

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

Telephone: 91-240-6694444; **Fax:** 91-240-2489219;

Global Headquarters: Wockhardt Towers, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051

CIN: L24230MH1999PLC120720

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

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given that pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is seeking the consent of its members in respect of the Special Businesses proposed to be passed through Postal Ballot, more specifically provided in the appended Resolutions.

Items of Special Business:

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

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

“RESOLVED THAT in supersession to earlier resolution passed by the shareholders in this regard through Postal Ballot on 24th March, 2015 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to pay remuneration to Dr. H. F. Khorakiwala, Executive Chairman (DIN: 00045608), on such terms and conditions, in case of absence of profits or if the Company has inadequate profits, for a period commencing from 1st April, 2017 to 29th February, 2020 as stated below:

(A) Basic Salary:

₹ 14,00,000/- (Rupees Fourteen Lakh Only) per month

(B) Perquisites / Allowances:

Other benefits, perquisites and allowances (viz. Housing, Furnishing & repairs, Security Services, Utility Allowances like gas, electricity, water, Car & Driver, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, Club Membership, Telephone etc.).

The amount of such perquisites and allowances shall be as per Company’s policy and rules. However, the total amount of such Basic Salary; and perquisites & allowances shall not exceed in aggregate of ₹ 2,80,00,000/- (Rupees Two Crore & Eighty Lacs Only) per annum.

(C) Contribution to Provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month’s salary for each completed year of service and encashment of leave at the end of the tenure.

The items in part (C) shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, in the event of adequacy of profits for any financial year during the tenure of Dr. H. F. Khorakiwala, Executive Chairman, consent of the Members be and is hereby accorded to pay remuneration to him as under:

- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or Whole-time Director, then 10% of the net profits of

the Company for all of them taken together, as laid down under sections 197 and 198 of the Companies Act, 2013.

- Remuneration shall consist of any and/or all of the following:
 - a) Monthly salary, as may be decided by the Board;
 - b) Commission;
 - c) Perquisites / Allowances
- Other benefits, perquisites and allowances (viz. Housing, Furnishing & repairs, Security Services, Utility Allowances like gas, electricity, water, Car & Driver, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, Club Membership, Telephone etc.).

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and/or guidelines for managerial remuneration issued by Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board be and is hereby authorised to vary and alter the terms and conditions of the said appointment for increase or vary the remuneration to be paid and provided from time to time to Dr. H. F. Khorakiwala, Executive Chairman.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof.”

2. **Revision in remuneration of Dr. Huzaifa Khorakiwala, Executive Director**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to pay remuneration to Dr. Huzaifa Khorakiwala, Executive Director (DIN: 02191870), on such terms and conditions, in case of absence of profits or if the Company has inadequate profits, for a period commencing from 31st March, 2017 to 30th March, 2019 as stated below:-

(A) Basic Salary:

₹ 14,00,000/- (Rupees Fourteen Lakh Only) per month

(B) Perquisites / Allowances:

Other benefits, perquisites and allowances (viz. Housing, Furnishing & repairs, Security Services, Utility Allowances like gas, electricity, water, Car & Driver, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, Club Membership, Telephone etc.).

The amount of such perquisites and allowances shall be as per Company's policy and rules. However, the total amount of such Basic Salary; and perquisites & allowances shall not exceed in aggregate of ₹ 2,40,00,000/- (Rupees Two Crore and Forty Lacs Only) per annum.

- (C)** Contribution to Provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.

The items in part (C) shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, in the event of adequacy of profits for any financial year during the tenure of Dr. Huzaifa Khorakiwala, Executive Director, consent of the Members be and is hereby accorded to pay remuneration to him as under:

- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or Whole-time Director, then 10% of the net profits of the Company for all of them taken together, as laid down under sections 197 and 198 of the Companies Act, 2013.
- Remuneration shall consist of any and/or all of the following:
 - a) Monthly salary, as may be decided by the Board;
 - b) Commission;
 - c) Perquisites / Allowances
- Other benefits, perquisites and allowances (viz. Housing, Furnishing & repairs, Security Services, Utility Allowances like gas, electricity, water, Car & Driver, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, Club Membership, Telephone etc.).

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and/or guidelines for managerial remuneration issued by Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board be and is hereby authorised to vary and alter the terms and conditions of the said appointment for increase or vary the remuneration to be paid and provided from time to time to Dr. Huzaifa Khorakiwala, Executive Director.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof."

3. Revision in remuneration of Dr. Murtaza Khorakiwala, Managing Director

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to pay remuneration to Dr. Murtaza Khorakiwala, Managing Director (DIN: 00102650), on such terms and conditions, in case of absence of profits or if the Company has inadequate profits, for a period commencing from 31st March, 2017 to 30th March, 2019 as stated below:-

(A) Basic Salary:

₹ 14,00,000/- (Rupees Fourteen Lakh Only) per month

(B) Perquisites / Allowances:

Other benefits, perquisites and allowances (viz. Housing, Furnishing & repairs, Security Services, Utility Allowances like gas, electricity, water, Car & Driver, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, Club Membership, Telephone etc.).

The amount of such perquisites and allowances shall be as per Company's policy and rules. However, the total amount of such Basic Salary; and perquisites & allowances shall not exceed in aggregate of ₹ 2,40,00,000/- (Rupees Two Crore and Forty Lacs Only) per annum.

- (C) Contribution to Provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.

The items in part (C) shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, in the event of adequacy of profits for any financial year during the tenure of Dr. Murtaza Khorakiwala, Managing Director, consent of the Members be and is hereby accorded to pay remuneration to him as under:

- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or Whole-time Director, then 10% of the net profits of the Company for all of them taken together, as laid down under sections 197 and 198 of the Companies Act, 2013.
- Remuneration shall consist of any and/or all of the following:
 - a) Monthly salary, as may be decided by the Board;
 - b) Commission;
 - c) Perquisites / Allowances
- Other benefits, perquisites and allowances (viz. Housing, Furnishing & repairs, Security Services, Utility Allowances like gas, electricity, water, Car & Driver, Insurance, Leave Travel Concession for self and family, Medical Reimbursement, Club Membership, Telephone etc.).

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and the rules, circulars, orders and notifications issued thereunder including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and/or guidelines for managerial remuneration issued by Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board be and is hereby authorised to vary and alter the terms and conditions of the said appointment for increase or vary the remuneration to be paid and provided from time to time to Dr. Murtaza Khorakiwala, Managing Director.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof."

By **Order of the Board of Directors**

Narendra Singh
Company Secretary

Place: Mumbai

Date: 10th November, 2016

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') is annexed hereunder and forms part of the Notice.
2. The Notice is being sent to all the members whose names appear in the Register of Members/Beneficiary Position maintained by the Depositories as on Friday, 2nd December, 2016.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, 2nd December, 2016.
4. Members who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, have been sent Notice of Postal Ballot by email; and to others through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed envelope.
5. Pursuant to provisions of Secretarial Standard-2, Schedule V to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], as applicable, the details of Directors whose terms of remuneration are being varied are provided separately in the Notice.

6. **Voting through electronic means**

In compliance with the provisions of Section 110 of the Act read with Rules 20 and 22 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 through Postal Ballot 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 through physical Postal Ballot Form ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) has been appointed as Scrutinizer to scrutinize the remote e-voting process and conduct the postal ballot 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 remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided.

Members are requested to cast their vote only through one mode (e-voting or physical Postal Ballot Form). In case members cast their votes through both the modes, the votes cast through e-voting shall prevail and the votes cast through physical Postal Ballot Form shall be considered as invalid.

The voting period begins on **Wednesday, 14th December, 2016 at 9.00 a.m.** (IST) and ends on **Thursday, 12th January, 2017 at 5.00 p.m.** (IST). 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 2nd December, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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 e-mail and open PDF file viz. "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;
 - (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 as initial password/PIN noted in step (i) above. 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 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;
 - (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 bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- (b) In case a Member receives physical copy of Postal Ballot Form [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

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 website www.evoting.nsd.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;

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).

7. Members desiring to exercise vote by physical Postal Ballot are requested to read the instructions printed on the Postal Ballot Form carefully.
8. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.
9. 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.
10. The Scrutinizer will submit his report after the completion of scrutiny of the Postal Ballot Forms including e-voting. The results of the Postal Ballot will be announced at the Global Headquarters, Mumbai by the Chairman or any other Director authorised by him on or before **Saturday, 14th January, 2017 by 5.00 p.m.** 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 NSDL and 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. 1

The term of office of Five (5) years of Dr. H. F. Khorakiwala as Executive Chairman will be ending on 29th February, 2020. The shareholders of the Company had also accorded their approval for payment of remuneration to him upto 28th February, 2018 through Postal Ballot on 24th March, 2015.

The Ministry of Corporate Affairs vide its Notification dated 12th September, 2016 brought changes in the provisions under Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by increasing the limits of yearly remuneration basis effective capital as under:

- The companies having effective capital of ₹ 250 crore and above can pay remuneration upto ₹ 1.20 crore per annum plus 0.01% of the effective capital in excess of ₹ 250 crore.
- This limit, specified above, shall be doubled if the special resolution is passed in the matter.

Keeping in view of the above and as the approval of the shareholders for payment of remuneration to Dr. H. F. Khorakiwala is valid upto 28th February, 2018; and approval of payment of remuneration of Dr. Huzaifa Khorakiwala, Executive Director and Dr. Murtaza Khorakiwala, Managing Director is valid up to 30th March, 2017, it is decided to seek approval of the shareholders through postal ballot for payment of remuneration to all the managerial personnel together.

It is proposed to seek approval in terms of the Companies Act, 2013 for payment of remuneration to Dr. H. F. Khorakiwala for the remaining period of his tenure commencing from 1st April, 2017.

Particulars of details of Dr. H. F. Khorakiwala, Executive Chairman, pursuant to the information as required under Schedule V of the Companies Act, 2013 including Secretarial Standard - 2 and SEBI (LODR) Regulations, 2015, as applicable, are stated in *Annexure* [Point I, II(A), III and IV] to the Notice.

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th November, 2016 approved the remuneration as stated in Item No.1 of the Notice. Further, the Board of Directors recommends the resolution stated in the said item for the approval of members of the Company by way of Special Resolution.

Except Dr. H. F. Khorakiwala, Dr. Huzaifa Khorakiwala & Dr. Murtaza Khorakiwala and their relatives, 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. 2

The term of office of Five (5) years of Dr. Huzaifa Khorakiwala, Executive Director, will be ending on 30th March, 2019. The shareholders of the Company had also approved remuneration of Dr. Huzaifa Khorakiwala at the Annual General Meeting of the Company held on 15th September, 2014 for a period of three years commencing from 31st March, 2014 subject to the approval of Central Government. Subsequently, the Central Government accorded its approval to pay ₹ 1.32 crore per annum to him up to 30th March, 2017.

The Ministry of Corporate Affairs vide its Notification dated 12th September, 2016 brought changes in the provisions under Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by increasing the limits of yearly remuneration basis effective capital as under:

- The companies having effective capital of ₹ 250 crore and above can pay remuneration upto ₹ 1.20 crore per annum plus 0.01% of the effective capital in excess of ₹ 250 crore.
- This limit, specified above, shall be doubled if the special resolution is passed in the matter.

As the existing approval for payment of remuneration to Dr. Huzaifa Khorakiwala is valid upto 30th March, 2017, it is proposed to seek the approval of the shareholders by way of Special Resolution for payment of remuneration to him through Postal ballot for the remaining period of his tenure commencing from 31st March, 2017.

Particulars of details of Dr. Huzaifa Khorakiwala, Executive Director, pursuant to the information as required under Schedule V of the Companies Act, 2013 including Secretarial Standard - 2 and SEBI (LODR) Regulations, 2015, as applicable, are stated in *Annexure* [Point I, II(B), III and IV] to the Notice.

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th November, 2016 approved the remuneration as stated in Item No. 2 of the Notice. Further, the Board of Directors recommends the resolution stated in the said item for the approval of members of the Company by way of Special Resolution.

Except Dr. Huzaifa Khorakiwala, Dr. H. F. Khorakiwala & Dr. Murtaza Khorakiwala and their relatives, 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. 3

The term of office of Five (5) years of Dr. Murtaza Khorakiwala, Managing Director, will be ending on 30th March, 2019. The shareholders of the Company had also approved remuneration of Dr. Murtaza Khorakiwala at the Annual General Meeting of the Company held on 15th September, 2014 for a period of three years commencing from 31st March, 2014 subject to the approval of Central Government. Subsequently, the Central Government accorded its approval to pay ₹ 1.32 crore per annum to him up to 30th March, 2017.

The Ministry of Corporate Affairs vide its Notification dated 12th September, 2016 brought changes in the provisions under Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by increasing the limits of yearly remuneration basis effective capital as under:

- The companies having effective capital of ₹ 250 crore and above can pay remuneration upto ₹ 1.20 crore per annum plus 0.01% of the effective capital in excess of ₹ 250 crore.
- This limit, specified above, shall be doubled if the special resolution is passed in the matter.

As the existing approval for payment of remuneration to Dr. Murtaza Khorakiwala is valid upto 30th March, 2017, it is proposed to seek the approval of the shareholders by way of Special Resolution for payment of remuneration to him through Postal ballot for the remaining period of his tenure commencing from 31st March, 2017.

Particulars of details of Dr. Murtaza Khorakiwala, Managing Director, pursuant to the information as required under Schedule V of the Companies Act, 2013 including Secretarial Standard - 2 and SEBI (LODR) Regulations, 2015, as applicable, are stated in *Annexure* [Point I, II(C), III and IV] to the Notice.

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th November, 2016 approved the remuneration as stated in Item No. 3 of the Notice. Further, the Board of Directors recommends the resolution stated in the said Item for the approval of members of the Company by way of Special Resolution.

Except Dr. Murtaza Khorakiwala, Dr. H. F. Khorakiwala & Dr. Huzaifa Khorakiwala and their relatives, 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: 10th November, 2016

Enclosures:

1. Postal Ballot Form
2. Postage pre-paid self-addressed envelope

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECT OF ITEM NOS. 1 TO 3 OF THE NOTICE

I. GENERAL INFORMATION:

(1) Nature of Industry:

Wockhardt is a Global Pharmaceutical Company employing over 10,000 people and 27 nationalities with presence in USA, UK, Ireland, Mexico, Russia and many other countries. It has manufacturing and research facilities in India, USA & UK and a manufacturing facility in Ireland. Wockhardt has a significant presence in USA, Europe and India, with 61% of its global revenues coming from international businesses. Wockhardt is home to 850 scientists, of whom 100 are doctorates. Wockhardt is the only Company in the world where USFDA has given QIDP Status (Qualified Infectious Diseases Programme) for 5 of its Anti-bacterial discovery programmes – 2 of them are Gram Negative and 3 Gram Positive. Wockhardt's entire Anti-infective portfolio particularly addresses the specific bacterial organism where resistances are high and breakthrough antibiotics are needed.

(2) Date or expected date of commencement of commercial production:

The Company started its commercial production in the year 1999.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(4) Financial performance based on given indicators:

₹ in crore

Particulars	Financial Year Ended					
	31.03.2016		31.03.2015		31.03.2014	
	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Total Income	4,558	2,281	4,548	2,352	4,869	2,125
Profit before Depreciation, Finance Cost, Exchange fluctuation and Exceptional Items	615	191	894	490	1,018	385
Net Profit /Profit after Tax	326	33	405	332	841	199

(5) Foreign investments or collaborations, if any:

The Company does not have any foreign investment or collaborations except the direct investments in three overseas subsidiaries as under:

Sr. No.	Name of the Company	₹ in crore
1.	Wockhardt Bio AG	209.62
2.	Wockhardt Europe Limited	8.38
3.	Wockhardt UK Holdings Limited	75.27

Further, the Company has a total 30 overseas Subsidiaries.

II. INFORMATION ABOUT THE APPOINTEE:

(A) Dr. H. F. Khorakiwala, Executive Chairman

(1) Background details

Dr. H. F. Khorakiwala, aged 74 years, founded Wockhardt in 1967. Today, the Wockhardt Group is India's leading research-based global healthcare enterprise with relevance in the fields of Pharmaceuticals, Biotechnology, Active Pharmaceutical Ingredients (APIs) and Super Speciality Hospitals. An alumnus of Purdue University and Harvard Business School, he is the only non-American in the 125-year history of Purdue University to be awarded an Honorary Doctorate, the highest award that they bestow.

A member of the World Economic Forum, Dr. Khorakiwala has held many senior positions as industry representative, and has been lauded and awarded by various institutions and organisations. As a former president of FICCI (Federation of Indian Chambers of Commerce & Industry), he has met and shared India's business and economic dynamics with many Presidents, Prime Ministers and Heads-of-State.

He is currently the Chairman of the Board of Governors at the Centre for Organisation Development in Hyderabad, a non-profit, scientific and industrial research organization and a recognized doctoral research centre. He is also the Chancellor of Jamia Hamdard University, New Delhi, which has emerged as an outstanding institution of higher learning with distinct and focused academic programmes.

As on the date of Notice, Dr. H. F. Khorakiwala holds directorship in other Companies viz. Wockhardt Hospitals Limited, Dartmour Holdings Private Limited, Khorakiwala Holdings and Investments Private Limited, Palampur Holdings and Investments Private Limited, Genista Trading and Services Private Limited, Kendo Advisory Services Private Limited, Sinope Advisory Services Private Limited, Impala Advisory Services Private Limited, Step Forward Advisory Services Private Limited, Callirhoe Trustee Company Private Limited, Themisto Trustee Company Private Limited, Ananke Trustee Company Private Limited, Pasithee Trustee Company Private Limited, Megaclite Trading Private Limited and Wockhardt Bio AG. Further, he is also the Member of Governing Council of Khorakiwala Foundation and Dr. Habil Khorakiwala Education and Health Foundation.

During the financial year under review, up to the date of Notice, three Board Meetings were held, all of which were attended by him. He is a member of Nomination and Remuneration Committee and ESOS Compensation Committee and holds chairmanship in Corporate Social Responsibility Committee, Credit Facilities Committee and Share Allotment Committee of the Company.

Further, he is also a member of Nomination and Remuneration Committee and Share Allotment Committee of Wockhardt Hospitals Limited; and also holds Chairmanship in Audit Committee and Corporate Social Responsibility Committee of Khorakiwala Holdings and Investments Private Limited.

He is not related to any Director and Key Managerial Personnel of the Company except Dr. Huzaifa Khorakiwala and Dr. Murtaza Khorakiwala.

As on the date of Notice, he holds 4,42,785 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.

(2) Past Remuneration

The total remuneration of Dr. H. F. Khorakiwala for the financial year ended 31st March, 2016 was ₹ 1.32 crore comprising of salary and perquisites.

(3) Recognition or awards

Dr. H. F. Khorakiwala has received many prestigious awards for his contribution to Indian business and industry, few amongst them are:

- Corporate Excellence Award conferred by Dr. Babasaheb Ambedkar Marathwada University in October, 2015;
- In March 2010, Purdue University further honoured him with their highest award they offer, the Honorary Doctorate for distinguished service to the University and great achievements in career and life;

He is the only non-American in the 125 year history of the University to be awarded by a Honorary Doctorate by the Pharmacy School;

- Awarded with Frost & Sullivan 'Lifetime Achievement Award';
- Ernst & Young Entrepreneur of the Year Award 2004 in Healthcare & Lifesciences;
- Award of Excellence as Top CEO by IMM, in 2008;
- The Lifetime Achievement Award of the Pharma Excellence Awards 2006 – an Express Pharma initiative of the Indian Express Group of Newspapers;
- The UK Trade & Investment at the India Business Awards 2008 named him the 'Entrepreneur of the Year'. This award was presented for his outstanding contribution in steering his company through a successful internationalisation programme and for transforming it into a global enterprise. It acknowledges and recognises an Indian who has demonstrated entrepreneurial spirit and business success in the UK.

(4) Job Profile and his suitability

Dr. H. F. Khorakiwala, being an Executive Chairman, provides leadership, strategic vision and direction to the Company business operations. He is steering Wockhardt for over 40 years and has rich and varied experience in the health care sector. He has the experience to handle diverse nature of businesses of the Company and the vision to take the business forward. Considering his qualifications, vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, the remuneration proposed commensurate with his job profile and is justified.

(5) Remuneration proposed

The remuneration proposed to be paid to Dr. H. F. Khorakiwala is provided in Item No. 1 of the Notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Pharmaceuticals Companies of comparable size in the Pharmaceuticals Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 10th November, 2016. The profile of the Chairman, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Dr. H. F. Khorakiwala is promoter of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is father of Dr. Huzaifa Khorakiwala, Executive Director and Dr. Murtaza Khorakiwala, Managing Director of the Company.

(B) Dr. Huzaifa Khorakiwala, Executive Director

(1) Background details

Dr. Huzaifa Khorakiwala, aged 46 years, is a Bachelor of Commerce graduate from Mumbai University. He holds a master's degree in Business Management from Yale University School of Management, USA. He joined Wockhardt in July 1996 and has over the years run various Wockhardt businesses and served in Corporate Administration. He is the Executive Director of the Company since April 2009.

Dr. Huzaifa Khorakiwala devotes a significant part of his time to Wockhardt's Corporate Social Responsibility activities. He serves as CEO of Wockhardt Foundation.

As on the date of Notice, Dr. Huzaifa Khorakiwala does not hold directorship in any of the listed entities other than Wockhardt Limited. Further, he also holds directorship in other Companies viz. Merind Limited, Wockhardt Hospitals Limited, CSR Advisors Private Limited, Peace Cafee Welfare Foundation, OOF Ventures Private Limited, Zappa Jobs & Solutions Private Limited, 7 Peace Values Private Limited, I am Peacekeeper Enterprises Private Limited, Live 24 Communications Private Limited, I am Veg Enterprises Private Limited, Prohealth Catalysts Private Limited and Tohfaa Gifting Private Limited.

During the financial year under review, up to the date of Notice, three Board Meetings were held, of which two Meetings were attended by him. He is a member of Corporate Social Responsibility Committee, Credit Facilities Committee and Share Allotment Committee of the Company.

Dr. Huzaifa Khorakiwala is the Chairman of Corporate Social Responsibility Committee and member of Securities Allotment Committee of Wockhardt Hospitals Limited; and a Member of Corporate Social Responsibility Committee and Stakeholders Relationship Committee of Merind Limited.

He is son of Dr. H. F. Khorakiwala, Executive Chairman and brother of Dr. Murtaza Khorakiwala, Managing Director of the Company.

As on the date of Notice, he holds 216,000 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.

(2) Past Remuneration

The total remuneration of Dr. Huzaifa Khorakiwala, in the capacity of Executive Director for the financial year ended 31st March, 2016 was ₹ 1.32 crore comprising of salary and perquisites.

(3) Recognition or awards

Dr. Huzaifa Khorakiwala is a member of various associations like EO, Rotary Club, WHARF, CII-YI and YBF.

His latest awards include:

- 'Peace Leader of the year 2016' award at the 7th India Leadership Conclave and Indian Affairs Business Leadership Awards in June 2016, for his noteworthy contribution to the Indian social sector;
- Honorary Doctorate from the Indian Virtual University for Peace and Education in May 2016, for his contribution to the society;
- 'Outstanding Leadership Award' Nurturing the Future Foundation, in May 2016, for his incredible work towards the needy and underprivileged of the society;
- CSR Leadership award at the Global CSR Excellence and Leadership awards in February 2016, for his outstanding contribution and devotion for the betterment of the needy.

(4) Job Profile and his suitability

Dr. Huzaifa Khorakiwala as an Executive Director is responsible for overall management of the Company and day-to-day operations of the Company. Apart from overall management, he is responsible mainly for Corporate Administration and Corporate Social Responsibility. He plays an active role in business strategy and business development.

Considering his qualifications, vast experience and knowledge of the business in which company operates, the remuneration proposed commensurate with his job profile and is justified.

(5) Remuneration proposed

The remuneration proposed to be paid to Dr. Huzaifa Khorakiwala is provided in Item No. 2 of the Notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Pharmaceuticals Companies of comparable size in the Pharmaceuticals industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 10th November, 2016. The profile of Dr. Huzaifa Khorakiwala, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Dr. Huzaifa Khorakiwala has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is son of Dr. H. F. Khorakiwala, Executive Chairman and brother of Dr. Murtaza Khorakiwala, Managing Director of the Company.

(C) Dr. Murtaza Khorakiwala, Managing Director

(1) Background details

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 an 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 and Wockhardt Nigeria Limited and a Member of Governing Council of Khorakiwala Foundation.

During the financial year under review, up to the date of Notice, three 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 Chairmanship in Audit Committee and Corporate Social Responsibility Committee of Khorakiwala Holdings and Investments Private Limited; and also holds Chairmanship in Corporate Social Responsibility 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.

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.

(2) Past Remuneration

The total remuneration of Dr. Murtaza Khorakiwala, in the capacity of Managing Director for the financial year ended 31st March, 2016 was ₹ 1.32 crore comprising of salary and perquisites.

(3) Recognition or awards

Dr. Murtaza Khorakiwala is a member of Executive Council of Indian Pharmaceutical Association and FICCI National Biotech Committee. He is also a member of Corporate Governance Council in IMC.

He was the Member of Executive Council (2004-06), Chairman of Marketing & Media (2005-06) of Bombay Management Association.

Received 'CEO with HR orientation' conferred by Asia Best Employer Brand Awards – 2015 held at Singapore.

Received the 'Best Enterprise Award' by the Europe Business Assembly for Wockhardt's outstanding achievements in the Global Pharmaceutical Industry.

(4) Job Profile and his suitability

Dr. Murtaza Khorakiwala as Managing Director is responsible for overall management of the Company and day-to-day operations of the Company.

Dr. Murtaza Khorakiwala joined Wockhardt in 2000 and has worked in various capacities in the Company. He was inducted on the Board in March, 2009. He has worked in Company's subsidiary in the UK and has been fully involved in the operations of the Company. Considering his qualifications, vast experience and deep knowledge of the business in which company operates, the remuneration proposed commensurate with his job profile and is justified.

(5) Remuneration proposed

The remuneration proposed to be paid to Dr. Murtaza Khorakiwala is provided in Item No. 3 of the Notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Pharmaceuticals Companies of comparable size in the Pharmaceuticals industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 10th November, 2016. The profile of Dr. Murtaza Khorakiwala, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Dr. Murtaza Khorakiwala has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is son of Dr. H. F. Khorakiwala, Executive Chairman and brother of Dr. Huzaifa Khorakiwala, Executive Director of the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits

The Company has been consistently registering profits from the Financial Year 2011-2012. The Company registered profit after tax/net profit of ₹ 33 crore on standalone basis and ₹ 326 crore on consolidated basis for the financial year 2015-16. However, due to brought forward losses of past years (2008 to 2011), the adjusted net profits are inadequate as per section 198 of the Companies Act, 2013 for payment of managerial remuneration.

(2) Steps taken or proposed to be taken for improvement

- (i) The Company has completely renewed its production & quality departments.
- (ii) For the domestic business, the Company has made a significant investment in new product introduction and expanding its manpower to cater to these needs and is well positioned to reap the benefits of this opportunity. The Company has been laying great stress on domestic marketing.
- (iii) The company's continuous strategic focus in complex research in Pharma, Biosimilars and NCE for last couple of years has started showing its positive impact on the product pipeline. It is the complex matrix of research encompassing technology intensive generic products for oral, nasal and parenteral administration, New Drug Discovery Program and Biosimilar research that has been playing pivotal role for the company's success and sustainability. Cross functional, highly educated, trained and stable project management team has been the core factor to success. The Company has dedicated a lot of focus, investments and initiatives to ensure that the R&D organization stays at the threshold of latest technological advancements in the areas it operates on.

In pursuit of creating a strong Intellectual Property (IP) base, the Company as on 31st March, 2016, cumulatively filed 2,579 patents and holds 441 patents worldwide.

The Company's New Chemical Entity (NCE) research program continued to get major boost during the financial year 2015-16 with US FDA granting Qualified Infectious Disease Product (QIDP) status to WCK 4282, WCK 5222 and WCK 4873 for its Breakthrough Drug Discovery program in Anti Infectives space. WCK 4282 & WCK 4873 are new class of antibiotic drugs for treatment of Community Acquired Bacterial Pneumonia (CABP). WCK 5222, a new class of antibiotic for gram negative terrain for complicated Urinary Tract Infections & Hospital Acquired Bacterial Pneumonia. Last year, Wockhardt received approval for WCK 771 and WCK 2349 making it the only Company to have five QIDP status globally.

QIDP status is granted to drugs, identified by CDC (Centre for Disease Control, USA), that act against pathogens which have a high degree of unmet need in their treatment. QIDP status provides fast track clinical development and review of the drug application by US FDA for drug approval. The drug is also awarded five-year extension of market exclusivity. QIDP was constituted under Generating Antibiotic Incentives Now (GAIN) Act in 2012 as part of the FDA Safety and Innovation Act to underline the urgency in new antibiotics development.

- (iv) Company's focus on New Drug Discovery Program targeting Antibacterial infections has started yielding promising drug candidates. These drugs are targeting the current and emerging unmet needs in both gram positive and gram negative terrain where the dearth of medicine is substantial across the world. Anti-Infectives are the only class of medicines which has a curative therapeutic outcome and hence the merits of drug candidates in this class are decided based on clinical efficacy against resistant, difficult-to-treat organisms.
- (v) Improving cash flow has been accorded top priority with a drive on collection of dues from customers/ vendors and careful control of cash outflows so as to reduce the borrowings.
- (vi) Control of operating expenses and overheads across the organization is being exercised.
- (vii) The Company has initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies.

(3) Expected increase in productivity and profits in measurable terms.

In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability.

IV. DISCLOSURES

The disclosures on remuneration package of each managerial person and details of all elements of remuneration package, details of fixed components etc. were given in the Corporate Governance Report and Board's Report attached to the Annual Report (2015-16) for the information of the shareholders.