

WOCKHARDT LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARY

1. **PREFACE**

The Board of Directors (the “Board”) of Wockhardt Limited (the “Company”) had adopted the policy and procedures with regard to determination of Material Subsidiaries effective from 1st October, 2014. The said policy was prepared in accordance with Clause 49 of the Listing Agreement. In order to align the said policy with amendments in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), this policy shall replace the existing policy.

2. **POLICY OBJECTIVE**

The objective of this Policy is to determine the Material Subsidiaries of Wockhardt Limited and to provide the governance framework for such subsidiaries.

3. **DEFINITIONS**

“**Act**” means the Companies Act, 2013

“**Audit Committee or Committee**” means “**Audit Committee**” constituted by the Board of Directors of the Company, from time to time, under provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / erstwhile Listing Agreement and the Companies Act, 2013.

“**Board of Director**” or “**Board**” means the Board of Directors of Wockhardt Limited, as constituted from time to time.

“**Company**” means Wockhardt Limited.

“**Independent Director**” means a director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Subsidiary**” shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

“**Material subsidiary**” shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

“**Net Worth**” means net worth as defined in sub-section (57) of section 2 of the Companies Act, 2013.

“**Significant transaction or arrangement**” shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

4. CRITERIA FOR DETERMINING MATERIAL SUBSIDIARY

A subsidiary shall be a Material Subsidiary, if any one of the following conditions are satisfied:

- a. If the income of the subsidiary exceeds ten per cent of its consolidated income of the Company and its subsidiaries in the immediately preceding accounting year; or
- b. If the net worth of the subsidiary exceeds ten per cent of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year.

Based on audited consolidated and standalone annual financial statements of Company and its subsidiaries, in each financial year, the Company would identify the subsidiaries which would get covered under the definition of material subsidiary as provided above.

5. GOVERNANCE FRAMEWORK FOR THE MATERIAL SUBSIDIARY(IES)

A. If any subsidiary is found to be "material", the Company should comply the following:

- 1) The Management of the unlisted material subsidiary shall periodically bring to the notice of the board of directors of the Company, a statement of all significant transactions and arrangements entered into by the said unlisted material subsidiary.
- 2) The Company shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved
- 3) The Company shall not sell, dispose of and lease any assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution. However, the said approval is not required if the sale/disposal/lease is made under a scheme of arrangement duly approval by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- 4) Where a listed subsidiary of the Company is itself a holding company of a Material Subsidiary, the provisions of this Policy shall apply to the listed subsidiary in so far as its subsidiaries are concerned.
- 5) Every material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex such Secretarial Audit Report with the annual report of the Company.

- B. At least one Independent Director of the Board of the Company shall be a director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not. However, for the purpose of appointment of Independent Director, the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- C. The Company shall comply with such other requirement in relation to unlisted material subsidiary as may be mandated under the Act and/ or Listing Regulations, from time to time.

6. EFFECTIVE DATE

The said policy shall come into force with immediate effect.

7. AMENDMENT

The Board may amend or modify this Policy in whole or in part, from time to time

If, due to subsequent changes in the Act or/and Regulation, a particular Standard or any part thereof becomes inconsistent with the Act or/and Regulation, the provisions of the Act or/and Regulation shall prevail.

VERSION HISTORY

Sr. No.	Approved by	Approval date	Effective date
1.	Board of Directors	12 th August, 2014	1 st October, 2014
2.	Board of Directors	27 th January, 2022	1 st April, 2022
3.	Board of Directors	3 rd November, 2025	3 rd November, 2025
