

WOCKHARDT WORLDWIDE

GLOBAL HEADQUARTERS

Wockhardt Limited
Wockhardt Towers
Bandra Kurla Complex
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Maharashtra, India
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Fax: +91 22 2652 3905

Wockhardt Bio AG
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6300 ZUG, Switzerland
Tel : +41 41 7275220
Fax : +41 41 7275221

REGISTERED OFFICE

Wockhardt Limited
D-4, MIDC, Chikalthana
Maharashtra - 431 006, India
Tel: +91 240 6632222
Fax: +91 240 2489219

RESEARCH CENTRES

Wockhardt Research Centre
D-4, MIDC, Chikalthana
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Morton Grove Pharmaceuticals Inc
6451 Main Street
Morton Grove
Illinois 60053-2633, USA
Tel: +1 847 9675600
Fax: +1 847 9672211

Wockhardt UK Ltd
Ash Road North
Wrexham Industrial Estate
Wrexham, LL13 9UF Wales, UK
Tel: +44 1978 661261
Fax: +44 1978 660130

INTERNATIONAL GROUP COMPANIES

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20 Waterview Boulevard, 3rd Floor
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Fax: +1 973 2574961

Wockhardt UK Ltd
Ash Road North
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Co. Tipperary, Ireland
Tel: +353 52 6186000
Fax: +353 52 6136311

Laboratoires Negma
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ZA de la Clef St Pierre
1 Bis Avenue Jean D'alembert
CS 80563
78996 Elancourt Cedex, France
Tel : (0033) 1 61 37 20 00
Fax : (0033) 1 61 37 20 30
Morton Grove Pharmaceuticals Inc
6451 Main Street, Morton Grove
Illinois 60053 - 2633, USA
Tel: +1 847 9675600
Fax: +1 847 9672211

MANUFACTURING PLANTS

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B-15/2, MIDC Waluj
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Fax: +91 240 6636444

Wockhardt Limited
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Wockhardt Limited
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Wockhardt Limited
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Wockhardt Limited
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Fax: +91 260 6610334

Wockhardt Limited
106-4/5/7, Daman Industrial Estate
Kadaiya, Nani Daman
Daman 396210, India
Tel: + 91 260 6531306

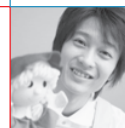
Wockhardt Limited
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Wockhardt UK Limited
Ash Road North
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Pinewood Healthcare
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Morton Grove Pharmaceuticals Inc
6451 Main Street, Morton Grove
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Tel: +1 847 9675600
Fax: +1 847 9672211



WOCKHARDT LIMITED

Registered Office: D-4 MIDC, Chikalthana, Aurangabad - 431 006

CIN: L24230MH1999PLC120720 • Phone: 91-240-6632222 • Fax: 91-240-2489219

Website: www.wockhardt.com



NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting ('AGM') of the Members of **WOCKHARDT LIMITED** will be held at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad - 431 005 on Saturday, 12th September, 2015 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Board's Report and Report of Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and the Report of Auditors thereon.
2. To declare dividend on Preference Shares at the rate of 0.01%, absorbing a sum of ₹ 2,98,557/-.
3. To confirm the payment of interim dividend aggregating to ₹ 20/- per Equity Share of Face Value of ₹ 5/- each (i.e. 400%) made during the financial year 2014-15.
4. To appoint a Director in place of Dr. Murtaza Khorakiwala (DIN: 00102650), who retires by rotation and being eligible, offers himself for re-appointment.
5. **Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 103523W), who were appointed as the Statutory Auditors at the last Annual General Meeting ('AGM') of the Company held on 15th September, 2014 for a term of five years [i.e., till the conclusion of 20th AGM] as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of Seventeenth AGM on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors."

SPECIAL BUSINESS

6. **Appointment of Ms. Tasneem Mehta as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') & the Rules framed thereunder, Schedule IV to the Act and Clause 49 of the Listing Agreement (including any statutory modifications or amendments or re-enactment thereof for the time being in force), Ms. Tasneem Mehta (DIN: 05009664), who was appointed as an Additional Director of the Company with effect from 30th September, 2014 under Section 161 of the Act and in respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term upto 29th September, 2019."

7. **Appointment of Mr. Baldev Raj Arora as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') & the Rules framed thereunder, Schedule IV to the Act and Clause 49 of the Listing Agreement (including any statutory modifications or amendments or re-enactment thereof for the time being in force), Mr. Baldev Raj Arora (DIN: 00194168), who was appointed as an Additional Director of the Company with effect from 28th May, 2015 under Section 161 of the Act and in respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term upto 27th May, 2020."

8. **Ratification of remuneration payable to Cost Auditors for the Financial Year 2015-16**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or amendments or re-enactment thereof for the time being in force), the remuneration of ₹ 3,35,000/- plus service tax as applicable and reimbursement of actual travel & out-of-pocket expenses, as approved by the Board of Directors of the Company, payable to M/s. Kirit Mehta & Co., Cost Accountants for conducting Audit of Cost Accounts relating to Pharmaceutical activities of the Company for the year ending on 31st March, 2016, be and is hereby ratified and confirmed."

WOCKHARDT LIMITED

9. **Adoption of new set of Articles of Association of the Company pursuant to the provisions of the Companies Act, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 ('the Act') read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and is hereby approved and adopted as new set of Articles of Association in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, from time to time.”

By **Order of the Board of Directors**

Narendra Singh
Company Secretary

Place : Mumbai
Date : 28th May, 2015

IMPORTANT NOTES:

1. The Register of Beneficial Owners (Equity & Preference), Register of Members (Equity & Preference) and Share Transfer Books of the Company will remain closed from 5th September, 2015 to 12th September, 2015 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 6, 7, 8 & 9 is annexed hereto and forms part of this Notice.
3. The relevant documents referred to in the accompanying Notice and Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 2.00 p.m. to 4.00 p.m.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, should be duly completed, stamped and signed, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting.
6. Preference Dividend, if approved by the Members at the Annual General Meeting, will be paid on or before 11th October, 2015 to the Preference Shareholders whose names appear in the Register of Preference Shareholders as on 4th September, 2015 or Register of Beneficial Owners at the close of business hours on 4th September, 2015, as per details furnished by the Depositories for this purpose.
7. Pursuant to Clause 49 of the Listing Agreement, the details of Directors seeking appointment/re-appointment are provided separately in this Notice.
8. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ('IEPF'). Shareholders may please note that all unclaimed dividends declared upto Financial Year 2006 and Interim Dividend declared during the year ended 31st December, 2007 have been transferred to IEPF and no claims shall lie against the Company or the said Fund in respect of the said amount. Final dividend declared for the Financial Year 2007 is due for transfer to IEPF on 2nd June, 2015.
9. Members who have not yet encashed their dividend warrants for the Financial Year 2012-13 & onwards are requested to contact the Company for issue of Banker's Cheque/Demand Draft for the same without any delay.
10. In order to enable the Company to remit dividend electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc. Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque. The said information should be submitted to the Company, if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.
11. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.
12. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the Meeting, so that the information required by the Members can be made available at the AGM.
14. Members holding shares:
 - a) in electronic (Demat) form are advised to inform the particulars of their bank account, change of address and E-mail ID to their respective DP only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Link Intime India Private Limited cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the Members to their DP.
 - b) in physical form are advised to inform the particulars of their bank account, change of address and E-mail ID to RTA.
15. Members, whether holding shares in electronic or physical mode, are requested to quote their DPID & Client ID or Folio No. for all correspondences with the Company/RTA.

WOCKHARDT LIMITED

16. NRI Members are requested to:
 - a) change their residential status on return to India permanently.
 - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
17. To protect the environment and disseminate all the communication promptly, Members who have not registered their E-mail ID so far are requested to register the same with the DP/RTA for receiving all the communications including Annual Reports, Notices, etc.
18. Trading in the shares of the Company are compulsorily in dematerialized form for all investors. There are various advantages in keeping shares in dematerialized mode like no stamp duty, no/lesser risk of delivery, loss in transit, prompt transfer, etc. Hence, all the Shareholders who are holding shares in physical form are requested to get the same dematerialized.
19. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant Share Certificates to the Company's RTA for doing the needful.
20. It is observed that some Members have still not surrendered their old Share Certificate(s) of Equity Shares of face value ₹ 10/- each for exchange with the new Share Certificate(s) of Equity Shares of face value ₹ 5/- each. Such Members are requested to immediately surrender their old Share Certificate(s) of ₹ 10/- each to the Company or its RTA for doing the needful.
21. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit the PAN to their respective DP. Members holding shares in physical form can submit their PAN details to the Company/RTA.
22. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the Transfer Deeds and Share Certificate(s) at the time of lodgement of transfer of share is mandatory.
23. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail ID either with their DP or the Company. The Notice of the AGM along with Annual Report for the year ended 31st March, 2015 is being sent by electronic mode to those Members whose E-mail IDs are registered with the Company/Depositories, unless a Member has requested for a physical copy of the same.

Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their E-mail IDs. The Annual Report for the year ended 31st March, 2015 and Notice convening AGM will be available on the Company's website www.wockhardt.com.

24. Voting through electronic means

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Clause 35B of the Listing Agreement, the Company is pleased to provide its Members, the facility to exercise their right to vote at the AGM by electronic means and business may be transacted through e-voting platform provided by CDSL on all resolutions set forth in the Notice.

Mr. Virendra Bhatt, Practising Company Secretary (ACS No. 1157, CP No. 124) has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided.

The result shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wockhardt.com and on the website of CDSL within two working days of passing resolutions at the AGM and shall also be communicated to the Stock Exchange on which shares of the Company are listed.

The Process/manner for availing e-voting facility and the instructions for Shareholders voting electronically are as under:

- (i) The voting begins on **Wednesday, 9th September, 2015 at 9.00 a.m.** and ends on **Friday, 11th September, 2015 at 5.00 p.m.** During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log in to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio No. registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged in to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number, which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank details OR Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Wockhardt Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat Account holder has forgotten the same password then Enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- (xix) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under 'HELP' section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) The voting rights of Shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company.

WOCKHARDT LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Pursuant to Section 161 of the Companies Act, 2013 ('the Act'), Ms. Tasneem Mehta was appointed as an Additional Director (Non-Executive Independent) by the Board with effect from 30th September, 2014 and she holds the office upto the date of ensuing Annual General Meeting ('AGM') of the Company.

The Company has received notice in writing under Section 160 of the Act from a Member along with a deposit of ₹ 1,00,000/- proposing candidature of Ms. Tasneem Mehta for the office of Independent Director, copy of which is available on the website of the Company www.wockhardt.com. The Company has also received requisite declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Clause 49(II)(B) of the Listing Agreement.

In the opinion of Board of Directors, Ms. Tasneem Mehta fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement for her appointment as an Independent Director of the Company and that she is independent of management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Tasneem Mehta as an Independent Director. A copy of draft Letter of Appointment of an Independent Director setting out terms and conditions of appointment is available for inspection without any fee by Members at the Company's Registered Office on all working days (except Saturday and Sunday) during business hours till the date of the AGM.

Brief profile and other details of Ms. Tasneem Mehta as required under Clause 49(VIII)(E) of the Listing Agreement are given in this Notice.

Except Ms. Tasneem Mehta, being an appointee, none of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution set out in Item No. 6 of the Notice for approval of Members.

ITEM NO. 7

Pursuant to Section 161 of the Companies Act, 2013 ('the Act'), Mr. Baldev Raj Arora was appointed as an Additional Director (Non-Executive Independent) by the Board with effect from 28th May, 2015 and he holds the office upto the date of ensuing AGM of the Company.

The Company has received notice in writing under Section 160 of the Act from a Member along with a deposit of ₹ 1,00,000/- proposing candidature of Mr. Baldev Raj Arora for the office of Independent Director, copy of which is available on the website of the Company www.wockhardt.com. The Company has also received requisite declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Clause 49(II)(B) of the Listing Agreement.

In the opinion of Board of Directors, Mr. Baldev Raj Arora fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and that he is independent of management. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Baldev Raj Arora as an Independent Director. A copy of draft Letter of Appointment of an Independent Director setting out terms and conditions of appointment is available for inspection without any fee by Members at the Company's Registered Office on all working days (except Saturday and Sunday) during business hours till the date of the AGM.

Brief profile and other details of Mr. Baldev Raj Arora as required under Clause 49(VIII)(E) of the Listing Agreement are given in this Notice.

Except Mr. Baldev Raj Arora, being an appointee, none of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution set out in Item No. 7 of the Notice for approval of Members.

ITEM NO. 8

Pursuant to the recommendation of Audit Committee, the Board considered and approved at its meeting held on 28th May, 2015, appointment of M/s. Kirit Mehta & Co., Cost Accountants, as Cost Auditors of the Company, for conducting the Audit of Cost Accounts relating to Pharmaceutical activities of the Company for the financial year ending 31st March, 2016 at a remuneration of ₹ 3,35,000/- plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders of the Company. In view of this, the Board of Directors recommend the resolution as set out in Item No. 8 of the Notice for approval/ratification by the Members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

ITEM NO. 9

The existing Articles of Association ('AoA') of the Company is based on the Companies Act, 1956, and several clauses in the existing AoA contain references to specific sections of the Companies Act, 1956 and some clauses in the existing AoA are no longer in conformity with the Companies Act, 2013 ('the Act').

With the coming into force of the Act, several Articles of the existing AoA of the Company require alteration/deletion. In view of this, it is considered expedient to wholly replace the existing AoA, instead of amending the AoA by alteration/incorporation of provisions of the Act, by adopting new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013).

Hence, the Board of Directors at its Meeting held on 28th May, 2015 decided to adopt new set of Articles in place of existing AoA of the Company and seek Shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution as set out in Item No. 9 of the Notice, is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection by the Members at the Registered Office of the Company. The draft of AoA is being uploaded on the Company's website www.wockhardt.com for perusal by the Shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

The Board recommends Special Resolution set out in Item No. 9 of the Notice for approval of Members.

By **Order of The Board of Directors**

Narendra Singh
Company Secretary

Place : Mumbai
Date : 28th May, 2015

WOCKHARDT LIMITED

INFORMATION PURSUANT TO CLAUSE 49(VIII)(E) OF THE LISTING AGREEMENT

Profile and other details of Directors being appointed/re-appointed, as required under Clause 49(VIII)(E) of the Listing Agreement

Dr. Murtaza Khorakiwala

Dr. Murtaza Khorakiwala represents a unique blend of scientific knowledge and business acumen. A graduate in Medicine from GS Medical College, Mumbai, India, and Master in Business Administration (MBA) from the University of Illinois, USA, he has been Managing Director of Wockhardt Ltd since April 2009.

Thinking out of the box, challenging assumptions and innovation are some of the key principles that shape his strategic thought process. His young and dynamic leadership has become the ideal springboard for various corporate initiatives in creating a new Wockhardt.

A member of the executive committee of the Indian Pharmaceutical Association (IPA), he was the Past Chairman of the Marketing Committee of the Bombay Management Association.

Dr. Murtaza Khorakiwala is on the Boards of Amadou Estate Development Pvt. Ltd., Denarius Estate Development Pvt. Ltd., Dartmour Holdings Pvt. Ltd., Khorakiwala Holdings & Investments Pvt. Ltd., Palanpur Holdings & Investments Pvt. Ltd., Shraavan Constructions Pvt. Ltd., Wockhardt Infrastructure Development Ltd., Wockhardt Hospitals Limited, Wockhardt Bio AG and Wockhardt Nigeria Limited. He is a Member of Governing Body of Khorakiwala Foundation.

Dr. Murtaza Khorakiwala is the Chairman of Audit Committee of Wockhardt Hospitals Limited and is a Member of Audit Committee of Khorakiwala Holdings and Investments Pvt. Ltd. He holds 226,200 Equity Shares of the Company.

Ms. Tasneem Mehta

Ms. Tasneem Mehta has been inducted as a director on the board of Wockhardt in September 2014. Ms. Mehta is an art historian, writer, curator, designer and museum expert who has studied Fine Arts and Design at the Sir J. J. School of Art, Mumbai. She holds an undergraduate degree in Political Philosophy from Columbia University, New York, a master's degree in English from University of Delhi, and a postgraduate diploma in Art History from London.

Ms. Mehta has successfully pioneered the revival and restoration of several of Mumbai's important cultural sites. In 2010, she was elected Vice Chairman of INTACH, the Indian National Trust for Art and Cultural Heritage, and has been the Convenor of the Mumbai Chapter and member of the Governing Council since 1996. Since 2003, Ms. Mehta is the Managing Trustee and Honorary Director of the Dr. Bhau Daji Lad Museum, Mumbai City Museum, (the erstwhile Victoria and Albert Museum) which won the prestigious UNESCO 2005 Asia Pacific 'Award of Excellence' for Cultural Conservation.

Ms. Tasneem Mehta is a Designated Partner in TMA Estates LLP and does not hold any Directorships or Committee positions in any other Company. Ms. Tasneem Mehta does not hold any Equity Shares of the Company.

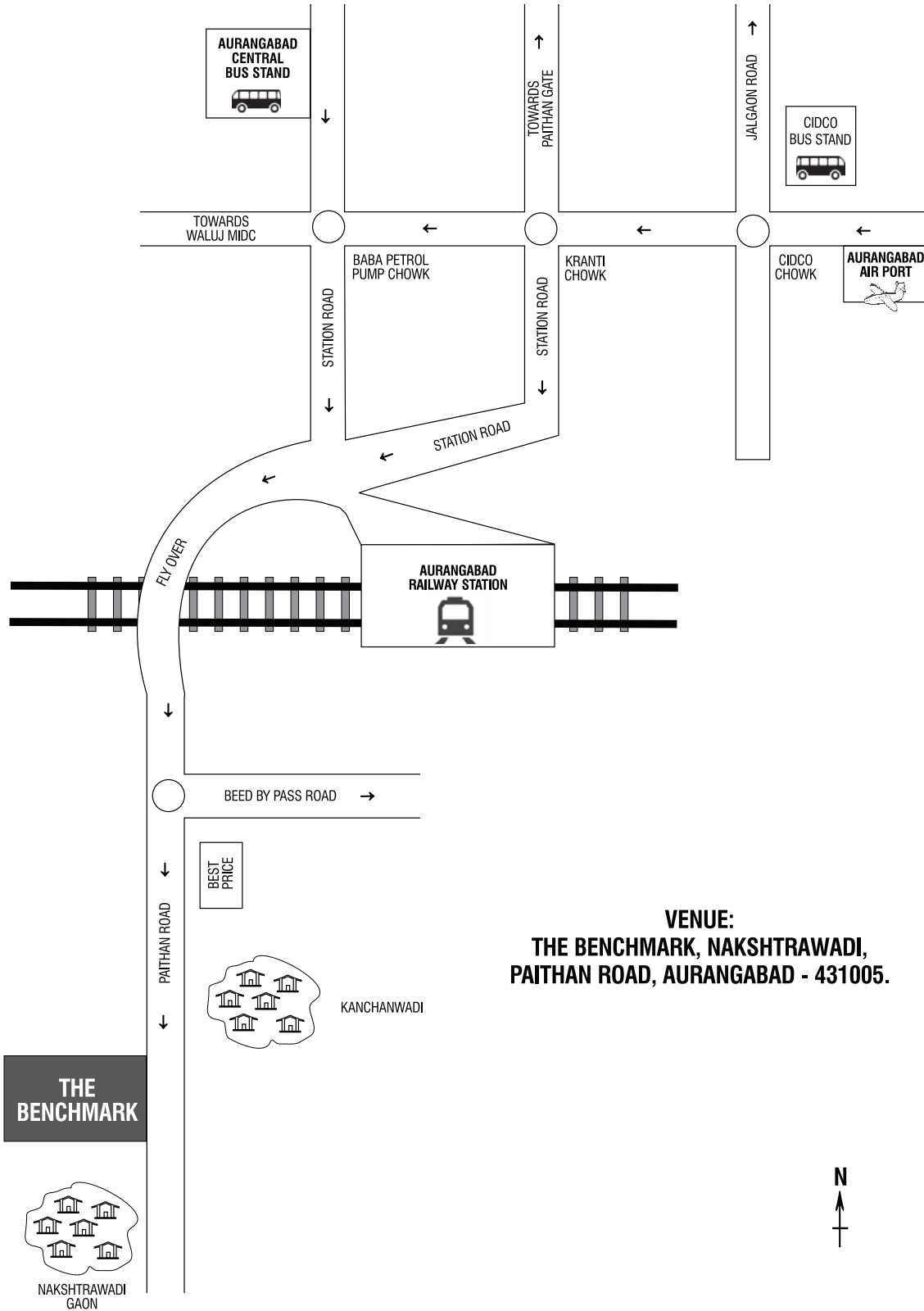
Mr. Baldev Raj Arora

Mr. Baldev Raj Arora has been recently inducted as a director on the board of Wockhardt in May 2015. Mr. Arora holds a bachelor's degree in Mechanical Engineering from Punjab Engineering College, Chandigarh. He graduated from the Senior Management Development program at Asian Institute of Management, Manila, Philippines, and Executive Education Program from Michigan Business School at Ann Arbor, Michigan, USA.

He has worked with leading MNCs for over 44 years and has a proven track record of building high performance customer-oriented teams, giving outstanding results on a sustained basis. He successfully managed publicly listed companies of MNCs in India for over 10 years as Chairman/Managing Director. He started his career in Life Sciences Industry with Warner Lambert (now Pfizer) in India and retired from Nestle SA in March 2015 as a Regional President – Asia (excluding Greater China) & Pacific Rim.

Currently, he holds Directorship in Atul Limited and does not hold any Equity Shares of the Company.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



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WOCKHARDT LIMITED

Registered Office: D-4 MIDC, Chikalthana, Aurangabad - 431 006
 CIN: L24230MH1999PLC120720 • Phone: 91-240-6632222 • Fax: 91-240-2489219
 Website: www.wockhardt.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	_____
Registered Address :	_____ _____
Email ID :	_____
Folio No./Client ID :	_____
DP ID :	_____

I/We being the Member(s) of _____ shares of Wockhardt Limited hereby appoint:

1. Name : _____ Address : _____

Email Id : _____ Signature : _____ or failing him/her

2. Name : _____ Address : _____

Email Id : _____ Signature : _____ or failing him/her

3. Name : _____ Address : _____

Email Id : _____ Signature : _____

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of the Company to be held on Saturday, 12th September, 2015 at 10.00 a.m. at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad - 431 005, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional *	
		For	Against
Ordinary Business			
1.	Adoption of: a. the Audited Financial Statements of the Company for the year ended 31 st March, 2015 together with the Board's Report and Report of Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the year ended 31 st March, 2015 and the Report of Auditors thereon.		
2.	Declaration of dividend on preference shares at the rate of 0.01%		
3.	Confirmation of interim dividend paid on equity shares during the financial year 2014-15		
4.	Re-appointment of Dr. Murtaza Khorakiwala, (DIN: 00102650) as a Director who retires by rotation		
5.	Ratification of Appointment of Haribhakti & Co, LLP, Chartered Accountants as the Statutory Auditors of the Company		

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WOCKHARDT LIMITED

Resolutions		Optional *	
		For	Against
Special Business			
6.	Appointment of Ms. Tasneem Mehta as an Independent Director		
7.	Appointment of Mr. Baldev Raj Arora as an Independent Director		
8.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2015-16		
9.	Adoption of new set of Articles of Association of the Company		

Signed on the _____ day of _____ 2015

Signature of shareholder _____

Signature of Proxy holder _____

Affix
required
revenue
stamp

Notes:

1. The Proxy Form in order to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer Notice of 16th Annual General Meeting of the Company.

* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolution(s), your proxy will be entitled to vote in the manner he/she thinks appropriate.

WOCKHARDT LIMITED

CIN: L24230MH1999PLC120720

Registered Office: D-4 MIDC, Chikalthana, Aurangabad – 431 006.

Tel. No.: 91-240-6632222 Fax No: 91-240-2489219

E-mail Id: investorrelations@wockhardt.com Website: www.wockhardt.com



ATTENDANCE SLIP

I/we hereby record my/our presence at the 16th Annual General Meeting of the Company held at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005 on Saturday, 12th September, 2015 at 10.00 a.m.

Serial :

Name and Address of the Shareholder(s):		
Joint Holder(s):		
Registered Folio / DP ID & Client ID		
No. of Share(s)		
If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of the Proxy	Signature

Note: Please sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Sequence Number (EVSN)	User ID	*Default PAN
150813030		

*Only Members who have not updated their PAN with the Company / Depository Participant (DP) shall use default PAN in the PAN field.

Note: Please read the instructions for e-voting given in the notice of the 16th Annual General Meeting. The Voting period starts from Wednesday, 9th September, 2015 (9.00 a.m.) and ends on Friday, 11th September, 2015 (5.00 p.m.). The voting module shall be disabled by CSDL for voting thereafter.