

11th April, 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: Minutes of Postal Ballot

In furtherance of our intimation dated 16th March, 2018 with respect to disclosure of voting results of Postal Ballot, we are pleased to enclose herewith a copy of Minutes of Postal Ballot.

Kindly take the above information on record.

Thanking You,

For **Wockhardt Limited**


Narendra Singh
Company Secretary

Encl: As above



MINUTES OF ANNOUNCEMENT OF RESULT OF RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF WOCKHARDT LIMITED ON THURSDAY, 15TH MARCH, 2018 AT GLOBAL HEADQUARTERS - WOCKHARDT TOWERS, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051

The Board of Directors at its Meeting held on 29th January, 2018 decided to obtain consent of the shareholders of the Company through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

The Board of Directors approved the Notice of Postal Ballot to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto Rs. 6,000 crore.

The Board of Directors at its Meeting held on 29th January, 2018 appointed Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) as the Scrutinizer to scrutinize the remote e-voting process and conduct the Postal Ballot in a fair and transparent manner.

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.

The cut-off date for determining members for the dispatch of the Notice of Postal Ballot was 2nd February, 2018 (Physical & E-mail) and as on that date, there were 1,01,626 members of the Company. The Company/Service Provider had sent the Notice of Postal Ballot along with Postal Ballot Form and e-voting details by E-mail to 75,772 cases whose E-mail ID were registered with the Company/RTA. In respect of 25,854 cases, the Company had sent the Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid postage in physical form by speed post / registered post on case to case basis.

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.

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 14th February, 2018 and in 'Lokmat, Aurangabad', in Marathi language dated 14th February, 2018. The Notice published in the Newspapers carried the information with respect to completion of dispatch of Notice of Postal Ballot and Postal Ballot Forms by email / speed post / registered post and all other information as required under the said Rules.



A brief summary of the calendar of events for voting by Postal Ballot was as under:

Events	Date
Date of Board Meeting recommending the business to be transacted by way of Postal Ballot including e-voting	29 th January, 2018
Cut-off date for determining the names of members who shall be eligible to receive the Notices of Postal Ballot and Postal Ballot Forms including their voting rights	2 nd February, 2018
Date of sending of Notice of Postal Ballot and Postal Ballot Forms by e-mail	13 th February, 2018
Date of completion of dispatch of physical copies of Notice of Postal Ballot and Postal Ballot Forms	13 th February, 2018
Date of publish of Newspaper Advertisement for completion of dispatch of Notice of Postal Ballot and related documents to the shareholders	14 th February, 2018
Commencement of voting period (Date and Time)	14 th February, 2018 at 9.00 a.m. (IST)
Ending of voting period (Date and Time)	15 th March, 2018 at 5.00 p.m. (IST)
Date of Scrutinizer's Report to Chairman	16 th March, 2018

All Postal Ballot Forms received up to Thursday, 15th March, 2018, being the last date fixed by the Company for the receipt of the forms and all votes cast on NSDL remote e-voting platform up to 5.00 p.m. (IST) on Thursday, 15th March, 2018 were considered for scrutiny by the Scrutinizer.

The votes were unblocked on Thursday, 15th March, 2018 after 5.00 p.m. (IST) in the presence of two witnesses who were not in the employment of the Company. The Scrutinizer carried out the scrutiny of Postal Ballot Forms physically and the votes polled electronically upto 15th March, 2018 and the Scrutinizer submitted his report dated 16th March, 2018 to the Chairman.

On the basis of Report of the Scrutinizer, the following Special Resolution was passed by the shareholders of the Company with requisite majority.

Approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto Rs. 6,000 crore – Special Resolution

“RESOLVED THAT in supersession to the earlier resolution passed on 24th March, 2015 and pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws and the Articles of Association of the Company, consent of the members 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any person or to other body corporate and / or to give any guarantee or to provide security in connection with a loan given to any person or other body corporates including any overseas subsidiary and / or to acquire by way of subscription, purchase or otherwise, the securities of any other



body corporate including any overseas subsidiary or joint venture entity to the extent permitted under applicable laws, upto an aggregate amount not exceeding Rs. 6,000 crore (Rupees Six Thousand Crore Only) or in any other currency for an equivalent amount.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Company Secretary be and are hereby severally authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

The voting results of Special Resolution calculated based on the valid votes cast through remote e-voting and physical postal ballot were as under:

Manner of Voting	Total Votes	Invalid / Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	%	Nos.
E-Voting	8,93,04,097	11,963	8,92,92,134	8,44,72,132	-	48,20,002	-
Postal Ballot	3,75,196	16,289	3,58,907	3,50,568	-	8,339	-
Total	8,96,79,293	28,252	8,96,51,041	8,48,22,700	94.61	48,28,341	5.39

Summary of Result

As the number of votes cast in favour of the Resolution i.e. 94.61% is more than 3 times the number of votes cast against i.e. 5.39%, item with respect to approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto Rs. 6,000 crore, was passed with requisite majority.

Sd/-
Dr. H. F. Khorakiwala
CHAIRMAN

Place: Mumbai
Date: 11th April, 2018

**CERTIFIED TRUE COPY
For WOCKHARDT LIMITED**


COMPANY SECRETARY