

**Outcome of Voting of Annual General Meeting**  
**(As per Clause 35A of Listing Agreement)**

Date of Annual General Meeting	September 22, 2015			
Total Number of Shareholders on Record Date (i.e. September 15, 2015 – cut-off date)	65,390			
No. of shareholders present in the meeting either in person or through proxy	<b>Promoters &amp; Promoter Group</b>		<b>Public</b>	
	<b>In Person</b>	<b>Through Proxy</b>	<b>In Person</b>	<b>Through Proxy</b>
	15	4	100	7
No. of shareholders attended the meeting through video conferencing	<b>Promoters &amp; Promoter Group</b>		<b>Public</b>	
	N.A.			

**Agenda Wise**

The mode of voting for all the Resolutions was:

1. Remote E-voting conducted between September 19, 2015 to September 21, 2015 and
2. Electronic Poll conducted at the Annual General Meeting held today i.e. September 22, 2015.

Given below is the resolution wise combined Result of Remote E-voting and Electronic Poll.

**Resolution 1: To receive, consider, approve and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2015 together with the reports of the Board and Auditors thereon. (Ordinary Resolution)**

Category	No. of Shares Held <sup>#</sup> (1)	No. of Votes Polled <sup>s</sup> (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	131056870	131056870	100.00	131056870	0	100.00	0.00
Public – Institutional Holders	121100349	78804434	65.07	78804434	0	100.00	0.00
Public-Others	29998937	1999671	6.67	1999671	0	100.00	0.00
<b>Total</b>	<b>282156156</b>	<b>211860975</b>	<b>75.09</b>	<b>211860975</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

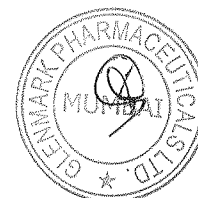
**Glenmark Pharmaceuticals Ltd.**

Glenmark House, B D Sawant Marg, Andheri (E), Mumbai - 400 099.

T: 91 22 4018 9999 F: 91 22 4018 9988 W: www.glenmarkpharma.com

Registered office: B/2, Mahalaxmi Chambers, 22 Bhulabhai Desai Road, Mumbai 400 026

CIN No: L24299MH1977PLC019982 E: complianceofficer@glenmarkpharma.com





**Resolution 2: To declare dividend on Equity Shares. (Ordinary Resolution)**

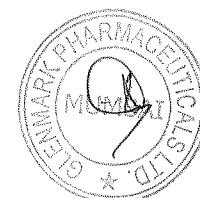
Category	No. of Shares Held <sup>#</sup> (1)	No. of Votes Polled <sup>§</sup> (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= $[(4)/(2)]*100$	% of Votes against on votes polled (7)= $[(5)/(2)]*100$
Promoter and Promoter Group	131056870	131056870	100.00	131056870	0	100.00	0.00
Public – Institutional Holders	121100349	79598625	65.73	79598625	0	100.00	0.00
Public-Others	29998937	1999771	6.67	1999771	0	100.00	0.00
<b>Total</b>	<b>282156156</b>	<b>212655266</b>	<b>75.37</b>	<b>212655266</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 3: To appoint a Director in place of Mrs. Cherylann Pinto (DIN 00111844) who retires by rotation and being eligible, offers herself for re-appointment as per Section 152(6) of the Companies Act, 2013. (Ordinary Resolution)**

Category	No. of Shares Held <sup>#</sup> (1)	No. of Votes Polled <sup>§</sup> (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	131056870	131056870	100.00	131056870	0	100.00	0.00
Public – Institutional Holders	121100349	79598625	65.73	78999682	598943	99.25	0.75
Public-Others	29998937	1999771	6.67	1999566	205	99.99	0.01
<b>Total</b>	<b>282156156</b>	<b>212655266</b>	<b>75.37</b>	<b>212056118</b>	<b>599148</b>	<b>99.72</b>	<b>0.28</b>

**Resolution 4: To appoint Walker, Chandio & Co LLP (Firm Registration No. 001076N), Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company subject to ratification of the appointment by the members at every Annual General Meeting till 41st Annual General Meeting and to fix their remuneration. (Ordinary Resolution)**

Category	No. of Shares Held <sup>#</sup> (1)	No. of Votes Polled <sup>§</sup> (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	131056870	131056870	100.00	131056870	0	100.00	0.00
Public – Institutional Holders	121100349	77469003	63.97	76620996	848007	98.91	1.09
Public-Others	29998937	1999771	6.67	1999766	5	99.999	0.001
<b>Total</b>	<b>282156156</b>	<b>210525644</b>	<b>74.61</b>	<b>209677632</b>	<b>848012</b>	<b>99.60</b>	<b>0.40</b>





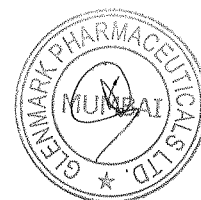
**Resolution 5: Ratification of the remuneration payable to Sevekari, Khare & Associates, Cost Accountants, of the Company for the Financial Year ending 31st March, 2016. (Ordinary Resolution)**

Category	No. of Shares Held <sup>#</sup> (1)	No. of Votes Polled <sup>§</sup> (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	131056870	131056870	100.00	131056870	0	100.00	0.00
Public – Institutional Holders	121100349	79598625	65.73	79598625	0	100.00	0.00
Public-Others	29998937	1999771	6.67	1999771	0	100.00	0.00
<b>Total</b>	<b>282156156</b>	<b>212655266</b>	<b>75.37</b>	<b>212655266</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<sup>#</sup> voting rights are in proportion to shares held as on September 15, 2015.

<sup>§</sup> excludes invalid votes.

As per the consolidated results of Remote E-voting and Electronic Poll on Item Nos. 1 to 5 of the notice of Annual General Meeting, all the resolutions are passed by requisite majority.





# S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan  
B.Com., F.C.S.

## SCRUTINIZER'S REPORT

[Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2015(as amended)]

CONFIDENTIAL

To,  
The Chairman,  
Board of Directors  
**Glenmark Pharmaceuticals Limited**  
B-2 Mahalaxmi Chambers, 22, Bhulabhai Desai Road,  
Mahalaxmi, Mumbai - 400026

**37<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of Glenmark Pharmaceuticals Limited held on Tuesday, September 22, 2015 at Sunville Banquet & Conference Hall, 3<sup>rd</sup> Floor, Dr. Annie Besant Road, Worli, Mumbai-400 018 at 11.00 a.m.**

Dear Sir,

**Sub. : Passing of Resolutions by way of remote E-voting and E-poll pursuant to Section 108 and 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2015 (as amended)**

The Board of Directors of **Glenmark Pharmaceuticals Limited** (hereinafter referred to as the "Company") at its meeting held on 29<sup>th</sup> May, 2015 has appointed me as a Scrutinizer for the purpose of scrutinizing remote E-voting and E-poll at the AGM as mentioned under clause (ix) of sub-rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2015(as amended), in fair and transparent manner & ascertaining the requisite majority on remote E-voting carried out as per the provisions of the Companies Act, 2013 on the resolutions approved by remote E-voting and E-poll at the 37<sup>th</sup> Annual General Meeting (AGM) held on Tuesday, September 22, 2015.





# S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan  
B.Com., F.C.S.

In continuation of my report on remote E-voting and E-poll the consolidated result for the same are as under:

## Item No.1. Ordinary Resolution – Passed unanimously.

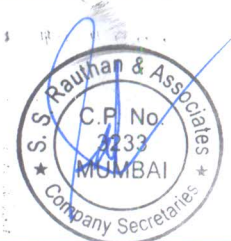
Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial year ended 31<sup>st</sup> March, 2015 together with the reports of Board of Directors and the Auditors thereon.

## Result of remote E- voting and E-poll.

Category	Shares Held (1)	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	131056870	131056870	100	131056870	0	100	0
Public - Institutional Holders	121100349	78804434	65.07	78804434	0	100	0
Public-Others	29998937	1999671	6.67	1999671	0	100	0
Total	282156156	211860975	75.09	211860975	0	100	0

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **100%**.

Thus, the Ordinary Resolution as contained in Item No. 1 is passed unanimously.







# S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan  
B.Com., F.C.S.

## Item No.2. Ordinary Resolution – Passed unanimously.

To declare dividend on Equity Shares.

### Result of remote E- voting and E-poll.

Category	Shares Held (1)	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	131056870	131056870	100	131056870	0	100	0
Public Institutional Holders	121100349	79598625	65.73	79598625	0	100	0
Public-Others	29998937	1999771	6.67	1999771	0	100	0
Total	282156156	212655266	75.37	212655266	0	100	0

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **100%**.

Thus, the Ordinary Resolution as contained in Item No. 2 is passed unanimously.





# S. S. Rauthan & Associates

Company Secretaries



**Surjan Singh Rauthan**  
B.Com., F.C.S.

## Item No.3. Ordinary Resolution – Passed with requisite majority.

To appoint a Director in place of Mrs. Cherylann Pinto (DIN 00111844) who retires by rotation and being eligible, offers for re-appointment as per Section 152(6) of the Companies Act, 2013.

## Result of remote E- Voting and E-poll.

Category	Shares Held (1)	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	131056870	131056870	100	131056870	0	100	0
Public - Institutional Holders	121100349	79598625	65.73	78999682	598943	99.25	0.75
Public- Others	29998937	1999771	6.67	1999566	205	99.99	0.01
<b>Total</b>	<b>282156156</b>	<b>212655266</b>	<b>75.37</b>	<b>212056118</b>	<b>599148</b>	<b>99.72</b>	<b>0.28</b>

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **99.72%** and total percentage of dissent (Voted against the Resolution) is **0.28%**.

Thus, the Ordinary Resolution as contained in Item No. 3 is passed with requisite majority.







# S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan  
B.Com., F.C.S.

## Item No.4. Ordinary Resolution – Passed with requisite majority.

To appoint Walker, Chandiook & Co LLP (formerly Walker, Chandiook & Co) (Firm Registration No. 001076N), Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 42nd Annual General Meeting of the Company subject to ratification of the appointment by the members at every AGM till 41st AGM, and to fix their remuneration.

## Result of remote E- Voting and E-poll.

Category	Shares Held (1)	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	131056870	131056870	100	131056870	0	100	0
Public - Institutional Holders	121100349	77469003	63.97	76620996	848007	98.91	1.09
Public- Others	29998937	1999771	6.67	1999766	5	99.999	0.001
<b>Total</b>	<b>282156156</b>	<b>210525644</b>	<b>74.61</b>	<b>209677632</b>	<b>848012</b>	<b>99.60</b>	<b>0.40</b>

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned herein above is **99.60%** and total percentage of dissent (Voted against the Resolution) is **0.40%**.

Thus, the Ordinary Resolution as contained in Item No. 4 is passed with requisite majority.







# S. S. Rauthan & Associates

Company Secretaries



**Surjan Singh Rauthan**  
B.Com., F.C.S.

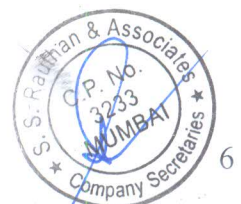
**Item No.5. Ordinary Resolution – Passed unanimously.**

To ratify the appointment Sevekari, Khare & Associates, Cost Accountants, as Cost Auditors of the Company and fixing their remuneration

**Result of remote E- Voting and E-poll.**

Category	Shares Held (1)	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	131056870	131056870	100	131056870	0	100	0
Public - Institutional Holders	121100349	79598625	65.73	79598625	0	100	0
Public- Others	29998937	1999771	6.67	1999771	0	100	0
<b>Total</b>	<b>282156156</b>	<b>212655266</b>	<b>75.37</b>	<b>212655266</b>	<b>0</b>	<b>100</b>	<b>0</b>

On reckoning the voting rights of the Members of the Company, I report that total percentage assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned herein above **100%**.





# S. S. Rauthan & Associates

Company Secretaries



**SS Surjan Singh Rauthan**  
B.Com., F.C.S.

Thus, the Ordinary Resolution as contained in Item No. 5 is passed unanimously.

Thanking you,

Yours faithfully,



**SURJAN SINGH RAUTHAN**  
Practicing Company Secretary  
MN. FCS:4807 CP NO.3233

**Place:** Mumbai

**Date:** September 22, 2015

Witness 1. Mr. Sandeep Poddar

Witness 2. Mr. Lenis Patel