

13th August, 2016

BSE Limited P J Towers, Dalal Street, Mumbai - 400 001 <u>Scrip Code: 532300</u>	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 <u>NSE Symbol: WOCKPHARMA</u>
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Dear Sir/ Madam,

Sub: Voting Results of 17th Annual General Meeting

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations'), we wish to enclose herewith the combined voting results of remote e-voting and voting conducted through Ballot paper at the Annual General Meeting ('AGM') along with scrutinizer's report for the businesses transacted at the AGM of the Company, held today.

All the resolutions placed before the meeting as per the Notice of the said AGM were passed with requisite majority.

Further, we wish to inform to the Stock Exchanges that pursuant to Regulation 30 of the Listing Regulations, the proceeding of the 17th AGM have already been submitted separately today (Copy enclosed).

Kindly take the same on your record.

Thanking you,

For **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl.: As above



Voting Results (Remote e-voting and Ballot Paper at the AGM) of 17th Annual General Meeting of Wockhardt Limited held on Saturday, 13th August, 2016 at 12.00 noon at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005

Voting Results

Date of the AGM	13 th August, 2016
Total number of shareholders on record date (as on 6th August, 2016)	89,628
No. of shareholders present in the meeting either in person or through proxy:	
<ul style="list-style-type: none"> • Promoters and Promoter Group • Public 	7 55
No. of Shareholders attended the meeting through Video Conferencing	
<ul style="list-style-type: none"> • Promoters and Promoter Group • Public 	Not Applicable



Agenda-wise disclosure of voting details

Item No. 1: Adoption of:

- a. the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of Auditors thereon

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares	No. of Votes – in favour	No. of Votes – Agai- nst	% 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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public- Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	19219	0.1109	19000	219	98.8605	1.1395
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143113	0.8259	142845	268	99.8127	0.1873
Total		110548028	86933561	78.6387	86933293	268	99.9997	0.0003



Item No. 2: Declaration of dividend on preference shares at the rate of 0.01%

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	19222	0.1109	15694	3528	81.6460	18.3540
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143116	0.8259	139539	3577	97.5006	2.4994
Total		110548028	86933564	78.6387	86929987	3577	99.9959	0.0041



Item No. 3: Re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870) as a Director who retires by rotation

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	18920	0.1092	18256	664	96.4905	3.5095
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		142814	0.8242	142101	713	99.5007	0.4993
Total		110548028	86933262	78.6385	86932549	713	99.9992	0.0008




Item No. 4: Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4721005	84061	98.2506	1.7494
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4721005	84061	98.2506	1.7494
Public - Non Institutions	E-Voting	17327644	19150	0.1105	18521	629	96.7154	3.2846
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143044	0.8255	142366	678	99.5260	0.4740
Total		110548028	86933492	78.6387	86848753	84739	99.9025	0.0975




Item No. 5: Ratification of remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353) as Cost Auditors of the Company for the financial year ending 31st March, 2017

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4794573	10493	99.7816	0.2184
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4794573	10493	99.7816	0.2184
Public - Non Institutions	E-Voting	17327644	18959	0.1094	18439	520	97.2572	2.7428
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		142853	0.8244	142284	569	99.6017	0.3983
Total		110548028	86933301	78.6385	86922239	11062	99.9873	0.0127



Item No. 6: Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs. 1200 crore on private placement basis, in one or more tranches

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstan- ding 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	18939	0.1093	18021	918	95.1529	4.8471
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		142833	0.8243	141866	967	99.3230	0.6770
Total		110548028	86933281	78.6385	86932314	967	99.9989	0.0011



Item No. 7: Approval to deliver document through a particular mode as may be sought by the member

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4796066	42.6886	4684297	111769	97.6696	2.3304
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4796066	42.6886	4684297	111769	97.6696	2.3304
Public - Non Institutions	E-Voting	17327644	19205	0.1108	18563	642	96.6571	3.3429
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143099	0.8258	142408	691	99.5171	0.4829
Total		110548028	86924547	78.6306	86812087	112460	99.8706	0.1294

Notes:

1. The votes cast does not include invalid and abstained voting.
2. Public-Non Institutions category includes underlying shares issued by the Company and held as GDR's.
3. All the aforesaid resolutions are passed with requisite majority.



Virendra Bhatt

Company Secretary

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To,
The Chairman
Wockhardt Limited

17th Annual General Meeting of the members of **WOCKHARDT LIMITED** (CIN: L24230MH1999PLC120720) held at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005 on Saturday, 13th August, 2016 at 12.00 noon.

Sub: Passing of the Resolution(s) through remote e-voting and Ballot papers pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies(Management and Administration) Rules, 2014, as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of Wockhardt Limited (hereinafter referred to as the “**Company**”) at its meeting held on 6th May, 2016 has appointed me as the Scrutinizer for the remote e-voting process as well as to scrutinize the voting through Ballot papers received from the members at the venue of the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of extending the facility of Remote e-voting to the Members of the Company. M/s. Link Intime India Private Limited are the Share Transfer Agents of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special business) sought to be transacted in the 17th Annual General Meeting (AGM) of the company, which was held on Saturday, 13th August, 2016.
- The Service Provider had set up an electronic voting facility on their website, <https://www.evoting.nsdl.com/>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of Wockhardt and also its Service Provider to facilitate their members to cast their vote through Remote e-voting.

The cut-off date for determining members for the dispatch of the Notice of the AGM was 1st July, 2016 (Physical & E-mail) and as on that date, there were 90,831 members of the Company. The Company /Service Provider had sent the notices of the AGM along with Annual Report and E-voting by E-mail to 60,681 members out of whom transmission of



E-mails to 361 Shareholders had failed and hence the same were sent to them through Speed Post. In respect of 30,150 members, E-mail IDs were not available and hence the notices were sent by Speed Post/ Air Mail.

- The Company completed the dispatch of the Notices and Annual Reports in physical form to the members on 18th July, 2016 and through E-mail on 14th July, 2016.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 6th August, 2016.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three days from Wednesday, 10th August, 2016 at 09:00 a.m. (IST) to Friday, 12th August, 2016 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, Wockhardt also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' Newspaper dated 20th July, 2016 having country-wide circulation and in 'Lokmat Newspaper' dated 20th July, 2016. The notice published in the Newspaper carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20.
- At the end of the voting period on 12th August, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 17th AGM of the Company held on 13th August, 2016, the facility to vote through Ballot paper was made available to facilitate those members present in the meeting but could not participate in the Remote e-voting to cast their votes.
- On 13th August, 2016, after counting of the votes conducted at the venue of the AGM through Ballot paper, the votes cast through Remotes e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Prashant Kirtikar and Mr. Sumit Raskar who acted as the witnesses, as prescribed in sub-rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, the locked ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and Ballot papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly compiled the details of Remote e-voting and the facility of voting through Ballot papers provided at the venue of the AGM the details of which are as follows:



The results of the Remote e-voting together with that of the voting conducted at venue of the AGM by way of Ballot papers are as under:

Details	Remote e-voting	Voting through Ballot paper at AGM	Total voting
Number of member who cast their votes	257	30	287
Total number of shares held by them	8,68,17,685	1,23,894	8,69,41,579
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	Various as mentioned under each Resolution		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Ballot papers.

ORDINARY BUSINESS

1) Item no. 1 of the Notice (As an Ordinary Resolution)

Adoption of:

- a. the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
E-Voting	250	99.99	6	0.01	1	-
Ballots	29	99.96	1	0.04	-	-
TOTAL	279		7		1	-



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public- Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	19219	0.1109	19000	219	98.8605	1.1395
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143113	0.8259	142845	268	99.8127	0.1873
Total		110548028	86933561	78.6387	86933293	268	99.9997	0.0003

2) Item no. 2 of the Notice (As an Ordinary Resolution)

To declare dividend on Preference Shares at the rate of 0.01%

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
E-Voting	238	99.99	18	0.01	1	-
Ballots	29	99.96	1	0.04	-	-
TOTAL	267		19		1	-



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	19222	0.1109	15694	3528	81.6460	18.3540
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143116	0.8259	139539	3577	97.5006	2.4994
Total		110548028	86933564	78.6387	86929987	3577	99.9959	0.0041

3) Item no. 3 of the Notice (As an Ordinary Resolution)

Re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870), as a Director who retires by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
E-Voting	239	99.99	14	0.01	4	-
Ballots	29	99.96	1	0.04	-	-
TOTAL	268		15		4	-



Table showing Bifurcations of Promoters, Financial Institutions and Others::

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	18920	0.1092	18256	664	96.4905	3.5095
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		142814	0.8242	142101	713	99.5007	0.4993
Total		110548028	86933262	78.6385	86932549	713	99.9992	0.0008

4) Item no. 4 of the Notice (As an Ordinary Resolution)

Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
E-Voting	233	99.90	20	0.10	4	-
Ballots	29	99.96	1	0.04	-	-
TOTAL	262		21		4	-



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4721005	84061	98.2506	1.7494
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4721005	84061	98.2506	1.7494
Public - Non Institutions	E-Voting	17327644	19150	0.1105	18521	629	96.7154	3.2846
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143044	0.8255	142366	678	99.5260	0.4740
Total		110548028	86933492	78.6387	86848753	84739	99.9025	0.0975



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5) Item no. 5 of the Notice (As an Ordinary Resolution)

Ratification of remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353) as Cost Auditors of the Company for the financial year ending 31st March, 2017

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
E-Voting	237	99.98	14	0.02	6	-
Ballots	29	99.96	1	0.04	-	-
TOTAL	266		15		6	-

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4794573	10493	99.7816	0.2184
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4794573	10493	99.7816	0.2184
Public - Non Institutions	E-Voting	17327644	18959	0.1094	18439	520	97.2572	2.7428
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		142853	0.8244	142284	569	99.6017	0.3983
Total		110548028	86933301	78.6385	86922239	11062	99.9873	0.0127



6) Item no. 6 of the Notice (As a Special Resolution)

Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs.1200 Crore on Private Placement basis, in one or more tranches.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
E-Voting	234	99.99	16	0.01	7	-
Ballots	29	99.96	1	0.04	-	-
TOTAL	263		17		7	-

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4805066	42.7687	4805066	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4805066	42.7687	4805066	0	100.0000	0.0000
Public - Non Institutions	E-Voting	17327644	18939	0.1093	18021	918	95.1529	4.8471
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		142833	0.8243	141866	967	99.3230	0.6770
Total		110548028	86933281	78.6385	86932314	967	99.9989	0.0011



7) Item no. 7 of the Notice (As a Special Resolution)

Approval to deliver document through a particular mode as may be sought by the member

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
E-Voting	241	99.87	14	0.13	2	-
Ballots	29	99.96	1	0.04	-	-
TOTAL	270		15		2	

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public - Institutions	E-Voting	11235002	4796066	42.6886	4684297	111769	97.6696	2.3304
	Ballots		0	0.0000	0	0	0.0000	0.0000
	Total		4796066	42.6886	4684297	111769	97.6696	2.3304
Public - Non Institutions	E-Voting	17327644	19205	0.1108	18563	642	96.6571	3.3429
	Ballots		123894	0.7150	123845	49	99.9605	0.0395
	Total		143099	0.8258	142408	691	99.5171	0.4829
Total		110548028	86924547	78.6306	86812087	112460	99.8706	0.1294

All the Resolutions mentioned in the AGM Notice dated 6th May, 2016 as per the details given 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 date of the AGM.



I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conduct at 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 the same to the Company Secretary for safe keeping, after the signatures of the Chairman on the AGM Minutes.

Thanking You,

Yours Faithfully


Virendra Bhatt
ACS- 1157
COP-124



Date: 13th August, 2016
Place: Aurangabad

Witnesses:



1. PrashantKirtikar



2. SumitRaskar

Countersigned and received the Report



For Wockhardt Limited

Director

Date: 13th August, 2016
Place: Aurangabad

13th August, 2016

BSE Limited P J Towers, Dalal Street, Mumbai - 400 001 <u>Scrip Code: 532300</u>	National Stock Exchange of India Limited Exchange Plaza, BandraKurla Complex, Bandra (E), Mumbai - 400 051 <u>NSE Symbol: WOCKPHARMA</u>
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Dear Sir/ Madam,

Sub: Proceeding of the 17th Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') read with Para A of Part A of Schedule III of the Listing Regulations, we wish to enclose herewith proceedings of the 17th Annual General Meeting of the Company held today.

Kindly take the same on your record.

Thanking you,

For **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl.: As above



Proceedings of the 17th Annual General Meeting of Wockhardt Limited

- 1) The 17th Annual General Meeting ('AGM') of the Members of Wockhardt Limited was held on Saturday, 13th August, 2016 at 12.00 noon at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005.
- 2) The AGM was also attended by all the Directors (except Mr. Shekhar Datta, Independent Director, who could not attend the AGM as he was unwell), Chief Financial Officer, Company Secretary, Representatives of Statutory Auditor; and the Secretarial Auditor.
- 3) Dr. H. F. Khorakiwala, Chairman, conducted the proceedings of the AGM.
- 4) Total 62 Members (including proxies) attended the AGM as per the records of attendance.
- 5) With the consent of the Members present, the Notice convening the 17th AGM including the Explanatory Statement under Section 102 of the Companies Act, 2013 ('Act'), having been circulated to all the Members, was taken as read.
- 6) The Chairman thereafter introduced all the Directors present on the Dias.
- 7) As there was no qualification, observation or comment in the Independent Auditor's Report, the same was not read at the Meeting.
- 8) Dr. H. F Khorakiwala, Chairman, thereafter, delivered the Speech in which he gave an overview of the business; and financial & operational performance of the Company for the financial year ended 31st March, 2016. The printed copy of the Chairman's Speech was also distributed to the Members who attended the Meeting.
- 9) The Chairman stated that pursuant to the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an e-voting facility has been provided to all the Members of the Company through e-voting platform of National Securities Depository Limited and the same has been completed. He further stated that members who were unable to cast their votes electronically may vote through Ballot paper at the AGM.
- 10) The Chairman informed the members present to seek clarifications and/ or offer comments on items of businesses, if any.
- 11) The Chairman conducted the proceeding of the items one by one as mentioned in the Notice of AGM except item no. 3 relating to re-appointment of Dr. Huzaiifa Khorakiwala, Director, who was retiring by rotation and offered himself for re-appointment. The Chairman being an interested director for the said item, with the consent of the members present, requested Mr. D.S. Brar to take the Chair. Mr. Brar conducted the proceedings for the item no. 3 of the Notice of AGM.



Thereafter, all the resolutions required to be passed were proposed and seconded as under:

Ordinary Business:

1. Adoption of:
 - a. the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2016 and the Report of Auditors thereon.

On the invitation of the Chairman, several Members gave their suggestions and sought clarifications. Queries from the Members were responded by the Chairman.

2. Declaration of dividend on preference shares at the rate of 0.01%.
3. Re-appointment of Dr. Huzaiifa Khorakiwala (DIN: 02191870), who retires by rotation, and being eligible, offers himself for re-appointment.
4. Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company.

SPECIAL BUSINESS

5. Ratification of remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353) as Cost Auditors of the Company for the financial year ending 31st March, 2017.
 6. Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs.1200 crore on private placement basis, in one or more tranches.
 7. Approval to deliver document through a particular mode as may be sought by the member.
- 12) Members who did not cast their vote through e-voting, were provided an opportunity to vote through Ballot paper at the AGM.
- 13) The Members were also informed that the combined results of e-voting and voting through Ballot paper shall be declared to the Stock Exchanges and the same along with the Scrutinizer's Report shall be placed on the website of the Company and National Securities Depository Limited.
- 14) The Meeting concluded with a vote of thanks at 1.15 p.m.

