

13<sup>th</sup> January, 2017

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

**Sub: Combined Voting Results of Postal Ballot (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 approval of the Members of the Company through Special Resolutions for revision in remuneration of:

- 1) Dr. H. F. Khorakiwala, Executive Chairman;
- 2) Dr. Huzaifa Khorakiwala, Executive Director and;
- 3) Dr. Murtaza Khorakiwala, Managing Director

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

The resolutions are deemed passed on the last date for receipt of duly completed Postal Ballot Forms and E-voting i.e. on 12<sup>th</sup> January, 2017.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the combined voting results of the Postal Ballot (through E-voting and Postal Ballot Forms) in the prescribed format along with the copy of the Scrutinizer's Report are enclosed herewith.

Kindly take the above information on record.

Thanking You,

For **Wockhardt Limited**

  
**Narendra Singh**  
Company Secretary

**Encl: A/a**



### 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	13 <sup>th</sup> January, 2017
Total number of shareholders as on record cut-off date (as on 2 <sup>nd</sup> December, 2016)	1,18,019
No. of shareholders present in the meeting either in person or through proxy who casted their votes:	
<ul style="list-style-type: none"> <li>Promoters and Promoter Group</li> <li>Public</li> </ul>	<p>8</p> <p>1,263</p>

#### Item No. 1: Revision in remuneration of Dr. H. F. Khorakiwala, Executive Chairman

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	-	8,19,85,382	-	-	-
	Postal Ballot		0	-	0	-	-	-
	<b>Total</b>		<b>8,19,85,382</b>	<b>100%</b>	<b>8,19,85,382</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public-Institutions	E-Voting	89,32,532	46,60,685	-	20,53,899	26,06,786	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>46,60,685</b>	<b>52.18%</b>	<b>20,53,899</b>	<b>26,06,786</b>	<b>44.07%</b>	<b>55.93%</b>
Public - Non Institutions	E-Voting	1,96,30,114	89,183	-	52,558	36,625	-	-
	Postal Ballot		3,89,383	-	3,69,785	19,598	-	-
	<b>Total</b>		<b>4,78,566</b>	<b>2.44%</b>	<b>4,22,343</b>	<b>56,223</b>	<b>88.25%</b>	<b>11.75%</b>
<b>Total</b>		<b>11,05,48,028</b>	<b>8,71,24,633</b>	<b>78.81%</b>	<b>8,44,61,624</b>	<b>26,63,009</b>	<b>96.94%</b>	<b>3.06%</b>



Ranked # 1 in Healthcare



**Item No. 2: Revision in remuneration of Dr. Huzaifa Khorakiwala, Executive 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	8,19,85,382	8,19,85,382	-	8,19,85,382	-	-	-
	Postal Ballot		0	-	0	-	-	-
	<b>Total</b>		<b>8,19,85,382</b>	<b>100%</b>	<b>8,19,85,382</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public-Institutions	E-Voting	89,32,532	46,60,685	-	20,53,899	26,06,786	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>46,60,685</b>	<b>52.18%</b>	<b>20,53,899</b>	<b>26,06,786</b>	<b>44.07%</b>	<b>55.93%</b>
Public - Non Institutions	E-Voting	1,96,30,114	89,118	-	43,212	45,906	-	-
	Postal Ballot		3,87,444	-	3,66,592	20,852	-	-
	<b>Total</b>		<b>4,76,562</b>	<b>2.43%</b>	<b>4,09,804</b>	<b>66,758</b>	<b>85.99%</b>	<b>14.01%</b>
<b>Total</b>		<b>11,05,48,028</b>	<b>8,71,22,629</b>	<b>78.81%</b>	<b>8,44,49,085</b>	<b>26,73,544</b>	<b>96.93%</b>	<b>3.07%</b>



**Item No. 3: Revision in remuneration of Dr. Murtaza Khorakiwala, Managing 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	8,19,85,382	8,19,85,382	-	8,19,85,382	-	-	-
	Postal Ballot		0	-	0	-	-	-
	<b>Total</b>		<b>8,19,85,382</b>	<b>100%</b>	<b>8,19,85,382</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public-Institutions	E-Voting	89,32,532	46,60,685	-	20,53,899	26,06,786	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>46,60,685</b>	<b>52.18%</b>	<b>20,53,899</b>	<b>26,06,786</b>	<b>44.07%</b>	<b>55.93%</b>
Public - Non Institutions	E-Voting	1,96,30,114	89,143	-	43,311	45,832	-	-
	Postal Ballot		3,86,895	-	3,66,698	20,197	-	-
	<b>Total</b>		<b>4,76,038</b>	<b>2.42%</b>	<b>4,10,009</b>	<b>66,029</b>	<b>86.13%</b>	<b>13.87%</b>
<b>Total</b>		<b>11,05,48,028</b>	<b>8,71,22,105</b>	<b>78.81%</b>	<b>8,44,49,290</b>	<b>26,72,815</b>	<b>96.93%</b>	<b>3.07%</b>

**Notes:**

1. The votes cast does not include invalid and abstained voting.
2. Public-Non Institutions category includes underlying shares issued by the Company and held as GDR's.
3. All the aforesaid resolutions are passed with requisite majority.



# Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

Date: 13<sup>th</sup> January, 2017

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

Subject: Scrutinizer's Report u/s 108 & 110 of the Companies Act, 2013 for voting by Equity shareholders through Postal Ballot & Remote e-voting.

The Board of Directors of Wockhardt Limited (hereinafter referred to as the 'Company') at its meeting held on 10<sup>th</sup> November, 2016 had appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting pursuant to Section 108 & 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 & 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 Postal Ballot Notice 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](http://www.evoting.nsdl.com).
- Link Intime India Private Limited is the Registrar and Transfer Agents of the Company.
- The cut-off date for determining members for the dispatch of the Notice of Postal Ballot was 2<sup>nd</sup> December, 2016 (Physical & E-mail) and as on that date, there were 1,18,019 members of the Company. The Company/Services Provider had sent the Postal Ballot Notice along with Postal Ballot Form and e-voting details by E-mail to 83,424 whose E-mail ID were registered with the Company/RTA. In respect of 34,595 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.
- The Company completed the dispatch of the Notice of Postal Ballot through/by email and physical form to the members on 12<sup>th</sup> December, 2016 and 13<sup>th</sup> December, 2016 respectively.





- 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 2<sup>nd</sup> December, 2016.
- The remote e-voting facility was kept open from 14<sup>th</sup> December, 2016 (9:00 a.m.) to 12<sup>th</sup> January, 2017 (5:00 p.m.).
- 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, the Company also released an advertisement in 'Business Standard' in English language having country-wide circulation dated 14<sup>th</sup> December, 2016 and in 'Lokmat, Aurangabad', in Marathi language dated 15<sup>th</sup> December, 2016. The notice published in the Newspapers carried the information as required under the said Rules.
- The votes were unblocked on Thursday, 12<sup>th</sup> January, 2017 after 5.00 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 Thursday, 12<sup>th</sup> January, 2017, 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 5.00 p.m. on Thursday, 12<sup>th</sup> January, 2017 were considered for my scrutiny.
- The postal ballot forms which are incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.

**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 member who cast their votes	599	672	1,271
Total number of shares held by them	8,67,35,250	4,12,866	8,71,48,116
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolution(s) are calculated based on the valid votes cast through remote e-voting or physical postal ballot.



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

Revision in remuneration of Dr. H. F. Khorakiwala, Executive Chairman

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	8,67,35,250	0	8,67,35,250	8,40,91,839	-	26,43,411	-
Postal Ballot	4,12,866	23,483	3,89,383	3,69,785	-	19,598	-
<b>Total</b>	<b>8,71,48,116</b>	<b>23,483</b>	<b>8,71,24,633</b>	<b>8,44,61,624</b>	<b>96.94%</b>	<b>26,63,009</b>	<b>3.06%</b>

**Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 1 - As per Annexure A**

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

Revision in remuneration of Dr. Huzaifa Khorakiwala, Executive Director

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	8,67,35,250	65	8,67,35,185	8,40,82,493	-	26,52,692	-
Postal Ballot	4,12,866	25,422	3,87,444	3,66,592	-	20,852	-
<b>Total</b>	<b>8,71,48,116</b>	<b>25,487</b>	<b>8,71,22,629</b>	<b>8,44,49,085</b>	<b>96.93%</b>	<b>26,73,544</b>	<b>3.07%</b>

**Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 2 - As per Annexure B**

**Item no. 3 of the Notice (As a Special Resolution)**

Revision in remuneration of Dr. Murtaza Khorakiwala, Managing Director

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
E-Voting	8,67,35,250	40	8,67,35,210	8,40,82,592	-	26,52,618	-
Postal Ballot	4,12,866	25,971	3,86,895	3,66,698	-	20,197	-
<b>Total</b>	<b>8,71,48,116</b>	<b>26,011</b>	<b>8,71,22,105</b>	<b>8,44,49,290</b>	<b>96.93%</b>	<b>26,72,815</b>	<b>3.07%</b>

**Table showing Bifurcations of Promoters, Financial Institutions and Others for Item No. 3 - As per Annexure C**

Resolutions 1 to 3 of the notice stand pass with requisite majority. I consider that Resolution no. 1 to 3 relating to remuneration of Managing Director and Executive Chairman under section 196, 197, 198 and schedule V of the Companies act 2013 would not attract the provisions of Section 188 of the Companies Act, 2013.




The resolutions 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 and hence deemed to be passed at the general meeting.

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: 13<sup>th</sup> January, 2017  
Place: Mumbai

Witnesses:



Kashyap V. Patel



Vishwas Salvi

Countersigned and received the Report

For Wockhardt Limited



Chairman

Date: 13<sup>th</sup> January, 2017  
Place: Mumbai



Wockhardt Limited

Resolution Required :			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	-	8,19,85,382	-	-	-
	Postal Ballot		0	-	0	-	-	-
	<b>Total</b>		<b>8,19,85,382</b>	<b>100%</b>	<b>8,19,85,382</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public Institutions	E-Voting	89,32,532	46,60,685	-	20,53,899	26,06,786	-	-
	Postal Ballot		0	-	0	0	-	-
	<b>Total</b>		<b>46,60,685</b>	<b>52.18%</b>	<b>20,53,899</b>	<b>26,06,786</b>	<b>44.07%</b>	<b>55.93%</b>
Public Non-Institutions	E-Voting	1,96,30,114	89183	-	52,558	36,625	-	-
	Postal Ballot		389383	-	3,69,785	19,598	-	-
	<b>Total</b>		<b>478566</b>	<b>2.44%</b>	<b>422343</b>	<b>56223</b>	<b>88.25%</b>	<b>11.75%</b>
<b>Total</b>		<b>11,05,48,028</b>	<b>8,71,24,633</b>	<b>78.81%</b>	<b>8,44,61,624</b>	<b>26,63,009</b>	<b>96.94%</b>	<b>3.06%</b>



## Annexure-B

## Wockhardt Limited

Resolution Required :			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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	8,19,85,382	8,19,85,382	-	8,19,85,382	-	-	-
	Postal Ballot		0	-	0	-	-	-
	Total		8,19,85,382	100%	8,19,85,382	0	100%	0%
Public Institutions	E-Voting	89,32,532	46,60,685	-	20,53,899	26,06,786	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		46,60,685	52.18%	20,53,899	26,06,786	44.07%	55.93%
Public Non-Institutions	E-Voting	1,96,30,114	89,118	-	43,212	45,906	-	-
	Postal Ballot		3,87,444	-	3,66,592	20,852	-	-
	Total		4,76,562	2.43%	4,09,804	66,758	85.99%	14.01%
<b>Total</b>		<b>11,05,48,028</b>	<b>8,71,22,629</b>	<b>78.81%</b>	<b>8,44,49,085</b>	<b>26,73,544</b>	<b>96.93%</b>	<b>3.07%</b>



Wockhardt Limited

Resolution Required :			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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	8,19,85,382	8,19,85,382	-	8,19,85,382	-	-	-
	Postal Ballot		0	-	0	-	-	-
	Total		8,19,85,382	100%	8,19,85,382	0	100%	0%
Public Institutions	E-Voting	89,32,532	46,60,685	-	20,53,899	26,06,786	-	-
	Postal Ballot		0	-	0	0	-	-
	Total		46,60,685	52.18%	20,53,899	26,06,786	44.07%	55.93%
Public Non-Institutions	E-Voting	1,96,30,114	89,143	-	43,311	45,832	-	-
	Postal Ballot		3,86,895	-	3,66,698	20,197	-	-
	Total		4,76,038	2.42%	4,10,009	66,029	86.13%	13.87%
<b>Total</b>		<b>11,05,48,028</b>	<b>8,71,22,105</b>	<b>78.81%</b>	<b>8,44,49,290</b>	<b>26,72,815</b>	<b>96.93%</b>	<b>3.07%</b>

