

45TH ANNUAL GENERAL MEETING HELD ON 02ND AUGUST, 2018

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 45th Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on 30th July, 2018 up to 5.00 p.m. on 01st August, 2018.

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 01st August, 2018 and on poll at the 45th AGM and submitted his Consolidated Report, on 02nd August, 2018. 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, 2018 including the Audited Balance Sheet as at 31 st March, 2018, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.	Ordinary	155620020	100	25	0
2.	To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31 st March, 2018 and to declare final dividend on equity shares for the said financial year.	Ordinary	155624619	100	0	0.00

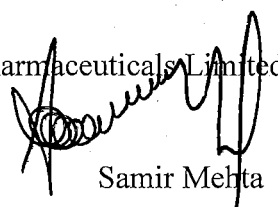
3.	To resolve not to fill the vacancy in the Board, caused by the retirement of Shri Markand Bhatt (holding DIN 00061955) who retires by rotation and has expressed his unwillingness to be re-appointed.	Ordinary	155606721	99.99	17898	0.01
4.	Modification to the resolution related to the appointment of Statutory Auditors.	Ordinary	147289411	94.70	8238275	5.30
5.	Ratification of remuneration of Cost Auditors of the Company for the year 2018-19.	Ordinary	155606831	99.99	17788	0.01
6.	Appointment of Ms. Ameera Shah as an Independent Director.	Ordinary	154616890	100	199	0.00
7.	Re-appointment of Shri Shailesh Haribhakti as an Independent Director.	Special	147561123	95.48	6981983	4.52
8.	Re-appointment of Shri Haigreave Khaitan as an Independent Director.	Special	144865339	93.92	9373792	6.08
9.	Appointment of Shri Aman Mehta, a relative of Directors as an Executive of the Company	Ordinary	152031029	97.88	3289515	2.12

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 45th AGM have been duly approved by the Members with requisite majority.

Date: 02.08.2018
Place: Ahmedabad

Encl.: As above

For Torrent Pharmaceuticals Limited


Samir Mehta
Executive Chairman



Rajesh Parekh & Co.
Company Secretary

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

Consolidated Report of Scrutinizer on Remote e-voting & Poll

*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20(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.: 45th Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Thursday, 02nd August, 2018 at 09:30 AM. at J. B. Auditorium, Torrent AMA Centre, Ground Floor, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

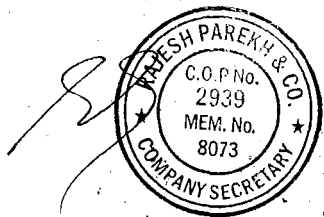
Dear Sir,

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 45th Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Thursday 02nd August, 2018 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 45th Annual General Meeting sent to the shareholders, the voting through electronic means/ remote e-voting was started at 09:00 A.M. on 30th July, 2018 and ended at 05:00 P.M. on 01st August, 2018.
2. The equity shareholders holding shares as on cut-off date i.e. 26th July, 2018 were entitled to vote in respect of remote e-voting on the resolutions as stated in the Notice of the 45th 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 of Mr. Sharvil B. Suthar and Mr. Jay Surti on 02nd August, 2018 at 12:34 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 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 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018, 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:

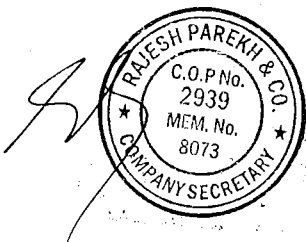
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	270	155618020	100
Poll	28	2000	0
Total	298	155620020	100

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	25	0
Poll	0	0	0
Total	1	25	0

(iii) **Invalid** votes :

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31st March, 2018 and to declare final dividend on equity shares for the said financial year.

(i) Voted in favour of the resolution:

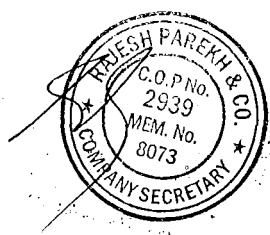
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	271	155622619	100
Poll	28	2000	0
Total	299	155624619	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 3, Ordinary Resolution

To resolve not to fill the vacancy in the Board, caused by the retirement of Shri Markand Bhatt (holding DIN 00061955) who retires by rotation and has expressed his unwillingness to be re-appointed.

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

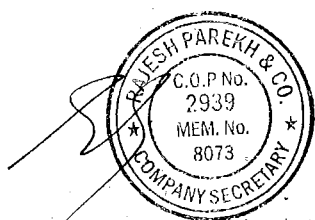
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	267	155604721	99.99
Poll	28	2000	0
Total	295	155606721	99.99

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	4	17898	0.01
Poll	0	0	0
Total	4	17898	0.01

(iii) **Invalid** votes :

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 4, Ordinary Resolution

Modification to the resolution related to the appointment of Statutory Auditors.

(i) Voted in favour of the resolution:

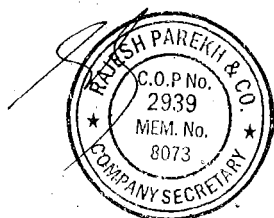
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	175	147287412	94.7
Poll	27	1999	0
Total	202	147289411	94.7

(ii) Voted against the resolution:

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	93	8238275	5.30
Poll	0	0	0
Total	93	8238275	5.30

(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 5, Ordinary Resolution

**RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY
FOR THE YEAR 2018-19**

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

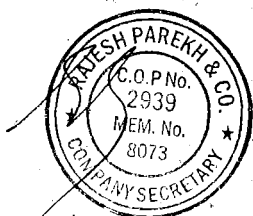
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	268	155604831	99.99
Poll	28	2000	0
Total	296	155606831	99.99

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	17788	0.01
Poll	0	0	0
Total	3	17788	0.01

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 6, Ordinary Resolution

APPOINTMENT OF MS. AMEERA SHAH AS AN INDEPENDENT DIRECTOR.

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

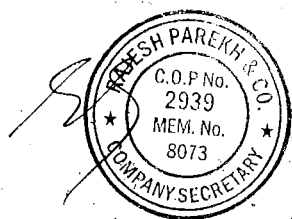
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	264	154614890	100
Poll	28	2000	0
Total	292	154616890	100

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	3	199	0
Poll	0	0	0
Total	3	199	0

(iii) **Invalid** votes :

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 7 Special Resolution

RE-APPOINTMENT OF SHRI SHAILESH HARIBHAKTI AS AN INDEPENDENT DIRECTOR

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

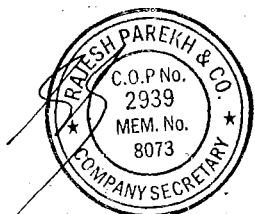
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	187	147559124	95.48
Poll	27	1999	0
Total	214	147561123	95.48

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	77	6981983	4.52
Poll	0	0	0
Total	77	6981983	4.52

(iii) **Invalid** votes :

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 8, Special Resolution

RE-APPOINTMENT OF SHRI HAIGREVE KHAITAN AS AN INDEPENDENT DIRECTOR

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

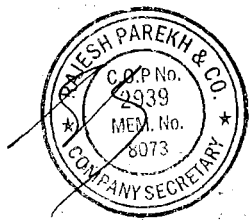
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	158	144863340	93.92
Poll	27	199	0
Total	185	144865339	93.92

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	105	9373792	6.08
Poll	0	0	0
Total	105	9373792	6.08

(iii) **Invalid votes :**

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



Resolution No. 9, Ordinary Resolution

APPOINTMENT OF SHRI AMAN MEHTA, A RELATIVE OF DIRECTORS AS AN EXECUTIVE OF THE COMPANY

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	244	152029029	97.88
Poll	28	2000	0
Total	272	152031029	97.88

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

Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	26	3289515	2.12
Poll	0	0	0
Total	26	3289515	2.12

(iii) **Invalid** votes :

Type of Voting	Total number of members whose votes were declared invalid	Total no. of invalid Votes
Remote E-voting	0	0
Poll	3	174
Total	3	174



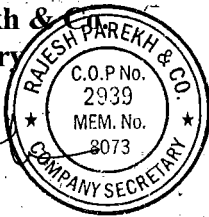
08. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each resolution is enclosed.
09. The poll papers and all other relevant records were sealed and handed over to the Company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

Thanking you.

Yours faithfully,

For, Rajesh Parekh &
Company Secretary


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



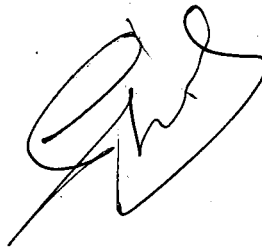
Date: 02/08/2018

Place: Ahmedabad

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

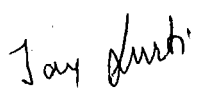
1. Sharvil B. Suthar

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

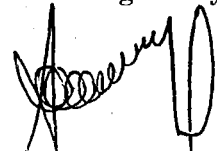


2. Jay Surti

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



Counter Signed by



Samir Mehta

Executive Chairman

Torrent Pharmaceuticals Limited



Rajesh Parekh & Co.
Company Secretary

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

FORM NO. MGT-13

Report of Scrutinizer

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

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

**Re : 45th Annual General Meeting of the Equity Shareholders of Torrent
Pharmaceuticals Limited held on Thursday, 02nd August, 2018 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 45th Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Thursday, 02nd August, 2018 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, 2018 including the Audited Balance Sheet as at 31st March, 2018, 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:

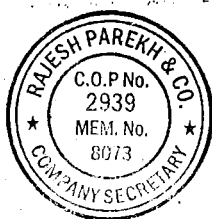
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	2000	100.00

(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	0.00

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31st March, 2018 and to declare final dividend on equity shares for the said financial year.

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

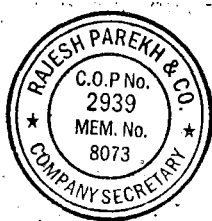
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	2000	100.00

(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	0.00

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Resolution No. 3, Ordinary Resolution

To resolve not to fill the vacancy in the Board, caused by the retirement of Shri Markand Bhatt (holding DIN 00061955) who retires by rotation and has expressed his unwillingness to be re-appointed.

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

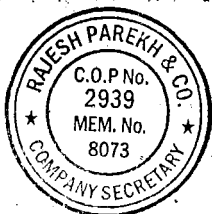
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	2000	100.00

(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	0.00

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Resolution No. 4, Ordinary Resolution

Modification to the resolution related to the appointment of Statutory Auditors.

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

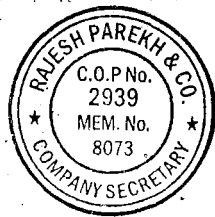
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	1999	100.00

(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	0.00

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Resolution No. 5, Ordinary Resolution

Ratification of remuneration of Cost Auditors of the Company for the year 2018-19.

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

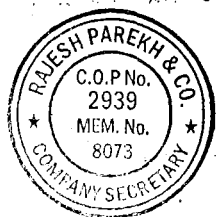
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	2000	100.00

(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	0.00

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Resolution No. 6, Ordinary Resolution

Appointment of Ms. Ameera Shah as an Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	2000	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(vi) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Resolution No. 7, Special Resolution

Re-appointment of Shri Shailesh Haribhakti as an Independent Director

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	1999	100.00

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(ix) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Resolution No. 8, Special Resolution

Re-appointment of Shri Haigreave Khaitan as an Independent Director

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

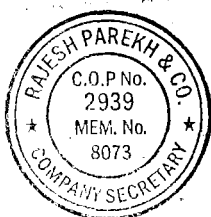
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	1999	100.00

(xi) 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	0.00

(xii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174



Ordinary

Resolution No. 9, ~~Special~~ Resolution



Appointment of Shri Aman Mehta, a Relative of Directors as an Executive of the Company.

(xiii) 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
28	2000	100.00

(xiv) 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	0.00

(xv) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	174

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



**Date: 02/08/2018
Place: Ahmedabad**

Counter Signed by

Samir Mehta
Samir Mehta
Executive Chairman
Torrent Pharmaceuticals Limited