

## WOCKHARDT LIMITED

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

**Global Headquarters:** Wockhardt Towers, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051

**CIN:** L24230MH1999PLC120720

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

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## NOTICE

Notice is hereby given that the Twenty-Fourth Annual General Meeting ('AGM') of the Members of **WOCKHARDT LIMITED** will be held on **Monday, August 14, 2023 at 03.30 PM (IST)**, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements:

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2023 together with the Report of the Auditors thereon.

#### 2. Appointment of Director retiring by rotation:

To appoint a Director in place of Ms. Zahabiya Khorakiwala (DIN: 00102689), who retires from office by rotation and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2023-24

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 3,35,000/- (Rupees Three Lakh Thirty Five Thousands Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353), appointed by the Board of Directors of the Company as Cost Auditors for conducting Cost Audit of the Company for the financial year ending on March 31, 2024, be and is hereby ratified and confirmed;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly constituted Committee thereof) 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."

#### 4. Appointment of Ms. Amelia Fernandes as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and other applicable Rules made pursuant to the Act read with Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof) and any other Law, Rules or Regulations for the time being in force, if applicable, Ms. Amelia Fernandes (DIN: 08821072), who was appointed as an Additional Director (Independent) in the meeting of the Board of Directors of the Company held on July 18, 2023, pursuant to the recommendation of the Nomination & Remuneration Committee, and who holds office as such upto the date of this Annual General Meeting and has submitted a declaration stating she meets the criteria for independence as prescribed under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations, and being eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years upto July 17, 2028.

**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to the Board of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**5. Approval for re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870) as an Executive Director and Fixation of Remuneration**

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 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, and subject to such other requisite approvals as may be necessary, consent of the Members be and is hereby accorded to re-appoint Dr. Huzaifa Khorakiwala (DIN: 02191870) as an Executive Director of the Company, for a further period of 5 (five) years from the date of expiry of his present term of office, that is, with effect from March 31, 2024;

**RESOLVED FURTHER THAT** Dr. Huzaifa Khorakiwala, Executive Director, shall be eligible for the following remuneration during the first two years of his tenure, i.e. from March 31, 2024 to March 30, 2026:

(A) Basic Salary:

₹ 17,00,000 (Rupees Seventeen Lakh only) per month.

(B) Perquisites & Allowances:

Other benefits, perquisites & 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 & 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 the amount of ₹ 2,80,00,000/- (Rupees Two Crore Eighty Lakh 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 & allowances aforesaid.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of Profit during the first two years of his tenure, i.e. between March 31, 2024 to March 30, 2026, Dr. Huzaifa Khorakiwala, Executive Director, may be paid the above remuneration as the minimum remuneration.

**RESOLVED FURTHER THAT** the notice period of Dr. Huzaifa Khorakiwala as Executive Director, shall be governed by the Service Rules of the Company.

**RESOLVED FURTHER THAT** notwithstanding the above, the term of office of Dr. Huzaifa Khorakiwala as a Director shall be liable to determination by way of retirement of Directors by rotation;

**RESOLVED FURTHER THAT** subject to the provisions of the Act and the Rules, Circulars, Orders and Notifications issued thereunder read with Schedule V of the Act and/or Guidelines for Managerial Remuneration issued by Government of India or other Appropriate Authority in this behalf, and for the time being in force, and subject to recommendation by Nomination and Remuneration Committee, the Board be and is hereby authorised to vary and alter the terms and conditions of the said re-appointment including by way of increase or variation in the items forming part of the remuneration to be paid and provided from time to time to Dr. Huzaifa Khorakiwala, Executive Director within the limits specified under Sections 197 and 198 read with Schedule V of the Companies Act, 2013 and any other applicable provisions, if any;

**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 to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officers of the Company”.

**6. Approval for re-appointment of Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director and Fixation of Remuneration**

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 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and pursuant to recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to re-appoint Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from March 31, 2024.

**RESOLVED FURTHER THAT** Dr. Murtaza Khorakiwala, Managing Director, shall be eligible for the following remuneration during the first two years of his tenure, i.e. from March 31, 2024 to March 30, 2026:

(A) Basic Salary:

₹ 17,00,000 (Rupees Seventeen Lakh only) per month.

(B) Perquisites & Allowances:

Other benefits, perquisites & 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 & allowances shall be as per Company’s Policies 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 Lakh 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 & allowances aforesaid.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of Profit during the first two years of his tenure, i.e. between March 31, 2024 to March 30, 2026, Dr. Murtaza Khorakiwala, Managing Director, may be paid the above remuneration as the minimum remuneration.

**RESOLVED FURTHER THAT** the notice period of Dr. Murtaza Khorakiwala as Managing Director, shall be governed by the service rules of the Company.

**RESOLVED FURTHER THAT** notwithstanding the above, the term of office of Dr. Murtaza Khorakiwala as a Director shall be liable to determination by way of retirement of Directors by rotation.

**RESOLVED FURTHER THAT** subject to the provisions of the Act and the Rules, Circulars, Orders and Notifications issued thereunder read with Schedule V of the Act and/or Guidelines for Managerial Remuneration issued by Government of India or other Appropriate Authority in this behalf, and for the time being in force and subject to recommendation by Nomination and Remuneration Committee, the Board be and is hereby authorised to vary and alter the terms and conditions of the said re-appointment including by way of increase or variation in the items forming part of the remuneration to be paid and provided from time to time to Dr. Murtaza Khorakiwala, Managing Director within the limits specified under sections 197 and 198 read with Schedule V of the Companies Act, 2013 and any other applicable provisions, if any.

**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 as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officers of the Company”.

**7. Approval of Material Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), Section 180(1)(c), 180(1)(a) and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, the approval of the Members of the Company be and is hereby accorded to the Company to avail secured/ unsecured short term/ long term funding facilities by way of loans, credit facilities, debt instruments or in any other form, from Khorakiwala Holdings and Investments Private Ltd (‘KHIPL’), an entity deemed to be a Related Party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such key terms and conditions as detailed in the Explanatory Statement to this resolution and/ or as may be mutually agreed between KHIPL and the Company on arms-length basis, such that the maximum amount of the funds borrowed from KHIPL, along with any outstanding amount borrowed from KHIPL, if any, shall not in aggregate, exceed ₹ 1,600 Crore (Rupees One Thousand Six Hundred Crore only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any other duly constituted/to be constituted Committee of Directors thereof) be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection, including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**8. Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement (‘QIP’) to eligible investors through an issuance of Equity Shares or other eligible securities for an amount not exceeding ₹ 1,600 Crore**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (‘Companies Act’), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (‘ICDR Regulations’) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof) (‘Listing Regulations’), the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and/or re-enactment(s) thereof) (‘FEMA’) and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2017 (including any amendments, statutory modification(s) and/or re-enactment(s) thereof), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, as amended (‘FCCB Scheme’) and the Depository Receipts Scheme, 2014 (‘GDR Scheme’), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India (‘GOI’), Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India (‘SEBI’), the Reserve Bank of India (‘RBI’), National Stock Exchange of India Limited and BSE Limited (‘Stock Exchanges’), and/or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to the approvals, permits, consents or sanctions of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents or sanctions, or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include a duly constituted Committee of the Board of Directors of the Company), the consent of the Members be and is hereby accorded to the Board to offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, for such part of issue and for such categories of persons

as may be permitted) such number of Equity Shares of the Company ('Equity Shares'), Global Depository Receipts ('GDRs'), American Depository Receipts ('ADRs'), Foreign Currency Convertible Bonds ('FCCBs') and/or other securities convertible into Equity Shares including Warrants, Fully Convertible Debentures, Partly Convertible Debentures, Non-Convertible Debentures with Warrants and/or Convertible Preference Shares or any security convertible into Equity Shares, (hereinafter referred to as 'Securities'), or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of Indian and/or International offering(s) in one or more foreign markets, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1,600 Crore (Rupees One Thousand Six Hundred Crore Only) by way of one or more public and/or private offerings including Qualified Institutions Placement ('QIP') in accordance with the provisions of Chapter VI of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutions Buyers ('QIBs') (as defined in the ICDR Regulations), foreign/resident investors (whether Institutions, Incorporated Bodies, Mutual Funds, Individuals or otherwise), Venture Capital Funds (foreign or Indian), Alternative Investment Funds, Foreign Institutional Investors, Foreign Portfolio Investors, Indian and/or Multilateral Financial Institutions, Insurance Companies, Non-Resident Indians, Pension Funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular ('Offering Circular') as may be deemed necessary or appropriate, at the sole discretion of the Board, in such manner and such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory/statutory authority, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the 'Issue') and without requiring any further approval or consent from the Shareholders.

**RESOLVED FURTHER THAT** pursuant to the above mentioned resolution:

- a) the Securities proposed to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects; and
- c) the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for Corporate Actions such as Bonus Issue, Rights Issue, Stock Split, Consolidation of Stock, Merger, Demerger, Transfer of Undertaking, Sale of Division or any such capital or corporate re-organisation or restructuring, if so required under the law.

**RESOLVED FURTHER THAT** in the event the proposed issuance of securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations), the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall be completed within a period of 365 days from the date of passing of this resolution or such other time period as may be allowed under the ICDR Regulations time to time.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued through a QIP in terms of Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such other date as may be determined pursuant to ICDR Regulations.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

**RESOLVED FURTHER THAT** any issue of Eligible Securities made by way of a QIP under Chapter VI of ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ('QIP Floor Price') and the Board may, at its absolute discretion, also offer a discount of not more than 5% (five percent) or such other percentage as may be permitted under applicable law to the QIP Floor Price;

**RESOLVED FURTHER THAT** price determined for issuance of Eligible Securities through a QIP under Chapter VI of the ICDR Regulations shall be subject to appropriate adjustments as per the provisions of Regulation 176(4) of the ICDR Regulations, as may be applicable.



**RESOLVED FURTHER THAT** if any issue of Eligible Securities is made by way of a QIP under Chapter VI of ICDR Regulations, no single allottee shall be allotted more than 50 percent of the total issue size and the minimum number of allottees shall be in accordance with the ICDR Regulations and that QIBs belonging to the same group (as specified in the Regulation 180(2) of the ICDR Regulations) or who are under same control shall be deemed to be a single allottee;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised at its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint/engage Lead Manager(s), Underwriters, Depositories, Custodians, Registrars, Bankers, Lawyers, Advisors, Debenture Trustees and all such agencies as are or may be required to be appointed, involved or concerned and to remunerate them by way of Commission, Brokerage, Fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such Arrangements, Agreements, Memoranda, Documents, etc. with such agencies.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, utilization of the Issue proceeds, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) of the Company, including the Capital Raising Committee/Finance & Management Committee (formerly Credit Facilities Committee), in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

**9. To re-confirm authority to the Board to approve Borrowings upto ₹ 3,000 Crore**

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

**"RESOLVED THAT** in partial modification of the special resolution passed by the Members at the 15<sup>th</sup> Annual General Meeting held on September 15, 2014 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment thereto or re-enactment thereof) the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include person(s) authorized and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either in Indian or Foreign Currency) from Banks, Financial Institutions, Bodies Corporate, Mutual Funds, Companies, Firms or any one or more persons including Related Parties, on such terms and conditions and with or without

security as the Board may think fit, such that the total amount of money or monies so borrowed and outstanding at any time (apart from temporary loans obtained or to be obtained by the Company in the ordinary course of business) shall not exceed ₹ 3,000 Crore (Rupees Three Thousand Crore only) in excess of and in addition to the paid-up capital and free reserves of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

#### **10. To approve creation of charge on assets of the Company**

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

**“RESOLVED THAT** in partial modification of the resolution passed by the Company at the 15<sup>th</sup> Annual General Meeting held on September 15, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment thereto or re-enactment thereof) the consent of the Members be and is hereby accorded to Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons), to mortgage and/or charge/hypothecate any of its movable and/or immovable properties, wherever situated, both present and future, on such terms and conditions at such time(s) and in such form and manner and with such ranking as to priority as the Board at its absolute discretion thinks fit, to or in favour of Banks, Financial Institutions or Bodies Corporates or any other persons including Related Parties (hereinafter referred as “Lenders”), for securing the borrowings/ financial assistance/loans to be availed from any of the Lenders or for securing issuance of any debt instruments by the Company for amount not exceeding ₹ 3,000 Crore (Rupees Three Thousand Crore only) together with interest thereon at respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, all other costs, charges and expenses thereon and all other monies payable by the Company to such Lenders in terms of Loan Agreements/Debenture Trust Deed or any other documents/agreements entered or to be entered into between the Company and the Lenders/Trustees in respect of said borrowings/debt instruments and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated on their behalf and agreed to between the Board of Directors or Committee thereof and the Lenders/Trustee;

**RESOLVED FURTHER THAT** the aforesaid securities to be created by the Company may rank *prior/pari passu/subservient* with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

By **Order of the Board of Directors**

**Debashis Dey**  
Company Secretary

Place : Mumbai

Date : July 18, 2023

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act in respect of item nos. 3 to 10 is annexed hereto and forms part of this Notice. Further, (i) the statement pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') and Secretarial Standard on General Meetings ('Secretarial Standard - 2'), providing details of Director proposed to be appointed/re-appointed at the AGM is provided in '**Annexure A**' to the Notice and (ii) 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 No. 4 to 6 of the Notice in enclosed as '**Annexure B**'.
2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company has been convened to be held through VC/OAVM. The meeting shall be deemed to be held at the Registered Office of the Company at D-4 MIDC, Chikalthana, Aurangabad – 431 006. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per the Act.
3. In compliance with the provisions of Sections 101, 108 and 136 of the Act read with relevant Rules made thereunder and the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR2023/4 dated January 5, 2023, Notice of the AGM along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Members may note that the Notice and Annual Report for FY 2022-23 will also be available on the Company's website [www.wockhardt.com](http://www.wockhardt.com), websites of the Stock Exchanges i.e. the BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.  
  
The Members holding shares in (Physical/Demat) who have not yet registered their e-mail addresses are requested to update their email address on [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com), with the details such as Name, DPID, Client ID, folio number, PAN copy, mobile number and e-mail id to be able to receive the Notice of the AGM and Annual Report along with voting instructions login ID and password for remote e-Voting and cast their votes.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
5. Since AGM will be held through VC/ OAVM, the Route Map to the Venue is not annexed to this Notice.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be sent to Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124), the Scrutinizer by email through its registered email address to [bhattvirendra1945@yahoo.co.in](mailto:bhattvirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an email to [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com).



8. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company/RTA.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email to [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com) on or before Thursday, August 10, 2023. The same will be replied by the Company suitably.
10. MEMBERS WHO WOULD LIKE TO EXPRESS THEIR VIEWS OR ASK QUESTIONS DURING THE AGM MAY SEND AN EMAIL FROM THEIR REGISTERED EMAIL ADDRESS MENTIONING THEIR NAME, DP ID AND CLIENT ID/FOLIO NUMBER, PAN, MOBILE NUMBER AT [INVESTORRELATIONS@WOCKHARDT.COM](mailto:INVESTORRELATIONS@WOCKHARDT.COM) BETWEEN **TUESDAY, AUGUST 8, 2023 (09:00 AM IST) AND THURSDAY, AUGUST 10, 2023 (05:00 PM IST)**. THOSE MEMBERS WHO HAVE REGISTERED THEMSELVES AS A SPEAKER WILL ONLY BE ALLOWED TO EXPRESS THEIR VIEWS/ASK QUESTIONS DURING THE AGM. THE COMPANY RESERVES THE RIGHT TO RESTRICT THE NUMBER OF SPEAKERS DEPENDING ON THE AVAILABILITY OF TIME FOR THE AGM.
11. Members who have not yet encashed their dividend warrants for the financial year 2016-17 are requested to contact the Company for the same without any delay. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Accordingly, pursuant to Section 124 of the Companies Act, 2013, the unpaid dividend that will become due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Financial Year ended	Tentative Due Date of Transfer
2016-17 (Interim)	December 16, 2023

In accordance with Section 124 (6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), if a member does not claim the dividend amount for a consecutive period of 7 (seven) years or more, then the shares held by him/her shall be transferred to the DEMAT Account of IEPF Authority. The details of the Members whose shares are liable to be transferred are also posted on the website of the Company i.e. [www.wockhardt.com](http://www.wockhardt.com). The Unclaimed or Unpaid Dividend which have already been transferred or the shares which were transferred can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPF/refund.html>. Both unclaimed dividend amount and the shares transferred can be claimed from the IEPF Authority by making an online application in the prescribed form "IEPF-5" available on <http://iepf.gov.in/IEPF/refund.html> duly signed along with requisite documents to the Company at the above mentioned address for verification of the claim. The Company Secretary acts as the Nodal Officer for IEPF matters.

12. In order to enable the Company to remit dividend, as and when declared, electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc., members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque. The said information should be submitted to the Company/Registrar and Transfer Agents ('RTA') if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.
13. 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, IFSC code, MICR code, Account number and Address of the Bank with PIN Code no., if not furnished earlier.
14. Members holding shares:
  - a) in electronic (Demat) form are advised to inform the particulars of their Bank Account, change of address and E-mail ID to their respective DP only. The Company or its 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 the RTA in the prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.

15. As an on-going measure to enhance the ease of doing business for investors in the securities market, the SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, mandated the following:
- Furnishing of PAN, KYC details Incl. Contact details, Bank details, Specimen Signature and Nomination by holders of physical securities;
  - Compulsory linking of PAN and AADHAAR by all the holders of physical securities;
  - Freezing of folios without valid PAN, KYC details Incl. Contact details, Bank details, Specimen Signature and Nomination, in case the same is not available, on or after October 01, 2023; and
  - Such frozen folios shall be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

In case any of the aforesaid information/documents are not provided earlier, the holders of physical shares of the Company are required to furnish the same to the Company or our RTA i.e. Link Intime India Private Limited at the earliest. Members holding shares in dematerialized form are requested to submit the details to their respective DP.

16. To protect the environment and enable all communication with the Company promptly, members who have not registered their E-mail ID so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
17. **Issue of Securities in Demat form only:** Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and pursuant to Regulation 40 of the Listing Regulations, it has been mandated by SEBI that, request(s) for effecting transfer of securities, shall not be processed by the listed entity unless the securities are held in dematerialized form with a Depository. In view of the above and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, as an on-going measure to enhance the ease of dealing in securities market by the investors, the SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 mandated that the listed companies shall issue the securities in dematerialized form only while processing the following service request:

Sl. No.	Nature/Details of Request	Required Form
1.	Issue of duplicate securities certificate	Form No. ISR-4 (along with relevant documents)
2.	Claim from Unclaimed Suspense Account	
3.	Renewal / Exchange of securities certificate	
4.	Endorsement	
5.	Sub-division / Splitting of securities certificate	
6.	Consolidation of securities certificates/folios	
7.	Transposition	Form No. ISR-5 (along with relevant documents)
8.	Transmission	

Shareholder shall submit the above-mentioned services request vide duly filled-in Form ISR-4 or ISR-5 as applicable along with requisite documents.

18. Members holding shares under different Folio nos. in the same names are requested to apply for consolidation of Folios.
19. 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.