

WOCKHARDT LIMITED

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

CIN: L24230MH1999PLC120720

Phone: 91-240-6694444; Fax: 91-240-2489219;

Email id: investorrelations@wockhardt.com; Website: www.wockhardt.com

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting ('AGM') of the members of **WOCKHARDT LIMITED** will be held at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005 on Wednesday, 2nd August, 2017 at 12.00 noon to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - 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.
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 ₹ 10 (i.e. 200%) per Equity Share of ₹ 5 each paid for the financial year 2016-17.
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 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 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."

SPECIAL BUSINESS

6. **Appointment of Mr. Vinesh Kumar Jairath as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"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."

7. **Ratification of remuneration payable to Cost Auditors for the Financial Year 2017-18**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"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 ₹ 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."

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the 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/Un-secured 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 ₹ 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."

By **Order of the Board of Directors**

Narendra Singh
Company Secretary

Place : Mumbai
Date : 4th May, 2017

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 26th July, 2017 to 2nd August, 2017 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 6, 7 and 8 is annexed hereto and forms part of this Notice.
3. The relevant documents, if any, 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 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 and 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 of the Company 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 ('AGM').
6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
7. A route map providing directions to reach the venue of the 18th AGM is provided in the Notice.
8. Dividend on Preference Shares, if approved by the Members at the AGM, will be paid within 15 days from the date of AGM to the preference shareholders whose names appears on the Register of Preference Shareholders as on 25th July, 2017 or Register of Beneficial Owners at the close of business hours on 25th July, 2017, as per details furnished by the Depositories for this purpose.
9. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015'] and Secretarial Standard on General Meetings ('Secretarial Standard - 2'), the details of Director seeking re-appointment at the AGM is enclosed as an Annexure.
10. 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 2008 have been transferred to IEPF.
11. Members who have not yet encashed their dividend warrants for the Financial Year 2012-13 and onwards are requested to contact the Company for issue of Banker's Cheque / Demand Draft in lieu thereof without any delay.
12. In order to enable the Company to remit dividend, as and when declared, 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.
13. 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 Depository Participant ('DP') for recording of nomination.

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14. 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 / Register of Beneficial Owners of the Company will be entitled to vote.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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 DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
20. 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, no loss in transit, prompt transfer etc. Hence, all the shareholders who are holding shares in physical form are requested to get the same dematerialized.
21. 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.
22. 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.
23. 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 details to their respective DP. Members holding shares in physical form can submit their PAN details to the Company/RTA.
24. 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 shares are mandatory.
25. Pursuant to the provisions of Sections 101, 108 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, 2017 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 or have requested for the physical copy. The Annual Report for the year ended 31st March, 2017 and Notice convening AGM is available on the Company's website www.wockhardt.com.

26. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) failing which Ms. Indrabala Javeri, Practicing Company Secretary (ACS No. 2209, CP No. 7245) has been appointed as Scrutinizers to scrutinize the remote e-voting process and voting at the venue of AGM in a 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 remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided.

Facility of e-voting through Ballot Paper shall be made available at the AGM. Members attending the AGM, who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again at the AGM.

The e-voting period begins on **Sunday, 30th July, 2017 at 9.00 a.m.** (IST) and ends on **Tuesday, 1st August, 2017 at 5.00 p.m.** (IST). The e-voting module shall be disabled by NSDL for voting thereafter.

The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 26th July, 2017 may cast their vote through e-voting or voting at the AGM.

A person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 26th July, 2017 may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
- (i) Open email and open PDF file viz. "WL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that this password is an initial password.
NOTE: If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) Put user ID and password [the initial password is mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the Company/Depository Participant(s) or mentioned in the Attendance Slip] and verification code as displayed. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Wockhardt Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote subsequently or cast the vote again.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

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B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries/grievances relating to e-voting, Members may refer Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, at the designated email Ids: evoting@nsdl.co.in or RajivR@nsdl.co.in or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com

In case shareholders are holding shares in demat mode, USER-ID is the combination of DP ID + Client ID.

In case shareholders are holding shares in physical mode, USER-ID is the combination of Even No + Folio No.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

27. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as of the cut-off date.
28. The Scrutinizer's decision on the validity of the e-voting and Ballot Paper shall be final and binding.
29. The Scrutinizer, after scrutinising the votes cast through e-voting and Ballot Paper, not later than 48 hours from the conclusion of the AGM, make a scrutinizer's report and submit the same to the Chairman or any Director authorised by the Board who shall countersign the same.
30. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.
31. The results declared along with Scrutinizer's Report shall be placed on the website of the Company www.wockhardt.com and on the website of NSDL <https://www.evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges on which shares of the Company are listed.

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

ITEM NO. 6

The Board of Directors as per recommendation of the Nomination and Remuneration Committee, appointed Mr. Vinesh Kumar Jairath as an Additional Director with effect from 10th November, 2016 pursuant to Section 161 of the Companies Act, 2013 ('Act') read with Company's Articles of Association.

Mr. Vinesh Kumar Jairath, aged 58 years, joined the Indian Administrative Service in 1982 and served in various important positions in Government of Maharashtra and Government of India till March 2008, when he took voluntary retirement. He has served as the Managing Director of SICOM and subsequently as Principal Secretary of Industries at Government of Maharashtra until 2008. He has over 25 years of experience in public administration, rural development, poverty alleviation, infrastructure planning and development and infrastructure financing, finance, industry, urban development and environmental management while occupying important position in Government.

As on the date of Notice, Mr. Jairath is an Independent Director on the boards of The Bombay Dyeing and Manufacturing Company Limited, Tata Motors Limited, Kirloskar Oil Engines Limited, Concorde Motors (India) Limited, Meenakshi Energy Limited, TML Distribution Company Limited and Tata Motors Finance Solutions Limited.

Mr. Jairath is entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof.

The details of Board Meetings attended by him and his sitting fees details from the date of his appointment till March, 2017 are stated in the Corporate Governance Report. He is not related to any Director and Key Managerial Personnel of the Company.

As on the date of Notice, Mr. Jairath is a member of Audit Committee, Stakeholders Relationship Committee and Capital Raising Committee of the Company. As on the date of Notice, he holds membership / chairmanship in the Committees of other Companies as follows:

Name of the Company	Name of Committee	Membership/ Chairmanship
Tata Motors Limited	Audit	Member
	Stakeholders Relationship	Chairman
	SHE Committee	Member
	Risk Management	Member
Concorde Motors (India) Limited	Audit	Member
	Nomination and Remuneration	Member
Meenakshi Energy Limited	Audit Committee	Member
	Corporate Social Responsibility	Chairman
	Nomination and Remuneration	Member
TML Distribution Company Limited	Audit	Chairman
	Nomination and Remuneration	Chairman
Tata Motors Finance Solutions Limited	Audit	Chairman
	Nomination and Remuneration	Chairman
The Bombay Dyeing and Manufacturing Company Limited	Audit	Member

As on the date of Notice, Mr. Vinesh Kumar Jairath does not hold by himself or for any other person on a beneficial basis, any equity share in the Company. Mr. Jairath is not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Section 149 and other applicable provisions of the Act, Mr. Jairath, being eligible, is proposed to be appointed as an Independent Director for a term of 5 years up to 9th November, 2021. The Company has received, along with the requisite deposit, a notice under Section 160 of the Act in writing from a member proposing his appointment as a Director of the Company.

In the opinion of the Board, Mr. Vinesh Kumar Jairath fulfills the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter of appointment of Mr. Vinesh Kumar Jairath is available for inspection at the Registered Office of the Company during normal business hours on all working days. Copy of the draft letter of appointment shall also be available for inspection at the Annual General Meeting.

Keeping in view his past experience and knowledge, it will be in the interest of the Company that Mr. Vinesh Kumar Jairath is appointed as an Independent Director of the Company.

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In view of this, the Board of Directors recommends the resolution as set out in Item No. 6 of the Notice for approval/ratification by the shareholders of the Company by way of an Ordinary Resolution.

Save and except for Mr. Vinesh Kumar Jairath, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

This Statement may also be regarded as disclosures under Secretarial Standard–2, Regulation 36 of the SEBI (LODR) Regulations, 2015 and Schedule IV to the Companies Act, 2013.

ITEM NO. 7

Pursuant to the recommendation of Audit Committee, the Board considered and approved at its meeting held on 4th May, 2017, appointment of M/s. Kirit Mehta & Co., Cost Accountants, as Cost Auditors of the Company, for conducting the audit of cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of ₹ 3,35,000 plus applicable taxes and reimbursement of 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 recommends the resolution as set out in Item No. 7 of the Notice for approval/ratification by the shareholders 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, financially or otherwise, in the said resolution.

ITEM NO. 8

The Company at its last Annual General Meeting held on 13th August, 2016 sought shareholder's approval for issuance of Non-Convertible Debentures ('NCDs') upto ₹ 1200 crore on private placement basis through special resolution. Pursuant to Sections 42, 71 and other applicable provisions if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, in case of offer or invitation for NCDs, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year. Thus, approval of special resolution received at the last Annual General Meeting shall expire on 12th August, 2017. The members may note that the Company has not made any private placement of NCDs pursuant to the said authorisation.

The Board of Directors wish to seek fresh approval from the shareholders at the ensuing Annual General Meeting with respect to issuance of NCDs upto ₹ 1200 crore on private placement basis in one or more tranches during a year starting from the date of fresh approval of special resolution by the shareholders of the Company.

In order to re-pay/pre-pay term loan availed by the Company and for general corporate purposes, it is proposed to issue Secured/Un-secured Redeemable Non-Convertible Debenture on Private Placement basis for an amount not exceeding ₹ 1,200 crore, in one or more tranches.

The resolution is an enabling resolution and authorizes the Board of the Company to offer or give invitations for subscription of NCDs as may be required by the Company from time to time for a year from the date of passing of this resolution. Further, the issue of said NCDs is within the limits, as approved by the shareholders, under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013. The Board will decide whether to issue debentures as secured or unsecured.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 8 of the Notice for approval by the shareholders of the Company by way of a Special Resolution.

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

By **Order of the Board of Directors**

Narendra Singh
Company Secretary

Place : Mumbai

Date : 4th May, 2017

ANNEXURE

INFORMATION PURSUANT TO AND SECRETARIAL STANDARD-2 AND REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015

Profile and other details of Director seeking re-appointment

Dr. Murtaza Khorakiwala

Dr. Murtaza Khorakiwala, aged 44 years, 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 Limited 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.

As on the date of Notice, Dr. Murtaza Khorakiwala does not hold directorship in any of the listed entities other than Wockhardt Limited. Further, he also holds directorship in other Companies viz. Wockhardt Hospitals Limited, Wockhardt Infrastructure Development Limited, Shravan Constructions Private Limited, Dartmour Holdings Private Limited, Khorakiwala Holdings and Investments Private Limited, Palanpur Holdings and Investments Private Limited, Denarius Estate Development Private Limited, Amadou Estate Development Private Limited, Wockhardt Bio AG & Wockhardt Nigeria Limited and a Member of Governing Council of Khorakiwala Foundation.

During the financial year under review, four Board Meetings were held, all of which were attended by him. He is a member of Credit Facilities Committee and Share Allotment Committee of the Company.

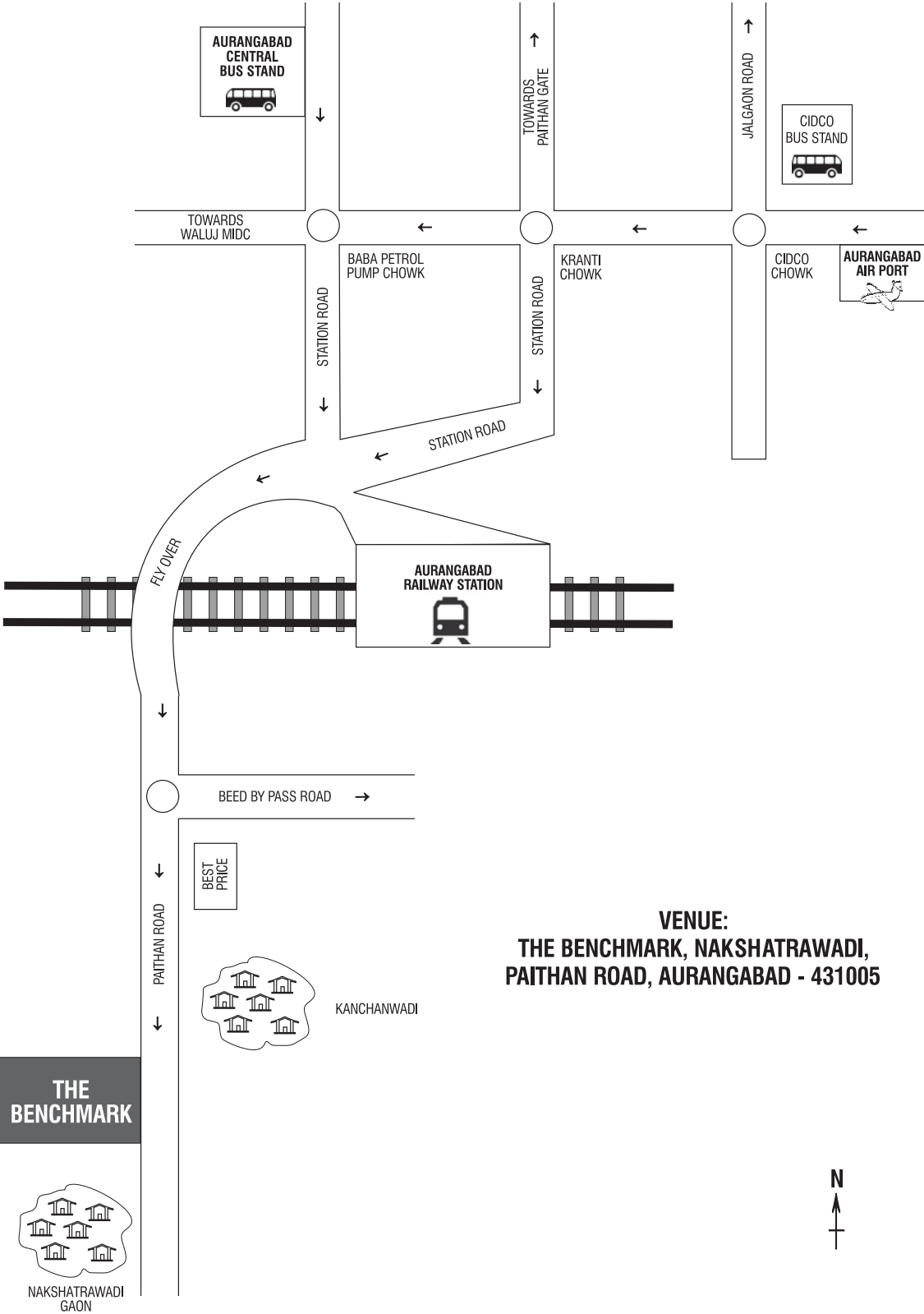
Further, he is also a Chairman in Audit Committee and Securities Allotment Committee of Wockhardt Hospitals Limited; holds membership in Audit Committee and Corporate Social Responsibility Committee of Khorakiwala Holdings and Investments Private Limited; and also holds Chairmanship in Corporate Social Responsibility Committee of Wockhardt Infrastructure Development Limited.

He is son of Dr. H. F. Khorakiwala, Executive Chairman and brother of Dr. Huzaifa Khorakiwala, Executive Director of the Company. He is not related to other Key Managerial Personnel of the Company.

As on the date of Notice, he holds 2,26,200 equity shares in the Company.

The above information may also be regarded as disclosures under Secretarial Standard – 2 and SEBI (LODR) Regulations, 2015, as applicable.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



WOCKHARDT LIMITED

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

CIN: L24230MH1999PLC120720

Phone: 91-240-6694444; Fax: 91-240-2489219;

Email id: investorrelations@wockhardt.com; 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	:	_____ _____
E-mail Id	:	_____
Folio No/ Client Id	:	_____
DP ID	:	_____

I/ We being the Member(s) of _____ shares of the above named Company, hereby appoint:

1. Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him/her

2. Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or failing him/her

3. Name : _____ Address : _____

E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighteenth Annual General Meeting of the Company to be held on Wednesday, 2nd August, 2017 at 12.00 noon at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions			For	Against
Ordinary Business				
1.	a)	Adoption of Audited Financial Statement of the Company for the financial year ended 31 st 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 31 st March, 2017 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 ₹ 10/- (i.e. 200%) per Equity Share of ₹ 5 each paid for the financial year 2016-17.		
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		

WOCKHARDT LIMITED

Resolutions		
Special Business	For	Against
6.	Appointment of Mr. Vinesh Kumar Jairath (DIN : 00391684) as an Independent Director of the Company	
7.	Ratification of remuneration payable to Cost Auditors for the Financial Year 2017-18	
8.	Approval for issuance of Non-Convertible Debentures ('NCDs') upto ₹ 1200 crore on private placement basis	

Signed on the _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy holder _____

Affix
requisite
Revenue
Stamp

Notes:

- The Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 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 and such proxy/proxies need not be a Member of the Company.**
- Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, 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 of the Company 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.