

Company: Wockhardt Limited
AGM: 26th Annual General Meeting
Date: August 8, 2025

1. Adoption of Audited Financial Statements for FY 2024–25

Type: Ordinary Resolution

Rationale:

The Company seeks shareholder approval to adopt its audited standalone and consolidated financial statements for the financial year ended March 31, 2025. These statements have been prepared in accordance with applicable accounting standards and regulatory requirements, and have received an unqualified audit opinion. The Board's report includes all material disclosures mandated by the Companies Act, 2013 and SEBI Listing Regulations.

2. Reappointment of Dr. Murtaza Khorakiwala as Director (Retires by Rotation)

Type: Ordinary Resolution

Rationale:

Dr. Murtaza Khorakiwala, who retires by rotation, is proposed for reappointment. As Managing Director since 2009, he brings over two decades of leadership experience and a strong academic background in medicine and business administration. His strategic outlook and leadership have played a pivotal role in driving the Company's transformation initiatives. His reappointment is recommended by the Board, considering his continued contributions and domain expertise.

3. Ratification of Remuneration of Cost Auditors for FY 2025–26

Type: Ordinary Resolution

Rationale:

The Board recommends ratification of the remuneration of ₹3.35 lakh (plus applicable taxes and expenses) payable to M/s. Kirit Mehta & Co., Cost Accountants, for the cost audit of FY 2025–26. The firm has demonstrated satisfactory performance in prior audits. The proposed remuneration is in line with industry standards and has been approved by the Audit Committee.

4. Appointment of Mr. Virendra G. Bhatt as Secretarial Auditor

Type: Ordinary Resolution

Rationale:

In accordance with Section 204 of the Companies Act and Regulation 24A of SEBI Listing Regulations, the Company proposes to appoint Mr. Virendra G. Bhatt, a seasoned professional with over 38 years of experience, as Secretarial Auditor for a 5-year term. He is well-acquainted with the Company's governance practices and has been peer-reviewed. His appointment will ensure continuity, compliance oversight, and institutional knowledge retention.

5. Approval of Material Related Party Transactions

Type: Ordinary Resolution (Majority of Minority)

Rationale:

The resolution seeks shareholder approval for material related party transactions primarily between the Company's subsidiaries and step-down subsidiaries. These are intra-group transactions that are strategically necessary, operationally routine, and financially neutral at the consolidated level.

Key Justifications:

- Essential to Group Synergy and Compliance: Many subsidiaries were formed to comply with jurisdictional or regulatory requirements and function as integrated arms of the Company's consolidated operations.
- No Cash Leakage or Conflict of Interest: The transactions are executed on an arm's length basis and do not involve transfers of economic benefit to promoter entities or minority-oppressive structures. Many transactions occur between wholly-owned or step-down subsidiaries, with no adverse financial impact on consolidated profitability or cash flows.
- Audit Committee and Board Oversight: All transactions have been reviewed and approved by the Audit Committee comprising independent directors, and are monitored through robust RPT governance and internal audit mechanisms.
- Continuity of Global Supply Chain and Operations: These transactions are critical for manufacturing, distribution, and compliance across jurisdictions — enabling uninterrupted global operations and regulatory adherence.

We respectfully submit that the approval is sought purely as a compliance measure under SEBI LODR (Regulation 23(4)), and does not reflect any governance weakness, but rather transparency and prudence in disclosures.

6 & 7. Revision in Remuneration of Executive Director and Managing Director

Type: Special Resolution

Rationale:

In recognition of their significant contributions to Wockhardt's transformation, strategic turnaround, and R&D progress, the Company proposes a revision in the remuneration of its Executive Director and Managing Director for a period of three years i.e. from 31.03.2026 till 30.03.2029. This revision, the first major upward adjustment in several years, has been proposed following the recommendation of the Nomination and Remuneration Committee after benchmarking with comparable roles across the Indian pharmaceutical sector. It is designed to reflect both sustained contributions and future strategic leadership requirements.

Key Considerations:

Performance and Strategic Transformation (Last 2–3 Years):

- **Turnaround Efforts:** Wockhardt has demonstrated a meaningful improvement in operating performance over the past three years, including better cost management, rationalisation of international operations, and return to strategic focus areas.
- **Debt Reduction & Balance Sheet Strengthening:** The leadership effectively guided two Qualified Institutional Placements (QIPs) in 2024, raising ₹1,480 crore to support deleveraging and growth investments.
- **Restructuring and Focus:** Under their guidance, the Company has exited the legacy US generics business and is strategically realigned to focus on R&D-led innovation and global antibiotics leadership.

R&D Milestones and Product Pipeline:

- Wockhardt has made substantial progress in its **NCE (New Chemical Entity) programme**, positioning itself as a pioneer in the anti-infective innovation space.
- Multiple assets in the development pipeline are moving through critical clinical and regulatory stages, signifying **high scientific and commercial potential**.
- A robust pipeline across antibiotics, biologics, and differentiated generics is being actively advanced under their leadership.

Remuneration Justification:

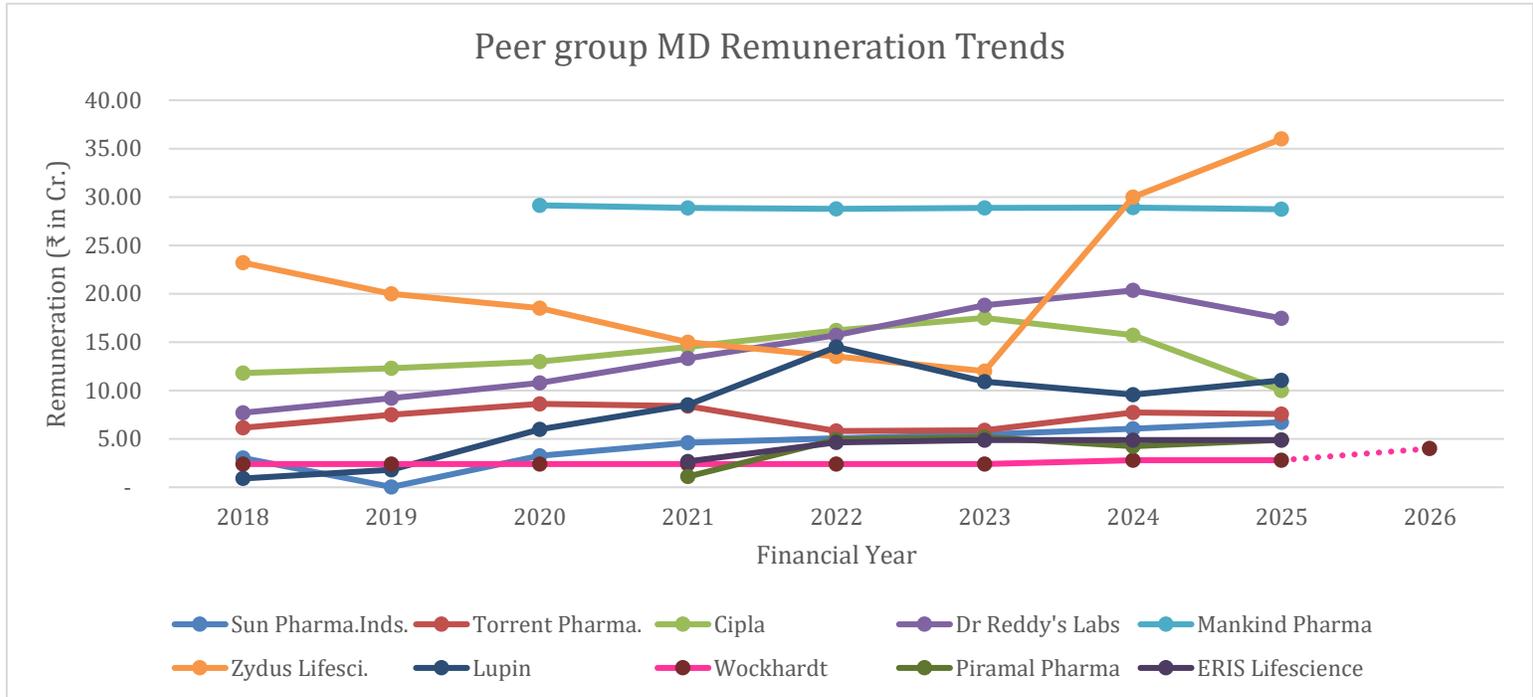
- The proposed revision increases the annual remuneration from ₹2.8 crore to ₹4 crore per person, with an enabling provision to revise it up to ₹6 crore.
- Even at the upper limit, the remuneration remains well below the median of listed pharmaceutical peers, as detailed in the accompanying benchmarking analysis.
- The proposed structure maintains a **fixed and transparent cash component** only, without any equity dilution or stock-based incentives.

Governance Safeguards:

- The proposal has been reviewed and approved by the Nomination & Remuneration Committee (majority Independent Directors) and the Board.
- It complies with the limits and disclosures required under the Companies Act, 2013 and SEBI LODR regulations.

Remuneration Benchmark – MDs/EDs in Indian Pharma Companies

To assist shareholders in evaluating the proposed revision in remuneration, the Company has benchmarked compensation levels of Managing Directors and Executive Directors across leading Indian pharmaceutical companies.



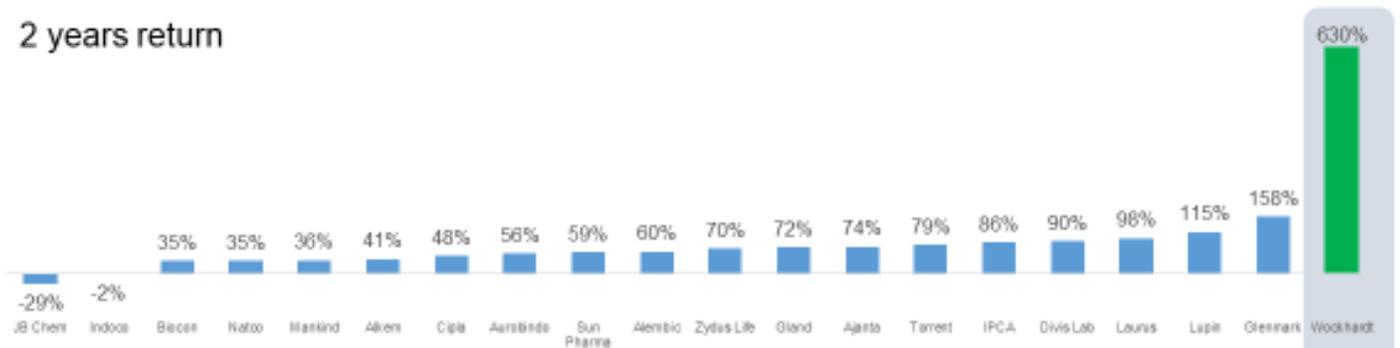
As reflected in the comparison, Wockhardt’s proposed remuneration at ₹ 4 Crore with a ceiling of ₹6 crore per annum remains conservative in light of:

- The significantly higher compensation paid by several peers (often exceeding ₹8 crore);
- The complexity of managing a global pharmaceutical enterprise undergoing strategic restructuring;
- The historically modest compensation levels for Wockhardt’s leadership despite high governance responsibility and sustained industry challenges.

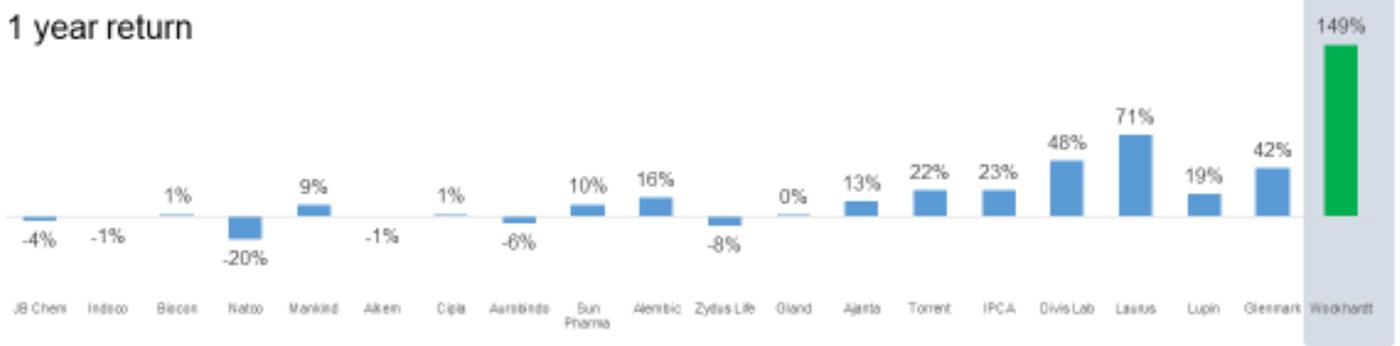
In evaluating the proposed revision in remuneration, it is pertinent to highlight the substantial value creation delivered by the Company for its shareholders in recent years.

Over past two years, Wockhardt’s share price has shown a significant upward trajectory, outperforming several of its peers in the pharmaceutical sector. This performance reflects not only business resilience but also strategic execution under the leadership of the current executive team.

2 years return



1 year return



The increase in shareholder wealth during this period justifies a commensurate adjustment in the remuneration of Managing and Executive Directors, in line with industry benchmarks.

The Company firmly believes that the revised remuneration is **fair, performance-sensitive**, and aligned with shareholder interests, while ensuring **retention of experienced leadership critical to long-term value creation**.

8. Reappointment of Mr. Akhilesh Krishna Gupta as Independent Director

Type: Special Resolution

Rationale:

Mr. Akhilesh Gupta is proposed to be reappointed for a second term of five years from August 29, 2025 to August 28, 2030. He has served on the Board since 2020 and brings deep leadership experience from his roles at Blackstone India, Reliance Industries, and various academic boards. The Board also seeks member approval under Regulation 17(1A) of SEBI LODR for his continuation beyond 75 years of age (effective 2027). His independence and vast experience make him a valuable asset to the Board.

9. Approval for Capital Raising up to ₹2,000 Crore via Public/Private Offerings, including QIP

Type: Special Resolution

Rationale:

This resolution is an enabling authority sought in anticipation of future capital requirements, without any immediate or specific issuance plan. It offers the Company strategic agility to raise growth capital in a time-sensitive and regulated manner, should market conditions and investment opportunities warrant such action.

Key Rationale:

- Support for Innovation-Driven Growth: The Company is realigning its focus on the global anti-infective and innovation pipeline. Capital may be required to fund R&D, capacity expansion, and regulatory approvals — critical to building future-ready capabilities.
- Strengthening the Balance Sheet: The Company's prior fundraises (₹480 crore in March 2024 and ₹1,000 crore in November 2024) were intended for growth capital and were efficiently utilized for completion of curial clinical trials, deleveraging and working capital support. The new proposal retains optionality without mandating dilution unless strategically necessary.
- Regulatory & Shareholder Safeguards Built In: Any issuance under QIP or FCCB will follow strict SEBI pricing guidelines (ICDR Regulations), maintain shareholder rights, and avoid preferential treatment. No issuance shall proceed without Board/ Committee approval, and investor disclosures in line with LODR requirements.
- Flexibility, Not Dilution: The Company seeks this resolution as a future-enabling tool. It does not dilute equity unless capital is deployed for accretive purposes that enhance shareholder value.

We assure shareholders and proxy advisors that the Board remains committed to responsible capital allocation and only intends to act upon this authority when it is demonstrably in the Company's and shareholders' best interests.