Notice is hereby given that the Thirty Sixth Annual General Meeting of the Company will be held on Friday, 25th July 2014 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 2014 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 Mrs. B. E. Saldanha (DIN 00007671) who retires by rotation and being eligible, offers herself for re-appointment as per Section 152(6) of the Companies Act, 2013.

4. To appoint auditors and fix the remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Walker, Chandik & Co LLP (formerly known as Walker, Chandik & Co) (Firm Registration No. 0010766N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

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

   "RESOLVED THAT Mr. Sridhar Gorithi (DIN 00035824), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."  

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

   "RESOLVED THAT Mr. I. F. Ribeiro (DIN 00047630), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."  

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

   "RESOLVED THAT Mr. N. B. Desai (DIN 00029023), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."  

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

   "RESOLVED THAT Mr. R. D. Mehta (DIN 01067895), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."  

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

   "RESOLVED THAT Mr. Hocine Sidi Said (DIN 02811247), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."  

10. 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 (DIN 05198283), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."  

11. 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 (DIN 00101235), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."
Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 7.50 lac excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March 2015 as approved by the Board of Directors of the Company to be paid to Sevekari, Khare & Associates, Cost Accountants, for the conduct of the cost audit of cost records of the Company, be and is hereby ratified and confirmed.”

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

“RESOLVED THAT in supersession of the resolution passed at the Deemed Extra Ordinary General Meeting of the Company held on 6th October, 2008 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of ₹ 4,000 Crores (Rupees Four Thousand Crores).”

By Order of the Board
For Glenmark Pharmaceuticals Limited
Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer

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

Place: Mumbai
Date: 8 May 2014

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/HERSELF 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.


3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 14 July 2014 to Friday, 25 July 2014 (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 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., Kary 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) Advice the Company's Registrars for consolidation of their shares into a single folio whenever different folios have been allotted to them.
(e) Quote their folio number in all their correspondence.

7. 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.

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 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 dematerialized 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 Number in the Attendance Slip.

10. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, any dividend remaining unclaimed or unpaid for a period of 7 years from the date of transfer to the unclaimed or unpaid dividend account of the Company, shall be transferred by the Company to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Accordingly, the unclaimed interim dividend for the financial year ending on 31 March 2007 has been transferred to the IEPF account in the financial year 2013-2014.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit...
their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the 
Company’s Registrar and Share Transfer Agents.

12. The instructions for e-voting (forming an integral part of 
this notice) is being sent separately by electronic mode to 
all members whose Email addresses are registered with the 
Company / Depository Participant(s) unless a member has 
requested for documents in physical mode. For members 
who have not registered their email addresses, physical copies of 
the aforesaid documents are being sent by the permitted 
mode.

13. In view of the ‘Green Initiative in Corporate Governance’ 
introduced by the Ministry of Corporate Affairs and in terms 
of the provisions of the Companies Act, 2013, 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 
update. 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 Participant(s).

14. Details under clause 49 of the Listing Agreement entered 
with the Stock Exchanges in respect of directors seeking 
appointment or re-appointment at the Annual General 
Meeting, forms integral part of the notice.

By Order of the Board
For Glenmark Pharmaceuticals Limited

Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer

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

Place: Mumbai
Date: 8 May 2014

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL 
BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES 
ACT, 2013.

Item Nos. 5 to 11
Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory 
modification(s) or re-enactment thereof for the time being in force, 
it is proposed to appoint Mr. N. B. Desai, Mr. J. F. Ribeiro, Mr. Sridhar 
Gorthi, Mr. D. R Mehta, Mr. Hocine Sidi Said, Mr. Bernard Munos and Dr. Brian W. Tempest as Independent Directors of the Company 
for a term of 5 (five) consecutive years up to 31st March 2019. The 
Company has also received notice pursuant to Section 160 of the 
Companies Act, 2013 read with Schedule IV of the said Act, the 
keeping in compliance with the provisions of Companies Act, 2013 read with other applicable provisions. The Independent 
Directors whose office was hitherto liable to determination by 
rotation, will now hold office as non-retiring Independent Directors 
pursuant to the said provisions.

Keeping in compliance with the provisions of Section 149 of the 
Companies Act, 2013 read with Schedule IV of the said Act, the 
appointment of the above mentioned existing directors to continue 
as Independent Directors is now being placed before the members 
for approval.

Copy of the draft letters for appointment of Independent Directors 
setting out the terms and conditions would be available for 
special resolution without any fee by the members at the Corporate Office 
of the Company during normal business hours on any working day.

Other than Independent Directors of the Company, none of the 
Directors and Key Managerial Personnel of the Company and their 
relatives is concerned or interested, financial or otherwise, in the 
resolutions set out at Item Nos. 5 to 11. This Explanatory Statement 
may also be regarded as a disclosure under clause 49 of the Listing 
Agreement with the Stock Exchange.

Item No. 12
In pursuance of Section 148 of the Companies Act, 2013 and 
Rule 14 of Companies (Audit and Auditors) Rules, 2014, the Board 
shall appoint an individual who is a Cost Accountant in practice 
on the recommendation of the Audit Committee, which shall also 
recommend remuneration for such cost auditor. The remuneration 
recommended by Audit Committee shall be considered and 
approved by the Board of Directors and ratified by the shareholders 
of the Company.

On recommendation of Audit Committee at its meeting held on 7th 
May 2014, the Board has considered and approved appointment of 
Sevekari, Khare & Associates, Cost Accountants, for the conduct of 
the cost audit of cost records of the Company at a remuneration of 
` 7,50 lac excluding applicable taxes and reimbursement of actual 
travel and out-of-pocket expenses for the Financial Year ending 31st 
March 2015.

The resolution at Item No. 12 of the Notice is set out as an Ordinary 
Resolution for approval and ratification by the members in terms of 
Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company 
and their relatives are, in any way, concerned or interested, financial 
or otherwise, in the resolution set out at Item No. 12 of the Notice.

Item No. 13
The members of the Company at their Deemed Extra Ordinary 
General Meeting held on 6th October 2008 approved by way of 
Ordinary Resolution under Section 293(1)(d) of the Companies 
Act, 1956 for borrowings over and above the aggregate of paid-up 
share capital and free reserves of the Company provided that the 
total amount of such borrowings together with the amounts already 
borrowed and outstanding at any point of time shall not be in excess of ` 4,000 Crores (Rupees Four Thousand Crores).

Section 180(1)(c) of the Companies Act, 2013 was made effective 
from 12th September, 2013 which provides for approval by the 
shareholders by way of Special resolution as against Ordinary 
resolution under Companies Act, 1956. The Ministry of Corporate 
Affairs has vide General Circular No. 04/2014 dated 25th March 2014 
clarified that pursuant to the said Sections of the Act, companies 
would be required to pass a fresh resolution by 11th September 2014. 
It is, therefore, necessary for the members to pass a Special 
Resolution under Section 180(1)(c) and other applicable provisions 
of the Companies Act, 2013, as set out at Item No. 13 of the Notice, 
to enable the Board of Directors to borrow moneys in excess of 
the aggregate of the paid-up share capital and free reserves of the 
Company upto ` 4,000 Crores (Rupees Four Thousand Crores).

None of the Directors and Key Managerial Personnel of the Company 
and their relatives is concerned or interested, financial or otherwise, 
in the resolution set out at Item No. 13.
<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Age (Yrs)</th>
<th>Date of Appointment</th>
<th>Relationship with other Directors</th>
<th>Expertise in specific functional area</th>
<th>Qualification</th>
<th>Shares Held in the Company as on 31/03/14 and % of Paid-up Share Capital</th>
<th>Directorship held in Indian Public Companies</th>
<th>Committee positions held in Indian Public Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mrs. B.E. Saldanha (DIN 00007671)</td>
<td>74</td>
<td>11.08.2011</td>
<td>Mother of Mr. Glenn Saldanha and Mrs. Cherylann Pinto.</td>
<td>She was a Whole-time Director of the Company from 1982 upto 2005 and is responsible to a large extent in developing the Company's export business</td>
<td>B.Sc., B.Ed.</td>
<td>836999 (0.31%)</td>
<td>Glenmark Access Ltd.</td>
<td>NIL</td>
</tr>
<tr>
<td>Mr. Sridhar Gorthi (DIN 00035824)</td>
<td>41</td>
<td>26.04.2005</td>
<td>None</td>
<td>Corporate Lawyer</td>
<td>B.A., LLB(Hons.) from the National Law School of India</td>
<td>559 (0.00%)</td>
<td>Hathway Cable &amp; Datacom Ltd., Glenmark Generics Ltd.</td>
<td>Audit Committee: Glenmark Pharmaceuticals Ltd. (Member), Glenmark Generics Ltd. (Member) Nomination and Remuneration Committee/Compensation Committee: Glenmark Pharmaceuticals Ltd. (Member), Glenmark Generics Ltd. (Member). Stakeholders'/Investors' Grievance Committee: Glenmark Generics Ltd. (Member).</td>
</tr>
<tr>
<td>Mr. J.F. Ribeiro (DIN 00047630)</td>
<td>85</td>
<td>26.08.1999</td>
<td>None</td>
<td>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.</td>
<td>B.Com, LLB, IPS</td>
<td>45800 (0.02%)</td>
<td>Glenmark Generics Ltd., VVF Ltd.</td>
<td>Audit Committee: Glenmark Pharmaceuticals Ltd. (Member), Glenmark Generics Ltd. (Chairman) Nomination and Remuneration Committee/Compensation Committee: Glenmark Pharmaceuticals Ltd. (Chairman), Glenmark Generics Ltd. (Chairman). Stakeholders'/Investors' Grievance Committee: Glenmark Pharmaceuticals Ltd. (Chairman), Glenmark Generics Ltd. (Chairman).</td>
</tr>
<tr>
<td>Name of the Director</td>
<td>Age (Yrs)</td>
<td>Date of Appointment</td>
<td>Relationship with other Directors</td>
<td>Expertise in specific functional area</td>
<td>Qualification</td>
<td>Shares Held in the Company as on 31/03/14 and % of Paid-up Share Capital</td>
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</tr>
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</tr>
<tr>
<td>Mr. N. B. Desai (DIN 00029023)</td>
<td>87</td>
<td>31.07.2003</td>
<td>None</td>
<td>Banking and Finance</td>
<td>Matriculate</td>
<td>30,000 (0.01%)</td>
<td>Glenmark Generics Ltd.</td>
<td>Audit Committee: Glenmark Pharmaceuticals Ltd. (Chairman), Glenmark Generics Ltd. (Member), Nomination and Remuneration Committee/Compensation Committee: Glenmark Pharmaceuticals Ltd. (Member), Glenmark Generics Ltd. (Member). Stakeholders’/Investors’ Grievance Committee: Glenmark Pharmaceuticals Ltd. (Member).</td>
</tr>
<tr>
<td>Mr. D.R. Mehta (DIN 01067895)</td>
<td>77</td>
<td>14.08.2009</td>
<td>None</td>
<td>Administration &amp; Management of Public Affairs, Finance</td>
<td>Graduate in Arts &amp; Law from Rajasthan University. He also studied at Royal Institute of Public Administration, London and the Alfred Sloan School of Management, Boston, USA.</td>
<td>NIL</td>
<td>JMC Projects (India) Limited, Poly Medicure Limited, Jain Irrigation Systems Ltd., Atul Rajasthan Date Palms Limited, Glenmark Generics Limited, MM Auto Industries Limited</td>
<td>NIL</td>
</tr>
<tr>
<td>Mr. Hocine Sidi Said (DIN 02811247)</td>
<td>48</td>
<td>29.10.2009</td>
<td>None</td>
<td>Pharmaceuticals &amp; Investment</td>
<td>B.A. (International Marketing)</td>
<td>NIL</td>
<td>NIL</td>
<td>Audit Committee: Glenmark Pharmaceuticals Ltd. (Member)</td>
</tr>
<tr>
<td>Mr. Bernard Munos (DIN 05198283)</td>
<td>64</td>
<td>30.01.2012</td>
<td>None</td>
<td>Innovative Research in Biomedical innovation</td>
<td>MBA, Graduate degrees in Economics &amp; Animal Science</td>
<td>NIL</td>
<td>NIL</td>
<td>NIL</td>
</tr>
<tr>
<td>Dr. Brian W. Tempest (DIN 00101235)</td>
<td>67</td>
<td>30.01.2012</td>
<td>None</td>
<td>Pharmaceutical Business</td>
<td>CSCI, CCHEM, FRSC, BSC, PHD</td>
<td>NIL</td>
<td>SRL Ltd., Fortis Healthcare Limited, Religare Capital Market Limited</td>
<td>Audit Committee: Religare Capital Market Ltd. (Member), Fortis Healthcare Ltd. (Member)</td>
</tr>
</tbody>
</table>
I hereby record my presence at the Thirty Sixth Annual General Meeting of the Company to be held at Sunville Banquet & Conference Hall, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai - 400 018, on Friday, 25th July, 2014 at 11:00 a.m.

Name of the Attending Member/Proxy (in Block letters) ______________________

Member’s/ Proxy’s Signature ______________________

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.

I wish my above Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Friday, 25 July 2014 at 11:00 a.m. at Sunville Banquet & Conference Hall, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

** I wish my above Proxy to vote in the manner as indicated in the box overleaf:
<table>
<thead>
<tr>
<th>Resolution No.</th>
<th>Resolutions</th>
<th>Vote [Optional, see Note (4)]</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Ordinary Business</td>
<td>Enter number of shares.</td>
</tr>
<tr>
<td>1</td>
<td>To receive, consider, approve and adopt the Audited Balance Sheet as at 31 March 2014 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.</td>
<td>For</td>
</tr>
<tr>
<td>2</td>
<td>To declare dividend on Equity Shares.</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>To appoint a Director in place of Mrs. B. E. Saldanha (DIN 00007671) who retires by rotation and being eligible, offers herself for re-appointment as per Section 152(6) of the Companies Act, 2013.</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>To appoint Walker, Chandiook &amp; Co LLP (formerly Walker, Chandiook &amp; Co) (Firm Registration No. 001076N), Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Special Business</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Appointment of Mr. Sridhar Gorthi (DIN 00035824) to continue as independent Director for a term of five years ending on 31 March 2019.</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Appointment of Mr. J.F. Ribeiro (DIN 00047630) to continue as independent Director for a term of five years ending on 31 March 2019.</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Appointment of Mr. N.B. Desai (DIN 00029023) to continue as independent Director for a term of five years ending on 31 March 2019.</td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Appointment of Mr. D.R. Mehta (DIN 01067895) to continue as independent Director for a term of five years ending on 31 March 2019.</td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Appointment of Mr. Hocine Sidi Said (DIN 02811247) to continue as independent Director for a term of five years ending on 31 March 2019.</td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>Appointment of Mr. Bernard Munos (DIN 05198283) to continue as independent Director for a term of five years ending on 31 March 2019.</td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Appointment of Dr. Brian W. Tempest (DIN 00101235) to continue as independent Director for a term of five years ending on 31 March 2019.</td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Consent of the Company to the Board of Directors to borrow moneys in excess of the aggregate of the paid-up share capital and free reserves of the Company upto ₹ 4,000 Crores (excluding the temporary loans obtained) to be obtained from the Company’s Bankers in the ordinary course of business.</td>
<td></td>
</tr>
</tbody>
</table>

Signed this ___day of ______2014

Signature of Shareholder _______________________ Signature of proxy holder(s) _______________________  

Notes:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional. Please put a ‘X’ in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ or ‘Abstain’ column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.