

4th August, 2018

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

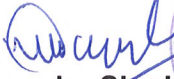
Sub: Proceeding of the 19th Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Para A of Part A of Schedule III of the Listing Regulations, we wish to enclose herewith gist of proceedings of the 19th Annual General Meeting of the Company held today on 4th August, 2018.

Kindly take the same on your record.

Thanking you,

For **Wockhardt Limited**


Narendra Singh
Company Secretary



Encl.: As above



Gist of Proceedings of the 19th Annual General Meeting of Wockhardt Limited

A. Day, Date, Time and Venue of the Annual General Meeting:

The 19th Annual General Meeting ('AGM') of the shareholders of Wockhardt Limited was held on Saturday, 4th August, 2018 at 12.00 noon at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005.

B. Proceedings in brief:

- 1) The AGM was attended by all the Directors (except Dr. Sanjaya Baru, Independent Director, who could not attend the meeting as he was unwell), Chief Financial Officer, Company Secretary, Partner of Statutory Auditors; and the Secretarial Auditor / Scrutinizer of the Company.
- 2) Dr. H. F. Khorakiwala, Chairman, chaired the proceedings of the AGM.
- 3) The requisite quorum being present, the Chairman called the AGM to order.
- 4) Total 84 shareholders (including proxies) attended the AGM as per the records of Attendance Register.
- 5) With the consent of the shareholders present, the Notice convening the 19th AGM including the Explanatory Statement under Section 102 of the Companies Act, 2013 ('Act'), having been circulated to all the shareholders, was taken as read.
- 6) The Chairman thereafter introduced all the Directors present on the Dias.
- 7) As there was no qualification, observation, comment or emphasis of matter in the Independent Auditor's Reports, the same was not read at the Meeting.
- 8) Dr. H. F. Khorakiwala, Chairman, thereafter, delivered the Speech, copy of which is also enclosed herewith.
- 9) The Chairman stated that pursuant to the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an e-voting facility has been provided to all the shareholders of the Company through remote e-voting platform of National Securities Depository Limited and the same has been completed. He further stated that shareholders who were unable to cast their votes electronically may vote through Ballot Paper at the AGM.
- 10) The Chairman informed the shareholders present to seek clarifications and/ or offer comments on any items of businesses, if any.
- 11) The Chairman then took up the items one by one in accordance with the Notice of AGM except item nos. 3, 5, 6 and 7 which were pertaining to re-appointment of Dr. Huzafa Khorakiwala, Director retiring by rotation and offered himself for re-appointment, appointment of Ms. Zahabiya Khorakiwala as Director (Non-Executive)



of the Company, re-appointment of Dr. Huzaifa Khorakiwala as an Executive Director and fixation of remuneration and re-appointment of Dr. Murtaza Khorakiwala as Managing Director and fixation of remuneration respectively. The Chairman being an interested director in the said items, with the consent of the shareholders present, requested Mr. Shekhar Datta, Independent Director and Member to take the Chair. Mr. Datta took the Chair and conducted the proceedings for item nos. 3, 5, 6 and 7 of the Notice of AGM.

The following items of business as set out in Notice convening the 19th AGM were commenced for shareholder's consideration and approval. All the resolutions required to be passed were proposed and seconded at the AGM.

Ordinary Business:

1. Adoption of:
 - a. the Audited Financial Statement of the Company for the financial year ended 31st 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 31st March, 2018 and the Report of Auditors thereon.

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

2. Declaration of dividend on Preference Shares at the rate of 0.01%, absorbing a sum of Rs. 2,98,557.
3. Appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870), a Director retiring by rotation and being eligible, offered himself for re-appointment.
4. Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company.

Special Business:

5. Appointment of Ms. Zahabiya Khorakiwala (DIN: 00102689) as Director (Non-Executive) of the Company.
6. Re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870) as an Executive Director for a period of 5 years with effect from 31st March, 2019 and Fixation of Remuneration.
7. Re-appointment of Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director for a period of 5 years with effect from 31st March, 2019 and Fixation of Remuneration.



8. Re-appointment of Mr. Aman Mehta (DIN: 00009364) as an Independent Director of the Company for a term of 5 years with effect from 1st April, 2019.
9. Re-appointment of Mr. Davinder Singh Brar (DIN: 00068502) as an Independent Director of the Company for a term of 5 years with effect from 1st April, 2019.
10. Re-appointment of Dr. Sanjaya Baru (DIN: 05344208) as an Independent Director of the Company for a term of 5 years with effect from 1st April, 2019.
11. 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, 2019.
12. Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs.1,200 crore on private placement basis, in one or more tranches.

C. Voting by Shareholders:

- 1) The Company had provided remote e-voting facility to its shareholders to cast votes electronically, for all the items of businesses set out in the Notice of AGM.
- 2) The Chairman once again requested shareholders who did not cast their vote through e-voting but present at the AGM to vote through Ballot Paper at the AGM.
- 3) The shareholders were also informed 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 and the same shall be placed on the websites of the Company and National Securities Depository Limited (<https://www.evoting.nsdl.com/>).
- 4) All the resolutions set out in the Notice calling AGM were passed with requisite majority.
- 5) The Meeting concluded at 1.20 p.m.

