

30<sup>th</sup> August, 2018

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

**Sub: Minutes of Annual General Meeting**

In furtherance of our intimation dated 4<sup>th</sup> August, 2018 with respect to Disclosure of Voting Results at the Annual General Meeting ('AGM') along with the Scrutinizer's Report; Outcome of AGM; and submission of Annual Report for the FY 2017-18, we are pleased to enclose herewith copy of Minutes of AGM.

Kindly take the above information on record.

Thanking You,

For **Wockhardt Limited**



**Narendra Singh**  
**Company Secretary**

**Encl: As above**



**MINUTES OF 19<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF WOCKHARDT LIMITED HELD AT THE BENCHMARK, NAKSHATRAWADI, PAITHAN ROAD, AURANGABAD - 431 005 ON SATURDAY, 4<sup>TH</sup> AUGUST, 2018 AT 12.00 NOON**

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**DIRECTORS PRESENT:**

Dr. H. F. Khorakiwala	Executive Chairman and Member Chairman of CSR Committee
Mr. Shekhar Datta	Independent Director and Member Chairman of Audit, Stakeholders Relationship and Nomination & Remuneration Committees
Mr. Aman Mehta	Independent Director and Member
Mr. D. S. Brar	Independent Director and Member
Ms. Tasneem Mehta	Independent Director
Mr. Baldev Raj Arora	Independent Director
Mr. Vinesh Kumar Jairath	Independent Director
Dr. Huzaifa Khorakiwala	Executive Director and Member
Dr. Murtaza Khorakiwala	Managing Director and Member
Ms. Zahabiya Khorakiwala	Non-Executive, Non-Independent Director

**IN ATTENDANCE:**

Mr. Manas Datta	- Chief Financial Officer
Mr. Narendra Singh	- Company Secretary
Mr. Ravi Shekhar Mitra	- Associate Vice President – Finance

**PRESENT BY INVITATION:**

Mr. Rakesh Rathi	- Partner of Haribhakti & Co. LLP, Statutory Auditors
Mr. Bhavik Shah	- Partner of Haribhakti & Co. LLP, Statutory Auditors
Mr. Virendra Bhatt	- Practicing Company Secretary, Scrutinizer & Secretarial Auditor

**MEMBERS PRESENT:**

There were total Eighty Four (84) Members / Proxies / Authorised Representatives present at the 19<sup>th</sup> Annual General Meeting ('AGM') of the Company. Out of 84 Members, Fifty Seven (57) Members were present in person representing 8,21,43,061 Equity Shares of the Company and Twenty Seven (27) Members were present by way of proxies representing 2,43,830 Equity Shares of the Company.



Amongst Fifty Seven (57) Members present in person, Eight (8) Members holding 8,10,97,757 Equity Shares of the Company were represented by Authorised Representatives.

### **1. CHAIRMAN**

At 12.00 noon, Dr. H. F. Khorakiwala, Chairman of the Company occupied the Chair and welcomed the Members to the 19<sup>th</sup> AGM.

### **2. QUORUM**

As the requisite quorum was present, the Chairman declared that the meeting was in order.

### **3. STATUTORY REGISTERS AND OTHER DOCUMENTS**

The following documents were placed before the meeting and were made available for inspection of the Members:

- i. Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2018 together with Board's Report and Report of Auditors thereon.
- ii. Audited Consolidated Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2018 and Report of Auditors thereon.
- iii. Register of Proxies.
- iv. Register of Directors & Key Managerial Personnel and their shareholding pursuant to Section 170 of the Companies Act, 2013.
- v. Register of Contracts and Arrangements in which Directors are interested pursuant to Section 189 of the Companies Act, 2013.
- vi. Other Registers / Documents required to be placed before the Annual General Meeting under the Companies Act, 2013 and other laws.
- vii. Statutory Auditors Certificate in respect of Employee Stock Option Plan of the Company.
- viii. Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018.

### **4. NOTICE OF MEETING**

With the consent of the Members present, the Notice of the AGM including Explanatory Statement was taken as read.

### **5. INTRODUCTION OF BOARD OF DIRECTORS**

The Chairman then introduced the Board of Directors present at the meeting, to the Members of the Company. All the Directors were present at the AGM except Dr. Sanjaya Baru. Dr. Sanjaya Baru was unwell and expressed his inability to attend the AGM.



## 6. AUDITORS' REPORT

The Chairman stated that pursuant to the provisions of Section 145 of the Companies Act, 2013, the Independent Auditor's Report does not contain any qualifications, observations or comments and hence there is no requirement to read the Independent Auditors' Report.

Further, it was also noted that Secretarial Audit Report issued by Mr. Virendra Bhatt, Practicing Company Secretary, does not contain any qualifications, observations, comments or remarks.

## 7. CHAIRMAN'S SPEECH

The Chairman started his speech by welcoming members to the AGM and stated that 'Welcome to the future'. The Chairman in his speech emphasized Building the future through Performance; through Research and Development; through Compliance; through Leadership; through De-risking; through Excellence; and through Corporate Social Responsibility.

The Chairman briefed factors which impacted the business in the FY 2017-18 viz. subdued business sentiments, GST implementation, cost of ongoing remedial measures and volatilities in various currencies like GBP, Euro and USD. He also briefed about drug discovery programme; regulatory compliances and approvals; global talent acquisition across the functional roles of quality, research, regulatory, manufacturing, sales & marketing etc.; and outsourcing of some key functions like third party manufacturing and some components of the drug discovery and development process thereby gaining significant cost and time efficiencies.

The Chairman was pleased to inform that in FY 2017-18, many million lives were benefited through the various initiatives and efforts of Wockhardt Foundation.

Thereafter, printed copy of the Chairman's Speech was circulated to the Members present at the meeting.

## 8. E-VOTING & PROCEEDINGS

After delivering the Speech, the Chairman informed the Members of the Company that pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting facility was provided to all the Members of the Company through e-voting platform of National Securities Depository Limited ('NSDL') and that e-voting had already been completed. He further stated that the Members who were unable to cast their votes electronically may vote physically through Ballot Paper at the AGM.

The Chairman further stated that Members entitled to vote can seek clarifications and / or offer comments on any items of business.

The Chairman then took up the 1<sup>st</sup> item of the Notice of AGM as under:-



<b>Resolution No. 1 (Ordinary Resolution)</b>	<b>Adoption of (a) the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018 and the Report of Auditors thereon</b>
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**“RESOLVED THAT**

- a) the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon

as duly circulated to the Members and laid before the Meeting, be and is hereby adopted.”

The Chairman then asked the Members to propose and second the said resolution:

**Proposed by** : **Mr. Gautam Tiwari**  
[DPID/Client ID– 1301190300026856]

**Seconded by** : **Mr. Bhupendra Gupta**  
[Authorised Representative of Ananke Trustee Company  
Private Limited – DP ID/Client ID IN30009512127567]

The Chairman then requested the Members for their views, suggestions and also provided opportunity to raise queries, if any, on the Financial Statements of the Company.

Members namely Mr. Tushar Sodha, Mr. Gautam Tiwari, Mr. Yusuf Rangwala, Mr. Bharat Shah and Mr. Pragnesh Patel etc. raised various questions which *inter-alia* included status of Qualified Infectious Disease Product ('QIDP'); impact of Brexit; GST impact; R&D expenditure; Debt structure; US FDA issue; rate of attrition and high court matter which got settled with TEVA; and various funding options being explored by the Company including issuance of bonds / non-convertible debentures / qualified institutions placement.

Further, Members also provided feedback/ suggestions as under:

- Appreciated the
  - quality of work done in the area of CSR activities
  - quality of Annual Report and timely receipt of the same
  - detailed disclosures and information presented in the Annual Report



- CSR activities being carried out by the Company

The Chairman thanked the Members for their inputs. Thereafter, he replied to the details of queries raised by the members one-by-one which included details of QIDP status; impact of Brexit; R&D expenditure; debt structure; ongoing US FDA matter; high court matter which was settled with TEVA and various funding options including issuance of bonds being explored by the Company..

Thereafter, the Chairman took 2<sup>nd</sup> item of Notice of AGM as under:-

<b>Resolution No. 2 (Ordinary Resolution)</b>	<b>Declaration of dividend on Preference Shares at the rate of 0.01%, absorbing a sum of Rs. 298,557</b>
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**"RESOLVED THAT** dividend @ 0.01% (Rs. 0.0005 per Preference Share of Rs. 5 each) be and is hereby declared on 475,659,941 Non-Convertible Cumulative Redeemable Preference shares of Rs. 5 each and 121,454,927 Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 5 each out of the Net Profits of the Company as per the provisions of section 123 of the Companies Act, 2013, absorbing a sum of Rs. 298,557.

**RESOLVED FURTHER THAT** such dividend be paid to those Preference Members whose names appears on Register of Preference Members as on 26<sup>th</sup> July, 2018 / Register of Beneficial Owners as on the close of working hours of 26<sup>th</sup> July, 2018 and that such dividend be paid within 15 days from the date of the AGM."

The resolution was

**Proposed by** : **Mr. Nikhil Malpani**  
[DP ID / Client ID - IN30154932158482]

**Seconded by** : **Mr. Neeraj Jain**  
[DP ID / Client ID - IN30223610144433]

The Chairman then informed the Members that since the next item relates to re-appointment of his son, Dr. Huzaifa Khorakiwala, who retires by rotation and being eligible, offered himself for re-appointment as Director, he, with the consent of the Members present at the AGM, requested Mr. Shekhar Datta, Independent Director, to take the Chair and conduct the proceedings for item no. 3 of the Notice of AGM.

Mr. Shekhar Datta thanked the Chairman; greeted the Members and took up the item no. 3 of the Notice as under:



<b>Resolution No. 3 (Ordinary Resolution)</b>	<b>Re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870) as Director, who retires by rotation and being eligible, offers himself for re-appointment</b>
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“**RESOLVED THAT** Dr. Huzaifa Khorakiwala (DIN: 02191870), Director of the Company, who retires by rotation at this Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was

**Proposed by : Mr. Tushar Sodha**  
[DP ID / Client ID - IN30197510000014]

**Seconded by : Mr. Gautam Tiwari**  
[DPID/Client ID– 1301190300026856]

Mr. Shekhar Datta then requested Dr. H. F. Khorakiwala, the Chairman to take the Chair and continue the proceedings for the remaining items of the Notice of AGM.

The Chairman thanked Mr. Datta and took 4<sup>th</sup> item of Notice of AGM as under:-

<b>Resolution No. 4 (Ordinary Resolution)</b>	<b>Ratification of appointment of Haribhakti &amp; Co. LLP, Chartered Accountants as the Statutory Auditors of the Company</b>
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“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), appointment of Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 103523W), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such terms and remuneration as may be agreed upon between the Audit Committee/Board of Directors and the Auditors.”

The resolution was

**Proposed by : Mr. Bharat Shah**  
[DP ID / Client ID - 1302820000002153]

**Seconded by : Mr. Syed Bilgrami**  
[Folio No - 00066452]

The Chairman then informed the Members that since the next three items relates to appointment of Ms. Zahabiya Khorakiwala as Director (Non-Executive); re-appointment of Dr. Huzaifa Khorakiwala as an Executive Director and fixation of his remuneration;





and re-appointment of Dr. Murtaza Khorakiwala as Managing Director and fixation of his remuneration, he, with the consent of the Members present at the AGM, requested Mr. Shekhar Datta, Independent Director, to take the Chair and conduct the proceedings of item nos. 5, 6 and 7 of the Notice of AGM.

Mr. Shekhar Datta took up the item nos. 5, 6 and 7 of the Notice of AGM.

Mr. Shekhar Datta took the 5<sup>th</sup> item of the Notice as under:-

<b>Resolution No. 5 (Ordinary Resolution)</b>	<b>Appointment of Ms. Zahabiya Khorakiwala (DIN: 00102689) as Director (Non-Executive) of the Company</b>
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**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Zahabiya Khorakiwala (DIN: 00102689), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Act & the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director (Non-Executive) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution.”

The resolution was

**Proposed by : Mr. Rohit Gupta**  
[DP ID / Client ID - 1201090005817287]

**Seconded by : Mr. Tushar Sodha**  
[DP ID / Client ID - IN30197510000014]

Mr. Shekhar Datta took the 6<sup>th</sup> item of the Notice as under:-

<b>Resolution No. 6 (Special Resolution)</b>	<b>Re-appointment Dr. Huzaifa Khorakiwala (DIN: 02191870) as an Executive Director and Fixation of Remuneration</b>
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**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or





re-enactment(s) thereof, for the time being in force) and subject to other requisite approvals, if any, consent of the members be and is hereby accorded to re-appoint Dr. Huzaifa Khorakiwala (DIN: 02191870) as an Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 31<sup>st</sup> March, 2019.

**RESOLVED FURTHER THAT** in the absence of profits or inadequate profits, consent of the members be and is hereby accorded to pay remuneration to Dr. Huzaifa Khorakiwala, Executive Director, for a period of 3 (three) years commencing from 31<sup>st</sup> March, 2019 to 30<sup>th</sup> March, 2022, including terms and conditions, as stated below:

**(A) Basic Salary:**

Rs. 14,00,000 (Rupees Fourteen Lakh Only) per month

**(B) Perquisites / Allowances:**

Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.).

The amount of such perquisites and allowances shall be as per Company's policy and rules. However, the total amount of such basic salary; and perquisites & allowances shall not exceed in aggregate of Rs. 2,40,00,000 (Rupees Two Crore Forty Lacs Only) per annum.

**(C) Contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.**

The items in part (C) shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

**(D) The notice period of Dr. Huzaifa Khorakiwala, Executive Director, shall be governed by the service rules of the Company.**

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 198 and any other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in the event of adequacy of profits for any financial year during the tenure of Dr. Huzaifa Khorakiwala, Executive Director, consent of the members be and is hereby accorded to pay remuneration to him as under:

- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or



Whole-time Director, then 10% of the net profits of the Company for all of them taken together, as laid down under Sections 197 and 198 of the Act.

- Remuneration shall consist of any and/or all of the following:
  - a) Monthly salary, as may be decided by the Board;
  - b) Commission; and
  - c) Perquisites / Allowances
- Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

**RESOLVED FURTHER THAT** the term of office of Dr. Huzaifa Khorakiwala as Executive Director shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** subject to the provisions of Act and the rules, circulars, orders and notifications issued thereunder read with Schedule V of the Act and/or guidelines for managerial remuneration issued by Government of India or other appropriate authority in that behalf as in force and as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board be and is hereby authorised to vary and alter the terms and conditions of the said re-appointment for increase or vary the remuneration to be paid and provided from time to time to Dr. Huzaifa Khorakiwala, Executive Director.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof".

The resolution was

**Proposed by : Mr. Bharat Shah**  
[DP ID / Client ID - 1302820000002153]

**Seconded by : Mr. Gautam Tiwari**  
[DPID/Client ID- 1301190300026856]

Mr. Shekhar Datta took the 7<sup>th</sup> item of the Notice as under:-

<b>Resolution No. 7 (Special Resolution)</b>	<b>Re-appointment Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director and Fixation of Remuneration</b>
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**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') and



the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to other requisite approvals, if any, consent of the members be and is hereby accorded to re-appoint Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 31<sup>st</sup> March, 2019.

**RESOLVED FURTHER THAT** in the absence of profits or inadequate profits, consent of the members be and is hereby accorded to pay remuneration to Dr. Murtaza Khorakiwala, Managing Director, for a period of 3 (three) years commencing from 31<sup>st</sup> March, 2019 to 30<sup>th</sup> March, 2022, including terms and conditions, as stated below:

**(A) Basic Salary:**

Rs. 14,00,000 (Rupees Fourteen Lakh Only) per month

**(B) Perquisites / Allowances:**

Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.).

The amount of such perquisites and allowances shall be as per Company's policy and rules. However, the total amount of such basic salary; and perquisites & allowances shall not exceed in aggregate of Rs. 2,40,00,000 (Rupees Two Crore Forty Lacs Only) per annum.

**(C) Contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.**

The items in part (C) shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

**(D) The notice period of Dr. Murtaza Khorakiwala, Managing Director, shall be governed by the service rules of the Company.**

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in the event of adequacy of profits for any financial year during the tenure of Dr. Murtaza Khorakiwala, Managing Director, consent of the members be and is hereby accorded to pay remuneration to him as under:



- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or Whole-time Director, then 10% of the net profits of the Company for all of them taken together, as laid down under Sections 197 and 198 of the Act.
- Remuneration shall consist of any and/or all of the following:
  - a) Monthly salary, as may be decided by the Board;
  - b) Commission; and
  - c) Perquisites / Allowances
- Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

**RESOLVED FURTHER THAT** the term of office of Dr. Murtaza Khorakiwala as Managing Director shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** subject to the provisions of Act and the rules, circulars, orders and notifications issued thereunder read with Schedule V of the Act and/or guidelines for managerial remuneration issued by Government of India or other appropriate authority in that behalf as in force and as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board be and is hereby authorised to vary and alter the terms and conditions of the said re-appointment for increase or vary the remuneration to be paid and provided from time to time to Dr. Murtaza Khorakiwala, Managing Director.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof".

The resolution was

**Proposed by** : **Mr. Gautam Tiwari**  
[DPID/Client ID- 1301190300026856]

**Seconded by** : **Mr. Deepak Madnani**  
[DPID/Client ID- IN30115113440751]

Mr. Shekhar Datta then requested Dr. H. F. Khorakiwala, Chairman to take the Chair again and continue the proceedings of the remaining items of the Notice of AGM.



Thereafter, the Chairman thanked Mr. Datta and took 8<sup>th</sup> item of Notice of AGM as under:-

<b>Resolution No. 8 (Special Resolution)</b>	<b>Re-appointment of Mr. Aman Mehta (DIN: 00009364) as an Independent Director of the Company</b>
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**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Aman Mehta (DIN: 00009364), who was appointed as an Independent Director and who holds office of Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024".

The resolution was

**Proposed by : Mr. Rajnish Sethi**  
[DPID/Client ID- 1201170000014896]

**Seconded by : Mr. Gautam Tiwari**  
[DPID/Client ID- 1301190300026856]

The Chairman then took the item no. 9 of the Notice as under:-

<b>Resolution No. 9 (Special Resolution)</b>	<b>Re-appointment of Mr. Davinder Singh Brar (DIN: 00068502) as an Independent Director of the Company</b>
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**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Davinder Singh Brar (DIN: 00068502), who was appointed as an Independent Director and who holds office of Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024".





The resolution was

**Proposed by : Mr. Shekhar Datta**  
[DPID/Client ID– IN30088814564297]

**Seconded by : Mr. Tushar Sodha**  
[DP ID / Client ID - IN30197510000014]

The Chairman then took the item no. 10 of the Notice as under:-

<b>Resolution No. 10 (Special Resolution)</b>	<b>Re-appointment of Dr. Sanjaya Baru (DIN: 05344208) as an Independent Director of the Company</b>
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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Sanjaya Baru (DIN: 05344208), who was appointed as an Independent Director and who holds office of Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024”.

The resolution was

**Proposed by : Mr. Bhupendra Gupta**  
[Authorised Representative of Ananke Trustee Company  
Private Limited – DP ID/Client ID IN30009512127567]

**Seconded by : Mr. Vijay Mhatre**  
[DP ID / Client ID – 1201090001987255]

The Chairman then took the item no. 11 of the Notice as under:-

<b>Resolution No. 11 (Ordinary Resolution)</b>	<b>Ratification of remuneration payable to Cost Auditors for the Financial Year 2018-19</b>
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**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 3,35,000 plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Kirit Mehta & Co., Cost





Accountants (Firm Registration No. 000353), appointed as Cost Auditors for conducting cost audit of the Company for the financial year ending on 31<sup>st</sup> March, 2019, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution.”

The resolution was

**Proposed by : Mr. Gautam Tiwari**  
[DPID/Client ID– 1301190300026856]

**Seconded by : Mr. Bharat Shah**  
[DP ID / Client ID - 1302820000002153]

The Chairman then took the last item no. 12 of the Notice as under:-

<b>Resolution No. 12 (Special Resolution)</b>	<b>Approval for issuance of Non-Convertible Debentures (‘NCDs’) upto Rs. 1,200 crore on private placement basis</b>
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“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 180(1)(c) and other applicable provision(s), if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other SEBI Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or other applicable legislations and/or Rules, Regulations, Notifications, Circulars, Schemes and Guidelines, if any, the relevant provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions or sanctions of the relevant authorities, as may be required, from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Credit Facilities Committee of the Board to exercise one or more of its powers including the powers conferred by this resolution) to offer, issue and allot Secured/Un-secured Redeemable Non-Convertible Debentures on private placement basis (listed/unlisted) (hereinafter referred to as ‘NCDs’), in one or more tranches, up to an aggregate amount not exceeding Rs. 1,200 crore (Rupees One Thousand Two Hundred Crore Only) to such persons including companies, bodies corporate(s), statutory corporations, banks, lending agencies, financial institutions, insurance companies, mutual funds and pension/provident funds etc., as may be decided by the Board, and such offer, issue and allotment of NCDs be made, at such coupon rate, in such form and manner, and on such terms and conditions, as may be deemed appropriate by the Board at the time of such offer, issue and allotment of the said NCDs.



**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

The resolution was

**Proposed by : Mr. Gautam Tiwari**  
[DPID/Client ID- 1301190300026856]

**Seconded by : Mr. Tushar Sodha**  
[DP ID / Client ID - IN30197510000014]

The Chairman then informed the Members that all the items of today's AGM have been transacted and again requested the Members who have not cast their vote through e-voting may cast their vote through Ballot Paper and put the same in the Ballot Box kept at the AGM Venue.

The Chairman stated that the combined results of e-voting and voting through Ballot Paper along with the Scrutinizer's Report shall be declared to the Stock Exchanges. He also stated that the results shall also be placed on the websites of the Company and NSDL.

With this, the Chairman thanked all the Members for their participation in the 19<sup>th</sup> AGM of the Company and their continued support to the Company. The meeting concluded at 1.20 p.m. (IST) with the cast of last vote through Ballot Paper in the Ballot Box.

The Consolidated results of the e-voting and Ballot Paper were declared by the Company to the Stock Exchanges, in which the shares of the Company are listed, on 4<sup>th</sup> August, 2018 and the same was placed on the websites of the Company and NSDL, as summarized hereunder:

<b>Date of the AGM/EGM</b>	4 <sup>th</sup> August, 2018
<b>Total number of shareholders as on record cut-off date for voting purpose (i.e. 28<sup>th</sup> July, 2018)</b>	107,506
<b>No. of shareholders present in the meeting either in person or through proxy</b>	84
• Promoters and Promoter Group	12
• Public	72
<b>No. of shareholders attended the meeting through Video Conferencing</b>	Not Applicable
• Promoters and Promoter Group	
• Public	

  
WOCKHARDT LTD.  
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## AGENDA-WISE DISCLOSURES

### 1) Adoption of:

a) Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon

b) Adoption of Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of Auditors thereon

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6408004	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6408004</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	18216535	22444	0.1232	22129	315	98.5965	1.4035
	Poll		369311	2.0273	369311	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>391755</b>	<b>2.1505</b>	<b>391440</b>	<b>315</b>	<b>99.9196</b>	<b>0.0804</b>
<b>Total</b>		<b>110651453</b>	<b>88785141</b>	<b>80.2386</b>	<b>88784826</b>	<b>315</b>	<b>99.9996</b>	<b>0.0004</b>

### Note:

Total invalid votes / abstained votes on the resolution were 6,050.



2) Declaration of dividend on Preference Shares at the rate of 0.01%, absorbing a sum of Rs. 2,98,557

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]	$[3]=\frac{[2]}{[1]}*100$	[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6408004	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6408004</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	18216535	22584	0.1240	21325	1259	94.4253	5.5747
	Poll		369311	2.0273	369311	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>391895</b>	<b>2.1513</b>	<b>390636</b>	<b>1259</b>	<b>99.6787</b>	<b>0.3213</b>
<b>Total</b>		<b>110651453</b>	<b>88785281</b>	<b>80.2387</b>	<b>88784022</b>	<b>1259</b>	<b>99.9986</b>	<b>0.0014</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 6,050.



3) Appointment of a Director in place of Dr. Huzaifa Khorakiwala (DIN: 02191870), who retires by rotation and being eligible, offers himself for re-appointment

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6395318	12686	99.8020	0.1980
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6395318</b>	<b>12686</b>	<b>99.8020</b>	<b>0.1980</b>
Public - Non Institutions	E-Voting	18216535	22360	0.1227	21454	906	95.9481	4.0519
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395471</b>	<b>2.1709</b>	<b>394565</b>	<b>906</b>	<b>99.7709</b>	<b>0.2291</b>
<b>Total</b>		<b>110651453</b>	<b>88788857</b>	<b>80.2419</b>	<b>88775265</b>	<b>13592</b>	<b>99.9847</b>	<b>0.0153</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.



4) Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6330168	77836	98.7853	1.2147
	Poll		0	0.0000	0		0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6330168</b>	<b>77836</b>	<b>98.7853</b>	<b>1.2147</b>
Public - Non Institutions	E-Voting	18216535	22295	0.1224	21685	610	97.2640	2.7360
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395406</b>	<b>2.1706</b>	<b>394796</b>	<b>610</b>	<b>99.8457</b>	<b>0.1543</b>
<b>Total</b>		<b>110651453</b>	<b>88788792</b>	<b>80.2419</b>	<b>88710346</b>	<b>78446</b>	<b>99.9116</b>	<b>0.0884</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.





5) Appointment of Ms. Zahabiya Khorakiwala (DIN: 00102689) as Director (Non-Executive) of the Company

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6395318	12686	99.8020	0.1980
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6395318</b>	<b>12686</b>	<b>99.8020</b>	<b>0.1980</b>
Public - Non Institutions	E-Voting	18216535	22258	0.1222	20405	1853	91.6749	8.3251
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395369</b>	<b>2.1704</b>	<b>393516</b>	<b>1853</b>	<b>99.5313</b>	<b>0.4687</b>
<b>Total</b>		<b>110651453</b>	<b>88788755</b>	<b>80.2418</b>	<b>88774216</b>	<b>14539</b>	<b>99.9836</b>	<b>0.0164</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.



6) Re-appointment Dr. Huzaifa Khorakiwala (DIN: 02191870) as an Executive Director and Fixation of Remuneration

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]	$[3]=\frac{[2]}{[1]}*100$	[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	2168520	4239484	33.8408	66.1592
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>2168520</b>	<b>4239484</b>	<b>33.8408</b>	<b>66.1592</b>
Public - Non Institutions	E-Voting	18216535	22368	0.1228	20412	1956	91.2554	8.7446
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395479</b>	<b>2.1710</b>	<b>393523</b>	<b>1956</b>	<b>99.5054</b>	<b>0.4946</b>
<b>Total</b>		<b>110651453</b>	<b>88788865</b>	<b>80.2419</b>	<b>84547425</b>	<b>4241440</b>	<b>95.2230</b>	<b>4.7770</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.



7) Re-appointment Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director and Fixation of Remuneration

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6395318	12686	99.8020	0.1980
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6395318</b>	<b>12686</b>	<b>99.8020</b>	<b>0.1980</b>
Public - Non Institutions	E-Voting	18216535	22424	0.1231	20678	1746	92.2137	7.7863
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395535</b>	<b>2.1713</b>	<b>393789</b>	<b>1746</b>	<b>99.5586</b>	<b>0.4414</b>
<b>Total</b>		<b>110651453</b>	<b>88788921</b>	<b>80.2420</b>	<b>88774489</b>	<b>14432</b>	<b>99.9837</b>	<b>0.0163</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.



8) Re-appointment of Mr. Aman Mehta (DIN: 00009364) as an Independent Director of the Company

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	3084082	3323922	48.1286	51.8714
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>3084082</b>	<b>3323922</b>	<b>48.1286</b>	<b>51.8714</b>
Public - Non Institutions	E-Voting	18216535	22473	0.1234	21237	1236	94.5001	5.4999
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395584</b>	<b>2.1716</b>	<b>394348</b>	<b>1236</b>	<b>99.6876</b>	<b>0.3124</b>
<b>Total</b>		<b>110651453</b>	<b>88788970</b>	<b>80.2420</b>	<b>85463812</b>	<b>3325158</b>	<b>96.2550</b>	<b>3.7450</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.



9) Re-appointment of Mr. Davinder Singh Brar (DIN: 00068502) as an Independent Director of the Company

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6408004	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6408004</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	18216535	22293	0.1224	21037	1256	94.3659	5.6341
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395404</b>	<b>2.1706</b>	<b>394148</b>	<b>1256</b>	<b>99.6824</b>	<b>0.3176</b>
<b>Total</b>		<b>110651453</b>	<b>88788790</b>	<b>80.2419</b>	<b>88787534</b>	<b>1256</b>	<b>99.9986</b>	<b>0.0014</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.



10) Re-appointment of Dr. Sanjaya Baru (DIN: 05344208) as an Independent Director of the Company

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]	$[3]=\frac{[2]}{[1]}*100$	[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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	2906566	3501438	45.3584	54.6416
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>2906566</b>	<b>3501438</b>	<b>45.3584</b>	<b>54.6416</b>
Public - Non Institutions	E-Voting	18216535	22459	0.1233	21014	1445	93.5661	6.4339
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395570</b>	<b>2.1715</b>	<b>394125</b>	<b>1445</b>	<b>99.6347</b>	<b>0.3653</b>
<b>Total</b>		<b>110651453</b>	<b>88788956</b>	<b>80.2420</b>	<b>85286073</b>	<b>3502883</b>	<b>96.0548</b>	<b>3.9452</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.





11) Ratification of remuneration payable to Cost Auditors for the Financial Year 2018-19

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6408004	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6408004</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	18216535	22497	0.1235	22351	146	99.3510	0.6490
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395608</b>	<b>2.1717</b>	<b>395462</b>	<b>146</b>	<b>99.9631</b>	<b>0.0369</b>
<b>Total</b>		<b>110651453</b>	<b>88788994</b>	<b>80.2420</b>	<b>88788848</b>	<b>146</b>	<b>99.9998</b>	<b>0.0002</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.



**12) Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs. 1,200 crore on private placement basis**

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>81985382</b>	<b>100.0000</b>	<b>81985382</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	10449536	6408004	61.3233	6167071	240933	96.2401	3.7599
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>6408004</b>	<b>61.3233</b>	<b>6167071</b>	<b>240933</b>	<b>96.2401</b>	<b>3.7599</b>
Public - Non Institutions	E-Voting	18216535	22420	0.1231	21265	1155	94.8483	5.1517
	Poll		373111	2.0482	373111	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	<b>Total</b>		<b>395531</b>	<b>2.1713</b>	<b>394376</b>	<b>1155</b>	<b>99.7080</b>	<b>0.2920</b>
<b>Total</b>		<b>110651453</b>	<b>88788917</b>	<b>80.2420</b>	<b>88546829</b>	<b>242088</b>	<b>99.7273</b>	<b>0.2727</b>

**Note:**

Total invalid votes / abstained votes on the resolution were 2,250.

The votes polled did not include invalid and abstained voting for all the above 12 resolutions. Further, all the said resolutions were passed with requisite majority.

Sd/-  
Dr. H. F. Khorakiwala  
CHAIRMAN

**CERTIFIED TRUE COPY**  
**For WOCKHARDT LIMITED**  
  
**COMPANY SECRETARY**