

9<sup>th</sup> July, 2021

<b>BSE Limited</b> Corporate Relations Department P J Towers Dalal Street <b>Mumbai - 400 001</b>  <u><b>Scrip Code: 532300</b></u>	<b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra-Kurla Complex Bandra (E) <b>Mumbai - 400 051</b>  <u><b>NSE Symbol: WOCKPHARMA</b></u>
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Dear Sir/Madam,

**Sub: Annual General Meeting and Book Closure**

This is to inform you that the Twenty Second Annual General Meeting ('AGM') of the Members of Wockhardt Limited ('Company') will be held on Monday, 2<sup>nd</sup> August, 2021 at 11.00 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The Notice of AGM dated 27<sup>th</sup> May, 2021, containing the following businesses to be transacted at the Meeting, is attached herewith.

Sr. No.	Items of Notice	Type of Resolution
<b>Ordinary Business</b>		
1	a) Adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon; and	Ordinary
	b) Adoption of Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2021 and the Report of Auditors thereon	Ordinary
2	To appoint a Director in place of Dr. Huzaiifa Khorakiwala (DIN: 02191870), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
<b>Special Business</b>		
3	Ratification of remuneration payable to Cost Auditors for the Financial Year 2021-22	Ordinary
4	Appointment of Mr. Akhilesh Gupta as an Independent Director of the Company	Ordinary
5	Re-appointment of Mr. Vinesh Kumar Jairath as an Independent Director of the Company	Special
6	Approval for continuation of Mr. Aman Mehta as an Independent Director upon his attainment of age of 75 years till the completion of his term	Special
7	Approval for payment of remuneration to Dr. Huzaiifa Khorakiwala, Executive Director of Rs. 2.40 crore for a period	Special



	of 2 (two) years commencing from 31st March, 2022 till the expiry of his term of appointment i.e 30th March, 2024	
8	Approval for payment of remuneration to Dr. Murtaza Khorakiwala, Managing Director of Rs. 2.40 crore for a period of 2 (two) years commencing from 31st March, 2022 till the expiry of his term of appointment i.e 30th March, 2024	Special
9	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 Rs. 1,500 crore	Special

The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 26th July, 2021 may cast their vote through e-voting or voting at the AGM.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 91 of the Companies Act, 2013, the Register of Members of the Company will remain closed from Tuesday, 27<sup>th</sup> July, 2021 to Monday, 2<sup>nd</sup> August, 2021 (both days inclusive) for the purposes of AGM.

Kindly take the above information on record.

Thanking you,

For **Wockhardt Limited**

**Gajanand Sahu**  
**Company Secretary**

Encl : As above

## 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

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

## NOTICE

Notice is hereby given that the Twenty-Second Annual General Meeting ('AGM') of the members of **WOCKHARDT LIMITED** will be held on Monday, 2<sup>nd</sup> August, 2021 at 11.00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

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

To receive, consider and adopt:

- a. the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2021 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<sup>st</sup> March, 2021 and the Report of Auditors thereon.

#### 2. Appointment of Director:

To appoint a Director in place of Dr. Huzaifa Khorakiwala (DIN: 02191870), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Ratification of remuneration payable to Cost Auditors for the Financial Year 2021-22

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 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 31<sup>st</sup> March, 2022, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any 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 Mr. Akhilesh Gupta as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Akhilesh Gupta (DIN: 00359325), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years up to 28<sup>th</sup> August, 2025."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution.

**5. Re-appointment of Mr. Vinesh Kumar Jairath as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vinesh Kumar Jairath (DIN: 00391684), who was appointed as an Independent Director and who holds office as Independent Director upto 9<sup>th</sup> November, 2021 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 10<sup>th</sup> November, 2021 to 9<sup>th</sup> November 2026.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised 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 continuation of Mr. Aman Mehta as an Independent Director upon his attainment of age of 75 years till the completion of his term.**

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

**RESOLVED THAT** pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 (as amended) and other laws, consent of the members be and is hereby accorded for Mr. Aman Mehta (DIN: 00009364) to continue as an Independent Director of the Company from 1<sup>st</sup> September 2021 (i.e. upon his attaining the age of 75 years) till the completion of his present term (i.e. up to 31<sup>st</sup> March 2024).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution.

**7. Approval for payment of remuneration to Dr. Huzaifa Khorakiwala, Executive Director of ₹ 2.40 crore for a period of 2 (two) years commencing from 31<sup>st</sup> March, 2022 till the expiry of his term of appointment i.e 30<sup>th</sup> March, 2024**

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

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, and Articles of Association of the Company, and pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to pay remuneration to Dr. Huzaifa Khorakiwala (DIN: 02191870), Executive Director on such terms and conditions, in case of absence of profits or if the Company has inadequate profits, for a period of two (2) years w.e.f. 31<sup>st</sup> March, 2022 to the remainder of his term i.e. 30<sup>th</sup> March, 2024 as stated below:-

- A) Basic Salary: ₹ 14,00,000 (Rupees Fourteen Lacs Only) per month
- B) Perquisites/Allowances: Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.).

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

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

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

- D) The notice period of Dr. Huzaifa Khorakiwala, Executive Director, shall be governed by the service rules of the Company.

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

- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or Whole-time Director, then 10% of the net profits of the Company for all of them taken together, as laid down under Sections 197 and 198 of the Act.

Remuneration shall consist of any and/or all of the following:

- a) Monthly salary, as may be decided by the Board;
- b) Commission; and
- c) Perquisites/Allowances
- Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

**RESOLVED FURTHER THAT** the term of office of Dr. Huzaifa Khorakiwala as Executive Director shall be liable to retire 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 that behalf as in force and as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board be and is hereby authorised to vary and alter the remuneration to be paid and provided from time to time to Dr. Huzaifa Khorakiwala, Executive Director.

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

**8. Approval for payment of remuneration to Dr. Murtaza Khorakiwala, Managing Director of ₹ 2.40 crore for a period of 2 (two) years commencing from 31<sup>st</sup> March, 2022 till the expiry of his term of appointment i.e 30<sup>th</sup> March, 2024**

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

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, and Articles of Association of the Company, and pursuant to the recommendation of Nomination & Remuneration Committee and approval of Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to pay remuneration to

Dr. Murtaza Khorakiwala (DIN: 00102650), Managing Director on such terms and conditions, in case of absence of profits or if the Company has inadequate profits, for a period of two (2) years w.e.f. 31<sup>st</sup> March, 2022 to the remainder of his term i.e 30<sup>th</sup> March 2024 as stated below:-

- A) Basic Salary: ₹ 14,00,000 (Rupees Fourteen Lacs Only) per month
- B) Perquisites/Allowances: Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.).

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

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

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

- D) The notice period of Mr. Murtaza Khorakiwala, Managing Director, shall be governed by the service rules of the Company.

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

- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or Whole-time Director, then 10% of the net profits of the Company for all of them taken together, as laid down under Sections 197 and 198 of the Act.

Remuneration shall consist of any and/or all of the following:

- a) Monthly salary, as may be decided by the Board;
  - b) Commission; and
  - c) Perquisites/Allowances
- Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

**RESOLVED FURTHER THAT** the term of office of Mr. Murtaza Khorakiwala as Managing Director shall be liable to retire 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 that behalf as in force and as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board be and is hereby authorised to vary and alter the remuneration to be paid and provided from time to time to Mr. Murtaza Khorakiwala, Managing Director.

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

**9. 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 ₹ 1,500 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') and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable, 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 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 Reserve Bank of India ('RBI'), BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges'), the Securities and Exchange Board of India ('SEBI'), 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 and 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 and sanctions, 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 Capital Raising Committee/Credit Facilities Committee of the Board of Directors of the Company constituted by the Board to exercise its powers including powers conferred by this resolution), 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 of face value ₹ 5 each ('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, or otherwise), 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 ₹ 1,500 crore (Rupees One Thousand Five 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 institutional 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), alternate investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, 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 appropriate, in the sole discretion by the Board in such manner and on 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 resolutions:

- 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) 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.

**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 as may be allowed under the ICDR Regulations from 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 or duly authorized Committee 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 date as may be permitted under ICDR Regulations, as amended.

**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'). Furthermore, the Board may, at its absolute discretion, also offer a discount of not more than 5% (five per cent) 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** the equity shares shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations.

**RESOLVED FURTHER THAT** no single allottee shall be allotted more than 50 percent of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group (as specified in the Regulation 180(2) of the SEBI ICDR Regulation) 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 in 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 law.

**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, 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 any 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/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."

By **Order of the Board of Directors**

**Gajanand Sahu**  
Company Secretary

Place : Mumbai

Date : 27<sup>th</sup> May, 2021

**IMPORTANT NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 and Circular dated January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (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 provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. The Register of Members (Equity & Preference) will remain closed from Tuesday, 27<sup>th</sup> July, 2021 to Monday, 2<sup>nd</sup> August, 2021 (both days inclusive).
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of item nos. 3 to 9 is annexed hereto and forms part of this Notice.
5. 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 AGM, i.e. 2<sup>nd</sup> August, 2021 Members seeking to inspect such documents can send an email to investorrelations@wockhardt.com.
6. 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.
7. 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 shall 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 bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
9. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('Secretarial Standard - 2'), the details of Director retiring by rotation at the AGM is provided in '**Annexure A**' to the Notice.
10. Members who have not yet encashed their dividend warrants for the financial year 2014-15 and onwards are requested to contact the Company for the same without any delay.
11. 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.
12. Pursuant to the provisions of Section 72 of the Act, 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 RTA of the Company in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.

13. In case of joint holders attending the meeting, the member whose name appears as first holder in the order of names as per Register of Members/Register of Beneficial Owners of the Company will be entitled to vote.
14. 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 on or before 29<sup>th</sup> July, 2021 through email on investorrelations@wockhardt.com. The same will be replied by the Company suitably.
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request/questions in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorrelations@wockhardt.com from Monday, 26<sup>th</sup> July, 2021 (9:00 a.m. IST) to Wednesday, 28<sup>th</sup> July, 2021 (5:00 p.m. 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.
16. Facility of joining AGM thorough VC/OVAM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters and institutional investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
17. 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 RTA.
18. 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.
19. 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.
20. To protect the environment and disseminate all the communication promptly, members who have not registered their E-mail ID so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
21. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018 and pursuant to Regulation 40 of the Listing Regulations, it has been mandated by SEBI that, request(s) for effecting transfer of securities, except in case of transmission or transposition of securities, shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, shareholders are requested to take action to dematerialise the equity shares of the Company, promptly.
 

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
22. 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.

23. 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.
24. 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.
25. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.wockhardt.com](http://www.wockhardt.com), websites of the Stock Exchanges i.e. 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>. Members holding shares in (Physical/Demat) who have not registered their email address with the Company can get the same registered as under:

Members who have not yet registered their e-mail addresses are requested to update their email address on [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com) for registering their e-mail addresses with the details such as Name, DPID, Client ID, 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.

26. Pursuant to Section 124 of the Companies Act, 2013, the unpaid dividends that are due to transfer to the Investor Education and Protection Fund (IEPF) are as follows:

<b>Financial Year ended</b>	<b>Tentative Due Date of Transfer</b>
2014-15 (Interim)	08 <sup>th</sup> December 2021
2016-17 (Interim)	16 <sup>th</sup> December 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 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.

27. M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W) were appointed as statutory auditors of the company at the AGM of the Company held on 14<sup>th</sup> August, 2019 for a term of five years commencing from the conclusion of Twentieth Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting of the Company on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Twenty-first AGM.

Consequently, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W), continues to be the statutory auditors of the company till conclusion of Twenty Fifth Annual General Meeting of the Company, as approved by members at AGM held on 14<sup>th</sup> August, 2019.

28. Pursuant to the provisions of Sections 101, 108 and 136 of the Act 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 31<sup>st</sup> March, 2021 is being sent by electronic mode to those members whose E-mail IDs are registered with the Company/Depositories.

## **29. 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, as amended, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) failing which Ms. Indrabala Javeri, Practicing Company Secretary (ACS No. 2209, CP No. 7245) has been appointed as Scrutinizers to scrutinize the remote e-voting process during the AGM in a fair and transparent manner.

The e-voting period begins on Wednesday, 28<sup>th</sup> July, 2021 at 9.00 a.m. (IST) and ends on Sunday, 1<sup>st</sup> August, 2021 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter.

The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 26<sup>th</sup> July, 2021 may cast their vote through e-voting or voting at the AGM.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 26<sup>th</sup> July 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

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

**How do I vote electronically using NSDL e-Voting system?**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, 28<sup>th</sup> July, 2021 at 9.00 a.m. (IST) and ends on Sunday, 1<sup>st</sup> August, 2021 at 5 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 26 July, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 26 July, 2021.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


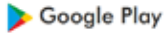


**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43</p>



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhattivendra1945@yahoo.co.in](mailto:bhattivendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@wockhardt.com. The same will be replied by the company suitably.
  6. Members may join the 22<sup>nd</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10.45 a.m. (IST). i.e. fifteen minutes before the time scheduled to start the 22<sup>nd</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 22<sup>nd</sup> AGM.
  7. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
30. The voting rights of members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as of the cut-off date.
  31. The Scrutinizer, after scrutinising the votes cast through e-voting, not later than 48 hours from the conclusion of the AGM, make a scrutinizer's report and submit the same to the Chairman or any Director authorised by the Board or Company Secretary who shall countersign the same.
  32. The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.
  33. The results declared along with Scrutinizer's Report shall be placed on the website of the Company [www.wockhardt.com](http://www.wockhardt.com) and on the website of NSDL <https://www.evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges on which shares of the Company are listed.

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

### **Item No. 3: Ratification of remuneration payable to Cost Auditors for the Financial Year 2021-22**

Pursuant to the recommendation of Audit Committee, the Board considered and approved at its meeting held on 27<sup>th</sup> May, 2021, appointment of M/s. Kirit Mehta & Co., Cost Accountants, as Cost Auditors of the Company, for conducting the cost audit of the Company for the financial year ending 31<sup>st</sup> March, 2022 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 Act 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 members of the Company.

In view of this, the Board of Directors recommends the resolution as set out in item no. 3 of the Notice for approval/ratification by the members of the Company by way of an Ordinary Resolution.

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

### **Item No. 4:**

The Board of Directors as per recommendation of the Nomination and Remuneration Committee, appointed Mr. Akhilesh Gupta as an Additional Director with effect from 29<sup>th</sup> August 2020 pursuant to Section 161 of the Companies Act, 2013 ('Act') read with Company's Articles of Association.

Mr. Gupta was the Chairman of Blackstone India till December 2014. He joined The Blackstone Group as Senior Managing Director in 2005 and started its operations in India. Before joining Blackstone, Mr. Gupta served as CEO - Corporate Development for Reliance Industries Limited. Mr. Gupta began his career at Hindustan Unilever and also worked in the US, first in consulting with Strategic Planning Associates and ICF International in Washington D.C., where he became a partner at the firm and then as Chief Financial Officer of two integrated retailers and manufacturers of furniture in California.

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

The details of Board Meetings attended by him and his sitting fees details from the date of his appointment till March, 2021 are stated in the Corporate Governance Report. He is not related to any Director and Key Managerial Personnel of the Company.

As on the date of Notice, Mr. Akhilesh Gupta does not hold by himself or for any other person on a beneficial basis, any equity share in the Company. Mr. Akhilesh Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Section 149 and other applicable provisions of the Act, Mr. Gupta, being eligible, is proposed to be appointed as an Independent Director for a term of 5 years up to 28<sup>th</sup> August 2025.

The Company has received declaration from Mr. Akhilesh Gupta that he met with the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI Listing Regulations. In the opinion of the Board, Mr. Akhilesh Gupta fulfils the conditions for his appointment as Independent Director of the Company as specified in the Act, the Rules made thereunder and SEBI Listing Regulations and that he is independent of the management.

Copy of the draft letter of appointment of Mr. Akhilesh Gupta is available for inspection at the Registered Office of the Company during normal business hours on all working days.

Copy of the draft letter of appointment shall also be available for inspection during the Annual General Meeting. Keeping in view his past experience and knowledge, it will be in the interest of the Company that Mr. Akhilesh Gupta is appointed as an Independent Director of the Company.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 4 of the Notice for approval/ratification by the shareholders of the Company by way of an Ordinary Resolution.

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

The details of Mr. Akhilesh Gupta as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2, as applicable, are provided in 'Annexure A to the Notice.

**Item No. 5**

Mr. Vinesh Kumar Jairath was appointed as an Independent Director on the Board of the Company pursuant to provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations. He holds office as Independent Director of the Company up to 9<sup>th</sup> November 2021.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors, recommended Mr. Vinesh Kumar Jairath as Independent Directors, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

The performance evaluation criteria for Independent Director was based on attendance of Directors, decision taken in the interest of the organization, monitoring performance of organization based on agreed goals & financial performance and active participation in the affairs of the Company as Board & Committee members.

The Board of Directors, based on the performance evaluation of Independent Directors, and as per the recommendation made by Nomination and Remuneration Committee, considers that given his knowledge, background & experience and contributions made by him during his tenure, the continued association of Mr. Vinesh Kumar Jairath would be in the interest of the Company and it is desirable to continue to avail his services as Independent Director.

Mr. Vinesh Kumar Jairath is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In terms of Section 149 & other applicable provisions of the Act and SEBI Listing Regulations, as amended from time to time, Mr. Vinesh Kumar Jairath being eligible, is proposed to be re-appointed as Independent Directors for a second term of 5 (five) consecutive years up to 10<sup>th</sup> November 2026.

The Company has received declaration from Mr. Vinesh Kumar Jairath that he met with the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI Listing Regulations. In the opinion of the Board, Mr. Vinesh Kumar Jairath fulfils the conditions for his appointment as Independent Directors of the Company as specified in the Act, the Rules made thereunder and SEBI Listing Regulations and that he is independent of the management.

Copy of draft letter of appointment of Mr. Vinesh Kumar Jairath setting out the terms and conditions of appointment are available for inspection at the Registered Office of the Company during normal business hours on all working days.

Copy of the draft letters of appointment shall also be available for inspection during the AGM.

In view of this, the Board of Directors recommends resolutions as set out in item nos. 5 for approval of the members of the Company by way of Special Resolution.

Mr. Vinesh Kumar Jairath and his relatives are interested in the resolutions set out at item nos. 5 of the Notice with regard to their respective appointments.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions as set out at item nos. 5 of the Notice.

The details of Mr. Vinesh Kumar Jairath as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2, as applicable, are provided in 'Annexure A to the Notice.

**Item No. 6**

The members of the Company at its Annual General Meeting held on 4<sup>th</sup> August 2018 approved the appointment of Mr. Aman Mehta as an Independent Director of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> April 2019. Mr. Aman Mehta will complete his present term on 31<sup>st</sup> March 2024. In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director upon attaining the age of seventy five years. Mr. Aman Mehta will attain the age of seventy five years on 1<sup>st</sup> September 2021.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Aman Mehta's knowledge, background & experience and contributions made by him, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the members. Accordingly, the Board at the meeting held on 27<sup>th</sup> May 2021, on the recommendation of NRC, recommended for the approval of the members, continuation of Mr. Mehta as an Independent Director of the Company from the day he attains the age of seventy five years (i.e. 1<sup>st</sup> September 2021), till the completion of his present term (i.e. up to 31<sup>st</sup> March 2024), on the existing terms and conditions. In view of this, the Board of Directors recommends resolution as set out in item no. 6 for approval of the members of the Company by way of a Special Resolution.

Mr. Aman Mehta and his relatives are interested in the resolution set out in item no. 6 of the Notice.

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

#### **Item no. 7 & 8**

The term of 5 (five) years of Dr. Huzaifa Khorakiwala (DIN: 02191870) as Executive Director and Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director shall expire on 30<sup>th</sup> March, 2024. The shareholders of the Company had also approved remuneration of Dr. Huzaifa Khorakiwala and Dr. Murtaza Khoraliwala at the Annual General Meeting of the Company held on 4<sup>th</sup> August, 2018 for a period of three years commencing from 31<sup>st</sup> March, 2019.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any of the Act and the Rules framed thereunder read with Schedule V to the Act, the appointment and remuneration of Whole-time Director and Managing Director requires approval of the members in General Meeting.

Keeping in view of the above and as the existing approval of payment of remuneration of Dr. Huzaifa Khorakiwala and Dr. Murtaza Khorakiwala is valid up to 30<sup>th</sup> March, 2022, it is decided to seek approval of the members at the ensuing AGM of the Company.

Dr. Huzaifa Khorakiwala and Dr. Murtaza Khorakiwala satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are also not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Dr. Huzaifa Khorakiwala and Dr. Murtaza Khorakiwala under Section 190 of the Act.

The Board of Directors recommends the resolutions stated in the item nos. 7 and 8 for the approval of the members of the Company by way of Special Resolution.

Save and except Dr. H. F. Khorakiwala, Dr. Huzaifa Khorakiwala, Dr. Murtaza Khorakiwala and Ms. Zahabiya Khorakiwala and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

The details of Dr. Huzaifa Khorakiwala, Executive Director and Dr. Murtaza Khorakiwala, Managing Director as required under provisions of Section II of Part II of Schedule V to the Act, Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2, as applicable, are stated in 'Annexure B to the Notice

#### **Item No. 9**

**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 ₹ 1,500 crore**

In order to enable the Company to access the capital market at the appropriate time the Board of Directors, at their meeting held on 27<sup>th</sup> May 2021 has recommended to the shareholders, to obtain the member's approval through special resolution for the proposal to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs and such other securities as stated in the

resolution (the "Securities") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers or advisors, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate in accordance with applicable law. The Company intends to issue Securities for a value not exceeding ₹ 1,500 crore (Rupees One Thousand Five Hundred Crore Only) or its equivalent in any foreign currency.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranches, by way of one or more public and/or private offerings, and/or including Qualified Institutions Placement ('QIP') or any combination thereof at such time or times, at such price or prices and to eligible person(s) including Qualified Institutional Buyers ('QIBs') as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations') in accordance with Chapter VI of the ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not as the Board in its absolute discretion may deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Board shall issue Securities pursuant to this Special Resolution and utilize the proceeds for business purposes, including but not limited to redemption of existing preference shares of the Company including existing preference shares held by Humuza Consultants and Khorakiwala Holdings and Investments Private Limited, entities in which Dr. H. F. Khorakiwala, Director of the Company (including his relatives), are interested as a member/promoter/director, expenditure towards research and development expenditure in India and/or overseas, repayment/prepayment of long term and short term debt, and general corporate purposes.

The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VI of the ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. Further, ICDR Regulations now permit issuer companies to offer a maximum discount of 5% (five per cent) to the Floor Price determined in accordance with the ICDR Regulations. The Board may, at its absolute discretion, decide the pricing (either at a discount or premium to the floor price) for the shares to be offered, issued and allotted in the QIP. The relevant date for the purpose of pricing the Securities shall be the meeting in which the Board (including Capital Raising Committee/Credit Facilities Committee of the Board) decides to open the proposed issue of Equity Shares as Eligible Securities. In the event that Eligible Securities are convertible securities then the relevant date shall be either the date of the meeting in which the Board (including Capital Raising Committee/Credit Facilities Committee of the Board) decides to open the issue or the date on which the holders of such Eligible Securities becomes entitled to apply for the Equity Shares, as may be determined by the Board.

The issue/allotment/conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares including Equity Shares to be allotted on conversion of Securities to foreign/non-resident investors would be subject to the applicable foreign investment cap.

Section 62(1)(c) of the Companies Act, 2013 provides, *inter alia*, that where it is proposed to increase the subscribed share capital of the Company by the issue of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless shareholders decide otherwise by way of passing Special Resolution. The Special Resolution will be enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to raise the funds. Equity Shares, proposed to be issued, shall in all respects rank *pari passu* with the existing equity shares of the Company.



The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution seeks the approval of the shareholders to undertake fund raising activity, through one or multiple modes including through an issue of QIP, GDRs, ADRs, FCCBs etc. The Company will make requisite disclosures to the stock exchanges under the provisions of the SEBI Listing Regulations.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in the said item of the Notice.

In view of this, the Board of Directors recommends the resolution as set out in item No. 4 of the Notice for approval by the members of the Company by way of a Special Resolution.

Dr. H. F. Khorakiwala and Dr. Murtaza Khorakiwala, Directors of the Company (including their relatives) may be deemed to be interested in the passing of this resolution to the extent of their interest in Humuza Consultants and Khorakiwala Holdings and Investments Private Limited and the Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are director or member. Except as stated above, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board of Directors**

**Gajanand Sahu**  
Company Secretary

Place : Mumbai

Date : 27<sup>th</sup> May, 2021

**Annexure A to the Notice dated 27<sup>th</sup> May, 2021**

**Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting, required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard – 2 on General Meetings are given hereunder:-**

<b>Name</b>	Dr. Huzaifa Khorakiwala	Mr. Akhilesh Gupta	Mr. Vinesh Kumar Jairath
<b>DIN</b>	02191870	00359325	00391684
<b>Age</b>	50 years	68 years	62 years
<b>Category of Directorship</b>	Executive Director/Promoter	Independent (Additional Director)	Independent Director
<b>Qualifications</b>	<p>Master's degree in Business Management from Yale University School of Management, USA.</p> <p>Dr. Huzaifa Khorakiwala is a recipient of 13 honorary doctorates and many other prestigious awards and titles including a Knighthood, which was bestowed on him by the Ecumenical, Medical, Humanitarian Order of Knights of St. John of Jerusalem (Knights of Charity).</p>	<p>Mr. Akhilesh Gupta holds a MBA degree from the Graduate School of Business, Stanford University and A B.Tech degree in Chemical Engineering from the Indian Institute of Technology, Delhi which conferred on him the Distinguished Alumni Award in 2004.</p>	<p>Mr. Jairath joined the Indian Administrative Service in 1982 and served in various important positions in Government of Maharashtra and Government of India till March 2008, when he took voluntary retirement.</p>
<b>Expertise/ Skills/ Attributes</b>	<p>Corporate Administration and Corporate Social Responsibility of Wockhardt Foundation. He plays an active role in business strategy and business development.</p>	<p>Senior fellow of Harvard University.</p>	<p>More than 25 years of experience in public administration, rural development, poverty alleviation, infrastructure planning and development and infrastructure financing, finance, industry, urban development and environmental management while occupying important position in Government.</p>
<b>Terms and Conditions of Appointment/ re-appointment</b>	<p>Dr. Huzaifa Khorakiwala was appointed for the term of 5 (five) years as an Executive Director from the end of the current tenure i.e. 30<sup>th</sup> March, 2019 at the Annual General Meeting of the Company held on 4<sup>th</sup> August, 2018., Terms and condition of appointment and re-appointment are as per Nomination and Remuneration Policy of the Company.</p>	<p>Akhilesh Gupta was appointed as an Independent (Additional) Director effective 29<sup>th</sup> August, 2020 till the ensuing AGM., Terms and condition of appointment and re-appointment are as per Nomination and Remuneration Policy of the Company.</p>	<p>Non-Executive Independent Director, Terms and condition of appointment and re-appointment are as per Nomination and Remuneration Policy of the Company.</p>
<b>Remuneration last drawn (including sitting fees, if any)</b>	₹ 2.40 Crore	₹ 7 Lakhs	₹ 15 Lakhs
<b>Remuneration proposed to be paid</b>	Salary & Perquisites	Sitting fees	Sitting fees

<b>Date of first appointment on the Board</b>	29/06/2009	29/08/2020	10/11/2016
<b>Shareholding in the Company</b>	2,16,000 Equity shares	NIL	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Son of Dr. H. F. Khorakiwala, Executive Chairman and brother of Dr. Murtaza Khorakiwala, Managing Director and Ms. Zahabiya Khorakiwala, Non Executive Director	–	–
<b>Number of meetings of the Board attended during the year</b>	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
<b>List of Companies (other than Wockhardt Limited) in which the director holds directorship</b>	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
<b>List of Membership/ Chairmanship of Committees of other Boards</b>	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report

**Annexure B to the Notice dated 27<sup>th</sup> May, 2021**

**Statement pursuant to the provisions of Section II of Part II of Schedule V of The Companies Act, 2013 [Including Secretarial Standard – 2 and SEBI (LODR) Regulations, 2015, as applicable], in respect of Item Nos. 7 & 8 of the Notice**

**I. GENERAL INFORMATION:**

**(1) Nature of Industry:**

Wockhardt is a Global Pharmaceutical and Biotech company employing over 5000 people and 27 nationalities with presence in USA, UK, Ireland, Mexico, Russia and many other countries. It has manufacturing and research facilities in India, USA & UK and a manufacturing facility in Ireland. Wockhardt has a significant presence in USA, Europe and India, with 83% of its global revenues coming from international businesses. Wockhardt is home to 600 plus scientists, of whom 70 plus are doctorates. Wockhardt is the only company in the world where USFDA has given QIDP Status (Qualified Infectious Diseases Programme) for 5 of our Anti-bacterial discovery programmes – 2 of them are Gram Negative and 3 Gram Positive effective against untreatable “Superbugs”. Wockhardt’s entire Anti-infective portfolio particularly addresses the specific bacterial organism where resistances are high and breakthrough antibiotics are needed.

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

The Company started its commercial production in the year 1999.

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

Not Applicable.

**(4) Financial performance based on given indicators:**

Particulars	Financial Year Ended (₹ in crore)					
	31.03.2021		31.03.2020		31.03.2019	
	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Total Income	2,894	1,082	3,364	1,414	4,179	2,181
Profit before Depreciation, Interest and Tax	1,411	1,245	303	55	131	117
Profit/(loss) after Tax	689	593	(43)	(231)	(217)	(82)

Note: Figure of FY 20-21 and 19-20 includes Continuing and Discontinued operations.

**(5) Foreign investments or collaborations, if any:**

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

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

The Company has a total 30 overseas subsidiaries.

## **OTHER INFORMATION**

### **Steps taken or proposed to be taken for improvement**

During the year under review, the Company has continued to build on its Intellectual Property base with 3,187 cumulative patents filed and 763 cumulative patents granted as on 31<sup>st</sup> March, 2021.

Further, the Company continued its long-term strategic initiatives in value creation through cost containments, fostering culture of cost-consciousness, budgetary controls to improve efficiencies and working capital optimization which gave positive impact. Nonetheless, ongoing expenditures on remedial measures (for US FDA related matter) continued to impact the profitability of the Company

### **Expected increase in productivity and profits in measurable terms**

During the year under review, some major developments in the Company:

The Company launched 2 new antibiotics, EMROK (IV) and EMROK O (Oral), for acute bacterial skin and skin structure Infections including diabetic foot infections and concurrent bacteraemia. Earlier in January 2020, Indian Drug Controller, DCGI approved the same based on the Phase 3 study involving 500 patients in 40 centres across India. The new drug will target superbug like Methicillin resistant Staphylococcus aureus (MRSA), which is a leading cause of rising antimicrobial resistance (AMR).

The Company in Q2 of financial year 2020-21 announced agreement with the UK Government to fill finish COVID-19 vaccines. The manufacturing was undertaken at CP Pharmaceuticals, a subsidiary of the Company based in Wrexham, North Wales. As per the terms of the agreement the company has reserved manufacturing capacity to allow for the supply of multiple vaccines to the UK Government in its fight against COVID19, including AZD1222, the vaccine co-invented by the University of Oxford and licensed by AstraZeneca. This agreement was subsequently expanded from 18 to 24 months i.e until August 2022.

The Company received the Qualified Infectious Disease Product1 ('QIDP') designation for WCK 6777 from the United States Food and Drug Administration ('USFDA'). WCK 6777 is a once-a-day combination antibiotic based on Company's NCE Zidebactam, which imparts WCK 6777 novel mechanism of  $\beta$ -lactam enhancer. Driven by the enhancer action, WCK 6777 overcomes an array of problematic bacterial resistance mechanisms such as metallo- $\beta$ -lactamases, KPC and OXA carbapenemases. Further, Zidebactam has the unique ability to overpower other tough resistance mechanisms such as reduced drug uptake and drug efflux encountered in contemporary multidrug (MDR) resistant Gram negative pathogens."

Further, the Company has a total of 30 overseas Subsidiaries.

**II. INFORMATION ABOUT THE APPOINTEE:****(A) Dr. Huzaifa Khorakiwala, Executive Director****(1) Background details**

Dr. Huzaifa Khorakiwala, aged 50 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 Khorakiwala devotes a significant part of his time to Wockhardt's Corporate Social Responsibility activities. He serves as CEO of Wockhardt Foundation.

As on the date of Notice, Dr. Huzaifa Khorakiwala directorships in other companies, number of board meetings attended and his memberships in other committees are provided in the Corporate Governance Report.

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

As on the date of Notice, he holds 216,000 equity shares in the Company.

**(2) Past Remuneration**

The total remuneration of Dr. Huzaifa Khorakiwala, in the capacity of Executive Director for the year ended 31<sup>st</sup> March, 2020 was ₹ 2.40 crore comprising of salary and perquisites. The said remuneration was approved by shareholders 4<sup>th</sup> August 2018.

**(3) Recognition or awards**

Dr. Huzaifa is a recipient of 13 honorary doctorates and many other prestigious awards and titles including a Knighthood, which was bestowed on him by the Ecumenical, Medical, Humanitarian Order of Knights of St. John of Jerusalem (Knights of Charity).

**(4) Job Profile and his suitability**

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

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

**(5) Remuneration proposed**

The remuneration proposed for a period of 2 (two) years commencing from 31<sup>st</sup> March, 2022 to 30<sup>th</sup> March, 2024 continues to be the same as that of past remuneration approved by shareholders in AGM on 4<sup>th</sup> August, 2018. The remuneration proposed to be paid to Dr. Huzaifa Khorakiwala is provided in Item No. 7 of the Notice.

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

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Pharmaceuticals Companies of comparable size in the Pharmaceuticals industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 27<sup>th</sup> May, 2021. The profile of Dr. Huzaifa Khorakiwala, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

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

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

**(B) Dr. Murtaza Khorakiwala, Managing Director**

**(1) Background details**

Dr. Murtaza Khorakiwala, aged 48 years, represents a unique blend of scientific knowledge and business acumen. A Graduate in Medicine from GS Medical College, Mumbai, India, and Master in Business Administration (MBA) from the University of Illinois, USA, he has been Managing Director of Wockhardt Limited since April 2009.

A Member of the executive committee of the Indian Pharmaceutical Association (IPA), he was the past Chairman of the Marketing Committee of the Bombay Management Association.

As on the date of Notice, the details of his directorship in other companies board meetings, the board meeting attended by him and the committee memberships is mentioned in the Corporate Governance Report.

He is son of Dr. H. F. Khorakiwala, Executive Chairman and brother of Dr. Huzaifa Khorakiwala, Executive Director & Ms. Zahabiya Khorakiwala, Non – Executive Director of the Company.

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

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

**(2) Past Remuneration**

The total remuneration of Dr. Murtaza Khorakiwala, in the capacity of Managing Director for the year ended 31<sup>st</sup> March, 2021 was Rs 2.40 crore comprising of salary and perquisites. The said remuneration was approved for a period by shareholders at the AGM held on 4<sup>th</sup> August 2018

**(3) Recognition or awards**

Dr. Murtaza has been bestowed with the “Global Impact Award” by University of Illinois, USA.

**(4) Job Profile and his suitability**

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

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

**(5) Remuneration proposed**

The remuneration proposed for a period of 2 (two) years commencing from 31<sup>st</sup> March, 2022 to 30<sup>th</sup> March, 2024 continues to be the same as that of past remuneration approved by shareholders in its meeting on 4<sup>th</sup> August 2018. The remuneration proposed to be paid to Dr. Murtaza Khorakiwala is provided in the Item No. 8 of the Notice.

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

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Pharmaceuticals Companies of comparable size in the Pharmaceuticals industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 27<sup>th</sup> May, 2021. The profile of Dr. Murtaza Khorakiwala, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

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

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



**III. OTHER INFORMATION:****(1) Reasons of loss or inadequate profits**

As the Company has no profits from operation without considering exceptional items for the financial year 2020-21, payment of managerial remuneration is in compliance with Section II of Part I of Schedule V to the Companies Act, 2013.

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

- (i) During the year under review, the Company has continued to build on its Intellectual Property base with 3,187 cumulative patents filed and 763 cumulative patents granted as on 31<sup>st</sup> March, 2021.
- (ii) Further, the Company continued its long term strategic initiatives in value creation through cost containments, fostering culture of cost-consciousness, budgetary controls to improve efficiencies and working capital optimization which gave positive impact. Nonetheless, ongoing expenditures on remedial measures (for US FDA related matter) continued to impact the profitability of the Company.

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

During the year under review, some major developments in the Company:

- (i) The Company launched 2 new antibiotics, EMROK (IV) and EMROK O (Oral), for acute bacterial skin and skin structure Infections including diabetic foot infections and concurrent bacteraemia. Earlier in January 2020, Indian Drug Controller, DCGI approved the same based on the Phase 3 study involving 500 patients in 40 centres across India. The new drug will target superbug like Methicillin resistant Staphylococcus aureus (MRSA), which is a leading cause of rising antimicrobial resistance (AMR).
- (ii) The Company in Q2 of financial year 2020-21 announced agreement with the UK Government to fill finish COVID-19 vaccines. The manufacturing was undertaken at CP Pharmaceuticals, a subsidiary of the Company based in Wrexham, North Wales. As per the terms of the agreement the company has reserved manufacturing capacity to allow for the supply of multiple vaccines to the UK Government in its fight against COVID-19, including AZD1222, the vaccine co-invented by the University of Oxford and licensed by AstraZeneca. This agreement was subsequently expanded from 18 to 24 months i.e. until August 2022.
- (iii) The Company received the Qualified Infectious Disease Product1 ('QIDP') designation for WCK 6777 from the United States Food and Drug Administration ('USFDA'). WCK 6777 is a once-a-day combination antibiotic based on Company's NCE Zidebactam, which imparts WCK 6777 novel mechanism of  $\beta$ -lactam enhancer. Driven by the enhancer action, WCK 6777 overcomes an array of problematic bacterial resistance mechanisms such as metallo- $\beta$ -lactamases, KPC and OXA carbapenemases. Further, Zidebactam has the unique ability to overpower other tough resistance mechanisms such as reduced drug uptake and drug efflux encountered in contemporary multidrug (MDR) resistant Gram negative pathogens.

**IV. DISCLOSURES**

The disclosures on remuneration package of each managerial person and details of all elements of remuneration package, details of fixed components etc. are given in the Corporate Governance Report and Board's Report attached to the Annual Report 2020-21 for the information of the Shareholders.

By **Order of the Board of Directors**

**Gajanand Sahu**  
Company Secretary

Place : Mumbai

Date : 27<sup>th</sup> May, 2021