



GLENMARK PHARMACEUTICALS LIMITED

Registered Office: B-2, Mahalaxmi Chambers, 22, Bhulabhai Desai Road, Mumbai - 400 026.

Corporate Office: Glenmark House, HDO Corporate Building, Wing A, B. D. Sawant Marg, Chakala,
Off. Western Express Highway, Andheri (E), Mumbai 400 099.

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Company will be held at 11 a.m. on Friday, the 3rd day of August, 2012 at Mayfair Banquets, South Hall, 254-C, Dr. Annie Besant Road, Worli, Mumbai – 400 030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss of the Company for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of **Mr. Gracias Saldanha** who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Mr. N. B. Desai** who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of **Mr. Hocine Sidi Said** who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s Walker, Chandok & Co., Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Rajesh V Desai who was appointed as an Additional Director on 9th November, 2011 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Dr. Brian W. Tempest who was appointed as an Additional Director on 30th January, 2012 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”
9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Bernard Munos who was appointed as an Additional Director on 30th January, 2012 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company”.
10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to Sections 198, 269, 309 and 310 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the appointment of Mr. Rajesh V Desai as a Director in the whole-time employment of the Company and designated as Executive Director & CFO for a period of 5 years with effect from 9th November, 2011 on a remuneration to be paid and provided and on the terms and conditions as set out in the explanatory statement attached hereto.”
“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to increase, augment and/or enhance or vary the remuneration to be paid and provided from time to time to Mr. Rajesh V Desai in accordance with the provisions of the Companies Act, 1956, and / or any statutory modification or re-enactment thereto and / or the guidelines for Managerial Remuneration issued by the Government of India or any other appropriate authority in that behalf as in force and as amended from time to time.”
“**RESOLVED FURTHER THAT** pursuant to Section 309(3) read together with Section 198(4) and other applicable provisions, if any, of the Companies Act, 1956, the remuneration as aforesaid, be paid and provided as minimum remuneration to Mr. Rajesh V Desai, notwithstanding that in any financial year of the Company during his term of office, the Company may have made no profits or its profits are inadequate.”
“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.”
11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 198, 269, 309 and 310 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the re-appointment of Mr. Glenn Saldanha as Chairman & Managing Director of the Company for a period of 5 years with effect from 16th May, 2012 on a remuneration to be paid and provided and on the terms and conditions as set out in the explanatory statement attached hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to increase, augment and/or enhance or vary the remuneration to be paid and provided from time to time to Mr. Glenn Saldanha in accordance with the provisions of the Companies Act, 1956, and / or any statutory modification or re-enactment thereto and/or the guidelines for Managerial Remuneration issued by the Government of India or any other appropriate authority in that behalf as in force and as amended from time to time.”

“**RESOLVED FURTHER THAT** pursuant to Section 309(3) read together with Section 198(4) and other applicable provisions, if any, of the Companies Act, 1956, the remuneration as aforesaid, be paid and provided as minimum remuneration to Mr. Glenn Saldanha, notwithstanding that in any financial year of the Company during his term of office, the Company may have made no profits or its profits are inadequate.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.”

12. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 198, 269, 309 and 310 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the re-appointment of Mrs. Cherylann Pinto as a Director in the whole-time employment of the Company and designated as Director - Corporate Affairs for a period of 5 years with effect from 16th May, 2012 on a remuneration to be paid and provided and on the terms and conditions as set out in the explanatory statement attached hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to increase, augment and/or enhance or vary the remuneration to be paid and provided from time to time to Mrs. Cherylann Pinto in accordance with the provisions of the Companies Act, 1956, and / or any statutory modification or re-enactment thereto and/or the guidelines for Managerial Remuneration issued by the Government of India or any other appropriate authority in that behalf as in force and as amended from time to time.”

“**RESOLVED FURTHER THAT** pursuant to Section 309(3) read together with Section 198(4) and other applicable provisions, if any, of the Companies Act, 1956, the remuneration as aforesaid, be paid and provided as minimum remuneration to Mrs. Cherylann Pinto, notwithstanding that in any financial year of the Company during his term of office, the Company may have made no profits or its profits are inadequate.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.”

By Order of the Board
For **Glenmark Pharmaceuticals Limited**

Marshall Mendonza
Vice President & Company Secretary

Registered Office:
B-2, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400 026

Place: Mumbai
Date: 8th May 2012

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A proxy may not vote except on a poll.

2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business set out in Item Nos. 7 to 12 of the accompanying Notice is annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 23rd July, 2012 to Friday, 3rd August, 2012 (both days inclusive) for ascertaining the names of the shareholders to whom the dividend which if declared at the Annual General Meeting is payable. In respect of shares held in electronic form, the dividend will be payable on the basis of the beneficial ownership as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., for this purpose.
4. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance, to enable the Company to keep the information ready.
5. The documents referred to in the Notice/explanatory statement will be available for inspection by the members of the Company at the Corporate office of the Company between 11.00 a.m. and 1.00 p.m., on any working day of the Company up to and including the date of the Meeting.
6. Members are requested to:
 - (a) Bring their copy of the Annual Report for the meeting.
 - (b) Send to the Registrar their ECS Bank Mandate Form, to ensure safe and prompt receipt of dividend. This is to avoid fraudulent encashment of warrants.
 - (c) Note that those members who hold shares in physical form are requested to address all correspondence relating to Share Transfers/change of Address to the Company's Registrar and Transfer Agents, viz., Karvy Computershare Private Ltd., Unit-Glenmark Pharmaceuticals Limited, Plot No. 17-24, Vithal Rao Nagar, Madhapur, Hyderabad - 500 081 and to their respective depository participants, in case shares are held in electronic mode.
 - (d) Advise the Company's Registrar for consolidation of their shares into a single folio wherever different folios have been allotted to them.
 - (e) Quote their folio number in all their correspondence.
 - (f) Opt for receiving all communications including Annual Report in the electronic form through E-mail.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
8. Non-resident Indian shareholders are requested to inform about the following to the Company or its share transfer agent or the concerned Depository Participant, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement
 - b. the particulars of the NRE Account with a Bank in India, if not furnished earlier.
9. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Members holding shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip.
10. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs (vide Circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), all members who are holding shares of the Company in physical mode, are required to register their e-mail ids, so as to enable the Company to send all notices/reports/documents/intimations and other correspondences etc. through e-mails, in the electronic mode instead of receiving physical copies of the same. For registering your e-mail ids, a form is enclosed for updation. Members holding shares in demat mode, who have not registered their e-mail ids with Depository Participant, are requested to register/update their e-mail ids with their Depository Participants.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:

Item Nos. 7 & 10:

Mr. Rajesh V Desai was appointed as an Additional Director at the Board Meeting held on 9th November, 2011 and vacates his office at the forthcoming Annual General Meeting of the Company. Your Company has received a proposal together with security deposit from a member of the Company under Section 257 of the Companies Act, 1956 for the appointment of Mr. Rajesh V Desai as a Director.

Mr. Rajesh V Desai, 54, is a Science graduate and a Fellow Member of the Institute of the Chartered Accountants of India. He has over 29 years of varied experience in finance, taxation and allied commercial laws.

He has been serving with the Company since 1983 and as a Whole-time Director of the Company from 16th May, 2002 to 31st March, 2009. The Board of Directors at their meeting held on 9th November, 2011 appointed him as Wholetime Director designated as Executive Director & CFO for a period of 5 years with effect from 9th November, 2011 on the terms and conditions as set out in item no. 10 of the accompanying Notice.

The particulars of the terms and conditions as laid down under Schedule XIII of the Companies Act, 1956, are as under:

1. a. Salary:

In the scale of ₹ 2,84,083/- per month, subject to such annual increments as the Board may determine from time to time on recommendation of the Compensation Committee.

b. Commission:

Commission @ 33% of salary based on the net profits of the Company, subject to ceiling prescribed in that behalf under the Companies Act, 1956.

c. Personal Pay:

Personal Pay of ₹ 2,04,771/- per month, subject to such annual increments as the Board may determine from time to time on recommendation of the Compensation Committee.

d. Perquisites:

- i) Medical Re-imbursement: Expenses incurred for him and his family subject to a ceiling of ₹ 1,75,000/- Per Annum (subject to such annual increments as may be determined from time to time by the Board on the recommendation of the Compensation Committee). For the purpose of above perquisites, family means a spouse and dependent children.
- ii) Leave Travel Re-imbursement: ₹ 2,00,000/- per annum or as may be determined by the Board from time to time on the recommendation of the Compensation Committee.
- iii) Club Fees: Admission fees and monthly subscriptions for not more than one club, as per the rules of the Company.
- iv) Personal Accident Insurance: Medical Insurance policy and Personal Accident policy in accordance with the rules of the Company or as agreed by the Board of Directors.
- v) Use of car and Telephone: Provision of Car with driver for use on Company's business and telephone, telex and other communication facilities at residence (including payment for local calls and long distance calls).
- vi) Retirement Benefits: Contribution to Provident Fund, Superannuation Fund, as per the rules of the Company.
- vii) Gratuity: The Gratuity payable shall be as per the rules of the Company.
- viii) The Company will also pay fixed House Rent allowance, Education allowance for dependent children and an Annual Performance Bonus as determined by the Board from time to time, subject to such annual increments as the Board may determine from time to time on the recommendation of the Compensation Committee.

Perquisites at Sr. Nos. (v), (vi) and (vii) above shall not be included in the computation of the ceiling on remuneration or perquisites aforesaid.

2. The remuneration, as determined aforesaid from time to time, be paid and the perquisites provided to Mr. Rajesh V Desai, as minimum remuneration in the event of loss or inadequacy of profit in any year, be subject to such limits, as may be prescribed in Section II of the said Part II of the said Schedule XIII to the Companies Act, 1956, from time to time.

3. Mr. Rajesh V Desai will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

The terms of his appointment as set out herein above may be treated as the abstract pursuant to the provisions of Section 302 of the Companies Act, 1956. The Directors recommend the passing of the Ordinary Resolution contained in Item nos. 7 & 10 respectively of the accompanying Notice.

Except Mr. Rajesh V Desai, none of the other Directors are in any way concerned or interested in this Resolution.

Item No. 8:

Dr. Brian W. Tempest was appointed as an Additional Director at the Board Meeting held on 30th January, 2012 and vacates his office at the forthcoming Annual General Meeting of the Company. Your Company has received a proposal together with security deposit from a member of the Company under Section 257 of the Companies Act, 1956, for the appointment of Dr. Brian W Tempest as a Director.

Dr. Brian W. Tempest, 64, is a CSCI, CCHEM, FRSC, BSc, PhD. He has worked in the Pharmaceutical Industry for the last 40 years and has managed Healthcare Businesses in North America, South America, Europe, Africa, Middle East, Australasia, China, Japan and India.

Dr. Brian received a PhD in Chemistry from Lancaster University in 1971 and in 2009 he became Chairman of the Advisory Board for the Lancaster University Management School. He is a Fellow of the Royal Society of Chemistry and a Fellow of the Royal Society of Medicine.

The Board of Directors recommend passing of the proposed resolution as an ordinary resolution.

Except Dr. Brian W. Tempest none of the other Directors are in any way concerned or interested in the resolution.

Item No. 9:

Mr. Bernard Munos was appointed as an Additional Director at the Board Meeting held on 30th January, 2012 and vacates his office at the forthcoming Annual General Meeting of the Company. Your Company has received a proposal together with

security deposit from a member of the Company under Section 257 of the Companies Act, 1956 for the appointment of Mr. Bernard Munos as a Director.

Mr. Bernard Munos, 61, is the founder of the InnoThink Center for Research in Biomedical Innovation, which was created to translate innovation research into better business models for the pharmaceutical industry. His research, which has been published in Nature and Science, and was recently profiled by Forbes Magazine, has helped stimulate a broad rethinking of the pharmaceutical business model by companies, investors, policy-makers, regulators, and patient advocates.

He has presented his findings at numerous meetings sponsored by the National Academies, the Institute of Medicine, the President's Cancer Panel, the NIH Leadership Forum, the World Health Organization, the OECD, the Kauffman Foundation, the US Patent and Trademark Office, Genome Canada, the American Chemical Society, the Council for American Medical Innovation, Science Foundation Ireland, as well as leading universities and think-tanks in the US and Europe.

He received his MBA from Stanford University, and holds other graduate degrees in economics and animal science from the University of California at Davis, and the Paris Institute of Technology for Life, Food and Environmental Sciences in France.

The Board of Directors recommend passing of the proposed resolution as an ordinary resolution.

Except Mr. Bernard Munos none of the other Directors are in any way concerned or interested in the resolution.

Item No. 11:

Mr. Glenn Saldanha is a graduate in Pharmacy from the University of Mumbai. He is a Master of Business Administration from the Leonard N. Stern School of Business of the New York University. He has abundant experience in Pharmaceutical industry, first as a Brand Manager with Eli Lilly (USA) and then with Price Waterhouse Coopers as a Management Consultant.

During his leadership, the Company has registered significant growth and has established itself internationally. He has been serving as the Managing Director & Chief Executive Officer of the Company since 2002 and considering the contributions made by him towards the progress of the Company, the Board of Directors at their meeting held on 8th May, 2012 re-appointed him as the Chairman & Managing Director for a further period of 5 years with effect from 16th May, 2012 on the terms and conditions as set out in item no. 11 of the accompanying Notice.

The particulars of the terms and conditions as laid down under Schedule XIII of the Companies Act, 1956, are as under:

1. a. Salary:

In the scale of ₹ 5,00,000/- per month subject to such annual increments as the Board may determine from time to time on the recommendation of the Compensation Committee.

b. Commission:

Commission @ 50% of salary based on the net profits of the Company, subject to ceiling prescribed in that behalf under the Companies Act, 1956.

c. Personal Pay:

Personal Pay @ ₹ 2,83,333/- per month subject to such annual increments as the Board may determine from time to time on the recommendation of the Compensation Committee.

d. Perquisites:

- i) **Housing:** The Company will provide him a fully furnished accommodation. In addition, the Company will pay house maintenance expenses and will bear the expenses on gas, electricity, water, furnishings and repairs etc.
- ii) **Medical Re-imbursment:** Expenses incurred for him and his family subject to a ceiling of ₹ 4,00,000/- per Annum (subject to such annual increments as may be determined from time to time by the Board on the recommendation of the Compensation Committee). For the purpose of above perquisites, family means a spouse and dependent children.
- iii) **Leave Travel Re-imbursment:** ₹ 10,00,000/- per annum or as may be determined by the Board from time to time on the recommendation of the Compensation Committee.
- iv) **Club Fees:** Admission fees and monthly subscriptions for not more than two clubs.
- v) **Personal Accident Insurance:** Medical Insurance policy and Personal Accident policy in accordance with the rules of the Company or as agreed by the Board of Directors.
- vi) **Use of Car and Telephone:** Provision of Car with driver for use on Company's business and telephone, telex and other communication facilities at residence (including payment for local calls and long distance calls).
- vii) **Retirement Benefits:** Contribution to Provident Fund, Superannuation Fund, as per the rules of the Company.
- viii) **Gratuity:** The Gratuity shall be payable as per the rules of the company.

- ix) The Company will also pay a fixed servants allowance, Soft Furnishing allowance, Education allowance for dependent children and Annual Performance Bonus as may be decided by the Board and subject to such annual increments as the Board may determine from time to time on the recommendation of the Compensation Committee.

Perquisites at Sr. Nos. (vi), (vii) and (viii) above shall not be included in the computation of the ceiling on remuneration or perquisites aforesaid.

2. The remuneration, as determined aforesaid from time to time, be paid and the perquisites provided to Mr. Glenn Saldanha, as minimum remuneration in the event of loss or inadequacy of profit in any year, be subject to such limits, as may be prescribed in Section II of the said Part II of the said Schedule XIII to the Companies Act, 1956, from time to time.

3. Mr. Glenn Saldanha will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

The terms of his appointment as set out herein above may be treated as the abstract pursuant to the provisions of Section 302 of the Companies Act, 1956.

The Directors recommend the passing of the Ordinary Resolution contained in Item no. 11 of the accompanying Notice.

Mr. Glenn Saldanha is deemed to be concerned or interested in this resolution. Mr. Gracias Saldanha, Mrs. B.E. Saldanha and Mrs. Cherylann Pinto, Directors of the Company of whom Mr. Glenn Saldanha is a relative are also deemed to be concerned or interested in the resolution. None of the other Directors is in any way concerned or interested in the resolution.

Item No. 12

Mrs. Cherylann Pinto is a graduate in Pharmacy from the University of Mumbai. She has over 24 years of experience in the Pharma Business.

She has been instrumental in contributing to the overall growth of the Company. She has been serving as the Wholetime Director of the Company since 2002 and the Board of Directors at their meeting held on 8th May, 2012 re-appointed her as Wholetime Director designated as Director - Corporate Affairs for a further period of 5 years with effect from 16th May, 2012 on the terms and conditions as set out in Item no. 12 of the accompanying Notice.

The particulars of the terms and conditions as laid down under Schedule XIII of the Companies Act, 1956, are as under:

1. a. Salary:

In the scale of ₹ 3,65,833/- per month, subject to such annual increments as the Board may determine from time to time on recommendation of the Compensation Committee.

b. Commission:

Commission of 50% of salary based on the net profits of the Company, subject to ceiling prescribed in that behalf under the Companies Act, 1956.

c. Personal Pay:

Personal Pay of ₹ 2,00,295 /- per month, subject to such annual increments as the Board may determine from time to time on recommendation of the Compensation Committee.

d. Perquisites:

- i) **Medical Re-imbursment:** Expenses incurred for her and her family subject to a ceiling of ₹ 1,75,000/- per Annum (subject to such annual increments as may be determined from time to time by the Board on the recommendation of the Compensation Committee). For the purpose of above perquisites, family means a spouse and dependent children.
- ii) **Leave Travel Re-imbursment:** ₹ 7,00,000/- per annum or as may be determined by the Board from time to time on the recommendation of the Compensation Committee.
- iii) **Club Fees:** Admission fees and monthly subscriptions for not more than one club, as per the rules of the Company.
- iv) **Personal Accident Insurance:** Medical Insurance policy and Personal Accident policy in accordance with the rules of the Company or as agreed by the Board of Directors.
- v) **Use of Car and Telephone:** Provision of Car with driver for use on Company's business and telephone, telex and other communication facilities at residence (including payment for local calls and long distance calls).
- vi) **Retirement Benefits:** Contribution to Provident Fund, Superannuation Fund, as per the rules of the Company.
- vii) **Gratuity:** The Gratuity payable shall be as per the rules of the Company.
- viii) The Company will also pay fixed House Rent allowance, Soft Furnishing allowance, Education allowance for dependent children and an Annual Performance Bonus as determined by the Board from time to time, subject to such annual increments as the Board may determine from time to time on the recommendation of the Compensation Committee.

Perquisites at Sr. Nos. (v), (vi) and (vii) above shall not be included in the computation of the ceiling on remuneration or perquisites aforesaid.

2. The remuneration, as determined aforesaid from time to time, be paid and the perquisites provided to Mrs. Cherylann Pinto, as minimum remuneration in the event of loss or inadequacy of profit in any year, be subject to such limits, as may be prescribed in Section II of the said Part II of the said Schedule XIII to the Companies Act, 1956, from time to time.

3. Mrs. Cherylann Pinto will not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.

The terms of her appointment as set out herein above may be treated as the abstract pursuant to the provisions of Section 302 of the Companies Act, 1956. The Directors recommend the passing of the Ordinary Resolution contained in Item no. 12 of the accompanying Notice.

Mrs. Cherylann Pinto is deemed to be concerned or interested in this resolution. Mr. Gracias Saldanha, Mrs. B.E. Saldanha and Mr. Glenn Saldanha,

Directors of the Company of whom Mrs. Cherylann Pinto is a relative are also deemed to be concerned or interested in the resolution. None of the other Directors is in any way concerned or interested in the resolution.

By Order of the Board
For **Glenmark Pharmaceuticals Limited**

Marshall Mendonza
Vice President & Company Secretary

Registered Office:
B-2, Mahalaxmi Chambers,
22, Bhulabhai Desai Road,
Mumbai - 400 026

Place: Mumbai
Date: 8th May 2012

Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting.

Name of the Director	Age (Yrs)	Date of Appointment	Relationship with other Directors	Expertise in specific functional area	Qualification	Shares held in the Company as on 31/03/12 and % of paid-up share capital	Directorship held in Indian Public Companies	Committee positions held in Indian Public Companies
Mr. Gracias Saldanha	74	01/12/1977	Husband of Mrs. B.E. Saldanha and Father of Mr. Glenn Saldanha and Mrs. Cherylann Pinto.	Pharmaceutical & Chemicals business	M.Sc. DIM	262,660 (0.10%)	Glenmark Access Limited	NIL
Mr. N. B. Desai	85	31/07/2003	None	Banking & Finance	Matriculate	30,000 (0.01%)	Glenmark Generics Limited	a. Audit Committee: Glenmark Pharmaceuticals Ltd. (Chairman) & Glenmark Generics Ltd. (Member) b. Compensation Committee: Glenmark Pharmaceuticals Ltd. & Glenmark Generics Ltd. (Member) c. Shareholder/Investor Grievances Committee: Glenmark Pharmaceuticals Ltd. (Member)
Mr. Hocine Sidi Said	47	29/10/2009	None	Pharmaceuticals & Investment	B.A. (International Marketing)	NIL	NIL	Audit Committee: Glenmark Pharmaceuticals Ltd. (Member)
Mr. Rajesh V Desai	54	09/11/2011	None	Finance & Income Tax	B.Sc., F.C.A	137,550 (0.04%)	Glenmark Generics Limited	Shareholder/ Investor Grievances Committee: Glenmark Pharmaceuticals Ltd. (Member)
Dr. Brian W. Tempest	64	30/01/2012	None	Pharmaceuticals business	CSCI, CCHEM, FRSC, BSC, PHD	NIL	Religare Capital Markets Ltd SRL Diagnostics Ltd. Fortis Healthcare (India) Ltd.	Audit Committee: Fortis Healthcare (India) Ltd.
Mr. Bernard Munos	61	30/01/2012	None	Innovative Research in Biomedical innovation	MBA, Graduate degrees in Economics & Animal Science	NIL	NIL	NIL
Mr. Glenn Saldanha	42	12/10/1998	Son of Mr. Gracias Saldanha and Mrs. B.E. Saldanha and brother of Mrs. Cherylann Pinto	Pharmaceutical & Chemicals business	B. Pharm. MBA	737,543 (0.27%)	Glenmark Access Ltd. Glenmark Generics Ltd.	Compensation Committee: Glenmark Generics Ltd. (Member) Glenmark Pharmaceuticals Ltd. (Member) b. Shareholders/Investors Grievance Committee: Glenmark Pharmaceuticals Ltd. (Member)
Mrs. Cherylann Pinto	45	06/10/1999	Daughter of Mr. Gracias Saldanha and Mrs. B.E. Saldanha and sister of Mr. Glenn Saldanha	Pharmaceutical & Chemicals business	B. Pharm.	675,800 (0.25%)	NIL	Shareholders/Investors Grievance Committee: Glenmark Pharmaceuticals Ltd. (Member)