

7th September, 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: 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 seeking:

- a) Consent for continuation of Mr. Baldev Raj Arora as an Independent Director; and
- b) To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / body corporate(s) in whom any of the Director of the Company is interested upto Rs. 6,000 crore.

The above Special Resolutions have been approved by the Members of the Company with requisite majority.

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 7th September, 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.wockhardt.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	7 th September, 2018
Total number of shareholders as on record cut-off date (as on 4th August, 2018)	107,449
No. of shareholders present in the meeting either in person or through proxy who casted their votes	
• Promoters and Promoter Group	12
• Public	1055
No. of shareholders attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group	
• Public	



SPECIAL BUSINESS

1) Consent for continuation of Mr. Baldev Raj Arora as an Independent Director

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	8,19,85,382	100.0000	8,19,85,382	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
	Total		8,19,85,382	100.0000	8,19,85,382	0	100.0000	0.0000
Public-Institutions	E-Voting	1,04,64,481	60,85,680	58.1556	60,85,680	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
	Total		60,85,680	58.1556	60,85,680	0	100.0000	0.0000
Public - Non Institutions	E-Voting	1,82,01,590	46,900	0.2577	43,578	3,322	92.9168	7.0832
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,66,351	0.9139	1,62,775	3,576	97.8503	2.1497
	Total		2,13,251	1.1716	2,06,353	6,898	96.7653	3.2347
Total		11,06,51,453	8,82,84,313	79.7860	8,82,77,415	6,898	99.9922	0.0078

Notes:

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



- 2) To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / body corporate(s) in whom any of the Director of the Company is interested upto Rs. 6,000 crore

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	8,19,85,382	100.0000	8,19,85,382	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
	Total		8,19,85,382	100.0000	8,19,85,382	0	100.0000	0.0000
Public-Institutions	E-Voting	1,04,64,481	60,10,680	57.4389	2,77,504	57,33,176	4.6168	95.3832
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0.0000	0	0	0.0000	0
	Total		60,10,680	57.4389	2,77,504	57,33,176	4.6168	95.3832
Public - Non Institutions	E-Voting	1,82,01,590	47,344	0.2601	39,462	7,882	83.3516	16.6484
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1,77,269	0.9739	1,64,196	13,073	92.6253	7.3747
	Total		2,24,613	1.2340	2,03,658	20,955	90.6706	9.3294
Total		11,06,51,453	8,82,20,675	79.7284	8,24,66,544	57,54,131	93.4776	6.5224

Notes:

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



Virendra G. 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
Mobile : +91 - 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

Date: 7th September, 2018

To,
THE CHAIRMAN
WOCKHARDT LIMITED
Global Headquarters,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Subject: 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 Saturday, 4th August, 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, 4th August, 2018 (Physical & E-mail) and as on that date, there were **107,449** members of the Company. The Company had sent the Notice of Postal Ballot along with Postal Ballot Form by E-mail to **81,704** cases whose E-mail ID were registered with the Company/RTA. However, amongst **81,704** E-mail cases, the Company received **3,100** E-mails as bounced-back, for which Notice of Postal Ballot, Postal Ballot Form along with postage pre-paid self-addressed envelope in physical form were sent separately by speed post / registered post. There were **25,745** cases, whose E-mail ID were not registered with the Company/RTA, for which the Company had sent the Notice of Postal Ballot, 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 **78,604** 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 **28,845** shareholders.



- The Company completed the dispatch of the Notice of Postal Ballot through/by E-mail and physical form to the members on Wednesday, 8th August, 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, 4th August, 2018.
- The remote e-voting facility was kept open from Thursday, 9th August, 2018 at 09:00 a.m. (IST) to Friday, 7th September, 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 Thursday, 9th August, 2018 and in 'Lokmat, Aurangabad', in Marathi language dated Thursday, 9th August, 2018. The notice published in the Newspapers carried the information as specified under the said Rules.
- The votes were unblocked on Friday, 7th September, 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, 7th September, 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. on Friday, 7th September, 2018 were considered for my 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:

Details	Remote E-voting	Postal Ballot	Total voting
Number of members who cast their votes	538	529	1067
Total number of shares held by them	88139025	199911	88338936
Valid votes	As per details provided in the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in the Resolution(s) mentioned hereunder.		



Item No. 1 of the Notice (As a Special Resolution)

Consent for continuation of Mr. Baldev Raj Arora as an Independent Director

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	88139025	21063	88117962
Postal Ballots	199911	33560	166351
Total	88338936	54623	88284313

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	10464481	6085680	58.1556	6085680	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6085680	58.1556	6085680	0	100.0000	0.0000
Public Non Institutions	E-Voting	18201590	46900	0.2577	43578	3322	92.9168	7.0832
	Postal Ballot		166351	0.9139	162775	3576	97.8503	2.1497
	Total		213251	1.1716	206353	6898	96.7653	3.2347
Total		110651453	88284313	79.7860	88277415	6898	99.9922	0.0078



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

To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / body corporate(s) in whom any of the Director of the Company is interested up to Rs.6000 Crore.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	88139025	95619	88043406
Postal Ballots	199911	22642	177269
Total	88338936	118261	88220675

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	10464481	6010680	57.4389	277504	5733176	4.6168	95.3832
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6010680	57.4389	277504	5733176	4.6168	95.3832
Public Non Institutions	E-Voting	18201590	47344	0.2601	39462	7882	83.3516	16.6484
	Postal Ballot		177269	0.9739	164196	13073	92.6253	7.3747
	Total		224613	1.2340	203658	20955	90.6706	9.3294
Total		110651453	88220675	79.7284	82466544	5754131	93.4776	6.5224



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

V. G. Bhatt



Virendra Bhatt
ACS- 1157
COP-124

Date: 7th September, 2018
Place: Mumbai

Witnesses:

Rupali J. Nagarkar

Rupali J. Nagarkar

Vishwas Y. Salvi

Vishwas Y. Salvi

Countersigned and received the Report

For Wockhardt Limited

[Signature]

Director

Date: 7th September, 2018
Place: Mumbai