

Virendra Bhatt

Company Secretary

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SECRETARIAL COMPLIANCE REPORT OF WOCKHARDT LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

1. I, Virendra G. Bhatt, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **Wockhardt Limited (“the listed entity”)** arising from the compliances of specific Regulations listed under Clause 2 of this report;
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges in connection with the above;
- (c) website of the listed entity; and
- (d) All other documents, fillings or submission on the basis of which this Certification is given,

for the financial year ended 31st March, 2020, (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – (Not applicable during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – (Not applicable during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – (Not applicable during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (j) All other regulation and circulars / guidelines issued and as applicable to the Company from time to time:

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has prima facie complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-	N.A.	N.A.	N.A.

- (b) During the period under review, the Company has allotted 48,800 Equity Shares under Employee Stock Option Scheme and the same has been listed on Stock Exchanges.

- (c) During the Quarter ended 31st March, 2020, the Company has extended the redemption period by a year from existing redemption period on 31st March, 2020 to 31st March, 2021 of 160,000,000, 0.01% Non-Convertible Cumulative Redeemable Preference Shares (NCRPS Series 5) together with the redemption premium amounting to Rs. 99.84 crore, held by the Promoter Group with a right to earlier redemption by giving one-month notice by the either parties. Premium of 8% p.a. shall be payable for the extended period upto the date of redemption on the redemption value.
- (d) During the period under review, the promoters of the Company have created pledge on part of Equity Shares held by them in the Company. Further, pledge on some Equity Shares have also been released as per contractual terms.
- (e) During the period under review, postal ballot was conducted by the Company for seeking the approval of the shareholders of the Company for transfer the Business Undertaking, a division of the Company, to Dr. Reddy's Laboratories Limited under Section 180(1)(a) of the Companies Act, 2013. The resolution has been passed by majority on 16th March, 2020.
- (f) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI by Stock Exchanges (including under the Standard Operating Procedures Issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
-	N.A.	N.A.	N.A.	N.A.

- (g) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	None	N.A.	N.A.	N.A.

(h) The Listed entity has prima facie complied with points 6(A) and 6(B) as mentioned in SEBI Circular No: CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to the Statutory Auditors.

Place: Mumbai

Date: 11th May, 2020

Virendra G. Bhatt

ACS No.: 1157

COP No.: 124

UDIN: A001157B000223170