

14th December, 2018

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

Sub: Combined Voting Results of Postal Ballot (Remote E-voting and Postal Ballot Forms) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Postal Ballot was conducted by the Company for:

- 1) Approval of Related Party Transaction(s) relating to issuance of 4% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCCRPS) up to Rs. 500 crore to members of Promoter Group [Ordinary Resolution]; and
- 2) Issue of 4% NCCRPS of face value of Rs. 5 each at par up to Rs. 500 crore to members of Promoter Group [Special Resolution]

The above matters / resolutions have been approved by the Members of the Company with requisite majority today.

The resolutions are deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms and Remote E-voting i.e. on 14th December, 2018.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the combined voting results of the Postal Ballot (through Remote E-voting and Postal Ballot Forms) in the prescribed format along with the copy of the Scrutinizer's Report are enclosed herewith. The same will also be made available on the Company's website at www.ockhardt.com.

Kindly take the above information on record.

Thanking You,

For **Wockhardt Limited**


Narendra Singh
Company Secretary



Encl: As above



DETAILS OF VOTING RESULTS

AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM Declaration of Voting Results of Postal Ballot	14 th December, 2018
Total number of shareholders as on record cut-off date (as on 10th November, 2018)	112,968
No. of shareholders present in the meeting either in person or through proxy who casted their votes	
• Promoters and Promoter Group*	12
• Public [#]	1,249
No. of shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group	
• Public	

* Promoters have voted only in the Resolution No. 2 of the Notice.

[#] Some of the Shareholders have not voted in the Resolution No. 1 but have voted in the Resolution No. 2. However, we have mentioned the highest No. of Shareholders who have casted vote here in this row.




SPECIAL BUSINESS

1) Approval of Related Party Transaction(s) relating to issuance of 4% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCCRPS) up to Rs. 500 crore to members of Promoter Group

Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda/ resolution?			Yes, in accordance with the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities covered under the definition of "Related Party" under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, irrespective of the fact whether the entity is a related party of the transaction or not, have not voted to approve this Resolution					
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	81,985,382	Promoter and Promoter Group have not voted to approve this Resolution					
	Poll							
	Postal Ballot							
	Total							
Public-Institutions	E-Voting	9,759,457	5,370,861	55.0324	5,370,861	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5,370,861	55.0324	5,370,861	0	100.0000	0.0000
Public - Non Institutions	E-Voting	18,941,364	168,724	0.8908	158,355	10,369	93.8545	6.1455
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		638,467	3.3708	630,927	7,540	98.8190	1.1810
	Total		807,191	4.2615	789,282	17,909	97.7813	2.2187
Total		110,686,203	6,178,052	5.5816	6,160,143	17,909	99.7101	0.2899

Notes:

- The votes polled does not include invalid and abstained voting.
- The above resolution is passed with requisite majority.



2) Issue of 4% NCCRPS of face value of Rs. 5 each at par up to Rs. 500 crore to members of Promoter Group

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	8,19,85,382	81,985,382	100.0000	81,985,382	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		81,985,382	100.0000	81,985,382	0	100.0000	0.0000
Public-Institutions	E-Voting	9,759,457	5,405,961	55.3920	5,405,961	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5,405,961	55.3920	5,405,961	0	100.0000	0.0000
Public - Non Institutions	E-Voting	18,941,364	169,125	0.8929	160,102	9,023	94.6649	5.3351
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		638,100	3.3688	630,399	7,701	98.7931	1.2069
	Total		807,225	4.2617	790,501	16,724	97.9282	2.0718
Total		110,686,203	88,198,568	79.6834	88,181,844	16,724	99.9810	0.0190

Notes:

1. The votes polled does not include invalid and abstained voting.
2. The above resolution is passed with requisite majority.



Virendra Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367 / 68

Mobile : +91 - 98200 48670

E-mail : bhattvirendra1945@yahoo.co.in

Date: 14th December, 2018

To,

The Chairman/ Company Secretary

Wockhardt Limited

Global Headquarters,

Bandra-Kurla Complex,

Bandra (East), Mumbai – 400 051

**Sub: Scrutinizer's Report under Sections 108 and 110 of the Companies Act, 2013
for voting by Equity shareholders through Remote e-voting & Postal Ballot**

The Board of Directors of Wockhardt Limited (hereinafter referred to as the 'Company') at its meeting held on 10th November, 2018 has appointed me as the Scrutinizer for the Postal Ballot / Remote Electronic Voting ('e-voting') pursuant to Sections 108 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), for the Resolution(s) in respect of the matter(s) as set out in the Notice of Postal Ballot proposed to be transacted by way of postal ballot / e-voting.

Report on Scrutiny

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of extending the facility of remote e-voting to the Members of the Company through their website www.evoting.nsdl.com.
- Link Intime India Private Limited is the Registrar and Transfer Agent of the Company.
- The cut-off date for determining members for the dispatch of the Notice of Postal Ballot was Saturday, 10th November, 2018 (Physical & E-mail) and as on that date, there were 112,968 members of the Company. The Company had sent the Notice of Postal Ballot along with Postal Ballot Form by E-mail to 87,003 cases whose E-mail ID were registered with the Company / RTA. However, amongst



87,003 E-mail cases, the Company received 5,216 E-mails as bounced-back, for which Notice of Postal Ballot and Postal Ballot Form along with postage pre-paid self-addressed envelope in physical form were sent separately by speed post / registered post. There were 25,965 cases, whose E-mail ID were not registered with the Company / RTA, for which the Company had sent the Notice of Postal Ballot and Postal Ballot Form along with postage pre-paid self-addressed envelope in physical form by speed post / registered post.

In view of this, Notice of the Postal Ballot and Postal Ballot Form were sent through E-mail to 81,787 shareholders; and Notice of Postal Ballot and Postal Ballot Form along with postage pre-paid self-addressed envelope in physical form by speed post / registered post to 31,181 shareholders.

- The Company completed the dispatch of the Notice of Postal Ballot through / by E-mail on 13th November, 2018 and physical form to the members on 14th November, 2018.
- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- The cut-off date for the purposes of identifying the members who will be entitled to vote on the resolutions placed for approval of the members was Saturday, 10th November, 2018.
- The remote e-voting facility was kept open from Thursday, 15th November, 2018 at 09:00 a.m. (IST) to Friday, 14th December, 2018 at 05:00 p.m. (IST).
- As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management and Administration Rules), 2014, as amended from time to time, the Company also released an advertisement in 'Business Standard' in English language having country-wide circulation dated 15th November, 2018 and in 'Lokmat, Aurangabad in Marathi language dated 15th November, 2018. The notice published in the Newspapers carried the information as specified under the said Rules.
- The votes were unblocked on Friday, 14th December, 2018 after 05.00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
- All postal ballot forms received up to Friday, 14th December, 2018 being the last date fixed by the Company for the receipt of the forms, were considered for my



scrutiny. All votes cast on NSDL remote e-voting platform up to 05.00 p.m. (IST) on Friday, 14th December, 2018 were considered by me for scrutiny.

- The postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.

The combined results of the Remote e-voting together with voting conducted by Postal Ballot are as under:

Resolution 1:

Details	Remote E-voting	Postal Ballot	Total voting
Number of members who cast their votes	466	778	1244
Total number of shares held by them	5557953	705268	6263221
Valid votes	As per details provided in the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in the Resolution(s) mentioned hereunder.		

Resolution 2:

Details	Remote E-voting	Postal Ballot	Total voting
Number of members who cast their votes	483	778	1261
Total number of shares held by them	87578836	705268	88284104
Valid votes	As per details provided in the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in the Resolution(s) mentioned hereunder.		



1. Item No. 1 of the Notice (As an Ordinary Resolution)

Approval of Related Party Transaction(s)

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	5557953	18368	5539585
Postal Ballots	705268	66801	638467
Total	6263221	85169	6178052

The Result of the E voting and Postal Ballot is as under:

Whether promoter/ promoter group are interested in the agenda/resolution? In accordance with the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities covered under the definition of "Related Party" under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, irrespective of the fact whether the entity is a related party of the transaction or not, have not voted to approve this Resolution

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	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	9759457	5370861	55.0324	5370861	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5370861	55.0324	5370861	0	100.0000	0.0000
Public Non Institutions	E-Voting	18941364	168724	0.8908	158355	10369	93.8545	6.1455
	Postal Ballot		638467	3.3708	630927	7540	98.8190	1.1810
	Total		807191	4.2615	789282	17909	97.7813	2.2187
Total		110686203	6178052	5.5816	6160143	17909	99.7101	0.2899



2. Item No. 2 of the Notice (As a Special Resolution)

Issue of 4% Non-Convertible Non-Cumulative Redeemable Preference Shares

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	87578836	18368	87560468
Postal Ballots	705268	67168	638100
Total	88284104	85536	88198568

The Result of the E voting and Postal Ballot is as under:

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
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public Institutions	E-Voting	9759457	5405961	55.3920	5405961	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5405961	55.3920	5405961	0	100.0000	0.0000
Public Non Institutions	E-Voting	18941364	169125	0.8929	160102	9023	94.6649	5.3351
	Postal Ballot		638100	3.3688	630399	7701	98.7931	1.2069
	Total		807225	4.2617	790501	16724	97.9282	2.0718
Total		110686203	88198568	79.6834	88181844	16724	99.9810	0.0190



The Resolution mentioned in the Notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted by postal ballot by the members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical Postal Ballot are under my safe custody and will be handed to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully



Virendra Bhatt
ACS- 1157
COP-124

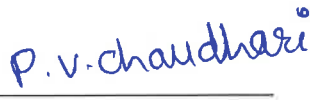


Date: 14th December, 2018

Place: Mumbai

Witnesses:


Vishwas Salvi


Parbat Chaudhari

Countersigned and received the Report

For Wockhardt Limited


Narendra Singh
Company Secretary



Date: 14th December, 2018

Place: Mumbai