

Wockhardt Limited
Regd. Office:
Wockhardt Towers
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051. India
Phone : 91-22-2653 4444
Fax : 91-22-2652 3905
Website : www.wockhardt.com
CIN : L24230MH1999PLC120720



September 17, 2014

Bombay Stock Exchange Limited

Corporate Relations Department
P J Towers, Dalal Street
Mumbai 400 001

Dear Sirs,

Scrip Code: 532300

Sub: Proceedings at the 15th Annual General Meeting pursuant to Clause 31(d) of the Listing Agreement and Report pursuant to Clause 35A of the Listing Agreement

Pursuant to Clause 31(d) of the Listing Agreement, we wish to state that the following resolutions were passed by the Members through E-voting and poll at the Fifteenth Annual General Meeting of the Company held on Monday, September 15, 2014, at 3.00 p.m. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon
2. To declare dividend on preference shares at the rate of 0.01%, absorbing a sum of Rs. 298,557/-
3. Confirmation of two interim dividends aggregating Rs. 10/- (i.e 200%) per equity share of Rs. 5/- each paid for the financial year 2013-14
4. To appoint a Director in place of Dr. Huzaiifa Khorakiwala, who retires by rotation and being eligible offers himself for re-appointment
5. To appoint M/s Haribhakti & Co. LLP , erstwhile M/s Haribhakti & Co. (ICAI Firm Reg. No 103523W), Chartered Accountants as Auditors to hold office for a term of five years i.e from the conclusion of fifteenth Annual General Meeting till the conclusion of the twentieth Annual General Meeting (subject to ratification of their appointment by the members at every Annual General Meeting) on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.



SPECIAL BUSINESS:

6. Appointment of Mr. R.A. Shah as an Independent Director **(Ordinary Resolution)**
7. Appointment of Mr. Shekhar Datta as an Independent Director **(Ordinary Resolution)**
8. Appointment of Mr. Aman Mehta as an Independent Director **(Ordinary Resolution)**
9. Appointment of Mr. Davinder Singh Brar as an Independent Director **(Ordinary Resolution)**
10. Appointment of Dr. Sanjaya Baru as an Independent Director **(Ordinary Resolution)**
11. Fixation of remuneration of Dr. H. F. Khorakiwala, Chairman **(Special Resolution)**
12. Re-appointment of Dr. Huzaifa Khorakiwala as an Executive Director and Fixation of Remuneration **(Special Resolution)**
13. Re-appointment of Dr. Murtaza Khorakiwala as a Managing Director and Fixation of Remuneration **(Special Resolution)**
14. To re-confirm authority to the Board to approve borrowings upto Rs. 3,000 crore **(Special Resolution)**
15. To approve creation of charge on assets of the Company in respect of borrowings **(Special Resolution)**
16. To ratify remuneration payable to M/s Kirit Mehta & Co., Cost Auditors for Financial Year 2014-15 **(Ordinary Resolution)**
17. To approve the material related party transactions with Wockhardt Bio AG, subsidiary of the Company around USD 500 million every financial year **(Special Resolution)**



Please note that all the above resolutions were passed with requisite majority.


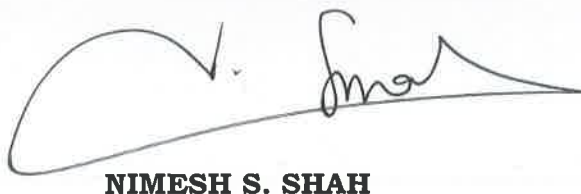
Further we are also enclosing herewith report pursuant to Clause 35A of the Listing Agreement in the prescribed format.

This is for your information and records.

Thanking you,

Yours cordially,

For **WOCKHARDT LIMITED**



NIMESH S. SHAH
COMPANY SECRETARY

Encl : As above



Report on Clause 35A of the Listing Agreement

Date of Annual General Meeting	15 th September, 2014
Book Closure Dates	8 th September, 2014 to 15 th September, 2014 (Both days inclusive)
Total number of shareholders	As on record date 8 th September, 2014 were Equity - 77526 Preference - 7

No. of Shareholders present in the meeting either in person or through proxy

Promoter and Promoter Group	8
Public	131

No. of Shareholders attended the meeting through video conferencing

Promoter and Promoter Group	Not arranged
Public	

Details of the Agenda:

The following business was transacted at the meeting

Mode of Voting : E-Voting and physical voting through poll paper

Resolution 1 : To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon



Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4917342	35386	99.29	0.71
Public- others	18530071	461834	2.49	461783	51	0.01	0.01
Total	110007903	87397304	79.45	87361867	35437	99.96	0.04

**Resolution 2 : To declare dividend on preference shares at the rate of 0.01%,
absorbing a sum of Rs. 298,557/-**

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4952728	0	100.00	0.00
Public- others	18530071	461834	2.49	461749	85	99.98	0.02
Total	110007903	87397304	79.45	87397219	85	100.00	0.00

**Resolution 3 : Confirmation of two interim dividends aggregating Rs. 10/- (i.e
200%) per equity share of Rs. 5/- each paid for the financial
year 2013-14**



Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4952728	0	100.00	0.00
Public- others	18530071	461834	2.49	461801	33	99.99	0.01
Total	110007903	87397304	79.45	87397271	33	100.00	0.00

Resolution 4 : To appoint a Director in place of Dr. Huzaifa Khorakiwala, who retires by rotation and being eligible offers himself for re-appointment

Promoter/ Public	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	81985382	81097757	98.92	81097757	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	2004175	2948553	40.47	59.53
Public- others	18530071	461834	2.49	461791	43	99.99	0.01
Total	110007903	86512319	78.64	83563723	2948596	96.59	3.41



Resolution 5 : To appoint Haribhakti & Co. LLP ,erstwhile Haribhakti & Co (ICAI Firm Reg No.103523W) Chartered Accountants as Auditors to hold office for a term of five years i.e from the conclusion of fifteenth Annual General Meeting till the conclusion of the twentieth Annual General Meeting (subject to ratification of their appointment by the members at every Annual General Meeting) on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4900899	51.63	4888129	12770	99.74	0.26
Public- others	18530071	461834	2.49	461781	53	99.99	0.01
Total	110007903	87345475	79.40	87332652	12823	99.99	0.01

Resolution 6 : Appointment of Mr. R.A. Shah as an Independent Director

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	3449624	1503104	69.65	30.35
Public- others	18530071	394334	2.13	394294	40	99.99	0.01
Total	110007903	87329804	79.39	85826660	1503144	98.28	1.72



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Resolution 7: Appointment of Mr. Shekhar Datta as an Independent Director

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	755800	4196928	15.26	84.74
Public- others	18530071	457734	2.47	457683	51	99.99	0.01
Total	110007903	87393204	79.44	83196225	4196979	95.20	4.80

Resolution 8: Appointment of Mr. Aman Mehta as an Independent Director

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	3477228	1475500	70.21	29.79
Public- others	18530071	459329	2.48	459193	136	99.97	0.03
Total	110007903	87394799	79.44	85919163	1475636	98.31	1.69



Resolution 9: Appointment of Mr. Davinder Singh Brar as an Independent Director

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4939958	12770	99.74	0.26
Public- others	18530071	461329	2.49	461193	136	99.97	0.03
Total	110007903	87396799	79.45	87383893	12906	99.99	0.01

Resolution 10: Appointment of Dr. Sanjaya Baru as an Independent Director

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4939958	12770	99.74	0.26
Public- others	18530071	461834	2.49	461693	141	99.97	0.03
Total	110007903	87397304	79.45	87384393	12911	99.99	0.01



Resolution 11: Fixation of remuneration of Dr. H. F. Khorakiwala, Chairman

Promoter/ Public	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	81985382	81097757	98.92	81097757	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4819720	133008	97.31	2.69
Public- others	18530071	461819	2.49	461686	133	99.97	0.03
Total	110007903	86512304	78.64	86379163	133141	99.85	0.15

Resolution 12: Re-appointment of Dr. Huzaifa Khorakiwala as an Executive Director and Fixation of Remuneration

Promoter/ Public	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	81985382	81097757	98.92	81097757	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	618063	4334665	12.48	87.52
Public- others	18530071	461823	2.49	461690	133	99.97	0.03
Total	110007903	86512308	78.64	82177510	4334798	94.99	5.01



Resolution 13: Re-appointment of Dr. Murtaza Khorakiwala as a Managing Director and Fixation of Remuneration

Promoter/ Public	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	81985382	81097757	98.92	81097757	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	618063	4334665	12.48	87.52
Public- others	18530071	461534	2.49	461401	133	99.97	0.03
Total	110007903	86512019	78.64	82177221	4334798	94.99	5.01

Resolution 14: To re-confirm authority to the Board to approve borrowings upto Rs. 3,000 crore

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4952728	0	100.00	0.00
Public- others	18530071	461829	2.49	461616	213	99.95	0.05
Total	110007903	87397299	79.45	87397086	213	100.00	0.00



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Resolution 15: To approve creation of charge on assets of the Company in respect of borrowings

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4952728	0	100.00	0.00
Public- others	18530071	461829	2.49	461625	204	99.96	0.04
Total	110007903	87397299	79.45	87397095	204	100.00	0.00

Resolution 16: To ratify remuneration payable to M/s Kirit Mehta & Co. Cost Auditors for Financial Year 2014-15

Promoter/ Public	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	81985382	81982742	100.00	81982742	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4939958	12770	99.74	0.26
Public- others	18530071	461834	2.49	461781	53	99.99	0.01
Total	110007903	87397304	79.45	87384481	12823	99.99	0.01



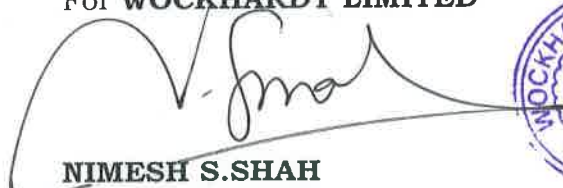
Resolution 17: To approve the material related party transactions with Wockhardt Bio AG, subsidiary of the Company around USD 500 million for every financial year

Promoter/ Public	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	81985382	81097757	98.92	81097757	0	100.00	0.00
Public- institutional holders	9492450	4952728	52.18	4952728	0	100.00	0.00
Public- others	18530071	461819	2.49	461708	111	99.98	0.02
Total	110007903	86512304	79.45	86512193	111	99.99	0.01

All the above resolutions were passed with requisite majority

Thanking you,

Yours cordially,
For **WOCKHARDT LIMITED**


NIMESH S.SHAH
COMPANY SECRETARY

