

WOCKHARDT LIMITED

Registered Office: Wockhardt Towers, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051



NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the members of **WOCKHARDT LIMITED** will be held at Y. B. Chavan Auditorium, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai - 400 021 on Monday, September 2, 2013 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, Statement of Profit and Loss for the year ended March 31, 2013 and the Reports of Directors and Auditors thereon.
2. To declare dividend on preference shares at the rate of 0.01%, absorbing a sum of ₹ 298,557/-.
3. To declare dividend on equity shares of the Company for the year ended March 31, 2013.
4. To appoint a Director in place of Mr. Shekhar Datta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Aman Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass, with or without modifications, following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 293 (1) (e) of the Companies Act, 1956 and other applicable provisions if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund and/or to any Non-profit making organizations, society, trust, association, institution, organization, charitable trust whether directly or not directly relating to the business of the Company or welfare of its employees, for taking up any programme or activities of social, charitable, cultural, educational, economic development of people at large and/or to incur any expenditure for any charitable or social cause, upto an amount not exceeding 2% of the net profits of the Company for the year in which the contribution, donation, subscription is made or ₹ 5 crore whichever is higher in any financial year, notwithstanding the fact that the said amount may exceed ₹ 50,000/- or 5% of the Company's average net profits as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately preceding the Financial year in which the contribution, donation, subscription is made;

RESOLVED FURTHER THAT the contribution, donation, subscription made during any financial year be and is hereby ratified and the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, expedient to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD

V. R. KHETAN
Company Secretary

Place : Mumbai
Date : May 27, 2013

Registered Office:
Wockhardt Towers,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A 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.
2. The register of members (preference and equity) and share transfer register (preference and equity) will be closed from August 24, 2013 to September 2, 2013 (both days inclusive) for the purpose of declaration of preference and equity dividend.

WOCKHARDT LIMITED

3. Dividend (preference and equity), if approved by the members at the Annual General Meeting, will be paid on or before October 1, 2013 to the preference shareholders and members whose names appears on the Register of Preference Shareholders/ Members or Register of Beneficial Owners at the close of business hours on August 23, 2013, as per details furnished by the Depositories for this purpose.
4. The details of Directors seeking re-appointment under Item Nos. 4 and 5 pursuant to Clause 49 of the Listing Agreement is annexed to the Notice.
5. The copies of the documents referred to in the Notice are available for inspection at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 2.00 p.m. and 4.00 p.m.
6. In terms of Sections 205A and 205C of the Companies Act, 1956, 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 the dividend for the Financial Year 2004 have been transferred to IEPF and no claims shall lie against the Company or the said Fund in respect of the said amount. Members who have not encashed their dividend warrants for the year 2005, 2006, 2007 (interim) and 2007 (final) are requested to contact the Company for issue of Demand draft for the same.
7. Section 109A of the Companies Act, 1956 provides for Nomination by Individuals, who are shareholders of the Company in the prescribed Form Number 2(B). Members who holds shares in the physical form can nominate a person in respect of all the shares held by them by filling the prescribed form. Blank form will be supplied by the Registrar and Share Transfer Agents, Link Intime India Private Limited on request. Members holding shares in dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days before the date of the meeting, so that the information required by the members can be made available at the meeting.
9. Members are requested to:
 - (a) notify immediately any change in their registered address to the Depository Participant with whom they maintain the demat account for shares held in electronic mode and to the Company's Registrars and Transfer Agent for shares held in physical mode.
 - (b) Quote ledger Folio No./DP ID and Client ID numbers in all their correspondence.
 - (c) Bring with them at the meeting their copy of Annual report and attendance slip.
10. Members, who hold shares in electronic form, are requested to bring their DP and Client ID numbers at the meeting for easier identification.
11. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
12. Trading in the shares of the Company are compulsorily in dematerialized form for all investors. There are various advantages in keeping shares in dematerialized mode like no stamp duty, no/lesser risk of delivery, loss in transit, immediate transfer etc. Hence, all the shareholders who are holding shares in physical form are requested to get the same dematerialized.
13. It is observed that some members have still not surrendered their old share certificates of equity shares of face value ₹ 10/- each for exchange with the new share certificates of equity shares of face value ₹ 5/- each. Such members are requested to immediately surrender their original old share certificates of ₹ 10/- each to the Company or its Registrar and Transfer Agents for doing the needful.
14. Members holding shares under different folios in the same names are requested to apply for consolidation of folios and send relevant Share Certificates to the Company's Registrar and Transfer Agents for Consolidation.
15. 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 at the time of lodgement of transfer of share is now mandatory.

BY ORDER OF THE BOARD

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NO. 7 OF THE NOTICE

In order to undertake activities relating to the Socio-economic development, upliftment and welfare of public/people at large by rendering social and economic responsibility and with a view to conduct business that achieves a balance or integration of economic, environmental and social imperatives, it is proposed to take steps and actions towards Corporate Social Responsibility (CSR) by contributing, donating, providing assistance from time to time to any charitable, public, social, benevolent or general fund and/or to any Non-profit making organizations, society, trust, association, institution, organization, charitable trust directly or not directly relating to the business of the Company or welfare of its employees.

The Company has been contributing certain amounts towards charitable or other funds. However, it is now proposed to raise the contribution towards charitable and philanthropic objects.

It is therefore proposed to obtain approval of members of the Company authorising Board of Directors to contribute to any charitable, public, social, benevolent or general fund and/or to any Non-profit making organizations, society, trust, association, institution, organization, charitable trust whether directly or not directly relating to the business of the Company or welfare of its employees, for taking up any programme or activities of social, charitable, cultural, educational, economic development of people at large and/or to incur any expenditure for any charitable or social cause upto an amount not exceeding 2% of the net profits of the Company for the year in which the contribution, donation, subscription is made or ₹ 5 crore whichever is higher notwithstanding the fact that the said amount may exceed ₹ 50,000/- or 5% of the Company's average net profits as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately preceding the Financial year in which the contribution, donation, subscription is made.

Pursuant to the provisions of Section 293 (1) (e) of the Companies Act, 1956, approval of members is required for contribution to any charitable and other funds not directly relating to the business of the Company or welfare of its employees where the proposed contribution in any financial year exceeds ₹ 50,000/- or 5% of the Company's average net profits as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately preceding the Financial year in which the contribution, donation, subscription is made, whichever is greater.

The Board of Directors therefore recommends the resolution as set out in Item No. 7 of the Notice for approval of members of the Company.

None of the Directors of the Company are concerned or interested in the said Resolution except to the extent they are directors or trustees or founders of any institution, trust, society, association or fund to which donations, subscriptions, contributions, assistance will be given.

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IMPORTANT COMMUNICATION FOR SHAREHOLDERS

Ministry of Corporate Affairs announced "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies. The shareholders can receive various documents including Annual Report of companies through electronic mode. The members who have not availed this facility are requested to register their email ids. Shareholders holding shares in physical form can send email at **wockhardtgogreen@linkintime.co.in** to register their email address for receiving the above documents by email. Members holding shares in electronic mode are requested to register their email ids with their Depository Participant only. The Annual Report and other documents will also be available on the Company's website **www.wockhardt.com**. The Company will be sending printed copy of Annual Report and other documents to all shareholders whose email address is not available with the Company. You may, at anytime, request for a printed copy of the Annual Report and other documents from the Company inspite of having registered the email id.

WOCKHARDT LIMITED

INFORMATION PURSUANT TO CLAUSE 49(G)(i) OF THE LISTING AGREEMENT

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

Mr. Shekhar Datta

Mr. Shekhar Datta is a Director of the Company since February 25, 2000. He is a Graduate in Mechanical Engineering from London. Mr. Shekhar Datta has held directorships in reputed companies like Greaves Cotton Limited, Industrial Development Bank of India Ltd., Business Consultant to a number of Indian companies and former member of International Business Advisory Council of UNIDO. Mr. Shekhar Datta has been President of Confederation of Indian Industry (CII), Bombay Chamber of Commerce & Industry and Indo-Italian Chamber of Commerce & Industry.

As on the date of notice, he is on the boards of Triveni Engineering and Industries Limited and Triveni Turbine Limited and does not hold any committee positions. He holds 1,600 shares in the Company.

Mr. Aman Mehta

Mr. Aman Mehta is a Director of the Company since February 12, 2004. He has graduated with Honours degree in Economics from University of Delhi in 1967 and has since participated in numerous management programmes. He has over 35 years of experience in various positions with the HSBC Group and has headed HSBC operations in Middle East, America, Australia and Asia Pacific.

Mr. Aman Mehta is on the boards of PCCW Ltd., Hongkong, Tata Consultancy Services Limited, Vedanta Resources Plc, UK, Godrej Consumer Products Limited, Cairn India Limited, Max India Limited and Jet Airways (India) Limited. He is a Chairman of Audit Committee of Tata Consultancy Services Limited, Vedanta Resources Plc, UK, Cairn India Limited and Jet Airways (India) Limited and Member of Audit Committee of PCCW Limited, Hongkong.

He does not hold any equity shares in the Company.

JOY OF PERFORMING

TEAM WOCKHARDT



JOY OF PERFORMING

TEAM WOCKHARDT

At Wockhardt, the joy of performing is not fleeting but enduring. It is the permanent state of mind of all our people worldwide that comprise Team Wockhardt.

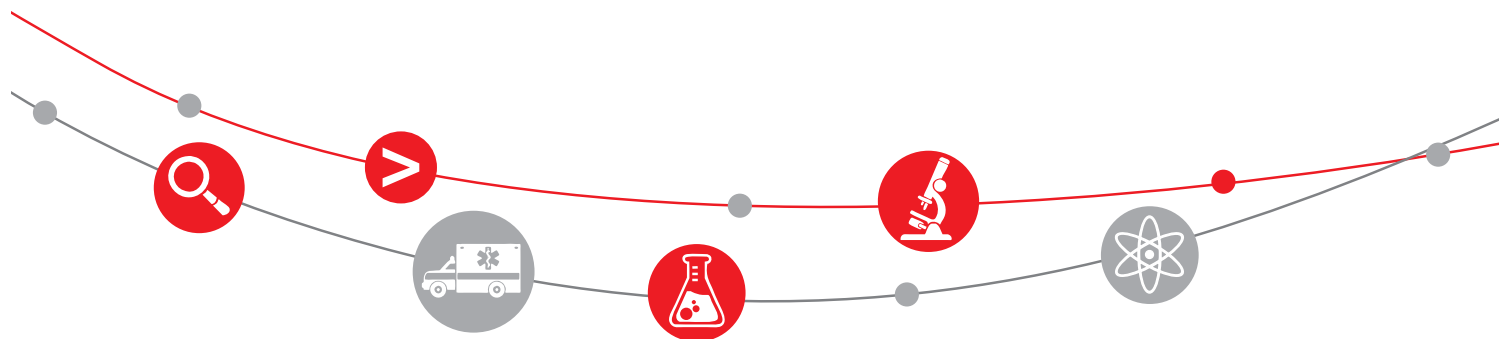
And while we revel in our transformation, rest assured that we aren't resting on our laurels. As the pages turn, you will see how the transformation continues.

Wockhardt's all pervasive work ethic is distilled from a philosophy of innovation, empowerment, transparency and accountability. It ensures that every member of Team Wockhardt worldwide shares

a common vision for growth and mission to achieve excellence.

Happily enough, the joy of performing is infectious and we believe it will positively impact every stakeholder of Wockhardt. It will bring us closer to the ideal of creating a joyous community on the path of growth, development and contentment.

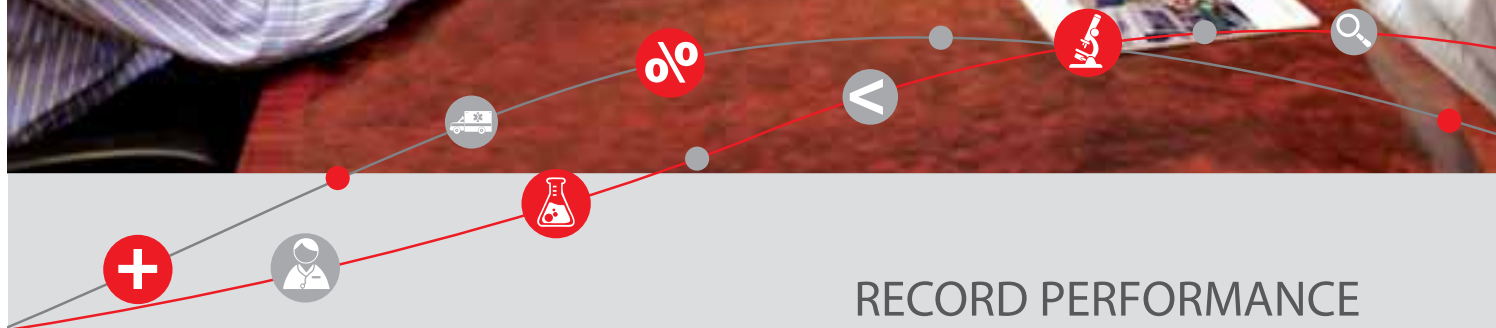
We would like to share Wockhardt's joy of performing with you. And like happiness, see it multiply.



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RECORD PERFORMANCE

SALES

US\$ 1.03 billion
₹ 5,610 crore

OPERATING PROFIT (EBITDA)

US\$ 384 million
₹ 2,091 crore

SALES GROWTH

29%

PROFIT AFTER TAX

US\$ 293 million
₹ 1,594 crore

EBITDA MARGIN

37.3%

WOCKHARDT'S TRANSFORMATION CONTINUES...



CHAIRMAN'S STATEMENT

“ Wockhardt is today amongst the top three Indian pharmaceutical companies in profits and profitability. ”

My dear shareowners

At Wockhardt, the joy of performing is here to stay. It has been imbibed into our work ethic and is shared enthusiastically by worldwide members of Team Wockhardt. And it is this joy of performing that is ensuring that Wockhardt's transformation continues. It will continue to propel growth, push sales and drive innovation. It will constantly ensure quality, raise standards and set benchmarks. It will carry on seeking expansion, exploring new markets and adding value. At Wockhardt, the joy of performing is here for good.

See how Wockhardt's transformation continues

For the year under review, we have posted the highest ever growth in sales and profits. Wockhardt is today amongst the top three Indian pharmaceutical companies in profits and profitability. And the figures speak for themselves. We have crossed USD 1 billion in sales for the financial year 2012-13. We've registered a 365% growth in Profit after Tax at ₹ 1594 crore; a 52% growth in Operating Profit at ₹ 2091 crore; a 29% growth in Revenues at ₹ 5610 crore; and an Operating Profit

Margin of 37.3% - one of the highest in the industry. A more definitive testimonial to the joy of performing would be impossible. I concur with management gurus C K Prahalad and Gary Hamel in the Harvard Business Review that, "An organisation's capacity to improve existing skills and learn new ones is the most defensible competitive advantage of all." It is our mantra to sustain future growth at Wockhardt.

Wockhardt's global transformation

The joy of performing has truly transformed Wockhardt into a global

player. Our International Business contributed a whopping 83% of the Total Revenues in FY 2012-13, with the US accounting for 52%, EU accounting for 24%, and other global markets accounting for 7%, while the India business accounted for 17%. The growth in the US market was mainly driven by a series of niche products including 2 First-to-File products launched during the year under review. Today, Wockhardt has 18 products at No. 1 position and 17 products at No. 2 position in the US market.

Value transformation through R&D
Hungarian physiologist and Nobel laureate Albert Szent-Györgyi who

discovered Vitamin C, rightly said, "Research is to see what everybody else has seen, and to think what nobody else has thought." At Wockhardt, we've always believed that research is the key to unlock and deliver true value to all stakeholders. And we've backed up that belief by investing substantially towards Research & Development, both in terms of talent as well as technology. This year, we raised the ante significantly. With R&D at 6.7% of sales amounting to ₹ 376 crore, we maintain one of the best investments in the industry towards our R&D programs. And we're beaming with the joy of performing. During the year, we filed 162 patents and were awarded 52 patents. This takes our cumulative patent filings to 1,733 and cumulative patents granted to 206. Not surprisingly, Wockhardt has won the Government of India-

Pharmexcil Award for the highest number of patents granted, for the fourth consecutive year. We also filed 20 new product applications with USFDA in FY 2012-13 and received approvals for 12 products, taking the total product approvals to 130. As of March 2013, cumulative products pending approval with USFDA number 46. During the year, we launched 13 new products in UK, 25 products in Ireland, and 21 products in India and Emerging Markets. Research will continue to be our focus and core to our business strategy for sustainability.

words of the Dalai Lama at the Wockhardt Foundation's Thought Leadership Conclave, "Happiness is not something readymade. It comes from your own actions." Wockhardt's joy of performing extends to spreading that joy to communities around us.

Team Wockhardt's cultural transformation

Legendary golfer Arnold Palmer's take on performance, sums up the mindset of Team Wockhardt crisply and perfectly. "Concentration, Confidence, Competitive urge, Capacity

for enjoyment."

This joy of performing is reflected on a daily basis by Team Wockhardt globally. It shines through in their attitude, their enthusiasm, their self-esteem and pride of belonging. It comes across in their actions, their commitment and their determination to excel.

In summation, we have had a great year. The course for the future is set. Our reasons for optimism abound. And our resolve to continue this transformation, steely. You can assuredly look forward to a Wockhardt that will continue to revel in the joy of performing.

Dr. Habil Khorakiwala,
Founder Chairman & Group CEO



JOY OF PERFORMING

TEAM WOCKHARDT

