

46TH ANNUAL GENERAL MEETING HELD ON 23RD 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 46th Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on 19th July, 2019 up to 5.00 p.m. on 22nd 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 22nd July, 2019 and on poll at the 46th AGM and submitted his Consolidated Report, on 23rd July, 2019. 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, 2019 including the Audited Balance Sheet as at 31 st 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.	Ordinary	155003491	100.00	65	0.00
2.	To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31 st March, 2019 and to declare final dividend on equity shares for the said financial year.	Ordinary	155058779	100.00	65	0.00



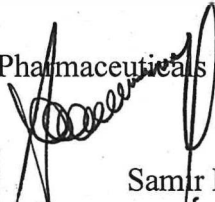
3.	To appoint a Director in place of Shri. Samir Mehta (holding DIN 00061903), Director, who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary	152543743	98.38	2514901	1.62
4.	Ratification of remuneration of Cost Auditors of the Company for the year 2019-20.	Ordinary	155058584	100.00	260	0.00
5.	Re-appointment of Shri Samir Mehta as Executive Chairman and fixation of remuneration.	Special	144354124	94.15	8969431	5.85
6.	Payment of commission to Shri Sudhir Mehta, Chairman Emeritus for the year 2018-19.	Special	149908971	97.32	4122394	2.68
7.	Remuneration to Non-Executive Directors (NEDs).	Ordinary	147398234	95.46	7014281	4.54

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

Date: 23.07.2019
 Place: Ahmedabad

Encl.: As above

For Torrent Pharmaceuticals Limited

Samir Mehta
 Executive Chairman



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.: 46th Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited held on Tuesday, 23rd 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 46th Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Tuesday, 23rd July, 2019 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 46th Annual General Meeting sent to the shareholders, the voting through electronic means/ remote e-voting was started at 09:00 A.M. on 19th July, 2019 and ended at 05:00 P.M. on 22nd July, 2019.
2. The equity shareholders holding shares as on cut-off date i.e. 16th July, 2019 were entitled to vote in respect of remote e-voting on the resolutions as stated in the Notice of the 46th 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 23rd 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 31st March, 2019 including the Audited Balance Sheet as at 31st 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 who voted	Number of votes cast by them	% of total number 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 who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	04	65	0.00
Poll	0	0	0.00
Total	04	65	0.00

(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	01	800
Total	01	800



Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31st 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 who voted	Number of votes cast by them	% of total number of valid 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 who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	04	65	0.00
Poll	0	0	0.00
Total	04	65	0.00

(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	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 who voted	Number of votes cast by them	% of total number 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 who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	37	2514901	1.62
Poll	0	0	0.00
Total	37	2514901	1.62

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

(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	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:

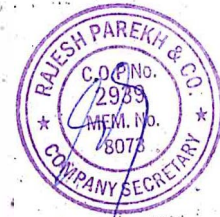
Type of Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	165	144348981	94.15
Poll	31	5143	0.00
Total	196	144354124	94.15

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

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

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

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

(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	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**


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



**Date: 23/07/2019
Place: Ahmedabad**

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

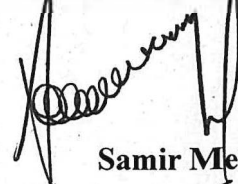
1. Sharvil B. Suthar
D – 36, Tulsikunj Society,
B/h. Vaibhav Hall,
Ghodasar - 380050



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

Jay Surti

Counter Signed by



**Samir Mehta
Executive Chairman
Torrent Pharmaceuticals Limited**



FORM NO. MGT-13

Report of Scrutinizer

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

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

**Re : 46th Annual General Meeting of the Equity Shareholders of Torrent
Pharmaceuticals Limited held on Tuesday, 23rd 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 46th Annual General Meeting of the Equity Shareholders of Torrent Pharmaceuticals Limited (the "Company"), held on Tuesday, 23rd 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 31st March, 2019 including the Audited Balance Sheet as at 31st 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 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

(iii) Invalid votes :

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



Resolution No. 2, Ordinary Resolution

To confirm the payment of interim dividend on equity shares already paid during the financial year ended 31st 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

(iii) **Invalid** votes :

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

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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 voting (in person or by 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 and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.02

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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 and voting (in person or by 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 and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.02

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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 and voting (in person or by 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 and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.02

(iii) **Invalid** votes:

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



Resolution No. 7, Ordinary Resolution

Remuneration to Non – Executive Directors (NEDs)

(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

(iii) **Invalid** votes:

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

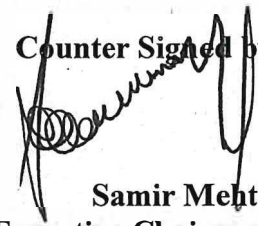
**For Rajesh Parekh & Co.
Company Secretary**


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



**Date: 23/07/2019
Place: Ahmedabad**

Counter Signed by



Samir Mehta
Executive Chairman
Torrent Pharmaceuticals Limited