

## WOCKHARDT LIMITED

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

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

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

**CIN:** L24230MH1999PLC120720

**E-mail:** investorrelations@wockhardt.com

**Website:** www.wockhardt.com

### NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is seeking the consent of its members in respect of the Special Businesses proposed to be passed through Postal Ballot, the details of such Special Businesses are more specifically provided in the appended Resolutions.

#### Items of Special Business:

**1. Consent for continuation of Mr. Baldev Raj Arora as an Independent Director**

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

“**RESOLVED THAT** in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018; and applicable provisions of the Companies Act, 2013 (as amended) and other laws, consent of the members be and is hereby accorded for Mr. Baldev Raj Arora (DIN: 00194168) to continue as an Independent Director of the Company from 3<sup>rd</sup> June, 2019 (i.e. upon his attaining the age of 75 years) till the completion of his present term (i.e. up to 27<sup>th</sup> May, 2020).”

**2. To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / body corporate(s) in whom any of the Director of the Company is interested upto ₹ 6,000 crore**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 (‘Act’) and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company and in line with the approval already accorded by the shareholders of the Company under Section 186 of the Act vide resolution dated 15<sup>th</sup> March, 2018, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / body corporate(s) in whom any of the Director of the Company is interested upto an aggregate

## WOCKHARDT LIMITED

amount not exceeding ₹ 6,000 crore (Rupees Six Thousand Crore Only) or in other currency for an equivalent amount.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

**By Order of the Board of Directors**

**Narendra Singh**  
Company Secretary

Place: Aurangabad  
Date: 4<sup>th</sup> August, 2018

## IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') is annexed hereunder and forms part of the Notice.
2. The Notice is being sent to all the members whose names appear in the Register of Members/Beneficiary Position maintained by the Depositories as on Saturday, 4<sup>th</sup> August, 2018.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Saturday, 4<sup>th</sup> August, 2018.
4. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, have been sent Notice of Postal Ballot by email; and to others through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed envelope.
5. **Voting through electronic means**

In compliance with the provisions of Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered through Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than through physical Postal Ballot Form ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

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) have been appointed as Scrutinizers to scrutinize the remote e-voting process and conducting the Postal Ballot in fair and transparent manner.

Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a member to vote using remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided.

Members are requested to cast their vote only through one mode (e-voting or physical Postal Ballot Form). In case members cast their votes through both the modes, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.

The voting period begins on **Thursday, 9<sup>th</sup> August, 2018 at 9.00 a.m.** (IST) and ends on **Friday, 7<sup>th</sup> September, 2018 at 5.00 p.m.** (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4<sup>th</sup> August, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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 shareholders voting electronically are as under:**

### **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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 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, your ‘initial password’ is communicated to you on your postal address.

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.
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.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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](mailto:bhattvirendra1945@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/grievances relating to e-voting, you may refer Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Mr. Amit Vishal, Senior Manager, NSDL, at the designated email ids: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
6. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form.
  7. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company.
  8. The Scrutinizer’s decision on the validity of the Postal Ballot and e-voting shall be final and binding.
  9. The resolution, if passed with requisite majority, shall be deemed to be passed on the last date specified by the Company for receipt of duly completed e-voting or Postal Ballot Forms.
  10. The relevant documents, if any, referred to in the accompanying Notice and Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 2.00 p.m. and 4.00 p.m.
  11. The Scrutinizer will submit his report after the completion of scrutiny of the Postal Ballot Forms including e-voting. The results of the Postal Ballot will be announced at the Global Headquarters, Mumbai by the Chairman or any other Director authorised by him on or before **Sunday, 9<sup>th</sup> September, 2018 by 5.00 p.m.** (IST).
  12. The Results declared along with Scrutinizer’s Report shall be placed on the Company’s website [www.wockhardt.com](http://www.wockhardt.com) and on the website of NSDL and shall also be communicated to the Stock Exchanges on which shares of the Company are listed.

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

### **Item No. 1**

The members of the Company at its Annual General Meeting held on 12<sup>th</sup> September, 2015 approved the appointment of Mr. Baldev Raj Arora as an Independent Director of the Company for a period of 5 (five) years with effect from 28<sup>th</sup> May, 2015. Mr. Arora will complete his present term on 27<sup>th</sup> May, 2020.

In terms of recently notified 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. Arora will attain the age of seventy five years on 3<sup>rd</sup> June, 2019.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Baldev Raj Arora'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 4<sup>th</sup> August, 2018, on the recommendation of NRC, recommended for the approval of the members, continuation of Mr. Arora as an Independent Director of the Company from the day he attains the age of seventy five years (i.e. 3<sup>rd</sup> June, 2019), till the completion of his present term (i.e. up to 27<sup>th</sup> May, 2020), on the existing terms and conditions.

In view of this, the Board of Directors recommends resolution as set out in item no. 1 for approval of the members of the Company by way of a Special Resolution.

Mr. Baldev Raj Arora and his relatives are interested in the resolution set out in item no. 1 of the Notice. 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 resolution.

### **Item No. 2**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 15<sup>th</sup> March, 2018, through Postal Ballot, accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto an aggregate amount not exceeding ₹ 6,000 crore (Rupees Six Thousand Crore Only).

However, vide Companies (Amendment) Act, 2017, Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company's subsidiary(ies) explore various options to raise funds through loan / issuance of debentures / bonds etc. which may be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies) of the Company would be utilized for their principal business activities i.e. meet its research and development expenses, clinical trial, capital expenditures and for general corporate purposes including without limitation to repay / prepay their existing term loans.

In view of the above; and in line with the approval of the shareholders accorded under section 186 of the Act & as an abundant caution, the Board at its meeting held on 4<sup>th</sup> August, 2018 decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans

## WOCKHARDT LIMITED

/ debentures / bonds etc. raised by any subsidiary company(ies) (Indian or overseas) / body corporates in whom any of the Director of the Company is interested upto an aggregate amount not exceeding ₹ 6,000 crore or in other currency for an equivalent amount. This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said subsidiary(ies) / body corporates, as and when it is raised.

In view of this, the Board of Directors recommends resolution as set out in item no. 2 for approval of the members of the Company by way of a Special Resolution.

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

By **Order of the Board of Directors**

**Narendra Singh**  
Company Secretary

Place: Aurangabad  
Date: 4<sup>th</sup> August, 2018

### **Enclosures:**

1. Postal Ballot Form
2. Postage pre-paid self-addressed envelope