

WOCKHARDT LIMITED

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

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

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



NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting ('AGM') of the members of **WOCKHARDT LIMITED** will be held at The Benchmark, Nakshatrawadi, Paithan Road, Aurangabad – 431 005 on Saturday, 13th August, 2016 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, 2016 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, 2016 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 appoint a Director in place of Dr. Huzaifa Khorakiwala (DIN: 02191870), who retires by rotation and being eligible, offers himself for re-appointment.
4. **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 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

5. **Ratification of remuneration payable to Cost Auditors for the Financial Year 2016-17**

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 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (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, 2017, 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."

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

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

"RESOLVED THAT pursuant to 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)

WOCKHARDT LIMITED

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 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."

7. **Approval to deliver document through a particular mode as may be sought by the member**

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

"RESOLVED THAT pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as 'the Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

RESOLVED THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

RESOLVED FURTHER THAT the Board of Directors 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
FCS 4853

Place : Mumbai
Date : 6th May, 2016

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 6th August, 2016 to 13th August, 2016 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 5, 6 & 7 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 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 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 17th AGM is provided in the Notice.
8. Dividend on Preference Shares, if approved by the Members at the Annual General Meeting, 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 5th August, 2016 or Register of Beneficial Owners at the close of business hours on 5th August, 2016, 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 Listing Regulations') and Secretarial Standard on General Meetings ('SS-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 and no claims shall lie against the Company or the said Fund in respect of the said amount.
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 for the same without any delay.
12. 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.

WOCKHARDT LIMITED

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.
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 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 DP ID & 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 the DP/RTA for receiving all the communications including Annual Reports, Notices, etc.
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 lodgment 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, 2016 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, 2016 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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 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").

Facility of 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.

Mr. Virendra Bhatt, Practising Company Secretary (ACS No. 1157, CP No. 124) has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the venue of AGM 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.

The result shall be declared on or after the AGM. 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.

The voting period begins on **Wednesday, 10th August, 2016 at 9.00 a.m.** (IST) and ends on **Friday, 12th August, 2016 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 6th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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 Participants(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.
 - (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.

WOCKHARDT LIMITED

- (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 remote 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 bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

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 Participant(s) or requesting physical copy] :

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

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN 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).

27. The voting rights of a shareholder shall be in proportion to his share in the paid-up Equity Share Capital of the Company.

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

ITEM NO. 5

Pursuant to the recommendation of Audit Committee, the Board considered and approved at its meeting held on 6th May, 2016, 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, 2017 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. 5 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. 6

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 ('NCDs') on Private Placement basis for an amount not exceeding ₹ 1,200 crore, in one or more tranches.

Pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, in case of an offer or invitation to subscribe for NCDs on private placement, the Company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. This resolution is an enabling resolution and authorises the Board of the Company to offer or give invitations for subscription of non-convertible debentures as may be required by the Company from time to time for a year from the date of passing this resolution. Further the issue of said NCDs is within the limits, as approved by the shareholders, under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013. The Board will decide whether to issue debentures as secured or unsecured.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 6 of the Notice.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 6 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.

ITEM NO. 7

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the company at its Annual General Meeting ('AGM').

Further, listed companies are required to send financial statements:

- (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) by despatch of physical copies through any recognised mode of delivery as specified under section 20 of the Act, in all other cases.

WOCKHARDT LIMITED

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 7 of the Notice relating to serving the documents including financial statements to the members of the Company in a requested mode.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 7 of the Notice for approval by the Members 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
FCS 4853

Place : Mumbai
Date : 6th May, 2016

ANNEXURE

INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SS-2

Profile and other details of Director seeking re-appointment

Dr. Huzaifa Khorakiwala

Dr. Huzaifa Khorakiwala, aged 45 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 the Company 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 devotes a significant part of his time to Wockhardt's corporate social responsibility activities. He serves as a Trustee & CEO of Wockhardt Foundation.

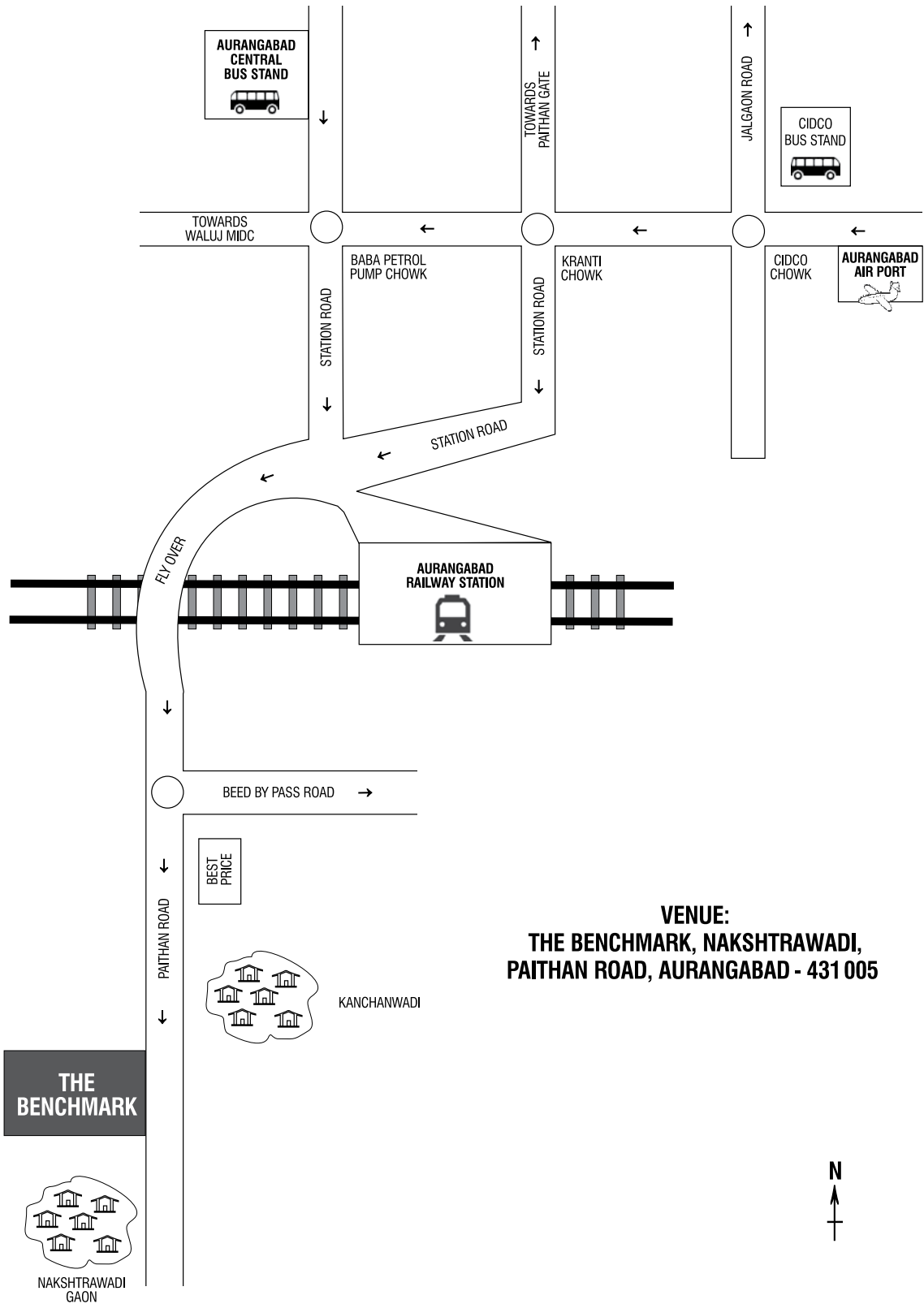
As on the date of Notice, Dr. Huzaifa Khorakiwala does not hold directorship in any of the listed entities other than Wockhardt Limited. Further, he also holds directorship in other Companies viz. Merind Limited, Wockhardt Hospitals Limited, CSR Advisors Private Limited, Peace Cafee Welfare Foundation, 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, ZI Spas and Wellness Private Limited and Tohfaa Gifting Private Limited.

Dr. Huzaifa Khorakiwala is the Chairman of Nomination and Remuneration Committee and member of Securities Allotment Committee of Wockhardt Hospitals Limited; and a Member of Stakeholders Relationship Committee of Merind Limited. As on the date of Notice, he holds 216,000 Equity Shares in the Company.

The details of Board meetings attended by him during the year 2015-16 are provided in the Report on Corporate Governance forming part of the Annual Report 2015-16. Terms and conditions of his re-appointment along with details or remuneration are provided in the Board's Report and Report on Corporate Governance forming part of the Annual Report 2015-16.

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, Chairman of the Company and brother of Dr. Murtaza H. Khorakiwala, Managing Director of the Company.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



INTENTIONALLY KEPT BLANK

WOCKHARDT LIMITED

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

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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 the above named Company, 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 Seventeenth Annual General Meeting of the Company to be held on Saturday, 13th August, 2016 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		
Ordinary Business	For	Against
1. Adoption of: a. the Audited Financial Statement of the Company for the financial year ended 31 st March, 2016 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 31 st March, 2016 and the Report of Auditors thereon		
2. Declaration of dividend on preference shares at the rate of 0.01%		
3. Re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870) as a Director who retires by rotation		
4. Ratification of appointment of Haribhakti & Co, LLP, Chartered Accountants (Firm Registration No. 103523W), as the Statutory Auditors of the Company		

WOCKHARDT LIMITED

Resolutions			
Special Business		For	Against
5.	Ratification of remuneration payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353) as Cost Auditors of the Company for the financial year ending 31 st March, 2017		
6.	Approval for issuance of Non-Convertible Debentures ('NCDs') upto ₹ 1200 crore on private placement basis, in one or more tranches		
7.	Approval to deliver document through a particular mode as may be sought by the member		

Signed on the _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxy holder _____

Affix
required
revenue
stamp

Notes:

1. 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.
2. For Resolutions, Explanatory Statement under Section 102 of the Companies Act, 2013 and Notes, please refer Notice of 17th Annual General Meeting of the Company.