

29th August, 2016

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

Dear Sirs,

In continuance to the proceeding of 17th Annual General Meeting ('AGM') of the Company submitted on 13th August, 2016, we wish to enclose herewith certified copy of the minutes of the 17th AGM of the Company held on 13th August, 2016 at the Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005.

Kindly take the above information on record.

Thanking you,

for **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl: As above



**MINUTES OF 17th ANNUAL GENERAL MEETING OF THE MEMBERS OF
WOCKHARDT LIMITED HELD AT THE BENCHMARK, NAKSHATRAWADI,
PAITHAN ROAD, AURANGABAD - 431 005 ON SATURDAY, 13TH AUGUST,
2016 AT 12.00 NOON**

=====

DIRECTORS PRESENT:

Dr. H.F. Khorakiwala	Chairman and Member Chairman of CSR Committee
Mr. Amen Mehta	Independent Director and Member Chairman of Audit Committee
Mr. D. S. Brar	Independent Director and Member
Dr. Sanjaya Baru	Independent Director and Member
Ms. Tasneem Mehta	Independent Director
Mr. Baldev Raj Arora	Independent Director
Dr. Huzaifa Khorakiwala	Executive Director and Member
Dr. Murtaza Khorakiwala	Managing Director and Member

IN ATTENDANCE:

Mr. Manas Datta	- Chief Financial Officer
Mr. Narendra Singh	- Company Secretary

PRESENT BY INVITATION:

Mr. Bhavik Shah	- Partner of Haribhakti & Co. LLP, Statutory Auditors
Mr. Virendra Bhatt	- Practicing Company Secretary, Scrutinizer & Secretarial Auditor
Mr. Ravi Shekhar Mitra	- Associate Vice President – Finance

Authorized representative of the Chairman of the Nomination & Remuneration Committee; and Stakeholders Relationship Committee was also present at the meeting

MEMBERS PRESENT:

There were total Sixty Two (62) members/ proxies present at the 17th Annual General Meeting ('AGM') of the Company. Out of 62 members, Forty Nine (49) members were present in person representing 11,17,084 numbers of Equity Shares and Nine (9) members were present by way of proxy representing 4,25,737 Equity Shares of the Company.

Four (4) members holding 8,10,97,757 Equity Shares of the Company were represented by Authorised Representative.

1. CHAIRMAN

At 12.00 noon, Dr. H.F. Khorakiwala, Chairman of the Company occupied the Chair and welcomed the Members to the 17th AGM.

2. QUORUM

The requisite quorum being 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 made available for inspection of the Members:

- i. Audited Financial Statements of the Company for the year ended 31st March, 2016 together with Board's Report and Report of Auditors thereon.
- ii. Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2016 and Report of Auditors thereon.
- iii. Register of Proxies; and Register of Directors & Key Managerial Personnel and their shareholding.
- iv. Register of contracts and arrangements in which directors are interested pursuant to Section 189 of the Companies Act, 2013
- v. Other Registers/ Documents required to be placed before the General meeting under the Companies Act, 2013
- vi. Statutory Auditors Certificate in respect of Employee Stock Option Plan of the Company
- vii. Secretarial Audit Report for the year ended 31st March 2016.

4. NOTICE OF MEETING

With the consent of the members present, the Notice of the meeting 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. Further, as Mr. Shekhar Datta, Independent Director, was unwell and hence he could not attend the AGM.

6. AUDITORS' REPORT

The Chairman stated that pursuant to the provisions of Section 145 of the Companies Act, 2013, there is no need to read the Independent Auditors' Report as the Auditors' Report does not contain any qualifications, observations or comments. 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 in his speech elaborated Wockhardt's Drug Discovery Programme; its major achievements, Company's vision on Research & Development apart from financial highlights of FY 2015-16. He also deliberated on the Company's CSR mission and HR focus emphasizing the Culture of Excellence.

Thereafter, printed copy of 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 Regulations, E-voting facility was provided to all the Shareholders of the Company and E-voting was completed. He further stated that the Shareholders who were unable to cast their votes electronically may vote physically through Ballot paper at the AGM.

The Chairman also informed the Members that the combined results of E-voting and voting through Ballot paper will be declared to the Stock Exchanges and the same along with Scrutinizer's Report will be placed on the website of the Company and National Securities Depository Limited ('NSDL').

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

Resolution No. 1 (Ordinary Resolution)	Adoption of (a) the Audited Financial Statements 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 Statements of the Company for the financial year ended 31st March, 2016 and the Report of Auditors thereon
---	--

"RESOLVED THAT

- 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 the Auditors thereon

as duly circulated to the members and laid before the Meeting, be and is hereby received, considered and adopted".

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

Proposed by : Mr. Gautam Tiwari
Seconded by : Mr. Aloysius Mascarenhas

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.

Shareholders namely Mr. Gautam Tiwari, Mr. Aloysius Mascarenhas, Mr. Bharat Shah, Mrs. Celestine Mascarenhas, Mr. Yusuf Rangwala, Ms. Rupsy Shrestha and Mr. Rohit Gupta raised various questions which *inter-alia* included:

- Revenue generated from Generic products
- Products awaiting approval from US authority

- Profitability from Domestic and Export business
- Details of expenditure on Research & Development
- Impact of BREXIT as the Company has presence in UK
- Future plan including merger/ acquisition and unlocking of overseas subsidiary(ies)
- Development on Import alert of USFDA on Ankleshwar Unit
- CSR activities

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
 - quantum of dividend paid during Financial Year 2014-15
- Arrangement of Health camps for Shareholders as a part of CSR activity
- Declaration of dividend

The Chairman, thereafter, responded to the queries raised by Members of the Company. He also informed that 84 ANDA's approvals are in pipeline that would be useful for the company's future business; and R&D spent of the Company is likely to increase in next few years as R&D is an investment for future. He also informed to the members about rating assigned for loan facilities, health camp for shareholders and CSR initiatives.

Thereafter, the Chairman took 2nd item of Notice of AGM as under:-

Resolution No. 2 (Ordinary Resolution)	Declaration of dividend on preference shares at the rate of 0.01% absorbing a sum of Rs.298,557/-
---	--

“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 Shareholders whose names appear on Register of Preference Shareholders / List of Beneficial Owners as on the close of working hours of 5th August, 2016 and that such dividend be paid within 30 days period from the date of the AGM.”

The resolution was

Proposed by : Mr. Bharat Shah
Seconded by : Mr. Aloysius Mascarenhas

The Chairman then informed the members that since the next item relates to re-appointment of his son, Dr. Huzaifa Khorakiwala, as Director, he, with the consent of the members present at the AGM, requested Mr. D. S. Brar, Independent Director to take the Chair and conduct the proceedings of the item No. 3 of the Notice of AGM.

Mr. D. S. Brar wished the members and took up the Item No. 3 of the Notice as under:-

Resolution No. 3 (Ordinary Resolution)	Re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870) as Director, who retire by rotation and being eligible, offers himself for re-appointment
---	--

“RESOLVED THAT Dr. Huzaifa Khorakiwala (DIN: 02191870) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The resolution was

Proposed by : Mr. Gautam Tiwari
Seconded by : Ms. Celestine Mascarenhas

Mr. D. S. Brar then requested Dr. H. F. Khorakiwala, Chairman to take the Chair and continue the proceedings of the remaining items of the Notice of AGM.

Dr. H F Khorakiwala took the Chair and took up the 4th item of the Notice as under:-

Resolution No. 4 (Ordinary Resolution)	Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company
---	--

“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 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
Seconded by : Mr. Rohit Gupta

The Chairman then took the 5th item of the Notice as under:-

Resolution No. 5 (Ordinary Resolution)	Ratification of remuneration payable to Cost Auditors for the Financial Year 2016-17
---	---

“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 Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment 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 Auditor for conducting audit of cost records of the

Company for the financial year ending on 31st March, 2017, 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
Seconded by : Mr. S.H. Bilgrami

The Chairman then took the item no. 6 of the Notice as under:-

Resolution No. 6 (Special Resolution)	Approval for issuance of Non-Convertible Debentures (‘NCDs’) upto Rs. 1,200 crore on private placement basis
--	---

“**RESOLVED THAT** pursuant to 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, and the Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other SEBI Regulations (including any statutory modification(s) or re-enactment 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 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 (hereinafter referred to as ‘NCDs’) on private placement basis, 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. Bharat Shah
Seconded by : Mr. Shahnawaz Khan

The Chairman then took the last item no. 7 of the Notice as under:-

Resolution No. 7 (Special Resolution)	Approval to deliver document through a particular mode as may be sought by the member
--	--

“**RESOLVED THAT** pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as ‘the Act’), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

RESOLVED THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

RESOLVED FURTHER THAT the Board of Directors 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. Aloysius Mascarenhas
Seconded by : Mr. Yusuf Rangwala

The Chairman then informed the members that all the items of today’s AGM have now been transacted and again stated that members who have not casted their vote by E-voting can cast their vote in Ballot paper and put the same in ballot box. The voting was conducted as per the provisions of Companies Act, 2013 and applicable Rules made thereunder.

With this, the Chairman concluded the 17th AGM and thanked all members for their participation in the meeting and continued support to the Company. The meeting concluded at 1.15 p.m. with a vote of thanks to the Chair.

The Consolidated results of the E-voting and Ballot paper were declared by the Company on 13th August, 2016 itself to the Stock Exchanges and the same was placed on the websites of the Company and NSDL as summarized hereunder:-

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:	
• Promoters and Promoter Group	7
• Public	55
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group	
• Public	

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 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	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

The said resolution was passed with requisite majority.

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

The said resolution was passed with requisite majority.

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

The said resolution was passed with requisite majority.

**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]	$[3]=\frac{[2]}{[1]}*100$	[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	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

The said resolution was passed with requisite majority.

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]	$[3]=\frac{[2]}{[1]}*100$	[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	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

The said resolution was passed with requisite majority.

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 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	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

The said resolution was passed with requisite majority.

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

The said resolution was passed with requisite majority.

Sd/-
CHAIRMAN

Date of Entry: 26th August, 2016

Date and Place of Signing: 29th August, 2016, Mumbai

CERTIFIED TRUE COPY
For WOCKHARDT LIMITED

COMPANY SECRETARY