

MARKSANS PHARMA LIMITED

Details of voting results of the 24th Annual General Meeting of Marksans Pharma Limited held on Thursday, 29th September, 2016 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 theAGM/EGM	29 th September, 2016
Total number of shareholders on record date (i.e. Friday, 23rd September, 2016 – Cut-off date fixed for e-voting)	100057
No. of shareholders present in the meeting either in person or throughproxy:	
Promoters and Promoter Group	2
Public	57
No. of Shareholders attended the meeting through VideoConferencing	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable



Agenda- wise disclosure

Resolution required: (Ordinary/Special)			To consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2016, the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	197491733	197491733	100.00	197491733	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	197491733	197491733	100.00	197491733	0	100.00	0.00
Public-Institutions	E-Voting	66616343	63416959	95.20	63196214	220745	99.65	0.35
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	66616343	63416959	95.20	63196214	220745	99.65	0.35
Public-NonInstitutions	E-Voting	145205622	43953	0.03	43803	150	99.66	0.34
	*Poll		498630	0.34	498630	0	100.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	145205622	542583	0.37	542433	150	99.97	0.03
Total		409313698	261451275	63.88	261230380	220895	99.92	0.08

*Poll indicates vote by Ballot Paper at the venue of AGM.



Resolution required: (Ordinary/Special)			To declare dividend on equity shares and preference shares for the financial year ended 31 st March, 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	197491733	197491733	100.00	197491733	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	197491733	197491733	100.00	197491733	0	100.00	0.00
Public-Institutions	E-Voting	66616343	63416959	95.20	63416959	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	66616343	63416959	95.20	63416959	0	100.00	0.00
Public-NonInstituti ons	E-Voting	145205622	43953	0.03	43703	250	99.43	0.57
	*Poll		498630	0.34	498630	0	100.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	145205622	542583	0.37	542333	250	99.95	0.05
Total		409313698	261451275	63.88	261451025	250	100.00	0.00

*Poll indicates vote by Ballot Paper at the venue of AGM.



Resolution required: (Ordinary/Special)			To appoint a Director in place of Mrs. Sandra Saldanha (DIN: 00021023), who retires by rotation and being eligible offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes –in favour	No. of Votes–against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	197491733	197491733	100.00	197491733	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	197491733	197491733	100.00	197491733	0	100.00	0.00
Public-Institutions	E-Voting	66616343	63416959	95.20	60756582	2660377	95.81	4.20
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	66616343	63416959	95.20	60756582	2660377	95.81	4.20
Public-NonInstitutions	E-Voting	145205622	43928**	0.03	43177	751	98.29	1.71
	*Poll		498630	0.34	498630	0	100.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	145205622	542558	0.37	541807	751	99.86	0.14
Total		409313698	261451250	63.88	258790122	2661128	98.98	1.02

*Poll indicates vote by Ballot Paper at the venue of AGM.

** This excludes 25 invalid/abstain votes.



Resolution required: (Ordinary/Special)			To appoint M/s N. K. Mittal & Associates, Chartered Accountants, as 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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of sharesheld	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes –in favour	No. of Votes– against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	197491733	197491733	100.00	197491733	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	197491733	197491733	100.00	197491733	0	100.00	0.00
Public- Institutions	E-Voting	66616343	63416959	95.20	63416959	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	66616343	63416959	95.20	63416959	0	100.00	0.00
Public- NonInstitut ions	E-Voting	145205622	43928**	0.03	42827	1101	97.49	2.51
	*Poll		498630	0.34	498630	0	100.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	145205622	542558	0.37	541457	1101	99.80	0.20
Total		409313698	261451250	63.88	261450149	1101	100.00	0.00

*Poll indicates vote by Ballot Paper at the venue of AGM.

** This excludes 25 invalid/abstain votes.



Resolution required: (Ordinary/Special)			To appoint Dr. Vinay Gopal Nayak (DIN: 02577389) as a Director of the Company liable to retire by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of sharesheld	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes –in favour	No. of Votes–against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	197491733	197491733	100.00	197491733	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	197491733	197491733	100.00	197491733	0	100.00	0.00
Public-Institutions	E-Voting	66616343	63416959	95.20	24514761	38902198	38.66	61.34
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	66616343	63416959	95.20	24514761	38902198	38.66	61.34
Public-NonInstitutions	E-Voting	145205622	43928**	0.03	43223	705	98.40	1.61
	*Poll		498630	0.34	498630	0	100.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	145205622	542558	0.37	541853	705	99.87	0.13
Total		409313698	261451250	63.88	222548347	38902903	85.12	14.88

*Poll indicates vote by Ballot Paper at the venue of AGM.

** This excludes 25 invalid/abstain votes.



Resolution required: (Ordinary/Special)			To approve appointment of Dr. Vinay Gopal Nayak (DIN: 02577389) as a Whole-time Director for a period of three (3) years with effect from 21 st March, 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes –in favour	No. of Votes– against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	197491733	197491733	100.00	197491733	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	197491733	197491733	100.00	197491733	0	100.00	0.00
Public-Institutions	E-Voting	66616343	63416959	95.20	48367150	15049809	76.27	23.73
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	66616343	63416959	95.20	48367150	15049809	76.27	23.73
Public-NonInstitutions	E-Voting	145205622	43928**	0.03	43327	601	98.63	1.37
	*Poll		490630**	0.34	490630	0	100.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	145205622	538558	0.37	537957	601	99.89	0.11
Total		409313698	261447250	63.87	246392840	15050410	94.24	5.76

*Poll indicates vote by Ballot Paper at the venue of AGM.

** This excludes 8025 invalid/abstain votes.



Resolution required: (Ordinary/Special)			To approve Marksans Employees Stock Option Scheme 2016 provided the total number of options that can be granted shall not exceed 81,86,273 options, convertible into equivalent number of equity shares of Re. 1/- each face value of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Not Interested					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes –in favour	No. of Votes–against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	197491733	197491733	100.00	197491733	0	100.00	0.00
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	197491733	197491733	0.00	197491733	0	100.00	0.00
Public-Institutions	E-Voting	66616343	62941685**	94.48	5208830	57732855	8.28	91.72
	*Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	66616343	62941685	94.48	5208830	57732855	8.28	91.72
Public-NonInstituti ons	E-Voting	145205622	43928**	0.03	41180	2748	93.74	6.26
	*Poll		498630	0.34	498630	0	100.00	0.00
	Postal Ballot (ifapplicable)		0	0.00	0	0	0.00	0.00
	Total	145205622	542558	0.37	539810	2748	99.49	0.51
Total		409313698	260975976	63.76	203240373	57735603	77.88	22.12

*Poll indicates vote by Ballot Paper at the venue of AGM.

** This excludes 4,75,299 invalid/abstain votes.



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 Twenty Fourth (24th) Annual General Meeting of Marksans Pharma Limited held on September 29, 2016

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

Twenty Fourth Annual General Meeting of the Members of Marksans Pharma Limited held on Thursday, September 29 2016 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 13, 2016 had 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 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions contained in the notice dated August 13, 2016 of the Twenty Fourth AGM of the Members of the Company. 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 13, 2016 based on the reports generated from the remote e-voting system provided by Central Depository Services (India) 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:

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

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. CDSL 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 Twenty Fourth AGM of the Company which was held on Thursday, September 29, 2016.
3. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Remote e-Voting facility was kept open for 3 (Three) days i.e. from Monday, September 26, 2016 at 10:00 a.m. till Wednesday, September 28, 2016 at 5:00 p.m.
4. At the end of the voting period on Wednesday, September 28, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.
5. At the venue of the Twenty Fourth AGM of the Company held on September 29, 2016, 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 register their votes.
6. 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 below and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share 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.
7. On September 29, 2016, 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. Naveen Jain and Mr. Ashish Kumar Jain who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
8. 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	116	12	128
Total number of Shares held by them	26,09,52,645	4,98,630	26,14,51,275
Valid votes	As per details provided under each one of the resolution mentioned hereunder		
Invalid Votes	As per details provided under each one of the resolution mentioned hereunder		

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 the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	26,07,31,750	99.92	2,20,895	0.08	0
Physical Voting	4,98,630	100.00	0	0.00	0
Total	26,12,30,380	99.92	2,20,895	0.08	0

Item No. 2 (Ordinary Resolution)

To declare dividend on equity shares and preference shares for the financial year ended 31st March, 2016.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	260,95,23,95	100.00	250	0.00	0
Physical Voting	4,98,630	100.00	0	0.00	0
Total	26,14,51,025	100.00	250	0.00	0

Item No. 3 (Ordinary Resolution)

To appoint a Director in place of Mrs. Sandra Saldanha (DIN: 00021023), who retires by rotation and being eligible offers herself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	25,82,91,492	98.98	26,61,128	1.02	25
Physical Voting	4,98,630	100.00	0	0.00	0
Total	25,87,90,122	98.98	26,61,128	1.02	25

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

Item No. 4 (Ordinary Resolution)

To appoint M/s N. K. Mittal & Associates, Chartered Accountants, as 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.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	26,09,51,519	100.00	1,101	0.00	25
Physical Voting	4,98,630	100.00	0	0.00	0
Total	26,14,50,149	100.00	1,101	0.00	25

Item No. 5 (Ordinary Resolution)

To appoint Dr. Vinay Gopal Nayak (DIN: 02577389) as a Director of the Company liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	22,20,49,717	85.09	3,89,02,903	14.91	25
Physical Voting	4,98,630	100.00	0	0.00	0
Total	22,25,48,347	85.12	3,89,02,903	14.88	25

Item No. 6 (Ordinary Resolution)

To approve appointment of Dr. Vinay Gopal Nayak (DIN: 02577389) as a Whole-time Director for a period of three (3) years with effect from 21st March, 2016.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	24,59,02,210	94.23	1,50,50,410	5.77	25
Physical Voting	4,90,630	100.00	0	0.00	8,000
Total	24,63,92,840	94.24	1,50,50,410	5.76	8,025

Item No. 7 (Special Resolution)

To approve Marksans Employees Stock Option Scheme 2016 provided the total number of options that can be granted shall not exceed 81,86,273 options, convertible into equivalent number of equity shares of ₹1/- each face value of the Company.

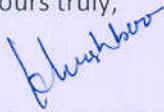
Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	20,27,41,743	77.83	5,77,35,603	22.17	4,75,299
Physical Voting	4,98,630	100.00	0	0.00	0
Total	20,32,40,373	77.88	5,77,35,603	22.12	4,75,299

All the Resolutions mentioned in the Twenty Forth AGM Notice dated August 13, 2016 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 electronically 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 Twenty Forth 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, CP: 10560

Date: September 30, 2016

Place: Mumbai



To be counter signed by the Chairman

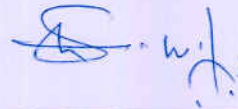
Date : September 30, 2016

Place: Mumbai

WITNESSES:



Mr. Naveen Jain



Mr. Ashish Kumar Jain