



**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 Fifth Annual General Meeting of the Company will be held on Friday, the 2nd day of August 2013 at 11.00 a.m. at Sunville Banquet & Conference Hall, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31 March 2013 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. D. R. Mehta who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sridhar Gorthi who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. J. F. Ribeiro who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Walker, Chandiook & 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.

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: 7 May 2013

**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 Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 22 July 2013 to Friday, 2 August 2013 (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.
3. 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.
4. 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 upto and including the date of the Meeting.

5. Members are requested to:
  - (a) Bring their copy of the Annual Report for the meeting.
  - (b) Send to the Registrars their ECS/NECS 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 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 and to their respective depository participants, in case shares are held in electronic mode.
  - (d) Advise the Company's Registrars 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.
6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
7. 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.
8. Only bonafide 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 dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Numbers in the Attendance Slip.
9. 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 21 April and 29 April 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.

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

**Marshall Mendonza**  
Vice President & Company Secretary

**Registered Office:**

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22, Bhulabhai Desai Road,  
Mumbai - 400 026

Place: Mumbai  
Date: 7 May 2013

Details of Directors seeking appointment/re-appointment 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 31/03/13 and % of Paid-up Share Capital	Directorship held in Indian Public Companies	Committee positions held in Indian Public Companies
Mr. D. R. Mehta	76	14.08.2009	None	Administration & Management of Public Affairs, Finance	Graduate in Arts & Law from Rajasthan University. He also studied at Royal Institute of Public Administration London, UK and Alfred Sloan School of Management, MIT Boston USA.	NIL	Polymedicure Ltd., JMC Projects (India) Ltd., Jain Irrigation Systems Ltd., Atul Rajasthan Date Palms Ltd., Glenmark Generics Ltd., Goenka Diamond and Jewels Ltd.	None
Mr. Sridhar Gorthi	41	26.04.2005	None	Corporate Lawyer	B.A., LLB(Hons.) from the National Law School of India	559 (0.00%)	Hathway Cable & Datacom Ltd., Glenmark Generics Ltd.	<b>Audit Committee:</b> Glenmark Pharmaceuticals Ltd. (Member), Glenmark Generics Ltd. (Member). <b>Compensation Committee:</b> Glenmark Pharmaceuticals Ltd. (Member), Glenmark Generics Ltd. (Member).
Mr. J. F. Ribeiro	84	26.08.1999	None	Is a retired Government official and has served the country under various assignments. Amongst the major positions held, he has been the Commissioner of Police, Mumbai, Special Secretary to the Government of India, Ministry of Home Affairs, Director General of Police, Punjab.	B.Com, LLB, IPS	45800 (0.02%)	Glenmark Generics Ltd., VVF Ltd.	<b>Audit Committee:</b> Glenmark Pharmaceuticals Ltd. (Member), Glenmark Generics Ltd. (Chairman). <b>Compensation Committee:</b> Glenmark Pharmaceuticals Ltd. (Chairman), Glenmark Generics Ltd. (Chairman). <b>Shareholders'/ Investors' Grievance Committee:</b> Glenmark Pharmaceuticals Ltd. (Chairman), Glenmark Generics Ltd. (Chairman).



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**ATTENDANCE SLIP**

To be handed over at the entrance of the Meeting Hall

Name of the attending Member (in Block letters)

Folio No.....

Client ID No.....

Name of the Proxy (in Block letters)  
(to be filled in if the Proxy attends instead of the Member)

DP ID No.....

No. of Shares held.....

I hereby record my presence at the Thirty Fifth Annual General Meeting of the Company to be held at Sunville Banquet & Conference Hall, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 018, at 11:00 a.m. on Friday, the 2nd day of August, 2013.

.....  
Member's / Proxy's Signature

(to be signed at the time of handing over the slip)

**Notes:**

1. Shareholder/Proxy holder wishing to attend the Meeting must bring the Attendance Slip to the Meeting and hand over at the entrance duly signed.
2. Shareholder/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.



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**PROXY FORM**

Folio No.....

Client ID No.....

DP ID No.....

No. of Shares held.....

I/We..... of .....

..... being a member/members of the above mentioned

Company, hereby appoint..... or failing him/her .....

..... as my/our proxy to vote for me/us on my/our behalf at the Thirty Fifth Annual General Meeting of the Company to be held at Sunville Banquet & Conference Hall, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 018, at 11:00 a.m. on Friday, the 2nd day of August, 2013 and at any adjournment thereof.

Signed this ..... day of .....2013.



Signature .....

**Note:** This form to be effective, should be duly stamped, completed and signed and must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the Meeting.

