Marksans Pharma Ltd.

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza, C-1, Block –G,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400051.

1st October, 2015

Sub: Disclosure as per Clause 35A of the Listing Agreement pertaining to voting results of the 23rd Annual General Meeting of the Company

Dear Sir,

In terms of Clause 35A of the Listing Agreement, please find enclosed herewith the disclosures pertaining to the voting results of the 23rd Annual General Meeting of the Company held on Tuesday, the 29th September, 2015.

Further, we are also enclosing the Scrutinizer Report on e-voting and voting done through physical ballot forms at the AGM.

The above are also uploaded on the Company's website.

Kindly take the above on record.

Thanking You,

Yours faithfully,
For Marksans Pharma Limited

Harshavardhan Panigrahi
Company Secretary & Manager-Legal

Enclosed as above

MARKSANS PHARMA LIMITED

Details of voting results of the 23rd Annual General Meeting of Marksans Pharma Limited held on Tuesday, 29th September, 2015 at 10:30 AM at GMS Community Centre Hall, Sitladevi Complex, 1st Floor, D.N. Nagar, Link Road, Andheri (W), Mumbai – 400 053

Date of the AGM	29th September, 2015
Total number of shareholders on record date (Cut-off date fixed for e-voting)	65,533
No. of shareholders present in the meeting either in person or through proxy -	
- Promoters and Promoter Group	2
- Public	62
No. of shareholders attended the meeting through Video Conferencing-	Video conferencing is not yet started for shareholders meeting.
- Promoters and Promoter Group	-
- Public	-

Agenda-wise Details

Agenda No. 1	Details of the Agenda	To receive, consider and adopt the Audited Financial Statement (including Consolidated Financial Statement) for the financial year ended 31st March 2015, the Reports of the Board of Directors and Auditors thereon.
	Resolution required	Ordinary
	Mode of voting	E-voting and Voting through physical Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60747699*	92.42	60747699	0	100	0
Public-Others	146091318	6478625*	4.43	6478625	0	100	0
Total	409313698	264718057	64.67	264718057	0	100	0.00

* This excludes 13,063 invalid / abstain votes.

MARKSANS PHARMA LTD. MUMBAI-53

Agenda No. 2	Details of the Agenda		Declaration of dividend on equity shares and preference shares for the financial year ended 31st March 2015.				
	Resolution required		Ordinary				
	Mode of voting		E-voting and Voting through physical Ballot				
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60747699*	92.42	60747699	0	100	0
Public-Others	146091318	6478625*	4.43	6478425	200	100	0
Total	409313698	264718057	64.67	264717857	200	100	0.00

* excludes 13,063 invalid / abstain votes.

Agenda No. 3	Details of the Agenda		Re-appointment of Dr. Balwant Shankarrao Desai (DIN 03631170), who retires by rotation and being eligible offers himself for re-appointment.				
	Resolution required		Ordinary				
	Mode of voting		E-voting and Voting through physical Ballot				
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60747699*	92.42	29082630	31665069	47.87	52.13
Public-Others	146091318	6478625*	4.43	5974967	503658	92.23	7.77
Total	409313698	264718057	64.67	232549330	32168727	87.85	12.15

* excludes 13,063 invalid / abstain votes.



Agenda No. 4	Details of the Agenda		Re-appointment of M/s N. K. Mittal & Associates, Chartered Accountants (Registration No. 113281W), as Statutory Auditors of the Company and fixing their remuneration.				
	Resolution required		Ordinary				
	Mode of voting		E-voting and Voting through physical Ballot				
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60747699*	92.42	60747699	0	100	0
Public-Others	146091318	6478625*	4.43	6478325	300	100	0
Total	409313698	264718057	64.67	264717757	300	100	0.00

* excludes 13,063 invalid / abstain votes.

Agenda No. 5	Details of the Agenda		Appointment of Mr. Ajay Shivram Joshi (DIN 00947684) as an Independent Director.				
	Resolution required		Ordinary				
	Mode of voting		E-voting and Voting through physical Ballot				
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60747699*	92.42	60747699	0	100	0
Public-Others	146091318	6478575*	4.43	6478575	0	100	0
Total	409313698	264718007	64.67	264718007	0	100	0.00

* excludes 13,113 invalid / abstain votes.

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Agenda No. 6	Details of the Agenda		Appointment of Mr. Seetharama Raju Buddharaju (DIN 03630668) as an Independent Director.				
	Resolution required		Ordinary				
	Mode of voting		E-voting and Voting through physical Ballot				
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60747699*	92.42	58018627	2729072	95.51	4.49
Public-Others	146091318	6478625*	4.43	6478325	300	100	0
Total	409313698	264718057	64.67	261988685	2729372	98.97	1.03

* excludes 13,063 invalid / abstain votes.

Agenda No. 7	Details of the Agenda		Re-appointment of Mr. Mark Saldanha (DIN 00020983) as the Managing Director of the Company.				
	Resolution required		Special				
	Mode of voting		E-voting and Voting through physical Ballot				
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60747699*	92.42	47526043	13221656	78.24	21.76
Public-Others	146091318	6478625*	4.43	6282499	196126	96.97	3.03
Total	409313698	67226324	31.74	53808542	13417782	80.04	19.96

* excludes 197,496,733 invalid / abstain votes.



Agenda No. 8	Details of the Agenda		Approval and adoption of new set of Articles of Association of the Company as per Companies Act. 2013.				
	Resolution required		Special				
	Mode of voting		E-voting and Voting through physical Ballot				
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	197491733	197491733	100	197491733	0	100	0
Public – Institutional holders	65730647	60126164*	91.47	46904508	13221656	78.01	21.99
Public-Others	146091318	6478625*	4.43	6282199	196426	96.97	3.03
Total	409313698	264096522	64.52	250678440	13418082	94.92	5.08

* excludes 6,26,535 invalid / abstain votes.

For **Marksans Pharma Limited**

Harshavardhan Panigrahi
Company Secretary and Manager – Legal

MARKSANS PHARMA LTD. MUMBAI-53

1st October, 2015

KHUSHBOO BAKUL GOPANI
Practicing Company Secretary
Ph. No. 022 2203 4420 09096789049

40A, 3rd Floor Shankar Seth Building. 380 J. S. S. Road, Chira Bazar, Mumbai 400 002
Email: khushboo.gopani@gmail.com

Consolidated Scrutinizer's Report on Remote e-Voting and voting through physical ballot conducted at the 23rd Annual General Meeting of Marksans Pharma Limited held on September 29, 2015

To
The Chairman
Marksans Pharma Limited
11th Floor, Grandeur
Veera Desai Extension Road
Oshiwara, Andheri (W)
Mumbai – 400053

23rd Annual General Meeting of the Members of Marksans Pharma Limited held on Tuesday, September 29, 2015, at 10:30 a.m. at GMS Community Centre Hall, Sitladevi Complex, 1st Floor, D.N. Nagar, Link Road, Andheri (W), Mumbai 400 053.

Dear Sir,

The Board of Directors of **Marksans Pharma Limited** (the Company) at its meeting held on August 08, 2015 has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, Clause 35B of the Listing Agreement and Secretarial Standard on General Meetings (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid notice of the 23rd AGM of the Members of the Company and corrigendum to the Notice of the 23rd AGM dated September 15, 2015. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast **"in favour" or "against"** on the resolutions as specified in the Notice of AGM dated August 08, 2015 and corrigendum to the Notice of the 23rd AGM dated September 15, 2015 based on the reports generated from the remote e-voting system provided by Central Depository Services Limited (CDSL/Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM. I hereby submit my report as under:

Report on scrutiny:

1. The Company had appointed CDSL as the Service Provider, for extending the facility of Remote e-Voting to the Members of the Company. Bigshare Services Private Limited is the Registrar and Share Transfer Agents (RTA) of the Company.

2. The Service Provider has provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special) sought to be transacted in the 23rd AGM of the Company which was held on Tuesday, September 29, 2015.

3. The record date considered for dispatch of the Notice of the AGM was August 21, 2015 and as on that date, there were 59,153 Members. The Company had sent the Notice of the AGM along with Annual Report and Remote E- Voting details by email to 35,108 Members whose Email addresses were made available by the Depositories and for those Members, holding shares in the physical form, who has registered their email address with the RTA. In respect of 24,045 Members, whose Email addresses were not available , the Notice of AGM was sent to those Members by the permitted mode.

4. The Notice of 23rdAGM sent to the Members (both through email and physical form) contained detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

5. The cut- off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was September 23, 2015.

6. As prescribed in the Clause (vi) of the Sub Rule 4 of the Rule 20, the Remote e-Voting facility was kept open for 4 (Four) days i.e. from Friday, September 25, 2015 at 10:00 a.m. till Monday, September 28, 2015 at 5:00 p.m.

7. The Company has completed the dispatch of Annual Report along with the Notice of AGM to the Members on September 04, 2015.

8. As prescribed in the Clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, in the "Tarun Bharat" in Marathi and in "Business Standard" in English dated 08th September, 2015.The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.

9. Further, the Company also released an advertisement in the "Tarun Bharat" in Marathi and in "Business Standard" in English dated September 15, 2015 for corrigendum to the Notice of the 23rd AGM dated September 08, 2015.

10. At the end of the voting period on September 28, 2015 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

11. At the venue of the 23rd AGM of the Company held on September 29, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E- Voting to record their votes.

12. On September 29, 2015, after counting of the votes casted at the venue of the AGM through ballot paper, the votes cast through Remote E- Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Mahesh Kuwalekar and Mr. Ashish Kumar Jain who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.

13. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the AGM was concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned above and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations/ proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

14. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers are as under:

Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	120	14	134
Total number of Shares held by them	264,713,670	17,450	264,731,120
Valid votes	As per details provided under each one of the resolution mentioned hereunder		
Invalid Votes	Various as mentioned under each of the resolution		

Note: Percentage of votes cast **"in favour"** or **"against"** the resolutions is calculated based on the valid votes cast through remote e-voting or physical voting.

Item No. 1 (Ordinary Resolution)

To Consider and adopt

(a) the audited Financial Statements of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors thereon; and

(b) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	264,705,607	100.00	0	0.00	8,063
Physical Voting	12,450	100.00	0	0.00	5,000
Total	264,718,057	100.00	0	0.00	13,063

Item No. 2 (Ordinary Resolution)

To declare dividend on equity shares and preference shares for the financial year ended 31st March, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	264,705,407	100.00	200	0.00	8,063
Physical Voting	12,450	100.00	0	0.00	5,000
Total	264,717,857	100.00	200	0.00	13,063

Item No. 3 (Ordinary Resolution)

To appoint a Director in place of Dr. Balwant Shankarrao Desai (DIN 03631170), who retires by rotation and being eligible offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	232,536,880	87.85	32,168,727	12.15	8,063
Physical Voting	12,450	100.00	0	0.00	5,000
Total	232,549,330	87.85	32,168,727	12.15	13,063

Item No. 4 (Ordinary Resolution)

To appoint M/s N. K. Mittal & Associates, Chartered Accountants (FRN:113281W) as a Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	264,705,307	100.00	300	0.00	8,063
Physical Voting	12,450	100.00	0	0.00	5,000
Total	264,717,757	100.00	300	0.00	13,063

Item No. 5 (Ordinary Resolution)

To appoint Mr. Ajay Shivram Joshi (DIN 00947684) as an Independent Director of the Company for a period of five years with effect from 1st April, 2015 till 31st March, 2020 not liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	264,705,557	100.00	0	0.00	8,113
Physical Voting	12,450	100.00	0	0.00	5,000
Total	264,718,007	100.00	0	0.00	13,113

Item No. 6 (Ordinary Resolution)

To appoint Mr. Seetharama Raju Buddharaju (DIN 03630668) as an Independent Director of the Company for a period of five years with effect from 1st April, 2015 till 31st March, 2020 not liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	261,976,235	98.97	27,29,372	1.03	8,063
Physical Voting	12,450	100.00	0	0.00	5,000
Total	261,988,685	98.97	27,29,372	1.03	13,063

Item No. 7 (Special Resolution)

To re-appoint Mr. Mark Saldanha (DIN 00020983) as the Managing Director Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 6th October, 2015 on the terms set out in the notice of the AGM.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	53,796,092	80.04	13,417,782	19.96	197,499,796
Physical Voting	12,450	100.00	0	0.00	5,000
Total	53,808,542	80.04	13,417,782	19.96	197,496,733

Item No.8 (Special Resolution)

To approve and adopt new set of Articles of Association of the Company in the place of existing Articles of Association of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	250,665,990	94.92	13,418,082	5.08	629,598
Physical Voting	12,450	100.00	0	0.00	5,000
Total	250678440	94.92	13,418,082	5.08	626,535

All the Resolutions mentioned in the AGM Notice dated August 08, 2015 as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the 23rd AGM.

Thanking you,
Yours truly,

KHUSHBOO BAKUL GOPANI
COMPANY SECRETARIES
MEMBERSHIP No.:- 29194
C. P. No.:- 10560

Khushboo Bakul Gopani
Practicing Company Secretary
ACS: 29194 COP:10560

Date:1st October, 2015
Place: Mumbai

MARKSANS PHARMA LTD.
Authorised Signatory.
To be counter signed by the Chairman

Date : 1st October, 2015
Place: Mumbai

WITNESSES:

Mr. Mahesh Kuwalekar

Mr. Ashish Kumar Jain