

21st August, 2017

BSE Limited Corporate Relations Department 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 Annual General Meeting

In furtherance of our intimation dated 2nd August, 2017 with respect to Disclosure of Voting Results at the Annual General Meeting ('AGM') along with the Scrutinizer's Report; and Outcome of AGM, we are pleased to enclose herewith copy of Minutes of AGM.

Kindly take the above information on record.

Thanking You,

For **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl: As above



MINUTES OF 18th ANNUAL GENERAL MEETING OF THE MEMBERS OF WOCKHARDT LIMITED HELD AT THE BENCHMARK, NAKSHATRAWADI, PAITHAN ROAD, AURANGABAD - 431 005 ON WEDNESDAY, 2ND AUGUST, 2017 AT 12.00 NOON

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DIRECTORS PRESENT:

Dr. H. F. Khorakiwala	Executive Chairman and Member Chairman of CSR Committee
Mr. Shekhar Datta	Independent Director and Member Chairman of Audit, Stakeholders Relationship and Nomination & Remuneration Committees
Mr. Aman Mehta	Independent Director and Member
Mr. D. S. Brar	Independent Director and Member
Dr. Sanjaya Baru	Independent Director and Member
Ms. Tasneem Mehta	Independent Director
Mr. Baldev Raj Arora	Independent Director
Mr. Vinesh Kumar Jairath	Independent Director
Dr. Huzaifa Khorakiwala	Executive Director and Member
Dr. Murtaza Khorakiwala	Managing Director and Member

IN ATTENDANCE:

Mr. Manas Datta	- Chief Financial Officer
Mr. Narendra Singh	- Company Secretary
Mr. Ravi Shekhar Mitra	- Associate Vice President – Finance

PRESENT BY INVITATION:

Mr. Rakesh Rathi	- Partner of Haribhakti & Co. LLP, Statutory Auditors
Mr. Virendra Bhatt	- Practicing Company Secretary, Scrutinizer & Secretarial Auditor

MEMBERS PRESENT:

There were total Sixty Four (64) Members / Proxies / Authorised Representatives present at the 18th Annual General Meeting ('AGM') of the Company. Out of 64 Members, Sixty One (61) Members were present in person representing 8,21,68,989 Equity Shares of the Company and Three (3) Members were present by way of proxies representing 4,47,300 Equity Shares of the Company.

Amongst Sixty One (61) Members present in person, Eight (8) Members holding 8,10,97,757 Equity Shares of the Company were represented by Authorised Representatives.



1. CHAIRMAN

At 12.00 noon, Dr. H. F. Khorakiwala, Chairman of the Company occupied the Chair and welcomed the Members to the 18th AGM.

2. QUORUM

The requisite quorum being present, the Chairman declared that the meeting was in order.

3. STATUTORY REGISTERS AND OTHER DOCUMENTS

The following documents were placed before the meeting and were made available for inspection of the Members:

- i. Audited Financial Statement of the Company for the year ended 31st March, 2017 together with Board's Report and Report of Auditors thereon.
- ii. Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2017 and Report of Auditors thereon.
- iii. Register of Proxies.
- iv. Register of Directors & Key Managerial Personnel and their shareholding pursuant to Section 170 of the Companies Act, 2013.
- v. Register of Contracts and Arrangements in which Directors are interested pursuant to Section 189 of the Companies Act, 2013
- vi. Other Registers / Documents required to be placed before the Annual General Meeting under the Companies Act, 2013 and other laws.
- vii. Statutory Auditors Certificate in respect of Employee Stock Option Plan of the Company.
- viii. Secretarial Audit Report for the financial year ended 31st March 2017.

4. NOTICE OF MEETING

With the consent of the Members present, the Notice of the Annual General Meeting including Explanatory Statement was taken as read.

5. INTRODUCTION OF BOARD OF DIRECTORS

The Chairman then introduced the Board of Directors present at the meeting, to the Members of the Company. All the Directors were present at the AGM.



6. AUDITORS' REPORT

The Chairman stated that pursuant to the provisions of Section 145 of the Companies Act, 2013, the Independent Auditor's Report does not contain any qualification. However, the Chairman read 'Emphasis on Matter' which was forming part of the Report on the Consolidated Ind AS Financial Statement as at 31st March, 2017. He also updated the Members on the said Emphasis of Matter stating that the said case has been settled in the High Court in London and litigation stands closed. This has been intimated to the Stock Exchanges. The impact of the same has also been accounted in Q1 FY 2017-18 results.

Further, it was also noted that Secretarial Audit Report issued by Mr. Virendra Bhatt, Practicing Company Secretary, does not contain any qualifications, observations, comments or remarks.

7. CHAIRMAN'S SPEECH

The Chairman in his speech elaborated this as a milestone year for Wockhardt in which it celebrates its golden jubilee year. He stated that 50-year saga of Wockhardt's evolution into a research-based global pharmaceutical Company has seen it cross several important milestones of success, achievement, innovation and value creation.

The Chairman emphasized on milestones of the Company's Research & Development; milestones of its Performance; milestones of Compliance of its manufacturing facilities located in India; and milestones achieved in its healthcare business apart from its financial highlights of FY 2016-17.

He also deliberated on the Company's CSR mission and emphasizing on milestones of Excellence.

Thereafter, printed copy of Chairman's Speech was circulated to the Members present at the meeting.

8. E-VOTING & PROCEEDINGS

After delivering the Speech, the Chairman informed the Members of the Company that pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an e-voting facility was provided to all the Members of the Company through e-voting platform of National Securities Depository Limited ('NSDL') and that e-voting was already completed. He further stated that the Members who were unable to cast their votes electronically may vote physically through Ballot Paper at the AGM.

The Chairman further stated that Members entitled to vote can seek clarifications and / or offer comments on items of business.

The Chairman then took up the 1st item of the Notice of AGM as under:-



Resolution No. 1 (Ordinary Resolution)	Adoption of (a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 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, 2017 and the Report of Auditors thereon
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“RESOLVED THAT

- a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 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, 2017 and the Report of the Auditors thereon

as duly circulated to the Members and laid before the Meeting, be and is hereby adopted”.

The Chairman then asked the Members to propose and second the said resolution:

Proposed by : Mr. Gautam Tiwari
Seconded by : Mr. Zahur Maniar

The Chairman then requested the Members for their views, suggestions and also provided opportunity to raise queries, if any, on the Financial Statements of the Company.

Members namely Mr. Zahur Maniyar, Mr. Gautam Tiwari, Mr. Yusuf Rangwala, Mr. Bharat Shah and Mr. Rohit Gupta raised various questions which *inter-alia* included:

- Details of CAPEX and Expenditure on Research & Development
- Reasons for increase in the Employees Cost
- Reasons for increase in Finance Cost / Debt-Equity mix
- Details of Patents
- Impact of BREXIT, Demonetisation and recently implemented Goods and Service Tax on the Company
- Wockhardt Global School located in Aurangabad
- CSR activities
- Arrangement of Health camps for Members who are Senior Citizens as a part of CSR activity
- Issue of Bonus shares
- Timeline for UAE manufacturing plant
- Status of compliances of US FDA related matters
- Queries relating to pending ANDA, Biosimilar Pipeline, Market Size of WCK 5222, Utilisation of proceeds of proposed QIP, Products that are expected for third party site transfers etc.



Further, Members also provided feedback/ suggestions as under:

- Appreciated the
 - quality of work done in the area of CSR activities
 - quality of Annual Report and timely receipt of the same
 - quantum of dividend paid during Financial Year 2016-17
- CSR activities being carried out by the Company

The Chairman thanked the Members for their inputs. Thereafter, he gave the details of queries which included details of R&D, Finance Cost, Debt-Equity ratio, CSR activities and also apprised the Members about the compliance status of US FDA related matters etc. He also stated that the Company will look into providing free health check-up to the Members of the Company who are Senior Citizens.

Thereafter, the Chairman took 2nd item of Notice of AGM as under:-

Resolution No. 2 (Ordinary Resolution)	Declaration of dividend on Preference Shares at the rate of 0.01%, absorbing a sum of Rs.298,557
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“RESOLVED THAT dividend @ 0.01% (Rs. 0.0005 per Preference Share of Rs. 5 each) be and is hereby declared on 475,659,941 Non-Convertible Cumulative Redeemable Preference shares of Rs. 5 each and 121,454,927 Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 5 each out of the Net Profits of the Company as per the provisions of section 123 of the Companies Act, 2013, absorbing a sum of Rs.298,557.

RESOLVED FURTHER THAT such dividend be paid to those Preference Members whose names appears on Register of Preference Members as on 25th July, 2017 / Register of Beneficial Owners as on the close of working hours of 25th July, 2017 and that such dividend be paid within 15 days from the date of the AGM.”

The resolution was

Proposed by : Mr. Gautam Tiwari
Seconded by : Mr. Bharat Shah

Thereafter, the Chairman took 3rd item of Notice of AGM as under:-

Resolution No. 3 (Ordinary Resolution)	Confirmation of payment of interim dividend aggregating Rs. 10 (i.e. 200%) per Equity Share of Rs. 5 each paid for the Financial Year 2016-17
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“RESOLVED THAT the payment of interim dividend aggregating Rs. 10 (i.e. 200%) per Equity Share of Rs. 5 each paid during the Financial Year 2016-17 be and is hereby confirmed.”



The resolution was

Proposed by : Mr. Bharat Shah
Seconded by : Mr. Gautam Tiwari

The Chairman then informed the Members that since the next item relates to re-appointment of his son, Dr. Murtaza Khorakiwala, who has retired by rotation and being eligible has offered himself for re-appointment as Director, he, with the consent of the Members present at the AGM, requested Mr. Shekhar Datta, Independent Director, to take the Chair and conduct the proceedings for Item No. 4 of the Notice of AGM.

Mr. Shekhar Datta greeted the Members and took up the Item No. 4 of the Notice as under:

Resolution No. 4 (Ordinary Resolution)	Re-appointment of Dr. Murtaza Khorakiwala (DIN: 00102650) as Director, who retires by rotation and being eligible, offers himself for re-appointment
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“RESOLVED THAT Dr. Murtaza Khorakiwala (DIN: 00102650), Director of the Company, who retires by rotation at this Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was

Proposed by : Mr. Bharat Shah
Seconded by : Mr. Gautam Tiwari

Mr. Shekhar Datta then requested Dr. H. F. Khorakiwala, Chairman to take the Chair and continue the proceedings of the remaining items of the Notice of AGM.

Dr. H. F. Khorakiwala took the Chair and took up the 5th item of the Notice as under:-

Resolution No. 5 (Ordinary Resolution)	Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company
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“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), appointment of Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 103523W), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such terms and remuneration as may be agreed upon between the Audit Committee/Board of Directors and the Auditors.”



The resolution was

Proposed by : Mr. Bharat Shah
Seconded by : Mr. Manoj Muthiyam

The Chairman then took the 6th item of the Notice as under:-

Resolution No. 6 (Ordinary Resolution)	Appointment of Mr. Vinesh Kumar Jairath (DIN: 00391684) as an Independent Director of the Company
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“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinesh Kumar Jairath (DIN: 00391684), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years up to 9th November, 2021.”

The resolution was

Proposed by : Mr. Shekhar Datta
Seconded by : Mr. Gautam Tiwari

The Chairman then took the item no. 7 of the Notice as under:-

Resolution No. 7 (Ordinary Resolution)	Ratification of remuneration payable to Cost Auditors for the Financial Year 2017-18
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“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.3,35,000 plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353), appointed as Cost Auditor for conducting audit of cost records of the Company for the financial year ending on 31st March, 2018, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution.”

The resolution was

Proposed by : Mr. Bharat Shah
Seconded by : Mr. Gautam Tiwari



The Chairman then took the last item no. 8 of the Notice as under:-

Resolution No. 8 (Special Resolution)	Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs. 1200 crore on private placement basis
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"RESOLVED THAT pursuant to provisions of Sections 42, 71, 180(1)(c) and other applicable provision(s), if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other SEBI Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force) or other applicable legislations and/or Rules, Regulations, Notifications, Circulars, Schemes and Guidelines, if any, the relevant provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions or sanctions of the relevant authorities, as may be required, from time to time, 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 be deemed to include Credit Facilities Committee of the Board to exercise one or more of its powers including the powers conferred by this resolution) to offer, issue and allot Secured/Unsecured, Redeemable Non-Convertible Debentures (hereinafter referred to as 'NCDs') on private placement basis, in one or more tranches, up to an aggregate amount not exceeding Rs. 1,200 crore (Rupees One Thousand Two Hundred Crore Only) to such persons including companies, bodies corporate(s), statutory corporations, banks, lending agencies, financial institutions, insurance companies, mutual funds and pension/ provident funds etc., as may be decided by the Board, and such offer, issue and allotment of NCDs be made, at such coupon rate, in such form and manner, and on such terms and conditions, as may be deemed appropriate by the Board at the time of such offer, issue and allotment of the said NCDs.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

The resolution was

Proposed by : Mr. Gautam Tiwari
Seconded by : Mr. Bharat Shah

The Chairman then informed the Members that all the items of today's AGM have been transacted and again requested the Members who have not cast their vote through e-voting may cast their vote through Ballot Paper and put the same in the Ballot Box kept at the AGM Venue.

The Chairman stated 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. He also stated that the results shall also be placed on the websites of the Company and NSDL.



With this, the Chairman thanked all the Members for their participation in the 18th AGM of the Company and their continued support to the Company. The meeting concluded at 1.10 p.m. with the cast of last vote through Ballot Paper in the Ballot Box.

The Consolidated results of the e-voting and Ballot Paper were declared by the Company to the Stock Exchanges, in which the shares of the Company are listed, on 2nd August, 2017 and the same was placed on the Websites of the Company and NSDL as summarized hereunder:

Date of the AGM/EGM	2 nd August, 2017
Total number of Members as on record cut-off date (i.e. 26th July, 2017)	1,25,452
No. of Members present in the meeting either in person or through proxy	
• Promoters and Promoter Group	12
• Public	52
No. of Members attended the meeting through Video Conferencing	Not Applicable
• Promoters and Promoter Group	
• Public	



Handwritten signature in blue ink.

AGENDA-WISE DISCLOSURES

1) Adoption of:

a) Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon

b) Adoption of Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2017 and the Report of Auditors thereon

Resolution required: (Ordinary/ Special)			Ordinary 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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public-Institutions	E-Voting	8521521	4403684	51.6772	4403684	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4403684	0	100.0000	0.0000
Public - Non Institutions	E-Voting	20056325	19826	0.0989	19729	97	99.5107	0.4893
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116819	0.5825	116722	97	99.9170	0.0830
Total		110563228	86505885	78.2411	86505788	97	99.9999	0.0001

Note:

Total invalid votes / abstained votes on the resolution were 10,148



2) Declaration of dividend on Preference Shares at the rate of 0.01%, absorbing a sum of Rs. 2,98,557

Resolution required: (Ordinary/Special)			Ordinary 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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public-Institutions	E-Voting	8521521	4403684	51.6772	4403684	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4403684	0	100.0000	0.0000
Public - Non Institutions	E-Voting	20056325	19846	0.0989	13847	5999	69.7722	30.2278
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116839	0.5825	110840	5999	94.8656	5.1344
Total		110563228	86505905	78.2411	86499906	5999	99.9931	0.0069

Note:

Total invalid votes / abstained votes on the resolution were 10,128



3) Confirmation of payment of interim dividend aggregating Rs. 10 (i.e. 200%) per Equity Share of Rs. 5 each paid for the financial year 2016-17

Resolution required: (Ordinary/Special)			Ordinary 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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public-Institutions	E-Voting	8521521	4403684	51.6772	4403684	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4403684	0	100.0000	0.0000
Public - Non Institutions	E-Voting	20056325	19843	0.0989	19843	0	100.0000	0.0000
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116836	0.5825	116836	0	100.0000	0.0000
Total		110563228	86505902	78.2411	86505902	0	100.0000	0.0000

Note:

Total invalid votes / abstained votes on the resolution were 10,131



4) Appointment of a Director in place of Dr. Murtaza Khorakiwala (DIN: 00102650), who retires by rotation and being eligible, offers himself for re-appointment

Resolution required: (Ordinary/Special)			Ordinary 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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public-Institutions	E-Voting	8521521	4403684	51.6772	4403684	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4403684	0	100.0000	0.0000
Public - Non Institutions	E-Voting	20056325	19732	0.0984	13600	6132	68.9236	31.0764
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116725	0.5820	110593	6132	94.7466	5.2534
Total		110563228	86505791	78.2410	86499659	6132	99.9929	0.0071

Note:

Total invalid votes / abstained votes on the resolution were 10,242



5) Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors

Resolution required: (Ordinary/Special)			Ordinary 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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public-Institutions	E-Voting	8521521	4403684	51.6772	4302013	101671	97.6912	2.3088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4302013	101671	97.6912	2.3088
Public - Non Institutions	E-Voting	20056325	19842	0.0989	19257	585	97.0517	2.9483
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116835	0.5825	116250	585	99.4993	0.5007
Total		110563228	86505901	78.2411	86403645	102256	99.8818	0.1182

Note:

Total invalid votes / abstained votes on the resolution were 10,132



6) Appointment of Mr. Vinesh Kumar Jairath (DIN: 00391684) as an Independent Director of the Company

Resolution required: (Ordinary/Special)			Ordinary 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public-Institutions	E-Voting	8521521	4403684	51.6772	4385246	18438	99.5813	0.4187
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4385246	18438	99.5813	0.4187
Public - Non Institutions	E-Voting	20056325	19158	0.0955	18533	625	96.7377	3.2623
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116151	0.5791	115526	625	99.4619	0.5381
Total		110563228	86505217	78.2405	86486154	19063	99.9780	0.0220

Note:

Total invalid votes / abstained votes on the resolution were 10,816



7) Ratification of remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants for the Financial Year 2017-18

Resolution required: (Ordinary/Special)			Ordinary 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	81985382	81985382	100.0000	81985382	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public-Institutions	E-Voting	8521521	4403684	51.6772	4403684	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4403684	0	100.0000	0.0000
Public - Non Institutions	E-Voting	20056325	19512	0.0973	18770	742	96.1972	3.8028
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116505	0.5809	115763	742	99.3631	0.6369
Total		110563228	86505571	78.2408	86504829	742	99.9991	0.0009

Note:

Total invalid votes / abstained votes on the resolution were 10,462



8) Approval for issuance of Non-Convertible Debentures ('NCDs') upto Rs. 1200 crore on private placement basis

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 outstandi ng 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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		81985382	100.0000	81985382	0	100.0000	0.0000
Public- Institutions	E-Voting	8521521	4403684	51.6772	4207665	196019	95.5487	4.4513
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		4403684	51.6772	4207665	196019	95.5487	4.4513
Public - Non Institutions	E-Voting	20056325	19896	0.0992	18659	1237	93.7827	6.2173
	Poll		96993	0.4836	96993	0	100.0000	0.0000
	Postal Ballot	Not Applicable	-	-	-	-	-	-
	Total		116889	0.5828	115652	1237	98.9417	1.0583
Total		110563228	86505955	78.2412	86308699	197256	99.7720	0.2280

Note:

Total invalid votes / abstained votes on the resolution were 10,078

The votes polled did not include invalid and abstained voting for all the above 8 resolutions. Further, all the said resolutions were passed with requisite majority.

Sd/-
Dr. H. F. Khorakiwala
CHAIRMAN

CERTIFIED TRUE COPY
For WOCKHARDT LIMITED


COMPANY SECRETARY