

13th August, 2016

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

Sub: Proceeding of the 17th 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 proceedings of the 17th Annual General Meeting of the Company held today.

Kindly take the same on your record.

Thanking you,

For **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl.: As above



Proceedings of the 17th Annual General Meeting of Wockhardt Limited

- 1) The 17th Annual General Meeting ('AGM') of the Members of Wockhardt Limited was held on Saturday, 13th August, 2016 at 12.00 noon at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005.
- 2) The AGM was also attended by all the Directors (except Mr. Shekhar Datta, Independent Director, who could not attend the AGM as he was unwell), Chief Financial Officer, Company Secretary, Representatives of Statutory Auditor; and the Secretarial Auditor.
- 3) Dr. H. F. Khorakiwala, Chairman, conducted the proceedings of the AGM.
- 4) Total 62 Members (including proxies) attended the AGM as per the records of attendance.
- 5) With the consent of the Members present, the Notice convening the 17th AGM including the Explanatory Statement under Section 102 of the Companies Act, 2013 ('Act'), having been circulated to all the Members, was taken as read.
- 6) The Chairman thereafter introduced all the Directors present on the Dias.
- 7) As there was no qualification, observation or comment in the Independent Auditor's Report, the same was not read at the Meeting.
- 8) Dr. H. F Khorakiwala, Chairman, thereafter, delivered the Speech in which he gave an overview of the business; and financial & operational performance of the Company for the financial year ended 31st March, 2016. The printed copy of the Chairman's Speech was also distributed to the Members who attended the Meeting.
- 9) The Chairman stated that pursuant to the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an e-voting facility has been provided to all the Members of the Company through e-voting platform of National Securities Depository Limited and the same has been completed. He further stated that members who were unable to cast their votes electronically may vote through Ballot paper at the AGM.
- 10) The Chairman informed the members present to seek clarifications and/ or offer comments on items of businesses, if any.
- 11) The Chairman conducted the proceeding of the items one by one as mentioned in the Notice of AGM except item no. 3 relating to re-appointment of Dr. Huzaiifa Khorakiwala, Director, who was retiring by rotation and offered himself for re-appointment. The Chairman being an interested director for the said item, with the consent of the members present, requested Mr. D.S. Brar to take the Chair. Mr. Brar conducted the proceedings for the item no. 3 of the Notice of AGM.



Thereafter, all the resolutions required to be passed were proposed and seconded as under:

Ordinary Business:

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.

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

2. Declaration of dividend on preference shares at the rate of 0.01%.
3. Re-appointment of Dr. Huzaiifa Khorakiwala (DIN: 02191870), who retires by rotation, and being eligible, offers 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. 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.
 6. Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs.1200 crore on private placement basis, in one or more tranches.
 7. Approval to deliver document through a particular mode as may be sought by the member.
- 12) Members who did not cast their vote through e-voting, were provided an opportunity to vote through Ballot paper at the AGM.
- 13) The Members were also informed that the combined results of e-voting and voting through Ballot paper shall be declared to the Stock Exchanges and the same along with the Scrutinizer's Report shall be placed on the website of the Company and National Securities Depository Limited.
- 14) The Meeting concluded with a vote of thanks at 1.15 p.m.

