                              | 0.00            |

| Type of Voting  | Total number of members whose<br>votes were declared invalid | Total no. of invalid Votes |
|-----------------|--|----------------------------|
| Remote E-voting | 0  | 0                          |
| Poll            | 01   | 800                        |
| Total           | 01   | 800                        |



**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 | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
| ×.              | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 230               | 152538599       | 98.38               |
| Poll            | 32                | 5144            | 0.00                |
| Total           | 262               | 152543743       | 98.38               |

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
| ÷.              | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 37                | 2514901         | 1.62                |
| Poll            | 0                 | 0               | 0.00                |
| Total           | 37                | 2514901         | 1.62                |

| Type of Voting  | Total number of members whose<br>votes were declared invalid | Total no. of invalid Votes |
|-----------------|--|----------------------------|
| Remote E-voting | 0  | 0                          |
| Poll            | 01   | 800                        |
| Total           | 01   | 800                        |



Resolution No. 4, Ordinary Resolution

# Ratification of Remuneration of Cost Auditors of the Company for the Year 2019-20

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 262               | 155053441       | 100.00              |
| Poll            | 31                | 5143            | 0.00                |
| Total           | 293               | 155058584       | 100.00              |

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

| Type of Voting  | Number of members | Number of votes | % of total number of |
|-----------------|-------------------|-----------------|----------------------|
|                 | who voted         | cast by them    | valid votes cast     |
| Remote E-voting | 07                | 259             | 0.00                 |
| Poll            | 01                | 01              | 0.00                 |
| Total           | 08                | 260             | 0.00                 |

| Type of Voting  | Total number of members whose | Total no. of invalid Votes |
|-----------------|-------------------------------|----------------------------|
|                 | votes were declared invalid   |                            |
| Remote E-voting | 0                             | 0                          |
| Poll            | 01                            | 800                        |
| Total           | 01                            | 800                        |

## **Resolution No. 5, Special Resolution**

Re - appointment of Shri Samir Mehta as Executive Chairman and fixation of remuneration

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

| Type of Voting  | Number of         | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | members who voted | cast by them    | of valid votes cast |
| Remote E-voting | 165               | 144348981       | 94.15               |
| Poll            | 31                | 5143            | 0.00                |
| Total           | 196               | 144354124       | 94.15               |

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 88                | 8969430         | 5.85                |
| Poll            | 01                | 01              | 0.00                |
| Total           | 89                | 8969431         | 5.85                |

| Type of Voting  | Total number of members whose | Total no. of invalid Votes |
|-----------------|-------------------------------|----------------------------|
|                 | votes were declared invalid   |                            |
| Remote E-voting | 0                             | 0                          |
| Poll            | 01                            | 800                        |
| Total           | 01                            | 800                        |



## **Resolution No. 6, Special Resolution**

Payment of Commission to Shri Sudhir Mehta, Chairman Emeritus for the Year 2018-19

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 213               | 149903828       | 97.32               |
| Poll            | 31                | 5143            | 0.00                |
| Total           | 244               | 149908971       | 97.32               |

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 48                | 4122393         | 2.68                |
| Poll            | 01                | 01              | 0.00                |
| Total           | 49                | 4122394         | 2.68                |

| Type of Voting  | Total number of members whose<br>votes were declared invalid | Total no. of invalid Votes |
|-----------------|--|----------------------------|
| Remote E-voting | 0  | 0                          |
| Poll            | 01   | 800                        |
| Total           | 01   | 800                        |



# Resolution No. 7 Ordinary Resolution

# Remuneration to Non – Executive Directors (NEDs)

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 185               | 147393090       | 95.46               |
| Poll            | 32                | 5144            | 0.00                |
| Total           | 217               | 147398234       | 95.46               |

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

| Type of Voting  | Number of members | Number of votes | % of total number   |
|-----------------|-------------------|-----------------|---------------------|
|                 | who voted         | cast by them    | of valid votes cast |
| Remote E-voting | 78                | 7014281         | 4.54                |
| Poll            | 0                 | 0               | 0.00                |
| Total           | 78                | 7014281         | 4.54                |

| Type of Voting  | Total number of members whose<br>votes were declared invalid | Total no. of invalid Votes |
|-----------------|--|----------------------------|
| Remote E-voting | 0  | 0                          |
| Poll            | 01   | 800                        |
| Total           | 01   | 800                        |

- 08. 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.
- 09. 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



Date: 23/07/2019 Place: Ahmedabad

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

Sharvil B. Suthar
 D – 36, Tulsikunj Society,
 B/h. Vaibhav Hall,
 Ghodasar - 380050

2. Jay Surti
R – 2, Vikram Appartment,
Nr. Shreyas Crossing,
Ambawadi,
Ahmedabad – 380015

Jay dusti

Counter Signed by

Samir Mehta Executive Chairman Torrent Pharmaceuticals Limited



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 : 46<sup>th</sup> Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Tuesday, 23<sup>rd</sup> July, 2019 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 46<sup>th</sup> Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Tuesday, 23<sup>rd</sup> July, 2019 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 Fintech 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 31<sup>st</sup> March, 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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  | Number of votes cast by them | % of total number of valid |
|--------------------------------|------------------------------|----------------------------|
| voting (in person or by proxy) |                              | votes cast                 |
| 32                             | 5144                         | 100                        |

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

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

| Total number of members (in     | Total number of votes cast by |
|---------------------------------|-------------------------------|
| person or by proxy) whose votes | them                          |
| were declared invalid           |                               |
| 1                               | 800                           |



### Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31<sup>st</sup> March, 2019 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 |
|--|------------------------------|---------------------------------------|
| 32   | 5144                         | 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                                    |

| Total number of members (in person or | Total number of votes cast |
|---------------------------------------|----------------------------|
| by proxy) whose votes were declared   | by them                    |
| invalid                               |                            |
| 1                                     | 800                        |

**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<br>voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 32  | 5144                         | 100                                   |

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

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

| Total number of members (in     | Total number of votes cast by |
|---------------------------------|-------------------------------|
| person or by proxy) whose votes | them                          |
| were declared invalid           |                               |
| • 1                             | 800                           |



## Resolution No. 4, Ordinary Resolution

## Ratification of Remuneration of Cost Auditors of the Company for the Year 2019-20

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

| Number of members present and  | Number of votes cast by | % of total number of valid |
|--------------------------------|-------------------------|----------------------------|
| voting (in person or by proxy) | them                    | votes cast                 |
| 31                             | 5143                    | 99.98                      |

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

| Number of members present and  | Number of votes cast by | % of total number of valid |
|--------------------------------|-------------------------|----------------------------|
| voting (in person or by proxy) | them                    | votes cast                 |
| 1                              | 1                       | 0.02                       |

| Total number of members (in     | Total number of votes cast by them |
|---------------------------------|------------------------------------|
| person or by proxy) whose votes |                                    |
| were declared invalid           |                                    |
| 1                               | 800                                |



## **Resolution No. 5, Special Resolution**

# Re - appointment of Shri Samir Mehta as Executive Chairman and fixation of remuneration

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

| Number of members present<br>and voting (in person or by<br>proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 31   | 5143                         | 99.98                                 |

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

| Number of members present   | Number of votes cast by them | % of total number of |
|-----------------------------|------------------------------|----------------------|
| and voting (in person or by |                              | valid votes cast     |
| proxy)                      | 8                            |                      |
| 1                           | 1                            | 0.02                 |

| Total number of members (in | Total number of votes cast by |
|-----------------------------|-------------------------------|
| person or by proxy) whose   | them                          |
| votes were declared invalid |                               |
| 1                           | 800                           |



## Resolution No. 6, Special Resolution

# Payment of Commission to Shri Sudhir Mehta , Chairman Emeritus for the Year 2018-19

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

| - | Number of members present   | Number of votes cast by them | % of total number of |
|---|-----------------------------|------------------------------|----------------------|
|   | and voting (in person or by |                              | valid votes cast     |
|   | proxy)                      |                              |                      |
|   | 31                          | 5143                         | 99.98                |

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

| Number of members present<br>and voting (in person or by | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| proxy)   | 1                            | 0.02                                  |

| Total number of members (in | Total number of votes cast by |  |
|-----------------------------|-------------------------------|--|
| person or by proxy) whose   | them                          |  |
| votes were declared invalid |                               |  |
| 1                           | 800                           |  |



## Resolution No. 7, Ordinary Resolution

### Remuneration to Non – Executive Directors (NEDs)

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

| Number of members present<br>and voting (in person or by<br>proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 32   | 5144                         | 100                                   |

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

| Number of me<br>and voting (in<br>prov | person or by | Number of votes cast by them | % of total number of valid votes cast |
|--|--------------|------------------------------|---------------------------------------|
| 0                                      |              | 0                            | 0                                     |

| Total number of members (in | Total number of votes cast by |
|-----------------------------|-------------------------------|
| person or by proxy) whose   | them                          |
| votes were declared invalid |                               |
| 1                           | 800                           |



- 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

PAREA 0 P No 939 – Rajesh Rarekh MEM. No Proprietor 8073 Mem. No. 8073 NYSEC C.O.P No. 2939

Date: 23/07/2019 Place: Ahmedabad

Counter SigAs

Samir Mehta Executive Chairman Torrent Pharmaceuticals Limited