

WOCK/SEC/SE/2025-26/048

14th November, 2025

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

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we are enclosing herewith the Notice of Postal Ballot dated 3rd November, 2025 along with Explanatory Statement for seeking approval of the Members of the Company for following special business by way of Remote e-voting ('E-voting') process only:

Particulars	Type of Resolution
Appointment of Mr. Om Prakash Bhatt (DIN: 00548091) as a Non-Executive Independent Director of the Company for a term of 5 (five) years from 3 rd November, 2025 to 2 nd November, 2030 and continuation of his directorship notwithstanding his attaining the age of 75 years during the term.	Special

The Notice of Postal Ballot is being sent only through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 7th November, 2025 ('Cut-off Date') & whose email addresses are registered with their respective depository(ies)/depository participants or with Registrar and Share Transfer Agent.

The E-voting facility will be available during the following period:

E-voting start date and time	9:00 a.m. (IST) on Saturday, 15 th November, 2025
E-voting end date and time	5:00 p.m. (IST) on Sunday, 14 th December, 2025

E-voting will not be allowed beyond the aforesaid date and time and the E-voting module shall be forthwith disabled by NSDL, upon expiry of the aforesaid period. Once a Member has exercised the vote, whether partially or otherwise, shall not be allowed to change it subsequently or cast the vote again.

The Notice of Postal Ballot along with explanatory statement and instructions for E-voting, which is enclosed herewith is also available on the website of the Company at: www.wockhardt.com and the website of NSDL at <https://evoting.nsdl.com>.

The results of Postal Ballot will be declared on or before 16th December, 2025.

Kindly acknowledge receipt of the same.

Thanking you,

For **Wockhardt Limited**

Rashmi Mamtura
Company Secretary

Encl.: a/a

WOCKHARDT LIMITED

Registered Office: D-4 MIDC, Chikalthana, Chhatrapati Sambhajanagar – 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

To the Members of Company,

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”) for holding general meetings/conducting postal ballot process through e-voting, and any other applicable law, rules and regulations that the resolution set out below is proposed to be passed by the Members of Wockhardt Limited (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process. The proposed resolution, if approved by the requisite majority of Members, will be taken as duly passed on the last date specified for e-voting by means of Postal Ballot, i.e. on Sunday, December 14, 2025.

SPECIAL BUSINESS:

1. Appointment of Mr. Om Prakash Bhatt (DIN: 00548091) as a Non-Executive Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the “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(s) thereof, for the time being in force) and the Regulations 17(1)(a), 17(1A) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Om Prakash Bhatt (DIN: 00548091), aged 74 years who was appointed as an Additional (Non-Executive Independent) Director by the Board of Directors at its meeting held on November 3, 2025, and being eligible and has given declaration that he meets with the criteria of independence, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby Appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from November 3, 2025 to November 2, 2030.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members of the Company be and is hereby granted for continuation of Directorship of Mr. Om Prakash Bhatt (DIN: 00548091) as a Non-Executive Independent Director of the Company, notwithstanding that he will attain the age of 75 years on March 7, 2026.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution) 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.”

By **Order of the Board of Directors**
For **Wockhardt Limited**

Rashmi Mamtura
Company Secretary

Date: November 3, 2025
Place: Mumbai

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act in respect of the proposed Resolution is annexed hereto and forms part of this Notice. Further, the statement pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "SEBI Listing Regulations") and Secretarial Standard on General Meetings (hereinafter referred to as the "Secretarial Standard - 2"), providing details of Director proposed to be appointed through the postal ballot is provided in "**Annexure A**" to the Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the register of Members / register of beneficial owners as on Friday, November 7, 2025 ("**Cut-Off Date**") received from the Depositories and whose email address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
4. **Voting rights of a Member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
5. The Members may note that the Notice of the Postal ballot will also be available on the Company's website www.wockhardt.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

The Members who have not registered their email addresses are requested to update their email address (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their email address with the Company, are requested to register / update their email address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited at C-101, Embassy 247, Lal Bahadur Shastri Marg, Vikhroli (West), MUMBAI - 400083

6. All documents referred to in the Postal Ballot Notice and Explanatory Statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of the e-voting. Members seeking to inspect such documents can send an email to investorrelations@wockhardt.com.
7. Members, are requested to quote their DP ID and Client ID or Folio No. for all correspondence with the Company/ Registrar and Share Transfer Agent ("RTA").
8. **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 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/ Peer review Certificate no. 6489/2025) failing him Ms. Indrabala Javeri, Practicing Company Secretary (ACS No. 2209, CP No. 7245/ Peer review certificate no. 2922/2023) has been appointed as Scrutinizers to scrutinize the remote e-voting process of the Postal Ballot in a fair and transparent manner.

The e-voting period begins on **SATURDAY, NOVEMBER 15, 2025 (9:00 AM IST)** and ends on **SUNDAY, DECEMBER 14, 2025 (5:00 PM 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 i.e. Friday, November 7, 2025 may cast their vote through e-voting.

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

The results of e-voting will be announced on or before Tuesday, December 16, 2025, and will be displayed on the Company's website at www.wockhardt.com and the website of NSDL at <https://evoting.nsdl.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, December 14, 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, November 15, 2025 (9:00 AM IST) and ends on Sunday, December 14, 2025 (5:00 PM 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 cut-off date i.e. Friday, November 7, 2025, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, November 7, 2025.





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 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/Ideas DirectReg.jsp 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. 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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’?
 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’.
 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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system.**How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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.
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. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively Shareholder/Members may send a request to evoting@nsdl.com 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.

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

Item No. 1

Appointment of Mr. Om Prakash Bhatt (DIN: 00548091) as a Non-Executive Independent Director of the Company:

The Board of Directors, on the recommendation by the Nomination and Remuneration Committee ("NRC") approved the appointment of Mr. Om Prakash Bhatt (DIN: 00548091) as an Additional (Non-Executive Independent) Director of the Company from November 3, 2025. Further, the NRC and the Board of Directors has also recommended the appointment of Mr. Om Prakash Bhatt as a Non-Executive Independent Director for a term of 5 (Five) consecutive years i.e. upto November 2, 2030 for approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive Board. The Board deliberates on various factors including current tenure of Board Members, anticipated vacancies in key Board positions, skill matrix including skill-gaps, diversity, time-commitment, statutory requirements, etc. The appointment of Mr. Om Prakash Bhatt has been made by the Board to facilitate the long term vision of the Company. In the opinion of the Board, Mr. Bhatt fulfils the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for appointment as a Non-Executive Independent Director of the Company and is independent of management of the Company. The Board of the Directors firmly believes that Mr. Bhatt will bring immense value on account of his stature, professional competence and distinguished experience and accordingly recommends, his appointment, as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years i.e. upto November 2, 2030. Mr. Bhatt will be eligible to receive remuneration in the form of Sitting Fees for his role as a Non-Executive Independent Director of the Company, which shall be linked to the factors like membership of Committees, his attendance at the Board and various Committee meetings, etc. and shall be governed by the Nomination and Remuneration Policy and Board Diversity policy of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing candidature of Mr. Bhatt to be appointed as a Non-Executive Independent Director as per the provisions of the Act. In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the SEBI Listing Regulations, it is therefore proposed that Mr. Bhatt be appointed as a Non-Executive Independent Director for a term of 5 (Five) consecutive years from the original date of his appointment i.e. from November 3, 2025 to November 2, 2030.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during any working day between 11.00 am to 1.00 pm upto the last date of e-voting and is also available on the website of the Company www.ockhardt.com.

Further, Mr. Bhatt will attain the age of seventy five years on March 7, 2026. In terms of Regulation 17 (1A) of the SEBI Listing Regulations, approval of the Members is also sought by way of Special Resolution for continuation of a Non-Executive Director upon attaining the age of seventy five years. Accordingly, the Board, on the recommendation of the NRC, has also recommended the Members to approve continuation of Mr. Bhatt as a Non-Executive Independent Director of the Company after attaining the age of seventy five years on March 7, 2026.

The Board recommends the proposed Special resolution set out at Item no. 1 of the Notice for approval of the Members.

Except Mr. Bhatt and his 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 proposed Special resolution set out at Item no. 1 of the Notice.

By Order of the Board of Directors
For Wockhardt Limited

Rashmi Mamtura
Company Secretary

Date : November 3, 2025

Place : Mumbai

Annexure A to the Notice dated November 3, 2025

Particulars of the Director, who is proposed for appointment/ re-appointment pursuant to Regulations 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:

Name of the Director	Om Prakash Bhatt
DIN	00548091
Age	74 years
Category of Directorship	Non-Executive Independent Director
Qualifications	Mr. Om Prakash Bhatt is a science graduate with a post graduation in English Literature.
Brief Resume	<p>Mr. Om Prakash Bhatt is a seasoned and thoughtful leader. He brings years of experience across a wide variety of strategic and operational roles of which for 5 years he has been Chairman and CEO of a Fortune 500 company, State Bank of India, the largest Bank in India.</p> <p>For the last 10 years he has been an Independent Director on Corporate Boards in a wide variety of multinationals ranging from leadership development to international banking, to auto, steel, IT services, consumer goods and renewable energy. Because of the diversity and length of his assignments, he brings a certain holistic outlook to his Board role.</p> <p>He has interest in the areas of sustainability, new investments, values, culture. He has a relatively open mind set and enjoys the challenge of getting the best out of people. Bulk of his working life was spent in India, and he also has a good international exposure with stints in both UK and the USA.</p> <p>His current board engagements as Independent Director include Coforge Limited, Tata Motors Passenger Vehicles Limited (Erstwhile Tata Motors Limited), Greenko Energy Holdings, Foresight Globe and Climate Finance India Private Limited.</p> <p>He is currently a Member of the India Advisory Board of Schulich School of Business, Toronto, Canada, Chairman, India Advisory Board of the Centre for Creative Leadership, North Carolina, USA, Member of the Advisory Board Amundi, France, and Senior Advisor to McKinsey.</p> <p>In the past he was a Governor on the board of Centre for Creative Leadership, Greensboro, North Carolina, USA, and as Independent Director on the boards of Oil and Natural Gas Corporation, Standard Chartered PLC, London, UK, Tata Steel Limited (TSL), Tata Steel Europe (TSE), Tata Consultancy Services, Hindustan Unilever Limited and Aadhar Housing Finance Limited.</p>
Expertise/ Skills/ Attributes	Strategy and Operations
Terms and Conditions of Appointment/ re-appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Sitting fees as applicable
Date of first appointment on the Board	November 3, 2025
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year	Mr. Bhatt attended only one Board meeting held during the year on November 3, 2025

Name of the Director	Om Prakash Bhatt	
List of Companies (other than Wockhardt Limited) in which the director holds directorship	Climate Finance India Private Limited Coforge Limited Tata Motors Passenger Vehicles Limited Tata Daewoo Commercial Vehicle Company Limited Greenko Energy Holdings Limited TML Holdings Pte Ltd Singapore Foresight Global Pte Limited	
List of Membership/ Chairmanship of Committees of other Boards	Coforge Limited	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member 3. Stakeholders Relationship Committee - Chairperson 4. Risk Management Committee - Member
	Tata Motors Passenger Vehicles Limited	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Chairperson 3. Corporate Social Responsibility Committee - Member

