

Virendra Bhatt

Company Secretary

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Scrutinizer's report

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
WOCKHARDT LIMITED
Wockhardt Towers,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051.



SUBJECT: SCRUTINIZER'S REPORT ON THE ELETRONIC VOTING AND POLL IN RESPECT OF MATTERS
SET - OUT IN THE NOTICE OF 15th ANNUAL GENERAL MEETING.

Dear Sir,

I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of WOCKHARDT LIMITED (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting as well as poll process and ascertaining the requisite majority on e-voting as well as on poll carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the Fifteenth Annual General Meeting of the members of the Company, to be held on Monday September 15, 2014 at 3.00 p.m. at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021.

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 15th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my report as under :-
 - i. The e-voting remained open from 9th September, 2014 (9.00 a.m.) to 11th September (6.00 p.m.).



- ii. The members of the Company as on the "cut off" date i.e. 15th August, 2014 were entitled to vote on the resolutions. (Resolutions No. 1 to 17 as set out in the notice of the Fifteenth AGM of the Company)
- iii. The votes cast were unblocked on 11th September, 2014 around 6 p.m. in the presence of 2 witnesses, Ms. Riya Devulkar and Ms. Khushali Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- Signature: 
Name: Riya Devulkar
- Signature: 
Name: Khushali Jain
- iv. Thereafter the details containing, inter - alia, list of Equity Share Holders, who voted "For" and "Against", each of the resolutions that were put to vote, generated from the e-voting website of Central Depository Services (India) Limited i.e. www.evotingindia.com and based on such reports generated, the results of the e-voting.
- v. After the time fixed for closing of the poll by the chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- vi. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- vii. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- viii. The combined result of the E-Voting and Poll is as under:



Details of Voting is as follows :

Resolution No.	E-VOTING		POLL		TOTAL	
	Total Number Of Shareholders Who Have Cast Their Votes	No. Of Equity Shares	Total Number Of Shareholders Who Have Cast Their Votes	No. Of Equity Shares	Total Number Of Shareholders Who Have Cast Their Votes	No. Of Equity Shares
Resolution No. 1	121	87187827	55	209477	176	87397304
Resolution No. 2	121	87187827	55	209477	176	87397304
Resolution No. 3	121	87187827	55	209477	176	87397304
Resolution No. 4	117	86302842	55	209477	172	86512319
Resolution No. 5	120	87135998	55	209477	175	87345475
Resolution No. 6	121	87120327	55	209477	176	87329804
Resolution No. 7	121	87187827	54	205377	175	87393204
Resolution No. 8	121	87187827	53	206972	174	87394799
Resolution No. 9	121	87187827	53	208972	174	87396799
Resolution No. 10	121	87187827	55	209477	176	87397304
Resolution No. 11	118	86302842	54	209462	172	86512304
Resolution No. 12	118	86302842	54	209466	172	86512308
Resolution No. 13	117	86302542	55	209477	172	86512019
Resolution No. 14	121	87187827	54	209472	175	87397299
Resolution No. 15	121	87187827	54	209472	175	87397299
Resolution No. 16	121	87187827	55	209477	176	87397304
Resolution No. 17	118	86302842	54	209462	172	86512304



A. Resolution No. 1:-

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended March 31, 2014.

(i). Voted in favour of the resolution:

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	119	87152401	99.96%
Poll	54	209466	99.99%
Total	173	87361867	99.96%

(ii). Voted against the resolution:

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3*	35426	0.04%
Poll	1	11	0.01%
Total	4	35437	0.04%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	0	0
Total	0	0

* One Shareholder has voted for assent as well as for dissent on proportionate basis.

The above Resolution is passed by majority.

B. Resolution No. 2:-

Declaration of dividend on preference shares at the rate of 0.01%.

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	119	87187787	100.00%
Poll	52	209432	99.98%
Total	171	87397219	100.00%



(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	2	40	0.00%
Poll	3	45	0.02%
Total	5	85	0.00%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	0	0
Total	0	0

The above Resolution is passed by majority.

C. Resolution No.3:-

Confirmation of two interim dividends paid on equity shares for the financial year 2013-14.

(i). Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	120	87187794	100.00%
Poll	55	209477	100.00%
Total	175	87397271	100.00%

(ii). Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	1	33	0.00%
Poll	0	0	0.00%
Total	1	33	0.00%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	0	0
Total	0	0

The above Resolution is passed by majority.



D. Resolution No.4:-

Re-appointment of Dr. Huzalfa Khorakiwala, as a Director who retires by rotation.

(i). Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	65	83422144	96.66%
Poll	52	141579	67.59%
Total	117	83563723	96.59%

(ii). Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	52	2880698	3.34%
Poll	3	67898	32.41%
Total	55	2948596	3.41%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	4	884985
Poll	0	0
Total	4	884985

The above Resolution is passed by majority.

E. Resolution No.5:

Appointment of M/s Haribhakti & CO LLP , erstwhile M/s Haribhakti & Co { Firm Reg NO 10323W} , Chartered Accountants as the Statutory Auditors of the Company

(i). Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	116	87123186	99.99%
Poll	54	209466	99.99%
Total	170	87332652	99.99%



(ii). Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	4	12812	0.01%
Poll	1	11	0.01%
Total	5	12823	0.01%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	1	51829
Poll	0	0
Total	1	51829

The above Resolution is passed by majority.

F. Resolution No.6:-

Appointment of Mr. R. A. Shah as an Independent Director.

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	110	85617183	98.27%
Poll	55	209477	100.00%
Total	165	85826660	98.28%

(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	10	1503144	1.73%
Poll	0	0	0.00%
Total	10	1503144	1.72%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	1	67500
Poll	0	0
Total	1	67500

The above Resolution is passed by majority.



G. Resolution No.7:-

Appointment of Mr. Shekhar Datta as an Independent Director.

(i). Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	68	83058757	95.26%
Poll	50	137468	66.93%
Total	118	83196225	95.20%

(ii). Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	53	4129070	4.74%
Poll	4	67909	33.07%
Total	57	4196979	4.80%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	1	4100
Total	1	4100

The above Resolution is passed by majority.

H. Resolution No.8:-

Appointment of Mr. Aman Mehta as an Independent Director.

(i). Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	113	85712287	98.31%
Poll	46	206876	99.95%
Total	159	85919163	98.31%

(ii). Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	8	1475540	1.69%
Poll	7	96	0.05%
Total	15	1475636	1.69%



(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	2	2505
Total	2	2505

The above Resolution is passed by majority.

I. Resolution No.9:-

Appointment of Mr. Davinder Singh Brar as an Independent Director.

(i). Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	118	87175017	99.99%
Poll	46	208876	99.95%
Total	164	87383893	99.99%

(ii). Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	12810	0.01%
Poll	7	96	0.05%
Total	10	12906	0.01%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	2	505
Total	2	505

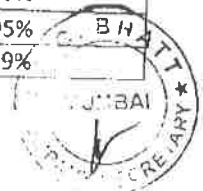
The above Resolution is passed by majority.

J. Resolution No.10:-

Appointment of Dr. Sanjaya Baru as an Independent Director.

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	118	87175017	99.99%
Poll	47	209376	99.95%
Total	165	87384393	99.99%



(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	3	12810	0.01%
Poll	8	101	0.05%
Total	11	12911	0.01%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	0	0
Total	0	0

The above Resolution is passed by majority

K. Resolution No.11:-

Fixation of remuneration of Dr. H. F. Khorakiwala, Chairman.

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	108	86169791	99.85%
Poll	47	209372	99.96%
Total	155	86379163	99.85%

(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	10	133051	0.15%
Poll	7	90	0.04%
Total	17	133141	0.15%



(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	3	884985
Poll	1	15
Total	4	885000

The above Resolution is passed by majority.

L. Resolution No.12:-

Re-appointment of Dr. Huzaifa Khorakiwala as an Executive Director and Fixation of remuneration.

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	67	82149789	95.19%
Poll	40	27721	13.23%
Total	107	82177510	94.99%

(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	51	4153053	4.81%
Poll	14	181745	86.77%
Total	65	4334798	5.01%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	3	884985
Poll	1	11
Total	4	884996

The above Resolution is passed by majority



M. Resolution No.13:-

Re-appointment of Dr. Murtaza Khorakiwala as Managing Director and Fixation of remuneration.

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	51	82149489	95.19%
Poll	41	27732	13.24%
Total	92	82177221	94.99%

(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	66	4153053	4.81%
Poll	14	181745	86.76%
Total	80	4334798	5.01%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	4	885285
Poll	0	0
Total	4	885285

The above Resolution is passed by majority

N. Resolution No.14:-

To re-confirm authority to the Board to approve borrowings upto Rs 3000 crore

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	115	87187744	100.00%
Poll	44	209342	99.94%
Total	159	87397086	100.00%

(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	6	83	0.00%
Poll	10	130	0.06%
Total	16	213	0.00%



(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	1	5
Total	1	5

The above Resolution is passed by majority

O. Resolution No.15:-

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

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	115	87187744	100.00%
Poll	45	209351	99.94%
Total	160	87397095	100.00%

(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	6	83	0.00%
Poll	9	121	0.06%
Total	15	204	0.00%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	1	5
Total	1	5

The above Resolution is passed by majority



P. Resolution No.16:-

To ratify remuneration payable to Cost Auditors for Financial Year 2014-15.

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	117	87175015	99.99%
Poll	54	209466	99.99%
Total	171	87384481	99.99%

(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	4	12812	0.01%
Poll	1	11	0.01%
Total	5	12823	0.01%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	0	0
Poll	0	0
Total	0	0

The above Resolution is passed by majority

Q. Resolution No.17:-

To approve the material related party transactions with Wockhardt Bio AG, subsidiary of the Company

(i) Voted in favour of the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	117	86302802	100.00%
Poll	51	209391	99.97%
Total	168	86512193	100.00%



(ii) Voted against the resolution

Method of voting	Number of members voted	No of votes casted by them	% of total number of valid votes cast
E-Voting	1	40	0.00%
Poll	3	71	0.03%
Total	4	111	0.00%

(iii) Not voted :

Method of voting	Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
E-Voting	3	884985
Poll	1	15
Total	4	885000

The above Resolution is passed by majority

Thanking You

Your's Faithfully



Virendra G. Bhatt
Practicing Company Secretary
C.P. No. 124 / ACS 1157

Date:

Place: Mumbai