

WOCK/SEC/SE/2024-25/017

06<sup>th</sup> June, 2024

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

**Sub: Notice of 25<sup>th</sup> Annual General Meeting and the Annual Report of the Company for the Financial Year 2023-24**

The 25<sup>th</sup> Annual General Meeting of the Members of Wockhardt Limited will be held **Friday, 28<sup>th</sup> June, 2024 at 11:00 am (IST)**, through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Pursuant to Regulation 30 and 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we submit herewith the Notice convening the 25<sup>th</sup> Annual General Meeting and the Annual Report of the Company for the Financial Year 2023-24.

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, Aurangabad – 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

Notice is hereby given that the Twenty-Fifth Annual General Meeting (“AGM”) of the Members of **WOCKHARDT LIMITED** will be held on **Friday, June 28, 2024 at 11:00 am (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements:

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Report of the Auditors thereon.

#### 2. Appointment of Director retiring by rotation:

To appoint a Director in place of Dr. Huzaifa Khorakiwala (DIN: 02191870), who retires from office by rotation and being eligible, offers himself for re-appointment.

#### 3. Appointment of M/s. M S K C & Associates, Chartered Accountants as Statutory Auditors of the Company and Fixation of Remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment thereto or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. M S K C & Associates, Chartered Accountants (ICAI Firm Registration No.: 001595S, Peer Review Certificate No. 015832 valid till September 30, 2026), be and are hereby appointed as the Statutory Auditors of the Company, for a term of 5 (Five) consecutive years i.e. from the conclusion of Twenty-Fifth Annual General Meeting till the conclusion of Thirtieth Annual General Meeting of the Company to be held in the calendar year 2029, on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.”

### SPECIAL BUSINESS:

#### 4. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2024-25:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 335,000 (Rupees Three Lakh Thirty Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353), appointed by the Board of Directors of the Company as Cost Auditors for conducting Cost Audit of the Company for the financial year ending on March 31, 2025, be and is hereby ratified and confirmed; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company (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 authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution.”

**5. Approval of Material Related Party Transactions:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred to as the “SEBI Listing Regulations”), Section 180(1)(c), 180(1)(a), 188 and other applicable provisions of the Companies Act, 2013 to the extent applicable (hereinafter referred to as the “Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the recommendations and approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into/continue to undertake transactions pursuant to Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) with and amongst the subsidiaries of the Company and other entities falling within the definition of ‘Related Party’ as per the Act and the SEBI Listing Regulations (hereinafter referred to as the “Related Parties”), on such key terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between Related Parties and the Company/ its Subsidiary, such that the maximum value of the Related Party Transaction with such Party, in aggregate, does not exceed value as specified in the explanatory statements to this Resolution against respective Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) in any Financial Year, provided further that all transaction(s) pursuant to the said Contract(s)/Arrangement(s) shall be carried out in the ordinary course of business of the Company and shall be on arm’s length basis;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (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 are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, Contract(s), Scheme(s), Agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution; and

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**6. Re-appointment of Dr. Habil Khorakiwala (DIN: 00045608) as an Executive Chairman and Fixing of his Remuneration:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 152, 196, 197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to other requisite approvals as may be necessary, consent of the Members be and is hereby accorded to re-appoint Dr. Habil Khorakiwala (DIN: 00045608), aged 81 years, as an Executive Chairman of the Company, not liable to retire by rotation, for a further period of 5 (Five) years from the expiry of his present term of office, that is, with effect from March 1, 2025 till February 28, 2030:

**RESOLVED FURTHER THAT** Dr. Habil Khorakiwala, Executive Chairman, shall be eligible for the following remuneration for a period of two years commencing from March 1, 2025 to February 28, 2027:

(A) Basic Salary:

₹ 3,000,000 (Rupees Thirty Lakh Only) per month

(B) Perquisites/Allowances:

Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.).

The amount of such perquisites and allowances shall be as per Company's Policy and Rules. However, the total amount of such Basic Salary and Perquisites & Allowances shall not exceed in aggregate of ₹ 50,000,000 (Rupees Five Crore Only) per annum.

(C) Contribution to Provident Fund and Superannuation Fund to the extent, these either singly or put together are not taxable under the Income Tax Act, 1961, and Gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.

The items in part (C) shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profit Dr. Habil Khorakiwala, Executive Chairman, may be paid the above remuneration as the minimum remuneration;

**RESOLVED FURTHER THAT** the notice period of Dr. Habil Khorakiwala as Executive Chairman, shall be governed by the Service Rules of the Company;

**RESOLVED FURTHER THAT** subject to the provisions of the Act and the Rules, Circulars, Orders and Notifications issued thereunder read with Schedule V of the Act and/or Guidelines for Managerial Remuneration issued by Government of India or other Appropriate Authority in this behalf and as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to recommendations of Nomination and Remuneration Committee, the Board be and is hereby authorised to vary and alter the terms and conditions of the said re-appointment including by way of increase or variation in the items forming part of the remuneration to be paid and provided from time to time to Dr. Habil Khorakiwala, Executive Chairman, within the limits specified under Sections 197 and 198 read with Schedule V of the Companies Act, 2013 and any other applicable provisions, if any; and

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard, the Board of Directors of the Company (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, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer of the Company."

**7. Appointment of Amb. Ahmad Javed (DIN: 08668304) as an 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, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as the "Rules") and other applicable provisions of the Act read with Regulations 17(1C), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof) and any other Laws, Rules or Regulations for the time being in force, if applicable, Amb. Ahmad Javed (DIN: 08668304), who was appointed as an Additional Director (Independent) by the Board of Directors on May 28, 2024, pursuant to the recommendation of the Nomination & Remuneration Committee, and who holds office as such upto the date of this Annual General Meeting and has submitted a declaration stating he meets the criteria for independence as prescribed under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and being eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years upto May 27, 2029; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company (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 authorized to do all such acts, deeds, matters and things and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**8. Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of Equity Shares or other eligible securities for an amount not exceeding ₹ 1,000 Crore**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ('Companies Act'), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('ICDR Regulations') the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof) ('SEBI Listing Regulations'), the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and/or re-enactment(s) thereof) ('FEMA') and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2017 (including any amendments, statutory modification(s) and/or re-enactment(s) thereof), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, as amended ('FCCB Scheme') and the Depository Receipts Scheme, 2014 ("GDR Scheme") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India ('GOI'), Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges'), and/or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to the approvals, permits, consents or sanctions of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents or sanctions, or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include a duly constituted Committee of the Board of Directors of the Company), the consent of the Members be and is hereby accorded to the Board to offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares of the Company ('Equity Shares'), Global Depository Receipts ('GDRs'), American Depository Receipts ('ADRs'), Foreign Currency Convertible Bonds ('FCCBs') and/or other securities convertible into Equity Shares including Warrants, Fully Convertible Debentures, Partly Convertible Debentures, Non-Convertible Debentures with Warrants and/or Convertible Preference Shares or any security convertible into Equity Shares, (hereinafter referred to as 'Securities'), or any combination thereof, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of Indian and/or International offering(s) in one or more foreign markets, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore Only) by way of one or more public and/or private offerings including Qualified Institutions Placement ('QIP') in accordance with the provisions of Chapter VI of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutions Buyers ('QIBs') (as defined in the ICDR Regulations), foreign/resident investors (whether Institutions, Incorporated Bodies, Mutual Funds, Individuals or otherwise), Venture Capital Funds (foreign or Indian), Alternative Investment Funds, Foreign Institutional Investors, Foreign Portfolio Investors, Indian and/or Multilateral Financial Institutions, Insurance Companies, Non-Resident Indians, Pension Funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ placement document and/or other letter or circular ('Offering Circular') as may be deemed necessary or appropriate, at the sole discretion of the Board, in such manner and such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory/statutory authority, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the 'Issue') and without requiring any further approval or consent from the Shareholders;

**RESOLVED FURTHER THAT** pursuant to the above mentioned resolution:

- a) the Securities proposed to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and

- c) the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for Corporate Actions such as Bonus Issue, Rights Issue, Stock Split, Consolidation of Stock, Merger, Demerger, Transfer of Undertaking, Sale of Division or any such capital or corporate re-organisation or restructuring, if so required under the law.

**RESOLVED FURTHER THAT** in the event the proposed issuance of securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations), the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall be completed within a period of 365 days from the date of passing of this resolution or such other time period as may be allowed under the ICDR Regulations time to time;

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued through a QIP in terms of Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such other date as may be determined pursuant to ICDR Regulations;

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme and the GDR Scheme, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law;

**RESOLVED FURTHER THAT** any issue of Eligible Securities made by way of a QIP under Chapter VI of ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ('QIP Floor Price') and the Board may, at its absolute discretion, also offer a discount of not more than 5% (five percent) or such other percentage as may be permitted under applicable law to the QIP Floor Price;

**RESOLVED FURTHER THAT** price determined for issuance of Eligible Securities through a QIP under Chapter VI of the ICDR Regulations shall be subject to appropriate adjustments as per the provisions of Regulation 176(4) of the ICDR Regulations, as may be applicable;

**RESOLVED FURTHER THAT** if any issue of Eligible Securities is made by way of a QIP under Chapter VI of ICDR Regulations, no single allottee shall be allotted more than 50 percent of the total issue size and the minimum number of allottees shall be in accordance with the ICDR Regulations and that QIBs belonging to the same group (as specified in the Regulation 180(2) of the ICDR Regulations) or who are under same control shall be deemed to be a single allottee;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised at its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable laws;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint/engage Lead Manager(s), Underwriters, Depositories, Custodians, Registrars, Bankers, Lawyers, Advisors, Debenture Trustees and all such agencies as are or may be required to be appointed, involved or concerned and to remunerate them by way of Commission, Brokerage, Fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such Arrangements, Agreements, Memoranda, Documents, etc. with such agencies;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute necessary documents, agreements, forms, deeds, appointment



## **WOCKHARDT LIMITED**

of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, utilization of the Issue proceeds, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution; and

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) of the Company, including the Capital Raising Committee/Finance & Management Committee (formerly Credit Facilities Committee), in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

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

**Rashmi Mamtura**  
Company Secretary and Compliance Officer

Place : Mumbai

Date : May 28, 2024

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act in respect of item nos. 3 to 8 is annexed hereto and forms part of this Notice. Further, (i) the statement pursuant to Regulation 36 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/re-appointed at the AGM is provided in '**Annexure A**' to the Notice & providing details of Statutory Auditor proposed to be appointed at the AGM is provided in explanatory statement item no. 3 and (ii) Statement pursuant to the provisions of Section II of Part II of Schedule V of The Companies Act, 2013 (Including Secretarial Standard – 2 and SEBI Listing Regulations, as applicable), in respect of Item No. 6 of the Notice is enclosed as '**Annexure B**'.
2. The Ministry of Corporate Affairs ("MCA") has, vide its 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 and 09/2023 dated September 25, 2023 in relation to Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM on June 28, 2024 at 11:00 a.m. (IST). The meeting shall be deemed to be held at the Registered Office of the Company at D-4 MIDC, Chikalhana, Aurangabad – 431 006. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per the Act.
3. In compliance with the provisions of Sections 101, 108 and 136 of the Act read with relevant Rules made thereunder and the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Notice of the AGM along with the Annual Report for Financial Year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Members may note that the Notice and Annual Report for Financial Year 2023-24 will also be available on the Company's website [www.wockhardt.com](http://www.wockhardt.com), websites of the Stock Exchanges i.e. the BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.  
  
The Members holding shares in (Physical/Demat) who have not yet registered their e-mail addresses are requested to update their email address on [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com), with the details such as Name, DPID, Client ID, folio number, PAN copy, mobile number and e-mail id to be able to receive the Notice of the AGM and Annual Report along with voting instructions, login ID and password for remote e-Voting and cast their votes.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND THE ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
5. Since AGM will be held through VC/ OAVM, the Route Map to the Venue is not annexed to this Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice and Explanatory Statement will also 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 AGM. Members seeking to inspect such documents can send an email to [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com).
7. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company/RTA.



8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email to [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com) on or before Monday, June 24, 2024. The same will be replied by the Company suitably.
9. MEMBERS WHO WOULD LIKE TO EXPRESS THEIR VIEWS OR ASK QUESTIONS DURING THE AGM MAY SEND AN EMAIL FROM THEIR REGISTERED EMAIL ADDRESS MENTIONING THEIR NAME, DP ID AND CLIENT ID/FOLIO NUMBER, PAN, MOBILE NUMBER AT [INVESTORRELATIONS@WOCKHARDT.COM](mailto:INVESTORRELATIONS@WOCKHARDT.COM) BETWEEN **SATURDAY, JUNE 22, 2024 (09:00 AM IST) AND MONDAY, JUNE 24, 2024 (05:00 PM IST)**. THOSE MEMBERS WHO HAVE REGISTERED THEMSELVES AS A SPEAKER WILL ONLY BE ALLOWED TO EXPRESS THEIR VIEWS/ASK QUESTIONS DURING THE AGM. THE COMPANY RESERVES THE RIGHT TO RESTRICT THE NUMBER OF SPEAKERS DEPENDING ON THE AVAILABILITY OF TIME FOR THE AGM.
10. In accordance with Section 124(6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), if a Member does not claim the dividend amount for a consecutive period of seven years or more, then the shares held by him/her shall be transferred to the DEMAT Account of IEPF Authority. The unclaimed or unpaid dividend which have already been transferred or the shares which were transferred can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPF/refund.html>. Both unclaimed dividend amount and the shares transferred can be claimed from the IEPF Authority by making an online application in the prescribed form IEPF-5 available on <http://iepf.gov.in/IEPF/refund.html> duly signed along with requisite documents to the Company at the above mentioned address for verification of the claim. The Company Secretary acts as the Nodal Officer for IEPF matters.
11. In order to enable the Company to remit dividend, as and when declared, electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc., Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque. The said information should be submitted to the Company/Registrar and Transfer Agents ('RTA') if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.
12. NRI Members are requested to:
  - a) change their residential status on return to India permanently.
  - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, IFSC code, MICR code, account number and address of the bank with PIN Code no., if not furnished earlier.
13. Members holding shares:
  - a) in electronic (Demat) form, are advised to inform the particulars of their Bank Account, change of address and E-mail ID to their respective DP only. The Company or its RTA i.e. Link Intime India Private Limited cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the Members to their DP;
  - b) in physical form, are advised to inform the particulars of their bank account, change of address and e-mail ID to the RTA in the prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021.
14. As an on-going measure to enhance the ease of doing business for investors in the securities market, the SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, mandated the following:
  - a) Furnishing of PAN, KYC details including Contact details, Bank details, Specimen Signature and Nomination by holders of physical securities;
  - b) Compulsory linking of PAN and AADHAAR by all the holders of physical securities.

In case any of the aforesaid information/documents are not provided earlier, the holders of physical shares of the Company are required to furnish the same to the Company or its RTA i.e. Link Intime India Private Limited at the earliest. Members holding shares in dematerialized form are requested to submit the details to their respective DP.

15. To protect the environment and enable all communication with the Company promptly, Members who have not registered their E-mail ID so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
16. Issue of Securities in Demat form only: Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and pursuant to Regulation 40 of the SEBI Listing Regulations, it has been mandated by SEBI that, request(s) for effecting transfer of securities, shall not be processed by the listed entity unless the securities are held in dematerialized form with a Depository. In view of the above and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. It may be noted that any service request can be processed only after the Folio is KYC Compliant.

Further, as an on-going measure to enhance the ease of dealing in securities market by the investors, the SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 mandated that the listed companies shall issue the securities in dematerialized form only while processing the following service request:

Sl. No.	Nature/Details of Request	Required Form
1.	Issue of duplicate securities certificate	Form No. ISR-4 (along with relevant documents)
2.	Claim from Unclaimed Suspense Account	
3.	Renewal / Exchange of securities certificate	
4.	Endorsement	
5.	Sub-division / Splitting of securities certificate	
6.	Consolidation of securities certificates/folios	
7.	Transposition	Form No. ISR-5 (along with relevant documents)
8.	Transmission	

Shareholder shall submit the above-mentioned services request vide duly filled-in Form ISR-4 or ISR-5 as applicable along with requisite documents.

17. Members holding shares under different Folio nos. in the same names are requested to apply for consolidation of Folios.
18. It is observed that some Members have still not surrendered their old Share Certificate(s) of Equity Shares of face value ₹10 each for exchange with the new Share Certificate(s) of Equity Shares of face value ₹ 5 each. Such Members are requested to immediately surrender their old Share Certificate(s) of ₹ 10 each to the Company or its RTA for doing the needful.
19. **SEBI circulars for dispute resolution**

As an on-going measure to enhance the awareness on availability of dispute resolution mechanism at Stock Exchanges against listed companies/ RTAs, the SEBI, vide its Circular ref. no. SEBI/HO/OIAE/2023/03391 dated January 27, 2023 has mandated the RTA to ensure that all investors who hold shares in physical form are informed as follows:

“If you have any dispute against a listed company and / or its Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular dated May 30, 2022, you can file for arbitration with Stock Exchange.

For more details, please see the web links of the stock exchanges –

BSE - <http://tiny.cc/m1l2vz>

NSE - <http://tiny.cc/s1l2vz>”

An aggrieved shareholder may also refer to the detailed process for filing the arbitration application as mentioned in the SEBI circular ref.: SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022.

20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/ CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a Common Online Dispute Resolution Portal (“ODR Portal”) for

resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

21. M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 101248W) were appointed as Statutory Auditors of the Company at the AGM of the Company held on August 14, 2019 for a term of five years commencing from the conclusion of Twentieth Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting of the Company on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.

Accordingly, the Board of Directors at its meeting held on May 28, 2024, on the recommendation made by the Audit Committee, have approved and recommended appointment of M/s. M S K C & Associates, Chartered Accountants (ICAI Firm Registration No.: 0015955, Peer Review Certificate No. 015832 valid till September 30, 2026), as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of Twenty Fifth AGM till the conclusion of Thirtieth AGM of the Company.

22. **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 National Securities Depository Limited ("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) failing whom Ms. Indrabala Javeri, Practicing Company Secretary (ACS No. 2209, CP No. 7245) has been appointed as Scrutinizers to scrutinize the remote e-voting process during the AGM in a fair and transparent manner.

The e-voting period begins on **TUESDAY, JUNE 25, 2024 (09:00 AM IST) AND ENDS ON THURSDAY, JUNE 27, 2024 (05:00 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 (record date) of Friday, June 21, 2024 may cast their vote through e-voting or voting at the AGM.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, June 21, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company/RTA.

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

24. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on TUESDAY, JUNE 25, 2024 (09:00 AM IST) AND ENDS ON THURSDAY, JUNE 27, 2024 (05:00 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, June 21, 2024 (Record Date), may cast their vote electronically. The voting right of shareholders 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, June 21, 2024.**

*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 and joining virtual meeting 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:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of Shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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 user 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’?
    - (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, 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](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 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
23. The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3: Appointment of M/s. M S K C & Associates, Chartered Accountants as Statutory Auditors of the Company and Fixation of Remuneration:**

M/s. B S R & Co. LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company, for a period of 5 years from the conclusion of Twentieth AGM till the conclusion of Twenty Fifth AGM pursuant to the provisions of Section 139(1) of the Act read with the Companies (Audit and Auditors) Rules, 2014.

Accordingly, the Board of Directors at its meeting held dated May 28, 2024, on the recommendation made by the Audit Committee, have approved and recommended appointment of M/s. M S K C & Associates, Chartered Accountants (ICAI Firm Registration No.: 001595S, Peer Review Certificate No.015832 valid till September 30, 2026), as Statutory Auditors of the Company for a term of 5 (Five) consecutive years to the Members of the Company. The term of appointment of Statutory Auditors is from the conclusion of Twenty Fifth AGM till the conclusion of Thirtieth AGM of the Company.

In accordance with Section 139 of the Act, M/s. M S K C & Associates, Chartered Accountants (ICAI Firm Registration No.: 001595S, Peer Review Certificate No.015832 valid till September 30, 2026), have confirmed that they are eligible to be appointed as the Statutory Auditors of the Company and they satisfy the criteria as provided in Section 141 of the Act.

Pursuant to the SEBI Listing Regulations, the following disclosures are required for M/s. M S K C & Associates, Chartered Accountants, who are proposed to be appointed as Statutory Auditors of the Company:

- a) Proposed Fees payable to Statutory Auditors – ₹ 1.3 Crore per annum is proposed to be paid to M/s. M S K C & Associates for audit of both Standalone and Consolidated Financial Statements. Any future changes therein will be as agreed upon between the Audit Committee/Board of Directors and the Auditors.
- b) Terms of appointment – The appointment of M/s. M S K C & Associates is for a term of 5 consecutive years subject to the approval of the Members at the ensuing AGM.
- c) Any material change in the fee payable to such new auditor from that paid to the outgoing auditor – The proposed audit fees align with industry standards and are appropriate for the Company's and audit firm's size.
- d) Basis of recommendation for appointment of Statutory Auditors – The criteria of selection of M/s. M S K C & Associates was based on various parameters viz. market perception; regulatory compliance; tax/transfer pricing experience of firm; and certification etc.
- e) Credentials of Statutory Auditors proposed to be appointed – M/s. M S K C & Associates, Chartered Accountants. Established in 1974, M S K C & Associates is an Indian Partnership Firm registered with the Institute of Chartered Accountants of India ('ICAI') having offices across 5 cities in India at Chennai, Mumbai, Bengaluru, Hyderabad and Gurugram. The Audit Firm holds Peer Review Certificate. The Firm primarily provides audit and assurance services to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

The Board of Directors recommends the resolution stated in the item no. 3 of the Notice for the approval of the Members of the Company by way of an Ordinary Resolution.

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

**Item No. 4: Ratification of remuneration payable to Cost Auditors for the Financial Year 2024-25:**

Pursuant to the recommendation of Audit Committee, the Board, at its meeting held on May 28, 2024 considered and approved the appointment of M/s. Kirit Mehta & Co., Cost Accountants, as Cost Auditors of the Company, for conducting the cost audit of the Company for the Financial Year ending March 31, 2025 at a remuneration of ₹ 335,000 plus applicable taxes and reimbursement of out-of-pocket expenses.

Pursuant to the provisions of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is subject to ratification by the Members of the Company.

In view of this, the Board of Directors recommends the resolution as set out in item no. 4 of the Notice for approval/ratification by the Members of the Company by way of an Ordinary Resolution.

None of the Directors or 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. 5: Approval of Material Related Party Transactions:**

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments, *inter alia*, expanded the scope of Related Party Transactions by including 'all transactions between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand'. The Regulation has also modified the threshold for determination of material Related Party Transactions requiring prior Shareholders' approval to the lower of ₹ 1,000 Crore (Rupees One Thousand Crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company and its Subsidiaries, during the course of their business, renders various services, sells goods and takes or advances loans from each other and with other related parties, thereby making all such transactions fall within the ambit of the Related Party Transaction. Further, in view of the changes in the threshold for determining the related party transactions that requires shareholder approval and considering the fact that the threshold for 'material' related party transaction will change dynamically and to facilitate seamless contracting and rendering/availing of product and services among the Company and its Subsidiaries, the Company proposes to facilitate entering into/continuation of formal Agreements among the Company and its Subsidiaries on one hand and the other subsidiary or a related party on the other hand, and seeks the approval of the shareholders to approve the same as detailed below. All the contracts/arrangements and the transactions with "related parties" are in the ordinary Course of business, on arms-length and are reviewed and approved by the Audit Committee and the Board.

#### **Justification for the Related Party Transactions:**

The listed Related Party Transactions by and between the subsidiaries / wholly owned subsidiaries are structured in a way which optimises the business performance of the Company at a consolidated level. Since the subsidiaries were incorporated and operates essentially to attain the consolidated goals of the Company, all the transactions between the subsidiaries, including the material ones sited above, are essential and integral to the existence and meaningfulness of each such entities.

In this regard, it is also pertinent to note that the transactions between Wockhardt Bio AG (a subsidiary of Wockhardt Limited) and its wholly owned subsidiaries and those between two wholly owned subsidiaries of Wockhardt Bio AG does not have any commercial impact on the Company at a consolidated level and are therefore deemed to be in the best interest of the Company for facilitating smooth flow of business.

Further, in the course of its business operations, the Company often needs additional funds to meet its various operational and cash-flow requirements on a short notice which is met by the Promoters. Khorakiwala Holdings and Investments Private Limited ('KHIPL'), a Company owned/ controlled by the Promoter Group of the Company, is a RBI registered Non Banking Finance Company and has offered to provide such funds to the Company on the broad terms and conditions specified herein below. The proposed arrangement is estimated to exceed ten percent of the consolidated annual turnover of the Company as per the audited Financial Statements as on March 31, 2024, therefore, the approval of the shareholders is required.

Save and except Dr. Habil Khorakiwala, Dr. Huzaifa Khorakiwala, Dr. Murtaza Khorakiwala and Ms. Zahabiya Khorakiwala and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, whether financially or otherwise, in the said resolutions.

None of the shareholders who are related party would be voting for item no. 5.

The Audit Committee and the Board of Directors recommends the resolution set out in item no. 5 of the Notice for approval by the Members of the Company.

The brief terms and conditions of the proposed Related Party Agreements, the transactions pursuant to which may cross the 'materiality' threshold during the ensuing years and for which the approval of the members is sought are detailed as under:

Approval from Shareholders by passing Ordinary Resolution Material RPT for the FY 2024-25												
Sr. No.	Name of the related party (Your Company)	Relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the other Related Party (other Contracting Related Party)	Relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Type, material terms and particulars of the proposed transaction	Tenure of the proposed transaction	Value of the proposed transaction	The percentage to the Company's Annual Consolidated Revenue	In case the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary			The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT
									nature of indebtedness of funds	In case any financial indebtedness is incurred	Applicable terms, including covenants, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
1	Wockhardt Limited		Wockhardt Bio AG, Switzerland (WBA) Ltd Wockhardt UK Pinewood Laboratories limited CP Pharmaceuticals Ltd.	Subsidiary of Wockhardt Limited Wholly owned Subsidiary of WBA	Sale/Purchase of Goods/assets/ services at a price which will be determined based on Cost plus an appropriate margin which shall be in compliance with international transfer pricing norms and on arms-length basis.	Termination by mutual consent, subject to periodic ratification by the shareholders of Wockhardt Limited at such interval as may be mandated under the law.	Maximum value of transaction pursuant to any transaction/ contract/ arrangement between any two parties shall not exceed USD 500 million in any financial year.	Percentage of actual transaction to the Company's Annual Consolidated Revenue is not determinable since this is an enabling resolution. The actual transaction undertaken pursuant to the approval is likely to be significantly less.	NA	NA	NA	NA
2			MGP Inc.	Wholly owned Subsidiary of WBA	Sale/Purchase of Goods/assets/ services at a price which will be determined based on Cost plus an appropriate margin which shall be in compliance with international transfer pricing norms and on arms-length basis.				NA	NA	NA	NA
3			CP Pharmaceuticals Ltd.	Wholly owned Subsidiary of WBA	Sale/Purchase of Goods/assets/ services at a price which will be determined based on Cost plus an appropriate margin which shall be in compliance with international transfer pricing norms and on arms-length basis.				NA	NA	NA	NA
4	Wockhardt Bio AG, Switzerland (WBA)	Subsidiary of Wockhardt Limited	Wockhardt USA LLC Wockhardt UK Ltd						NA	NA	NA	NA
5									NA	NA	NA	NA
8	Wockhardt Limited		Khorakiwala Holdings and Investments Pvt. Ltd.	Promoter Group Entity	Unsecured loan facility. Rate of interest : Cost of Fund to KHPL or G-Sec rate for similar tenure plus an appropriate mark-up not exceeding 100 basis points.	Initial term of 2 years renewable by mutual contract, subject to periodic ratification by the shareholders of Wockhardt Limited at such interval as may be mandated under the law.	Not exceeding ₹1,500 Crore		NA	NA	NA	NA

**Item No. 6: Re-appointment of Dr. Habil Khorakiwala (DIN: 00045608) as an Executive Chairman and Fixing of his Remuneration:**

The term of appointment of 5 (Five) years of Dr. Habil Khorakiwala (DIN: 00045608), aged 81 years, as Executive Chairman shall expire on February 28, 2025. Pursuant to the recommendations of Nomination and Remuneration Committee, and considering active involvement of Dr. Habil Khorakiwala, the Board of Directors of the Company at its meeting held on May 28, 2024, re-appointed Dr. Habil Khorakiwala for further period of 5 (Five) years w.e.f. March 1, 2025; and approved his remuneration not exceeding ₹50,000,000 (Rupees Five Crore Only) per annum for a period of 2 (Two) years as stated in item no. 6 of the Notice, subject to the approval of Members of the Company and receipt of requisite approvals, if any. The Members of the Company had earlier approved remuneration by passing Special resolution at the AGM held on August 12, 2022 of Dr. Habil Khorakiwala up to February 28, 2025 where the total amount of such basic salary; and perquisites & allowances shall not exceed aggregate of ₹40,000,000 (Rupees Four Crore Only) per annum. Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule V to the Act, the appointment and remuneration of Executive Chairman requires approval of the Members of the Company. Keeping in view of the above and as the existing approval of appointment and payment of remuneration of Dr. Habil Khorakiwala is valid up to February 28, 2025, it is decided to seek approval of the Members at the ensuing AGM of the Company. Dr. Habil Khorakiwala satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment except that he has attained the age of 70 years. By virtue of his attaining the age of 70 years, his appointment is subject to the approval of Members by way of a Special Resolution. He is also not disqualified from being re-appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Dr. Habil Khorakiwala under Section 190 of the Act. The details of Dr. Habil Khorakiwala, Executive Chairman, as required under provisions of Section II of Part II of Schedule V to the Act, Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2, as applicable, are provided in 'Annexure A' and 'Annexure B' to the Notice. The Board of Directors recommends the resolution stated in the item no. 6 for the approval of the Members of the Company by way of a Special Resolution. Save and except Dr. Habil Khorakiwala, Dr. Huzafa Khorakiwala, Dr. Murtaza Khorakiwala and Ms. Zahabiya Khorakiwala and their 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 said resolution. This Statement may be regarded as disclosures under Regulation 36 of the SEBI Listing Regulations, Secretarial Standard – 2 and Schedule V to the Act.

**Item no. 7: Appointment of Amb. Ahmad Javed (DIN: 08668304) as an Independent Director of the Company:**

The Board of Directors, on the recommendation by the Nomination and Remuneration Committee ("NRC") approved the appointment of Amb. Ahmad Javed (DIN: 08668304) as Additional (Independent) Director of the Company, who shall hold office as such from May 28, 2024 till this Annual General Meeting. Further, the NRC and the Board of Directors has also recommended the appointment of Amb. Ahmad Javed as Independent Director for a term of 5 (Five) consecutive years i.e. upto May 27, 2029 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 Amb. Ahmad Javed has been made by the Board to facilitate the long term vision of the Company and to ensure smooth transition in key Board positions. In the opinion of the Board, Amb. Ahmad Javed fulfils the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations") for appointment as an Independent Director of the Company and is independent of management of the Company. The Board of the Directors firmly believes that Amb. Ahmad Javed will bring immense value on account of her stature, professional competence and diversified experience and accordingly recommends, his appointment, as an Independent Director of the Company for a term of 5 (Five) consecutive years i.e. upto May 27, 2029. Amb. Ahmad Javed will be eligible to receive remuneration in the form of Sitting Fees for his role as an 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, Remuneration and Board Diversity policy of the Company.

Brief profile of Amb. Ahmad Javed is as follows:

Amb. Ahmad Javed, aged 68 years, is a distinguished former IPS officer of the 1980 batch, Maharashtra cadre and a seasoned diplomat. With a robust educational foundation from St. Stephen's College, Delhi University, he has dedicated nearly four decades to law enforcement and public service. During his stint, Amb. Ahmad served as Commissioner of Police in Solapur



City, New Mumbai, and Mumbai, and as Joint Commissioner of Police (Law & Order) in Mumbai. His notable diplomatic tenure includes serving as the Ambassador of India to Saudi Arabia from 2016 to 2019. Amb. Ahmad's extensive experience encompasses law and order maintenance, crisis handling and management, administration & HR, international relations, strategy and policy formulation and conflict resolution.

Amb. Ahmad has been honoured with the Police Medal for Meritorious Service, President's Police Medal for Distinguished Service and Director General's Insignia. Currently, he contributes his expertise as an advisor and Independent Director to various organizations.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing candidatures of Amb. Ahmad Javed to be appointed as an 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 Amb. Ahmad Javed be appointed as an Independent Director for a term of 5 (Five) consecutive years from the original date of his appointment i.e. from May 28, 2024 upto May 27, 2029.

Attention of the Members are also drawn to Regulation 25 (2A) of SEBI Listing Regulations pursuant to which, if a Special Resolution proposing the appointment of an Independent Director fails to get the requisite three-fourth majority of votes but the votes cast in favour of the resolution by the public shareholders exceed the votes cast against the resolution by the public shareholders then the appointment of such an Independent Director shall be deemed to have been made under sub-regulation (2A) of the SEBI Listing Regulations. 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 date of AGM and is also available on the website of the Company [www.wockhardt.com](http://www.wockhardt.com). Except, Amb. Ahmad Javed and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution. The NRC and the Board recommends the Special resolution set out at Item no. 7 of the Notice for approval of the Members.

#### **Item No. 8**

#### **Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of Equity Shares or other eligible securities for an amount not exceeding ₹ 1,000 Crore:**

In order to enable the Company to access the capital market at the appropriate time, the Board of Directors, at their meeting held on May 28, 2024 has recommended to the Members, to obtain the Member's approval through Special Resolution for the proposal to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs and such other securities as stated in the resolution (the "Securities") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with Lead Managers or Advisors, either in Foreign Currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any Convertible Foreign Currency, as the Board at its absolute discretion may deem fit and appropriate in accordance with applicable law. The Company intends to issue Securities for a value not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore Only) or its equivalent in any Foreign Currency.

The Special Resolution seeks to give the Board, the powers to issue Securities in one or more tranches, by way of one or more public and/or private offerings, and/or including Qualified Institutions Placement ('QIP') or any combination thereof at such time or times, at such price or prices and to eligible person(s) including Qualified Institutional Buyers ('QIBs') as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations') in accordance with Chapter VI of the ICDR Regulations, or otherwise, Foreign/Resident Investors (whether Institutions, Incorporated Bodies, Mutual Funds, Individuals or otherwise), Venture Capital Funds (Foreign or Indian), Alternate Investment Funds, Foreign Institutional Investors, Foreign Portfolio Investors, QIBs, Indian and/or Multilateral Financial Institutions, Mutual Funds, Insurance Companies, Non-Resident Indians, Stabilizing Agents, Pension Funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not as the Board at its absolute discretion may deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers,

and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Board shall issue securities pursuant to this Special Resolution and utilize the proceeds for Business purposes, expenditure towards Research and Development expenditure in India and/or overseas, repayment/prepayment of long term and short term debt and general corporate purposes.

The pricing of the securities to be issued to QIBs pursuant to Chapter VI of the ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. Further, ICDR Regulations now permit issuer Companies to offer a maximum discount of 5% (five percent) to the floor price determined in accordance with the ICDR Regulations. The Board may, at its absolute discretion, decide the pricing (either at a discount or premium to the floor price) for the shares to be offered, issued and allotted in the QIP. The relevant date for the purpose of pricing the Securities shall be the meeting in which the Board (including Capital Raising Committee/Finance & Management Committee (formerly Credit Facilities Committee of the Board) decides to open the proposed issue of Equity Shares as Eligible Securities. In the event that Eligible Securities are convertible securities then the relevant date shall be either the date of the meeting in which the Board (including Capital Raising Committee/Finance & Management Committee (formerly Credit Facilities Committee of the Board) decides to open the issue or the date on which the holders of such Eligible Securities becomes entitled to apply for the Equity Shares, as may be determined by the Board.

The issue/allotment/conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares including Equity Shares to be allotted on conversion of Securities to Foreign/Non-Resident Investors would be subject to the applicable Foreign Investment Cap.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by the issue of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of Equity Shares of the Company, in proportion to the capital paid up on those shares as of that date unless Shareholders decide otherwise by way of passing Special Resolution. The Special Resolution will be enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to raise the funds. Equity Shares, proposed to be issued, shall in all respects rank pari-passu with the existing Equity Shares of the Company.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution seeks the approval of the Shareholders to undertake fund raising activity, through one or multiple modes including through an issue of QIP, GDRs, ADRs, FCCBs etc. The Company will make requisite disclosures to the stock exchanges under the provisions of the SEBI Listing Regulations.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out in the said item no. 8 of the Notice.

In view of this, the Board of Directors recommends the resolution as set out in item no. 8 of the Notice for approval by the Members of the Company by way of a Special Resolution.

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

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

**Rashmi Mamtura**  
Company Secretary and Compliance Officer

Place : Mumbai  
Date : May 28, 2024

**Annexure A to the Notice dated May 28, 2024**

**Particulars of the Directors, who are proposed for appointment/ re-appointment at the ensuing Annual General Meeting, 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:**

<b>Name of the Director</b>	<b>Dr. Habil Khorakiwala</b>	<b>Amb. Ahmad Javed</b>
<b>DIN</b>	00045608	08668304
<b>Age</b>	81 years	68
<b>Category of Directorship</b>	Executive Chairman	Non Executive Independent Director
<b>Qualifications</b>	B.Pharm., L.M. College in Ahmedabad, Masters in Pharmaceutical Science from Purdue University, Advanced Management Programme at Harvard Business School, USA Honorary Doctorate by Purdue University	BA Hons. (History), St Stephen's College, Delhi University IPS :1980 Batch; Maharashtra Cadre
<b>Brief Resume</b>	<p>Dr. Habil Khorakiwala founded Wockhardt in 1967. Today, the Wockhardt Group is India's leading research-based global healthcare enterprise with relevance in the fields of Pharmaceuticals, Biotechnology, Regenerative Treatment, and Super Speciality Hospitals. An alumnus of Purdue University and Harvard Business School, he was the first non-American to be conferred with an Honorary Doctorate in 125 years by Purdue University (Pharmacy School) in 2010.</p> <p>Dr. Khorakiwala has held many senior positions as an industry representative, and has been lauded and awarded by various institutions and organisations. As a former President of FICCI (Federation of Indian Chambers of Commerce and Industry), he has met and shared India's business and economic dynamics with many Presidents, Prime Ministers and Heads-of-State. He has also served as the President of IPA (Indian Pharmaceutical Alliance); as the Chairman of the Board of Governors at the Centre for Organisation Development in Hyderabad, a non-profit, scientific and industrial research organisation and a recognised doctoral research centre; and as the Chancellor of Jamia Hamdard University, New Delhi, which has emerged as an outstanding institution of higher learning with distinct and focused academic programmes.</p> <p>In 2017, Dr. Khorakiwala authored 'Odyssey of Courage', a book chronicling his entrepreneurial journey, and in 2018, he established the Wockhardt School of Courage, a unique mentorship programme for young and budding entrepreneurs, which is based on tenets, principles, and insights drawn from the book.</p>	<p>Amb. Ahmad Javed, aged 68 years, is a distinguished former IPS officer of the 1980 batch Maharashtra cadre and a seasoned diplomat. With a robust educational foundation from St. Stephen's College, Delhi University, he has dedicated nearly four decades to law enforcement and public service. During his stint, Amb. Ahmad served as Commissioner of Police in Solapur City, New Mumbai, and Mumbai, and as Joint Commissioner of Police (Law &amp; Order) in Mumbai. His notable diplomatic tenure includes serving as the Ambassador of India to Saudi Arabia from 2016 to 2019. Amb. Ahmad's extensive experience encompasses law and order maintenance, crisis handling and management, administration &amp; HR, international relations, strategy and policy formulation and conflict resolution.</p> <p>Amb. Ahmad has been honoured with the Police Medal for Meritorious Service, President's Police Medal for Distinguished Service and Director General's Insignia. Currently, he contributes his expertise as an advisor and independent director to various organizations.</p>
<b>Expertise/ Skills/ Attributes</b>	Dr. Habil Khorakiwala excels in leadership and general management, steering organizations with vision and integrity. With extensive industry knowledge and experience, he navigates complex pharmaceutical landscapes adeptly. His global experience and international exposure inform strategic planning, facilitating successful expansion into diverse markets. Dr. Khorakiwala's expertise spans pharmaceuticals, science, and technology, driving innovation and product development. He ensures operational excellence in manufacturing, quality, and supply chain management, upholding industry standards. Proficient in M&A and business development, he orchestrates strategic partnerships for sustained growth. Dr. Khorakiwala's adeptness in sales, marketing, and commercial strategies maximizes market penetration and revenue generation.	Amb. Ahmad Javed has expertise in professional law enforcing for over nearly 35 years whereby he has gained practical knowledge and understanding of criminal law and procedures, Security, crime management and associated legal issues, administration and HR. Amb. Ahmad also possess robust knowledge of governmental functioning, crisis handling and management, conflict resolution, strategy and policy formulation, During his diplomatic stint, he has garnered deep understanding of diplomacy, international relations and related issues including, negotiations, bilateral engagement strategies and processes, and diaspora -issues management & resolution, etc.

<b>Name of the Director</b>	<b>Dr. Habil Khorakiwala</b>	<b>Amb. Ahmad Javed</b>
<b>Terms and Conditions of Appointment/ re-appointment</b>	The term of appointment of 5 (five) years of Dr. Habil Khorakiwala (DIN: 00045608), aged 81 years, as Executive Chairman shall expire on February 28, 2025. Pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 28, 2024, re-appointed Dr. Habil Khorakiwala for further period of 5 years w.e.f. March 1, 2025; as stated in item no. 6 of the Notice, subject to the approval of members of the Company and receipt of requisite approvals, if any.	As per resolution at Item No. 7 of the Notice convening AGM on June 28, 2024 read with Explanatory Statement thereto
<b>Remuneration last drawn (including sitting fees, if any)</b>	₹ 40,000,000	Not applicable
<b>Remuneration proposed to be paid</b>	₹ 50,000,000	Sitting fees as applicable
<b>Date of first appointment on the Board</b>	July 08, 1999	May 28, 2024
<b>Shareholding in the Company</b>	5,97,286 equity shares	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	He is father of Dr. Huzaifa Khorakiwala, Executive Director, Dr. Murtaza Khorakiwala, Managing Director and Ms. Zahabiya Khorakiwala, Non-Executive Director of the Company.	None
<b>Number of meetings of the Board attended during the year</b>	Refer Corporate Governance Report	Not applicable
<b>List of Companies (other than Wockhardt Limited) in which the director holds directorship</b>	Wockhardt Hospitals Limited Pasithee Trustee Company Private Limited Themisto Trustee Company Private Limited Wockhardt BioNova Limited (Erstwhile Wockhardt Biologics Limited) Dartmour Holdings Private Limited Khorakiwala Holdings And Investments Private Limited Palanpur Holdings And Investments Private Ltd Khorakiwala Foundation Dr. Habil Khorakiwala Education And Health Foundation Genista Trading And Services Private Limited Impala Advisory Services Private Limited Callirhoe Trustee Company Private Limited Ananke Trustee Company Private Limited Megaclite Trading Private Limited Kendo Advisory Services Private Limited Sinope Advisory Services Private Limited Step Forward Advisory Services Private Limited	Kalyani Steels Limited
<b>List of Membership/ Chairmanship of Committees of other Boards</b>	<b>Khorakiwala Holdings and Investment Private Limited</b> Chairman - Audit Committee Chairman - Corporate Social Responsibility committee <b>Wockhardt Hospitals Limited</b> Member - Securities Allotment Committee Member - Nomination and Remuneration Committee	Nil

**Annexure B to the Notice dated May 28, 2024**

**Statement pursuant to the provisions of Section II of Part II of Schedule V of The Companies Act, 2013 [Including Secretarial Standard – 2 and SEBI (LODR) Regulations, 2015, as applicable], in respect of Item No. 6 of the Notice**

**I. GENERAL INFORMATION:**

**(1) Nature of Industry:**

Wockhardt is a research based Global Pharmaceutical and Biotech company. Wockhardt’s New Drug Discovery programme has focussed on unmet need of Anti-bacterial drugs that are effective against the menace of untreatable superbugs. Wockhardt is the only company in the world where USFDA has given QIDP Status (Qualified Infectious Disease Product) for 6 of our Anti-bacterial discovery programmes - 3 of them are Gram Negative and 3 Gram Positive effective against untreatable “Superbugs”. It has a comprehensive Drug Discovery team and clinical organisation.

Wockhardt is employing around ~2600 people and 27 nationalities with presence in USA, UK, Ireland, Switzerland, France, Mexico, Russia and many other countries. It has manufacturing and research facilities in India, USA & UK and a manufacturing facility in Ireland. Wockhardt has a significant presence in USA, Europe and India, with 77% of its global revenues coming from international businesses.

**(2) Date or expected date of commencement of commercial production:**

The Company started its commercial production in the year 1999.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**(4) Financial performance based on given indicators:**

Particulars	Financial Year Ended (₹ in Crore)					
	March 31, 2024		March 31, 2023		March 31, 2022	
	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Total Income	2,881	1,195	2,773	1,139	3,250	1,410
Profit before Depreciation, Interest and Tax	122	84	223	137	318	260
Profit/(loss) after Tax	(472)	(422)	(621)	(466)	(279)	(140)

**(5) Foreign Investments or Collaborations, if any:**

The Company does not have any foreign investment or collaborations except the direct investments in three overseas subsidiaries as under:

Sr. No.	Name of the Company	₹ in Crore
1.	Wockhardt Bio AG	210
2.	Wockhardt Europe Limited	8
3.	Wockhardt UK Holdings Limited	75

The Company has a total **26** overseas subsidiaries.

**II. INFORMATION ABOUT THE APPOINTEE:**

**(1) Background details:**

Dr. Habil Khorakiwala founded Wockhardt in 1967. Today, the Wockhardt Group is India’s leading research-based global healthcare enterprise with relevance in the fields of Pharmaceuticals, Biotechnology, Regenerative Treatment, and Super Speciality Hospitals. An alumnus of Purdue University and Harvard Business School, he was the first non-American to be conferred with an Honorary Doctorate in 125 years by Purdue University (Pharmacy School) in 2010.

Dr. Khorakiwala has held many senior positions as an industry representative, and has been lauded and awarded by various institutions and organisations. As a former President of FICCI (Federation of Indian Chambers of Commerce and Industry), he has met and shared India’s business and economic dynamics with many Presidents, Prime Ministers and

Heads-of-State. He has also served as the President of IPA (Indian Pharmaceutical Alliance); as the Chairman of the Board of Governors at the Centre for Organisation Development in Hyderabad, a non-profit, scientific and industrial research organisation and a recognised doctoral research centre; and as the Chancellor of Jamia Hamdard University, New Delhi, which has emerged as an outstanding institution of higher learning with distinct and focused academic programmes.

In 2017, Dr. Khorakiwala authored 'Odyssey of Courage', a book chronicling his entrepreneurial journey, and in 2018, he established the Wockhardt School of Courage, a unique mentorship programme for young and budding entrepreneurs, which is based on tenets, principles, and insights drawn from the book.

As on the date of Notice, Dr. Habil Khorakiwala does not hold directorship in any of the listed entities other than Wockhardt Limited. Further, he also holds directorship in other Companies listed in Annexure A.

During the financial year 2023-24, 5 (five) Board Meetings of the Company were held, all of which were attended by him. He is a member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, ESOS Compensation Committee, Finance & Management Committee (earlier known as Credit Facilities Committee), Share Allotment Committee and Capital Raising Committee of the Company.

The list of chairmanship/ membership held by Dr. Habil Khorakiwala in other company's committees is as per Annexure A. .

He is father of Dr. Huzaifa Khorakiwala, Executive Director, Dr. Murtaza Khorakiwala, Managing Director & Ms. Zahabiya Khorakiwala, Non-Executive Director of the Company. He is not related to any other Key Managerial Personnel of the Company.

As on the date of Notice, he holds 597,286 equity shares in the Company. The above information may also be regarded as disclosures under SEBI Listing Regulations and Secretarial Standard – 2, as applicable.

## **(2) Past remuneration**

The total remuneration of Dr. Habil Khorakiwala, in the capacity of Executive Chairman for the year ended March 31, 2024 was ₹ 4 Crore comprising of salary and perquisites. The said remuneration was approved for a period commencing from March 1, 2023 till February 28, 2025 by Members in the AGM held on August 12, 2022.

## **(3) Recognition or awards**

Dr. Habil Khorakiwala has received many prestigious awards for his contribution to Indian business and industry, few amongst them are:

- AsiaOne Bharatiya Mahanatham Vikas Puraskar (BMVP)' 2021-22;
- Recognised as one of the 75 change makers in the healthcare industry in the last 75 years;
- Global Indian of the Year 2018-19' award from AsiaOne Magazine & URS Media Consulting PL;
- Received Hall of Fame-Pharma Award by CHEMTECH Foundation which recognises individuals who brave odds and dare to tread new paths in February, 2017;
- Corporate Excellence Award conferred by Dr. Babasaheb Ambedkar Marathwada University in October, 2015;
- In March 2010, Purdue University honoured him with their highest award they offer, the Honorary Doctorate for distinguished service to the University and great achievements in career and life. First non-American to be conferred with an Honorary Doctorate in 125 years by Purdue University (Pharmacy School);
- Awarded with Frost & Sullivan 'Lifetime Achievement Award';
- Ernst & Young Entrepreneur of the Year Award 2004 in Healthcare & Lifesciences;
- Award of Excellence as Top CEO by IMM, in 2008;
- The Lifetime Achievement Award of the Pharma Excellence Awards 2006 – an Express Pharma initiative of the Indian Express Group of Newspapers;
- The UK Trade & Investment at the India Business Awards 2008 named him the 'Entrepreneur of the Year'. This award was presented for his outstanding contribution in steering his company through a successful internationalisation programme and for transforming it into a global enterprise. It acknowledges and recognises an Indian who has demonstrated entrepreneurial spirit and business success in the UK



**(4) Job profile and his suitability**

Dr. Habil Khorakiwala, being an Executive Chairman, provides leadership, strategic vision and direction to the Company's business operations. He is steering Wockhardt for more than over 55 years and has rich and varied experience in the health care sector. He has the experience to handle diverse nature of businesses of the Company and the vision to take the business forward. Considering his qualifications, vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, it is desirable to continue to avail his services as an Executive Chairman. Further, the remuneration proposed commensurate with his job profile and is justified.

**(5) Remuneration proposed**

A maximum remuneration of ₹ 5 Crore per annum is proposed for the initial period of 2 (Two) years commencing from March 1, 2025 to February 28, 2027.

**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Pharmaceuticals Companies of comparable size in the Pharmaceuticals industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on May 28, 2024. The profile of Dr. Habil Khorakiwala, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Dr. Habil Khorakiwala is promoter of the Company. He has no other pecuniary relationship with the Company except to the extent of his remuneration and shareholding in the Company. He is father of Dr. Huzaifa Khorakiwala, Executive Director, Dr. Murtaza Khorakiwala, Managing Director and Ms. Zahabiya Khorakiwala, Non-Executive Director of the Company.

**III. OTHER INFORMATION:****(1) Reasons of loss or inadequate profits**

The organisation has reported positive EBITDA of ₹ 251 Crore vs ₹ 144 Crore. At PAT level, the Company reported net loss for the year mainly on account of asset impairment costs and loss on sale of property which was one time in nature. The loss was however lower than its previous year. Financing costs and R&D initiatives continue to impact the profitability of the Company.

The improved profitability in the businesses was attributed to the robust double digit operational growth in revenue across the key markets in India, Rest of the world, UK and Ireland and further bolstered by initiatives to improve hygiene through better product mix and cost containment. In the absence/ inadequacy of profit, the payment of managerial remuneration is in compliance with Section II or Part II of Schedule V to the Act, as amended.

**(2) Steps taken or proposed to be taken for improvement**

(i) Wockhardt is focussed on two major therapies which have high growth potential in the overall Pharma market.

First is the Biosimilar program. Wockhardt focusses its Biosimilar program in the Anti-Diabetic space. The overall Antidiabetic market size in Emerging markets is in excess of USD 16 billion of which India contributes USD 2.2 billion and is expected to grow in double digits.

Second one is the Drug Discovery of Novel Antibiotics within the AMR space in which Wockhardt has been actively pursuing for past 25 years. Wockhardt has 6 QIDP grants from the USFDA for each of its clinical-stage pipeline products. Two of its Novel NCEs - Emrok & Emrok (O) are already launched in India with great success, having treated more than 65,000 patients. Also Emrok filing for nine + different countries of emerging markets has been completed and approval is expected in FY24-25. For WCK 4873 (Nafithromycin), Phase III study in community acquired bacterial pneumonia (CABP) in India has been completed and the final clinical study report is underway. For its blockbuster molecule (WCK 5222) the Global Phase III clinical studies is progressing impressively in 9 countries and is estimated to complete by end of FY25. Both of these drugs will significantly propel the Revenue and the profitability to a different level altogether. The remaining NCE pipeline makes the future of the Company bright and promising.

Global markets will continue to offer opportunities because of transition in the form of lifestyle shift & related diseases in these Countries. Because of the existing presence of operations in these, economies your Company is well poised to capitalise and tap these growth opportunities. Your company is striving in all the aspects to establish its brand and ramp up its presence and operations in larger GCC countries, Latam Countries and Asia.

Wockhardt also plans to foray into Vaccines (other than COVID also) through drug substance and product integrated manufacturing in the near future. This will set the momentum for new revenue segment.

- (ii) During the year under review, the Company has continued to build on its Intellectual Property base with 3,263 cumulative patents filed and 840 cumulative patents granted as on March 31, 2024.
- (iii) In view of the changed pharmaceutical market situation in the United States, the management had initiated various steps to restructure its USA business by closing down its manufacturing facility in Illinois, USA and undertake its business in USA through Contract manufacturing. This restructuring continues to yield savings to the Company to the tune of ~ 12 mn. Further, the Company continued its long term strategic initiatives in value creation through cost containments, fostering culture of cost-consciousness, budgetary controls to improve efficiencies and working capital optimization which gave positive impact.

### **(3) Expected increase in productivity and profits in measurable terms**

The Company is poised for a robust long term growth. During the year under review, some major developments took place in the Company:

The total revenue during the year was ₹ 2,879 Crore as compared to ₹ 2,693 Crore in the previous year with an annual growth of 7%.

- The India Business stood at ₹ 641 Crore in FY 24 registering growth of 5%.
- Emerging Markets Business of the Company stood at ₹ 642 Crore in FY 24 (PY ₹ 555 Crore) registering growth of 16%.
- UK Business grew at 17% over FY 23 and stood at ₹ 1041 Crore in FY 24 (PY ₹ 887 Crore).
- UK Business contributed about 36% of Global Revenue.
- US Business stood at ₹ 175 Crore in FY 24 contributing 6% of Global Revenue.
- Irish Business grew at 13% to ₹ 179 Crore in FY 24 (PY ₹ 158 Crore).

## **IV. DISCLOSURES**

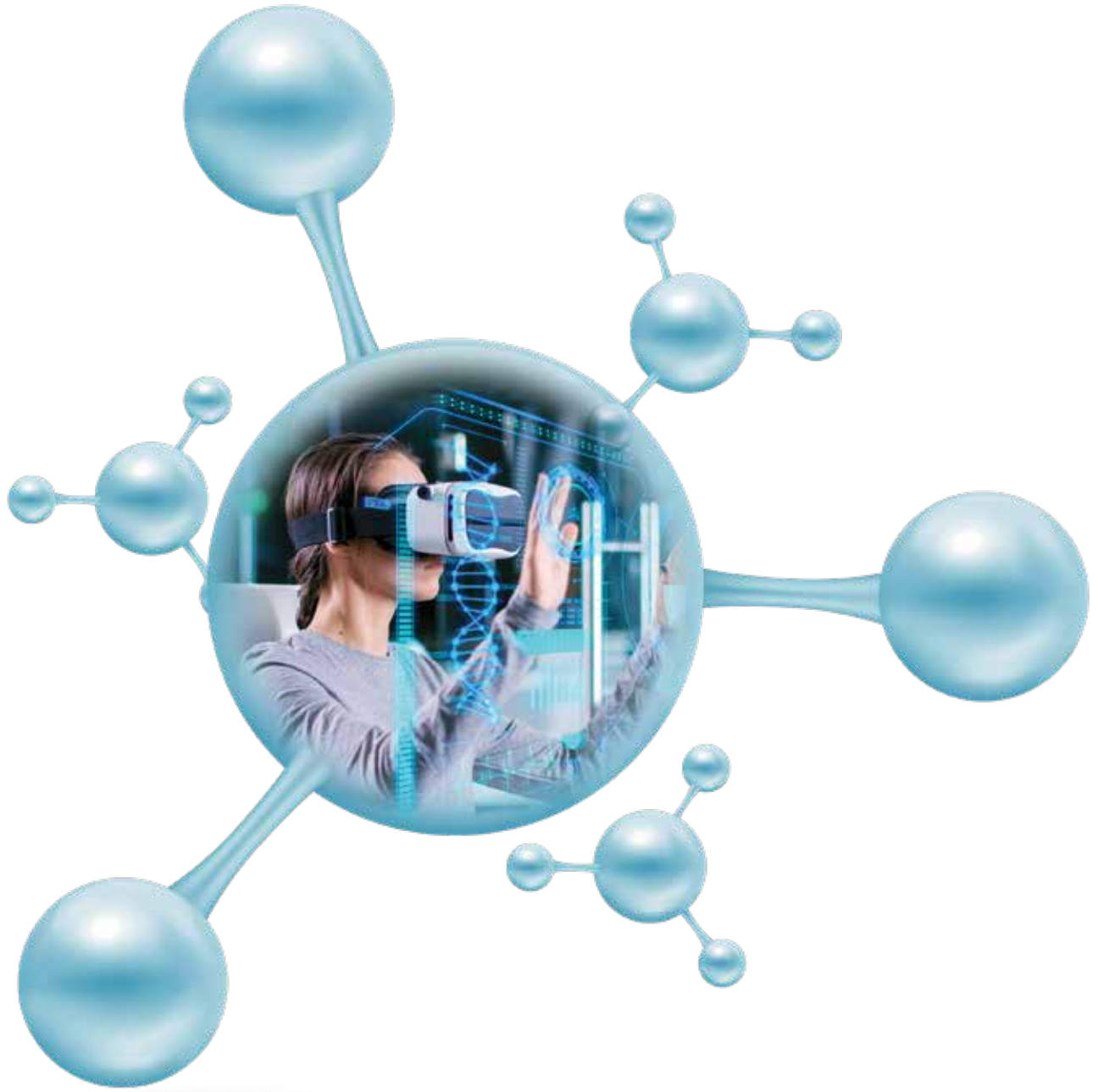
The disclosures on remuneration package of each managerial person and details of all elements of remuneration package, details of fixed components, service contracts, notice period, severance fees and stock option details, if any whether the same has been issued at discount as well as the period over which accrued and over which exercisable are given in the Corporate Governance Report and Board's Report attached to the Annual Report (2023-24) for the information of the Shareholders.

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

**Rashmi Mamtura**  
Company Secretary and Compliance Officer

Place : Mumbai  
Date : May 28, 2024

DISCOVERY WINS. LIFE WINS.



Saving Lives  
**55**  
years

**WOCKHARDT** | **LIFE WINS**

ANNUAL REPORT 2023-2024

## Discovery Wins. Life Wins.

Discovery, whether fortuitous or as a result of planned and painstaking effort, is evolution and has a profound impact on society. More so in the pharmaceutical industry, and especially for Wockhardt, where 'Discovery' refers to the results of its unwavering focus on Research & Development.

Every breakthrough in Research & Development represents a triumph of human ingenuity and dedication. 'Discovery' symbolises the relentless pursuit of knowledge, innovation, and the quest for ground-breaking solutions to pressing health challenges and unmet medical needs. It embodies the tireless efforts of hundreds of scientists, researchers, and allied professionals striving to unlock the potential of medical science and bring forth novel products, therapies, and treatments that have the power to transform lives. These discoveries are not just scientific achievements; they are victories for humanity, thus reinforcing our credo, 'Life Wins'.



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## FY 2023-2024: PERFORMANCE HIGHLIGHTS

Total Revenue

₹ **2,881** crore

International Business

**77%**

Operating Profit (EBITDA)

₹ **253** crore

Net Debt to Equity Ratio

**0.43**



## CHAIRMAN'S STATEMENT

### MY DEAR SHAREOWNERS

The term 'Discovery' encapsulates the essence of Wockhardt's Research & Development (R&D) achievements and their impact on society. Like Baruch S. Blumberg, Nobel Laureate in Physiology and Medicine for his discovery of the Hepatitis B virus, said, "Discovery consists of seeing what everybody has seen and thinking what nobody has thought."

'Life Wins' signifies the ultimate outcome of these discoveries. Every achievement in R&D brings with it the promise of alleviating suffering, extending lifespans, and bringing hope to millions of people worldwide. And I must tell you, we are now on the cusp of one of the most exciting and promising phases of Wockhardt's journey.

### THE PAINSTAKING PROCESS OF DISCOVERY

Let me begin by elaborating on the incredibly long and arduous process that is involved in new drug discovery. It is a complex and multifaceted process that involves various stages, from initial research to clinical trials and regulatory approval. Like American biochemist and Nobel Laureate in Chemistry, Paul L. Modrich says, "The process of drug discovery is a testament to human ingenuity, patience, and perseverance."

The interdisciplinary expertise and knowledge resources required include a wide range of scientific disciplines, such as medicinal chemistry, microbiology, pharmacology, pharmacokinetics, animal toxicology, regulatory affairs, etc., to launch a new drug from concept to market.

The entire process begins with, sequentially, Basic Research and Target Identification, Drug Design and Development, Preclinical Studies, Investigational New Drug (IND) Application, Clinical Trials, Regulatory Review, Post-Marketing Surveillance, and Manufacturing and Distribution.

I must point out here that regulatory review is one of the most critical and complex steps involved, especially when it comes to novel antimicrobial drugs. They need huge amounts of validated data to establish their safety and efficacy as well as ensure that the New Chemical Entities (NCEs) under development are effective against existing and resistant bacterial infections.

While it takes a lot of investment, time, effort, and people at our end, we also have to collaborate, coordinate, and consult with a host of experts, professionals, companies, organisations and government departments globally before we can go to market with a new drug. They include Regulatory Agencies, Clinical Research Organisations (CROs), Academic and Research Institutions, International Health Organisations, Government Health Departments, Healthcare Providers and Hospitals, etc.

At Wockhardt, we have networked and collaborated with more than 15 such organisations in our journey of new antibiotic drug discovery.

### THE JOURNEY OF WOCKHARDT'S DISCOVERY PROGRAMME

As you well know, our R&D focus on discovering novel antibiotics began over 25 years ago when we recognised that new research in antibiotics was rapidly declining. Understanding the danger, and recognising the opportunity, we have consistently invested in people, processes, and technology to research our quest for novel antibiotics to face the clear and present danger, globally, of Antimicrobial Resistance (AMR).

Interestingly enough, Scottish physician and microbiologist, Sir Alexander Fleming, discoverer of Penicillin, the world's first antibiotic, was quoted thus, "The time may come when penicillin can be bought by anyone in the shops. Then there is the danger that the ignorant man may easily underdose himself and by exposing his microbes to non-lethal quantities of the drug, make them resistant." Decades later in 2016, renowned British economist Jim O'Neill, former chairman of Goldman Sachs Asset Management and erstwhile Conservative government minister, chaired a report,



'The Review on Antimicrobial Resistance' that cited an average of 700,000 deaths attributable to AMR every year and estimated that by 2050, 10 million lives every year would be at risk due to the rise of drug-resistant infections.

Within this context, our conviction to research new antibiotics, the consistent R&D spends, and the spectacular achievements since, have vindicated and validated our dedication and focus. Today, we have six New Chemical Entities (NCEs) with Qualified Infectious Disease Product (QIDP) status from US FDA. You may be surprised to know that some of the NCEs that we are developing are being discovered after nearly 30 to 40 years in their respective classes and categories.

Our first multi-spectrum anti-MRSA antibiotics launched in India, EMROK and EMROK O, have been well-received and has found traction in the medical fraternity helping successfully treat numerous patients.

We have completed Phase 3 clinical trial for WCK 4873-Nafithromycin, filed for trademark in India as MIQNAF, and are awaiting approval from the Drug Controller General of India (DCGI). We expect to launch and market it in the current financial year.

I am absolutely delighted to share with you the promising developments of our super drug WCK 5222, filed for trademark in India as ZAYNICH. Designed to address all the major Super Bugs including Pseudomonas, Klebsiella, E. coli and Acinetobacter, ZAYNICH is undergoing Global Phase 3 clinical trials which will be concluded during the financial year 2024-25. I find it very gratifying to inform you that while still under development, ZAYNICH, with due permission from the DCGI, was administered on compassionate grounds to 30 patients including 2 paediatric patients who failed to respond to any and all other antibiotics available globally. I am happy to report that it was a 100% clinical and microbiological success, saving the lives of all the recipients. Three of these cases were published in international journals across the USA (Antimicrobial Agents and Chemotherapy, American Society for Microbiology); the UK (Annals of Clinical Microbiology and Antimicrobials, Biomed Central); and the EU (European Journal of Clinical Microbiology & Infectious Diseases). Additionally, one of the cases was also presented in the prestigious Annual Conference of Clinical Infectious Disease Society, Chennai, India (CIDSCON). Further, patents for ZAYNICH have been secured in key global markets with strong IP protection, and a meropenem-resistant clinical study is set for first patient recruitment for an early launch in India. We expect global approval for ZAYNICH by the end of 2025 or in early 2026.

Of course, we also continue to bolster our R&D efforts in Biologicals where we enjoy a competitive edge, especially our strong and pathbreaking presence in the diabetes segment. Our robust and focused pipeline of recombinant therapeutic proteins for insulin-resistant and higher BMI diabetic needs

include recombinant Human Insulin, Insulin Glargine, and other Biosimilars like recombinant Insulin analogues (Insulin Aspart, Insulin Lispro), GLP-1 agonists, etc.

Today, our R&D investments have yielded rich returns strengthening Wockhardt's Intellectual Property (IP) base. In FY 2023-24 we filed 24 patents and were granted 30 patents, taking our cumulative patents filed to 3,263 and patents won to 840.

### FUNDING WOCKHARDT'S DISCOVERY PROGRAMME

We have consistently dedicated resources towards our R&D efforts with industry-leading investments as a percentage of total revenues on a year-on-year basis. You may be interested to know that, since inception, we have invested approximately USD 500 million on our new drug discovery programme.

Further, I am happy to report the successful raising of funds through the Qualified Institutional Placement route. Marquee investors like institutional giants, ICICI Prudential, Tata India Opportunities Fund, HDFC, and many other investors have participated in our offering. While a part of these funds will be used to pare our domestic debt, a significant part will be utilised to further develop our wonder drug ZAYNICH (WCK 5222) for global approval and launch. This underlines the fact that the investor community has recognised our R&D efforts, and their positive sentiment is reflected in our share performance on the bourse.

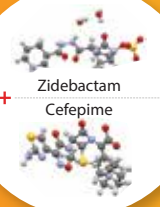
I will conclude with a quote from Jonas Salk, developer of the Polio Vaccine, who said, "The reward for work well done is the opportunity to do more." Our every success only serves to encourage us to seek and explore further. We are dedicated, committed, and focussed to do much, much, more.

**Dr. Habil Khorakiwala**  
Founder Chairman

## DISCOVERY WITH FOCUS ON ANTIBIOTICS

The global rise in the prevalence of Antimicrobial Resistance (AMR) is a serious cause for concern. Recognising this early, over two decades ago, we began our research. Our Novel Antibiotic Drug Discovery programme is an inspiring commitment to our purpose of 'Life Wins'. Leading the fight against AMR, FY 2023-24 has been an incredible year for Wockhardt in the antibiotics space. Each of our new antibiotic under development is quite unique in its respective class and category.

Anti-MRSA drug, EMROK, belongs to the benzoquinolizine subclass of quinolone antibiotics that included just one other anti-MRSA drug in the last 30+ years. Nafithromycin belongs to the macrolide class of antibiotics of which Azithromycin was the last drug launched in 1991. Zidebactam is a New Chemical Entity, the likes of which has not been seen in more than 40 years.

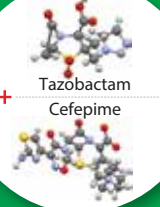


+  
Zidebactam  
Cefepime

WCK  
5222

Researched to offer a lasting and assuring solution for life-threatening multi-drug/extensively drug-resistant Gram-negative infections encountered in ICUs such as sepsis and hospital/ventilator associated pneumonia, it is a combination of cefepime and zidebactam, the latter being Wockhardt's proprietary, first-ever  $\beta$ -lactam enhancer antibiotic discovered in the past 50 years.

**Status:** The Phase 3 clinical trial has been progressing well with 392 patients (about 75% of the targeted enrollment) enrolled into the study and completed the treatment with study drugs.

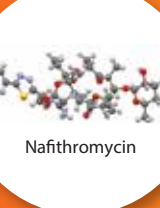


+  
Tazobactam  
Cefepime

WCK  
4282

Researched to tackle a significant surge in ESBL-producing Gram-negative pathogens, it is a globally-patented and pharmacodynamically-optimised high-dose combination of clinically well-established cefepime and tazobactam.

**Status:** With potential support from National Biopharma Mission, Government of India, a combined Phase 2 and Phase 3 clinical trial involving 324 patients is slated to begin in June 2024.

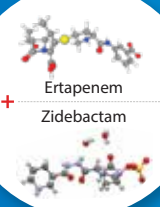


Nafithromycin

WCK  
4873

Researched to tackle community-acquired bacterial pneumonia (CABP), one of the top-ranking infections globally, five years of discovery efforts have resulted in a well-differentiated respiratory antibiotic (INN: Nafithromycin). For the first time ever, it is an ultra-short-course oral dosing regimen (800 mg once-daily for 3 days) for the treatment of CABP.

**Status:** The recruitment of required target numbers of patients for Phase 3 study has been successfully completed. New drug Application (NDA) has been filed on April 10, 2024 and potential marketing authorisation is expected in Q3, 2024.



+  
Ertapenem  
Zidebactam

WCK  
6777

Researched to fulfil the unmet need for MDR-active effective outpatient parenteral antimicrobial therapy (OPAT), it is a combination of ertapenem and zidebactam, whose once-a-day therapeutic profile is expected to cut hospital admissions, facilitate early patient discharge, and thus, introduce patient-centric care for MDR Gram-negative infections.

**Status:** : A Phase 1 study supported by National Institutes of Health (NIH), USA, was recently completed with a good safety profile. We expect to progress to Phase 2/3 studies soon.



## DISCOVERY WITH END-TO-END CAPABILITIES

Renowned for its strong focus on Research and Development (R&D) capabilities, Wockhardt has established itself as a significant player in the global pharmaceutical industry. Operating two state-of-the-art R&D facilities in India and the UK, Wockhardt's Discovery efforts are focused on New Chemical Entities (NCEs) in the antibiotics space, novel drug delivery systems, biopharmaceuticals, etc. Wockhardt's R&D processes adhere to stringent quality standards and regulatory requirements, ensuring the safety and efficacy of its products.

Wockhardt's expertise spans the entire lifecycle of pharmaceutical products, from discovery through development to commercialisation. Wockhardt's R&D efforts have resulted in several market-leading products and first-to-market generic formulations.

The R&D team at Wockhardt has extensive expertise in navigating the complex global regulatory landscape. The company has successfully achieved approvals from major regulatory bodies, including the US FDA, EMA (Europe), and MHRA (UK), underscoring its capability to meet stringent international standards.

Research & Development has always been our strength and has enabled us to launch successful drugs that has benefited mankind and helped build our Intellectual Property (IP) base. In FY2023-24, our R&D expenditure stood at ₹132 crore amounting to 4.6% of total revenue. Including capital expenditure, our R&D spends account for 9.8% of total revenue.





**Dr. Murtaza Khorakiwala**  
Managing Director

**DISCOVERY WITH A STRATEGIC FOCUS**

As a research-based global pharmaceutical company, we have always prided ourselves on our comprehensive, end-to-end Research & Development capabilities. The fact that we began our discovery programme in novel antibiotics around 25 years ago is testimony to our conviction of purpose. The spectacular success of our efforts validates our strategic focus and dedication towards 'Discovery'.

In particular, FY 2023-24 has been very promising for us. There have been heartening developments in our new antibiotic drugs under trial.

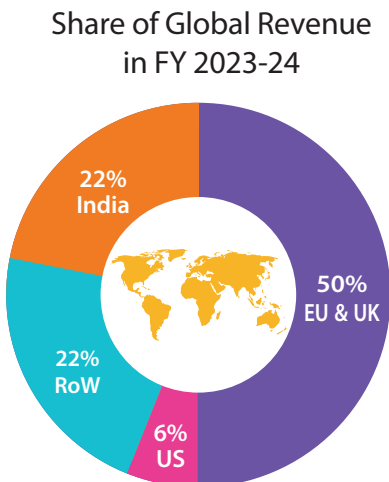
Our wonder drug, the novel antibiotic with Qualified Infectious Disease Product (QIDP) status from US FDA, trademarked as ZAYNICH (WCK 5222), is emerging as a credible resource against Antimicrobial Resistance (AMR). Administered on compassionate grounds with permission from the Drug Controller General of India (DCGI), we achieved 100% success and saved the lives of all 30 patients treated with ZAYNICH for resistant Gram-negative infections.

We have completed the pivotal Phase III study on another novel antibiotic trademarked as MIQNAF (WCK 4873). It is an ultrashort 3-day treatment course that will save hospitalisation in community Acquired Pneumonia. We expect to launch it in India by the end of FY 2024-25.

EMROK and EMROK O, launched in India, has impacted around 65,000 lives and its use is expanding for new indications like Bone and Joint infections, hospitalised CABP patients, and Febrile Neutropenia patients. We have filed for approvals in 10 Rest of the World (RoW) countries and expect approvals in the next 12 to 18 months.

Our diabetes and biologicals businesses continue to be growth drivers, with insulin and insulin analogue products being marketed in 30+ countries worldwide. We have successfully launched our next generation reusable insulin delivery device 'mypen 2', an ISO 10993 and 11608-certified product with a European design.

To sum up, while we maintain our efforts in pharma, biologics, vaccines, digital transformation, new product launches, patent filings, etc., it is our new drug discovery programme that is gaining momentum and will reach critical velocity in the next few years and unlock value for Wockhardt.



**OUR EUROPEAN EDGE**

- Amongst Top 3 Indian Generic companies in UK
- 6<sup>th</sup> largest generic supplier in Retail and in Hospital channel respectively, in Ireland

**OUR INDIA VALUE**











- No. 1 Methycobalamin Brand
- Recognised as 'Digitally Visible Company of the Year' at the 7<sup>th</sup> Edition of DIGIPHARMAX Awards, 2024

**As on 31<sup>st</sup> March 2024 (ANDAs)**

	APPROVED	PENDING APPROVAL
EX-INDIA	37	32
MGP USA	22	05
TOTAL	59	37





	174 Vans (26.41 Lakh Patients Checked with Free Medicines)		4,704 Toilets Till Date
	451 Pronto Bio-Toilets Till Date		430 Schools
	6 Centres in 2023-24 (310 Students Trained)		7 Toy Libraries (Mumbai & Bangalore)
	14,774 Bags Distributed Till Date		5 Centres (46,923 Dialysis Sessions)
	59,300 Meals Distributed		361 Grocery Kits Distributed

OVER 128 MILLION TIMES LIVES TOUCHED IN FY 2023-24





**Dr. Huzaifa Khorakiwala**

Trustee & CEO, Wockhardt Foundation  
Executive Director, Wockhardt Limited

**DISCOVERY WITH SOCIAL RESPONSIBILITY**

While ‘Discovery’ for Wockhardt Limited refers to its Research & Development efforts to develop new and effective medicines and drug delivery systems, for Wockhardt Foundation it translates into a constant effort to discover better ways and more resources to deliver relief and succour to the underprivileged sections of society.

As a pan-India, non-profit organisation working in tandem with Wockhardt Hospitals and other like-minded corporate entities and individuals, Wockhardt Foundation’s efforts are in consonance with Wockhardt’s credo of ‘Life Wins’. In line with Wockhardt’s commitment to Environment, Social, and Governance (ESG), Wockhardt Foundation facilitates Wockhardt in fulfilling its Corporate Social Responsibility (CSR) over and beyond regulatory compliance.

Our social welfare initiatives span across healthcare, education, sanitation, skill development, nutrition, etc. and touch millions of lives year upon year.

In FY 2023-24, our flagship healthcare programme, Mobile 1000, reached out to over 26 lakh patients across rural India with free check-ups and medicines.

Wockhardt Foundation is governed by a simple philosophy—“where every smile counts”—and our efforts have been well lauded, receiving numerous awards, including the prestigious Asia Healthcare Excellence Award for the ‘Best CSR Practice in Healthcare’.

**WOCKHARDT FOUNDATION PROGRAMME EXECUTION POLICY**







**Ms. Zahabiya Khorakiwala**

Managing Director, Wockhardt Hospitals#  
Non-Executive Director, Wockhardt Limited

**DISCOVERY IN HEALTHCARE**

Wockhardt Hospitals is a leading chain of five super-specialty hospitals, two each in Mumbai and Nagpur, and one in Rajkot. We follow process-driven quality systems that adhere to international standards of clinical care and offer a comprehensive range of services across various super-specialties including Internal Medicine, Paediatrics, Paediatric Surgery, General and Bariatric Surgery, Gastroenterology, Oncology, Orthopaedics, Trauma

Surgery, Endocrinology, Intensive Care, Nephrology, Neurology, Obstetrics, Gynaecology, Cardiology, Cardiothoracic Surgery, and more. Our facilities are equipped for sophisticated procedures like kidney, liver, and bone marrow transplants.

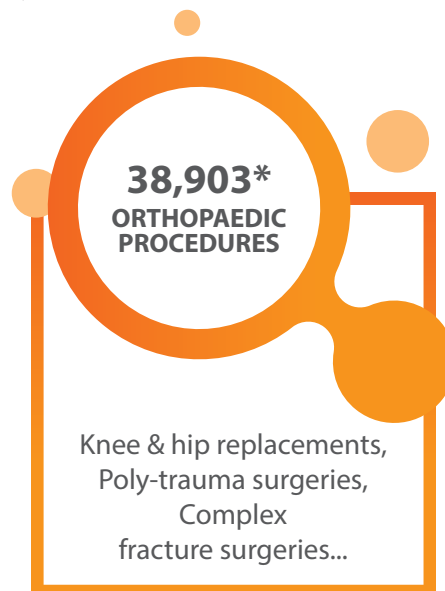
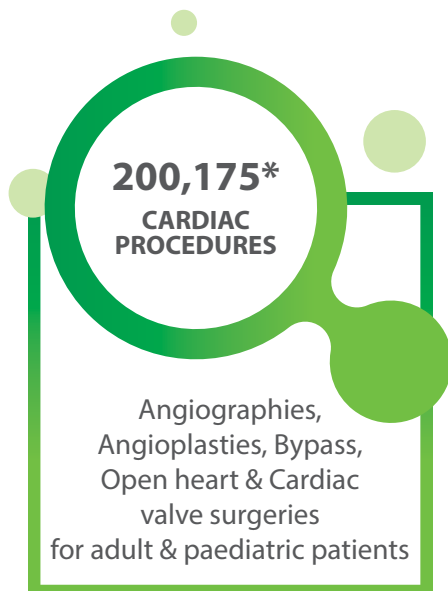
On the technology front, we have introduced the Mako SmartRobotics™ System for knee and hip replacement surgeries. Mako procedures offer a higher level of precision, personalised approach, and are minimally invasive, resulting in better outcomes and faster recovery for patients.

This year, we will launch Radiation Oncology specialty at Wockhardt Hospitals, Rajkot. This advanced service aims to provide state-of-the-art cancer treatment using the latest radiation technology, ensuring comprehensive care and better outcomes for patients.

Every year, Wockhardt Hospitals receives and treats international patients from Europe, the US, the Middle East and Africa. We also collaborate with healthcare institutions in various countries and conduct surgical camps to fulfil unmet clinical needs of various under-served communities around the world.

Our digital transformation continues with many of our processes now facilitated digitally such as appointment booking, post consultation services utilisation, access to prescriptions and medical records, gathering patient feedback, access to health updates and reminders, as well as establishing hospital connect with network doctors and patients to spread awareness and disseminate relevant information, etc.

We have made several advances in regenerative medicine focused on Stem Cells and Growth Factor Concentrate (GFC) therapies. Our cutting-edge GFC therapies for Hair, Skin, Joints, and Wound Healing score high on Quality, Safety, Efficacy, and Convenience. Follirich is a ground-breaking hair loss treatment derived from a person’s own blood to enhance hair regrowth; Yuskin is an advanced, innovative therapy for treating skin problems; Ossinext is a new age, non-surgical therapy to accelerate natural healing of osteoarthritic joints and tendinopathies. So far, we have over 150,000 satisfied patients using these therapies. We have also launched Wocktox, a thin-film and high stability botox that has myriad applications in the field of aesthetics.



# Wockhardt Hospitals, an unlisted company, is part of the Wockhardt Group | \* Cumulative numbers since inception

## BOARD OF DIRECTORS

### **Dr. HABIL KHORAKIWALA** Founder Chairman

Dr. Habil Khorakiwala founded Wockhardt in 1967. Today, the Wockhardt Group is India's leading research-based global healthcare enterprise with relevance in the fields of Pharmaceuticals, Biotechnology, Regenerative Treatment, and Super Specialty Hospitals. An alumnus of Purdue University and Harvard Business School, he was the first non-American to be conferred with an Honorary Doctorate in 125 years by Purdue University (Pharmacy School) in 2010.

Dr. Khorakiwala has held many senior positions as an industry representative and has been lauded and awarded by various institutions and organisations. As a former President of FICCI (Federation of Indian Chambers of Commerce and Industry), he has met and shared India's business and economic dynamics with many Presidents, Prime Ministers and Heads-of-State. He has also served as the President of IPA (Indian Pharmaceutical Alliance); as the Chairman of the Board of Governors at the Centre for Organisation Development in Hyderabad, a non-profit, scientific and industrial research organisation and a recognised doctoral research centre; and as the Chancellor of Jamia Hamdard University, New Delhi, which has emerged as an outstanding institution of higher learning with distinct and focused academic programmes.

In 2017, Dr. Khorakiwala authored 'Odyssey of Courage', a book chronicling his entrepreneurial journey, and in 2018, he established the Wockhardt School of Courage, a unique mentorship programme for young and budding entrepreneurs, which is based on tenets, principles, and insights drawn from the book.

### **Mrs. TASNEEM MEHTA** Independent Director

Mrs. Tasneem Mehta has been a Director on the Board of Wockhardt since September 2014. She is Managing Trustee and Honorary Director, Dr. Bhau Daji Lad Museum, Mumbai, and a Former Vice Chairman and Mumbai Convenor, Indian National Trust for Art and Cultural Heritage.

Mrs. Mehta is an art historian, conservationist, writer, curator, and designer, who has successfully pioneered the revival and restoration of several cultural sites in Mumbai. She has conceptualised, curated, designed, and implemented the restoration and revitalisation of the Museum and the ongoing exhibitions and outreach programmes. The Museum won UNESCO's 2005 Asia Pacific 'Award of Excellence'. The Museum has been nominated for several awards for its outstanding work. Mrs. Mehta is the Academic Chair of the Museum's Diploma on Modern and Contemporary Art History and Curatorial Studies. She has also written and edited several books.

Mrs. Mehta is a member of International Council of the Museum of Modern Art, New York, and has served on several Indian museum boards and government committees for art and culture. She was the CII Chair for Culture in 2011 and presented an exhibition of Indian Art at Davos the same year. She was selected as a Mumbai Hero by Mumbai Mirror and has received several awards. Harvard University included her in a list of 25 women who have made an outstanding public contribution in India.

### **Mr. VINESH KUMAR JAIRATH** Independent Director

Mr. Vinesh Kumar Jairath has been a Director on the Board of Wockhardt since November 2016. He joined the Indian Administrative Service in 1982 and served in various important positions in Government of Maharashtra and Government of India till March 2008, when he took voluntary retirement. He has served as the Managing Director of SICOM and subsequently as Principal Secretary of Industries in the Government of Maharashtra until 2008.

He has over 25 years of experience in public administration, rural development, poverty alleviation, infrastructure planning and development and infrastructure financing, finance, industry, urban development, and environmental management, while occupying important positions in Government.

Mr. Jairath is at present a Director on the Board of Kirloskar Industries Limited, Kirloskar Oil Engines Limited, and an Independent Director on the Boards of The Bombay Dyeing and Manufacturing Company Limited and The Bombay Burmah Trading Corporation Limited.

**Mr. AKHILESH GUPTA****Independent Director**

Mr. Akhilesh Gupta has been a Director on the Board of Wockhardt since August 2020. An Advanced Leadership Senior Fellow and Impact leader in residence at Harvard University, he also holds an MBA degree from the Graduate School of Business, Stanford University, and a B.Tech. in Chemical Engineering from the Indian Institute of Technology, Delhi.

Mr. Gupta served as the Chairman of Blackstone India till December 2014. Prior to Blackstone, he served as CEO - Corporate Development for Reliance Industries Limited from 1992 till 2005. Mr Gupta started his professional career as a management trainee at Hindustan Unilever.

Mr. Gupta currently serves on the Dean's Leadership Council at Harvard Divinity School and on the Advisory Board of Human Flourishing Initiative at Harvard University. He has served on the Advisory Council of the Graduate School of Business at Stanford University (from 2014 to 2021) and on the Boards of several Blackstone portfolio companies, Larsen & Toubro, and Reliance Group companies.

**Ms. AMELIA FERNANDES****Independent Director**

Ms. Fernandes is an independent journalist. She was Editor of India's leading women's magazine, Femina; Editor, features with a daily publication including Saturday Times; Editor, Special Projects at The Times of India, and Editor of the Sunday edition of the DNA newspaper. She conceptualised and brought out Jade, a successful magazine for South India. She has also taught journalism at St Andrew's College and at St Paul's Institute of Communications. She is passionate about magazine journalism and has brought out as many as five publications on various subjects at one time.

She is currently Director of Literature Live!, Mumbai's only literary festival and considered one of the best in India. Literature Live! conducts literary events and workshops all through the year. She is also Director of Blank Slate Knowledge Foundation, which engages with students to promote and inculcate the joys of reading through extra-curricular activities.

**Amb. AHMAD JAVED****Independent Director**

Amb. Ahmad Javed is a distinguished former IPS officer of the 1980 batch, Maharashtra Cadre, and a seasoned diplomat. With a robust educational foundation from St. Stephen's College, Delhi University, he has dedicated nearly four decades to law enforcement and public service. During his stint, Amb. Ahmad served as Commissioner of Police in Solapur City, Navi Mumbai, and Mumbai, and as Joint Commissioner of Police (Law & Order) in Mumbai. His notable diplomatic tenure includes serving as the Ambassador of India to Saudi Arabia from 2016 to 2019. Amb. Ahmad's extensive experience encompasses law and order maintenance, crisis handling and management, administration and human resources, international relations, strategy and policy formulation, and conflict resolution.

Amb. Ahmad has been honoured with the Police Medal for Meritorious Service, President's Police Medal for Distinguished Service, and the Director General's Insignia. Currently, he contributes his expertise as an advisor and Independent Director to various organisations.





**Dr. HUZAIFA KHORAKIWALA**

**Executive Director**

Dr. Huzaifa Khorakiwala holds a Master's degree in Business Management from Yale University School of Management, USA. He joined the Company in July 1996 and has, over the years, led various Wockhardt businesses. He has been the Executive Director of the Company since April 2009. He also serves as Trustee and CEO of Wockhardt Foundation, whose flagship programme, Mobile 1000, runs over 170 Mobile Medical Units delivering free primary healthcare to rural and remote India. He is the Founder of The World Peacekeepers Movement, an online movement of over 1.5 million peacekeepers. Dr. Huzaifa is a recipient of 15 honorary doctorates, 2 D.Litts., and many other prestigious awards and titles including a Knighthood, which was bestowed on him by the Ecumenical, Medical, Humanitarian Order of Knights of St. John of Jerusalem (Knights of Charity).



**Dr. MURTAZA KHORAKIWALA**

**Managing Director**

Dr. Murtaza Khorakiwala represents a unique blend of scientific knowledge and business acumen. A graduate in Medicine from GS Medical College, Mumbai, India, and Master in Business Administration (MBA) from the University of Illinois, USA, he has been Managing Director of Wockhardt Limited since April 2009.

Thinking out of the box, challenging assumptions, and innovation are some of the key principles that shape his strategic thought process. His young and dynamic leadership has become the ideal springboard for various corporate initiatives in creating a new Wockhardt.

He was the past Chairman of the Marketing Committee of the Bombay Management Association. In 2018, Dr. Murtaza was elected as President of the Bombay Management Association (BMA). He has also served as President of ICC India, International Chamber of Commerce, in the year 2020-21. In FY 2022-23, Dr. Murtaza served on the Management Committee of IMC.



**Ms. ZAHABIYA KHORAKIWALA**

**Non-Executive Director**

Ms. Zahabiya Khorakiwala is the Managing Director of Wockhardt Hospitals and is responsible for strategic decisions, identifying new business opportunities, and creating viable and sustainable business models to drive growth in the overall operations of the hospital chain. She is also a Director on the Board of RPG Life Sciences Limited.

Ms. Khorakiwala was schooled at the prestigious Aiglon College in Switzerland; did her graduation from New York University; and received an MBA degree from the Indian School of Business, Hyderabad.

Championed by robust Research and Development, Ms. Khorakiwala has instituted a cutting-edge Regenerative medicine business, the newest multi-disciplinary venture of the Wockhardt Group. Ms. Khorakiwala has also set up Wockhardt Global School, a state-of-the-art K-12 school with International Baccalaureate Continuum and CBSE programmes in Aurangabad.



## BOARD'S REPORT

Dear Members,

The Board of Directors are delighted to present the Twenty-fifth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2024.

## FINANCIAL RESULTS AND HIGHLIGHTS

A summary of your Company's financial results for the Financial Year 2023-24 is as under:

Particulars	(₹ in Crore)	
	Year ended March 31, 2024	Year ended March 31, 2023
<b>Consolidated</b>		
Total Revenue	<b>2,881</b>	2,773
Profit before Depreciation and Amortisation, Finance Cost and Tax	<b>122</b>	223
Loss before Exceptional Items and Tax	<b>(406)</b>	(330)
Loss before Tax	<b>(420)</b>	(624)
Tax expense - Credit	<b>(52)</b>	3
Loss after Tax for the year before other Comprehensive Income	<b>(472)</b>	(621)
Other Comprehensive Income/ (Loss)	<b>6</b>	78
Total Comprehensive Income/ (Loss)	<b>(466)</b>	(543)
<b>Standalone</b>		
Total Revenue	<b>1,195</b>	1,139
Profit before Depreciation and Amortisation, Finance Cost and Tax	<b>84</b>	137
Loss before Exception Items and Tax	<b>(408)</b>	(278)
Loss before Tax	<b>(422)</b>	(513)
Tax expense - Credit	-	47
Loss after Tax for the year before other Comprehensive Income	<b>(422)</b>	(466)
Other Comprehensive Income/ (Loss)	<b>(1)</b>	4
Total Comprehensive Income / (Loss)	<b>(423)</b>	(462)

The Consolidated Total Revenue of the Company for the Financial Year ended March 31, 2024 stood at ₹ 2,881 Crore as compared to ₹ 2,773 Crore in the previous year. Earnings before Interest, Tax, Depreciation and Amortization ('EBITDA') for the Financial Year ended March 31, 2024 is ₹ 122 Crore vis-à-vis ₹ 223 Crore during the previous year. The Total Comprehensive Income/ (Loss) for the year stood at ₹ (466) Crore vis-à-vis total Comprehensive Income/ (Loss) of ₹ (543) Crore in the previous year.

On a standalone basis, the Company registered Total Revenue of ₹ 1,195 Crore as compared to ₹ 1,139 Crore in the previous year. Total Comprehensive Income/ (Loss) for the year stood at ₹ (423) Crore vis-à-vis ₹ (462) Crore in the previous year.

## STATE OF COMPANY'S AFFAIRS

The Financial Year 2023-24 has seen some significant developments for your Company, including the following:

- 1) Robust Business Performance:** The Company's International operations comprising of United Kingdom ('UK') and Europe ('EU') and rest of the world operations recorded double digit growth rate while the India operations grew at single digit. This growth is driven by healthy volumes across business channels and favorable market opportunities across multiple geographies.
- 2) Successful completion of pivotal Phase 3 pneumonia study of its macrolide antibiotic Nafithromycin WCK 4873:** Wockhardt NCE, WCK 4873 named as Nafithromycin was comparatively evaluated in multi-centre double blind Phase 3 pneumonia study employing the last-line respiratory antibiotic Moxifloxacin. The results of the study showed that an ultrashort course of three-day treatment with Nafithromycin is as effective as seven-day therapy with Moxifloxacin.

The findings of Phase 3 study are in line with Phase 2 study conducted in the US and EU. A human lung penetration study conducted in the US revealed that Nafithromycin possesses a remarkable feature of sustained high lung concentration built-up over five days following just three days of dosing. Human Lung exposure of Nafithromycin is 8 times higher than Azithromycin and potency being 10-100 times higher for certain respiratory pathogens. In Phase 3 study, three-day treatment with Nafithromycin resulted in clinical cure for 96.7% of patients as against clinical cure rate of 94.5% in Moxifloxacin arm. The Phase 3 study outcome establishes broadspectrum efficacy of Nafithromycin against Gram-positive respiratory pathogens, fastidious Gramnegative pathogens as well as therapeutically challenging intracellular atypical pathogens such as Mycoplasma pneumoniae, which were recently implicated for the surge of hospitalisations in China due to pneumonia. A significant proportion of study patients were infected with pathogens showing resistance to Azithromycin, Amoxycillin+clavulanic acid and Levofloxacin. The role of Nafithromycin in managing such patients would be of heightened interest to clinicians. Importantly, the study also establishes that Nafithromycin represents a first ever macrolide in 30 years which has successfully completed clinical development for the indication of community acquired bacterial pneumonia.

- 3) **A leading European Journal reported Renal Transplant Patient's unique Clinical Case of Successful use of Zidebactam/Cefepime (WCK 5222, ZaynichTM) to Treat Skull Bone Infection & Pneumonia caused by Extreme-drug Resistant Pseudomonas:** A recent publication highlights the multidimensional nature of antimicrobial resistance challenges in India and the need for novel versatile antibiotics to tackle growing number of multi-drug resistant infections. A publication which recently appeared in a peer reviewed journal, European Journal of Clinical Microbiology & Infectious Diseases (EJCMID) describes an exceptionally complex case of sino-pulmonary infection and skull base osteomyelitis in a renal transplant patient caused by an extreme-drug-resistant Gram-negative bacterial pathogen, Pseudomonas. As all the available antibiotics failed to treat the infection, the patient was successfully treated with Zidebactam/Cefepime (WCK 5222, ZaynichTM) under compassionate grounds following due approval from Drugs Controller General of India.
- 4) **Successful completion of QIP of ₹ 480 Crore:** During the year under review, your Company successfully completed fund raising through Qualified Institutional Placement ('QIP') route aggregating to an amount of ₹ 480 Crore. The funds raised will be utilized largely to meet its Clinical R&D program and secondly to deleverage the balance sheet.

Amidst the challenging market dynamics, your company was focused on deployment of funds and setting its investments priorities to ensure maximum return. Secondly, it dedicated focus on the expense side with cost containment measures. Significant efforts to identify new revenue streams and enhance profitability and cash flow also translated into new partnerships into international geographies.

#### **Updates on Research & Development:**

Your company continues to focus on advancing the clinical development of novel antibiotics emerging from our Discovery Program to address the challenges posed by infections caused by multi-drug and extreme-drug resistant pathogens. The Company's pipeline antibiotics are adorned with features to cater the unmet need in all the four clinical settings; ICUs, wards, out-patient parenteral antimicrobial therapy and community infections. These antibiotics are well-differentiated in terms of mode of action and specific advantages they would offer compared to other antibiotics being developed elsewhere.

As resistant bacterial strains proliferate worldwide and new resistance mechanisms emerge, conventional antibiotics demonstrate diminished effectiveness, particularly in patients with underlying conditions such as cancer, organ transplant, and immune suppression. Consequently, the progress achieved in modern clinical science to manage these conditions is undermined, as untreatable infections caused by highly resistant bugs become a stumbling block in offering/ continuing advanced medical therapies to manage cancer and transplant patients as infections become dominant cause of mortality and morbidity among these patients. Your Company is dedicated to improving the quality of care for these highly vulnerable patients through its diverse portfolio of novel antibiotics in development.

#### **Current status of Qualified Infectious Disease Product (QIDP) category NCEs: Spurring Clinical development of NCEs in different territories:**

**WCK 5222:** A Phase 3 clinical trial on adult patients with complicated urinary tract infections has been progressing well. Presently, 392 patients (about 70% of the targeted enrollment) have been randomized in to the study and completed the treatment with study drugs without any show-stopper incidence of serious adverse effects. Meanwhile, under the compassionate use, Indian drug regulator CDSCO approved the use of WCK 5222 for the patients infected with extreme-drug-resistant (XDR) pathogens who did not respond to available last-line antibiotics. Until now, 30 such patients (most critically-ill) from 24 large quaternary-care hospitals across India suffering from recalcitrant life-threatening infections such as hospital-acquired/ventilator-associated pneumonia, empyema (collection of pus in pleural cavity), bloodstream infections, urosepsis, intra-abdominal infections,

necrotizing fasciitis (flesh-eating bacterial infection), and osteomyelitis caused by variety of XDR Gram-negative pathogens were successfully treated with WCK 5222. Several independent experts in the field continue to work on WCK 5222 and publish their findings in top-rated journals. Very recently, two studies which were conducted in collaboration with experts from Albany College of Pharmacy and Health Sciences, U.S., Erasmus MC, University Medical Center, The Netherlands and Christian Medical College, Vellore, India have been presented in a European conference ('ECCMID') held in Barcelona, Spain.

**WCK 4282:** To expedite the access of WCK 4282 globally, a combined Phase 2 and Phase 3 clinical trial is slated to begin in June, 2024. This data would potentially facilitate the registration of WCK 4282 in emerging market / ROW. The study would involve 324 patients and WCK 4282 will be compared with meropenem to establish its carbapenem-sparing therapeutic role in treating multi-drug-resistant infections. A study conducted on WCK 4282 by Erasmus MC, University Medical Center, The Netherlands has been published in a high-impact journal from UK.

**WCK 4873:** The recruitment of required target numbers of patients for Phase 3 study has been successfully completed. New Drug Application ('NDA') has been filed on April 10, 2024 and potential marketing authorization is expected in Q3 2024.

**WCK 771 & WCK 2349:** Since their launch, both Emrok (WCK 771) & Emrok O (WCK 2349) have been gaining wider clinical acceptability by virtue of their safety and multi-indication effectiveness with more than 65,000 patients already treated with these novel drugs. To further expand the treatment scope of Emrok & Emrok O, four new clinical studies have been successfully completed in the challenging indications of bloodstream infections, bone and joint infections, community-acquired bacterial pneumonia and infections in immunosuppressed patients.

**WCK 6777:** The dosing of the volunteers participated in a Phase 1 study supported by National Institutes of Health ('NIH'), USA was recently completed with good safety profile. With this milestone attained, WCK 6777 could now progress to Phase 2 and Phase 3 studies. Globally, WCK 6777 is the only novel antibiotic being developed as out-patient parenteral antimicrobial therapy ('OPAT') as once-a-day regimen for the treatment of Gram-negative bacterial infections.

#### **New NCE/ Patents:**

Your Company has strong focus in developing intellectual property and filed 24 patents during the year under review. During the year 30 patents were granted of which 28 patents were for NCEs. As on March 31, 2024, combined pool of Company's patent has reached 3,263 filings and 840 grants.

#### **Biotechnology Research:**

Development of Biosimilars and Biobetters is our Biotech R&D team's primary focus area. Biotechnology is viewed by global experts as the pharmaceutical technology of the future, and we have a very strong commitment to this field. Our highly accomplished multidisciplinary team of committed biotechnologists, biochemists, biophysicists, biochemical and chemical engineers as well as protein chemists is poised to develop biological drugs to address unmet clinical needs.

Biotechnology R&D team of the Company has succeeded in developing and commercializing Recombinant Hepatitis-B Vaccine (Biovac-B), Recombinant Human Erythropoietin ('WEPOX'), Recombinant Human Insulin ('WOSULIN'), Recombinant Insulin Glargine ('GLARITUS'), which have all been well received in the market.

Your Company has a robust pipeline of recombinant therapeutic proteins for major healthcare needs. The overall focus is development and commercialization of anti-diabetic Biosimilar products. Further, there are other biotech products at different stages of development which comprise of Recombinant Insulin Analogues, Recombinant Darbepoetin, GLP-1 Agonists etc. E.coli based platform technology for Insulin has also started displaying its potential. These technologies offer opportunities with a surmountable challenge to replicate the same for other Insulin Analogues.

### **CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements of your Company for the year under review are prepared in compliance with applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules issued thereunder, applicable Accounting Standards and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

A copy of the Financial Statements of the Subsidiaries shall be made available for inspection at the Registered Office of the Company during business hours. The Audited Financial Statements of the Company including Consolidated Financial Statements and Financial Statements of its Subsidiaries are also available on the website of the Company. Any Shareholder interested in obtaining a copy of the separate Financial Statements of the Subsidiary(ies) can make specific request in writing to the Company Secretary and the same will be furnished on request.

Your Company discloses Consolidated and Standalone Financial Results on a Quarterly basis which are subjected to Limited Review and publishes Consolidated and Standalone Audited Financial statements on an Annual basis. There were no revisions made to the Financial Statements during the year under review.

## DIVIDEND AND RESERVES

The Board of Directors of your Company does not recommend any dividend on the Equity Shares of the Company for the year ended March 31, 2024; and no amount has been transferred to the General Reserve of the Company.

## DIVIDEND DISTRIBUTION POLICY

Dividend Distribution Policy of your Company aims at striking the right balance between the quantum of dividend paid to its Shareholders and the amount of profits retained for its business requirements, present and future. The Policy intends to broadly specify various external and internal factors that shall be considered while declaring dividend, the circumstances under which the Shareholders of the Company may or may not expect dividend, the financial parameters that shall be considered while declaring dividend and the parameters that shall be adopted with regard to various classes of shares.

The Policy is available on the website of the Company, at <https://www.wockhardt.com/wp-content/uploads/2020/05/dividend-distribution-policy.pdf>.

## CAPITAL AND DEBT STRUCTURE

During the year under review, the Company had allotted 27,450 Equity Shares of ₹ 5 each against exercise of stock options granted under Wockhardt Employees' Stock Option Scheme – 2011 ('the Scheme').

Further, during the year under review, pursuant to Qualified Institutions Placement ('QIP'/ the 'Issue') of Equity Shares of the Company, your Company has also issued and allotted 9,285,163 Equity Shares of the face value of ₹ 5 each at a price of ₹ 517 per Equity Share, (including share premium of ₹ 512 per Equity Share), which reflects a discount of ₹ 27.02 per Equity Share (equivalent to 4.97%) on the floor price of ₹ 544.02 aggregating to ₹ 4,800,429,271. The Issue opened on March 20, 2024 and was closed on March 26, 2024. The Company received the approval from Stock Exchanges for listing and trading of Equity Shares on March 27, 2024. Consequent to the above allotment of Equity Shares pursuant to exercise of ESOP and the QIP, the issued, subscribed and paid-up Equity Share Capital of the Company stands increased from ₹ 720,441,615 (divided into 144,088,323 Equity Shares of face value of ₹ 5 each) as on March 31, 2023 to ₹ 767,004,680 (divided into 153,400,936 Equity Shares of the face value of ₹ 5 each), as on March 31, 2024. The Equity Shares issued under the ESOP Scheme and pursuant to the QIP ranked *pari-passu* with the existing Equity Shares of the Company.

Other than the above, there were no other issue/ allotment of Equity Shares, securities convertible into Equity Shares or Debentures during the year under review. The Company does not have any scheme to fund its employees to purchase the Shares of the Company. Further, no Shares have been issued to employees of the Company except under the Scheme mentioned above. The Company has not issued any Shares having differential rights.

During the previous year, the Company had partly redeemed its outstanding Debentures as per terms of its issue. The details of Non-Convertible Debentures ('NCDs') outstanding as on March 31, 2024 were as under:

Date of Allotment/ Disbursement	No. of NCDs Issued	Issue Price	Maturity Date	Amount Raised	Amount Repaid	Face value after part payment	Amount Outstanding
28/04/2021	7,500	₹ 100,000 each	36 months from the date of Allotment	₹ 75 Crore	₹ 49.5 Crore	₹ 34,000 each	₹ 25.5 Crore
12/05/2021	7,500	₹ 100,000 each	36 months from the date of Allotment	₹ 75 Crore	₹ 49.5 Crore	₹ 34,000 each	₹ 25.5 Crore
28/05/2021	5,000	₹ 100,000 each	36 months from the date of Allotment	₹ 50 Crore	₹ 33 Crore	₹ 34,000 each	₹ 17 Crore
21/10/2021	5,000	₹ 100,000 each	36 months from the date of Allotment	₹ 50 Crore	₹ 21.5 Crore	₹ 57,000 each	₹ 28.5 Crore

Note: Catalyst Trusteeship Limited is acting as the Trustee for all the aforesaid NCDs.

As on March 31, 2024, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company. During the year under review, there were no instance where the Company failed to implement any corporate action within the specified time limit.

### CREDIT RATINGS

The details of credit ratings obtained by the Company are given in the Report on Corporate Governance forming part of this Annual Report.

### EMPLOYEE STOCK OPTION SCHEME

Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ('SEBI SBEB Regulations') and other applicable laws, if any, the required disclosures as on March 31, 2024 are annexed as **Annexure I** to this Report.

The certificate from the Secretarial Auditor on the implementation of the Scheme in accordance with the SEBI SBEB Regulations, has been uploaded on the website of the Company at <https://www.wockhardt.com/wp-content/uploads/2024/05/esos-certificate-signed.pdf> is also enclosed to this report.

During the year under review, there were no changes in the Employee Stock Option Scheme and the same is in compliance with the SEBI SBEB Regulations.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Amelia Fernandes (DIN: 08821072) was appointed as an Additional Director of the Company with effect from July 18, 2023 and in the Annual General Meeting ('AGM') held on August 14, 2023, she was appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years upto July 17, 2028.

Dr. Huzaifa Khorakiwala and Dr. Murtaza Khorakiwala were re-appointed for a term of 5 (Five) years with effect from March 31, 2024 as an Executive Director and as a Managing Director respectively at the AGM held on August 14, 2023.

Further, on March 31, 2024, Dr. Sanjaya Baru (DIN: 05344208), Mr. D. S. Brar (DIN: 00068502) and Mr. Aman Mehta (DIN: 00009364) completed their second term of 5 (Five) consecutive years as Independent Directors of the Company and thereby ceased to be Independent Directors of the Company in compliance of Section 149(10) and Section 149(11) of the Act.

During the year under review, Mr. Debashis Dey, Company Secretary and Compliance Officer of the Company, resigned from his position with effect from August 18, 2023. Consequently, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 14, 2023 appointed Ms. Rashmi Mamtura as the Company Secretary and Compliance Officer, and Key Managerial Personnel of the Company with effect from August 19, 2023.

The Board places on record its appreciation for the valuable contributions during the tenure of Dr. Sanjaya Baru, Mr. D. S. Brar and Mr. Aman Mehta as the Independent Directors of the Company, and Mr. Debashis Dey as the Company Secretary and Compliance Officer of the Company.

In terms of the provision of Section 152 of the Act, Dr. Huzaifa Khorakiwala (DIN: 02191870), Executive Director retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board recommends the proposal of his re-appointment for the approval of the Members of the Company at the forthcoming AGM.

All the Independent Directors have furnished 'Declaration of Independence' stating that they meet the criteria of independence as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as Independent Director and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the Management. The Independent Directors have also affirmed that they have complied with the Company's Code of Business Conduct & Ethics and Code for Independent Directors prescribed in Schedule IV to the Act.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and hold high standard of integrity.

Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors have also submitted declaration that they have registered themselves on the online data bank of the Indian Institute of Corporate Affairs ('IICA') and if not exempt, have undertaken online proficiency self-assessment test, as may be applicable, within the time prescribed by the IICA.

None of the Directors are disqualified under Section 164 of the Act. Further, they are not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

In accordance with the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Dr. Murtaza Khorakiwala, Managing Director, Mr. Deepak Madnani, Chief Financial Officer and Ms. Rashmi Mamtura, Company Secretary & Compliance Officer are the Key Managerial Personnel ('KMP') of your Company.

## MEETINGS OF THE BOARD

During the year under review, 5 (Five) meetings of the Board of Directors were held. The details of these meetings are given in the Report on Corporate Governance forming part of this Annual Report.

The maximum interval between any two Board meetings did not exceed 120 days, as prescribed by the Act and the SEBI Listing Regulations.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 of the Act, the Directors state that:

- (a) in the preparation of Annual Accounts for the year ended March 31, 2024 the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- (b) such Accounting Policies as mentioned in the notes to the Financial Statements for the year ended March 31, 2024 have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the loss of the Company for the year ended March 31, 2024;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Annual Accounts for the year ended March 31, 2024 have been prepared on a going concern basis;
- (e) the internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all the applicable laws have been devised and that such systems are adequate and operating effectively.

## PERFORMANCE EVALUATION

The Board, on the recommendation of the Nomination and Remuneration Committee have laid down criteria for performance evaluation of the Board of Directors including Independent Directors. Pursuant to the requirement of the Act the SEBI Listing Regulations and considering criteria specified in the SEBI Guidance Note on Board Evaluation, the Board has carried out the Annual Performance Evaluation of the entire Board, Committees and all the Directors based on the parameters as detailed in the Report on Corporate Governance forming part of this Annual Report. The parameters of performance evaluation were circulated to the Directors in the form of questionnaire.

The performance evaluation of the Non-Independent Directors including the Chairman of the Company and performance of the Board as a whole was discussed at the separate meeting of the Independent Directors held on March 20, 2024.



## COMMITTEES OF THE BOARD

The Board of Directors has constituted the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee
- d) Corporate Social Responsibility Committee
- e) Risk Management Committee
- f) ESOS Compensation Committee
- g) Finance and Management Committee
- h) Capital Raising Committee
- i) Share Allotment Committee

The details of the Committees of the Board along with their composition, number of meetings etc. are provided in the Report on Corporate Governance forming part of this Annual Report.

There have been no instances where the Board did not accept the recommendations of its Committees.

## AUDITORS AND REPORTS OF THE AUDITORS

### A. STATUTORY AUDITOR

M/s. B S R & Co. LLP, Chartered Accountants (Firm's Registration No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company at the Twentieth AGM of the Company held on August 14, 2019 for a term of 5 (Five) years i.e. till the conclusion of ensuing Twenty Fifth AGM (to be held for the Financial Year 2023-24) on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.

Pursuant to the recommendation of the Audit Committee the Board has approved the appointment of M/s. M S K C & Associates, Chartered Accountants (ICAI Firm Registration No.: 0015955, Peer Review Certificate No. 051832 valid till September 30, 2026) as Statutory Auditors of the Company in place of M/s. B S R & Co. LLP for the period of 5 (Five) years till Thirtieth Annual General Meeting (to be held for the Financial Year 2028-29). Accordingly, a resolution for the said appointment shall be placed for approval of Members of the Company at the ensuing AGM.

The reports of the Statutory Auditors on the Standalone and Consolidated Financial Statements forms part of this Annual Report. The Auditors Report does not contain any qualification, reservation and adverse remark. There were no instances of fraud reported by the Auditors during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the Rules framed thereunder.

### B. COST AUDITORS

During the year under review, the Company has maintained Cost Records pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time and as recommended by the Audit Committee, the Board of Directors of the Company has appointed M/s. Kirit Mehta & Co., Cost Accountants as Cost Auditors to conduct the audit of Cost Record of the Company for the Financial Year 2024-25. The Company has received consent from M/s. Kirit Mehta & Co. to act as Cost Auditors. Further, pursuant to the aforesaid provisions of the Act the remuneration payable to M/s. Kirit Mehta & Co. for conducting the audit of the Cost Records of the Company for the Financial Year ending on March 31, 2025 needs to be ratified by the Members of the Company and accordingly a resolution for the said ratification shall be placed for approval of Members of the Company at the ensuing AGM.

The Cost Auditors' Report for the Financial Year ended March 31, 2024 did not contain any qualification, reservation or adverse remark, and the same was duly filed with the Ministry of Corporate Affairs within the due date during the year under review.

Further, there were no instances of fraud reported by the Cost Auditors during the year under review, which required the Cost Auditors to report to the Audit Committee and/or Board.

### **C. SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Board on the recommendation of the Audit Committee, has appointed Mr. Virendra G. Bhatt, Practicing Company Secretary Certificate of Practice No. 124 as Secretarial Auditors to conduct Secretarial Audit of the Company for the year ended March 31, 2024. The Secretarial Audit Report issued in the Form MR-3 by Mr. Bhatt is self-explanatory and is annexed as **Annexure II** to this Report.

Pursuant to Regulation 24A of SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Company has obtained the Annual Secretarial Compliance Report for the year under review from a Mr. Virendra G. Bhatt, Practicing Company Secretary and submitted the same to the Stock Exchanges where the shares of the Company are listed.

Further, the Secretarial Auditors' Report for the Financial Year ended March 31, 2024 did not contain any qualification, reservation or adverse remark and there were no instances of fraud reported by the Secretarial Auditors during the year under review.

### **COMPLIANCE WITH SECRETARIAL STANDARDS**

During the year under review, in terms of Section 118(10) of the Act, your Company has complied with all the mandated Secretarial Standards issued by the Institute of Company Secretaries of India.

### **ANNUAL RETURN**

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 has been placed on the Company's website and can be accessed using the link <https://www.wockhardt.com/investors/annual-return/>.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, CSR Policy as recommended by the CSR Committee and adopted by the Board is uploaded on the website of the Company and can be accessed using the web-link <https://www.wockhardt.com/wp-content/uploads/2020/05/csr-policy.pdf>.

The Average Net Profit of the Company for the immediately preceding 3 Financial Years calculated as per Section 198 of the Act was negative. Hence, no amount was required to be spent on CSR activities during the Financial Year 2023-24. The details on CSR activities as required under the Act and the relevant rules as amended from time to time, is annexed as **Annexure III** to this Report.

### **POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS**

Your Company has been following well laid down policy on appointment and remuneration of Directors, KMP and Senior Management.

The appointment of a Director is made pursuant to the recommendation of Nomination and Remuneration Committee ('NRC'). The remuneration of Executive Directors comprises of Basic Salary, Perquisites & Allowances, and follows applicable requirements as prescribed under the Act. Approval of Shareholders for payment of remuneration to such Executive Directors is sought, from time to time.

The remuneration of Non-Executive Directors comprises of sitting fees & commission, if any, in accordance with the provisions of the Act and reimbursement of expenses incurred in connection with attending the Board meetings, Committee meetings, General meetings in relation to the business of the Company. During the year under review, the Company has not paid any commission to the Non-Executive Directors.

A brief of the Remuneration Policy on the appointment and remuneration of Directors, KMP and Senior Management is provided in the Report on the Corporate Governance forming part of this Annual Report. Further, the Policy is available on the website of the Company and the web link thereto is <https://www.wockhardt.com/wp-content/uploads/2020/05/wl-remuneration-policy.pdf>.

NRC has also formulated criteria for determining qualifications, positive attributes and independence of a Director and the same have been provided in the Report on Corporate Governance forming part of this Annual Report.

### INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Your Company has adequate internal financial control procedures commensurate with its size and nature of business. These controls include well defined policies, guidelines, Standard Operating Procedures ('SOPs'), authorization and approval procedures and technology intensive processes. The internal financial controls of the Company are adequate to ensure the accuracy and completeness of the accounting records, timely preparation of reliable financial information, prevention and detection of frauds and errors, safeguarding of the assets and that the business is conducted in an orderly and efficient manner.

Your Company continues with its past practice of a co-sourced model for Internal Audit. The Company's internal audit team is assisted by M/s. Ernst and Young, who carry out internal audit reviews in accordance with the approved Internal Audit Plan. The Internal Audit team reviews the status of implementation of internal audit recommendations. Summary of critical observations, if any and recommendations under implementation are reported to the Audit Committee.

During the year under review, M/s. Ernst and Young has reviewed the self-assessment tool on the adequacy of Internal Financial Control ('IFC') process of the Company in accordance with the requirement of the Act. There were no material adverse observations noted in this review.

### RISK MANAGEMENT

The Board had constituted a Risk Management Committee comprising of Dr. Habil Khorakiwala as Chairman, Mr. D.S. Brar, Independent Director and Dr. Murtaza Khorakiwala, Managing Director as its members. The Risk Management Committee was re-constituted effective from April 1, 2024, whereby Mr. Akhilesh Gupta, Independent Director was inducted as member of the Committee as Mr. D. S. Brar, Independent Director completed his tenure as an Independent Director of the Company on March 31, 2024. Further, during the year under review the Committee met twice and the details of these meetings are given in the Report on Corporate Governance forming part of this Annual Report.

Enterprise Risk Management ('ERM') framework encompasses practices relating to the identification, analysis, evaluation, mitigation and monitoring of the strategic, external and operational controls risks in achieving key business objectives. Your Company identifies and tries to mitigate risks that matter on an ongoing basis. Risk Management Policy approved by the Board is in place. Risk management is embedded in strategic business decision-making of the Company.

The current key risk relates to regulatory risk on overseas operations and business. This is arising out of periodic regulatory audits at the Company's manufacturing locations, which are being adequately addressed through strengthening of the current processes and controls by the Company's internal quality assurance and manufacturing teams and through the help of reputed external consultants. There are no risks, which in the opinion of the Board, threaten the existence of your Company. Other details about Risk Management have also been elaborated in the Report on Corporate Governance forming part of this Annual Report.

### QUALITY AT WOCKHARDT LIMITED

Your Company is deeply committed to quality, ensuring it is the top priority across all levels and functions. This commitment is reflected through continuous training to develop skilled personnel, comprehensive metrics to track improvements, and a strong emphasis on execution excellence. Quality is embedded in all processes from design to delivery, with a focus on continual improvement driven by feedback mechanisms. Your Company maintains a customer-centric approach, aiming to meet both internal and external customer requirements with precision, while proactive quality management and robust corrective actions address any non-conformances. The Company adapts dynamically to emerging global regulations, integrating innovative technologies to enhance operational efficiency and maintain compliance with GMP standards. Senior leadership ensures strategic alignment and provides sufficient resources to foster a quality-focused culture. In response to regulatory challenges such as those from the USFDA, Your Company has strengthened its Quality Systems by emphasizing data integrity, adopting automation, enhancing quality risk management, harmonizing procedures across sites, and maintaining transparent communications with regulatory authorities. This comprehensive Quality Policy is continually reviewed to meet the evolving standards of excellence in the pharmaceutical industry.

The details of the Quality Management System and Key Quality Principles are provided in **Annexure IV** to this Report.

## INSURANCE

All properties and insurable interests of the Company including buildings, plant & machinery and stocks have been adequately insured.

## GREEN INITIATIVE

Your Company regularly undertakes green initiatives to preserve the environment, which includes energy saving, water conservation and usage of electronic mode in internal processes & control, statutory and other requirements. Members, who have not already done so, are requested to register their e-mail IDs with the Depositories/ RTA/ Company, as the case may be, for receiving all communication from the Company electronically.

## POLICIES

For better conduct of operations and in compliance with regulatory requirements, your Company has framed and adopted certain policies. In addition to the Company's Code of Business Conduct and Ethics, key policies/codes that have been adopted by the Company are as follows:

Name of the Policy/ Code	Brief Description	Web Link
Policy for determining Materiality of Events	This Policy aims to determine Materiality of events/ information.	<a href="https://www.wockhardt.com/wp-content/uploads/2024/02/policy-determining-materiality-of-events.pdf">https://www.wockhardt.com/wp-content/uploads/2024/02/policy-determining-materiality-of-events.pdf</a>
Archival Policy	The Policy deals with archival of the Company's documents which have been disclosed on the website of the Company.	<a href="https://www.wockhardt.com/wp-content/uploads/2020/05/archival-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2020/05/archival-policy.pdf</a>
Policy for determining Material Subsidiaries	The Policy determines the material subsidiaries of the Company and to provide the governance framework for them.	<a href="https://www.wockhardt.com/wp-content/uploads/2022/08/pms-31122.pdf">https://www.wockhardt.com/wp-content/uploads/2022/08/pms-31122.pdf</a>
Policy on Materiality of and Dealing with Related Party Transactions	The Policy determines materiality of and regulates all transactions between the Company and its' related parties.	<a href="https://www.wockhardt.com/wp-content/uploads/2022/08/prt-31122.pdf">https://www.wockhardt.com/wp-content/uploads/2022/08/prt-31122.pdf</a>
Vigil Mechanism / Whistle Blower Policy	The Company has adopted the Vigil Mechanism for Directors and Employees of the Company to report concerns or grievances about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct or Ethics Policy.	<a href="http://www.wockhardt.com/wp-content/uploads/2024/05/whistle-blower-policy-2024.pdf">www.wockhardt.com/wp-content/uploads/2024/05/whistle-blower-policy-2024.pdf</a>
Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information	The Code determines the principles for fair disclosure of Unpublished Price Sensitive Information.	<a href="https://www.wockhardt.com/wp-content/uploads/2020/05/code-of-fair-disclosure-of-upsi-2-4-19.pdf">https://www.wockhardt.com/wp-content/uploads/2020/05/code-of-fair-disclosure-of-upsi-2-4-19.pdf</a>
Corporate Social Responsibility Policy	The Policy outlines the Company's strategy to bring about a positive impact on the society through programs relating to education, healthcare, environment, etc.	<a href="https://www.wockhardt.com/wp-content/uploads/2020/05/csr-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2020/05/csr-policy.pdf</a>
Remuneration Policy	This Policy formulates the criteria for determining qualification, competencies, positive attributes and independence for the appointment of Directors and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Employees.	<a href="https://www.wockhardt.com/wp-content/uploads/2020/05/wl-remuneration-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2020/05/wl-remuneration-policy.pdf</a>
Dividend Distribution Policy	The Policy determines the parameters/ basis for declaration of dividend.	<a href="https://www.wockhardt.com/wp-content/uploads/2020/05/dividend-distribution-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2020/05/dividend-distribution-policy.pdf</a>
Policy on Preservation of Records	The Policy deals with periodicity of retention of the Company records and documents.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/07/policy-for-preservation-of-documents.pdf">https://www.wockhardt.com/wp-content/uploads/2023/07/policy-for-preservation-of-documents.pdf</a>
Risk Management Policy	The Policy is intended to institutionalize the risk management framework of the Company which includes identification, review and reporting of material risks.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/07/risk-management-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/07/risk-management-policy.pdf</a>
Forex Risk Management Policy	The Policy defines, identifies, measures, manages, mitigates and reviews potential risks pertaining to fluctuations in Foreign Exchange.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/07/forex-risk-management-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/07/forex-risk-management-policy.pdf</a>
Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons	The Policy provides the framework in dealing with securities of the Company by Designated Persons and their Immediate relatives.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/code-of-conduct-for-regulating-monitoring-and-reporting-of-trading-by-designated-persons.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/code-of-conduct-for-regulating-monitoring-and-reporting-of-trading-by-designated-persons.pdf</a>
Anti-bribery and Anti-corruption Policy	The Policy provides for the prevention, deterrence and detection of fraud, bribery and other corrupt business practices in order to conduct the business activities with honesty, integrity with highest possible ethical standards.	<a href="http://www.wockhardt.com/wp-content/uploads/2024/05/anti-bribery-and-anti-corruption-policy.pdf">www.wockhardt.com/wp-content/uploads/2024/05/anti-bribery-and-anti-corruption-policy.pdf</a>

Name of the Policy/ Code	Brief Description	Web Link
Human Right Policy	The Policy aims at social & economic dignity and freedom, regardless of nationality, ethnicity, gender, race, economic status or religion. Also focuses to uphold International Human Rights Standards.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/human-rights-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/human-rights-policy.pdf</a>
Stakeholder Grievance Policy	The Policy aims to create a sustainable environment by laying out a mechanism through which relevant Stakeholders, who may be affected by or can influence organization's decisions may communicate and convey their grievances and suggestions to the Company.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/stakeholders-relationship-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/stakeholders-relationship-policy.pdf</a>
Acceptable usage Policy for IT System	The Policy outlines the acceptable use of computing equipment and information security awareness.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/07/acceptable-usage-policy-for-it-systems.pdf">https://www.wockhardt.com/wp-content/uploads/2023/07/acceptable-usage-policy-for-it-systems.pdf</a>
Business Responsibility and Sustainability Policy	The Policy outlines the Company's view on and overall ambitions in the sustainability segment, which serves as a broad framework for the whole growth.	<a href="https://www.wockhardt.com/wp-content/uploads/2024/05/wockhardt-business-responsibility-and-sustainability-policy.pdf">www.wockhardt.com/wp-content/uploads/2024/05/wockhardt-business-responsibility-and-sustainability-policy.pdf</a>
Environment, Health, Safety and Sustainability Policy	The Policy aims at ensuring a safe and healthy work environment, taking active steps to ensure goal of zero accidents and Environmental incidences through continual improvement of the applicable systems.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/environment-health-safety-sustainability-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/environment-health-safety-sustainability-policy.pdf</a>
Anti – Trust and Fair Competition Policy	The Policy provides for Wockhardt's commitment to Antitrust and Competition Laws to conduct business in a Fair, Ethical and Transparent manner demonstrating zero tolerance towards "Unfair Methods of Competition" and "Unfair or Deceptive acts or Practices".	<a href="https://www.wockhardt.com/wp-content/uploads/2024/05/anti-trust-and-fair-competition-policy.pdf">www.wockhardt.com/wp-content/uploads/2024/05/anti-trust-and-fair-competition-policy.pdf</a>
Diversity Inclusion and Equal Opportunity Policy	The Policy sets out the principles and requirements by which your Company will enhance the diversity, equity and inclusion throughout the organization.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/diversity-inclusion-and-equal-opportunity-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/diversity-inclusion-and-equal-opportunity-policy.pdf</a>
Communication Policy	The Policy outlines prompt communication of any information to the public, including those that could have a significant effect on the price of its securities, such as shares, debentures and bonds, if any.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/communications-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/communications-policy.pdf</a>
Familiarisation Program for Independent Directors	The Policy ensures that the Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc. through various programs.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/familiarisation-programme.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/familiarisation-programme.pdf</a>
Terms of appointment of Independent Directors	The terms comprises of Role, Duties and Responsibilities, accompanying liabilities, etc for the Independent Directors ("ID").	<a href="https://www.wockhardt.com/wp-content/uploads/2020/05/draft-letter-of-appointment-of-independent-director-including-terms-of-reference.pdf">https://www.wockhardt.com/wp-content/uploads/2020/05/draft-letter-of-appointment-of-independent-director-including-terms-of-reference.pdf</a>
Cyber Security Policy	This Policy outlines implementation of robust security measures and establishes guidelines for the responsible use and protection of digital assets.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/07/wockhardt-cybersecurity-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/07/wockhardt-cybersecurity-policy.pdf</a>
Code of Business Conduct and Ethics	This Code is intended to focus the Board, each director and each of the Senior Management on areas of ethical risk, provide guidance to help them recognise and deal with ethical issues, provide mechanism to report unethical conduct, and help foster a culture of honesty and accountability.	<a href="https://www.wockhardt.com/wp-content/uploads/2023/07/code-of-business-conduct-and-ethics.pdf">https://www.wockhardt.com/wp-content/uploads/2023/07/code-of-business-conduct-and-ethics.pdf</a>

### PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, investments and guarantees covered under the provisions of Section 186 of the Act are provided under Note 6 in the Notes to Financial Statements forming part this Annual Report.

### PARTICULARS OF CONTRACTS/ ARRANGEMENTS WITH RELATED PARTIES

During the Financial Year 2023-24, all contracts/ arrangements/ transactions entered into by the Company with its related parties were reviewed and approved by the Audit Committee and were in accordance with the Policy on Materiality of and Dealing with Related Party Transactions and the related party framework, formulated and adopted by the Company. Prior omnibus approvals were obtained from the Audit Committee for related party transactions which were repetitive in nature, entered in the ordinary course of business and on an arm's length basis. During the year under review, there were no Material Related Party Transactions. No transaction with any related party was in conflict with the interest of the Company.

The Company did not enter into any related party transaction directly with its Key Managerial Personnel or their relatives. The details of related party transactions are provided under Note 40 in the Notes to financial statements forming part of this Annual Report.

### VIGIL MECHANISM

Pursuant to the requirements laid down under Section 177 of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has well laid down Vigil Mechanism. The details of the same are provided in the Report on Corporate Governance forming part of this Annual Report. During the year under review, the Company did not receive any complaint under Vigil Mechanism.

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed to this Report as **Annexure V**.

In accordance with the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms a part of this Report. Pursuant to the provisions of Section 136(1) of the Act the Board's Report is being sent to the Members of the Company excluding the said statement. Any Member interested in inspection or obtaining a copy of the statement may write to the Company Secretary and the same will be furnished on request.

### ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on the conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is provided in **Annexure VI** to this Report.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY

As on March 31, 2024 the Company had 28 Subsidiaries. The Company does not have associates or joint venture companies within the meaning of Section 2(6) of the Act.

During the year under review, Laboratories Negma S.A.S was wound up and hence ceased to be the Subsidiary of the Company.

In accordance with Section 129(3) of the Act a statement containing salient features of the Subsidiaries of the Company is provided in Form AOC-1 annexed as **Annexure VII** to this Report.

### DEPOSITS

During the year under review, your Company has not accepted any Deposits under Chapter V of the Act and as such, no amount on account of principal or interest on Deposits from the Public was outstanding as on March 31, 2024.

### DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company strongly believes in providing a safe and harassment-free workplace for every individual working for the Company through various interventions and practices. It is the continuous endeavor of the Management of the Company to create and provide an environment to all its associates that is free from sexual harassment. Pursuant to the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 the Company has constituted Internal Committees across all the locations which are responsible for redressal of complaints related to sexual harassment at respective locations. The Company arranged various interactive awareness workshops in this regard for the associates at all the manufacturing sites & Corporate Office during the year under review.

During the Financial Year 2023-24, the Company did not receive any complaints on sexual harassment.



### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURT

There are no significant and material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and operations of the Company during the year under review.

### MATERIAL CHANGES AND COMMITMENTS OCCURRED AFTER THE END OF THE FINANCIAL YEAR

There are no material changes and commitments between the end of the Financial Year of the Company and as on the date of this Report which can affect the financial position of the Company.

### MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis ('MDA') for the year under review, as stipulated under the SEBI Listing Regulations, is presented in a separate section which forms a part of this Annual Report.

### BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report ('BRSR') of the Company for the Financial Year ended March 31, 2024, is provided in a separate section and forms part of this Annual Report and is also available on the website of the Company at <https://www.wockhardt.com/investors/financials/annual-report/>.

### CORPORATE GOVERNANCE

A Report on Corporate Governance along with a Certificate from Practicing Company Secretary confirming the compliance of the conditions of Corporate Governance forms a part of this Annual Report.

### STATUTORY INFORMATION AND OTHER DISCLOSURES

- a. A detailed disclosure with regard to the unclaimed dividend required to be transferred to IEPF by your Company forms part of the Report on Corporate Governance;
- b. During the year under review, Merck Life Sciences Private Limited in the capacity of Operational Creditor had filed a company petition under section 8 of the Insolvency and Bankruptcy Code, 2016 ('IBC') against the Company before the National Company Law Tribunal, Mumbai Bench ('NCLT') for compensation of products ordered but not purchased by the Company. Since terms of purchase were not finalized, the claim on the Company is not appropriate. The matter is currently pending. Apart from this, No application has been made under the IBC.
- c. There were no deviation or variation in connection with the utilization of issue proceeds from the objects as stated in the Placement Document dated March 26, 2024 for Qualified Institutions Placement ('QIP').
- d. During the year under review, there was no change in the nature of business of the Company;
- e. There was no revision of Financial Statements and the Board's Report of the Company during the year under review;
- f. The requirement to disclose the details of difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

### ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation and acknowledge the dedication & contribution made by the employees of the Company at all levels. Your Directors also wish to place on record their appreciation to all the Stakeholders of the Company viz. Customers, Members of Medical Profession, Investors, Banks, Regulators for their unrelenting support during the year under review.

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

Place : Mumbai  
Date : May 28, 2024

## MANAGEMENT DISCUSSION & ANALYSIS

**Global Pharmaceutical Industry & Economies:** Global GDP growth is projected to be 3.1% in 2024, unchanged from 2023, before edging up to 3.2% in 2025 helped by stronger real income growth and lower policy interest rates.

On the surface, the global economy remains remarkably resilient with growth holding steady as inflation returns to target. The journey has been quite eventful with supply chain disruptions in aftermath of the Pandemic, Unrest within nations like Russia-Ukraine, Middle East that has triggered global energy and food crisis and considerable surge in inflation followed by a globally synchronized monetary policy tightening.

As countries are battered with grave challenges, on the other hand they have become self-reliant and explored new avenues and opportunities in various areas to sustain the growth. Climate change awareness gained traction globally with key powers injecting fresh urgency on need to undertake positive initiatives. Renewables energy had a record year with significant flow of investments which marked the commitment of nations to shift to a more sustainable model for the long run.

Tensions between the U.S and China have been rising over the years, ranging from trade and tariffs to tech rivalry and alleged spying. In recent years, tensions between the United States and China have introduced new challenges — especially related to economic and defense issues. China is a major trading partner for the United States but it is also developing its military capabilities, which poses challenges to the U.S. military. The ongoing Russia-Ukraine, Israel – Gaza conflict has severely strained relations to the point of triggering a wider conflict. As a result, tensions are likely to increase between the superpowers due to alliance security commitments. The conflict will also have broader ramifications for future cooperation on critical issues like arms control; cybersecurity; nuclear nonproliferation; global economic stability; energy security; counterterrorism and destabilize the global energy and resource markets. The war has also compounded other global crises, with military operations and violence hindering the delivery and distribution of much-needed aid, including food, and exacerbating an already severe shortage of available global humanitarian assistance and resources. This has led economies on brink of “Perfect storm” of crisis. It has set in motion a three dimensional crisis on Food, Energy and Finance that is producing alarming cascading effects to an ecosystem which is already battered by COVID-19, Food Inflation & Shortages, Energy and commodity price increase, Debt distress, Blackouts and Climate change.

**Lingering concerns:** The overall risks around the outlook are becoming better balanced, but substantial uncertainty remains. High geopolitical tensions remain a significant near-term adverse risk, particularly if the evolving conflicts in the Middle East were to intensify and disrupt energy and financial markets, pushing up inflation and reducing growth. Further reductions in inflation may also be slower than expected if cost pressures and margins remain elevated, particularly in services. This could result in slower-than-expected reductions in policy interest rates, exposing financial vulnerabilities and potentially generating a sharper slowdown in labour markets. Another key downside risk is that the future impact of higher real interest rates proves stronger than anticipated. Debt-service burdens are already high and could rise further as low-yielding debt is rolled over, or as fixed-term borrowing rates are renegotiated. Some sectors, particularly commercial real estate, remain hard pressed, and corporate bankruptcies and defaults are now above pre-pandemic levels in several countries, posing risks to financial stability. Growth could also disappoint in China, either due to the persistent weakness in property markets or smaller-than-anticipated fiscal support over the next two years.

### GLOBAL USE OF MEDICINES AND PROJECTED TRENDS

Significant usage shifts and spending growth acceleration across geographies became apparent in 2023 and have contributed to an increase in the outlook for medicine spending through 2028 of two percentage points to 5-8% CAGR, bringing global spending on medicines at list prices to \$2.3Tn. This is at the same time the COVID-19 pandemic has shifted to endemic and the outlook for vaccinations and therapeutic spending has been revised downward by nearly \$200Bn, driven by lower usage and offset by rising prices.

The volume use of medicines globally plateaued in 2023 but is expected to grow at an average 2.3% rate through 2028, driven by China, India and other Asian markets all growing faster than 3%. Countries in Latin America have grown more rapidly than other regions in the last five years and are expected to grow further at 1.9% annually through the forecast. North America, Western Europe and Japan are expected to grow medicine usage more slowly, partly due to their already higher per capita use. In 2024, Eastern Europe volume growth is expected to return to trends present prior to the start of the Ukraine conflict.

Medicine use for specific therapy areas has been growing since 2018, with notably high growth in immunology, endocrinology, and oncology. These areas of rising usage have been driven more by wider adoption of older therapies compared to newer medicines. Immunology treatments have seen a steady 12% rise in utilization but the rates of per capita usage have varied considerably even within wealthier developed countries. Overall, nearly half of immunology biologic volume is facing biosimilar competition in developed markets, which has led to an incremental 5% in usage as more patients use treatments as costs decline. GLP-1 agonist medicines have been approved for both diabetes and obesity indications and have seen rapid uptake since 2021, coinciding with U.S. obesity approvals. Another area of notable medicine use shifts has been the use of antibacterials, which was significantly disrupted by the COVID-19 pandemic but returned to historic levels in 2022 and 2023.

## SPENDING AND GROWTH BY REGIONS AND KEY COUNTRIES

Regions	Spending in USD Bn			
	2023	2019-2023 CAGR	2028	2024-2028 CAGR
Global	1606.8	7.30%	2225-2255	6-9%
Developed	1275.5	7.20%	1775-1805	5-8%
10 Developed	1081.6	7.00%	1505-1535	5-8%
Other Developed	193.9	8.50%	255-285	5-8%
Pharmerging	303.7	7.80%	400-430	10-13%
Lower Income Countries	27.6	5.60%	33-37	3-6%

The global medicine market using list price levels is expected to grow at 5-8% CAGR through 2028, reaching about \$2.3Tn in total market size. The growth outlook to 2028 is 2% higher than the previous forecast outlook to 2027 despite a significant downward revision in the expected spending on COVID-19 vaccines and therapeutics.

Spending and volume growth following diverging trends by region with larger established markets growing more rapidly, driven by new and existing branded products, while Pharmerging markets will grow more slowly and be driven more by volume than the mix of more expensive therapies.

The U.S. market, on a net price basis, is forecast to grow 2-5% CAGR over the next five years, down from 5.3% CAGR for the past five years, including projected effects of the Inflation Reduction Act.

Spending in Europe is expected to increase by \$70Bn through 2028, driven by new brands and offset by generics and biosimilars.

Japan medicine spending growth is projected at -1 to 2% through 2028 as robust brand growth is offset by a shift annual price cuts and ongoing shifts to generics.

Spending growth in China is expected to slow, with positives driven by greater uptake and use of new original medicines and offset by pressures on off-patent and generic pricing.

## KEY THERAPY AREAS – BASE BUILDING FOR FUTURE GROWTH

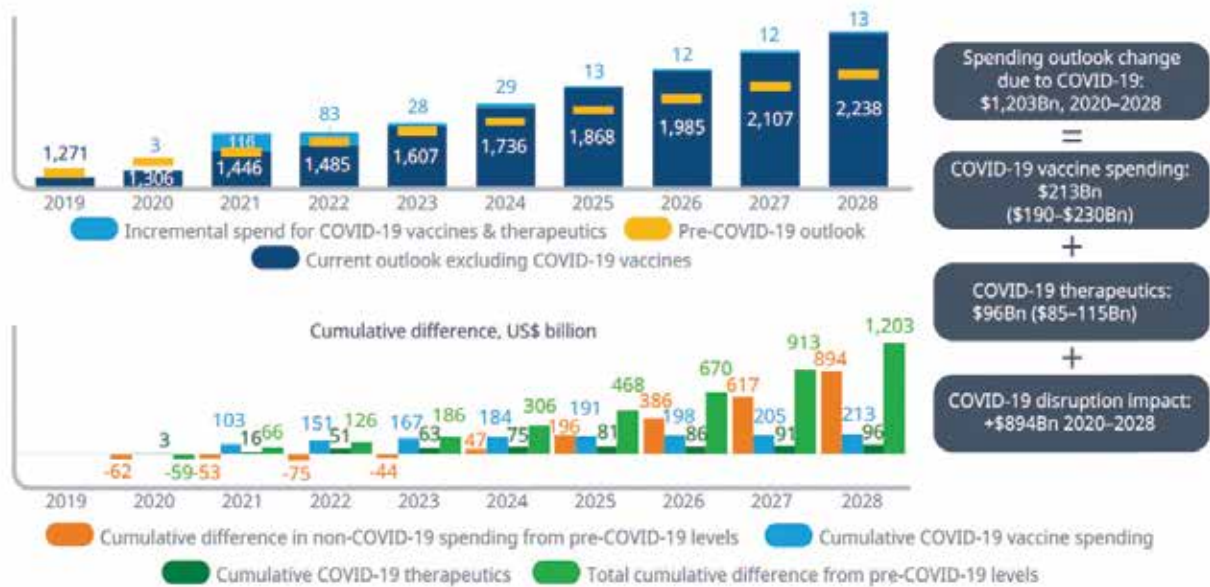
The key growth area for medicines in the next five years is biotech, which will represent 35% of global spending and will include many of the areas of greatest activity for novel medicines. Global biotech spending is set to exceed \$890Bn by 2028, with growth slowing to 9.5–12.5% due to the impact of biosimilars.

Specialty medicines will represent 43% of global spending in 2028 and more than 55% of total spending in developed markets, continuing the shift from more traditional medicines underway for over a decade.

The two leading global therapy areas — oncology and immunology — are forecast to grow 14–17% and 2–5% CAGR, respectively, through 2028, reflecting diverging trends with one still driven by novel medicines and the other facing biosimilar competition. Oncology is projected to add 100 new treatments over five years, contributing to an increase in spending of \$224Bn to a total of more than \$440Bn in 2028 and facing limiting new losses of exclusivity. Treatments for auto-immune disorders are forecast to reach \$192Bn globally by 2028, driven by steadily increasing numbers of treated patients and new products, and offset after 2023 due to biosimilars.

Diabetes spending growth is slowing to low single digits in most developed markets and declining in some, especially net of rebates. New therapies contribute to growth of neurology markets, including greater use of novel migraine therapies, potential treatments for rare diseases, and the potential for therapies for Alzheimer's and Parkinson's. The outlook for next generation biotherapeutics includes significantly uncertain clinical and commercial prospects for cell, gene, and RNA therapies, which will grow to \$33Bn by 2028.

### Global Spending to exceed Pre-pandemic outlook

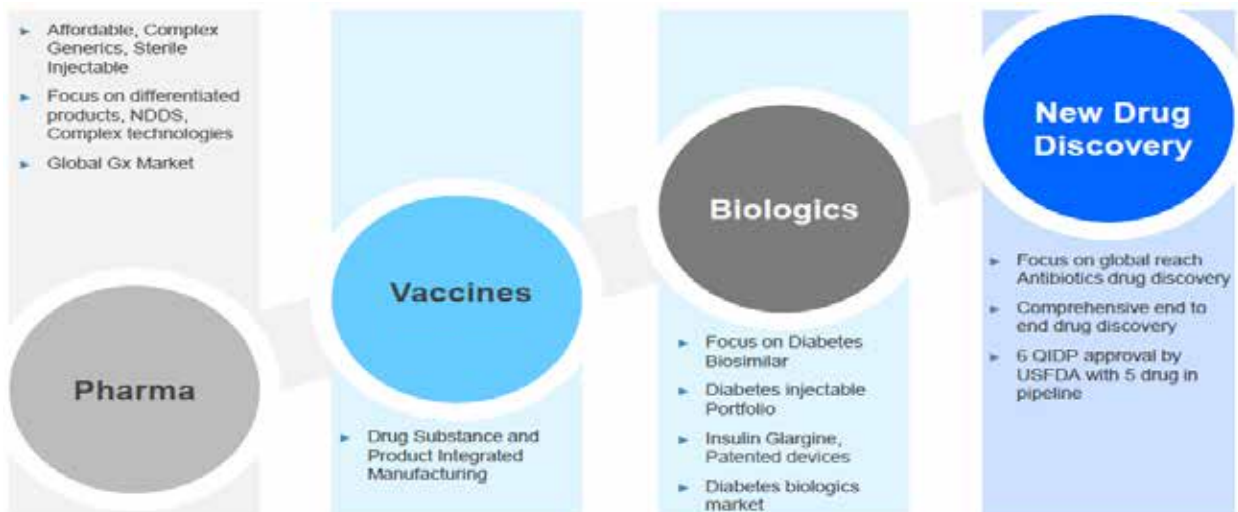


Source: IQVIA Market Prognosis, Sep 2023; IQVIA Institute, Dec 2023.

### Company Performance

With the tightening of monetary condition across the globe and soaring inflation across economies, managing liquidity and smooth business operations has been the key priority during the year and your company has effectively managed its liquidity position and continued with its sustainable business model without compromising on the overall long term vision of the organization.

Your Company started the year with focus on aligning operations with the long term goals and its vision statement. Primary objectives were to drive robust growth, de-leveraging the balance sheet to achieve operational efficiency, ensuring reasonable flow of working capital into the Business and gradually shifting away from acute to strengthen chronic presence in its portfolio mix, strengthening overall New chemical entity (NCE) and vaccines bucket. Amidst turbulent time your company stood steady and delivered its key priorities thus paving the way for long term sustainability. The below image represents the business ecosystem in which your company operates which can also be interpreted as the near to long term growth drivers for the Company.



**Key developments that took place in your company during the year have been summarized below:**

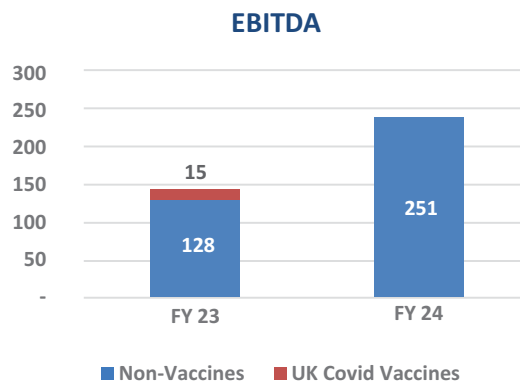
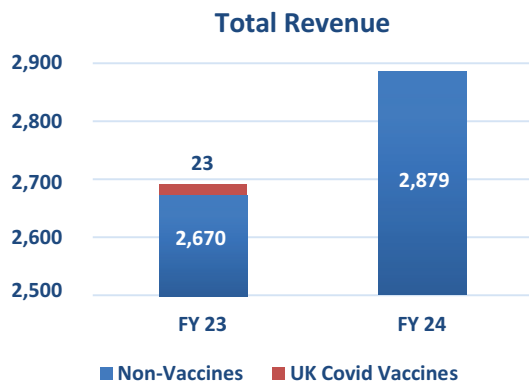
- 1) **Successful completion of pivotal Phase 3 pneumonia study of its macrolide antibiotic Nafithromycin WCK 4873:** Wockhardt NCE, WCK 4873 named as Nafithromycin was comparatively evaluated in multi-centre double blind Phase 3 pneumonia study employing the last-line respiratory antibiotic Moxifloxacin. The results of the study showed that an ultrashort course of three-day treatment with Nafithromycin is as effective as seven-day therapy with Moxifloxacin. The findings of Phase 3 study are in line with Phase 2 study conducted in the US and Europe. A human lung penetration study conducted in the US revealed that Nafithromycin possesses a remarkable feature of sustained high lung concentration built-up over five days following just three days of dosing. Human Lung exposure of Nafithromycin is 8 times higher than Azithromycin and potency being 10-100 times higher for certain respiratory pathogens. In Phase 3 study, three-day treatment with Nafithromycin resulted in clinical cure for 96.7% of patients as against clinical cure rate of 94.5% in Moxifloxacin arm. The Phase 3 study outcome establishes broadspectrum efficacy of Nafithromycin against Gram-positive respiratory pathogens, fastidious Gramnegative pathogens as well as therapeutically challenging intracellular atypical pathogens such as Mycoplasma pneumoniae, which were recently implicated for the surge of hospitalisations in China due to pneumonia. A significant proportion of study patients were infected with pathogens showing resistance to Azithromycin, Amoxicillin+clavulanic acid and Levofloxacin. The role of Nafithromycin in managing such patients would be of heightened interest to clinicians. Importantly, the study also establishes that Nafithromycin represents a first ever macrolide in 30 years which has successfully completed clinical development for the indication of community acquired bacterial pneumonia.
- 2) **A leading European Journal reports Renal Transplant Patient's unique Clinical Case of Successful use of Zidebactam/Cefepime (WCK 5222, ZaynichTM) to Treat Skull Bone Infection & Pneumonia caused by Extreme-drug Resistant Pseudomonas:** A recent publication highlights the multidimensional nature of antimicrobial resistance challenges in India and the need for novel versatile antibiotics to tackle growing number of multi-drug resistant infections. A publication, which recently appeared in a peer reviewed journal, European Journal of Clinical Microbiology & Infectious Diseases (EJCMID) describes an exceptionally complex case of sino-pulmonary infection and skull base osteomyelitis in a renal transplant patient caused by an extreme-drug-resistant Gram-negative bacterial pathogen, Pseudomonas. As all the available antibiotics failed to treat the infection, the patient was successfully treated with Zidebactam/Cefepime (WCK 5222, ZaynichTM) under compassionate grounds following due approval from Drugs Controller General of India. We continue to receive the requests for Zidebactam/Cefepime for compassionate use for treating difficult-to-treat and complicated cases such as serious blood stream infections, hospital and ventilator-associated bacterial pneumonia, osteomyelitis and intra-abdominal infections in cancer and transplant patients. So far we have supplied Zidebactam/Cefepime to 30 patients for compassionate use with range of life-threatening infections. We are happy to report 100% clinical cure rate in all these 30 critically ill patients with diverse life-threatening, extreme-drug-resistant Gram-negative infections under compassionate use.
- 3) **Successful completion of QIP of ₹ 480 Cr:** During the year your organization successfully completed fund raising by QIP route an amount of INR 480 crores. The funds raised will be utilized largely to meet its Clinical R&D program and secondly to deleverage the balance sheet.

Amidst the challenging market dynamics, your company was focused on deployment of funds and setting its investments priorities to ensure maximum return. Secondly it dedicated focus on the expense side with cost containment measures. Significant efforts to identify new revenue streams and enhance profitability and cash flow also translated into new partnerships into international geographies.

**Business Performance:**

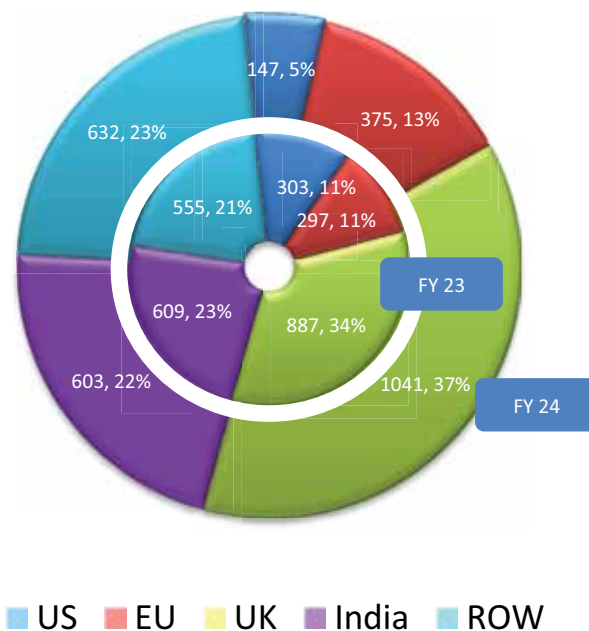
The Domestic Business contributed 22% of revenue from operations during the year. ROW business recorded healthy 14% growth as your company commits itself to new geographic expansion and strengthening of existing portfolio which is in line with near to long term vision of the organization. UK operations reflected healthy 17% growth mainly on account of robust volumes across its Business channels. EU operations reflected healthy 26% growth mainly driven by opportunities in new geographies and higher volumes.

During the year, the Company's research & development expenses continued to grow keeping in view its strategic focus in Pharma, Biotechnology & NCE segment and was approx. 9.8% of consolidated total revenue.



## REVENUES

Revenue from Operations during the year was ₹ 2,798 crore compared to ₹ 2,651 crore in the previous year with a annual growth of 6%.



The revenue split of European Union Business contributed 13% (compared to 11% in FY 2023). UK operations contributed 37% (compared to 33% in FY 2023). India and Rest of the world contributed 44% (in line with FY 2023).

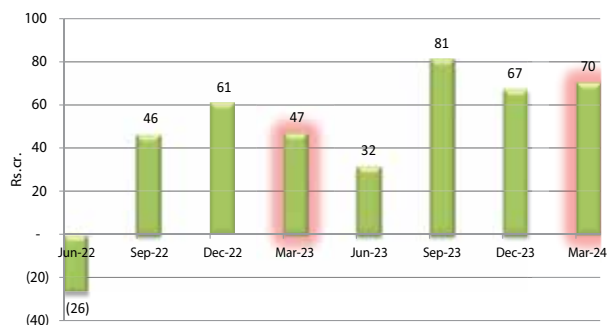


## PROFITABILITY

On Y-o-Y basis EBITDA has been significantly higher vs previous year quarters due to growth in operations and improved business hygiene, thanks to the cost containment measures, rightful allocation of resources and impact of US business restructuring. Improved business mix accompanied with portfolio swings in favour of high margin segment continues to be of key focus for your organisation.

The Company's strategic focus on R&D initiatives that are futuristic in nature, continue to impact the EBITDA as they are being expensed.

### Quarterly EBITDA (Exc Vaccines)



Particulars	FY 23	FY 24	Change %
Material Consumption	41.1%	40.4%	0.7%
Personnel Cost	21.9%	20.4%	1.5%
R&D	5.2%	4.6%	0.6%
Other Expenditure	26.5%	25.9%	0.6%
Interest	11.2%	10.6%	0.6%
Depreciation	9.3%	7.7%	1.6%
Impairment/Loss on Asset	0.0%	4.6%	-4.6%
Exchange loss/(Gain)	-3.0%	-0.1%	-2.9%
Exceptional Item Profit/(Loss)	-10.9%	-0.5%	-10.4%
Tax	-0.1%	1.8%	-1.9%
<b>Profits (Before NCI)</b>	<b>-23.1%</b>	<b>-16.4%</b>	<b>6.7%</b>
NCI	-2.3%	-0.3%	-2.0%
<b>Profits (After NCI)</b>	<b>-20.8%</b>	<b>-16.1%</b>	<b>4.7%</b>

Material consumption for FY 2024 stood at ~ 40% vs 41% for PY.

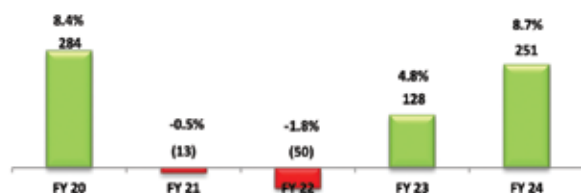
The company's emphasis on R&D continued during the year while adopting selective strategy for rationalizing R&D spends which is reflected in spends for FY 2024 at ~ 9.8% including Capital and Revenue expenditure vs 10.1% in PY. Personnel costs as % to sales was lower than PY by 1.5% and even in absolute terms.

Other expenses for FY 2024 was lower than the previous year at ~ 26%. Interest cost as % to sales was lower by 0.6% compared to previous year.

Profit for the year was also impacted by ~4.6% due to impairment of non-core assets and loss on sale of US assets.

Profits after Non-Controlling interest (NCI) improved from -20.8% in PY to -16.1% in FY 2024.

### EBITDA Exc UK Vaccines

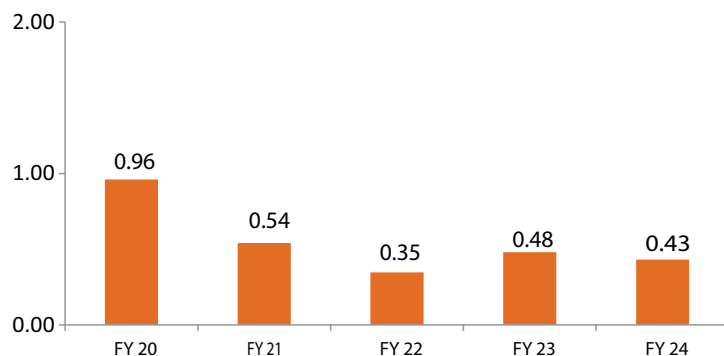


The EBITDA and corresponding margins (Exc UK Covid Vaccines) improved significantly. Outcome of cost rationalisation initiatives and revenue growth from high margin segments enabled to strike the appropriate balance while countering the market challenges in revenue growth.

Expanding market and therapeutic presence, Realignment of portfolio mix to high margin segment, exploring new revenue generation streams and cost rationalisation measures remains the key focus in the near to mid-term.

## DEBT AND LEVERAGE

The Net Debt to Equity ratio stood at 0.43 as on 31<sup>st</sup> March, 2024.



## DEBT POSITION

₹ in Crores

	FY 24	FY 23	Change	% Change
Secured	981	1,060	-80	-8%
Unsecured	1,001	764	237	31%
<b>Total</b>	<b>1,981</b>	<b>1,824</b>	<b>157</b>	<b>9%</b>

## RESEARCH & DEVELOPMENT & NEW LAUNCHES: COMPANY'S STRATEGIC CORE

The research and development pipeline remained slow in 2023. Oncology, immunology, metabolic/endocrinology, and neurology remained the areas of core R&D focus which declined less as compared to other therapeutic class.

Rare disease focus continues with more than 1,800 molecules targeting one of the growing number of rare disorders for which there are often no or very limited therapeutics available. Half of these focus on oncology, and next-generation biotherapeutics account for at least a quarter of the rare-oncology products, with increased activity in CAR T and NK cell therapies, as well as gene editing and nucleic acid vaccines.

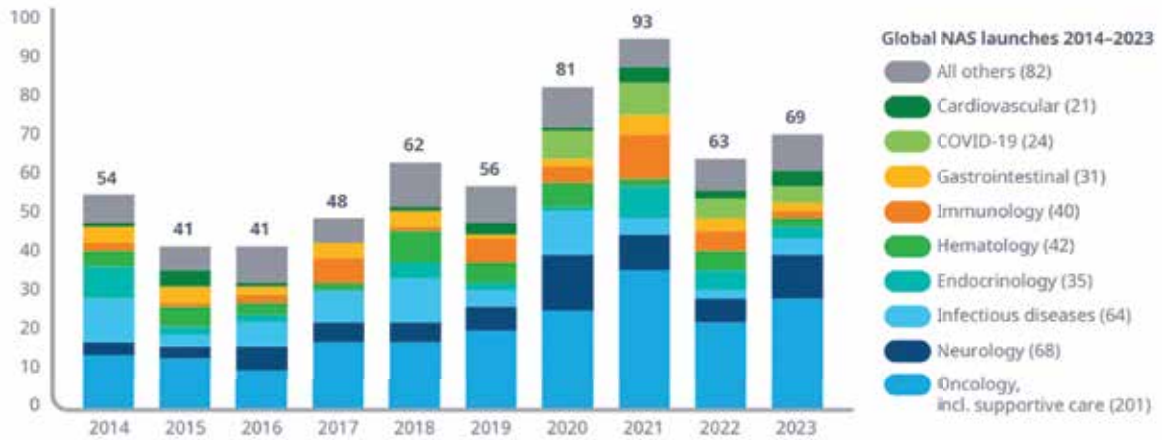
A total of 69 novel active substances (NAS) launched globally in 2023, a decline from 2020 and 2021 but representing a return to pre-COVID-19 levels. Declines were driven by fewer COVID-19 vaccines and therapeutics, fewer U.S. accelerated approvals, and fewer NAS launched only in China.

A growing share of new launches in 2023 were first-in class, reflecting the increasing availability of novel science for patients. 2023 also saw continued growth in number of specialty medicine launches.

A total of 362 novel active substances have launched globally in the past five years, bringing the 20-year total to 942 and highlighting an increasing gap between countries such as the U.S., with 267 NAS launches, and the EU4+UK, with 182, and China, which becomes the second largest with 192. Emerging biopharma companies originated 56% of all new drugs in 2023 and launched 53% of them, less than in recent years but still more than in the first half of the decade.



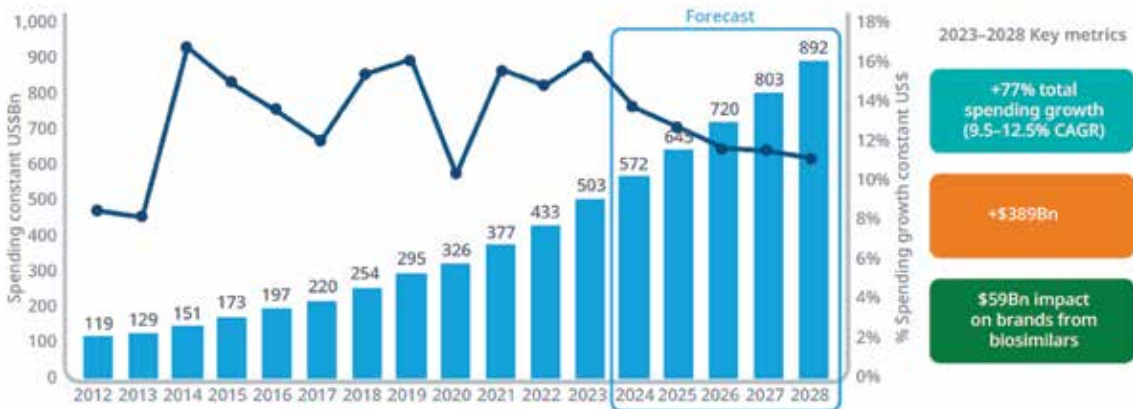
Source: Company financial statements; IQVIA Institute, Nov 2023.



Source: IQVIA Institute, Jan 2024.

**Global biotech spending is set to exceed \$890 Bn by 2028, with growth slowing to 9.5-12.5% due to the impact of biosimilars**

Exhibit 35: Global biotech spending and growth



Source: IQVIA Institute, Jan 2024.

Global spending on biotech drugs — those created through recombinant DNA technology — are expected to reach \$892Bn by 2028, about 39% of global medicine spending. Biotech covers a range of therapies, including traditional therapies such as insulin analogues and more complex specialty medicines and cell and gene therapies.

Your company also believes that robust R&D spend is a key strategy to sustain in the long run and its continuous focus in complex research in Pharma, Biosimilars & NCEs for past couple of years have shown encouraging results particularly in the field of Break through Anti-infective space and Biotechnology.

**GLOBAL ANTIBIOTIC MARKETS & ANTIMICROBIAL RESISTANCE LEVEL CRISIS**

Antimicrobial resistant (AMR) or the ability of infections to resist antibiotics to work against it could negate many of the medical breakthroughs of the last century. Previously curable infectious diseases may become untreatable and spread throughout the world. The report “Antimicrobial resistance: Global report on surveillance” showed that antimicrobial resistance is prevalent everywhere and has the potential to affect anyone, of any age, in any country. Antimicrobial resistance is putting at risk the ability to treat even common infections both in the community and hospitals and without an urgent and coordinated action the world is heading towards a post-antibiotic era.

Antimicrobial resistance (AMR) is a major threat to human development as it affects our ability to treat a range of infections caused by bacteria, parasites, viruses and fungi. Treatments for a growing list of infections, including urinary tract infections, tuberculosis (TB), sepsis, gonorrhoea and food borne diseases, have become less effective in many parts of the world because of resistance. In the absence of an effective antibiotics modern medical procedures, such as major surgery, organ transplantation, diabetes management and cancer chemotherapy will become a very high risk<sup>1,2</sup>.

Antimicrobial resistance (AMR) and COVID-19 are the two pandemics the world is currently challenged with and that pose a significant threat to public health in a global scale. Infections resulting from antimicrobial resistant bacteria are expected to claim 10 million lives globally, per year by 2050 significantly higher than Cancer (8.2 million), Diabetes (1.5 million) (O'Neill, 2014)<sup>14</sup>. COVID-19 and AMR are interacting health emergencies which can have mutual impact due to misuse of existing antimicrobials for the treatment of COVID-19 patients since a specific treatment is absent for the disease (Nieuwlaat et al., 2021)<sup>15</sup>. If the current trend of AMR goes unchecked, it would result in the shortage of available therapeutics in future and may even mark an end to the conventional drug discovery pipeline (Kaul et al., 2019)<sup>16</sup>. By the year 2050, infections caused by antimicrobial resistant bacteria are projected to cause 2 million deaths in India.

### Burden of resistance to antibacterial drugs

The WHO declared that AMR is one of the top 10 global health threats and, although often more silent than the COVID-19 pandemic, it can have equally devastating consequences.<sup>17</sup>

**The overlooked pandemic of antimicrobial resistance:** We have seen around 5 million deaths in the last two years owing to Covid-19 pandemic. Over 98% Covid-19 patients were treated with antibiotics. However 50% mortality in Covid-19 cases were linked to bacterial infections. A recent study estimates 4.95 million deaths associated with bacterial AMR globally in 2019 alone<sup>18</sup>. This draws our attention to the often neglected silent pandemic of antimicrobial resistance in terms of unmet needs for novel antibiotics.

The overall health and economic burden resulting from acquired AMR cannot be fully assessed with the presently available data, however some estimates of the economic effects of AMR have been attempted, and the findings are disturbing. In a WHO report on *Antimicrobial Resistance: Global Report on Surveillance (2014)*, the yearly cost to the US health system alone has been estimated at US \$21 to \$34 billion<sup>3</sup> dollars, accompanied by more than 8 million additional days in hospital<sup>4</sup> Because AMR has effects far beyond the health sector, it was projected, nearly 10 years ago, to cause a fall in real gross domestic product (GDP) of 0.4% to 1.6%, which translates into many billions of today's dollars globally<sup>3</sup>.

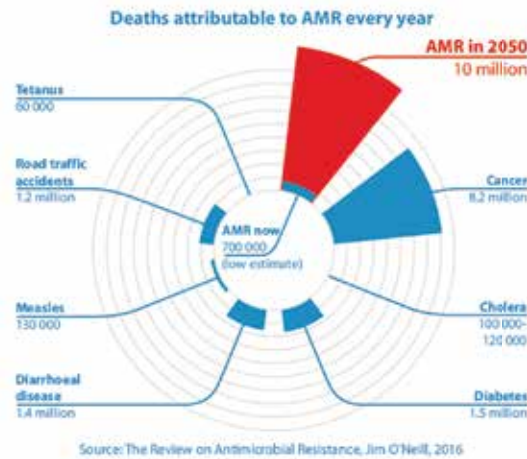
The CDC in its 2019 report on Antibiotic Resistance Threats in the United States estimates that 2.8 million antibiotic-resistant infections occur each year in US alone<sup>4</sup>.

The evidence obtained shows that AMR has a significant adverse impact on clinical outcomes and leads to higher costs due to consumption of health-care resources.

Infections caused by antimicrobial resistant strains of bacteria are unlikely to respond to standard treatments resulting in prolonged illness and a greater risk to health. For example, MRSA (Methicillin-resistant *Staphylococcus aureus*) is estimated to cause 64% more deaths than infections caused by a non-resistant strain of the bacteria<sup>5</sup> as per a report published in 2015 (*The Antibiotic Resistance Crisis- by C.Lee Ventola*). Antimicrobial resistant strains of bacteria are also more likely to be passed on to other people because those infected are sick for longer. The O'Neill Review (*The Review on Antimicrobial Resistance, December 2014*) estimated that the global impact of AMR could be 10 million deaths annually by 2050, and cost up to US \$100 trillion in cumulative lost economic output<sup>6</sup>. The nature of this global problem emphasises the challenge that the UK faces when tackling AMR in the food supply chain.

The cost of health care for patients with resistant infections is higher than care for patients with non-resistant infections because of longer duration of illness, additional tests and the need for more expensive medicines. The rise in resistance not only impedes our ability to treat infections, but has broader societal and economic effects, and endangers the achievement of the Sustainable Development Goals<sup>1,7</sup>. The direct and indirect impact of AMR will mostly fall on low and middle-income countries, which often lack the infrastructure, and human and financial resources to adequately counter drug resistance epidemics<sup>7</sup>. The consequences of AMR are aggravated in volatile situations such as civil unrest, violence, famine and natural disasters, as well as in settings with poor health care services or without access to health care<sup>2,8</sup>.

Antimicrobial resistance (AMR) is a widely recognised and growing global public health problem. Though there are no exact figures that capture the true global burden of AMR, let alone in low - and middle-income countries (LMICs), latest estimates from the *Antimicrobial – Resistance – Benchmark 2018*, show that AMR causes over 700,000 deaths annually worldwide<sup>5</sup>. At the same time, millions of people lack access to much needed antimicrobial medicines for curable infections, which is evident by the 445,000 community-acquired pneumonia deaths that occur in children under five<sup>9</sup>. The issue of AMR and lack of access must be addressed in tandem. Steps to increase access must include measures to prevent resistance, and steps to curb resistance must include measures to enable appropriate access. Addressing both requires a coordinated effort from various stakeholders, not least in government, but also across the healthcare and farming industries, and the development and global health communities.

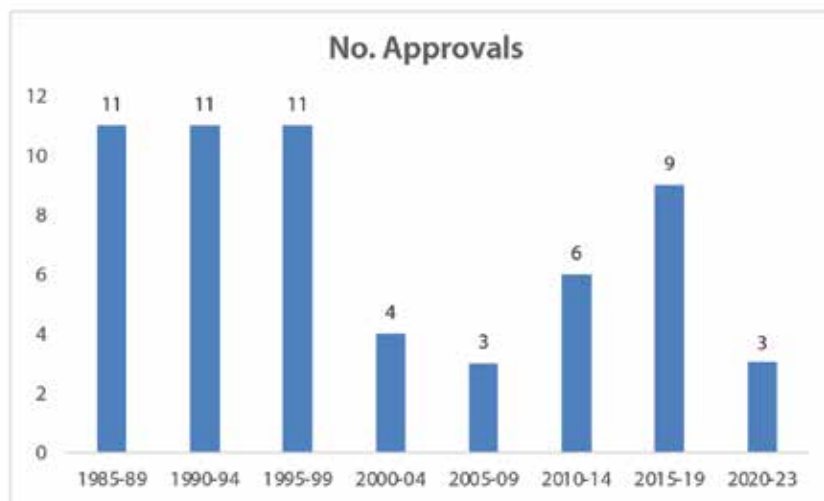


The worst-case scenario in the coming would be, world might be left without any potent antimicrobial agent to treat bacterial infections. The global economic burden would be about US \$120 trillion (US \$3 trillion per annum), which is approximately equal to the total existing annual budget of the US health care. In general, the world population would be hugely affected as of the year 2050, and birth rates would rapidly decline in this scenario<sup>8, 10</sup>. Organization for Economic Cooperation and Development (OECD) anticipates two fold surge in resistance to last resort antibiotics by 2035 as compared to 2005 levels<sup>20</sup>

### Growing Demand

The global antibiotic market was valued at USD 41 Bn in 2020 and is expected to grow at a compounded annual growth rate of 4.5% from 2021 to 2028<sup>11</sup>. Between 2002 and 2010, global consumption of antibiotics increased by 36%, and three quarters of this increase was accounted for by Brazil, Russia, India, China and South Africa (BRICS) <sup>5</sup>. Growing demand coupled with poor surveillance and stewardship is likely to further drive the emergence of resistant strains, particularly in high-burden areas. In addition to death and disability, AMR has significant economic costs. The World Bank estimates that AMR could result in US\$ 1 trillion additional healthcare costs by 2050<sup>20</sup>.

### Significant Decline in Antibacterial Drug Approvals<sup>3,12</sup>



There has been a steady decline in the number of the new antibacterial drugs approved and the decline in new antimicrobial agents along with the need to manage an increasingly complex health care environment may require even more robust activity and innovative solutions.

In the near future, the next challenge will be to identify newer agents for the treatment of multidrug-resistant Gram-negative pathogens which are emerging at a rapid rate.

It is essential to take appropriate measures to preserve the efficacy of the existing drugs so that common and life-threatening infections can be cured.

**Facts about Antibiotic Resistance<sup>13</sup>** (Antibiotic Resistance Threats in the United States, 2013- by Centers for Disease Control and Prevention -USA)

- Antibiotic resistance is one of the most urgent threats to the public's health.
- Every time a person takes antibiotics, sensitive bacteria are killed, but resistant ones may be left to grow and multiply.
- Overuse of antibiotics is a major cause of increases in drug-resistant bacteria.
- Overuse and misuse of antibiotics threatens the usefulness of these important drugs. Decreasing inappropriate antibiotic use is a key strategy to control antibiotic resistance.
- Antibiotic resistance in children and older adults is of particular concern because these age groups have the highest rates of antibiotic use.
- Antibiotic resistance can cause significant suffering for people who have common infections that once were easily treatable with antibiotics.
- When antibiotics do not work, infections often last longer, cause more severe illness, require more doctor visits or longer hospital stays, and involve more expensive and toxic medications. Some resistant infections can even cause death.

AMR is a global health security threat that requires concerted cross-sectional action by governments and society as a whole. The overuse of antibiotics clearly drives the evolution of resistance. Epidemiological studies have demonstrated a direct relationship between antibiotic consumption and the emergence and dissemination of resistant bacteria strains. In emerging economies like Middle East, Latin America, Asia – Pacific are important for the future growth drivers and one can expect the rising trend to continue for the next decade amidst unanimous shift in focus to put issues pertaining to AMR and Antibiotic access on the world priority list.

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## OPPORTUNITIES

Global markets continue to offer opportunities because of transition in the form of lifestyle shift & related diseases in these countries. Because of the existing presence of operations in these economies your Company is well poised to capitalise and tap these growth opportunities. Your company is striving in all aspects to establish its brand and ramp up its presence and operations in larger GCC countries, Latam Countries and Asia.

Global crisis of antibiotics availability continues to pose threat and the gap in Anti Infective segment has widened as relatively few drugs have been discovered in the last decade. However your Company's relentless focus for almost two decades in the Anti-Infective space has started showing recognition with consecutive approvals for QIDP in quick successions as well as approval from US FDA by granting abridged clinical trial for Phase III for its' Superdrug antibiotic WCK 5222. This was based on the evaluation by US FDA of its preclinical and clinical data of Phase I establishing safety and clinical scope of efficacy for the drug. Notably your company has 6 molecules (NCE) as on date which are at various stages of development including few at advanced stages.

The pandemic has gone long way to disrupt the global supply chain with too many countries focussed on single location for sourcing of supplies. As a result of the disruption in supplies, economies have realised the importance of localisation and decentralisation. This has increased considerable opportunities for countries with dominant API manufacturing capabilities as well as robust CMO infrastructure. Importantly such initiatives are being backed by government incentive schemes and investment back up.

The rising costs and regulatory pressure in developed markets are forcing many global pharmaceutical companies to reduce their internal capacities in research and development (R&D), and manufacturing, and turn to contract manufacturing and research services (CRAMS), and outsourcing of research and clinical trials to developing countries. These strategies help multinational companies reduce costs, increase development capacity, and focus on their core profit making activities, such as drug discoveries and marketing, rather than on manufacturing. India, with a large patient population and genetic pool, is fast emerging as a preferred destination for such multinationals seeking efficiencies of cost and time. The country's CRAM industry offers a significant cost-quality proposition, with potential savings of about 30-40 percent compared to western markets such as the US and Europe.

Technology trends are driving a shift towards patient-centric healthcare, as evidenced by wearable biometric devices and telemedicine. This trend is resulting in more informed patients who are likely to take a more active role in any treatment plan their doctor may prescribe. Patient-centric care can provide challenges and rewards for the pharmaceutical industry. In the near future, the direct consumer may become the pharmaceutical company's most strategic partner. The rise of consumerism provides an interesting dynamic for competition in this industry. The pharmaceutical industry will be driven by three levels of integration: products and services as well as data and technology. These three aspects will have a positive impact on the patients' experience, as they will allow to adapt the medicines and treatments to each patient. This will change the approach to Clinical R&D as it will be based on real time accurate information the result of which would not just be medicine but more than that.

Disruptive technologies and emerging trends such as robotics, artificial intelligence, 3D printing, precision medicine or patient design will impact the manufacturing and distribution of pharmaceuticals. In order to prepare successfully for a better future of healthcare, the pharma industry has to embrace new technologies and put a greater focus on prevention and digital health.

## RISK & CONCERNS – OVERALL CHALLENGES – WAY AHEAD

Elevated inflation is expected to persist for longer than envisioned, with ongoing supply chain disruptions and high energy prices continuing in 2022. Assuming inflation expectations stay well anchored, inflation should gradually decrease as supply-demand imbalances wane in 2022 and monetary policy in major economies responds. Risks to the global baseline are tilted to the downside. Supply chain disruptions, energy price volatility, and localized wage pressures mean uncertainty around inflation and policy paths is high. As advanced economies lift policy rates, risks to financial stability and emerging market and developing economies' capital flows, currencies, and fiscal positions—especially with debt levels having increased significantly in the past two years—may emerge. Other global risks may crystallize as geopolitical tensions remain high, and the ongoing climate emergency means that the probability of major natural disasters remains elevated.

The emphasis on an effective global health strategy is more salient than ever. Monetary policy in many countries will need to continue on a tightening path to curb inflation pressures, while fiscal policy—operating with more limited space than earlier in the pandemic—will need to prioritize health and social spending while focusing support on the worst affected. In this context, international cooperation will be essential to preserve access to liquidity and expedite orderly debt restructurings where needed. Investing in climate policies remains imperative to reduce the risk of catastrophic climate change.

Even before the onset of this pandemic, the global economy was confronting turbulence on account of disruptions in trade flows and attenuated growth. The situation is no different as on today. The shape and speed of the recovery in the large economies will be key factors determining the nature and traction of global economic recovery.

While your Company has been focusing in India and the rest of world on securing the population from health hazards and on providing relief, especially to the poor, we also need to think long-term - to secure the health of the economy, the viability of businesses, and the livelihoods of people. Apart from providing robust safety nets for the vulnerable, ensuring job continuity and job creation is the key. And there is an urgent need to mobilize resources to stimulate the economies.

It would not be wrong to mention that customer expectations are rising and scientific productivity is lackluster and stagnant which poses bigger challenge as to how the mismatch would be addressed. There is dire need of developing and researching new medicines that can cure or prevent incurable complex diseases of the future. The ongoing pandemic is a perfect example of how unpreparedness for the worst could be disastrous in today's world.

In the back drop of all the challenges and ongoing issues, there are seven ways in which the business landscape will shift, not only in India, but the world around. Leveraging these will certainly help navigate the economically and socially viable path to the next normal:

- 1) Continuous Innovations and think beyond the unexpected.
- 2) Shift towards localization
- 3) Push of Digital wave
- 4) Cash being new king for Businesses
- 5) Shift towards variable cost models
- 6) Supply Chain resilience
- 7) Building agility

Apart from the above, evolving cGMP regulations have become stringent and the industry is striving unanimously to create world class capabilities to adhere to the mandates. Corrective measures for US FDA clearance are still in process with significant automation, technology upgrades and rollout of best practices at the manufacturing facilities. Your Company is monitoring the situation closely and is working with best of class consultants for resolution. Risk of regulatory quality compliance shall continue to remain critical for your Company in future.

Pricing pressures in India continue to impact several organizations with latest NPPA circulars to include many critical drugs under the scope of price fixation / reduction. This has impacted the earnings of many Indian companies including yours. Amidst such challenges the company has put remediation measures in place while ensuring growth and strengthening of its other business which consists of new product portfolio, new revenue streams and better brand management.

Your company is a global player and is not insulated against such external risks despite wide range of measures being taken. This has also to some extent impacted the earnings w.r.t. to countries where your Company operates in the home currency of these nations or where it is exposed to international transactions. This inherent risk will continue to pose challenges to a Company like yours that has a significant share of revenues from cross border operations.

### New Drug Discovery Programme of Wockhardt

Your Company continues to focus on New Drug Discovery Program to bring novel antibiotics to market for catering to unmet needs in the area of resistant Gram positive and Gram negative infections where there is dearth of medicine across the world. With the global rise in the prevalence of resistant strains, and the emergence of newer resistance mechanisms as well as new pathogenic organisms, where the existing antibiotics are having little impact, the overall infectious disease scenario is highly concerning. This is further buttressed by a recent publication in reputed journal the Lancet which estimated the annual global mortality touching to 4.95 million due to antibiotic resistant infections. The Company with its array of drugs under development in this space aims to counter these diseases in both regulated and unregulated markets.

### Current status of QIDP products: Spurring Clinical development of NCEs in different territories:

**WCK 5222 (ZAYNICH):** The recruitment in the Global phase III study is ongoing and till date 392 patients have been enrolled. Clinical study is progressing in nine countries including US, Europe, India, China, Latin America. Study is estimated to get completed by end of FY25 and marketing application will be filed thereafter.

**Meropenem Resistance Clinical Trial:** For India, DCGI has advised to do a Clinical Trial of 60 patients study. Patient recruitment process has been initiated. This Clinical Trial would be completed within the next 8 to 9 months post which WCK 5222 (ZAYNICH) can be launched in India by early 2025.

**WCK 4282:** Based on an important feedback from the Key Opinion Leaders (KOLs) in India about the substantial unmet need for product such as WCK 4282, clinical development plan for WCK 4282 in India is amended to meet the Indian regulatory requirements. Accordingly, a combined Phase 2/3 study protocol for India has been developed. Post DCGI review, the study protocol is approved recently for conduct of study in India. The study will be start recruiting in May/June 2024.

**WCK 4873 (MIQNAF):** Phase III study in community acquired bacterial pneumonia (CABP) in India has been completed. Study topline results have been published. The product has been filed for DCGI approval which is expected in the Q3FY25. Commercial launch is expected in Q4FY25.

**WCK 771 & WCK 2349:** Filing for ten different countries of emerging markets has been completed so far. Kenya, Uganda and Tanzania have audited manufacturing sites of Emrok. Approval from these countries is expected in next 2-3 months. For Saudi Arabia, Emrok NDA would be filed based on 'Breakthrough medicine program' which could reduce the timeline for the launch of product to two-three months. In Russia, our licensing partner company has secured approval for the conduct of Emrok clinical trial which is required for marketing authorization. The supply of WCK 771 injection and WCK 2349 tablets for the proposed clinical study in Russia is being arranged from the respective manufacturing sites in Aurangabad.

**WCK 6777:** This is a combination of Ertapenem+Zidebactam to be administered intravenously. The US NIH sponsored Phase 1 study is progressing well, dosing has been completed and NIH team is preparing CSR which would be ready by July/August 2024.

Your Company has strong focus in developing intellectual property and filed 24 patents during the year under review. During the year 30 patents were granted of which 28 patents were for NCEs. As on 31<sup>st</sup> March, 2024, combined pool of Company's patent has reached 3,263 filings and 840 grants.

### Biotechnology Research of the Company

Development of Biosimilars and Biobetters is our Biotech R&D team's primary focus area. Biotechnology is viewed by global experts as the pharmaceutical technology of the future, and we have a very strong commitment to this field. Our highly accomplished multidisciplinary team of committed biotechnologists, biochemists, biophysicists, biochemical and chemical engineers as well as protein chemists is poised to develop biological drugs to address unmet clinical needs.

Biotechnology R&D team of the Company has succeeded in developing and commercializing Recombinant Hepatitis-B Vaccine (Biovac-B), Recombinant Human Erythropoietin (WEPOX), Recombinant Human Insulin (WOSULIN), Recombinant Insulin Glargine (GLARITUS), which have all been well received in the market.

Your Company has a robust pipeline of recombinant therapeutic proteins for major healthcare needs. The overall focus is development and commercialization of antidiabetic Biosimilar products.

### COMPANY OUTLOOK

The Company's long term outlook continues to be promising given the following:

- Overall growth in the global pharmaceutical industry
- Continued focus on R&D in regards to its biotechnology and NCE programs.
- Company's global reach in regulated market and continued efforts to enhance its reach in emerging markets.
- Increasing pipeline of niche & complex technology generic products
- Expanding Revenue streams by adding New Partnerships and tie-ups to manufacture Vaccines.

### SEGMENT-WISE PERFORMANCE

The Company is exclusively into pharmaceutical business segment.

### DETAILS OF RATIOS

a)	Interest coverage ratio	:	0.59 to 1.27	- Favorable
b)	Operating profit margin	:	5% to 9%	- Favorable
c)	Net profit margin	:	(23%) to (16%)	- Favorable
d)	Return on Net worth	:	(17%) to (13%)	- Favorable
e)	Debtors turnover ratio	:	3.09 to 3.95	- Favorable
f)	Inventory Turnover ratio	:	1.55 to 1.79	- Favorable
g)	Current Ratio	:	0.64 to 0.78	- Favorable

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has internal control procedures commensurate with its size and nature of the business. These business procedures strive to optimum use and protection of the resources and compliance to the policies and procedures. The internal control systems provide for well-defined policies, guidelines and authorizations and approval procedures. Internal audits are performed to test the adequacy and effectiveness of the internal controls laid down by management and to suggest improvements.

Internal Financial Controls laid out by the Company in accordance with the requirement of the Companies Act, 2013, were tested by Management using a self-assessment Tool implemented with the assistance from M/s Ernst and Young.

The Company has adopted a co-sourced model for internal audit. The internal audit team is assisted by M/s. Ernst & Young who carried out internal audit reviews in accordance with the approved internal audit plan. Internal audit team reviews the status of implementation of internal audit recommendations. Summary of Critical observations, if any, and recommendations under implementation are reported at quarterly Audit Committee meetings.

## RISK MANAGEMENT FRAMEWORK

During the year, your Company has transitioned to a “Risk Enabled Performance Management” with the help of Ernst & Young with an overall risk management practices across the organization integrated with business planning. The overall objective of the framework was:

- Assess the impact of changes that have occurred in the business landscape over the past one year including key events, revisit identified risks impacting the company, include emerging risks such as those arising out of COVID 19 and remove redundant ones.
- Assess importance and implication of applicable risks and identify key risks requiring attention and monitoring by leadership team. Strengthen the risk culture of the organization by enhancing awareness and shared understanding of the purpose of risk management across Wockhardt.
- Review the risk management structure, risk policy and framework for periodic review of risk events and mitigation plans.
- Satisfactorily meet compliance obligations relating to risk management that are applicable to the company.

## HUMAN RESOURCES

Wockhardt Ltd,s talent base, as on March 31<sup>st</sup>, 2024 stands at ~ 2400.

Wockhardt recognizes that Associates are the most valuable assets and always encourage them to meet business requirements while meeting their career aspirations. The Human Resource division mainly focus on supporting the business in achieving sustainable and responsible growth by building the right competencies and capabilities in the organization. It continues to emphasize on progressive Human Relations policies and building a high-performance ethos with a progressive mind-set where Associates are Empowered, Engaged, Efficient and Productive.

At Wockhardt, ‘Life Wins’ is a simple yet profound theme that defines our efforts, reflects our goals, highlights our aspirations and characterises our business.

Our ‘One Wockhardt’ motto creates a unique value driven, high performance and business driven work culture. At Wockhardt, HR plays a central role in implementing the organisation’s vision and strategy by aligning HR to the business. Better HR policies provide more innovative and forward looking HR focus and initiatives. Promoting diversity, learning environment and work-life balance establish a credible and integrated employee performance goal setting.

Our leadership values of Ownership, Respect, Trust, Integrity are the fundamental principles on which we have built our business. We truly believe that the progress of our associates and business are interlinked and thus created a work culture that offers a unique combination of our core values and functional proficiency.

At Wockhardt, we believe that associates are the key players in business success and sustainable growth. In order to provide meaningful opportunities to our associates for learning and growth, we have strengthened our internal talent pool by launching various career programs for our field associates, ‘Emerge’, ‘Surge’ and ‘Upsurge’ which provides career visibility to development to our sales force.

Using psychometric tests for senior level hiring has helped company’s understanding of employees, potential strengths and particular characteristics.

The company’s “Whistle Blower Policy” encourages the Whistle Blower to report genuine concerns or grievances of illegal, unethical or inappropriate events (behaviour or practices) that affect Company’s interest / image. It also provides adequate safeguard to the Whistle Blower against victimization. The policy is available on the company’s website at [www.wockhardt.com](http://www.wockhardt.com)

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Wockhardt Limited

#### Report on the Audit of the Consolidated Financial Statements

##### Opinion

We have audited the consolidated financial statements of **Wockhardt Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

##### Revenue recognition

See Note 3(j) of accounting policy and Note 25 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group recognises revenue from sale of goods when control over the goods is transferred to the customer. The actual point in time when revenue is recognised varies depending on the specific terms and conditions of the sale contracts entered into with customers.</p> <p>Revenue is a key performance indicator of the Group and there is risk of overstatement of revenue due to fraud resulting from pressure to achieve targets, earning expectations or incentive schemes linked to performance.</p> <p>Group's assessment of accrual towards returns, discount and schemes require estimation and judgement and change in these estimates can have a significant financial impact.</p> <p>Given the risk of overstatement of revenue due to fraud, estimates and judgement required to assess various accruals, this is a key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>We have assessed the Group's accounting policies relating to revenue recognition by comparing with applicable accounting standard.</p> <p>We have evaluated the design, implementation and operating effectiveness of the Group's internal control over revenue recognition.</p> <p>We have examined the samples of revenue recorded during the year with the underlying documentation.</p> <p>We have performed cut off procedures by selecting samples, using statistical sampling, of revenue recorded as at the period end.</p> <p>We have verified Group's assessment of accruals of returns, discount and schemes in line with the past practices to identify bias.</p> <p>We have examined the manual journals posted to revenue during the year to identify unusual or irregular items.</p> <p>We have assessed the adequacy of the disclosures made in respect of revenue from sale of goods.</p>

### Assessment of recoverability of carrying value of certain Property, Plant and Equipment and Capital Work in progress

See Note 3(d) of accounting policy and Note 4, 38 and 44 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>Certain property, plant and equipment of the Group are affected by lower capacity utilization.</p> <p>Further, the Group has made investments in certain projects which has been deferred. These are lying in capital work in progress.</p> <p>The Group's investment in these facilities was made considering market feasibility and potential of existing / future products.</p> <p>As at 31 March 2024, carrying value of such Property, Plant and Equipment and Capital Work in Progress amounting to ₹ 378 crores and ₹ 357 crores respectively.</p> <p>Given the significance of carrying value and judgement involved in assessing the recoverability of such facilities, this is considered to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>We have assessed the Group's accounting policies relating to impairment by comparing with applicable accounting standard.</p> <p>We have verified the reports of physical verification of property, plant and equipment by the Company.</p> <p>We have assessed the capabilities and objectivity of the experts (internal and external) used by the Group in the process of verification of assets, assessing the usability of assets and determining recoverable amounts, where required.</p> <p>We have evaluated the basis applied by the Group in determining cash generating unit for impairment testing purpose.</p> <p>We have challenged the significant assumptions considered by the Group while making impairment assessment and performed a sensitivity analysis of key assumptions applied.</p> <p>We have involved our valuation specialists to assess the valuation methodologies applied by the Group to determine the recoverable amount for these assets.</p>

### Recoverability of carrying value of Intangible assets under development

See Note 3(b) of accounting policy and Note 6 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group has intangible assets under development amounting to ₹ 1,288 crores as at 31 March 2024.</p> <p>The carrying value of such intangible assets under development is tested for recoverability, based on the estimates of future cash flows, market conditions, etc.</p> <p>Changes in these assumptions could lead to an impairment to the carrying value of these intangible assets under development.</p> <p>Given the significance of the amount involved and the estimates and judgement involved in assessment and their recoverability, this is considered to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>We have evaluated the criteria for capitalisation of development expenditure with those set out in the applicable accounting standard.</p> <p>We have inquired the progress made on New Chemical Entity ("NCE") development with the key managerial personnel of the Company including key personnel from research and development team.</p> <p>We have inspected the correspondences with regulatory authorities, third parties, scientific documentation and the market release made by the Company.</p> <p>We have evaluated the Group's assessment of estimated future cash flows relating to the NCE project.</p> <p>We have tested, on a sample basis, the project related expenditure with underlying documents.</p> <p>We have performed a sensitivity analysis of the key assumption applied to determine the recoverable value and considered the resulting impact on the impairment testing.</p> <p>We have involved our valuation specialists to assess the valuation methodologies applied by the Company to determine the recoverable amount for the NCE.</p>



### Assessment of recoverability of the carrying value of Goodwill

See Note 3(g) of accounting policy and Note 5 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group has Goodwill amounting to ₹ 953 crores as at 31 March 2024 in respect of acquired businesses.</p> <p>The carrying value of Goodwill will be recovered through future cash flows.</p> <p>There is inherent risk of impairment in case future cash flows do not meet the Group's expectations.</p> <p>Given the significance of carrying value, inherent complexity of accounting requirements and significant judgement required in determining the assumptions to estimate recoverable amount, this is considered to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>We have assessed the Group's accounting policies relating to impairment of Goodwill by comparing with applicable accounting standards.</p> <p>We have evaluated the design, implementation and operating effectiveness of the Group's internal control over impairment assessment of goodwill.</p> <p>We have challenged the significant assumptions considered by the Group while making impairment assessment with respect to revenue forecast, future cash flows, margins, terminal growth and discount rates.</p> <p>We have involved our valuation specialists to assess the valuation methodologies applied by the Group.</p> <p>We have performed a sensitivity analysis of the key assumption applied to determine the recoverable value and considered the resulting impact on the impairment testing.</p> <p>We have evaluated the adequacy of disclosures made in the consolidated financial statements with respect to key assumptions and judgements.</p>

### Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- (a) We did not audit the financial statements of 15 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 6,763 crores as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ 2,809 crores and net cash outflows (before consolidation adjustments) amounting to ₹ 29 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

- (b) The financial information of 8 subsidiaries, whose financial information reflect total assets (before consolidation adjustments) of ₹ 108 crores as at 31 March 2024, total revenues (before consolidation adjustments) of ₹ 0 crores and net cash outflows (before consolidation adjustments) amounting to ₹ 1 crores for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to financial information certified by the Management.

- (c) The consolidated financial statements as at and for the year ended 31 March 2024 have been translated into United States dollars solely for the convenience of the reader. We have audited the translation, and, in our opinion, such financial statements expressed in Indian rupee have been translated into United States dollars on the basis set forth in Note 2(c) to the consolidated financial statements. Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:
  - a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group. Refer Note 45 to the consolidated financial statements.
  - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.
  - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2024.

- d. (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 44(c)(i) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 44(c)(ii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The Holding Company and its subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.
- f. Based on our examination which included test checks and that performed by the respective auditors of the 3 subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.
- In respect of the Holding Company, the accounting software used for its consolidation procedure did not have a feature of recording audit trail (edit log) facility and the same was not operated throughout the year for all relevant transactions recorded in the software.
  - In case of the Holding Company and two subsidiaries, the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account.

Further, where audit trail (edit log) was enabled and operated through out the year, we and respective auditors of such subsidiary companies did not come across any instance of audit trail feature being tampered with.

- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the report of the statutory auditor of such subsidiary company incorporated in India which was not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Koosai Lehera**  
Partner  
Membership No.: 112399  
Place : Mumbai  
Date : 28 May 2024  
ICAI UDIN:24112399BKFRIS1234

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2024**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

<b>Sr. No.</b>	<b>Name of the entiy</b>	<b>CIN</b>	<b>Holding Company</b>	<b>Clause number of the CARO report which is unfavourable or qualified or adverse</b>
1	Wockhardt Limited	L24230MH1999PLC120720	Holding Company	Clause i(c), xvii

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.: 101248W/W-100022

**Koosai Leherly**

*Partner*

Membership No.: 112399

Place : Mumbai

Date : 28 May 2024

ICAI UDIN: 24112399BKFRIS1234

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2024

### Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Opinion

In conjunction with our audit of the consolidated financial statements of Wockhardt Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of report of the other auditor on internal financial controls with reference to financial statements of subsidiary company, as was audited by the other auditor, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the relevant subsidiary company in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

#### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance



that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Other Matter**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 1 subsidiary, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No.: 101248W/W-100022

**Koosai Leheriy**

*Partner*

Membership No.: 112399

Place : Mumbai

Date : 28 May 2024

ICAI UDIN: 24112399BKFRIS1234

## CONSOLIDATED FINANCIAL STATEMENTS - BALANCE SHEET

As at March 31, 2024

	Notes	As at	As at	As at	As at
		March 31, 2024 ₹ in crore	March 31, 2024 USD in million	March 31, 2023 ₹ in crore	March 31, 2023 USD in million
			Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Property, Plant and Equipment	4	1,467	176	1,558	190
Right of use assets	4	408	49	464	56
Capital work-in-progress	4	434	52	414	50
Goodwill	5	953	114	945	115
Other Intangible Assets	6	53	6	75	9
Intangible assets under Development	6	1,288	155	1,125	137
<b>Financial Assets</b>					
Investments*	7	0	–	0	–
* ₹ 0.45 crore (Previous year ₹ 0.45 crore)					
Other non-current financial assets	8	65	8	64	8
Non-current tax assets (net)		117	14	115	14
Deferred tax assets (net)	9	579	69	608	74
Other non-current assets	10	101	12	107	13
		<b>5,465</b>	<b>656</b>	<b>5,475</b>	<b>666</b>
<b>CURRENT ASSETS</b>					
Inventories	11	640	77	658	80
<b>Financial Assets</b>					
Trade receivables	12	618	74	797	97
Cash and cash equivalents	13.1	505	61	90	11
Bank balances (other than cash and cash equivalents)	13.2	24	3	34	4
Other current financial assets	14	18	2	26	3
Other current assets	15	268	32	309	38
		<b>2,073</b>	<b>249</b>	<b>1,914</b>	<b>233</b>
Asset classified as held for sale	38	111	13	294	36
<b>Total Assets</b>		<b>7,649</b>	<b>918</b>	<b>7,683</b>	<b>935</b>
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
Equity Share Capital	16	77	9	72	9
Other Equity		3,282	394	3,282	399
<b>Equity attributable to the share holders of the Company</b>		<b>3,359</b>	<b>403</b>	<b>3,354</b>	<b>408</b>
Non-controlling interests	40	303	36	308	37
<b>Total Equity</b>		<b>3,662</b>	<b>439</b>	<b>3,662</b>	<b>445</b>
<b>LIABILITIES</b>					
<b>NON-CURRENT LIABILITIES</b>					
<b>Financial Liabilities</b>					
Borrowings	17	891	107	224	27
Lease Liabilities	34	170	20	226	27
Other non-current liabilities	18	72	9	78	9
Provisions	19	28	3	26	3
Deferred tax liabilities (net)	9	35	4	32	4
		<b>1,196</b>	<b>143</b>	<b>586</b>	<b>71</b>
<b>CURRENT LIABILITIES</b>					
<b>Financial Liabilities</b>					
Borrowings	20	1,221	146	1,663	202
Lease Liabilities	34	74	9	71	9
Trade payables	21	766	92	867	105
Other current financial liabilities	22	518	62	642	78
Other current liabilities	23	163	20	126	15
Provisions	24	39	5	44	5
Current tax liabilities (net)		10	1	22	3
		<b>2,791</b>	<b>335</b>	<b>3,435</b>	<b>418</b>
<b>Total Liabilities</b>		<b>3,987</b>	<b>478</b>	<b>4,021</b>	<b>489</b>
<b>Total Equity and Liabilities</b>		<b>7,649</b>	<b>918</b>	<b>7,683</b>	<b>935</b>
Material Accounting Policies	3				

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Koosai Leherly**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

**Deepak Madnani**

Chief Financial Officer

**Rashmi Mamtura**

Company Secretary

**CONSOLIDATED FINANCIAL STATEMENTS - STATEMENT OF PROFIT AND LOSS**

For the Year Ended March 31, 2024

	Notes	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million	
			Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))	
<b>Income</b>						
I	Revenue from operations	25	2,798	336	2,651	322
II	Other income	26	83	10	122	15
III	<b>Total Income (I + II)</b>		<b>2,881</b>	<b>346</b>	<b>2,773</b>	<b>337</b>
<b>IV Expenses</b>						
	Cost of materials consumed		620	74	518	63
	Purchases of Stock-in-Trade		559	67	509	62
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	(14)	(2)	84	10
	Employee benefits expense	28	629	75	637	77
	Finance costs	29	305	37	302	37
	Depreciation and amortisation expense	4 & 6	223	27	251	31
	Impairment of asset held for sale	38	79	9	–	–
	Loss on sale property, plant and equipment	38	52	6	1	–
	Other expenses	30	834	100	801	97
	<b>Total Expenses</b>		<b>3,287</b>	<b>394</b>	<b>3,103</b>	<b>377</b>
V	<b>Loss before exceptional items and tax (III- IV)</b>		<b>(406)</b>	<b>(49)</b>	<b>(330)</b>	<b>(40)</b>
VI	<b>Exceptional items- (charge)</b>	38	(14)	(2)	(294)	(36)
VII	<b>Loss after exceptional items before tax (V + VI)</b>		<b>(420)</b>	<b>(50)</b>	<b>(624)</b>	<b>(76)</b>
VIII	<b>Tax expense</b>	9				
	Current tax - Charge		16	2	12	1
	Deferred tax - credit (Net)		36	4	(15)	(2)
IX	<b>Net Loss after tax for the year (VII - VIII)</b>		<b>(472)</b>	<b>(57)</b>	<b>(621)</b>	<b>(76)</b>
<b>Attributable to:</b>						
	Equity holders of the Company		(463)	(56)	(559)	(68)
	Non-controlling interests		(9)	(1)	(62)	(8)
			<b>(472)</b>	<b>(57)</b>	<b>(621)</b>	<b>(76)</b>
<b>X Other Comprehensive Income</b>						
	(i) Items that will not be reclassified to profit or loss - (charge)/ credit (Consisting of remeasurement of net defined benefit (liability)/ asset)		(9)	(1)	(12)	(1)
	(ii) Income tax relating to items that will not be reclassified to profit or loss- (charge)/ credit		1	–	3	–
	(iii) Items that will be reclassified to profit or loss (Consisting of exchange differences on translating the financial statements of a foreign operation)		14	2	87	11
	<b>Other Comprehensive Income (Net of tax)</b>		<b>6</b>	<b>1</b>	<b>78</b>	<b>9</b>
XI	<b>Total Comprehensive Income (IX+X) (Comprising Profit/ (Loss) and other comprehensive income for the year)</b>		<b>(466)</b>	<b>(56)</b>	<b>(543)</b>	<b>(66)</b>
<b>Other comprehensive income attributable to:</b>						
	Equity holders of the Company		2	–	61	7
	Non-controlling interests		4	–	17	2
			<b>6</b>	<b>1</b>	<b>78</b>	<b>9</b>
<b>Total comprehensive income attributable to:</b>						
	Equity holders of the Company		(461)	(55)	(498)	(61)
	Non-controlling interests		(5)	(1)	(45)	(5)
			<b>(466)</b>	<b>(56)</b>	<b>(543)</b>	<b>(66)</b>
<b>Earnings per equity share of face value of ₹ 5 each</b>						
	Earnings per equity share	31				
	Basic earnings per share ₹/ USD		(32.05)	(0.38)	(38.79)	(0.47)
	Diluted earnings per share ₹/ USD		(32.05)	(0.38)	(38.79)	(0.47)
	Material Accounting Policies	3				
	The accompanying notes form an integral part of these financial statements.					

As per our attached report of even date

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Koosai Leherly**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

**Deepak Madnani**

Chief Financial Officer

**Rashmi Mamtura**

Company Secretary

## CONSOLIDATED FINANCIAL STATEMENTS - STATEMENT OF CHANGES IN EQUITY

For the Year Ended March 31, 2024

### A. Equity Share Capital

As at April 01, 2022 ₹ in crore	Changes in equity share capital during the year* ₹ in crore	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million	Changes in equity share capital during the year ₹ in crore	As at March 31, 2024 ₹ in crore	As at March 31, 2024 USD in million
			Supplementary information- convenience translation (See Note 2(C))			Supplementary information- convenience translation (See Note 2(C))
72	0	72	9	5	77	9

\* ₹ 0.01 crore

### B. Other equity

	Reserves and Surplus								Other comprehensive income Exchange differences on translating the financial statements of a foreign operation	Total Equity attributable to the share holders of the Company	Non-controlling interests	Total
	Capital Reserves		Capital Redemption Reserve (CRR)	Securities Premium	Share Options Outstanding Account	General Reserves	Other Reserves (FCMITDA)	Retained Earnings				
	Capital Reserves (other than capital contribution)	Capital Contribution										
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	
<b>Balance as on April 01, 2022</b>	<b>173</b>	<b>66</b>	<b>819</b>	<b>796</b>	<b>18</b>	<b>272</b>	<b>(1)</b>	<b>1,276</b>	<b>358</b>	<b>3,777</b>	<b>353</b>	<b>4,130</b>
Loss for the year	-	-	-	-	-	-	-	(559)	-	(559)	(62)	(621)
Other comprehensive income / (loss) for the year	-	-	-	-	-	-	-	(7)	68	61	17	78
<b>Total comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(566)</b>	<b>68</b>	<b>(498)</b>	<b>(45)</b>	<b>(543)</b>
Net additions/(deductions) on ESOS options (Also Refer note 37)	-	-	-	3	(2)	1	-	-	-	2	-	2
Additions in Foreign Currency Monetary Items Translation Difference Account ( FCMITDA)	-	-	-	-	-	-	(1)	-	-	(1)	-	(1)
Amortisation from Foreign Currency Monetary Items Translation Difference Account ( FCMITDA)	-	-	-	-	-	-	2	-	-	2	-	2
<b>Balance as on March 31, 2023</b>	<b>173</b>	<b>66</b>	<b>819</b>	<b>799</b>	<b>16</b>	<b>273</b>	<b>-</b>	<b>710</b>	<b>426</b>	<b>3,282</b>	<b>308</b>	<b>3,590</b>
Loss for the year	-	-	-	-	-	-	-	(463)	-	(463)	(9)	(472)
Other comprehensive income / (loss) for the year	-	-	-	-	-	-	-	(7)	9	2	4	6
<b>Total comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(470)</b>	<b>9</b>	<b>(461)</b>	<b>(5)</b>	<b>(466)</b>
Net additions/(deductions) on ESOS options (Also Refer note 37)	-	-	-	2	(3)	2	-	-	-	1	-	1
Equity shares pursuant to Qualified Institutional Placement (QIP) (Also Refer note 16)	-	-	-	475	-	-	-	-	-	475	-	475
QIP expenses adjusted	-	-	-	(15)	-	-	-	-	-	(15)	-	(15)
<b>Balance as on March 31, 2024</b>	<b>173</b>	<b>66</b>	<b>819</b>	<b>1,261</b>	<b>13</b>	<b>275</b>	<b>-</b>	<b>240</b>	<b>435</b>	<b>3,282</b>	<b>303</b>	<b>3,585</b>
<b>Balance as on March 31, 2024 (USD in million)</b>	<b>21</b>	<b>8</b>	<b>98</b>	<b>151</b>	<b>2</b>	<b>33</b>	<b>-</b>	<b>29</b>	<b>52</b>	<b>394</b>	<b>36</b>	<b>430</b>
Supplementary information- convenience translation (See Note 2(C))												
<b>Balance as on March 31, 2023 (USD in million)</b>	<b>21</b>	<b>8</b>	<b>100</b>	<b>97</b>	<b>2</b>	<b>33</b>	<b>-</b>	<b>86</b>	<b>52</b>	<b>399</b>	<b>37</b>	<b>436</b>
Supplementary information- convenience translation (See Note 2(C))												

#### Notes: Nature and purpose of reserves:

#### Capital Reserves (other than capital contribution)

The reserve comprises of reserve created on amalgamation of the subsidiaries with the Company and redemption of certain preference shares at 25% of the face value pursuant to modification in the terms of issue.

#### Capital redemption reserve

Capital redemption reserve was created during redemption of preference shares out of the profits of the Company in accordance with the requirements of Companies Act.

#### Capital Contribution

Under Ind AS, preference shares have been measured at fair value at inception with reference to market rates and the difference to the extent pertaining to the Promoter Group have been recognised as capital contribution.

**Securities premium**

Securities premium is used to record the premium received on issue of shares. It shall be utilised in accordance with the provisions of the Companies Act, 2013.

**Share Options Outstanding Account**

The Company has adopted various equity-settled share based payment plans for certain categories of employees. Refer Note 37 for further details

**Foreign Currency Monetary Items Translation Difference Account (FCMITDA)**

Under previous GAAP, paragraph 46A of Accounting Standard for 'The Effects of Changes in Foreign Exchange Rates' (AS 11) provided an alternative accounting treatment whereby exchange differences arising on long term foreign currency monetary items relating to depreciable asset are adjusted in fixed assets and depreciated over the remaining life of such assets and in other cases are accumulated in Foreign Currency Monetary item Translation Difference Account (FCMITDA) to be amortised over balance period of long term asset/liability. Ind AS 101 includes an optional exemption that allows a first-time adopter to continue the above accounting treatment in respect of the long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period.

**General Reserve**

General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend.

**Exchange differences on translating the financial statements of a foreign operation (Foreign Currency Translation Reserve)**

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve. Exchange difference in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.

Material Accounting Policies - Note 3

The accompanying notes form an integral part of these financial statements

As per our attached report of even date

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Koosai Leheri**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**

*Chairman*

DIN: 00045608

**Murtaza Khorakiwala**

*Managing Director*

DIN: 00102650

**Deepak Madnani**

*Chief Financial Officer*

**Rashmi Mamtura**

*Company Secretary*

## CONSOLIDATED FINANCIAL STATEMENTS - CASH FLOW STATEMENT

For the Year Ended March 31, 2024

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
<b>CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES</b>				
Loss after exceptional items and before tax	(420)	(50)	(624)	(76)
<b>Adjustments for:</b>				
Exceptional items - Provision against inventories/ contract assets	14	2	50	6
Depreciation and amortisation expense	223	27	251	31
Impairment of asset held for sale and property, plant and equipment	79	9	33	4
Capital work in progress write off	-	-	4	-
Allowance/ (reversal of allowance) for expected credit loss, doubtful advances and bad debts provision	54	6	22	3
(Profit)/ Loss on sale/ write off of fixed assets (net)	52	6	59	7
Finance costs	305	37	302	37
Foreign exchange exchange loss/ (gain), net	(2)	-	(80)	(10)
Interest income	(6)	(1)	(4)	-
Employee share based payments expenses	1	-	1	-
Liabilities no longer required written back	(43)	(5)	(3)	-
	<b>257</b>	<b>31</b>	<b>11</b>	<b>1</b>
<b>Movements in Working capital</b>				
Decrease in Inventories	8	1	141	17
Decrease in trade receivables	142	17	199	24
Decrease in Loans and Advances and other assets	35	4	18	2
(Decrease) in Liabilities and provisions	(193)	(23)	(205)	(25)
<b>Cash generated from operations</b>	<b>249</b>	<b>30</b>	<b>164</b>	<b>20</b>
Income tax paid	(30)	(4)	(11)	(1)
<b>Net cash inflow from Operating activities</b>	<b>219</b>	<b>26</b>	<b>153</b>	<b>19</b>
<b>CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES</b>				
Purchase of Property, Plant and Equipment and Capital work-in progress	(59)	(7)	(42)	(5)
Purchase of Intangible assets and Addition in Intangible assets under development	(157)	(19)	(167)	(20)
Proceeds from sale of property, plant and equipment	66	8	79	10
Margin money under lien and Bank balances (other than cash and cash equivalents)	10	1	3	-
Interest received	3	-	2	-
<b>Net cash (outflow) from Investing activities</b>	<b>(137)</b>	<b>(16)</b>	<b>(125)</b>	<b>(15)</b>
<b>CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES (REFER NOTE 46)</b>				
Proceeds from Issuance of Equity share capital under Qualified Institutional Placement (QIP)	468	56	-	-
Transaction cost related to Right Issue	(1)	-	(3)	-
Proceeds from Issuance of Equity share capital under ESOS* * ₹ 0.01 crore (Previous year- ₹ 0.01 crore)	0	-	0	-
Proceeds of term loan	75	9	-	-
Repayment of long-term borrowings	(254)	(30)	(290)	(35)
Short-term borrowings (net)	72	9	81	10
Loans from related parties	402	48	328	40
Repayment of loans taken from related parties- Long term	(114)	(14)	-	-



	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Repayment of loans taken from related parties- Short term	(38)	5	(116)	(14)
Repayment of Lease liabilities (Refer note 3 below)	(79)	(9)	(73)	(9)
Finance costs paid	(197)	(24)	(242)	(29)
Equity Dividend paid to IEPF* *Current year Rs. 0.49 crore	(0)	-	-	-
<b>Net cash inflow/ (outflow) from Financing activities</b>	<b>334</b>	<b>40</b>	<b>(315)</b>	<b>(38)</b>
<b>NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>416</b>	<b>50</b>	<b>(287)</b>	<b>(35)</b>
Cash and cash equivalents as at the beginning of the year	90	11	370	45
Effects of exchange rate changes on cash and cash equivalents* *Current year ₹ 0.36 crore	0	-	2	-
Exchange difference on translation of foreign cash and cash equivalent	(1)	-	5	1
<b>CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR</b>	<b>505</b>	<b>61</b>	<b>90</b>	<b>11</b>

Reconciliation of cash and cash equivalents as per the cash flow statement

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
<b>CASH AND CASH EQUIVALENTS AS PER ABOVE COMPRISE OF THE FOLLOWING</b>				
Balance with banks:				
- in current account	505	61	90	11
<b>Balance as per the Statement of cash flows</b>	<b>505</b>	<b>61</b>	<b>90</b>	<b>11</b>

**Notes:**

- The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.
- Income taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- Repayment of lease liabilities consists of:  
Payment of interest ₹ 24 crore (Previous year: ₹ 27 crore)  
Payment of Principal ₹ 55 crore (Previous year: ₹ 46 crore)
- Figures in bracket indicate cash outflow.

Material Accounting Policies - Note 3

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Koosai Leherly**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

**Deepak Madnani**

Chief Financial Officer

**Rashmi Mamtura**

Company Secretary

## CONSOLIDATED FINANCIAL STATEMENTS - NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

Wockhardt Limited (WL or the 'Company') is a public limited company incorporated in India and has its registered office at D-4, MIDC, Chikalthana, Maharashtra, India. The Company's equity shares are listed on The BSE Ltd (BSE) and The National Stock Exchange of India Limited (NSE).

The Company and its subsidiaries (the 'Group') is a global pharmaceutical and biotech company with presence in USA, UK, Switzerland, Ireland, Russia and many other countries. It has manufacturing and research facilities in India & UK and a manufacturing facility in Ireland and Dubai. The Group has a significant presence in USA, Europe and India.

#### Background

The Company has controlling interest, directly or through subsidiaries in the following entities:

Entity	Country of Incorporation	Name of Parent	Percentage of holding (%) *
<b>Subsidiaries</b>			
1 Wockhardt Infrastructure Development Limited	India	Wockhardt Limited	100%
2 Wockhardt Medicines Limited #	India	Wockhardt Limited	100%
3 Wockhardt Bionova Limited # [Formerly, Wockhardt Biologics Limited until April 22, 2024]	India	Wockhardt Limited	100%
4 Wockhardt UK Holdings Limited	England & Wales	Wockhardt Limited	100%
5 Wockhardt Bio AG [Formerly, Wockhardt EU Operations (Swiss) AG]	Switzerland	Wockhardt Limited	85.85%
6 Wockhardt Europe Limited	British Virgin Islands	Wockhardt Limited	100%
<b>Step-down subsidiaries</b>			
1 CP Pharmaceuticals Limited	England & Wales	Wockhardt Bio AG	100%
2 Wallis Group Limited	England & Wales	Wockhardt UK Holdings Limited	100%
3 The Wallis Laboratory Limited	England & Wales	Wallis Group Limited	100%
4 Wallis Licensing Limited	England & Wales	Wallis Group Limited	100%
5 Wockhardt Farmaceutica Do Brasil Ltda	Brazil	The Wallis Laboratory Limited	90%
		Wockhardt Europe Limited	10%
6 Z & Z Services GmbH (formerly, Esparma GmbH)	Germany	Wockhardt Bio AG	100%
7 Wockhardt UK Limited	England & Wales	Wockhardt Bio AG	100%
8 CP Pharma (Schweiz)AG	Switzerland	Wockhardt Bio AG	100%
9 Wockpharma Ireland Limited	Ireland	Wockhardt Bio AG	100%
10 Pinewood Healthcare Limited	England & Wales	Wockhardt Bio AG	100%
11 Pinewood Laboratories Limited	Ireland	Wockpharma Ireland Limited.	100%
12 Wockhardt France (Holdings) S.A.S.	France	Wockhardt Bio AG	100%
13 Laboratoires Negma S.A.S. (upto August 04, 2023)	France	Wockhardt France (Holdings) S.A.S.	100%
14 Wockhardt Holding Corp.	USA	Wockhardt Bio AG	100%
15 Morton Grove Pharmaceuticals Inc.	USA	Wockhardt Holding Corp.	100%
16 MGP Inc	USA	Wockhardt Holding Corp.	100%
17 Wockhardt USA LLC	USA	Morton Grove Pharmaceuticals Inc.	100%
18 Wockhardt Farmaceutica SA DE CV	Mexico	Wockhardt Bio AG	100%
19 Wockhardt Services SA DE CV	Mexico	Wockhardt Bio AG	100%
20 Wockhardt Nigeria Limited	Nigeria	Wockhardt Europe Limited	100%
21 Wockhardt Bio (R) LLC	Russia	Wockhardt Bio AG	100%
22 Wockhardt Bio Pty Ltd	Australia	Wockhardt Bio AG	100%
23 Wockhardt Bio Ltd #	New Zealand	Wockhardt Bio AG	100%

# Wockhardt Bio Ltd, Wockhardt Bionova Limited and Wockhardt Medicines Limited is yet to commence business.

\* % holding is same as of previous year.

The Company together with its subsidiaries Wockhardt Infrastructure Development Limited ('WIDL'), Consolidated Wockhardt Europe Limited ('WEL'), Consolidated Wockhardt UK Holdings Limited ('WUK'), and Consolidated Wockhardt Bio AG (collectively, 'the Group') is primarily engaged in the business of manufacture and marketing of pharmaceutical products. The Group has eleven manufacturing locations and there are two locations where research and development activities are carried out.

## 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

### A. Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time and also the guidelines issued by Securities and Exchange Board of India ('SEBI'), as applicable.

These consolidated financial statements were approved by the Board of Directors and authorised for issue on May 28, 2024.

### B. Functional and Presentation Currency

These consolidated financial statements are presented in Indian rupees (₹), which is the functional currency of the parent Company and the currency of the primary economic environment in which the parent Company operates. All the amounts have been rounded off to the nearest crore except per share data.

### C. Basis of preparation of consolidated financial statements.

These consolidated financial statements have been prepared on accrual basis under the historical cost convention except for the following material items in the statement of financial position:

- Certain financial assets and liabilities that are measured at fair value.
- Share-based payments.
- Certain Property, Plant and Equipment measured at fair value which has been considered as deemed cost.
- Net defined benefit (asset)/liabilities.

#### *Convenience translation*

The accompanying financial statements have been prepared in Indian rupees ("₹"), the national currency of India and the functional currency of the Company. The translation of the Indian rupees amounts to US dollars is included solely for the convenience of the reader. The financial statements as of March 31, 2024 and March 31, 2023 have been translated into United States dollars at the closing rate USD 1 = ₹ 83.3599 as on March 31, 2024 (March 31, 2023: USD 1 = ₹ 82.2090) as published by third party website providing market information on exchange rates.

No representation is made that the Indian rupee amounts have been, could have been or could be converted into United States dollars at such a rate or any other rate, or at all.

#### *Going Concern*

The Group has incurred a loss in the current year and the current liabilities exceed current assets and assets held for sale by ₹ 607 crore. Of these current liabilities, ₹ 218 crores pertain to loans received from companies controlled by the Promoters ('Promoter entities'). These Promoter entities have reaffirmed their commitment and confirmed that they will not recall the loans provided to the Company, unless the Company confirms that it has adequate surplus liquidity available and Promoter entities have confirmed to provide required financial support to the Company to repay the liabilities of the Company. Company also has access to undrawn borrowing facilities from certain lenders. Considering the support from Promoter entities, undrawn borrowing facilities, expected cash inflows from ongoing business operations and from sale of surplus assets classified as held for sale, the Company is confident of repayment of liabilities as and when they fall due and accordingly the Company has prepared the financial statements on a going concern basis. Further, subsequent to year end, the terms of borrowings of ₹ 889 crore which had a repayment date of May 25, 2025 has been further extended upto May 25, 2027 with an option to the Company to further renew the loan basis Company's assessment of cash flows and liquidity position on that date.

### D. Basis of consolidation

#### *Subsidiaries*

Subsidiaries are all entities that are controlled by the Company. Control exists when the Company is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. The financial statements of subsidiaries are included in these consolidated financial statements from the date the control commences until the date the control ceases. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, income and expenses. For the purpose of preparing these consolidated financial statements, the accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Company.

Any interest retained in the form of subsidiary is measured at fair value at the date that control is lost. Any resulting gain or loss is recognized in Consolidated Statement of Profit and Loss.

Non-controlling interest (NCI) are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

*Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in full while preparing these consolidated financial statements. Unrealized gains or losses arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Company's interest in the investee.

**E. Use of Estimates and Judgments**

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumption about the reported amounts of assets and liabilities (including contingent liabilities) on the date of consolidated financial statement and the reported income and expenses during the year. The management believes that the judgements and estimates used in preparation of these consolidated financial statements are prudent and reasonable.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements and estimates in applying accounting policies:

The following are the critical judgements, and estimations, that the management have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these financial statements.

a) *Judgements:*

(i) *Right of Use assets:*

The Group has entered into several arrangements for lease of land and property from Government entities and other parties. The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(ii) *Impairment of trade receivables:*

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Groups's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(iii) *Estimation of useful life:*

The useful life used to amortise or depreciate intangible assets or property, plant and equipment respectively relates to the expected future performance of the assets acquired and management's judgement of the period over which economic benefit will be derived from asset. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Increasing an asset's expected life or its residual value would result in a reduced depreciation charge in the consolidated statement of profit and loss.

The useful lives of the Groups's assets are determined by management at the time the asset is acquired and reviewed annually for appropriateness. The lives are based on historical experience with similar assets as well as anticipation of future events which may impact their life such as changes in technology.

b) *Estimates:*

(i) *Legal, tax and other disputes:*

The Group provides for anticipated settlement costs where an outflow of resources is considered probable and a reliable estimate may be made of the likely outcome of the dispute and legal and other expenses arising from claims against the Group. These estimates take into account the specific circumstances of each dispute and relevant external advice which are inherently judgmental and could change substantially over time as new facts emerge and each dispute progresses.

*(ii) Post-employment benefits:*

The costs of providing gratuity and other post-employment benefits are charged to the income statement in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by management. These assumptions include future earnings and salary increases, discount rates, expected long-term rates of return on assets and mortality rates.

*(iii) Sales return and rebates:*

Revenue is recognized when significant control is transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.

Gross revenue is reduced by rebates, discounts, allowances and product returns given or expected to be given, which vary by product arrangements and buying groups. These arrangements with purchasing organisations are dependent upon the submission of claims sometime after the initial recognition of the sale. Accruals are made at the time of sale for the estimated rebates, discounts or allowances payable or returns to be made, based on available market information and historical experience.

Because the amounts are estimate, they may not fully reflect the final outcome, and the amounts are subject to change dependent upon, amongst other things, the types of buying group and product sales mix.

The level of accrual for rebates and returns is reviewed and adjusted regularly in the light of contractual and legal obligations, historical trends, past experience and projected market conditions. Market conditions are evaluated using wholesaler and other third-party analyses, internally generated information.

Future events could cause the assumptions on which the accruals are based to change, which could affect the future results of the Group.

*(iv) Current tax and deferred tax:*

The Group's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the Group's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material impacts on profit/loss and/or cash flows.

The complexity of the Group's structure makes the degree of estimation and judgement more challenging. The resolution of issues is not always within the control of the Group and it is often dependent on the efficiency of the legal processes. Issues can, and often do, take many years to resolve.

The recognition of deferred tax assets is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits which are based on budgeted cash flow projections, reference is made to the latest available profit forecasts. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

*(v) Provision for inventory:*

Inventory is stated at cost or net realizable whichever is lower. Provision for slow moving inventory is made based on historical experience with old inventory and the utilization plan of such inventory in the near future.

*(vi) Recoverability of Property, plant & equipment and capital work in progress:*

Property, plant & equipment and old capital work in progress is assessed for recoverability based on management's utilization plans, technical assessment of current condition of the underlying assets. The Group does a periodic physical verification and inspection of these assets using internal and external experts to determine the condition and usability of these assets.

The Group also determine the recoverable value of CGU's basis the estimated future cash flows for assessment of potential impairment.

*(vii) Intangible asset under development :*

Acquisition cost and development expenditure incurred in relation to New Chemical Entity (NCE) is tested for recoverability based on the estimated future cash flows, progress in development activity and other relevant updates. Changes in these assumptions could lead to potential impairment in the carrying value of these intangible assets under development.

*(viii) Goodwill:*

The carrying value of goodwill is tested for impairment, based on estimated future cash flows, discount rate, terminal growth rates assumption etc. for respective business. Changes in these assumptions could impact the carrying value of goodwill.

### 3. MATERIAL ACCOUNTING POLICIES:

#### a) Property, Plant and Equipment and Depreciation

##### i. Recognition and Measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- the cost of the item can be measured reliably

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

##### ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Consolidated Statement of Profit and Loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

##### iii. Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation is provided, using the straight line method, pro-rata to the period of use of assets, in accordance with the requirements of Schedule II of the Companies Act, 2013, based on the useful lives of the assets determined through technical assessment by the management. The estimated useful lives followed by the Group are as follows:

Assets	Estimated useful life	Estimated useful life as per Schedule II
Leasehold land	Over the period of lease	
Buildings	10 – 61 years	30 – 60 years
Plant and Equipment	4 – 21 years	10 – 20 years
Furniture and Fixtures	6 – 20 years	8 – 10 years
Office Equipments	4 – 20 years	15 years
Information Technology Equipments	3 – 20 years	3 – 6 years
Vehicles	5 years	6 – 10 years

Freehold land is not depreciated.

Depreciation method, useful life and residual value are reviewed at each financial year end and adjusted if appropriate.

Depreciation on additions (disposals) are provided on a pro-rata basis i.e. from (up to) the date on which assets are ready for use (disposed of).

#### b) Intangible assets

##### i. Recognition and Measurement

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

Expenditure on development eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.



## II. Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

## III. Amortisation

Intangible assets are amortised over their estimated useful life on Straight Line Method. The estimated useful lives followed by the Group is as follows:

Assets	Estimated useful life
Brands/ Trade marks/ Technical know how	3 - 15 years
Computer software	3 - 10 years

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

### c) Research and Development

Research costs are expensed as incurred.

Development expenditure incurred on an individual project is carried forward when it meets the conditions of development phase under Ind AS 38 'Intangible Assets' and it can be demonstrated that intangible asset under development will generate probable future economic benefits. Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

The carrying value of development costs is reviewed for impairment when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

### d) Impairment of Non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Consolidated Statement of Profit and Loss.

The recoverable amount is the greater of the fair value less cost of disposal and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Consolidated Statement of Profit and Loss, to the extent the amount was previously charged to the Consolidated Statement of Profit and Loss.

CGUs to which goodwill has been allocated are tested for impairment annually or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Determination of recoverable amount of CGU requires the management to estimate the future cash flows expected to arise and a suitable discount rate in order to calculate the present value. An impairment loss recognised for goodwill is not reversed in subsequent periods.

### e) Foreign Currency Transactions / Translations:

- i) Transactions in foreign currencies are translated to the reporting currency at exchange rates at the dates of the transactions.
- ii) Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the reporting currency at the exchange rate at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.
- iii) Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in the Consolidated Statement of Profit and Loss in the period in which they arise.
- iv) The Group has availed an option of continuing the policy adopted for exchange differences arising from translation of long term foreign currency monetary items outstanding as on March 31, 2016. Accordingly, foreign exchange gain/losses on long term foreign currency monetary items relating to the acquisition of depreciable assets are added to or deducted from the cost of such assets and in other cases, such gains or losses are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" to be amortised over the remaining life of the concerned monetary item.

- v) Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve. Exchange difference in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.
- vi) The assets and liabilities of foreign operations (subsidiaries, branches), including goodwill and fair value adjustments arising on acquisition, are translated into ₹ at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into ₹ at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

## f) Financial Instruments

### I. Financial assets

#### (i) Classification of financial assets

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

##### *Debt instruments at amortised cost:*

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Consolidated Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated Statement of Profit and Loss. This category generally applies to trade and other receivables.

##### *Debt instruments at fair value through other comprehensive income (FVOCI):*

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the EIR method. The Group does not have any instruments classified as fair value through other comprehensive income (FVOCI).

##### *Debt instruments measured at fair value through profit and loss (FVTPL):*

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the Consolidated statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

##### *Equity investments:*

Equity investments which are in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVOCI) or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to Consolidated Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit and Loss.

The Group does not have any equity investments designated at FVOCI.

Dividend from investments is recognised as revenue when right to receive is established.

Interest income is recognized with reference to Effective Interest Rate Method.

*Derivative financial instruments:*

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Consolidated Statement of Profit and Loss.

## (ii) Initial recognition and measurement

All financial assets are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction costs that are attributable to the acquisition of the financial assets.

Trade receivables are carried at original transaction price as the sales arrangements do not contain any significant financing component.

## (iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - (a) The Group has transferred substantially all the risks and rewards of the asset, or
  - (b) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## (iv) Impairment of financial assets

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historical observed default rates are updated and changes in the forward-looking estimates are analysed.

## II. Financial Liabilities and equity instruments

Debt and equity instruments issued by the Group classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

## (i) Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

## (ii) Financial liabilities: - Classification:

Financial liabilities are classified as either 'at FVTPL' or 'at amortised cost'. FVTPL liabilities consist of derivative financial instruments, wherein the gains/losses arising from remeasurement of these instruments is recognized in the Consolidated Statement of Profit and Loss. Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

## (iii) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction costs that are attributable to issue of these instruments.

(iv) Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

III. Fair value

The Group determines the fair value of its financial instruments on the basis of the following hierarchy:

- (a) Level 1: The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date. Examples include exchange-traded commodity derivatives and other financial assets such as investments in equity and debt securities which are listed in a recognized stock exchange.
- (b) Level 2: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate.
- (c) Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

IV. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**g) Business combinations**

- i) The Group accounts for each business combination by applying the acquisition method. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.
- ii) Control exists when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.
- iii) The Group measures goodwill as of the applicable acquisition date at the fair value of the consideration transferred, including the recognized amount of any non-controlling interest in the acquiree, less the net recognized amount of the identifiable assets acquired and liabilities (including contingent liabilities in case such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably) assumed. When the fair value of the net identifiable assets acquired and liabilities assumed exceeds the consideration transferred, a bargain purchase gain is recognized as capital reserve.
- iv) Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Company to the previous owners of the acquiree, and equity interests issued by the Company. Consideration transferred also includes the fair value of any contingent consideration. Consideration transferred does not include amounts related to settlement of pre-existing relationships.
- v) Transaction costs that the Company incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.
- vi) On an acquisition-by-acquisition basis, the Company recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.
- vii) Any goodwill that arises on account of such business combination is tested annually for impairment.
- viii) Goodwill represents the excess of the consideration paid to acquire a business over underlying fair value of the identified assets acquired. Goodwill is carried at cost less accumulated impairment losses, if any. Goodwill is deemed to have an indefinite useful life and is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount. For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (CGUs) that is expected to benefit from the synergies of the combination. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal.

**h) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in Consolidated Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or in OCI.

*Current tax*

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured at the amount expected to be recovered from or paid to the taxation authorities using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends if any.

Current tax assets and liabilities are offset only if, the Group:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

*Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) The Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

**i) Inventories**

All inventories are valued at moving weighted average price other than finished goods, which are valued on moving average price. Finished goods and Work in progress is computed based on respective moving weighted average price of procured materials and appropriate share of labour and other manufacturing overheads.

Inventories are valued at cost or net realizable value, whichever is lower. Cost also includes all charges incurred for bringing the inventories to their present location and condition including non-creditable taxes and other levies.

The comparison of cost and net realisable value is made on an item-by-Item basis.

Inventories of stores and spare parts are valued at cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

**j) Revenue Recognition***Sale of goods*

Revenue is recognized when significant control is transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Accordingly, the timing of recognition of revenue is dependent on the specific terms agreed with the customer

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. The timing of the transfer of control varies depending on the individual terms of the sales agreements.

In case of certain bill and hold arrangements with a few customers, the Group recognizes revenue when the goods are separately identified and are ready for physical transfer and are kept at warehouses / manufacturing plants based on specific instructions from the customer and the Group cannot use these goods for any other purpose and the reason for such an arrangement is substantive.

The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

*Sale of Services, Outlicensing fees, sale of intellectual property*

Revenues from services, Outlicensing fees and sale of intellectual property is recognized in accordance with the terms of the relevant agreement(s) as generally accepted and agreed with the customers, and when control transfers to such customers and the Group's performance obligations are satisfied.

*Export Incentive*

Income from Export Benefits and Other Incentives Export benefits available under prevalent schemes are accrued as revenue in the year in which the goods are exported and / or services are rendered only when there reasonable assurance that the conditions attached to them will be complied with, and the amounts will be received.

*Insurance claims*

Insurance claims are accounted on acceptance of the claim and when it can be measured reasonably, and it is reasonable to expect ultimate collection.

*Deferred revenue*

Deferred revenue shall be recognized against the advances received from customers as and when the control over goods are transferred or services are rendered to buyer.

**k) Employee Benefits**

*Short term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

*Defined contribution plans*

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

*Defined benefit plans*

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

*Other long-term employee benefits*

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurement are recognised in Consolidated Statement of Profit and Loss in the period in which they arise.



**l) Share-based payment transactions**

Employees Stock Options Plans ("ESOPs"): The grant date fair value of options granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under "Share Options Outstanding Account". The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest.

**m) Leases***The Group as a lessee*

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (1) the contract involves the use of an identified asset (2) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

*The Group as a lessor*

Leases for which the group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

**n) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes to the consolidated financial statements. Contingent liabilities are disclosed for (1) possible obligations which will be confirmed only by future events not wholly within the control of the Group or (2) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised in these consolidated financial statements as this may result in the recognition of income that may never be realised. Contingent assets (if any) are disclosed in the notes to the consolidated financial statements.

**o) Borrowing costs**

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings (other than long term foreign currency borrowings outstanding as of March 31, 2016) to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Consolidated Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**p) Government Grants**

Government grants are initially recognised as deferred income at fair value if there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant;

- In case of capital grants, they are then recognised in Consolidated Statement of Profit and Loss as other income on a systematic basis over the useful life of the asset.
- In case of grants that compensate the Group for expenses incurred are recognised in Consolidated Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognised.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

**q) Non-current assets held for sale**

Non-current assets are classified as held for sale, if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale must be highly probable and sale is expected to be completed within one year from date of classification.

Non-current assets held for sale are presented separately in the current section of the consolidated balance sheet. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell, unless these items presented in the disposal group are deferred tax assets, assets arising from employee benefits and financial assets that are specifically exempt from the requirements.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

**r) Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax available to equity share holders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

**s) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

**t) Cash Flow statement**

Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS 7) - Statement of Cash Flows.

**u) Operating cycle**

All assets and liabilities have been classified as current or non-current as per Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act 2013.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group's normal operating cycle is twelve months.

4.

Property, Plant and Equipment	Gross Block (At Cost)					Accumulated Depreciation/Impairment					Net Block			
	As at April 01, 2023	Additions/ Adjustments	Deductions/ Adjustments	Exchange gain/ (loss)	Asset classified as held for sale (Refer Note 38 (i))	As at March 31, 2024	Charge for the year*	Deductions/ Adjustments*	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer Note 38 (i))	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	USD in million
Freehold Land	20	-	-	-	-	20	-	-	-	-	14	6	6	1
Buildings	642	6	-	5	(8)	645	17	-	2	-	239	406	422	51
Plant and Equipment	2,583	43	(32)	15	-	2,609	117	(31)	10	-	1,608	1,001	1,071	130
Furniture and Fixtures	91	3	-	1	-	95	7	-	1	-	61	34	38	5
Vehicles*	6	-	-	-	-	6	-	-	-	-	5	1	1	-
*Charge for the year ₹ 0.10 crore														
*Deductions/ adjustments ₹ 0.01 crore														
Office Equipment	54	3	-	1	-	58	2	-	1	-	40	18	2	17
Information technology Equipments	103	1	(9)	-	-	95	3	(9)	-	-	94	1	3	-
<b>Total</b>	<b>3,499</b>	<b>56</b>	<b>(41)</b>	<b>22</b>	<b>(8)</b>	<b>3,528</b>	<b>146</b>	<b>(40)</b>	<b>14</b>	<b>-</b>	<b>2,061</b>	<b>1,467</b>	<b>1,558</b>	<b>190</b>
<b>Capital work-in-progress (Refer Note 4.2 below)</b>	<b>414</b>	<b>66</b>	<b>(56)</b>	<b>8</b>	<b>-</b>	<b>434</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>434</b>	<b>52</b>	<b>414</b>	<b>50</b>

Right of use assets	Gross Block (At Cost)					Accumulated Depreciation/ Impairment					Net Block			
	As at April 01, 2023	Additions/ Adjustments	Deductions/ Adjustments	Exchange gain/ (loss)	Asset classified as held for sale (Refer Note 38 (i))	As at March 31, 2024	Charge for the year*	Deductions/ Adjustments*	Exchange gain/ (loss)*	Impairment	Asset classified as held for sale (Refer Note 38 (i))	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	USD in million
Buildings*	446	3	(5)	4	-	448	55	(5)	0	-	-	264	184	28
*Exchange gain / (loss) on accumulated depreciation during the year is ₹ 0.48 crore														
Plant and Equipment	29	-	-	-	-	29	3	-	-	-	-	12	17	2
Vehicles*	3	-	-	-	-	3	-	-	-	-	-	3	-	-
*Charge for the year ₹ 0.24 crore														
Office Equipment*	1	-	-	-	-	1	-	-	-	-	-	1	-	-
*Charge for the year is ₹ 0.01 crore														
*Deduction/ Adjustments during the year ₹ 0.07 crore														
Leasehold Land	246	-	-	-	(4)	242	1	-	-	-	35	207	212	26
<b>Total</b>	<b>725</b>	<b>3</b>	<b>(5)</b>	<b>4</b>	<b>(4)</b>	<b>723</b>	<b>59</b>	<b>(5)</b>	<b>0</b>	<b>-</b>	<b>315</b>	<b>408</b>	<b>464</b>	<b>56</b>

Property, Plant and Equipment	Gross Block (At Cost)				Accumulated Depreciation/ Impairment				Net Block				
	As at April 01, 2022	Additions/ Adjustments	Deductions/ Adjustments	Exchange gain/ (loss)	As at March 31, 2023	Charge for the year	As at April 01, 2022	As at March 31, 2023	As at March 31, 2023	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	USD in million
													Supplementary information- translation (See Note 2(C))
Freehold Land	63	-	-	5	20	-	-	14	6	1	63	8	
Buildings	748	2	(2)	18	642	19	233	19	422	51	515	68	
Plant and Equipment	2,793	41	(286)	35	2,583	135	1,514	(159)	1,071	130	1,279	169	
Furniture and Fixtures	77	13	(1)	2	91	5	47	-	38	5	30	4	
Vehicles	7	-	(1)	-	6	-	6	(1)	5	1	1	-	
Office Equipment	51	2	-	1	54	2	34	1	17	2	17	2	
Information Technology Equipments	97	4	-	2	103	4	94	-	100	-	3	-	
<b>Total</b>	<b>3,836</b>	<b>62</b>	<b>(290)</b>	<b>63</b>	<b>3,499</b>	<b>165</b>	<b>1,928</b>	<b>(161)</b>	<b>1,941</b>	<b>190</b>	<b>1,908</b>	<b>251</b>	
<b>Capital work-in-progress (Refer Note 4.2 below)</b>	<b>389</b>	<b>39</b>	<b>(62)</b>	<b>48</b>	<b>414</b>				<b>414</b>	<b>50</b>	<b>389</b>	<b>51</b>	

Right of use assets	Gross Block (At Cost)				Accumulated Depreciation/ Impairment				Net Block				
	As at April 01, 2022	Additions/ Adjustments	Deductions/ Adjustments	Exchange gain/ (loss)	As at March 31, 2023	Charge for the year	As at April 01, 2022	As at March 31, 2023	As at March 31, 2023	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	USD in million
													Supplementary information- translation (See Note 2(C))
Buildings	438	6	-	2	446	55	158	1	214	28	280	37	
Plant and Equipment	29	-	-	-	29	3	6	-	9	2	23	3	
Vehicles	3	-	-	-	3	-	3	-	3	-	-	-	
Office Equipment*	1	-	-	-	1	-	1	-	1	-	0	-	
*Net block as at March 31, 2022 ₹ 0.12 crore	295	-	(11)	-	246	4	35	-	34	26	260	34	
Leasehold Land	766	6	(11)	2	725	62	203	(2)	261	56	563	74	

**Notes:**

- 4.1 - Exchange differences arising on long term foreign currency monetary items relating to depreciable asset adjusted in additions/ adjustments above amounts to Nil (Previous year - ₹ 0.45 crore).
- 4.2- Addition to Capital Work-in-Progress includes expenditure incurred during construction period pending allocation aggregating ₹ 2 crore (Previous year : ₹ 2 crore). These expenses include employee and material cost ₹ 1 crore (Previous year : ₹ 1 crore) and Other operating cost ₹ 1 crore (Previous year : ₹ 1 crore). [Other operating cost includes repairs and maintenance ₹ 0.08 crore (Previous year: ₹ 0.02 crore), legal and professional charges ₹ 0.08 crore (Previous year : ₹ 0.08 crore) and Other general expenses ₹ 0.8 crore (Previous year : ₹ 0.7 crore)].
- 4.3- Charge has been created against the aforesaid assets for the borrowings taken by the Company and its subsidiary (Refer note 17 and 20).
- 4.4- Capital-work-in progress ageing schedule.

Particulars	As at March 31, 2024						As at March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years**	Total	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Project in progress</b>	24	34	50	326	434	434	26	70	-	318	414
<b>Total</b>	24	34	50	326	434	434	26	70	-	318	414

Project in progress includes ₹ 47 Crore (Previous year- ₹ 47 crore) incurred for proposed production of vaccine. Since the Company has put the plan of vaccine production in India on hold, it is now proposed to use these assets for production of alternate pharmaceutical products. The Company plans to put these assets to use by FY 2025-26.

\*\* The Group expects to capitalise capital-work-in progress amounting ₹ 326 crore related to plant to be used for manufacturing New Chemical Entity by FY 2025-26.

**5. GOODWILL**

Particulars	Gross Block (At Cost)			Accumulated Impairment			Net Block						
	As at April 01, 2023	Additions	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2024	As at April 01, 2023	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	USD in million
Goodwill	945	-	-	8	953	-	-	-	-	953	114	945	115
													Supplementary information-convenience translation (See Note 2(G))

Particulars	Gross Block (At Cost)			Accumulated Impairment			Net Block						
	As at April 01, 2022	Additions	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2023	As at April 01, 2022	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	USD in million
Goodwill	891	-	-	54	945	-	-	-	-	945	115	891	118
													Supplementary information-convenience translation (See Note 2(G))

## 5. GOODWILL

**Movement of carrying amount** – Refer Schedule of Goodwill

### Impairment testing of Goodwill

#### Pinewood Laboratories Limited

Pinewood Laboratories Limited (“Pinewood”), incorporated in Ireland, is a step down Subsidiary of the Company.

The goodwill is majorly attributable to Pinewood.

For the purposes of impairment testing, carrying amount of goodwill has been allocated to the following Cash Generating Units (CGU's).

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Pinewood	802	797
	<b>802</b>	<b>797</b>

The recoverable amounts of the above CGU's have been assessed using a value-in-use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows.

The key assumptions used in the estimation of the recoverable amount are set out below.

The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources and future projections.

The cash flow projections included specific estimates for six years developed using internal forecasts and a terminal growth rate thereafter. Management has considered the projection of six years, basis the ongoing business environment and Company's visibility of business demand, further the growth rate considered for the sixth year is in line and consistent with the terminal growth rate. The planning horizon reflects the assumptions for short-to-mid term market developments.

The Group has used 3% long term growth rate for value in use calculation.

Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated based on the weighted average cost of capital for respective CGU or group of CGUs. Post-tax discount rates used was 13% (Previous year - 14%).

The management believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

#### CP Pharmaceuticals Limited

CP Pharmaceuticals Limited (“CP Pharmaceuticals”), incorporated in UK, is a step down Subsidiary of the Company.

For the purposes of impairment testing, carrying amount of goodwill has been allocated to the following Cash Generating Units (CGU's).

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
CP Pharmaceuticals	57	55
	<b>57</b>	<b>55</b>

The recoverable amounts of the above CGU's have been assessed using a value-in-use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows.

The key assumptions used in the estimation of the recoverable amount are set out below.

The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources and future projections.

The cash flow projections included specific estimates for five years developed using internal forecasts and a terminal growth rate thereafter. The planning horizon reflects the assumptions for short-to-mid term market developments.

The Group has used 3% long term growth rate for value in use calculation.

Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated based on the weighted average cost of capital for respective CGU or group of CGUs. Post- tax discount rates used was 13% (Previous year - 14%).

The management believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash- generating unit.



**Morton Grove Pharmaceuticals Inc.**

Morton Grove Pharmaceuticals Inc. ("Morton Grove"), incorporated in USA, is a step down Subsidiary of the Company.

For the purposes of impairment testing, carrying amount of goodwill has been allocated to the following Cash Generating Units (CGU's).

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Morton Grove	94	93
	<b>94</b>	<b>93</b>

The recoverable amounts of the above CGU's have been assessed using a value-in-use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows.

The key assumptions used in the estimation of the recoverable amount are set out below.

The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources and future projections.

The cash flow projections included specific estimates for five years developed using internal forecasts and a terminal growth rate thereafter. The planning horizon reflects the assumptions for short-to-mid term market developments.

The Group has used 3% long term growth rate for value in use calculation.

Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated based on the weighted average cost of capital for respective CGU or group of CGUs. Post-tax discount rates used was 14.57% (Previous year - 14.57%).

The management believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash- generating unit.

6.

Other Intangible Assets	Gross Block (At Cost)				Accumulated Amortisation				Net Block				
	As at April 01, 2023	Additions/ Adjustments	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2024	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Brands/Trademarks/Technical know-how	414	9	(6)	(13)	404	11	(6)	4	364	40	5	59	59
Computer software	113	3	(4)	1	113	5	(3)	1	100	13	2	16	16
<b>Total</b>	<b>527</b>	<b>12</b>	<b>(10)</b>	<b>(12)</b>	<b>517</b>	<b>16</b>	<b>(9)</b>	<b>5</b>	<b>464</b>	<b>53</b>	<b>6</b>	<b>75</b>	<b>75</b>
<b>Intangible assets under Development</b>	1,125	156	(5)	12	1,288					1,288	155	1,125	137

Other Intangible Assets	Gross Block (At Cost)				Accumulated Amortisation				Net Block				
	As at April 01, 2022	Additions/ Adjustments	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2023	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Brands/Trademarks/Technical know-how	420	9	(28)	13	414	10	(28)	27	355	59	7	74	10
Computer software	106	3	-	4	113	14	-	3	97	16	2	26	3
<b>Total</b>	<b>526</b>	<b>12</b>	<b>(28)</b>	<b>17</b>	<b>527</b>	<b>24</b>	<b>(28)</b>	<b>30</b>	<b>452</b>	<b>75</b>	<b>9</b>	<b>100</b>	<b>13</b>
<b>Intangible assets under Development</b>	953	133	(6)	45	1,125					1,125	137	953	126

**Note:**

Intangible assets under development ageing schedule.

Particulars	As at March 31, 2024					As at March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
<b>Project in progress</b>	163	181	184	760	1,288	181	184	60	700	1,125
<b>Total</b>	<b>163</b>	<b>181</b>	<b>184</b>	<b>760</b>	<b>1,288</b>	<b>181</b>	<b>184</b>	<b>60</b>	<b>700</b>	<b>1,125</b>

The Group expects to capitalise NCEs, i.e. NCE 5222 amounting ₹ 660 crore (previous year ₹ 531 crore) by FY 2025-26, NCE 4873 amounting ₹ 243 crore (previous year ₹ 230 crore) by FY 2024-25 and NCE 4282 amounting ₹ 295 crore (previous year ₹ 285 crore) by FY 2027-28

## 7. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2024 USD in million	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million
	Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))	
<b>Investments carried at fair value through profit or loss</b>				
<b>Unquoted Equity Shares:</b>				
443,482 (Previous year: 443,482) Equity Shares of Narmada Clean Tech Limited (formerly known as Bharuch Eco-Aqua Infrastructure Limited) of ₹ 10 each fully paid up* * ₹ 0.44 crore (Previous year- ₹ 0.44 crore) (Transaction Value: ₹ 0.44 Crore; Previous year: ₹ 0.44 Crore)	–	–	–	–
6,300 (Previous year: 6,300) Equity Shares of Bharuch Enviro Infrastructure Limited of ₹ 10 each fully paid up* * ₹ 0.01 crore (Previous year- ₹ 0.01 crore) (Transaction Value: ₹ 0.01 Crore; Previous year: ₹ 0.01 Crore)	–	–	–	–
<b>Total</b>	<b>0</b>	<b>–</b>	<b>0</b>	<b>–</b>
<b>Aggregate book value of unquoted investments*</b> * ₹ 0.45 crore (Previous year - ₹ 0.45 crore)	<b>0</b>	<b>–</b>	<b>0</b>	<b>–</b>

## 8. NON-CURRENT FINANCIAL ASSETS - OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2024 USD in million	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million
	Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))	
Margin money (under lien)	2	–	3	–
Deposit with maturity of more than 12 months (under lien ₹ 15 crore ; Previous year - ₹ 14 crore)	15	2	14	2
Security Deposits (Includes deposits with Related parties ₹ 45 crore; Previous year- ₹ 44 crore) - Also refer Note 39	48	6	47	6
<b>Total</b>	<b>65</b>	<b>8</b>	<b>64</b>	<b>8</b>

## 9. INCOME TAX

### Tax recognised in statement of profit and loss

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Current tax charge</b>	<b>16</b>	<b>12</b>
<b>Deferred tax charge/ (credit), net</b>		
Origination and reversal of temporary differences including Minimum Alternate Tax (MAT) credit entitlement	36	(15)
<b>Deferred tax charge/ (credit)</b>	<b>36</b>	<b>(15)</b>
<b>Tax charge/ (credit) for the year</b>	<b>52</b>	<b>(3)</b>

### Tax expense recognised in other comprehensive income

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of the defined benefit plans - (charge)/ credit	1	3
<b>Total</b>	<b>1</b>	<b>3</b>

**Reconciliation of effective tax rate**

Particulars	For the year ended	For the year ended
	March 31, 2024	March 31, 2023
	₹ in crore	₹ in crore
<b>Profit/(Loss) before tax (a)</b>	<b>(420)</b>	(624)
Tax using the Company's domestic tax rate (Current year - 34.944% and Previous year - 34.944%)	<b>(147)</b>	(218)
Differences in tax rates of foreign jurisdictions/ tax status and intercompany adjustments	<b>7</b>	(29)
Impact of changes in tax rates/ tax laws	<b>(13)</b>	20
Non-deductible tax expenses	<b>2</b>	4
Tax deductible expenses	<b>1</b>	1
Deferred tax asset not created on losses	<b>176</b>	190
Incremental deduction allowed for research and development costs	<b>(3)</b>	(4)
(Loss)/ Income not taxable for tax purposes	<b>29</b>	20
Reversal of MAT credit entitlement	<b>-</b>	13
<b>Tax expense as per statement of profit and loss (b)</b>	<b>52</b>	(3)
Effective average tax rate for the year (b)/(a)	<b>(12.38%)</b>	0.48%

**Deferred tax assets and liabilities are attributable to the followings**

Particulars	Deferred tax assets		Deferred tax liabilities	
	As at	As at	As at	As at
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Property, Plant and Equipment	<b>(299)</b>	(288)	<b>(50)</b>	(49)
Unabsorbed losses	<b>405</b>	439	-	-
Unrealised profit on inventory/ assets	<b>136</b>	131	-	-
Employee benefits	<b>12</b>	12	-	-
Income/ expenses deferred for tax	<b>59</b>	63	-	-
Additional tax benefit due to change in tax laws	<b>32</b>	31	-	-
Allowance for credit loss	<b>17</b>	17	-	-
Lease arrangement	<b>20</b>	20	-	-
Loans and Borrowings	<b>(2)</b>	(2)	-	-
Other items	<b>3</b>	(11)	-	-
<b>Deferred tax assets/ (liabilities)</b>	<b>383</b>	412	<b>(50)</b>	(49)
MAT credit entitlement	<b>196</b>	196	<b>15</b>	17
<b>Net deferred tax assets/ (liabilities)</b>	<b>579</b>	608	<b>(35)</b>	(32)
<b>Net deferred tax assets/ (liabilities) (USD in million)</b>	<b>69</b>	74	<b>(4)</b>	(4)

Supplementary information- convenience translation (See Note 2(C))

**Movement in deferred tax assets and liabilities**

Particulars	Net balance April 01, 2023	Recognised in profit or loss	Recognised in Other Comprehensive Income	MAT Credit utilised	March 31, 2024		
					Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
					₹ in crore	₹ in crore	₹ in crore
<b>Deferred tax asset/ (liabilities)</b>							
Property, Plant and Equipment	(337)	(11)	(1)	-	<b>(349)</b>	-	<b>(349)</b>
Unabsorbed losses	439	(37)	3	-	<b>405</b>	<b>405</b>	-
Unrealised profit on inventory/ assets	131	5	-	-	<b>136</b>	<b>136</b>	-
Employee benefits	12	(1)	1	-	<b>12</b>	<b>12</b>	-
Income/ expenses deferred for tax	63	(5)	1	-	<b>59</b>	<b>59</b>	-
Additional tax benefit due to change in tax laws	31	1	-	-	<b>32</b>	<b>32</b>	-
Allowance for credit loss	17	-	-	-	<b>17</b>	<b>17</b>	-
Lease arrangement	20	-	-	-	<b>20</b>	<b>20</b>	-
Loans and Borrowings	(2)	-	-	-	<b>(2)</b>	-	<b>(2)</b>
Other items	(11)	14	-	-	<b>3</b>	<b>3</b>	-
<b>Deferred tax assets/ (liabilities)</b>	<b>363</b>	<b>(34)</b>	<b>4</b>	<b>-</b>	<b>333</b>	<b>684</b>	<b>(351)</b>

Particulars	Net balance April 01, 2023	Recognised in profit or loss	Recognised in Other Comprehensive Income	MAT Credit utilised	March 31, 2024		
					Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
					₹ in crore	₹ in crore	₹ in crore
MAT credit entitlement	213	–	–	(2)	211	211	–
<b>Net deferred tax assets/ (Liabilities)</b>	576	(34)	4	(2)	544	895	(351)
<b>Net deferred tax assets/ (Liabilities) (USD in million)</b>	70	(4)	–	–	65	107	(42)
Supplementary information- convenience translation (See Note 2(C))							

Particulars	Net balance April 01, 2022	Recognised in profit or loss	Recognised in Other Comprehensive Income	MAT Credit utilised	March 31, 2023		
					Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
					₹ in crore	₹ in crore	₹ in crore
<b>Deferred tax asset/(liabilities)</b>							
Property, Plant and Equipment	(314)	(22)	(1)	–	(337)	–	(337)
Unabsorbed depreciation/ losses	323	107	9	–	439	439	–
Unrealised profit on inventory/ assets	139	(8)	–	–	131	131	–
Employee benefits	15	(6)	3	–	12	12	–
Income/ expenses deferred for tax	58	–	5	–	63	63	–
Additional tax benefit due to change in tax laws	50	(22)	3	–	31	31	–
Allowance for credit loss	27	(10)	–	–	17	17	–
Lease arrangement	20	–	–	–	20	20	–
Loans and Borrowings	(2)	–	–	–	(2)	–	(2)
Other items	1	(9)	(3)	–	(11)	–	(11)
<b>Deferred tax assets/ (Liabilities)</b>	317	30	16	–	363	713	(350)
MAT credit entitlement	228	(13)	–	(2)	213	213	–
<b>Net deferred tax assets/ (Liabilities)</b>	545	17	16	(2)	576	926	(350)
<b>Net deferred tax assets/ (Liabilities) (USD in million)</b>	66	2	2	–	70	113	(43)
Supplementary information- convenience translation (See Note 2(C))							

**Notes:**

- The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.  
MAT credit balance as on March 31, 2024 amounts to ₹ 211 crore (Previous year: ₹ 213 crore). Based on future business prospects and, actions taken to implement the Group's business strategies including expected monetisation of assets, it is probable that the said MAT credit and business loss will be availed in future years against the normal tax expected to be paid in those years.
- Significant management judgement is required in determining provision for income tax, deferred tax assets and liabilities and recoverability of deferred tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred tax assets will be recovered.
- Given that the Company does not have any intention to dispose the land on an individual basis, hence deferred tax asset on the indexation benefit on land has not been recognised.
- Deferred tax liabilities have not been recognised for taxable temporary differences arising on investments in subsidiaries where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.
- Aggregate temporary differences and carried forward tax losses for which the Company has not created deferred tax amounted to ₹ 889 crore (Previous year - ₹ 455 crore). These tax losses are available for set off against future taxable profits over next 8 years.
- Carried forward tax losses

Tax losses for which the Company does not recognised deferred tax asset expire as follows.

Particulars (₹ in crore)	March 31, 2024			March 31, 2023		
	Expiring within 5 years	Expiring within 6-8 years	Total	Expiring within 5 years	Expiring within 6-8 years	Total
Losses for which no deferred tax is recognised	–	619	619	–	313	313

- Aggregate temporary differences and carried forward tax losses for which Wockhardt Holding Corp. ("WHC"), a subsidiary of the Group, has not created deferred tax amounted to ₹ 588 crore (Previous year - ₹ 344 crore).

- Carried forward tax losses

Tax losses for which Wockhardt Holding Corp. ("WHC"), a subsidiary of the Group, does not recognised deferred tax asset expire as follows.

Particulars (₹ in crore)	March 31, 2024			March 31, 2023		
	Never Expire	Expiring between 2025- 2036	Total	Never Expire	Expiring between 2025- 2036	Total
Losses for which no deferred tax is recognised	404	184	588	122	59	181

## 10. OTHER NON-CURRENT ASSETS

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Capital Advances	9	1	12	1
Security Deposits (Refer note 10.1 below)	14	2	15	2
Other advances (Refer note 10.2 below)	78	9	80	10
<b>Total</b>	<b>101</b>	<b>12</b>	<b>107</b>	<b>13</b>

The above amounts are net of provision amounting ₹ 8 crore (Previous year - ₹ 7 crore)

### Note 10.1

Includes balances with Government and Semi-Government authorities amounting ₹ 13 crore (Previous year - ₹ 12 crore)

### Note 10.2

Includes balances with Government authorities amounting ₹ 75 crore (Previous year - ₹ 76 crore)

## 11. INVENTORIES

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Raw Materials, packing materials and components	199	24	231	28
Goods-in-transit	5	1	2	–
	<b>204</b>	<b>24</b>	<b>233</b>	<b>28</b>
Work-in-progress	49	6	54	7
Stock-in-trade	111	13	105	13
Finished goods (Including Goods-in-transit Nil (Previous year: ₹ 4 crore))	167	20	155	19
Stores and spares	109	13	111	14
<b>Total</b>	<b>640</b>	<b>77</b>	<b>658</b>	<b>80</b>

### Notes:

- Inventories are valued at cost or net realizable value, whichever is lower.
- Write down of inventories to net realisable value, and provision of slow moving and non moving items for the year ₹ Nil crore (Previous year: ₹ (9) crore). These have been recognised as an expense during the year and these provisions are included in cost of materials consumed or changes in inventory of finished goods, work-in-progress and stock-in-trade.
- Raw material inventory includes certain inventory of ₹ 32 crore ( Previous year- ₹ 48 crore) (net), expiring in September 2024. The Company is confident of using this inventory in new products scheduled to be launched by August 2024. Accordingly no provision has been made for the same.

This reversal is on account of reversal of provision created earlier on certain inventories considered as non-moving/slow moving.



## 12. CURRENT FINANCIAL ASSETS-TRADE RECEIVABLES

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Unsecured, considered good	630	76	803	98
Less: Allowance for expected credit loss	(12)	(1)	(6)	(1)
<b>Total</b>	<b>618</b>	<b>74</b>	<b>797</b>	<b>97</b>
Unsecured credit impaired	146	18	107	13
Less: Allowance for expected credit loss	(146)	(18)	(107)	(13)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>618</b>	<b>74</b>	<b>797</b>	<b>97</b>

Notes:

- 12.1 Trade receivables include dues from private companies in which any director is a director or a member ₹ 2 crore (Previous year: ₹ 6 crore). [Also refer Note 42 for information about credit risk and market risk of trade receivables].
- 12.2 The Group sold with recourse trade receivables to a bank for cash proceeds. These trade receivables have not been derecognised from the balance sheet, because the Group retains substantially all of the risks and rewards – primarily credit risk. The amount received on transfer has been recognised as a secured bank borrowings (Refer Note 20). The arrangement with the bank is such that the customers remit cash directly to the Group and the Group transfers the collected amounts to the bank.

## 12.3 Trade Receivables ageing schedule

Particulars	As at March 31, 2024						Total ₹ in crore
	Not Due ₹ in crore	Less than 6 months ₹ in crore	6 Months- 1 year ₹ in crore	1-2 years ₹ in crore	2-3 years ₹ in crore	More than 3 years ₹ in crore	
(i) Undisputed Trade receivables- considered good	364	179	31	18	13	25	630
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	32	114	146
	364	179	31	18	45	139	776
Less: Allowance for expected credit loss	(1)	(1)	(1)	(6)	(35)	(114)	(158)
<b>Total</b>	<b>363</b>	<b>178</b>	<b>30</b>	<b>12</b>	<b>10</b>	<b>25</b>	<b>618</b>

Particulars	As at March 31, 2023						Total ₹ in crore
	Not Due ₹ in crore	Less than 6 months ₹ in crore	6 Months- 1 year ₹ in crore	1-2 years ₹ in crore	2-3 years ₹ in crore	More than 3 years ₹ in crore	
(i) Undisputed Trade receivables – considered good	327	360	36	20	21	39	803
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	26	-	81	107
	327	360	36	46	21	120	910
Less: Allowance for expected credit loss *Not due during the year ₹ 0.23 crore	(0)	(1)	(3)	(26)	(2)	(81)	(113)
<b>Total</b>	<b>327</b>	<b>359</b>	<b>33</b>	<b>20</b>	<b>19</b>	<b>39</b>	<b>797</b>

### 13.1 CURRENT FINANCIAL ASSETS-CASH AND CASH EQUIVALENTS

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
<b>Bank balances</b>				
In current accounts	505	61	90	11
	505	61	90	11

### 13.2 CURRENT FINANCIAL ASSETS-OTHER BANK BALANCES

In current accounts (balances subject to restrictions under Qualified Institutional Placement and NCDs)*	1	–	0	–
* Previous year - ₹ 0.01 crore				
Deposits with original maturity of less than 3 months (under lien)	4	–	1	–
Deposits with original maturity of more than 3 months but less than 12 months (under lien)	6	1	18	2
Deposits with original maturity equal to 12 months (under lien)	10	1	8	1
Deposits with original maturity of more than 12 months (under lien)	0	–	4	–
* Current year - ₹ 0.46 crore				
Margin money (under lien)	3	–	3	–
Unpaid dividend accounts*	–	–	0	–
* ₹ Nil (Previous year - ₹ 0.50 crore)				
<b>Total</b>	<b>24</b>	<b>3</b>	<b>34</b>	<b>4</b>

### 14. CURRENT FINANCIAL ASSETS-OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Deposits and other receivables	18	2	26	3
<b>Total</b>	<b>18</b>	<b>2</b>	<b>26</b>	<b>3</b>

### 15. OTHER CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Advances to suppliers (Refer note 15.1 below)	47	6	68	8
Balances with / receivable from statutory / government authorities	156	19	172	21
Contract assets (Refer note 15.3 below)	–	–	–	–
Other advances (Refer note 15.2 below)	65	8	69	8
<b>Total</b>	<b>268</b>	<b>32</b>	<b>309</b>	<b>38</b>

**Note 15.1**

Advances to suppliers include dues from private companies in which any director is a director or a member ₹ 1 crore (Previous year: ₹ 3 crore).

**Note 15.2**

Other advances includes inventory of Saleable goods ₹ 2 crore (Previous year: ₹ 1 crore).

Further the above balances are net of provisions amounting ₹ 35 crore (Previous year- ₹ 25 crore).

**Note 15.3**

During the previous year, The Company has incurred ₹ 50 crore for contract assets. The Customer is yet to fulfill its contractual obligations and commitments. Though, the Company is pursuing various options and taking necessary actions related to this matter, given the uncertainty, Company had provided for this contract assets during the previous year and had disclosed it as 'Exceptional items'.

**16. EQUITY SHARE CAPITAL****(a) Authorised share capital**

Particulars	As at March 31, 2024		As at March 31, 2023	
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
250,000,000 (Previous Year - 250,000,000) Equity shares of ₹ 5/- each	125	15	125	15
	125	15	125	15

**(b) Issued, Subscribed and Paid up**

Particulars	As at March 31, 2024			As at March 31, 2023		
	No. of Shares	₹ in crore	USD in million	No. of Shares	₹ in crore	USD in million
			Supplementary information-convenience translation (See Note 2(C))			Supplementary information-convenience translation (See Note 2(C))
<b>Equity :</b>						
Outstanding as at the beginning of the year	144,088,323	72	9	144,060,153	72	9
Add: Shares issued during the year pursuant to Qualified Institutional Placement	9,285,163	5	1	–	–	–
Add: Shares issued during the year pursuant to ESOS* * ₹ 0.01 crore (Previous year- ₹ 0.01 crore)	27,450	0	–	28,170	0	–
<b>Outstanding as at the end of the year</b>	<b>153,400,936</b>	<b>77</b>	<b>9</b>	<b>144,088,323</b>	<b>72</b>	<b>9</b>

- a) During the year, in accordance with provisions of the Companies Act, 2013 and other related laws, the Company has allotted 9,285,163 Equity Shares of face value of ₹ 5 per Equity Share at price of ₹ 517 per Equity Share, aggregating to ₹ 480 crores through Qualified Institutional Placement (QIP).

Details of the utilization of proceeds from QIP :

Purpose of Utilization	Current year ₹ in crore
Loan repayment	10
Payment of QIP related expenses	13
	23
Amount parked in bank account as on the balance sheet date	457
QIP related expenses to be paid	4
Net Balance	453

- b) The Company has only one class of equity shares having a par value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share held and is entitled to dividend, if declared at the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c) Shares reserved for issue under options:**

220,455 (Previous year - 293,455) equity shares of face value ₹ 5 each have been reserved for issue under Wockhardt Stock Option Scheme -2011.

**d) Details of equity shares held by each shareholders holding more than 5% of total equity shares:**

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.*	65,244,744	42.53%	69,544,744	48.27%

\* includes 40,824,800 Equity Shares (Previous year - 55,943,000) pledged

**e) Details of equity shares held by Promoters:**

Name of the Promoter	As at March 31, 2024		As at March 31, 2023		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Habil F Khorakiwala	597,286	0.39%	597,286	0.41%	–
Themisto Trustee Company Private Limited on behalf of Humuza Consultants	65,244,744	42.53%	69,544,744	48.27%	-6.18%
Themisto Trustee Company Private Limited on behalf of Habil Khorakiwala Trust	130,000	0.08%	130,000	0.09%	–
Murtaza Habil Khorakiwala	294,060	0.19%	294,060	0.20%	–
Huzaifa Habil Khorakiwala	280,800	0.18%	280,800	0.19%	–
Nafisa Habil Khorakiwala	5,565	0.004%	5,565	0.004%	–
Miqdad H Khorakiwala	2,340	0.002%	2,340	0.002%	–
Callirhoe Trustee Company Private Limited on behalf of Lysithea Discretionary Trust	936,751	0.61%	936,751	0.65%	–
Callirhoe Trustee Company Private Limited on behalf of Lysithea Consultants	2,660,000	1.73%	4,160,000	2.89%	-36.06%
Pasithee Trustee Company Private Limited on behalf of HNZ Discretionary Trust	650,000	0.42%	650,000	0.45%	–
Pasithee Trustee Company Private Limited on behalf of HNZ Consultants	4,420,000	2.88%	4,420,000	3.07%	–
Ananke Trustee Company Private Limited on behalf of Amalthea Discretionary Trust	274,530	0.18%	274,530	0.19%	–
Ananke Trustee Company Private Limited on behalf of Amalthea Consultants	3,660,000	2.39%	4,160,000	2.89%	-12.02%
	<b>79,156,076</b>	<b>51.60%</b>	<b>85,456,076</b>	<b>59.31%</b>	

Name of the Promoters	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Habil Khorakiwala	597,286	0.41%	597,286	0.41%	–
Themisto Trustee Company Private Limited on behalf of Humuza Consultants	69,544,744	48.27%	77,344,744	53.69%	-10.08%
Themisto Trustee Company Private Limited on behalf of Habil Khorakiwala Trust	130,000	0.09%	2,990,000	2.08%	-95.65%
Murtaza Habil Khorakiwala	294,060	0.20%	294,060	0.20%	–
Huzaifa Habil Khorakiwala	280,800	0.19%	280,800	0.19%	–
Nafisa Habil Khorakiwala	5,565	0.004%	3,432	0.002%	62.15%
Miqdad H Khorakiwala	2,340	0.002%	2,340	0.002%	–
Callirhoe Trustee Company Private Limited on behalf of Lysithea Discretionary Trust	936,751	0.65%	936,751	0.65%	–
Callirhoe Trustee Company Private Limited on behalf of Lysithea Consultants	4,160,000	2.89%	4,160,000	2.89%	–
Pasithee Trustee Company Private Limited on behalf of HNZ Discretionary Trust	650,000	0.45%	650,000	0.45%	–
Pasithee Trustee Company Private Limited on behalf of HNZ Consultants	4,420,000	3.07%	4,420,000	3.07%	–
Ananke Trustee Company Private Limited on behalf of Amalthea Discretionary Trust	274,530	0.19%	874,530	0.61%	-68.61%
Ananke Trustee Company Private Limited on behalf of Amalthea Consultants	4,160,000	2.89%	4,160,000	2.89%	–
	<b>85,456,076</b>	<b>59.31%</b>	<b>96,713,943</b>	<b>67.13%</b>	

**17. NON-CURRENT FINANCIAL LIABILITY-BORROWINGS**

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
<b>Secured</b>				
<b>Term loans</b>				
from banks / financial institutions (Refer Note 17.1 to 17.3 below)	–	–	222	27
Non-Convertible Debentures (Refer note 17.4 below)	–	–	–	–
Others term loans (Refer note 17.6 and 17.7 below)	–	–	–	–
	–	–	222	27
<b>Unsecured</b>				
Loans from Department of Science and Technology, Government of India ['GOI'] (Refer note 17.5 below)	2	–	2	–
Loan from related parties (Refer note 17.9 below)	889	107	–	–
<b>Total</b>	<b>891</b>	<b>107</b>	<b>224</b>	<b>27</b>

**Note 17.1**

During the year, the Company has repaid its term loan taken Bank of Baroda ('BOB') in entirety. The Company is in the process of releasing the charge created on the current assets and fixed assets (present and future, located at all locations other than plants at Kadaiya, Daman) based on the "No Dues certificate" received.

**Note 17.2**

During the previous year, the Company has repaid its entire loan from IDBI Bank and Bank of Maharashtra ('BOM') and charge created on the assets have been released.

**Note 17.3**

Term Loan availed by Pinewood Laboratories Limited of Euro 24.75 million (Previous year: Euro 29.25 million) amounting to ₹ 223 crore (Previous year: ₹ 262 crore) is secured by:

- First Ranking fixed and floating charge over all the present and future assets and undertakings of Pinewood Laboratories Limited.
- First Ranking charge over ordinary shares of Pinewood Laboratories Limited and other investments held by Wockpharma Ireland Limited.

The repayment schedule is as follows:

- 1st Tranche of Euro 15.50 million (Previous year: Euro 20.00 million) is repayable in quarterly instalments of EUR 1.125 Mn from June 30, 2023 and the balance of the loan on December 2024. The 1st tranche carries an interest of 3 months EURIBOR + Cash Margin 7% p.a. (3 months EURIBOR floor of 0.50%).
- 2nd Tranche of Euro 9.25 million (Previous year: Euro 9.25 million) is repayable at maturity date on December 2024. The 2nd tranche carries an interest of 3 months EURIBOR + Cash Margin 13% p.a. (3 months EURIBOR floor of 0.50%).

**Note 17.4**

25,000 (Previous year - 25,000), 13.75% (Previous year- 13.75%) Secured Non-Convertible Debentures of ₹ 38, 600 (Previous year- ₹ 90,000) each aggregating ₹ 97 crore (Previous year- ₹ 225 crore) are repayable at par as per below repayment schedule:

Redemption on	₹ crore
October, 2024	12
June, 2024	17
May, 2024	42
April, 2024	26

**Put/Call option:**

Put/Call option for 5,000 debentures (allotted in October 2021) had vested in June 15, 2023, and each date falling at the expiry of 6 months thereafter. For the balance 20,000 debentures (allotted in April/May 2021), the Put/Call option had vested in December 15, 2022, and each date falling at the expiry of 6 months thereafter.

Further, the above Non- Convertible Debentures are secured against pledge of 78,75,000 (Previous year- 198,75,000) equity shares of Company held by Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.

Also these debentures are also secured by way of

- a) first ranking charge/hypothecation of movable assets (all present and future rights) and paripassu with the existing lenders/charge holders of movable assets
- b) first ranking and exclusive charge/hypothecation of escrow accounts and Cash top -Up account, and monies lying therein including DSRA (all present and future rights)

**Note 17.5**

Loans from GOI carry interest rate of 3% p.a. Loan amounting to ₹ 2 crore (Previous year- ₹ 2 crore) is repayable in equal annual instalments by March 2029.

**Note 17.6**

Loan others consisting of loan from Arka Fincap Limited has been repaid and the charges/hypothecation created on the moveable assets, and fixed deposit - ISRA accounts , Cash top -Up account, and monies lying therein have been released.

Also the pledge created on the equity shares of Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants have been released.

**Note 17.7**

Loan from STCI Finance Limited (Interest rate 13%) is secured by way of first paripassu charge on movable and immovable fixed assets of the Company and, pledge of shares of Company held by Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.

The above loan shall be repaid at the end of 36 months with a call/put option every 12 months

**Note 17.8**

Current maturities of the above borrowings have been disclosed under Note 20.

**Note 17.9**

Borrowings from related parties amounting ₹ 889 crore had a repayment date of May 25, 2025. Subsequent to the year end, these loans have been further extended to May 25, 2027 with an option to the Company to further renew the loan basis Company's assessment of the cash flows and liquidity position on that date Loans from related parties carry interest rate in the range of 6.05 % p.a to 17.60 % p.a.

**18. NON-CURRENT LIABILITY-OTHERS**

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Deferred revenue	72	9	78	9
<b>Total</b>	<b>72</b>	<b>9</b>	<b>78</b>	<b>9</b>



**19. PROVISIONS (NON-CURRENT)**

Particulars	As at	As at	As at	As at
	March 31, 2024 ₹ in crore	March 31, 2024 USD in million	March 31, 2023 ₹ in crore	March 31, 2023 USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
<b>Provision for employee benefits (Refer note 36)</b>				
Leave encashment (unfunded)	9	1	9	1
Gratuity (unfunded)	19	2	17	2
<b>Total</b>	<b>28</b>	<b>3</b>	<b>26</b>	<b>3</b>

**20. CURRENT FINANCIAL LIABILITIES - BORROWINGS**

Particulars	As at	As at	As at	As at
	March 31, 2024 ₹ in crore	March 31, 2024 USD in million	March 31, 2023 ₹ in crore	March 31, 2023 USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
<b>(a) Secured</b>				
Working capital facilities from banks (Refer Note 20.1 below)	491	59	492	60
Buyer's credit (Refer Note 20.2 below)	–	–	16	2
Purchase financing (Refer Note 20.3 below)	19	2	19	2
Trade Receivables financing (Refer Note 20.4 below)	83	10	15	2
<b>(b) Unsecured</b>				
Loan from related parties (Refer Note 39)	218	26	788	96
Other loans (Refer Note 20.6 below)	21	3	–	–
<b>(c) Current maturities of long-term debt (Refer note 17)</b>	<b>389</b>	<b>47</b>	<b>333</b>	<b>41</b>
<b>Total</b>	<b>1,221</b>	<b>146</b>	<b>1,663</b>	<b>202</b>

**Note 20.1**

Working capital facilities from Banks are secured by way of :

- First charge on pari passu basis on present and future stock of raw materials, consumables, spares, semi-finished goods, finished goods, book debts and other current assets.
- Second charge on pari passu basis on immovable properties and movable fixed assets, both present and future, located at all locations (other than plants at Kadaiya in Daman).

**Note 20.2**

Supplier's Credit are secured by way of first pari passu charge on the entire current assets and second pari passu charge on all fixed assets located at all locations other than Units at Kadaiya in Daman.

**Note 20.3**

Purchase financing from financial institution is secured against unconditional and irrevocable Bank Guarantees that stands as guarantee under this facility.

**Note 20.4**

Trade receivable financing is secured against the book debts of Wockhardt UK Limited, present and future.

**Note 20.5**

Refer note 12 to 14 for carrying amount of current financial assets on which charge has been created.

**Note 20.6**

During the year, US subsidiary has availed an unsecured loan of USD 2.55 mn amounting to ₹ 21 crores.

## 21. CURRENT FINANCIAL LIABILITY-TRADE PAYABLES

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
<b>Trade payables</b>	<b>766</b>	<b>92</b>	867	105
<b>Total</b>	<b>766</b>	<b>92</b>	867	105

The carrying amount of trade payables as at reporting date approximates fair value

During the year, the Company has written back interest amounting to ₹ 19 crore with respect to delayed payments to MSME vendors, basis the ageing of the dues, confirmation received from the vendors, considering the relevant regulatory provision, and basis the opinion obtained from external lawyer.

### Note:

Trade Payables ageing schedule

Particulars	As at March 31, 2024					Total
	Not Due**	Less than 1 Year	1- 2 Years	2- 3 Years	More than 3 Years	
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Undisputed outstanding dues of creditors*	301	392	26	22	25	766
<b>Total</b>	<b>301</b>	<b>392</b>	<b>26</b>	<b>22</b>	<b>25</b>	<b>766</b>

\* Above includes dues of MSMED companies having place of business in India for ₹ 28 crore

\*\* Trade payables includes accrued expenses.

Particulars	As at March 31, 2023					Total
	Not due**	Less than 1 Year	1- 2 Years	2- 3 Years	More than 3 Years	
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Undisputed outstanding dues of creditors*	160	557	51	71	28	867
<b>Total</b>	<b>160</b>	<b>557</b>	<b>51</b>	<b>71</b>	<b>28</b>	<b>867</b>

\* Above includes dues of MSMED companies having place of business in India for ₹ 33 crore

\*\* Trade payables includes accrued expenses.

## 22. CURRENT FINANCIAL LIABILITY-OTHERS

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Unpaid dividends*	-	-	0	-
* ₹ Nil (Previous year- ₹ 0.50 crore)				
Other payables				
Security deposits	13	2	13	2
Employee liabilities	41	5	52	6
Payable for capital goods	78	9	81	10
Payable for claims [Refer note 38 (ii)]	49	6	175	21
Others liabilities	337	40	321	39
<b>Total</b>	<b>518</b>	<b>62</b>	642	78

**23. OTHER CURRENT LIABILITIES**

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Payable for statutory dues	59	7	53	6
Advance received from customers against supplies	97	12	66	8
Deferred revenue	7	1	7	1
<b>Total</b>	<b>163</b>	<b>20</b>	<b>126</b>	<b>15</b>

**24. PROVISIONS (CURRENT)**

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
<b>Provision for employee benefits (Refer note 36)</b>				
Leave Encashment (unfunded)	4	–	5	1
Gratuity (unfunded)/ Pension and other benefits	7	1	8	1
	11	1	13	2
<b>Other provisions</b>				
Provision for sales return (Refer note 24.1 below)	23	3	21	3
Provision for medicaid rebates (Refer note 24.2 below)	5	1	10	1
<b>Total</b>	<b>39</b>	<b>5</b>	<b>44</b>	<b>5</b>
<b>Note 24.1</b>				
<b>Movement of provision for sales return</b>				
Opening Balance	21	3	17	2
Recognised during the year	18	2	26	3
Utilised during the year	(9)	(1)	(23)	(3)
Reversed during the year	(7)	(1)	–	–
Foreign currency translation	–	–	1	–
<b>Closing Balance</b>	<b>23</b>	<b>3</b>	<b>21</b>	<b>3</b>

Provision has been recognised for expected sales return on date expiry of products sold during 2-3 years.

<b>Note 24.2</b>				
<b>Movement of provision for Medicaid rebates</b>				
Opening Balance	10	1	7	1
Recognised during the year	23	3	28	3
Utilised during the year	(28)	(3)	(25)	(3)
Foreign currency translation	–	–	–	–
<b>Closing Balance</b>	<b>5</b>	<b>1</b>	<b>10</b>	<b>1</b>

Provision for Medicaid Rebate made based on the past trend of expected settlements of these claims in the future.

## 25. REVENUE FROM OPERATIONS (REFER NOTE 32)

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Sale of products	2,699	324	2,561	312
Sale of services*	0	–	11	1
* Current year- ₹ 0.04 crore				
Sale of intellectual property	90	11	74	9
Other operating income - export incentives/ cost recovery	9	1	5	1
<b>Total</b>	<b>2,798</b>	<b>336</b>	<b>2,651</b>	<b>322</b>

## 26. OTHER INCOME

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Interest income	6	1	4	–
Dividend received*	0	–	0	–
* ₹ 0.0014 crore (Previous year- ₹ 0.0014 crore)				
Exchange fluctuation gain, net	2	–	80	10
Other non-operating income (Refer note below)	75	9	38	5
<b>Total</b>	<b>83</b>	<b>10</b>	<b>122</b>	<b>15</b>

### Note:

Other non-operating income includes:

- Liabilities no longer required written back of ₹ 43 crore (Previous year : ₹ 3 crore). Also refer note 21.
- Profit on sale of properties ₹ Nil (Previous year- ₹ 29 crore)
- Government incentive for employee retention credit ₹ 23 crore

## 27. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
<b>Opening Inventories</b>				
Finished goods	155	19	249	30
Stock in trade	105	13	100	12
Work-in-progress	54	6	49	6
Add: Inventory for Saleable Returns	1	–	1	–
<b>Total</b>	<b>315</b>	<b>38</b>	<b>399</b>	<b>49</b>
<b>Closing Inventories</b>				
Finished goods	167	20	155	19
Stock in trade	111	13	105	13
Work-in-progress	49	6	54	7
Add: Inventory for Saleable Returns	2	–	1	–
<b>Total</b>	<b>329</b>	<b>39</b>	<b>315</b>	<b>38</b>
<b>(Increase)/ Decrease in Inventories</b>	<b>(14)</b>	<b>(2)</b>	<b>84</b>	<b>10</b>

**28. EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Salaries and wages (Refer note 36)	559	67	550	67
Contribution to provident and other funds (Refer note 36)	43	5	60	7
Share based payments to employees (Refer note 37)	1	–	1	–
Staff welfare expenses	26	3	26	3
<b>Total</b>	<b>629</b>	<b>75</b>	<b>637</b>	<b>77</b>

**29. FINANCE COSTS**

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
<b>Interest expense</b>				
Interest expense on financial liabilities measured at amortised cost	244	29	235	29
On lease liabilities	23	3	28	3
Others	24	3	29	4
Other borrowing costs	14	2	10	1
Net loss on foreign currency transactions and translation*	0	–	0	–
*₹ 0.14 crore (Previous year - ₹ 0.40 crore)				
<b>Total</b>	<b>305</b>	<b>37</b>	<b>302</b>	<b>37</b>

**30. OTHER EXPENSES**

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Traveling and conveyance	31	4	35	4
Freight and forwarding charges	64	8	61	7
Sales promotion and other selling cost	31	4	45	5
Commission on sales	30	4	28	3
Power and fuel	107	13	103	13
Stores and spare parts consumed	54	6	48	6
Chemicals	21	3	17	2
Rent and amenity charges (Refer note 34)	36	4	34	4
Rates and taxes	15	2	12	1
Repairs to buildings	5	1	4	–

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Repairs to Plant and machinery	21	3	19	2
Repairs and Maintenance - others	41	5	38	5
Insurance	28	3	30	4
Legal and professional fees	77	9	80	10
Directors' sitting fees (Refer note 39)	1	–	1	–
Provision for doubtful advances	14	2	–	–
Allowance for expected credit loss, doubtful advances and bad debts provision	40	5	22	3
Miscellaneous expenses	218	26	224	27
<b>Total</b>	<b>834</b>	<b>100</b>	<b>801</b>	<b>97</b>

### 31. EARNINGS PER SHARE

The calculations of Earnings per share (EPS) (basic and diluted) are based on the earnings and number of shares as computed below:

#### Reconciliation of earnings

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Loss attributable to equity holders of the Company	(463)	(56)	(559)	(68)

#### Reconciliation of number of equity shares

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2023
Weighted average number of shares in calculating Basic EPS	144,252,058		144,064,321	
Add: Weighted average number of shares under ESOS	222,461		241,372	
<b>Earnings per share (face value ₹ 5/- each)</b>				
Earnings per share - Basic in ₹/ USD	(32.05)	(0.38)	(38.79)	(0.47)
Earnings per share - Diluted in ₹/ USD	(32.05)	(0.38)	(38.79)	(0.47)

### 32. REVENUE :

a) As per Ind AS 115: "Revenue from Contracts with Customers", the Group has classified its Revenue as:

- Sale of products and services: Revenue is recognised when a contractual promise to a customer (performance obligation) has been fulfilled by transferring control over the promised goods and/or services to the customer. This transfer of control is generally at a point of time of shipment to or receipt of products by the customer or when the services are performed. The amount of Revenue to be recognised is based on the consideration the Group expects to receive in exchange for its goods/services. If the contract contains more than one obligation, the consideration is allocated based on the standalone selling price of each performance obligation.

Rebates, discounts, commissions, chargeback and bonuses (including cash discounts offered to customers for prompt payment) are provisioned and recorded as deduction from revenue at the time the related revenue is recorded. These rebates are calculated based on the historical experience and the specific terms in individual agreements. Sales returns are recognised and recorded as deductions based on historical experience of customer returns and such other relevant factors.

- Sale of intellectual property, Assignment of New Chemical Entity and Outlicensing fees: Revenue is recognised when a contractual promise to a customer (performance obligation) has been fulfilled by transferring control to the customer taking into consideration the specific terms of the agreement and when the risk of reversal of revenue recognition is remote.



There is no significant financing component as the credit period provided by the Group is not significant.

Variable components such as discounts, chargeback, sales returns etc. continues to be recognised as deductions from revenue in compliance with Ind AS 115.

b) Disaggregation of Revenue from operations:

Particulars ( for details refer note 25)	For the year ended	For the year ended	For the year ended	For the year ended
	March 31, 2024 ₹ in crore	March 31, 2024 USD in million	March 31, 2023 ₹ in crore	March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Total revenue from Customers	2,789	335	2,646	321
Other Operating income	9	1	5	1
<b>Total</b>	<b>2,798</b>	<b>336</b>	<b>2,651</b>	<b>322</b>

Reconciliation of revenue from operations as per contract price and as recognised in statement of profit and loss:

Particulars	For the year ended	For the year ended	For the year ended	For the year ended
	March 31, 2024 ₹ in crore	March 31, 2024 USD in million	March 31, 2023 ₹ in crore	March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Total Gross revenue, net of estimated returns and medicate rebate	3,596	431	4,268	519
Less: Discounts, rebates, chargeback and other adjustments	(807)	(97)	(1,622)	(197)
<b>Revenue from contract with customers</b>	<b>2,789</b>	<b>335</b>	<b>2,646</b>	<b>322</b>
Other Operating income	9	1	5	1
<b>Total</b>	<b>2,798</b>	<b>336</b>	<b>2,651</b>	<b>322</b>

c) Movement in contract liabilities:

The contract liabilities consists advance received from customers for goods/services to be supplied and deferred revenue. Revenue shall be recognised on transfer of control of goods /services rendered.

**Movement in advance received from customer against supplies**

Particulars	As at	As at	As at	As at
	March 31, 2024 ₹ in crore	March 31, 2024 USD in million	March 31, 2023 ₹ in crore	March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Opening balances	66	8	51	6
Add: Advances received during the year	296	36	389	47
Less: Income booked during the year	(265)	(32)	(372)	(45)
Foreign currency translation	-	-	(2)	-
<b>Closing balance</b>	<b>97</b>	<b>12</b>	<b>66</b>	<b>8</b>
Expected revenue recognition from remaining performance obligations:				
- with in one year	97	12	66	8
- more than one year	-	-	-	-

### Movement in deferred revenue

Particulars	As at	As at	As at	As at
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
Opening balances	85	10	–	–
Add: cash received during the year	–	–	86	10
Less: revenue recognised during the year	(7)	(1)	(3)	–
Foreign currency translation	1		2	–
<b>Closing balance</b>	<b>79</b>	<b>9</b>	<b>85</b>	<b>10</b>
Expected revenue recognition from remaining performance obligations:				
-with in one year	7	1	7	1
-more than one year	72	9	78	9

### 33. SEGMENT REPORTING

The Group is primarily engaged in pharmaceutical business which is considered as the only reportable business segment.

The Chief operating decision makers monitor the operating results of its pharmaceutical business as a whole for the purpose of making decisions about resource allocation and performance assessment.

#### Information about reportable segments:

Particulars	For the year ended	For the year ended	For the year ended	For the year ended
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
External revenue in the above reportable business segment	2,798	336	2,651	322

#### Information about geographical areas:

##### a) Revenue from external customers:

Particulars	For the year ended	For the year ended	For the year ended	For the year ended
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	₹ in crore	USD in million	₹ in crore	USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
India	603	72	609	74
USA	147	18	303	37
Europe	1,416	170	1,184	143
Rest of the world	632	76	555	68
<b>Total</b>	<b>2,798</b>	<b>336</b>	<b>2,651</b>	<b>322</b>

Revenue in different geographical areas is based on ultimate utilisation of product

**b) Non current assets excluding assets classified as held for sale (other than financial instruments, deferred tax assets and non-current tax assets)**

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
India	2,079	253	2,233	272
USA	98	12	99	12
Europe	2,219	270	2,053	250
Rest of the world	308	37	303	37
<b>Total</b>	<b>4,704</b>	<b>572</b>	<b>4,688</b>	<b>571</b>

**c) Information about major customer:**

There are no major customers contributing to more than 10% of the total revenue.

**34. LEASES**

Lease liability as on the balance sheet date is as follows:

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Non-current portion	170	226
Current	74	71
<b>Total</b>	<b>244</b>	<b>297</b>

The weighted average incremental borrowing rate used for discounting is in the range of 3.37% to 9.65 %

Refer Note 29 for interest on lease liabilities

Also refer Note 4 for details of Right-of-Use Assets and Depreciation there on.

The summary of practical expedients elected on initial application are as follows

The Group has availed the exemption of not recognising right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

The Group's lease asset classes primarily consist of leases for land and buildings .The leases for land/buildings are generally for a period ranging 10 years to 99 years. These leases can be extended for further 10 years to 99 years by mutual consent. Office premises are generally for a period not exceeding five years and are in most cases renewable by mutual consent, on mutually agreeable terms. There are no restrictions imposed by lease arrangements or contingent rent payable. Certain portion of the land has been subleased .

In case of land that have been leased out for 95 years to 99 years, there are no material annual payments for the aforesaid leases.

Rental expenses on leases for a period of less than 12 months amounting to ₹ 0.64 crore (Previous year : ₹ 0.88 crore) and rent for low value assets amounting to ₹ 0.18 crore (Previous year : ₹ 0.14 crore) have been included under Note 30 - Other expenses under Rent and amenity charges.

Further, Refer Note 42 for maturity profile of lease liabilities.

**35. EXPENDITURE ON RESEARCH AND DEVELOPMENT**

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Capital*	149	18	132	16
Revenue	132	16	141	17
	<b>281</b>	<b>34</b>	<b>273</b>	<b>33</b>

\* Including intangible assets under development and excluding foreign currency translation reserve on intangible assets under development.

### 36. EMPLOYEE BENEFITS

#### Defined benefit plans -

Gratuity liability is provided in accordance with the provisions of the Payment of Gratuity Act, 1972 based on actuarial valuation. The plan provides a lump sum gratuity payment to eligible employee at retirement, termination of their employment or death of the Employee. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

The most recent actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(A) Particulars	As at	As at
	March 31, 2024	March 31, 2023
	Gratuity (Non-funded) ₹ in crore	Gratuity (Non-funded) ₹ in crore
<b>I. Expenses recognised in Profit or Loss:</b>		
1. Current Service Cost	2	2
2. Interest cost	2	2
<b>Total Expenses</b>	<b>4</b>	<b>4</b>
<b>II. Expenses recognised in Other Comprehensive income:</b>		
1. Actuarial changes arising from changes in demographic assumptions*	(1)	0
* Previous year ₹ 0.23 crore		
2. Actuarial changes arising from changes in financial assumptions	2	(3)
3. Actuarial changes arising from changes in experience adjustments*	0	(1)
* Current year ₹ 0.03 crore		
<b>Total Expenses</b>	<b>1</b>	<b>(4)</b>
<b>III. Net Asset /(Liability) recognised as at balance sheet date:</b>		
1. Present value of defined benefit obligation	26	25
Net Asset/(Liability)	(26)	(25)
<b>IV. Reconciliation of Net Asset / (Liability) recognised as at balance sheet date:</b>		
1. Net Asset/(Liability) at the beginning of year	(25)	(30)
2. Expense as per (I) & (II) above	(5)	–
3. Benefit paid	4	5
4. Net asset/(liability) at the end of the year	(26)	(25)
<b>V. Maturity profile of defined benefit obligation</b>		
1. Within the next 12 months (next annual reporting period)	7	8
2. Between 2 and 5 years	13	14
3. Between 6 and 10 years	9	8
4. Weighted average duration (years)	5	4
<b>VI. Quantitative sensitivity analysis for significant assumptions is as below:</b>		
1. Increase/(decrease) on present value of defined benefit obligation at the end of the year		
(i) 0.5 percent point increase in discount rate	(0.50)	(0.39)
(ii) 0.5 percent point decrease in discount rate	0.53	0.41
(iii) 0.5 percent point increase in rate of salary increase	0.52	0.41
(iv) 0.5 percent point decrease in rate of salary increase	(0.51)	(0.40)
(v) 10 percent point increase in attrition rate	0.19	0.30
(vi) 10 percent point decrease in attrition rate	(0.20)	(0.33)
2. Sensitivity analysis method		
Sensitivity analysis is determined based on the expected movement in liability by varying a single parameter while keeping all the other parameters unchanged.		

(A) Particulars	As at March 31, 2024	As at March 31, 2023
	Gratuity (Non-funded) ₹ in crore	Gratuity (Non-funded) ₹ in crore
<b>VII. Actuarial Assumptions:</b>		
1. Discount rate	7.15%	7.30%
2. Expected rate of salary increase	3% p.a	1% p.a
3. Attrition rate	40% at lower service reducing to 10% at higher service	40% at lower service reducing to 15% at higher service
4. Mortality	Age 20 years- 0.09%; Age 30 years- 0.10%; Age 40 years- 0.17% Age 50 years- 0.44% Age 60 years- 1.12%	Age 20 years- 0.09%; Age 30 years- 0.10%; Age 40 years- 0.17% Age 50 years- 0.44% Age 60 years- 1.12%
5. Weighted average duration as on the balance sheet date - 5.07 years ( Previous year - 4.3 years)		

- (a) Amount recognised as an expense in the Statement of Profit and Loss and included in Note 28 under Salaries and wages: Gratuity ₹ 4 Crore (Previous year - ₹ 4 crore) and Leave encashment ₹ 4 crore (Previous year - ₹ 3 crore)  
The above amount includes amount pertaining to Key Managerial personnel ₹ 1 crore (Previous year- ₹ 1 crore)
- (b) The plan above is typically exposed to actuarial risk such as Mortality risk, withdrawal rate risk and salary risk
- Mortality risk: The present value of the Defined benefit plan liability is calculated by reference to the best estimate of the mortality plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
  - Withdrawal rate risk: The plan faces the withdrawal rate risk. If the actual withdrawal rate is higher, the benefits would be paid earlier than expected.
  - Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.
- (c) Expected Employers contribution for the next year is Nil
- The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### (B) Defined contribution plan

The Company makes contributions towards provident fund and superannuation fund which are in the nature of defined contribution post employment benefit plans. Under the plan, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Amount recognised as an expense in the Statement of Profit and Loss - included in Note 28 - Contribution to provident and other funds:

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Provident fund	10	12
Others (Employee State insurance and other funds)*	2	2
<b>Total</b>	<b>12</b>	<b>14</b>
*The above amount includes amount pertaining to Key Managerial personnel	1	1

#### (II) Defined contribution plans (In respect of CP Pharmaceuticals Limited, Wockhardt UK Limited and Pinewood Laboratories Limited)

During the year, the Group operated a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to ₹ 13 crore (Previous year : ₹ 11 crore). The outstanding pensions creditor is ₹ 2 crore (Previous year : ₹ 2 crore).

### Defined benefit plans of CP Pharmaceuticals Limited:

The company operates a funded defined pension scheme. The assets of the scheme are held separately from those of the company.

The scheme closed to new entrants at the end of February 2004 and all pension accruals ceased on that date. The current service costs will increase as members approach retirement.

The trustees of the pension schemes are required by law to act in the interest of the fund and of all relevant stakeholders in the scheme and are responsible for the investment policy with regard to the assets of the schemes and all other governance matters. The board of trustees must be composed 50% representatives of the Company and plan participants in accordance with the plan's regulations.

Through its defined benefit plans, the company is exposed to equity price risks, changes in bond yields, inflation risks and risks arising due to changes in life expectancy.

### The Balance Sheet net defined benefit liability is determined as follows:

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Present value of defined benefit obligations	(333)	(326)
Fair value of plan assets	421	507
	88	181
Less: Restriction to the amount that can be recognised	(88)	(181)
	–	–

### Changes in the present value of the defined benefit obligations are as follows:

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Defined benefit obligation, beginning of the year	326	448
Interest expense	15	11
Benefits paid	(15)	(10)
Remeasurements: Actuarial (gains) and losses	(4)	(133)
Past service costs including curtailments	–	–
Foreign currency translation	11	10
<b>Defined benefit obligation, end of the year</b>	<b>333</b>	<b>326</b>

### Changes in the fair value of plan assets are as follows:

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Fair value of plan assets, beginning of the year	507	536
Interest income	24	14
Benefits paid	(15)	(10)
Contributions by employer	–	13
Remeasurements: Actuarial gains and losses	(112)	(58)
Foreign currency translation	17	12
<b>Fair value of plan assets, end of the year</b>	<b>421</b>	<b>507</b>

**The total costs for the year in relation to defined benefit plans are as follows:**

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Recognised in profit or loss:</b>		
Net interest/ (income) expense	(9)	(3)
	(9)	(3)
<b>Recognised in other comprehensive income:</b>		
Remeasurements actuarial gains and losses on fair value of plan asset	112	58
Remeasurements actuarial gains and losses on define benefit obligation	(5)	(133)
Remeasurements gains and losses- changes to the restriction on the amount that can be recognised.	(99)	91
<b>Remeasurement of the net defined benefit plan</b>	<b>8</b>	<b>16</b>

**The breakup of major categories of plan assets are as follows:**

Particulars	As at March 31, 2024 %	As at March 31, 2023 %
Equity instruments	–	–
Debt instruments	21.80	40.50
Annuity policy	78.20	13.40
Other assets	–	46.10

**The return on plan assets are as follows:**

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Interest income	24	14
Remeasurements: Actuarial gains and losses	(112)	(58)
<b>Return on assets of benefit plan</b>	<b>(88)</b>	<b>(44)</b>

**The principal actuarial assumptions as at Balance Sheet date were:**

Particulars	As at March 31, 2024 %	As at March 31, 2023 %
Discount rate	4.75	4.65
Expected rate of increase in salary	3.30	3.30
Inflation rate	2.64	2.60
Mortality rates		
Current pensioners at 65 - male	21.10	21.60
Current pensioners at 65 - female	23.60	24.10
Future pensioners at 45 - male	22.00	22.60
Future pensioners at 45 - female	24.80	25.20

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Quantitative sensitivity analysis for significant assumptions is as below:</b>		
(Increase)/decrease on net defined benefit obligation at the end of the year		
(i) One percent point increase in discount rate* Current year - ₹ 0.42 crore	0	37
(ii) One percent point decrease in discount rate	(1)	(47)
(iii) One percent point increase in inflation rate	74	(36)
(iv) One percent point decrease in inflation rate	(74)	30

**Sensitivity analysis method**

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different count.



### 37. SHARE BASED PAYMENTS TO EMPLOYEES

The ESOP Compensation Committee of the Board of Directors has, under Wockhardt Stock Option Scheme -2011 ('the Scheme' or 'ESOS') granted 60,000 options @ ₹ 397/- per option (Grant 1), another 60,000 options @ ₹ 365/- per option (Grant 2), 1,420,000 options @ ₹ 5/- per option (Grant 3), 350,000 options @ ₹ 5/- per option (Grant 4), 8,500 options @ ₹ 5/- per option (Grant 5), 200,000 options @ ₹ 5/- per option (Grant 6), 223,500 options @ ₹ 5/- per option (Grant 7) 76,000 options @ ₹ 5/- per option (Grant 8), 90,750 options @ ₹ 5/- per option (Grant 9) and 19,300 options @ ₹ 5/- per option (Grant 10) in accordance with the provisions of Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014, to the selected employees of the Company and its subsidiaries. The method of settlement is by issue of equity shares to the selected employees who have exercised the options. The scheme shall be administered by the compensation committee of Board of directors.

The options issued vests in periods ranging 1 year to 7 years 6 months from the date of grant, and can be exercised during such period not exceeding 7 years.

Employee stock option activity under Scheme 2011 is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Outstanding at beginning of the year	293,455	362,225
b) Granted during the year	-	19,300
c) Lapsed during the year (re-issuable) *	45,550	59,900
d) Exercised during the year (and shares allotted) *	27,450	28,170
e) Outstanding at the end of the year:	220,455	293,455
of which	147,805	193,855
Options vested and exercisable at the end of the year		
* weighted average exercise price ₹ 5 per share		
Range of weighted average share price on the date of exercise per share	₹ 168- ₹ 465	₹ 206- ₹ 224
Weighted average share price for the period	₹ 309	₹ 232
Range of weighted average fair value of options on the date of grant per share	₹ 264 - ₹ 967	₹ 264 - ₹ 967
No option have been forfeited during the year or in the previous year.		

Fair value of the options have been computed as per the Black Scholes Pricing Model

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
The key assumptions used to estimate the fair value of options are :		
Range of stock price at the time of option grant ( ₹ Per share)	₹ 269 - ₹ 971	₹ 269 - ₹ 971
Range of expected life	1 years - 8 years	1 years - 8 years
Range of risk free interest rate	5% -9 %	5% -9 %
Range of Volatility	44% - 88%	36% - 88%
Range of weighted average exercise price (₹ Per share)	₹ 5	₹ 5
Range of Weighted average remaining contractual life	2 year - 11 years	0.01 year - 12 years

The working of stock prices has been done by taking historical price movement of the closing prices which includes change in price due to dividend, hence dividend is not factored separately. Volatility is based on the movement of stock price on NSE based on the price data for last 12 months upto the grant date.

### 38. (i) Impairment of asset held for sale consists of further impairment of nutrition business assets (classified as 'asset held for Sale') amounting ₹ 79 crore, basis quote received from prospective buyers.

Also the Company is in the process of disposing certain land located at Aurangabad, Ankaleshwar and Mumbai amounting ₹ 46 crore, and has accordingly classified the same as 'Asset held for Sale'.

Efforts to sell the above assets classified as held for sale have commenced and a sale is expected to be concluded not beyond March 2025

### (ii) During the previous year ended March 31, 2023, subsequent to the settlement agreement with the State of Texas on February 8, 2022, the Group had agreed for an early payment schedule for the settlement of the liability. Pursuant to this revision, Group had recorded an additional cost of ₹ 11 crores due to unwinding of the discount (basis the original payment schedule) and has disclosed this as 'Exceptional items'.

During the current year, the Group has agreed revised payment terms with the State of Texas for the settlement claim, whereby the Group agreed to prepay the outstanding amount by December 24 basis an agreed repayment schedule. Further ₹ 138 crore (USD 16.67 million) has been paid by WUSA during the current year and ₹ 49 crore (USD 5.9 million) is outstanding as on March 31, 2024.

### (iii) During the previous year ended March 31, 2023, the Group had provided/ incurred loss of ₹233 crores, comprising ₹ 123 crores w.r.t property, plant and equipment sold/ held for sale, ₹ 17 crores for inventory, ₹ 80 crores for claims incurred/ expected claims from customers and ₹ 13 crores for other costs pursuant to the restructuring of business in USA and had disclosed these as 'Exceptional items'. During the current year ended March 31, 2024, Group has further incurred the loss on sale of such property, plant and equipment (classified as "asset held for sale") amounting ₹ 50 crore. This is included as separate line item "Loss on sale of property, plant and equipment" in the statement of profit and loss.

### (iv) The Company had accounted for a contract asset of ₹ 50 crores pursuant to a contract manufacturing agreement. The Customer is yet to fulfil its contractual obligations and commitments. Though, the Company is pursuing various options and taking necessary actions related to this matter, given the uncertainty, Company had provided for this contract asset and had disclosed it as 'Exceptional items' during previous year.

The Company had also purchased certain specific inventory amounting to ₹ 48 crore for this contract which has not been used. During the current period, the Company has made a provision of ₹ 14 crores for such inventory basis the current assessment and information available as on date. This expenditure is also reported as an 'Exceptional item'.

**39. RELATED PARTY DISCLOSURES**

As per Ind AS 24, the list of Related Parties and disclosure of transactions with these parties are given below:

**a) Parties where control/significant influence exists*****Other parties exercising control***

Humuza Consultants \*

\* Themisto Trustee Company Private Limited holds shares in the Company in its capacity as the trustee of Habil Khorakhiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.

Habil Khorakhiwala Trust \*\*

\*\* Themisto Trustee Company Private Limited holds shares in the Company in its capacity as the trustee of Habil Khorakhiwala Trust.

**b) Other related party where transactions have taken place during the year**

Palanpur Holdings and Investments Private Limited

Khorakhiwala Holdings and Investments Private Limited

Wockhardt Hospitals Limited

Merind Limited

Wockhardt Foundation

Carol Info Services Limited

Dr. Habil Khorakhiwala Education and Health Foundation ( Trust)-[Wockhardt Global School]

Corival Lifesciences Private Limited

Wockhardt Regenerative Private Limited

Denarius Estate Development Private Limited

Banneret Trading Private Limited

Dartmour Holding Private Limited

Amadou Estate Development Private Limited

Shravan Constructions Private Limited

Holmdene Constructions

Sharanya Chemicals and Pharmaceuticals Private Limited

Khorakhiwala Foundation

Themisto Trustee Company Private Limited

Amalthea Consultants#

# Ananke Trustee Company Private Limited holds shares in the Company in its capacity as the trustee of Amalthea Discretionary Trust (ADT) which in turn holds these shares in its capacity as the partner of the partnership firm Amalthea Consultants.

Genista Trading and Services Private Limited

Ananke Trustee Company Private Limited

Callirhoe Trustee Company Private Limited

HNZ Consultants

HNZ Discretionary trust

Amalthea Discretionary trust

Lysithea Consultants

Lysithea Discretionary trust

Adrastea Trading and Services LLP

HZ Trading and Services LLP

HNZ Trading and Services LLP

Pasithee Trustee Company Private Limited

Megaclite Trading Private Limited

Impala Advisory Services Private Limited

Sinope Advisory Services Private Limited

Step Forward Advisory Services Private Limited

Kendo Advisory Services Private Limited

Lysithea Trading and Services LLP

Helike Trading and Services LLP

Amalthea Trading and Services LLP

Dr. Habil Khorakhiwala Education and Health Foundation

**Key managerial personnel**

H.F.Khorakiwala- Chairman

Aman Mehta- Non-Executive Independent Director (upto March 31, 2024)

D S Brar- Non-Executive Independent Director (upto March 31, 2024)

Sanjaya Baru- Non-Executive Independent Director (upto March 31, 2024)

Tasneem Mehta- Non-Executive Independent Director

Vinesh Kumar Jairath- Non-Executive Independent Director

Akhilesh Gupta - Non-Executive Independent Director

Rima Marphatia (Nominee Director from Export-Import Bank of India) ceases to be a Director of the Company w.e.f. August 03, 2022

Huzaifa Khorakiwala - Executive Director

Murtaza Khorakiwala - Managing Director

Zahabiya Khorakiwala - Non-Executive Non- Independent Director

Amelia Fernandes-Non-Executive Independent Director (w.e.f July 18, 2023)

**d) Transactions with related parties during the year:**

(All the amounts mentioned below for the disclosure are the contractual amounts based on the arrangement with respective parties)

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
<b>Key managerial personnel</b>				
Remuneration [Chairman ₹ 4 crore (Previous year - ₹ 3 crore), Managing Director ₹ 2 crore (Previous year - ₹ 2 crore), Executive Director ₹ 2 crore (Previous year - ₹ 2 crore)]	8	1	7	1
Contribution to Provident fund [Chairman ₹ 0.42 crore (Previous year - ₹ 0.42 crore), Managing Director ₹ 0.36 crore (Previous year - ₹ 0.36 crore), Executive Director ₹ 0.36 crore (Previous year - ₹ 0.36 crore)]	1	–	1	–
Contribution towards gratuity and compensated absences [Chairman ₹ 0.43 crore (Previous year - ₹ 0.43 crore), Managing Director ₹ 0.33 crore (Previous year - ₹ 0.30 crore), Executive Director ₹ 0.33 crore (Previous year - ₹ 0.30 crore)]	1	–	1	–
Director sitting fee paid [D S Brar ₹ 0.16 crore (Previous year - ₹ 0.17 crore), Sanjaya Baru ₹ 0.14 crore (Previous year - ₹ 0.16 crore), Tasneem Mehta ₹ 0.16 crore (Previous year - ₹ 0.16 crore), Aman Mehta ₹ 0.14 crore (Previous year - ₹ 0.16 crore), Vinesh Kumar Jairath ₹ 0.17 crore (Previous year - ₹ 0.16 crore), Zahabiya Khorakiwala ₹ 0.03 crore (Previous year- ₹ 0.04 crore), Rima Marphatia Nil (Previous year - ₹ 0.03 crore), Akhilesh Gupta ₹ 0.11 crore (Previous year - ₹ 0.16 crore), Amelia Fernandes ₹ 0.10 crore (Previous year - Nil)]	1	–	1	–
Payments made by the Company on behalf of [Chairman ₹ 0.14 crore (Previous year - Nil), Managing Director ₹ 0.14 crore ( Previous year - Nil), Executive Director ₹ 0.14 crore (Previous year- Nil). This has been subsequently recovered	0	–	–	–
<b>Other parties exercising control</b>				
Interest accrued in previous year, paid during the year on loan from Humuza Consultants	–	–	26	3
Recovery of Support Service Cost [ Humuza Consultants Nil ( Previous year- ₹ 0.05 crore), Habil Khorakiwala Trust Nil ( Previous year- ₹ 0.05 crore)]	–	–	0	–
Lease rent income [ Humuza Consultants Nil (Previous year- ₹ 0.04 crore), Habil Khorakiwala Trust Nil ( Previous year- ₹ 0.04 crore)]	–	–	0	–
<b>Other related party where transactions have taken place during the year</b>				
Rent paid [Palanpur Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 97 crore (Previous year - ₹ 91 crore)]*	98	12	92	11
* rent paid has been disclosed as Right of use assets and Lease liabilities in accordance with Ind AS 116				
Donation given to [Wockhardt Foundation ₹ 0.10 crore (Previous year- Nil ), Dr. Habil Khorakiwala Education and Health Foundation Nil (Previous year- ₹ 0.16 crore)	0	–	0	–

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
	Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))	
Reimbursement of Expenses to Carol Info Services Limited	1	–	1	–
Accruals on account of re-imbusement of costs and use of property payable to Carol Info Services Limited	–	–	7	1
Rent and other miscellaneous income [Wockhardt Foundation ₹ 0.0024 crore (Previous year - ₹ 0.0003 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 0.0012 crore (Previous year - ₹ 0.002 crore), Dr. Habil Khorakiwala Education and Health Foundation (Company) Nil (Previous year - ₹ 0.04 crore), Wockhardt Regenerative Private Limited ₹0.0003 crore (Previous year - Nil), Wockhardt Hospitals Limited ₹0.0002 crore (Previous year - Nil)]	0	–	0	–
Research and Development services provided to Wockhardt Regenerative Private Limited	–	–	11	1
Salary paid to the teaching staff of Wockhardt Global School	3	–	3	–
Recovery of Utility Fees from Wockhardt Global School ₹ 0.47 crore in current year	0	–	1	–
The Company has given school premises on lease to Wockhardt Global School without rent				
Loan taken from [Khorakiwala Holdings and Investments Private Limited Nil (Previous year - ₹ 7 crore), Merind Limited ₹109 crore (Previous year - ₹ 17 crore), Amalthea Consultants Nil (Previous year - ₹ 7 crore), Ananke Trustee Company Private Limited ₹ 93 crore (Previous year - ₹ 142 crore), Callirhoe Trustee Company Private Limited Nil (Previous year - ₹ 155 crore), Palanpur Holdings and Investments Private Limited ₹ 200 crore (Previous year - Nil)]	402	48	328	40
Interest on loan taken [Khorakiwala Holdings and Investments Private Limited ₹ 18 crore (Previous year - ₹ 18 crore), Merind Limited ₹ 10 crore (Previous year - ₹ 6 crore), Amalthea Consultants Nil (Previous year - ₹ 0.22 crore), Themisto Trustee Company Private Limited Nil (Previous year - ₹ 0.001 crore), Ananke Trustee Company Private Limited ₹ 22 crore (Previous year - ₹ 5 crore), Callirhoe Trustee Company Private Limited ₹21 crore (Previous year - ₹ 19 crore), Palanpur Holdings and Investments Private Limited ₹ 6 crore (Previous year - Nil)]	77	9	48	6
Loan repaid [Khorakiwala Holdings and Investments Private Limited ₹ 8 crore (Previous year - ₹ 1 crore), Merind Limited ₹ 70 crore (Previous year - ₹ 8 crore), Amalthea Consultants ₹ Nil (Previous year - ₹ 7 crore), Themisto Trustee Company Private Limited - Nil (Previous year - ₹ 0.41 crore), Ananke Trustee Company Private Limited ₹ 14 crore (Previous year - Nil), Callirhoe Trustee Company Private Limited ₹ 18 crore (Previous year - ₹ 100 crore), Palanpur Holdings and Investments Private Limited ₹ 42 crore (Previous year - Nil)]	152	18	116	14
Payment of Accrued interest [Amalthea Consultants ₹ Nil (Previous year - ₹ 7 crore), Themisto Trustee Company Private Limited Nil (Previous year- ₹ 4 crore); Ananke Trustee Company Private Limited Nil (Previous year- ₹ 4 crore)]	–	–	15	2
Lease rent income [Khorakiwala Holdings and Investments Private Limited ₹0.13 crore (Previous year - ₹ 1 crore), Merind Limited Nil (Previous year - ₹ 1 crore), Amalthea Consultants Nil (Previous year - ₹ 0.04 crore), Themisto Trustee Company Private Limited Nil (Previous year - ₹0.04 crore), Ananke Trustee Company Private Limited Nil (Previous year - ₹ 0.04 crore), Callirhoe Trustee Company Private Limited Nil (Previous year - ₹ 0.04 crore), Denarius Estate Development Private Limited Nil (Previous year - ₹0.04 crore), Adrastea Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Lysithea Consultants Nil (Previous year - ₹ 0.04 crore), Lysithea Discretionary Trust Nil (Previous year - ₹ 0.04 crore), Banneret Trading Private Limited Nil (Previous year - ₹ 0.04 crore), HZ Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), HNZ Discretionary Trust Nil (Previous year - ₹ 0.04 crore), Dartmour Holdings Private Limited Nil (Previous year - ₹ 0.04 crore),	0	–	4	1

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
Amadou Estate Development Private Limited Nil (Previous year - ₹ 0.04 crore), Shravan Constructions Private Limited nil (Previous year - ₹ 0.04 crore), Sharanya Chemicals and Pharmaceuticals Private Limited Nil (Previous year - ₹ 0.04 crore), HNZ Trading Services LLP Nil (Previous year - ₹ 0.04 crore), HNZ Consultants Nil (Previous year - ₹ 0.04 crore), Khorakiwala Foundation Nil (Previous year - ₹ 0.04 crore), Pasithee Trustee Company Private Limited Nil (Previous year - ₹ 0.04 crore), Megaclite Trading Private Limited Nil (Previous year - ₹ 0.04 crore), Genista Trading and Services Private Limited Nil (Previous year - ₹ 0.04 crore), Impala Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore), Sinope Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore), Step Forward Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore), Kendo Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore),				
Lysithea Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Helike Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Amalthea Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Amalthea Discretionary Trust Nil (Previous year - ₹ 0.04 crore), Wockhardt Hospitals Limited Nil ( Previous year- ₹ 0.05 crore), Wockhardt Regenerative Private Limited Nil (Previous year- ₹ 0.02 crore), Palanpur Holdings and Investments Private Limited Nil (Previous year - ₹ 1 crore)]				
Recovery of Support Service Cost [Khorakiwala Holdings and Investments Private Limited ₹ 0.13 crore (Previous year - ₹1 crore), Merind Limited ₹ 0.13 crore (Previous year - ₹1 crore), Amalthea Consultants Nil (Previous year - ₹ 0.05 crore), Themisto Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Ananke Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Callirhoe Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Denarius Estate Deveopment Private Limited Nil (Previous year - ₹ 0.05 crore), Adrastea Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Lysithea Consultants Nil (Previous year - ₹ 0.05 crore), Lysithea Discretionary Trust Nil (Previous year - ₹ 0.05 crore), Banneret Trading Private Limited Nil (Previous year - ₹ 0.05 crore), HZ Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), HNZ Discretionary Trust Nil (Previous year - ₹ 0.05 crore), Dartmour Holdings Private Limited Nil (Previous year - ₹ 0.05 crore),	1	–	10	1
Amadou Estate Development Private Limited Nil (Previous year - ₹ 0.05 crore), Shravan Constructions Private Limited Nil (Previous year - ₹ 0.05 crore), Sharanya Chemicals and Pharmaceuticals Private Limited Nil (Previous year - ₹ 0.05 crore), HNZ Trading Services LLP ₹ Nil (Previous year - ₹ 0.05 crore), HNZ Consultants Nil (Previous year - ₹ 0.05 crore), Khorakiwala Foundation Nil (Previous year - ₹ 0.05 crore), Pasithee Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Megaclite Trading Private Limited Nil (Previous year - ₹ 0.05 crore), Genista Trading and Services Private Limited Nil (Previous year - ₹ 0.05 crore), Impala Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore), Sinope Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore), Step Forward Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore), Kendo Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore),				
Lysithea Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Helike Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Amalthea Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Amalthea Discretionary Trust Nil (Previous year - ₹ 0.05 crore), Carol Info Services Limited ₹ 0.40 crore (Previous year- ₹ 2.40 crore), Wockhardt Hospitals Limited Nil ( Previous year- ₹ 0.05 crore), Wockhardt Regenerative Private Limited Nil (Previous year- ₹ 3.31 crore) , Palanpur Holdings and Investments Private Limited ₹ 0.13 crore (Previous year - ₹ 1 crore)], Dr. Habil Khorakiwala Education and Health Foundation Nil ( Previous year- ₹ 0.05 crore)				
Expenses recovery from Holmdene Constructions (Current year- ₹ 0.01 crore; Previous year - ₹ 0.01 crore)	0	–	0	–

**d) Related party balances**

(All the amounts mentioned below for the disclosure are the contractual amounts based on the arrangement with respective parties. Where such amounts are different from carrying amounts as per Ind AS financial statements, their carrying values have been separately disclosed in brackets.)

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
	Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))	
<b>Enterprise over which Key Managerial Personnel exercise significant influence/Control</b>				
Trade receivables [Wockhardt Hospitals Limited ₹ 0.26 crore (Previous year - ₹ 0.26 crore), Wockhardt Foundation Nil (Previous year - ₹ 0.01 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) Nil (Previous year - ₹ 1 crore), Wockhardt Regenerative Private Limited ₹ 1 crore (Previous year- ₹ 1.88 crore)]	1	–	3	–
Trade Payables [Wockhardt Hospitals Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 0.36 crore (Previous year - ₹ 3 crore), Palanpur Holdings and Investments Private Limited ₹ 6 crore (Previous year - ₹ 5 crore), Merind Limited ₹ 0.01 crore (Previous year - ₹ 0.01 crore)]	7	1	9	1
Loan taken including interest [Merind Limited ₹ 157 crore (Previous year - ₹ 110 crore), Khorakiwala Holdings and Investments Private Limited ₹ 289 crore (Previous year- ₹ 281 crore), Ananke Trustee Company Private Limited ₹ 245 crore (Previous year - ₹ 146 crore), Callirhoe Trustee Company Private Limited ₹ 252 crore (Previous year - ₹ 252 crore), Palanpur Holdings and Investments Private Limited ₹ 164 crore (Previous year- Nil)]	1,107	133	789	96
Security deposit given to Carol Info Services Limited - Transaction value [Carrying amount ₹ 41 crore (Previous year - ₹ 41 crore)]	56	7	56	7
Security deposit given to Palanpur Holdings and Investments Private Limited	3	–	3	–
Other receivables [Khorakiwala Holdings and Investments Private Limited ₹ 2 crore (Previous year - ₹ 2 crore), Merind Limited ₹ 1 crore (Previous year - ₹ 2 crore), Amalthea Consultants ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Themisto Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Ananke Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Callirhoe Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Denarius Estate Deveopment Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Adrastea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Lysithea Consultants ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Lysithea Discretionary Trust ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Banneret Trading Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HZ Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HN2 Discretionary Trust ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Dartmour Holdings Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Carol Info Services Limited ₹ 0.49 crore ( Previous year - Nil)	10	1	13	2
Amadou Estate Development Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Shravan Constructions Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Sharanya Chemicals and Pharmaceuticals Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HN2 Trading Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HN2 Consultants ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Khorakiwala Foundation ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Pasithee Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Megaclite Trading Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Genista Trading and Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Impala Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Sinope Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Step Forward Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Kendo Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore),				
Lysithea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Helike Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Amalthea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Amalthea Discretionary Trust ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Wockhardt Hospitals Limited ₹ 0.10 crore ( Previous year- ₹ 0.10 crore), Wockhardt Regenerative Private Limited Nil (Previous year- ₹ 4 crore), Holmdene Constructions ₹ 0.15 crore (Previous year- ₹ 0.14 crore), Palanpur Holdings and Investment Private Limited ₹ 1 crore (Previous year- ₹ 2 crore), Dr. Habil Khorakiwala Education and Health Foundation ₹ 0.10 crore (Previous year- ₹ 0.10 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 2 crore (Previous year- Nil)]				

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2024 USD in million	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Payable to Carol Info Services Limited	–	–	7	1
<b>Other parties exercising control</b>				
Other Receivables [Humuza Consultants ₹ 0.10 crore (Previous year- ₹ 0.10 crore ), Habil Khorakiwala Trust ₹ 0.10 crore (Previous year- ₹ 0.10 crore )]	0	–	0	–
<b>Payable to Key Managerial Personnel</b>				
Remuneration payable [Chairman ₹1 crore (Previous year- ₹ 0.35 crore), Managing Director ₹0.35 crore (Previous year- ₹ 0.27 crore), Executive Director Managing Director ₹0.35 crore (Previous year- ₹ 0.27 crore)]	2	–	1	–

#### 40. NON-CONTROLLING INTERESTS

The following table summarises the consolidated financial information relating to the Group's subsidiary that has material non-controlling interests:

Name	Country of incorporation	As at March 31, 2024	As at March 31, 2023
Wockhardt Bio AG	Switzerland	14.15%	14.15%

	As at March 31, 2024 ₹ in crore	As at March 31, 2024 USD in million	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Revenue from operations	1,917	230	1,715	209
Profit / (Loss) for the year	(65)	(8)	(438)	(53)
<b>Profit / (Loss) allocated to Non - Controlling Interests</b>	<b>(9)</b>	<b>(1)</b>	<b>(62)</b>	<b>(8)</b>
<b>Total comprehensive income / (loss) allocated to Non - Controlling Interests</b>	<b>(5)</b>	<b>(1)</b>	<b>(45)</b>	<b>(5)</b>

	As at March 31, 2024 ₹ in crore	As at March 31, 2024 USD in million	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Non current asset and current asset	3,727	447	3,650	444
Non current liabilities and current liabilities	1,588	190	1,473	179
<b>Net assets</b>	<b>2,139</b>	<b>257</b>	<b>2,177</b>	<b>265</b>
<b>Net assets attributable to Non - Controlling Interests</b>	<b>303</b>	<b>36</b>	<b>308</b>	<b>37</b>



	As at March 31, 2024 ₹ in crore	As at March 31, 2024 USD in million	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Cash flows from operating activities	108	13	1	–
Cash flows from/ (used in) investing activities	(108)	(13)	(9)	(1)
Cash flows used in financing activities	(25)	(3)	(138)	(17)
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>(25)</b>	<b>(3)</b>	<b>(146)</b>	<b>(18)</b>

The Group has control of 85.85% in the Wockhardt Bio AG and its subsidiaries.

#### 41. FINANCIAL INSTRUMENTS - FAIR VALUES

##### A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

##### As at March 31, 2024

	Carrying Value		Fair value
	Fair value through profit or loss ₹ in crore	Amortised Cost ₹ in crore	Significant observable inputs (Level 2) ₹ in crore
<b>Financial Assets</b>			
Investments*	0	–	0
* Fair value through profit or loss ₹ 0.45 crore			
Other Non-Current Financial Assets	–	65	67
Trade receivables	–	618	
Cash and cash equivalents	–	505	
Bank balance (other than above)	–	24	
Other Current Financial Assets	–	18	
<b>Total</b>	<b>0</b>	<b>1,230</b>	<b>67</b>
<b>Total (USD in million)</b>	<b>0</b>	<b>148</b>	<b>9</b>
Supplementary information- convenience translation (See Note 2(C))			
<b>Financial Liabilities</b>			
Borrowings	–	2,112	
Trade payables	–	766	
Lease Liabilities	–	244	247
Other Current Financial Liabilities	–	518	
<b>Total</b>	<b>–</b>	<b>3,640</b>	<b>247</b>
<b>Total (USD in million)</b>	<b>–</b>	<b>437</b>	
Supplementary information- convenience translation (See Note 2(C))			

##### As at March 31, 2023

	Carrying Value		Fair value
	Fair value through profit or loss ₹ in crore	Amortised Cost ₹ in crore	Significant observable inputs (Level 2) ₹ in crore
<b>Financial Assets</b>			
Investments*	0	–	0
* Fair value through profit or loss ₹ 0.45 crore			
Other Non-Current Financial Assets	–	64	67
Trade receivables	–	797	
Cash and cash equivalents	–	90	

As at March 31, 2023

	Carrying Value		Fair value
	Fair value through profit or loss ₹ in crore	Amortised Cost ₹ in crore	Significant observable inputs (Level 2) ₹ in crore
Bank balance (other than above)	–	34	
Other Current Financial Assets	–	26	
<b>Total</b>	<b>0</b>	<b>1,011</b>	<b>67</b>
<b>Total (USD in million)</b>	0	123	9
Supplementary information - convenience translation (See Note 2(C))			
<b>Financial Liabilities</b>			
Borrowings	–	1,887	
Trade payables	–	867	
Lease Liabilities	–	297	300
Other Current Financial Liabilities	–	642	
<b>Total</b>	<b>–</b>	<b>3,693</b>	<b>300</b>
<b>Total (USD in million)</b>	–	448	
Supplementary information - convenience translation (See Note 2(C))			

#### B. Measurement of fair values:

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the loans taken from banks and other parties are estimated by discounting cash flows using rates currently available for debt/instruments on similar terms, credit risks and remaining maturities. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.
- The change in the unobservable inputs for unquoted Investment of Narmada Clean Tech Limited (formerly known as Bharuch Eco-Aqua Infrastructure Limited) and Bharuch Enviro Infrastructure Limited do not have a significant impact in its value.

The following tables show the valuation techniques used in measuring Level 2 fair values, as well as the significant inputs used.

#### Financial instruments measured at fair value

Type	Valuation technique
Security deposits against lease and lease liabilities	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.

## 42. FINANCIAL RISK MANAGEMENT

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

#### Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's Risk Management Framework encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, external and operational controls risks in achieving key business objectives.

The Company has laid down the procedure for risk assessment and their mitigation through a Risk Management Committee comprising Executive Director, Managing Director, Independent Director and Chief Financial Officer as its members. Key risks and their mitigation arising out of periodic reviews by the Committee are assessed and reported to the Board of Directors, on a periodic basis.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to policies and procedures.

The Company has a co-sourced model of independent Internal Audit and assurance function. There is a practice of reviewing various key select risks and report to Audit Committee from time to time. The co-sourced internal audit function carry out internal audit reviews in accordance with the approved internal audit plan and reviews the status of implementation of internal audit and assurance recommendations. Summary of Critical observations, if any, and recommendations under implementation are reported to the Audit Committee.

#### i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred and expected losses in respect of trade and other receivables.

### Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

As at March 31, 2024 and March 31, 2023, the Group did not have any significant concentration of credit risk with any external customers.

#### Expected credit loss assessment for customers as at 31 March 2024 and 31 March 2023:

The Group allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Group to determine incurred and expected credit losses. Given that the macro economic indicators affecting customers of the Group have not undergone any substantial change, the Group expects the historical trend of minimal credit losses to continue.

Particulars	As at March 31, 2024				As at March 31, 2023			
	Gross carrying amount ₹ in crore	Less: Expected credit losses ₹ in crore	Net carrying amount ₹ in crore	Weighted average loss rate	Gross carrying amount ₹ in crore	Less: Expected credit losses ₹ in crore	Net carrying amount ₹ in crore	Weighted average loss rate
Not due	364	(1)	363	0.27%	327	(0)	327	0.07%
Past due 1-180 days	179	(1)	178	0.56%	360	(1)	359	0.28%
Past due 181-360 days	31	(1)	30	3.23%	36	(3)	33	8.33%
More than 360 days	202	(155)	47	76.73%	187	(109)	78	58.11%
<b>Total</b>	<b>776</b>	<b>(158)</b>	<b>618</b>		<b>910</b>	<b>(113)</b>	<b>797</b>	
<b>Total (USD in million)</b>	<b>93</b>	<b>(19)</b>	<b>74</b>		<b>111</b>	<b>(14)</b>	<b>97</b>	
Supplementary information - convenience translation (See Note 2(C))								

The movement in the loss allowance in respect of trade and other receivables during the year was as follows:

	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Opening balance	113	113
Impairment loss provided/ reversed/ utilized, net (including exchange fluctuation)*	45	–
<b>Closing balance</b>	<b>158</b>	<b>113</b>
<b>Closing balance (USD in million)</b>	<b>19</b>	<b>14</b>
Supplementary information - convenience translation (See Note 2(C))		

\* During the previous year, the Group had created a provision of ₹ 26 crore and reversed/ utilised the provision of ₹ 29 crore. Further there was an increase of ₹ 3 crore due to exchange fluctuation.

The Management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

### Cash and bank balances

The Group held cash and bank balances of ₹ 529 crore (Previous year - ₹ 124 crore). These balances are held with bank and financial institution counterparties with good credit rating.

### Others

Other than trade receivables reported above, the Group has no other financial assets that is past due but not impaired.

## ii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities. The Group monitors the net liquidity position through forecasts on the basis of expected cash flows.

The Group has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Group has access to funds from debt markets to manage short of current assets to current liabilities. The Group invests its surplus funds in bank fixed deposit. Of the current liabilities, ₹ 218 crore (previous year ₹ 788 crore) pertains to loan received from Related parties. These parties have reaffirmed their commitment and confirmed that they will not recall the loans provided to the Group, unless the Group confirms that it has adequate surplus liquidity available and the related parties have confirmed to provide required financial support to the Group to repay the liabilities of the Group.

Further, the terms for borrowings from related parties of ₹ 889 crore which was fully due for repayment on May 25, 2025 has been extended upto May 25, 2027, with an option to the Company to further renew the loan basis Company's assessment of cash flows and liquidity position on that date.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in crore)

As at March 31, 2024	Carrying amount	Contractual cash flows			
		Total	0-12 months	1-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>					
Borrowings (other than loan from related party)*	1,005	1,041	1,039	2	–
Loan from related party**	1,107	1,364	218	1,146	–
Lease Liabilities	244	273	79	192	2
Trade payables and other financial liabilities	1,284	1,284	1,284	–	–
<b>Total</b>	<b>3,640</b>	<b>3,962</b>	<b>2,620</b>	<b>1,340</b>	<b>2</b>

As at March 31, 2023	Carrying amount	Contractual cash flows			
		Total	0-12 months	1-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>					
Borrowings (other than loan from related party)*	1,099	1,211	835	341	35
Loan from related party	788	788	788	–	–
Lease Liabilities	297	363	76	262	25
Trade payables and other financial liabilities	1,509	1,509	1,509	–	–
<b>Total</b>	<b>3,693</b>	<b>3,871</b>	<b>3,208</b>	<b>603</b>	<b>60</b>

\* It includes contractual interest payment over the tenure of the Borrowings. These floating-interest borrowings are based on interest rate prevailing as at the reporting date.

\*\* It includes contractual interest payment over the tenure of the Borrowings.

### iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and other prices such as equity price. These will affect the Groups's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. Financial instruments affected by market risk include loans, borrowings and deposits. The Market risk the Group is exposed can be classified as Currency risk and Interest rate risk.

#### (a) Currency risk:

The Group is exposed to currency risk on account of its operations in other countries. The functional currency of the Group is Indian Rupee. The Foreign currency exchange rate exposure is balanced through natural hedge. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The Group has not entered into any derivative contracts during the current and previous year.

**Exposure to currency risk**

The currency profile of financial assets and financial liabilities (including intercompany receivables and payables) as at March 31, 2024 and March 31, 2023 are as below:

Particulars	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in Foreign Currency (in million)	₹ in crore	Amount in Foreign Currency (in million)	₹ in crore
Loan Availed	USD	0.59	5	3	21
Trade Receivables	AUD	0.10	1	1	4
	AED*	0.33	1	0.20	0
	EUR	8	73	2	19
	GBP	22	237	15	150
	USD	30	253	30	250
	RUB	52	5	54	6
	CHF	1	11	–	–
	MXN	69	35	65	29
Loans and Other Receivables	EUR	2	22	2	22
	USD	12	96	11	87
	CHF*	0.03	0	0.05	0
	GBP	10	105	8	77
	AED*	0.10	0	0.11	0
Trade payables and Other Liabilities	ACU*	0.00	0	0.00	0
	AUD*	0.45	2	0.01	0
	EUR	16	144	5	43
	GBP	4	47	11	108
	MXN	3	1	13	6
	USD	22	181	29	240
	JPY*	0.11	0	–	–
	CHF*	0.00	0	2	14
	AED*	0.05	0	–	–
	SEK*	0.20	0	0.20	0
RUB	111	10	108	11	
Bank	GBP	1	9	0.48	5
	EUR	1	1	0.40	4
	USD*	0.04	0	0.05	0
	AED*	0.01	0	0.02	0
	CHF*	0.05	0	0.31	3
	AUD*	0.002	0	0.03	0
Derivatives (Forward Contracts- sell)	USD	5	42	–	–
Net exposure Receivables/ (Payables)	USD	15	121	9	76
	AUD	(0.34)	(2)	0.65	4
	AED	0.39	1	0.32	1
	EUR	(5)	(48)	0.28	2
	GBP	29	303	12	123
	RUB	(59)	(5)	(54)	(6)
	CHF	1	12	(1)	(11)

Particulars	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in Foreign Currency (in million)	₹ in crore	Amount in Foreign Currency (in million)	₹ in crore
	MXN	67	33	51	23
	ACU*	(0.001)	(0)	(0.001)	(0)
	JPY*	(0.11)	(0)	–	–
	SEK*	(0.20)	(0)	(0.20)	(0)

\* less than ₹ 0.50 crore

### Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against foreign currency at March 31 would have affected the measurement of financial instruments denominated in that foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in crore)

Effect in ₹	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
	Strengthening ₹ in crore	Weakening ₹ in crore	Strengthening ₹ in crore	Weakening ₹ in crore
<b>March 31, 2024</b>				
<b>5% movement</b>				
USD	6	(6)	6	(6)
GBP	15	(15)	15	(15)
EUR	(2)	2	(2)	2
RUB*	(0)	0	(0)	0
*₹ (0.27) crore, ₹ 0.27 crore, ₹ (0.27) crore, ₹ 0.27 crore respectively				
MXN	2	(2)	2	(2)
Others	1	(1)	1	(1)
<b>Total</b>	<b>22</b>	<b>(22)</b>	<b>22</b>	<b>(22)</b>

(₹ in crore)

Effect in ₹	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
	Strengthening	Weakening	Strengthening	Weakening
<b>March 31, 2023</b>				
<b>5% movement</b>				
USD	4	(4)	4	(4)
GBP	6	(6)	6	(6)
EUR*	0	(0)	0	(0)
*₹ 0.12 crore, ₹ (0.12) crore, ₹ 0.12 crore, ₹ (0.12) crore respectively				
RUB*	(0)	0	(0)	0
*₹ (0.28) crore, ₹ 0.28 crore, ₹ (0.28) crore, ₹ 0.28 crore respectively				
MXN	1	(1)	1	(1)
Others	(0)	0	(0)	0
*₹ (0.34) crore, ₹ 0.34 crore, ₹ (0.34) crore, ₹ 0.34 crore respectively				
<b>Total</b>	<b>11</b>	<b>(11)</b>	<b>11</b>	<b>(11)</b>

The Company had received advances for supply of goods from Wockhardt Bio AG, a majorly held foreign subsidiary of the Company, of which USD 88 million had been outstanding as at March 31, 2022. In accordance with the direction of Reserve Bank of India (RBI) / Authorised Dealer (AD) Bank, such advances were supposed to be adjusted only against supply of goods by the Company. Accordingly, this advance amount received was accounted at the historical transaction exchange rate in accordance with Ind AS 21- "The Effects of Changes in Foreign Exchange Rates."

The Company, as part of normal business, had also been providing services including but not limited to R&D services and assignment of rights over its new chemical entities (NCE) to the aforesaid foreign subsidiary and has outstanding receivables of USD 114 million during previous year.

Since the Company has not been able to supply the goods, the Company has received an approval from RBI/ AD on March 11, 2023, for adjustment of the aforesaid advance with these outstanding receivables and accordingly the receivables have been adjusted with the advance. Given that these receivables and advance liabilities are eliminated on consolidation, this settlement does not have any impact on the consolidated financial statements.

The Company has other overdue receivables from Wockhardt Bio AG amounting to ₹ 262 crore (Previous year- ₹ 114 crore) , including ₹ 76 crore (Previous year- ₹ 75 crore )for guarantee fees receivable . Also the Company has outstanding payable and advances amounting to ₹ 133 crore (Previous year- ₹ 203 crore) and ₹ 17 crore (Previous year- ₹ 17 crore) respectively, beyond the period permitted under Master circular issued by Reserve bank of India. The Company expects to receive and pay these overdue balances by FY 2024-25

#### b) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing instruments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in the interest rates.

#### Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Company is as follows.

(₹ in crore)

Particulars	Nominal amount	
	As at March 31, 2024	As at March 31, 2023
<b>Variable-rate instruments</b>		
Financial liabilities	728	828
	<b>728</b>	<b>828</b>
<b>Fixed-rate instruments</b>		
Financial liabilities	1,384	1,059
	<b>1,384</b>	<b>1,059</b>

#### Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in crore)

Particulars	Impact on Profit/(loss)- Increase/(Decrease) in Profit before tax	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Variable-rate instruments</b>		
100 bp increase	(7)	(8)
100 bp decrease	7	8

### 43. CAPITAL MANAGEMENT

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Group.

The Group determines the amount of capital required on the basis of annual and long-term strategic plans. The Group's policy is aimed at combination of short-term and long-term borrowings.

The Group monitors the capital structure on the basis of 'adjusted net debt' to 'adjusted equity'. For this purpose adjusted net debt is defined as total liabilities comprising interest bearing loans and borrowings excluding lease liabilities under Ind AS 116 , less cash and cash equivalents, Bank balance and current investments. Adjusted equity comprises Total equity.

The following table summarises the capital of the Group:

(₹ in crore)

	As at March 31, 2024	As at March 31, 2023
Total Borrowings	2,112	1,887
Less : Cash and cash equivalent and other bank balances	529	124
<b>Adjusted net debt</b>	<b>1,583</b>	<b>1,763</b>
Total equity	3,662	3,662
<b>Adjusted equity</b>	<b>3,662</b>	<b>3,662</b>
Adjusted net debt to adjusted equity ratio	0.43	0.48

Total equity includes gain on revaluation of land considered as a part of retained earnings in accordance with the requirements of Ind AS 101 on transition to Ind AS. Such Revaluation gain balance as on March 31, 2024 is ₹ 179 crore (Previous year: ₹ 180 crore) and is not available for distribution as dividend.



44. a) The Group's New Chemical Entity ('NCE') research program continued to progress in their Clinical Trials during the Financial Year 2023-24. Development Expenses incurred during the year ₹ 155 crores (Previous Year : ₹ 116 crores) has been capitalised and included under 'Intangible assets under development' as at March 31, 2024.
- b) Certain manufacturing facilities, having net book value of ₹ 379 crore (Previous year - ₹ 417 crore) and capital work-in-progress amounting to ₹ 48 crore (Previous year - ₹ 48 crore), of the Group are having low utilisation of assets and the Group is evaluating various alternate purposes of these assets.
- c) (i) The Company or its subsidiary companies incorporated in India has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Company or its subsidiary companies incorporated in India or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company or its subsidiary companies incorporated in India has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company or its subsidiary companies incorporated in India shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**45. CONTINGENT LIABILITIES (claims not acknowledged as debts) AND COMMITMENTS (to the extent not provided for)**

- Demands by Central Excise authorities in respect of Classification/ Valuation/ Cenvat Credit related disputes; stay orders have been obtained by the Company in case of demands ₹ 45 crore (Previous year - ₹ 45 crore).<sup>(1)</sup>
  - Demand by Income tax authorities ₹ 546 crore (Previous year - ₹ 416 crore) disputed by the Company.
  - Demand by Sales Tax authorities (including GST) ₹ 129 crore (Previous year - ₹ 96 crore) disputed by the Company.<sup>(1)</sup>
  - Demand by Service tax authorities in respect of non-payment of Service Tax on Import of certain services disputed by the Company ₹ 5 crore (Previous year - ₹ 3 crore).
  - Demand by Municipal Corporation, Local body Tax on inputs used for manufacture of exported goods ₹ 3 crore ( Previous year: ₹ 3 crore).
  - Differential custom duty for misclassification/ penalty disputed by the Company ₹ 0.26 crore (Previous year - ₹ 0.26 crore).
  - Differential MEIS for misclassification disputed by the Company ₹ 9 crore (Previous year - ₹ 9 crore).
  - Others matters:
    - electricity expense ₹ 9 crore (Previous year - ₹ 8 crore)
    - remediation against the pollution of ground water ₹ 1 crore (Previous year - ₹ 1 crore)
    - compensation for products ordered and not purchased, under dispute ₹ 20 crore ( Previous year - ₹ 19 crore )
    - other matters not acknowledged as debts ₹ 0.20 crore ( Previous year - Nil )
  - Demand from National Pharmaceutical Pricing Authority (NPPA) in respect of overcharging of certain products disputed by the Company ₹ 108 crore (Previous year - ₹ 103 crore).
  - The Group is involved in other disputes, lawsuits, claims, inquiries and proceedings including commercial matters that arise from time to time in the ordinary course of business. The Group believes that there are no such pending matters that are expected to have any material adverse effect on its financial statements in any given accounting period. One of the subsidiary in USA has been a party in some class action suits for pricing by the Government and other private parties, against various pharmaceutical companies, wholesalers etc. The amount is not quantifiable at this stage. Based on the view of the external legal counsel, the Group believe that while it is premature to predict the outcome of the litigation, the Group has meritorious defenses and will be defending its actions vigorously.
  - Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 121 crore (Previous year - ₹ 163 crore) after deducting advance on capital account of ₹ 2 crore (Previous year - ₹ 9 crore).
  - The customers had levied Service Level Penalties on the Group on account of significant delays in supply of goods to them. The disputed claims against these customers is ₹ Nil (USD Nil) [ Previous year - ₹ 15 crore (USD 1.8 million)].
- (1) Note: Amounts mentioned excludes interest after the date of the order, if any.

**46. RECONCILIATION OF THE OPENING AND CLOSING BALANCES OF LIABILITIES ARISING FROM FINANCING ACTIVITIES:**

Particulars	As at March 31, 2024	As at April 01, 2023	Non cash changes		Reclassi- fication	Other items considered separately*	Cash flows- inflow/ (Outflow)
			Exchange fluctuation	Other non cash adjustments			
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Long-term borrowings (Net)	1,246	523	–	15	–	887	(179)
Short-term borrowings (Net)	866	1,364	–	–	–	(820)	322
Lease Liabilities	244	297	–	26	–	–	(79)
Equity share capital and premium	1,338	870	–	–	–	–	468

Particulars	As at March 31, 2023	As at April 01, 2021	Non cash changes		Reclassi- fication	Other items considered separately	Cash flows- inflow/ (Outflow)
			Exchange fluctuation	Other non cash adjustments			
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Long-term borrowings (Net)	523	794	17	2	–	–	(290)
Short-term borrowings (Net)	1,364	1,068	–	–	–	3	293
Lease Liabilities	297	336	–	34	–	–	(73)

\* This include borrowings of ₹ 600 crore from the related parties, where tenure has been extended during the year, basis which they are classified as Long term borrowings in the current year.

**47. ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARIES**

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in crore	As % of consolidated profit or (loss)	₹ in crore	As % of consolidated other comprehensive income	₹ in crore	As % of total comprehensive income	₹ in crore
<b>Parent</b>								
Wockhardt Limited	31.44	1,796	117.04	(422)	12.50	(1)	114.77	(423)
<b>SUBSIDIARIES</b>								
<b>Indian</b>								
1 Wockhardt Infrastructure Development Limited	4.52	258	(3.05)	11	–	–	(2.98)	11
2 Wockhardt Medicines Limited #	–	(0)	0.01	(0)	–	–	0.01	(0)
3 Wockhardt Bionova Limited # [Formerly, Wockhardt Biologics Limited until April 22, 2024]	–	(0)	–	(0)	–	–	–	(0)
<b>Foreign</b>								
1 Z&Z Services GmbH	(0.04)	(2)	0.01	(0)	–	–	0.01	(0)
2 Wockhardt Europe Limited	0.18	10	–	–	–	–	–	–
3 Wockhardt Nigeria Limited	–	(0)	–	–	–	–	–	–
4 Wockhardt UK Holdings Limited	1.89	108	–	–	–	–	–	–
5 CP Pharmaceuticals Limited	7.86	449	(9.15)	33	87.50	(7)	(7.05)	26
6 CP Pharma (Schweiz) AG	0.02	1	0.05	(0)	–	–	0.05	(0)
7 Wallis Group Limited	0.53	30	–	–	–	–	–	–
8 The Wallis Laboratory Limited	(0.04)	(2)	–	–	–	–	–	–
9 Wockhardt Farmaceutica do Brasil Ltda	(0.04)	(2)	0.05	(0)	–	–	0.05	(0)
10 Wallis Licensing Limited	(0.21)	(12)	–	–	–	–	–	–
11 Wockhardt USA LLC	(5.32)	(304)	9.71	(35)	–	–	9.49	(35)
12 Wockhardt Bio AG	41.07	2,347	(21.08)	76	–	–	(20.63)	76
13 Wockhardt UK Limited	3.41	195	(2.22)	8	–	–	(2.17)	8
14 Wockpharma Ireland Limited	14.60	834	(2.09)	8	–	–	(2.04)	8
15 Pinewood Laboratories Limited	6.51	372	(5.27)	19	–	–	(5.16)	19

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	₹ in crore	As % of consolidated profit or (loss)	₹ in crore	As % of consolidated other comprehensive income	₹ in crore	As % of total comprehensive income	₹ in crore
16 Wockhardt Holding Corp	3.12	178	1.11	(4)	–	–	1.09	(4)
17 Morton Grove Pharmaceuticals Inc	4.73	270	18.03	(65)	–	–	17.64	(65)
18 MGP Inc	0.67	38	0.83	(3)	–	–	0.81	(3)
19 Wockhardt France (Holdings) S.A.S	(13.25)	(757)	0.28	(1)	–	–	0.27	(1)
20 Laboratoires Pharma 2000 S.A.S (upto August 04, 2023)	–	–	–	–	–	–	–	–
21 Wockhardt Farmaceutica SA DE CV	(2.40)	(137)	(1.32)	5	–	–	(1.29)	5
22 Wockhardt Services SA DE CV	(0.02)	(1)	(0.47)	2	–	–	(0.46)	2
23 Pinewood Healthcare Limited	–	(0)	0.01	(0)	–	–	0.01	(0)
24 Wockhardt Bio (R) LLC	0.72	41	(2.22)	8	–	–	(2.17)	8
25 Wockhardt Bio Pty Ltd	0.05	3	(0.26)	1	–	–	(0.25)	1
26 Wockhardt Bio Ltd #	–	–	–	–	–	–	–	–
<b>Sub Total</b>	<b>100.00</b>	<b>5,713</b>	<b>100.00</b>	<b>(359)</b>	<b>100.00</b>	<b>(8)</b>	<b>100.00</b>	<b>(367)</b>
Add / (Less): Effect of Inter Company elimination/ adjustment		(2,051)		(113)		14		(99)
Non-controlling interests in all subsidiaries		(303)		9		(4)		5
<b>Total</b>	<b>100.00</b>	<b>3,359</b>	<b>100.00</b>	<b>(463)</b>	<b>100.00</b>	<b>2</b>	<b>100.00</b>	<b>(461)</b>

The above amount/percentage of net assets and net profit or (loss) in respect of Wockhardt Ltd and its subsidiaries are determined based on the amounts of the respective entities included in consolidated financial statements before intercompany eliminations/ consolidated adjustment

# Wockhardt Bio Ltd, Wockhardt Bionova Limited and Wockhardt Medicines Limited is yet to commence the business.

0 represents less than ₹ 0.50 crore

48. There are no other significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.
49. Previous year figures have been regrouped wherever necessary to conform to current year classification.

As per our attached report of even date

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

**Koosai Leherly**  
Partner  
Membership No. 112399

Place : Mumbai  
Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**  
Chairman  
DIN: 00045608

**Murtaza Khorakiwala**  
Managing Director  
DIN: 00102650

**Deepak Madnani**  
Chief Financial Officer

**Rashmi Mamtura**  
Company Secretary

## INDEPENDENT AUDITORS' REPORT

### To the Members of Wockhardt Limited

#### Report on the Audit of the Standalone Financial Statements

##### Opinion

We have audited the standalone financial statements of Wockhardt Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

##### Key Audit Matter(s)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

##### Revenue recognition

Refer note 3(i) of accounting policy and note 23 in standalone financial statements

The Key Audit Matter	How the matter was addressed in our audit
<p>The Company recognises revenue from sale of goods when control over the goods is transferred to the customer. The actual point in time when revenue is recognised varies depending on the specific terms and conditions of the sale contracts entered into with customers.</p> <p>Revenue is a key performance indicator of the Company and there is risk of overstatement of revenue due to fraud resulting from pressure to achieve targets, earning expectations or incentive schemes linked to performance.</p> <p>Given the risk of overstatement of revenue due to fraud, this is a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• We have assessed the Company's accounting policies relating to revenue recognition by comparing with applicable accounting standards.</li> <li>• We have evaluated the design, implementation and operating effectiveness of the Company's key internal control over revenue recognition.</li> <li>• We have examined the samples, selected using statistical sampling, of revenue recorded during the year with the underlying documentation.</li> <li>• We have performed cut off procedures by selecting samples, using statistical sampling, of revenue recorded as at the period end.</li> <li>• We have evaluated manual journals posted to revenue during the year, sample selected based on specified risk-based criteria posted to revenue to identify unusual or irregular items.</li> <li>• We have assessed the adequacy of the disclosures made in respect of revenue from sale of goods.</li> </ul>

### Assessment of recoverability of carrying value of certain Property, Plant and Equipment and Capital Work in progress

Refer note 3(d) of accounting policy and note 4 and 48(a) in standalone financial statements

The Key Audit Matter	How the matter was addressed in our audit
<p>Certain property, plant and equipment of the Company is affected by lower capacity utilization.</p> <p>Further, the Company has made investments in certain projects which has been deferred. These are lying in capital work in progress.</p> <p>The Company's investment in these facilities was made considering market feasibility and potential of existing / future products.</p> <p>As at 31 March 2024, carrying value of such Property, Plant and Equipment and Capital Work in Progress amounts to ₹ 379 Crores and ₹ 48 Crores respectively.</p> <p>Given the significance of carrying value and judgement involved in assessing the recoverability of such facilities this is considered to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>We have assessed the Company's accounting policies relating to impairment by comparing with applicable accounting standards.</p> <ul style="list-style-type: none"> <li>• We have verified the reports of physical verification of property, plant and equipment by the Company.</li> <li>• We have assessed the capabilities and objectivity of the experts (internal and external) used by the Company in the process of verification of assets, assessing the usability of assets and determining recoverable amounts, where required.</li> <li>• We have evaluated the basis applied by the Company in determining cash generating unit for impairment testing purpose.</li> <li>• We have challenged the significant assumptions considered by the Company while making impairment assessment and performed a sensitivity analysis of key assumptions applied.</li> <li>• We have involved our valuation specialists to assess the valuation methodologies applied by the Company to determine the recoverable amount for these assets.</li> </ul>

### Recoverability of carrying value of Intangible assets under development

Refer note 3(b) of accounting policy and note 5 in standalone financial statements

The Key Audit Matter	How the matter was addressed in our audit
<p>The Company has acquired intangible under development amounting ₹ 777 Crores as at 31 March 2024.</p> <p>These acquired intangible under development is in relation to the New Chemical Entities (NCE).</p> <p>The carrying value of such intangible under development is tested for recoverability, based on the estimates future cash flows, market conditions, progress in development etc.</p> <p>Changes in these assumptions could lead to an impairment to the carrying value of these intangible under development.</p> <p>Given the significance of the amount involved and the estimates and judgement involved in assessment of their recoverability, this is considered to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <p>We have assessed the Company's accounting policies relating to intangible assets under development by comparing with applicable accounting standards.</p> <ul style="list-style-type: none"> <li>• We have inquired the progress made on NCE development with the key managerial personnel of the Company including key personnel from research and development team.</li> <li>• We have inspected the correspondences with regulatory authorities, third parties, scientific documentation and other information provided by the Company.</li> <li>• We have evaluated the Company's assessment of estimated future cash flows relating to the NCE project.</li> <li>• We have involved our valuation specialists to assess the valuation methodologies applied by the Company to determine the recoverable amount for the NCE.</li> <li>• We have performed a sensitivity analysis of the key assumption applied to determine the recoverable value and considered the resulting impact on the impairment testing.</li> <li>• We have tested, on a sample basis, the project related expenditure with underlying documents.</li> </ul>

**Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report(s) thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's and Board of Directors' Responsibilities for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to

continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 01 April 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a) The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its standalone financial statements - Refer Note 44 to the standalone financial statements.
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



- d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 48(b)(i) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 48(b)(ii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e) The Company has neither declared nor paid any dividend during the year.
- f) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software, except that the audit trail was not enabled at the database level to log any direct data changes for such accounting software used for maintaining the books of account. Further, where audit trail (edit log) facility was enabled and operated throughout the year for the accounting software, we did not come across any instance of the audit trail feature being tampered with.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP***Chartered Accountants*

Firm's Registration No. 101248W/W-100022

**Koosai Leherly***Partner*

Membership No.: 112399

ICAI UDIN: 24112399BKFRIR2270

Place : Mumbai

Date : 28 May 2024

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (₹ in crs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company
Freehold land	0.31	Mr. Habil Khorakiwala	Promoter & Director	20 years	The Company is in the process of transferring the assets in the name of the company

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

Quarter	Name of bank	Particulars	Amount as per books of account (₹ in crores)	Amount as reported in the quarterly return/ statement (₹ in crores)	Amount of difference (₹ in crores)
June - 2023	-State Bank of India -ICICI Bank Limited -Punjab National Bank -IDBI Bank Limited -Bank of Baroda	Inventory	313.57	325.31	(11.74)
September - 2023	-State Bank of India -ICICI Bank Limited -Punjab National Bank -IDBI Bank Limited -Bank of Baroda	Trade Receivable (including other receivable)	529	548.33	(19.33)
September - 2023	-State Bank of India -ICICI Bank Limited -Punjab National Bank -IDBI Bank Limited -Bank of Baroda	Inventory	315.63	317.93	(2.3)

### ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2024

Quarter	Name of bank	Particulars	Amount as per books of account (₹ in crores)	Amount as reported in the quarterly return/ statement (₹ in crores)	Amount of difference (₹ in crores)
December - 2023	-State Bank of India -ICICI Bank Limited -Punjab National Bank -IDBI Bank Limited -Bank of Baroda	Trade Receivable (including other receivable)	576	562	14
March - 24	-State Bank of India -ICICI Bank Limited -Punjab National Bank -IDBI Bank Limited -Bank of Baroda	Trade Receivable (including other receivable)	585	566.32	18.68
March - 24	-State Bank of India -ICICI Bank Limited -Punjab National Bank -IDBI Bank Limited -Bank of Baroda	Inventory	306.36	312.63	(6.27)
March - 24	-State Bank of India -ICICI Bank Limited -Punjab National Bank -IDBI Bank Limited -Bank of Baroda	Trade Payable	177.99	179.65	(1.66)

- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, though there have been slight delays in a few cases of Professional tax, Employees State Insurance and Income Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2024

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, details of dues of Income-Tax, Sales Tax, Service Tax, Duty of Excise, Goods and Services Tax, Customs Duty and Value added tax which have not been deposited as at 31 March 2024 on account of disputes are given in Annexure I to this report.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment of equity shares or fully or partly convertible debentures during the year. In our opinion, in respect of private placement of shares made during the year, the Company has duly complied with the requirements of Section 42 and Section 62 of the Act. The proceeds from issue of equity shares have been used for the purposes for which the funds were raised except for an amount of ₹ 452.87 crore (out of this ₹ 25 Crores is transferred to Cash credit account) which is unutilized as on the balance sheet date and parked in bank accounts.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2024**

- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has incurred cash losses of Rs 185 in the current financial year and ₹ 134 Crores in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses (xx) 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No. 101248W/W-100022

**Koosai Lehera**

*Partner*

Membership No.: 112399

ICAI UDIN: 24112399BKFRIR2270

Place : Mumbai

Date : 28 May 2024

## ANNEXURE - I TO ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT - 31 MARCH 2024

Amounts of dues of Income-Tax, Sales Tax, Service Tax, Duty of Excise, Goods and Services Tax, Customs Duty and Value added tax which have not been deposited as at 31 March 2024 on account of dispute.

Name of the statute	Nature of dues	Amount* (₹ in crore)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Goods destroyed in fire accident.	4.44	April 2005 to March 2009	CESTAT, Ahmedabad
	Demand, Interest and Penalty towards exemption availed in EOU Unit.	21.22	May 2004 to March 2007	CESTAT, Mumbai
	Demand, Interest and Penalty for exempted goods cleared.	18.96	November 2006 to April 2013	CESTAT, Mumbai
	Education cess on Export Consignments	0.02	April 2005 to March 2006	Joint Commissioner
UP VAT/CST Act	Demand under Section 28 & Section 9(2)	0.25	April 2009 to March 2010	Addl. Commissioner Grade 2 (Appeals), U.P
	Sales Tax Due to under Invoicing and late deposit of tax	0.08	2003-04 to 2005-06	Joint Commissioner (Appeals), U.P
	Demand under Section 28 & Section 9(2)	0.29	April 2008 to March 2009	Addl. Commissioner Grade 2 (Appeals) first, Ghaziabad
WB VAT/CST Act	Demand under various Sections	1.43	2007-08 to 2014-15	Commissioner (Appeals), West Bengal
Kerala VAT Act	Demand under Section 21	0.16	April 2011 to March 2014	Commissioner (Appeals), Kerala
Gujarat VAT Act	Additional tax on Fuel consumption	0.60	April 2010 to March 2013	Joint Commissioner (Appeals), Gujarat
Central Sales Tax/ VAT Act	Demand under CST and Goa VAT Act	1.25	2006-2007	Addl. Commissioner of Commercial Tax, Goa
	Demand under MVAT Act	3.04	April 2009 to March 2010	Maharashtra Sales Tax Tribunal
	Demand and Penalty under MVAT Act	0.71	April 2009 to March 2010	Maharashtra Sales Tax Tribunal
	Demand and Penalty under MVAT Act	19.39	April 2010 to March 2011	Maharashtra Sales Tax Tribunal
	Demand and Penalty under CST Act	2.59	April 2010 to March 2011	Maharashtra Sales Tax Tribunal
	Demand under CST Act	6.28	April 2011 to March 2012	Maharashtra Sales Tax Tribunal
	Demand under MVAT Act	7.85	April 2011 to March 2012	Maharashtra Sales Tax Tribunal
	Demand and Penalty under MVAT Act	8.72	April 2012 to March 2013	Maharashtra Sales Tax Tribunal
	Demand under MVAT Act	4.16	April 2013 to March 2014	Maharashtra Sales Tax Tribunal
	Demand under CST Act	0.27	April 2013 to March 2014	Maharashtra Sales Tax Tribunal
	Demand under MVAT Act	14.03	April 2014 to March 2015	Joint Commissioner (Appeals)
	Demand under MVAT Act	4.09	April 2015 to March 2016	Deputy Commissioner
	Demand under CST Act	0.13	April 2015 to March 2016	Deputy Commissioner

**ANNEXURE - I TO ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH 2024**

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount* (₹ in crore)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
	Demand under MVAT Act	3.91	April 2016 to March 2017	Joint Commissioner (Appeals)
	Demand under MVAT Act	0.79	April 2017 to March 2018	Joint Commissioner (Appeals)
	Demand Under MVAT Act	1.25	1992-93 to 1997-98	Joint Commissioner (Appeals)
Goods and Services Tax Act, 2017	Interest on late filing of GST returns of Himachal Pradesh for the period Jul'17 to Dec'17 due to technical glitches on GST portal	0.59	July 2017 to December 2017	Commissioner of Appeals
	Recovery of excess refund issued on account of exports value was wrongly considered i.e. lower of statement-2 and FOB value.	1.66	April 2018 to March 2019	Commissioner of Appeals
	Demand for GST, Penalty, and Interest	0.24	April 2017 to March 2018	Assistant Commissioner, CGST Audit Commissionerate
	Authorities are challenging the ITC credit towards ISD credit distributed in 2019-20 and refund is rejected to full extent	2.06	April 2019 to March 2020	Additional Commissioner (Appeals)
	Rejection of refund application filled u/s 54 of the Act	0.84	August 2017 to March 2018	Additional Commissioner (Appeals)
	Demand under GST Act	0.02	April 2021 to March 2022	Assistant Commissioner
	Demand under GST Act	0.13	April 2018 to March 2019	Assistant Commissioner
	Demand under GST Act	0.06	April 2021 to March 2022	Assistant Commissioner
	Demand under GST Act	24.47	July 2017 to October 2021	Additional / Joint Commissioner of Central Tax
	Demand under GST Act	0.06	April 2017 to March 2018	Commissioner of Appeals
	Demand under GST Act	0.12	April 2017 to March 2018	Commissioner of Appeals
	Demand under GST Act	0.80	April 2017 to March 2018	Commissioner of Appeals
	Demand under GST Act	4.61	April 2017 to March 2018	Commissioner of Appeals
	Demand under GST Act	0.04	April 2017 to March 2018	Appeal to be filed with Commissioner of Appeals
	Demand under GST Act	6.89	April 2018 to March 2021	Commissioner of Appeals
The Finance Act, 1994 (Service Tax)	Interest and penalty on non-payment of Service Tax on Import of certain services	0.81	April 2005 to March 2010	CESTAT, Mumbai
	Interest on non-payment of Service Tax on Import of certain services	0.07	April 2011 to March 2012	CESTAT, Mumbai
	Demand under Finance Act, 1994	0.23	April 2016 to June 2017	Assistant Commissioner, GST
	CENVAT Credit	0.65	April 2010 to March 2011	CESTAT, Mumbai
	Penalty under provision of Rule 15 of the CENVAT Credit Rules, 2004	3.01	April 2005 to March 2011	Commissioner (Appeals)



## ANNEXURE - I TO ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH 2024

Name of the statute	Nature of dues	Amount* (₹ in crore)	Period to which the amount relates	Forum where dispute is pending
Custom Act, 1962	Customs Duty, Penalty and Interest	0.25	January 2013 to March 2015	CESTAT, Mumbai
Income tax Act, 1961	Demand under Section 143(3)	4.04	FY 2003-04	High Court
	Demand under Section 143(3)	26.02	FY 2006-07	High Court
	TDS Assessment order u/s 201/201(A)	1.99	FY 2009-10	Commissioner of Income Tax (Appeals) - TDS
	Demand under Section 143(3)	20.17	FY 2010-11	Commissioner of Income Tax (Appeals)
	Demand under Section 143(3)	26.51	FY 2011-12	Commissioner of Income Tax (Appeals)
	Demand under Section 143(3)	Nil	FY 2012-13	High Court
	Demand under Section 143(3)	Nil	FY 2013-14	Commissioner of Income Tax (Appeals)
	TDS (TRACES)	0.31	January 2012 to December 2017	TDS officers
	TDS Assessment order u/s 201/201(A)	54.24	FY 2015-16	Commissioner of Income Tax (Appeals) – TDS
	TDS Assessment order u/s 201/201(A)	34.22	FY 2016-17	Commissioner of Income Tax (Appeals) – TDS
	Demand under Section 143(3)	Nil	FY 2016-17	Commissioner of Income Tax (Appeals)
	Demand under Section 143(3)	70.63	FY 2019-20	Commissioner of Income Tax (Appeals)

Note 1: The aforesaid amounts under Income Tax Act, 1961 are net off the below claims made by the assessee, pending formal acceptance by the tax authorities for the relevant benefit.

Financial Year	Amount (in Crs)	Pending acceptance by Tax authorities for
2012-13	67.29	Pending appeal effect to the order of the Tribunal, wherein the Tribunal has restored certain issues to the file of the assessing officer and rectification effect arising out of order for FY 2011-12.
2010-11	27.33	Eligibility for entitlement and set-off of MAT credit utilisation, arising out of the effect of OGE to the favourable order of CIT(A) for FY 2009-10
2013-14	21.00	Rectification application for granting credit for TDS deducted by non-resident
2016-17	65.74	Rectification application for adjusting brought forward Losses for FY 2015-16.

Note 2: The aforesaid amounts under Income Tax Act, 1961 does not include demand against which the favorable order has been received by the assessee but has been further appealed by tax authorities at higher level.

Financial Year	Amount (in Crs)	Forum where dispute is further appealed
2000-01	5.00	High Court
2004-05	12.68	High Court
2007-08	0.45	High Court
2009-10	52.26	High Court
2010-11	36.66	High Court
2011-12	42.47	High Court
2012-13	43.51	High Court
2013-14	36.30	High Court

\* Out of the above, amount paid/adjusted under protest by the Company for Excise, VAT, Service tax, Custom Duty, GST and income tax is ₹ 0.47 Crore, ₹ 44.08 Crores, ₹ 0.22 Crore, ₹ 0.22 Crore, ₹ 28.72 Crore and ₹ 85.71 Crores.

## **ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2024**

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### **Opinion**

We have audited the internal financial controls with reference to financial statements of Wockhardt Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### **Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No. 101248W/W-100022

**Koosai Lehera**

*Partner*

Membership No.: 112399

ICAI UDIN: 24112399BKFRIR2270

Place : Mumbai

Date : 28 May 2024

## BALANCE SHEET

As at March 31, 2024

(All amounts are in ₹ Crore, except per share data and unless stated otherwise)

	Notes	As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	4	1,079	1,186
Right of use assets	4	315	371
Capital work-in-progress	4	56	56
Intangible assets	5	55	68
Intangible assets under development	5	777	767
Financial Assets			
Investments in subsidiaries	6	297	297
Other investments *	6	–	–
*₹ 0.45 crore (Previous year - ₹ 0.45 crore)			
Other non-current financial assets	7	64	63
Non-current tax assets (Net)		99	99
Deferred tax assets (Net)	8	250	250
Other non-current assets	9	97	100
		<b>3,089</b>	<b>3,257</b>
<b>CURRENT ASSETS</b>			
Inventories	10	321	363
Financial assets			
i. Trade receivables	11	566	551
ii. Cash and cash equivalents	12.1	463	4
iii. Bank balances (other than cash and cash equivalents)	12.2	23	33
iv. Other current financial assets	13	101	120
Other current assets	14	194	225
		<b>1,668</b>	<b>1,296</b>
Assets classified as held for sale	31	111	179
<b>Total Assets</b>		<b>4,868</b>	<b>4,732</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	15	77	72
Other equity		1,719	1,681
<b>Equity attributable to the share holders of the Company</b>		<b>1,796</b>	<b>1,753</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial liabilities			
Borrowings	16	891	12
Lease liabilities	33	265	315
Provisions	17	28	26
		<b>1,184</b>	<b>353</b>
<b>CURRENT LIABILITIES</b>			
Financial liabilities			
i. Borrowings	18	899	1,608
ii. Lease liabilities	33	81	78
iii. Trade payables	19		
Total outstanding dues of micro enterprises and small enterprises		28	33
Total outstanding dues of creditors other than micro enterprises and small enterprises		552	524
iv. Other current financial liabilities	20	173	268
Other current liabilities	21	127	88
Provisions	22	26	25
Current tax liabilities (Net)		2	2
		<b>1,888</b>	<b>2,626</b>
<b>Total Liabilities</b>		<b>3,072</b>	<b>2,979</b>
<b>Total Equity and Liabilities</b>		<b>4,868</b>	<b>4,732</b>
Material Accounting Policies	3		
The accompanying notes form an integral part of these financial statements			

As per our attached report of even date

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Koosai Leherly**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

**Deepak Madnani**

Chief Financial Officer

**Rashmi Mamtura**

Company Secretary

**STATEMENT OF PROFIT AND LOSS**

For the Year ended March 31, 2024

(All amounts are in ₹ Crore, except per share data and unless stated otherwise)

	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023	
<b>INCOME</b>				
<b>I</b>	Revenue from operations	23	1,154	1,072
<b>II</b>	Other income	24	41	67
<b>III</b>	<b>Total Income (I + II)</b>		<b>1,195</b>	1,139
<b>IV</b>	<b>Expenses</b>			
	Cost of materials consumed		285	200
	Purchase of Stock-in-Trade		162	171
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	14	30
	Employee benefits expense	26	247	240
	Finance costs	27	237	229
	Depreciation and amortisation expense	4 & 5	176	186
	Impairment of asset held for sale	31	79	–
	Other expenses	28	403	361
	<b>Total Expenses (IV)</b>		<b>1,603</b>	1,417
<b>V</b>	<b>Loss before exceptional items and tax (III - IV)</b>		<b>(408)</b>	(278)
<b>VI</b>	<b>Exceptional items- charge</b>	34	<b>(14)</b>	(235)
<b>VII</b>	<b>Loss after exceptional items before tax (V + VI)</b>		<b>(422)</b>	(513)
<b>VIII</b>	<b>Tax expense</b>	8		
	Deferred tax - credit (Net)		–	(47)
<b>IX</b>	<b>Loss for the year (VII + VIII)</b>		<b>(422)</b>	(466)
<b>X</b>	<b>Other Comprehensive Income</b>			
	(i) Items that will not be reclassified to profit or loss- credit/(charge) Consisting of re-measurement of net defined benefit (liability)/asset		(1)	4
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss - (charge)/credit*		–	0
	* Nil (Previous year - ₹ 0.12 crore)			
	<b>Other Comprehensive Income (Net of tax)</b>		<b>(1)</b>	4
<b>XI</b>	<b>Total Comprehensive Income (IX+X) (Comprising Loss and Other Comprehensive Income for the year)</b>		<b>(423)</b>	(462)
	<b>Earnings per equity share of face value of ₹ 5 each</b>	29		
	Earnings per equity share			
	Basic earnings per share (₹)		<b>(29.27)</b>	(32.40)
	Diluted earnings per share (₹)		<b>(29.27)</b>	(32.40)
	Material Accounting Policies	3		
	The accompanying notes form an integral part of these financial statements			

As per our attached report of even date

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Koosai Leherly**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

**Deepak Madnani**

Chief Financial Officer

**Rashmi Mamtura**

Company Secretary

## STATEMENT OF CHANGES IN EQUITY

For the Year ended March 31, 2024

(All amounts are in ₹ Crore, except per share data and unless stated otherwise)

## A. Equity Share Capital

As at April 01, 2022	Changes in equity share capital during the year*	As at March 31, 2023	Changes in equity share capital during the year	As at March 31, 2024
72	0	72	5	77

\*₹ 0.01 crore

## B. Other equity

₹ in crore

	Reserves and Surplus							Total	
	Capital Reserves		Capital Redemption Reserve (CRR)	Securities Premium	Share Options Outstanding Account	General Reserves	Other Reserves-FCMITDA		Retained Earnings
	Capital Reserves (other than capital contribution)	Capital Contribution							
<b>Balance as on April 01, 2022</b>	<b>173</b>	<b>66</b>	<b>819</b>	<b>796</b>	<b>18</b>	<b>272</b>	<b>(1)</b>	<b>(3)</b>	<b>2,140</b>
Loss for the year	-	-	-	-	-	-	-	(466)	(466)
Other Comprehensive income for the year - Re-measurement of net defined benefit (liability) / asset	-	-	-	-	-	-	-	4	4
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	(462)	(462)
Net additions/(deductions) on ESOP options (Also Refer note 38)	-	-	-	3	(2)	1	-	-	2
Additions in Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	-	-	-	-	-	-	(1)	-	(1)
Amortisation from Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	-	-	-	-	-	-	2	-	2
<b>Balance as on March 31, 2023</b>	<b>173</b>	<b>66</b>	<b>819</b>	<b>799</b>	<b>16</b>	<b>273</b>	<b>-</b>	<b>(465)</b>	<b>1,681</b>
Loss for the year	-	-	-	-	-	-	-	(422)	(422)
Other Comprehensive income for the year - Re-measurement of net defined benefit (liability) / asset	-	-	-	-	-	-	-	(1)	(1)
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	(423)	(423)
Net additions/(deductions) on ESOP options (Also Refer note 38)	-	-	-	2	(3)	2	-	-	1
Equity shares pursuant to Qualified Institutional Placement (QIP) (Also Refer note 15)	-	-	-	475	-	-	-	-	475
QIP expenses adjusted	-	-	-	(15)	-	-	-	-	(15)
<b>Balance as on March 31, 2024</b>	<b>173</b>	<b>66</b>	<b>819</b>	<b>1,261</b>	<b>13</b>	<b>275</b>	<b>-</b>	<b>(888)</b>	<b>1,719</b>

**Notes: Nature and purpose of reserves:****Capital Reserves** (other than capital contribution)

The reserve comprises of reserve created on amalgamation of the subsidiaries with the Company and redemption of certain preference shares at 25% of the face value pursuant to modification in the terms of issue.

**Capital Contribution**

Under Ind AS, preference shares have been measured at fair value at inception with reference to market rates and the difference to the extent pertaining to the Promoter Group have been recognised as capital contribution.

**Capital redemption reserve**

Capital redemption reserve was created during redemption of preference shares out of the profits of the Company in accordance with the requirements of Companies Act.

**Securities premium**

Securities premium is used to record the premium received on issue of shares. It shall be utilised in accordance with the provisions of the Companies Act, 2013.

**Share Options Outstanding Account**

The Company has adopted various equity-settled share based payment plans for certain categories of employees. Refer Note 38 for further details.

**Foreign Currency Monetary Items Translation Difference Account (FCMITDA)**

Under previous GAAP, paragraph 46A of Accounting Standard for 'The Effects of Changes in Foreign Exchange Rates' (AS 11) provided an alternative accounting treatment whereby exchange differences arising on long term foreign currency monetary items relating to depreciable asset are adjusted in fixed assets and depreciated over the remaining life of such assets and in other cases are accumulated in Foreign Currency Monetary item Translation Difference Account (FCMITDA) to be amortised over balance period of long term asset/liability. Ind AS 101 includes an optional exemption that allows a first-time adopter to continue the above accounting treatment in respect of the long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period.

**General Reserve**

General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend.

## Material Accounting Policies

The accompanying notes form an integral part of these financial statements

As per our attached report of even date

For and on behalf of the Board of Directors

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Koosai Leherly**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

**Habil Khorakiwala**

Chairman

DIN: 00045608

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

**Deepak Madnani**

Chief Financial Officer

**Rashmi Mamtura**

Company Secretary

**CASH FLOW STATEMENT**

For the Year ended March 31, 2024

(All amounts are in ₹ Crore, except per share data and unless stated otherwise)

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES</b>		
Loss before tax	(422)	(513)
<b>Adjustments for:</b>		
Exceptional items- Provision against inventories/contract assets	14	50
Depreciation and amortisation expense	176	186
Impairment of asset held for sale	79	–
Provision for doubtful debts and advances	17	(14)
Loss/(Profit) on sale of fixed assets (Net)*	0	(29)
*current year - ₹ 0.29 crore		
Finance costs	237	229
Net foreign exchange fluctuation loss/(gain), net	1	17
Interest income	(6)	(4)
Employee share based payments expenses	1	1
Liabilities no longer required written back	(25)	(3)
	72	(80)
<b>Movements in Working capital</b>		
Decrease in inventories	28	24
(Increase)/Decrease in Trade receivables (refer note 34)	(15)	759
Decrease/(Increase) in Loans and advances and other assets	30	(29)
Increase/(Decrease) in Liabilities and provisions (refer note 34)	32	(569)
Increase/(Decrease) in Trade payables	41	(29)
<b>Cash generated /(used in) from operations</b>	188	76
Income tax paid*	0	(5)
*Current year ₹ 0.04 crore		
<b>Net cash inflow from Operating activities</b>	188	71
<b>CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and capital work-in progress	(2)	–
Proceeds from sale of property, plant and equipment*	0	39
*Current year - ₹ 0.25 crore		
Purchase of Intangible assets and Intangible assets under development	(86)	(47)
Margin money under lien and Bank balances (other than cash and cash equivalents)	10	3
Interest received	3	2
<b>Net cash outflow from Investing activities</b>	(75)	(3)
<b>CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (REFER NOTE 46)</b>		
Proceeds from issuance of Equity share capital under Qualified Institutional Placement (QIP), net	468	–
Transaction cost related to Right Issue	(1)	(3)
Proceeds from Issuance of Equity share capital under ESOS*	0	0
*₹ 0.01 crore (Previous year ₹ 0.01 crore)		
Proceeds from term loan	75	–
Repayment of long-term borrowings	(214)	(252)
Short-term borrowings (net)	(16)	67
Loans from Related parties	402	328



	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Repayment of loans taken from Related parties- Long term	(114)	–
Repayment of loans taken from Related parties- Short term	(38)	(116)
Repayment of Lease liabilities ( refer note 2 below)	(82)	(79)
Finance costs paid	(134)	(181)
Equity Dividend paid to IEPF*	(0)	–
*current year ₹ 0.49 crore		
<b>Net cash inflow/ (outflow) from Financing activities</b>	<b>346</b>	<b>(236)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>459</b>	<b>(168)</b>
Cash and cash equivalents as at the beginning of the year	4	172
<b>CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR</b>	<b>463</b>	<b>4</b>

#### Reconciliation of cash and cash equivalents as per the cash flow statement

	As at March 31, 2024	As at March 31, 2023
<b>Cash and cash equivalents as per above comprise of the following</b>		
Cash	–	–
Balance with banks:		
- in current account	463	4
Balance as per the Statement of cash flows	463	4

#### Notes:

- The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.
- Repayment of lease liabilities consists of:
  - Payment of interest ₹ 34 crore (Previous year - ₹ 38 crore)
  - Payment of Principal ₹ 48 crore (Previous year - ₹ 41 crore)
- Figures in bracket indicate cash outflow.

Material Accounting Policies

3

The accompanying notes form an integral part of these financial statements

As per our attached report of even date

#### For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

#### Koosai Leherly

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

#### Habil Khorakiwala

Chairman

DIN: 00045608

#### Murtaza Khorakiwala

Managing Director

DIN: 00102650

#### Deepak Madnani

Chief Financial Officer

#### Rashmi Mamtura

Company Secretary

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

Wockhardt Limited (WL or the 'Company') is a public limited company incorporated in India and has its registered office at D-4, MIDC, Chikalthana, Maharashtra, India. The Company's equity shares are listed on The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE).

The Company and its subsidiaries (the 'Group') is a global pharmaceutical and biotech company with presence in USA, UK, Switzerland, Ireland, Russia and many other countries. It has manufacturing and research facilities in India, USA & UK and a manufacturing facility in Ireland and Dubai. The Company has a significant presence in USA, Europe and India.

### 2. BASIS OF PREPARATION OF STANDALONE FINANCIAL STATEMENTS

#### A. Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as 'Ind AS') as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time and also the guidelines issued by Securities and Exchange Board of India ('SEBI'), as applicable.

These financial statements were approved by the Board of Directors and authorised for issue on May 28, 2024.

#### B. Functional and Presentation Currency

These financial statement are presented in Indian rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All the amounts have been rounded off to the nearest crore except for share data and per share data, unless otherwise stated.

#### C. Basis of preparation

These Financial Statements have been prepared on accrual basis under the historical cost convention except for the following material items in the statement of financial position:

- certain financial assets and liabilities that are measured at fair value.
- share-based payments.
- Certain Property, Plant and equipments measured at fair value which has been considered as deemed cost.
- Net defined benefit liabilities.

#### Going Concern

The Company has incurred a loss in the current year and the current liabilities exceed current assets and assets held for sale by ₹ 109 crore. Of these current liabilities, ₹ 218 crores pertain to loans received from companies controlled by the Promoters ('Promoter entities'). These Promoter entities have reaffirmed their commitment and confirmed that they will not recall the loans provided to the Company, unless the Company confirms that it has adequate surplus liquidity available and Promoter entities have confirmed to provide required financial support to the Company to repay the liabilities of the Company. Company also has access to undrawn borrowing facilities from certain lenders. Considering the support from Promoter entities, undrawn borrowing facilities, expected cash inflows from ongoing business operations and from sale of surplus assets classified as held for sale, the Company is confident of repayment of liabilities as and when they fall due and accordingly the Company has prepared the financial statements on a going concern basis. Further, subsequent to year end, the terms of borrowings of ₹ 889 crore which had a repayment date of May 25, 2025 has been further extended upto May 25, 2027 with an option to the Company to further renew the loan basis Company's assessment of cash flows and liquidity position on that date.

#### D. Use of Estimates and Judgments

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumption about the reported amounts of assets and liabilities (including contingent liabilities) on the date of standalone financial statement and the reported income and expenses during the year. The management believes that the judgements and estimates used in preparation of these financial statements are prudent and reasonable.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements and estimates in applying accounting policies:

The following are the critical judgements, and estimations, that the management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in these financial statements.

##### a) Judgements:

##### (i) Right of Use assets :

The Company has entered into several arrangements for lease of land from Government entities and other parties. The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(ii) *Impairment of trade receivables:*

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(iii) *Estimation of useful life*

The useful life used to amortise or depreciate intangible assets or property, plant and equipment respectively relates to the expected future performance of the assets acquired and management's judgement of the period over which economic benefit will be derived from asset. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Increasing an asset's expected life or its residual value would result in a reduced depreciation charge in the Standalone statement of profit and loss.

The useful lives of Company's assets are determined by management at the time the asset is acquired and reviewed annually for appropriateness. The lives are based on historical experience with similar assets as well as anticipation of future events which may impact their life such as changes in technology.

b) *Estimates :*

(i) *Deferred tax*

The recognition of deferred tax assets is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits which are based on budgeted cash flow projections, reference is made to the latest available profit forecasts. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

(ii) *Legal, tax and other disputes:*

The Company provides for anticipated settlement costs where an outflow of resources is considered probable and a reliable estimate may be made of the likely outcome of the dispute and legal and other expenses arising from claims against the Company. These estimates take into account the specific circumstances of each dispute and relevant external advice which are inherently judgmental and could change substantially over time as new facts emerge and each dispute progresses.

(iii) *Post-employment benefits*

The costs of providing gratuity and other post-employment benefits are charged to the income statement in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by management. These assumptions include future earnings and salary increases, discount rates, expected long-term rates of return on assets and mortality rates.

(iv) *Sales returns and rebates:*

Revenue is recognized when significant control is transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.

Gross turnover is reduced by rebates, discounts, allowances and product returns given or expected to be given, which vary by product arrangements and buying groups. These arrangements with purchasing organizations are dependent upon the submission of claims some time after the initial recognition of the sale. Accruals are made at the time of sale for the estimated rebates, discounts or allowances payable or returns to be made, based on available market information and historical experience.

Because the amounts are estimate, they may not fully reflect the final outcome, and the amounts are subject to change dependent upon, amongst other things, the types of buying group and product sales mix.

The level of accrual for rebates and returns is reviewed and adjusted regularly in the light of contractual and legal obligations, historical trends, past experience and projected market conditions.

Future events could cause the assumptions on which the accruals are based to change, which could affect the future results of the Company.

(v) *Provision for inventory*

Inventory is stated at cost or net realizable whichever is lower. Provision for slow moving inventory is made based on historical experience with old inventory and the utilization plan of such inventory in the near future

(vi) *Recoverability of Property, plant & equipment and capital work in progress*

Property, plant & equipment and old capital work in progress is assessed for recoverability based on management's utilization plans, technical assessment of current condition of the underlying assets. Company does a periodic physical verification and inspection of these assets using internal and external experts to determine the condition and usability of these assets.

The Company also determines the recoverable value of the Cash generating units (CGU), basis the estimated future cash flows for assessment of potential impairment.

(vii) *Intangible asset under development*

Acquisition cost and development expenditure incurred in relation to New Chemical Entity (NCE) is tested for recoverability based on the estimated future cash flows, progress in development activity and other relevant updates. Changes in these assumptions could lead to potential impairment in the carrying value of these intangible assets under development.

### 3. MATERIAL ACCOUNTING POLICIES:

#### a) Property, Plant and Equipment and Depreciation

*I. Recognition and Measurement:*

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- the cost of the item can be measured reliably

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

*II. Subsequent expenditure*

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

*III. Depreciation and amortisation*

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation is provided, using the straight line method, pro-rata to the period of use of assets, in accordance with the requirements of Schedule II of the Companies Act, 2013, based on the useful lives of the assets determined through technical assessment by the management. The estimated useful lives followed by the Company are as follows:

Assets	Estimated useful life	Estimated life as per Schedule II
Leasehold land	Over the period of lease	
Buildings	10 – 61 years	30 – 60 years
Plant and Equipment	4 – 21 years	10 – 20 years
Furniture and Fixtures	6 – 20 years	8 – 10 years
Office Equipments	4 – 20 years	15 years
Information Technology Equipments	3 – 20 years	3 – 6 years
Vehicles	5 years	6 – 10 years

Fixed assets whose aggregate cost is ₹ 5,000 or less are depreciated fully in the year of acquisition.

Freehold land is not depreciated.

Depreciation method, useful life and residual values are reviewed at each financial year end and adjusted if appropriate.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

#### b) Intangible assets

*I. Recognition and Measurement:*

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

Expenditure on development eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

## II. Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

## III. Amortisation

Intangible assets are amortised over their estimated useful life on Straight Line Method. The estimated useful lives followed by the Company is as follows:

Assets	Estimated useful life
Trade marks/Technical know how	3 – 10 years
Computer software	3 – 10 years

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

## c) Research and Development

Research costs are expensed as incurred.

Development expenditure incurred on an individual project is carried forward when it meets the conditions of development phase under Ind AS 38 'Intangible Assets' and it can be demonstrated that intangible asset under development will generate probable future economic benefits. Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

The carrying value of development costs is reviewed for impairment when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

## d) Impairment of Non-financial assets (excluding goodwill)

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss.

The recoverable amount is the greater of the fair value less cost of disposal and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

## e) Foreign Currency Transactions / Translations:

- i) Transactions in foreign currencies are translated to the reporting currency at exchange rates at the dates of the transactions.
- ii) The Company has availed an option of continuing the policy adopted for exchange differences arising from translation of long term foreign currency monetary items outstanding as on March 31, 2016. Accordingly, foreign exchange gain/losses on long term foreign currency monetary items relating to the acquisition of depreciable assets are added to or deducted from the cost of such assets and in other cases, such gains or losses are accumulated in a 'Foreign Currency Monetary Item Translation Difference Account' to be amortised over the remaining life of the concerned monetary item.

## f) Financial Instruments

### I. Financial assets

#### (i) Classification of financial assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

#### Debt instruments at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

*Debt instruments at fair value through other comprehensive income (FVOCI):*

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the EIR method. The Company does not have any instruments classified as fair value through other comprehensive income (FVOCI).

*Debt instruments measured at fair value through profit and loss (FVTPL):*

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

*Equity investments:*

Investment in subsidiaries, associates and joint ventures are measured at cost less impairment losses if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

All other equity investments which are in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

The Company does not have any equity investments designated at FVOCI.

Dividend from investments is recognised as revenue when right to receive is established.

Interest income is recognized with reference to Effective Interest Rate Method.

*Derivative financial instruments:*

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

(ii) Initial recognition and measurement

All financial assets (other than trade receivables) are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction costs that are attributable to the acquisition of the financial assets.

Trade receivables are carried at original transaction price as the sales arrangements do not contain any significant financing component.

(iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - (a) the Company has transferred substantially all the risks and rewards of the asset, or
  - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iv) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historical observed default rates are updated and changes in the forward-looking estimates are analysed.

II. Financial Liabilities and equity instruments:

Debt and equity instruments issued by the Company classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(i) Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(ii) Financial liabilities: - Classification:

Financial liabilities are classified as either 'at FVTPL' or 'at amortised cost'. FVTPL liabilities consist of derivative financial instruments, wherein the gains/losses arising from remeasurement of these instruments is recognized in the Statement of Profit and Loss. Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

(iii) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction costs that are attributable to issue of these instruments.

(iv) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

III. Fair value:

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

- (a) Level 1: The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date. Examples include exchange-traded commodity derivatives and other financial assets such as investments in equity and debt securities which are listed in a recognized stock exchange.
- (b) Level 2: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate.
- (c) Level 3: The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

IV. Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

V. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**g) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity or in OCI.



#### *Current tax*

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured at the amount expected to be recovered from or paid to the taxation authorities using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends if any.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### *Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

### **h) Inventories**

All inventories are valued at moving weighted average price other than finished goods, which are valued on moving average price. Finished goods and Work in progress is computed based on respective moving weighted average price of procured materials and appropriate share of labour and other manufacturing overheads.

Inventories are valued at cost or net realizable value, whichever is lower. Cost also includes all charges incurred for bringing the inventories to their present location and condition including non-creditable taxes and other levies.

The comparison of cost and net realisable value is made on an item-by-Item basis.

Inventories of stores and spare parts are valued at cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

### **i) Revenue Recognition**

#### *Sale of goods*

Revenue is recognized when significant control is transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Accordingly, the timing of recognition of revenue is dependent on the specific terms agreed with the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. The timing of the transfer of control varies depending on the individual terms of the sales agreements.

#### *Sale of Services, Outlicensing fees and sale of intellectual property*

Revenues from services ,Outlicensing fees and sale of intellectual property is recognized in accordance with the terms of the relevant agreement(s) as generally accepted and agreed with the customers, and when control transfers to such customers and the Company's performance obligations are satisfied.

#### *Export Incentive*

Income from Export Benefits and Other Incentives Export benefits available under prevalent schemes are accrued as revenue in the year in which the goods are exported and / or services are rendered only when there reasonable assurance that the conditions attached to them will be complied with, and the amounts will be received.

*Insurance claims*

Insurance claims are accounted on acceptance of the claim and when it can be measured reasonably, and it is reasonable to expect ultimate collection.

*Deferred revenue*

Deferred revenue shall be recognized against the advances received from customers as and when the control over goods are transferred or services are rendered to buyer.

**j) Employee Benefits***Short term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

*Defined contribution plans*

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

*Defined benefit plans*

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

*Other long-term employee benefits*

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurement are recognised in Statement of Profit and Loss in the period in which they arise.

**k) Share-based payment transactions**

Employees Stock Options Plans ('ESOPs'): The grant date fair value of options granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under 'Share Options Outstanding Account'. The amount recognized as an expense is adjusted to reflect the actual number of stock options that vest.

**l) Leases**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**m) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Notes. Contingent liabilities are disclosed for (1) possible obligations which will be confirmed only by future events not wholly within the control of the Company or (2) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised in these financial statements as this may result in the recognition of income that may never be realised. Contingent assets (if any) are disclosed in the notes to the standalone financial statements.

**n) Borrowing costs**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings (other than long term foreign currency borrowings outstanding as of March 31, 2016) to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

**o) Government Grants**

Government grants are initially recognised as deferred income at fair value if there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant;

- In case of capital grants, they are then recognised in Statement of Profit and Loss as other income on a systematic basis over the useful life of the asset.
- In case of grants that compensate the Company for expenses incurred are recognised in Statement of Profit and Loss on a systematic basis in the periods in which the expenses are recognised.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

**p) Non-current assets held for sale**

Non-current assets are classified as held for sale, if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale must be highly probable and sale is expected to be completed within one year from date of classification.

Non-current assets held for sale are presented separately in the current section of the standalone balance sheet. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell, unless these items presented in the disposal group are deferred tax assets, assets arising from employee benefits and financial assets that are specifically exempt from the requirements.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

**q) Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax available to equity share holders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

**r) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

**s) Cash Flow statement**

Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.

**t) Operating cycle**

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating cycle is twelve months.

#### 4. PROPERTY, PLANT AND EQUIPMENT

(₹ in Crore)

Particulars	Gross Block (At Cost)				Accumulated Depreciation/Impairment				Net Block	
	As at April 01, 2023	Additions	Deductions/ Adjustments	Asset held for sale	As at March 31, 2024	Charge for the year*	Deductions/ Adjustments*	Asset held for sale	As at March 31, 2024	As at March 31, 2023
Freehold Land	3	-	-	-	3	-	-	-	-	3
Buildings	399	1	-	8	392	12	-	-	127	284
Plant and machinery	1,979	1	8	-	1,972	86	8	-	1,174	883
Furniture and fixtures	31	-	-	-	31	1	-	-	24	8
Vehicles* * charge for the year ₹ 0.10 crore * deduction/adjustment ₹ 0.10 crore	7	-	-	-	7	0	0	-	6	1
Office Equipments* * charge for the year ₹ 0.18 crore	14	-	-	-	14	0	-	-	13	1
Information Technology Equipments	74	-	-	-	74	2	-	-	70	6
<b>TOTAL</b>	<b>2,507</b>	<b>2</b>	<b>8</b>	<b>8</b>	<b>2,493</b>	<b>101</b>	<b>8</b>	<b>-</b>	<b>1,414</b>	<b>1,186</b>
<b>Right of use assets</b>										
Buildings	544	3	-	-	547	54	-	-	272	326
Leasehold Land	51	-	-	4	47	1	-	-	7	45
<b>TOTAL</b>	<b>595</b>	<b>3</b>	<b>-</b>	<b>4</b>	<b>594</b>	<b>55</b>	<b>-</b>	<b>-</b>	<b>279</b>	<b>371</b>
<b>Capital work-in-progress</b>	<b>56</b>	<b>2</b>	<b>2</b>	<b>-</b>	<b>56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>56</b>

## 4. PROPERTY, PLANT AND EQUIPMENT (CONTD).

Particulars	Gross Block (At Cost)				Accumulated Depreciation				Net Block	
	As at April 01, 2022	Additions/ Adjustments	Deductions/ Adjustments	Asset held for sale	As at March 31, 2023	Charge for the year	Deductions/ Adjustments	Asset held for sale	As at March 31, 2023	As at March 31, 2022
Freehold Land	3	-	-	-	3	-	-	-	-	3
Buildings	399	1	1	-	399	12	1	-	115	284
Plant and machinery	1,964	20	5	-	1,979	95	4	-	1,096	883
Furniture and fixtures	31	-	-	-	31	1	-	-	23	8
Vehicles*	8	-	1	-	7	0	1	-	6	1
* charge for the year ₹ 0.15 crore										
Office Equipments *	14	-	-	-	14	0	0	-	13	1
* charge for the year ₹ 0.43 crore										
* deduction during the year ₹ 0.07 crore										
Information Technology Equipments*	70	4	-	-	74	3	0	-	68	5
* deduction during the year ₹ 0.01 crore										
<b>TOTAL</b>	<b>2,489</b>	<b>25</b>	<b>7</b>	<b>-</b>	<b>2,507</b>	<b>111</b>	<b>6</b>	<b>-</b>	<b>1,321</b>	<b>1,186</b>
<b>Right of use assets</b>										
Buildings	545	-	1	-	544	53	-	-	218	326
Leasehold Land	100	-	11	38	51	2	2	3	6	45
<b>TOTAL</b>	<b>645</b>	<b>-</b>	<b>12</b>	<b>38</b>	<b>595</b>	<b>55</b>	<b>2</b>	<b>3</b>	<b>224</b>	<b>371</b>
<b>Capital work-in-progress</b>	<b>69</b>	<b>11</b>	<b>24</b>	<b>-</b>	<b>56</b>					<b>56</b>

## Notes:

- 4.1 Exchange differences arising on long term foreign currency monetary items relating to depreciable asset adjusted in additions/adjustments above amounts to Nil (Previous year - ₹ 0.45 crore)
- 4.2 Charge has been created against the aforesaid assets for the borrowings taken by the Company (Refer note 16, note 18 and note 45)
- 4.3 Details of Immovable Properties not held in the name of the Company and in the process of getting transferred in the name of the Company is as below

Category and Asset description	Gross carrying value		Title deeds held in the name of:	Property held since	Reason for not being held in the name of the Company
	March 31, 2024	March 31, 2023			
Property, Plant and Equipment - Freehold land*	0	0	H.F. Khonakiwala-Promoter and Chairman	FY 2004-05	The Company is in the process of transferring the assets in the name of the Company

\* ₹ 0.31 crore (Previous year - ₹ 0.31 crore)

Particulars	As at March 31, 2024				As at March 31, 2023			
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years <sup>4</sup>
Project in progress	1	4	50	1	56	4	51	0
<b>TOTAL</b>	<b>1</b>	<b>4</b>	<b>50</b>	<b>1</b>	<b>56</b>	<b>4</b>	<b>51</b>	<b>0</b>

# ₹ 0.21 crore

\*Project in progress includes ₹ 47 crore (Previous year - ₹ 47 crore) incurred for proposed production of vaccine. Since the Company has put the plan of vaccine production in India on hold, it is now proposed to use these assets for production of alternate pharmaceutical products.

The Company now plans to put these assets to use by 2025-26

## 5. INTANGIBLE ASSETS

(₹ in Crore)

Particulars	Gross Block (At Cost)			Accumulated Amortisation				Net Block		
	As at April 01, 2023	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2024	As at April 01, 2023	Charge for the year	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Trademarks/Technical know-how	220	6	–	226	168	15	–	183	43	52
Computer software	61	–	–	61	45	4	–	49	12	16
<b>TOTAL</b>	<b>281</b>	<b>6</b>	<b>–</b>	<b>287</b>	<b>213</b>	<b>19</b>	<b>–</b>	<b>232</b>	<b>55</b>	<b>68</b>
<b>Intangible assets under development</b>	<b>767</b>	<b>10</b>	<b>–</b>	<b>777</b>					<b>777</b>	<b>767</b>

(₹ in Crore)

Particulars	Gross Block (At Cost)			Accumulated Amortisation				Net Block		
	As at April 01, 2022	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2023	As at April 01, 2022	Charge for the year	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Trademarks/Technical know-how	220	–	–	220	153	15	–	168	52	67
Computer software	58	3	–	61	41	4	–	45	16	17
<b>TOTAL</b>	<b>278</b>	<b>3</b>	<b>–</b>	<b>281</b>	<b>194</b>	<b>19</b>	<b>–</b>	<b>213</b>	<b>68</b>	<b>84</b>
<b>Intangible assets under development</b>	<b>756</b>	<b>11</b>	<b>–</b>	<b>767</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>767</b>	<b>756</b>

### NOTE 5.1 Intangible assets under development ageing schedule

Particulars	As at March 31, 2024					As at March 31, 2023				
	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total	Less than 1 year	1-2 years	2-3 years	Totals	
<b>Project in progress</b>	<b>10</b>	<b>12</b>	<b>346</b>	<b>409</b>	<b>777</b>	<b>11</b>	<b>347</b>	<b>409</b>	<b>767</b>	

The Company expects to capitalise NCE 5222 amounting ₹ 344 crore (Previous year- 341 crore) by FY 2025-26, NCE 4873 amounting ₹ 208 crore (Previous year- 203 crore) by FY 2024-25 and NCE 4282 amounting ₹ 225 crore (Previous year- 223 crore) by FY 2027-28.

## 6. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Investments in Subsidiaries:</b>		
<b>Investment in Wholly owned subsidiaries at cost</b>		
<b>Unquoted Equity Shares</b>		
1,307,368 (Previous year - 1,307,368) Equity shares of Wockhardt Europe Limited of par value £1 each fully paid up (including two fully paid up shares held in the name of nominees of the Company)- incorporated in British Virgin Island	8	8
27,504,823 (Previous year - 27,504,823) Equity shares of Wockhardt UK Holdings Limited of 1p each fully paid up - incorporated in UK	75	75
2,000,000 (Previous year - 2,000,000) Equity Shares of ₹ 10 each fully paid up in Wockhardt Infrastructure Development Limited (including six fully paid-up share of par value held in the name of the nominees of the Company)- incorporated in India	4	4
50,000 (Previous year - 50,000) Equity Shares of ₹ 10 each fully paid up in Wockhardt Medicines Limited (including six fully paid-up share of par value held in the name of the nominees of the Company)- incorporated in India	0	0
* ₹ 0.05 crore (Previous year - ₹ 0.05 crore)		
50,000 (Previous year -50,000) Equity Shares of Wockhardt Bionova Limited (erstwhile Wockhardt Biologics Limited) of ₹10 each fully paid up (including six fully paid up share of par value held in the name of the nominees of the Company)- incorporated in India	0	0
* ₹ 0.05 crore (Previous year - ₹ 0.05 crore)		
<b>Investment in Subsidiary at cost</b>		
<b>Unquoted Equity Shares</b>		
44,600,000 (Previous year - 44,600,000) Equity Shares of Wockhardt Bio AG of CHF 1 each fully paid up- incorporated in Switzerland and holding 85.85% shareholding	210	210
	<b>297</b>	<b>297</b>
<b>Aggregate book value of unquoted investments</b>	<b>297</b>	<b>297</b>



Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Other Investments carried at fair value through profit or loss</b>		
<b>Unquoted Equity Shares:</b>		
443,482 (Previous year: 443,482) Equity Shares of Narmada Clean Tech Limited (formerly known as Bharuch Eco-Aqua Infrastructure Limited) of ₹10 each fully paid up *	0	0
*₹ 0.44 crore (Previous year- ₹ 0.44 crore)		
6,300 (Previous year: 6,300) Equity Shares of Bharuch Enviro Infrastructure Limited of ₹ 10 each fully paid up *	0	0
*₹ 0.01 crore (Previous year- ₹ 0.01 crore)		
	0	0
<b>TOTAL</b>	<b>297</b>	<b>297</b>

## 7. NON-CURRENT FINANCIAL ASSETS-OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Security deposits (Refer note 7.1 below)	47	46
Deposit with maturity of more than 12 months (under lien)	15	14
Margin money (under lien)	2	3
<b>TOTAL</b>	<b>64</b>	<b>63</b>

### NOTE 7.1

Includes deposits with Related parties ₹ 45 crore (Previous year - ₹ 44 crore). Also Refer note 40

## 8. INCOME TAX

### NOTE 8.1

#### Tax recognised in profit or loss

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Deferred tax credit, net</b>		
Origination and reversal of temporary differences including carry forward losses	-	(47)
<b>Deferred tax credit</b>	-	(47)
<b>Tax credit for the year</b>	-	(47)

### NOTE 8.2

#### Tax recognised in other comprehensive income

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of the defined benefit plans credit *	-	0
*Previous year - ₹ 0.12 crore		
<b>TOTAL</b>	<b>-</b>	<b>0</b>

**NOTE 8.3**
**Reconciliation of effective tax rate**
**Particulars**

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Loss before tax (a)</b>	<b>(422)</b>	(513)
Tax using the Company's domestic tax rate 34.944% (Previous year - 34.944%)	<b>(147)</b>	(179)
Non-deductible tax expenses	<b>2</b>	2
Profit chargeable to/ utilisation of losses at lower rate	–	(3)
Deferred tax assets not recognised on loss	<b>145</b>	120
Reversal of MAT credit entitlement	–	13
<b>Tax credit as per profit or loss (b)</b>	<b>–</b>	(47)
Effective average tax rate for the year (b)/(a)	<b>0%</b>	9%

**NOTE 8.4**
**Movement in deferred tax asset/(liabilities)**

Particulars	Net balance April 01, 2023	Recognised in profit or loss	Recognised in Other Comprehensive Income	March 31, 2024		
				Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset/(liabilities)</b>						
Property, Plant and Equipment	(244)	–	–	<b>(244)</b>	–	<b>(244)</b>
Unabsorbed losses	246	–	–	<b>246</b>	<b>246</b>	–
Loans and borrowings	(2)	–	–	<b>(2)</b>	–	<b>(2)</b>
Employee benefits	12	–	–	<b>12</b>	<b>12</b>	–
Lease arrangements	23	–	–	<b>23</b>	<b>23</b>	–
Allowance for credit loss	17	–	–	<b>17</b>	<b>17</b>	–
Other items	2	–	–	<b>2</b>	<b>2</b>	–
<b>Tax assets/(Liabilities)</b>	<b>54</b>	–	–	<b>54</b>	<b>300</b>	<b>(246)</b>
Minimum Alternate Tax (MAT) credit entitlement	196	–	–	<b>196</b>	<b>196</b>	–
<b>Net tax assets/(Liabilities)</b>	<b>250</b>	–	–	<b>250</b>	<b>496</b>	<b>(246)</b>

Particulars	Net balance April 01, 2022	Recognised in profit or loss	Recognised in Other Comprehensive Income	March 31, 2023		
				Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
<b>Deferred tax asset/(liabilities)</b>						
Property, Plant and Equipment	(227)	(17)	–	(244)	–	(244)
Unabsorbed depreciation/losses	158	88	–	246	246	–
Loans and borrowings	(2)	–	–	(2)	–	(2)
Employee benefits	14	(2)	–	12	12	–
Lease arrangements	23	–	–	23	23	–
Allowance for credit loss	27	(10)	–	17	17	–
Other items	2	–	–	2	2	–
<b>Tax assets/(Liabilities)</b>	<b>(5)</b>	<b>59</b>	–	<b>54</b>	<b>300</b>	<b>(246)</b>
Minimum Alternate Tax (MAT) credit entitlement	209	(13)	–	196	196	–
<b>Net tax assets/(Liabilities)</b>	<b>204</b>	<b>46</b>	–	<b>250</b>	<b>496</b>	<b>(246)</b>

**Notes:**

- i) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Minimum Alternative Tax (MAT credit) balance as on March 31, 2024 amounts to ₹ 196 crore (Previous year - ₹ 196 crore). Based on the current business prospects and, actions taken to implement Company's business strategies including expected monetisation of assets, it is probable that the said MAT credit and business loss will be availed in future years against the normal tax expected to be paid in those years.

- ii) Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.
- iii) Given that the Company does not have any intention to dispose investments in subsidiaries in the foreseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised. Further, the Company does not have any intention to dispose the land on an individual basis, hence deferred tax asset on the indexation benefit on land has not been recognised.
- iv) Aggregate temporary differences and carried forward tax losses for which no deferred tax has been created amounted to ₹ 889 crore (Previous year - ₹ 455 crore). These tax losses are available for set off against future taxable profits over next 8 years.
- v) Carried Forward Losses

Particulars	For the year ended March 31, 2024			For the year ended March 31, 2023		
	Expiring within 5 years	Expiring within 6-8 years	Total	Expiring within 5 years	Expiring within 6-8 years	Total
Loss for which no deferred tax is recognised	–	619	619	–	313	313

**9. OTHER NON-CURRENT ASSETS**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Capital advances	8	12
Security Deposits (Refer note 9.1 below)	11	11
Other advances (Refer note 9.2 below)	78	77
<b>TOTAL</b>	<b>97</b>	<b>100</b>

The above amounts are net of provision amounting ₹ 8 crore (Previous year - ₹ 7 crore)

**Note 9.1**

Includes balances with Government and Semi-Government authorities amounting ₹ 9 crore (Previous year - ₹ 9 crore)

**Note 9.2**

Includes balances with Government authorities amounting ₹ 75 crore (Previous year - ₹ 76 crore)

**10. INVENTORIES**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Raw Materials and components	114	143
Goods-in-transit	5	2
	<b>119</b>	<b>145</b>
Work-in-progress	35	46
Finished goods	63	68
Stock-in-trade	25	24
Stores and spares	79	80
<b>TOTAL</b>	<b>321</b>	<b>363</b>

**Notes:**

- a) Inventories are valued at cost or net realizable value, whichever is lower.
- b) Increase in provision of slow moving and non moving items for the year ₹ 15 crore (Previous year - charge ₹ 13 crore). These have been recognised as an expense during the year and are included in cost of materials consumed or changes in inventory of finished goods, work-in-progress and stock-in-trade. Also refer note 34.
- c) Raw material inventory includes certain inventory of ₹ 32 crore (Previous year- Rs. 48 crore) (net), expiring in September 2024. The Company is confident of using this inventory in new products scheduled to be launched by August 2024. Accordingly no provision has been made for the same.

**11. CURRENT FINANCIAL ASSETS-TRADE RECEIVABLES**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Unsecured considered good	578	557
Less: Allowance for expected credit loss	(12)	(6)
<b>Total</b>	<b>566</b>	<b>551</b>
Unsecured credit impaired	43	41
Less: Allowance for expected credit loss	(43)	(41)
<b>TOTAL</b>	<b>-</b>	<b>-</b>
<b>TOTAL</b>	<b>566</b>	<b>551</b>

**Note 11.1**

The above balances include dues from private companies in which any director is a director or a member ₹ 2 crore (Previous year - ₹ 6 crore). [Also refer note 42 for information about credit risk and market risk of trade receivables]

**Note 11.2**
**Trade Receivables ageing schedule**

	As at March 31, 2024						Total
	Not due	Less than 6 months	6 Months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	96	193	161	52	28	48	578
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	43	43
	96	193	161	52	28	91	621
Less: Allowance for credit loss	(1)	(1)	(1)	(6)	(3)	(43)	(55)
<b>TOTAL</b>	<b>95</b>	<b>192</b>	<b>160</b>	<b>46</b>	<b>25</b>	<b>48</b>	<b>566</b>

	As at March 31, 2023						Total
	Not due	Less than 6 months	6 Month s- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	190	187	70	34	28	48	557
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	41	41
	190	187	70	34	28	89	598
Less: Allowance for credit loss	(0)	(1)	(2)	(1)	(2)	(41)	(47)
*Not due during the year ₹ 0.23 crore							
<b>TOTAL</b>	<b>190</b>	<b>186</b>	<b>68</b>	<b>33</b>	<b>26</b>	<b>48</b>	<b>551</b>

Also refer note 42 (iii) (a) for approval received during the previous year from Reserve Bank of India/Authorised Dealer to offset the receivables with Advance received from the Subsidiary against supplies.

**Note 12.1**
**Current Financial Assets-Cash and cash equivalents**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Bank balances		
In current accounts	463	4
<b>TOTAL</b>	<b>463</b>	<b>4</b>

**Note 12.2****Current Financial Assets-Other bank balances**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
In current accounts ( balances subject to restrictions under Qualified Institutional Placement and NCDs)*	1	0
* ₹ 0.01 crore in previous year		
Deposits with original maturity of less than 3 months (under lien)	4	1
Deposits with original maturity of more than 3 months but less than 12 months (under lien)	6	18
Deposits with original maturity equal to 12 months (under lien)	10	8
Deposits with original maturity of more than 12 months (under lien)*	0	4
* current year ₹ 0.46 crore		
Margin money (under lien)	2	2
Unpaid dividend accounts*	-	0
* Nil (Previous year - ₹ 0.50 crore)		
<b>TOTAL</b>	<b>23</b>	<b>33</b>

**Note:**

Interest accrued on deposits is included in the carrying value of financial asset as these assets are measured at amortised cost

**13. CURRENT FINANCIAL ASSETS-OTHERS**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
(Unsecured, considered good unless otherwise stated)		
Other receivables (Receivable from Related party ₹ 17 crore; Previous year ₹ 21 crore - Refer note 40)	25	45
Guarantee fees receivable from related party (Refer note 40)	76	75
<b>TOTAL</b>	<b>101</b>	<b>120</b>

**14. OTHER CURRENT ASSETS**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
(Unsecured, considered good unless otherwise stated)		
Advance to suppliers (Refer note 14.1 below)	30	51
Balances with / receivable from statutory / government authorities	153	160
Contract assets (Refer note 14.3 below).	-	-
Other advances (Refer note 14.2 below).	11	14
<b>TOTAL</b>	<b>194</b>	<b>225</b>

**Note 14.1**

Advances to Suppliers include dues from private companies in which any director is a director or a member ₹1 crore (Previous year: ₹3 crore).

**Note 14.2**

Other advances includes inventory of Saleable goods ₹2 crore (Previous year - ₹ 1 crore).

Further the above balances are net of provisions amounting ₹ 35 crore (Previous year- ₹ 25 crore)

**Note 14.3**

During the previous year, the Company has incurred ₹ 50 crore for contract assets. The Customer is yet to fulfill its contractual obligations and commitments. Though, the Company is pursuing various options and taking necessary actions related to this matter, given the uncertainty, Company has provided for this contract assets during the previous year and has disclosed it as 'Exceptional items'.

## 15. EQUITY SHARE CAPITAL

Particulars	As at	As at
	March 31, 2024 ₹ in crore	March 31, 2023 ₹ in crore
<b>[a] Authorised share capital</b>		
250,000,000 (Previous year - 250,000,000) Equity shares of ₹ 5/- each	125	125
	<b>125</b>	<b>125</b>

[b] Issued, Subscribed and Paid up	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Amount ₹ in crore	Number of Shares	Amount ₹ in crore
<b>Equity:</b>				
Outstanding at the beginning of the year	144,088,323	72	144,060,153	72
Add: Shares issued during the year pursuant to Qualified Institutional Placement	9,285,163	5	–	–
Add: Shares issued during the year pursuant to ESOS*	27,450	0	28,170	0
* ₹0.01 crore (Previous year- ₹ 0.01 crore)				
<b>Outstanding as at end of the year</b>	<b>153,400,936</b>	<b>77</b>	<b>144,088,323</b>	<b>72</b>

- a) During the year, in accordance with provisions of the Companies Act, 2013 and other related laws, the Company has allotted 9,285,163 Equity Shares of face value of ₹ 5 per Equity Share at price of ₹ 517 per Equity Share, aggregating to ₹ 480.04 crores through Qualified Institutional Placement (QIP).

Details of the utilization of proceeds from QIP :

Purpose of Utilization:	Current year
Loan repayment	10
Payment of QIP related expenses	13
	<b>23</b>
Amount parked in bank account as on the balance sheet date	<b>457</b>
Other QIP expenses	<b>4</b>
Net balance	<b>453</b>

- b) The Company has only one class of equity shares having a par value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share held and is entitled to dividend, if declared at the Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c) Shares reserved for issue under options:**

220,455 (Previous year - 293,455) equity shares of face value ₹ 5 each have been reserved for issue under Wockhardt Stock Option Scheme -2011.

**d) Details of equity shares held by each shareholders holding more than 5% of total equity shares:**

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	Percentage	Number of Shares	Percentage
Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.*	65,244,744	42.53%	69,544,744	48.27%

\* includes 40,824,800 Equity Shares (Previous year - 55,943,000) pledged

**e) Details of equity shares held by Promoter:**

Name of the Promoter	As at March 31, 2024		As at March 31, 2023		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Habil F Khorakiwala	597,286	0.39%	597,286	0.41%	–
Themisto Trustee Company Private Limited on behalf of Humuza Consultants	65,244,744	42.53%	69,544,744	48.27%	-6.18%
Themisto Trustee Company Private Limited on behalf of Habil Khorakiwala Trust	130,000	0.08%	130,000	0.09%	–
Murtaza Habil Khorakiwala	294,060	0.19%	294,060	0.20%	–
Huzaifa Habil Khorakiwala	280,800	0.18%	280,800	0.19%	–
Nafisa Habil Khorakiwala	5,565	0.004%	5,565	0.004%	–
Miqdad H Khorakiwala	2,340	0.002%	2,340	0.002%	–
Callirhoe Trustee Company Private Limited on behalf of Lysithea Discretionary Trust	936,751	0.61%	936,751	0.65%	–
Callirhoe Trustee Company Private Limited on behalf of Lysithea Consultants	2,660,000	1.73%	4,160,000	2.89%	-36.06%

Name of the Promoter	As at March 31, 2024		As at March 31, 2023		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Pasithe Trustee Company Private Limited on behalf of HNZ Discretionary Trust	650,000	0.42%	650,000	0.45%	—
Pasithe Trustee Company Private Limited on behalf of HNZ Consultants	4,420,000	2.88%	4,420,000	3.07%	—
Ananke Trustee Company Private Limited on behalf of Amalthea Discretionary Trust	274,530	0.18%	274,530	0.19%	—
Ananke Trustee Company Private Limited on behalf of Amalthea Consultants	3,660,000	2.39%	4,160,000	2.89%	-12.02%
<b>TOTAL</b>	<b>79,156,076</b>	<b>51.60%</b>	<b>85,456,076</b>	<b>59.31%</b>	

Name of the Promoter	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Habil F Khorakiwala	597,286	0.41%	597,286	0.41%	—
Themisto Trustee Company Private Limited on behalf of Humuza Consultants	69,544,744	48.27%	77,344,744	53.69%	-10.08%
Themisto Trustee Company Private Limited on behalf of Habil Khorakiwala Trust	130,000	0.09%	2,990,000	2.08%	-95.65%
Murtaza Habil Khorakiwala	294,060	0.20%	294,060	0.20%	—
Huzaiifa Habil Khorakiwala	280,800	0.19%	280,800	0.19%	—
Nafisa Habil Khorakiwala	5,565	0.004%	3,432	0.002%	62.15%
Miqdad H Khorakiwala	2,340	0.002%	2,340	0.002%	—
Callirhoe Trustee Company Private Limited on behalf of Lysithea Discretionary Trust	936,751	0.65%	936,751	0.65%	—
Callirhoe Trustee Company Private Limited on behalf of Lysithea Consultants	4,160,000	2.89%	4,160,000	2.89%	—
Pasithe Trustee Company Private Limited on behalf of HNZ Discretionary Trust	650,000	0.45%	650,000	0.45%	—
Pasithe Trustee Company Private Limited on behalf of HNZ Consultants	4,420,000	3.07%	4,420,000	3.07%	—
Ananke Trustee Company Private Limited on behalf of Amalthea Discretionary Trust	274,530	0.19%	874,530	0.61%	-68.61%
Ananke Trustee Company Private Limited on behalf of Amalthea Consultants	4,160,000	2.89%	4,160,000	2.89%	—
<b>TOTAL</b>	<b>85,456,076</b>	<b>59.31%</b>	<b>96,713,943</b>	<b>67.13%</b>	

## 16. NON-CURRENT FINANCIAL LIABILITY-BORROWINGS

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Secured</b>		
Term loans		
From Banks (Refer note 16.1 and 16.2 below)	—	10
Non-Convertible Debentures (Refer notes 16.3 below)	—	—
Other Term loans (Refer note 16.5 and 16.6 below)	—	—
<b>Unsecured</b>		
Loan from related parties	889	—
Loans from Department of Science and Technology, Government of India ['GOI'] (Refer notes 16.4 below)	2	2
<b>TOTAL</b>	<b>891</b>	<b>12</b>



**Note 16.1**

During the year, the Company has repaid its term loan taken Bank of Baroda ('BOB') in entirety . The Company is in the process of releasing the charge created on the current assets and fixed assets (present and future, located at all locations other than plants at Kadaiya, Daman) based on the "No Dues certificate' received.

**Note 16.2**

During the previous year, the Company has repaid its entire loan from IDBI Bank and Bank of Maharashtra ('BOM') and charge created on the assets have been released.

**Note 16.3**

25,000 (Previous year - 25,000), 13.75% (Previous year- 13.75%) Secured Non-Convertible Debentures of ₹38, 600 (Previous year- ₹90,000) each aggregating 97 crore (Previous year- 225 crore) are repayable at par as per below repayment schedule:

Redemption on	₹ crore
October, 2024	12
June, 2024	17
May, 2024	42
April, 2024	26

**Put/Call option:**

Put/Call option for 5,000 debentures (allotted in October 2021) has vest in June 15, 2023, and each date falling at the expiry of 6 months thereafter. For the balance 20,000 debentures (allotted in April/May 2021), the Put/Call option has vested in December 15, 2022, and each date falling at the expiry of 6 months thereafter.

Further, the above Non-Convertible Debentures are secured against pledge of 7,875,000 (Previous year- 19,875,000) equity shares of Company held by Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.

Also these debentures are also secured by way of

- a) first ranking charge/hypothecation of movable assets (all present and future rights) and paripassu with the existing lenders/charge holders of movable assets
- b) first ranking and exclusive charge/hypothecation of escrow accounts and Cash top -Up account, and monies lying therein including DSRA (all present and future rights)

**Note 16.4**

Loans from GOI carry interest rate of 3% p.a. Loan amounting to ₹ 2 crore (Previous year- ₹ 2 crore) is repayable in equal annual instalments by March 2029.

**Note 16.5**

Loan others consisting of loan from Arka Fincap Limited has been repaid and the charges/hypothecation created on the moveable assets, and fixed deposit - ISRA accounts , Cash top -Up account, and monies lying therein have been released.

Also the pledge created on the equity shares of Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants have been released.

**Note 16.6**

Loan from STCI Finance Limited (Interest rate 13%) is secured by way of first paripassu charge on movable and immovable fixed assets of the Company and, pledge of shares of Company held by Themisto Trustee Company Private Limited which holds these shares in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.

The above loan shall be repaid at the end of 36 months with a call/put option every 12 months

**Note 16.7**

Current maturities of the above borrowings have been disclosed under Note 18

**Note 16.8**

Borrowings from related parties amounting ₹ 889 crore had a repayment date of May 25, 2025. Subsequent to the year end, these loans have been further extended to May 25, 2027 with an option to the Company to further renew the loan basis Company's assessment of the cash flows and liquidity position on that date

Loans from related parties carry interest rate in the range of 6.05 % p.a. to 17.60 % p.a.

**17. PROVISIONS (NON-CURRENT)**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Provision for employee benefits (Refer note 37)</b>		
Leave encashment (unfunded)	9	9
Gratuity (unfunded)	19	17
	<b>28</b>	<b>26</b>

**18. CURRENT FINANCIAL LIABILITY - BORROWINGS**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Secured</b>		
Working capital facilities from banks (Refer Note 18.1 below)	491	492
Buyers' credit (Refer Note 18.2 below)	–	16
Purchase financing (Refer Note 18.3)	19	19
<b>Unsecured</b>		
Loan from related party (Refer Note 40)	218	788
Current maturities of long term debt (Refer Note 16)	171	293
<b>TOTAL</b>	<b>899</b>	<b>1,608</b>

**Note 18.1**

Working capital facilities from Banks are secured by way of:

- (i) First charge on pari passu basis on present and future stock of raw materials, consumables, spares, semi-finished goods, finished goods, book debts and other current assets.
- (ii) Second charge on pari passu basis by way of mortgage of immovable properties and hypothecation of movable fixed assets, both present and future, located at all locations (other than Units at Kadaiya in Daman).

**Note 18.2**

Buyers' Credit are secured by way of first pari passu charge on the entire current assets and second pari passu charge on all fixed assets located at all locations other than Units at Kadaiya in Daman.

**Note 18.3**

Purchase financing from financial institution is secured against unconditional and irrevocable Bank Guarantees that stands as guarantee under this facility.

**Note 18.4**

Refer note 11 to 13 for carrying amount of current financial assets on which charge has been created.

**19. CURRENT FINANCIAL LIABILITY-TRADE PAYABLES**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Trade payables		
Outstanding dues of micro enterprises and small enterprises	28	33
Total outstanding dues of creditors other than micro enterprises and small enterprises	552	524
<b>TOTAL</b>	<b>580</b>	<b>557</b>
The carrying amount of trade payables as at reporting date approximates fair value		
<b>Note 19.1 DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS PER MSMED ACT, 2006:</b>		
a) Principal amount due to suppliers under MSMED Act, 2006 at the year end	28	33
b) Interest accrued, due to suppliers under MSMED Act on the above amount, and unpaid	2	3
c) Payment made to suppliers (other than interest) beyond the appointed day during the year	46	38
d) Interest paid to suppliers under MSMED Act (Section 16)	–	–
e) Interest due and payable towards suppliers under MSMED Act for payments already made during the year	2	3
f) Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (including interest mentioned in (e) above)	8	23

The identification of micro and small enterprises is basis intimation received from vendors

During the year, the Company has written back interest amounting to ₹ 19 crore with respect to delayed payments to MSME vendors, basis the ageing of the dues, confirmation received from the vendors, considering the relevant regulatory provision, and basis the opinion obtained from external lawyer.

**Note 19.2**
**Trade Payables ageing schedule:**

		As at March 31, 2024					Total
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed outstanding dues of micro enterprises and small enterprises	11	13	3	1	–	28
(ii)	Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	147	189	53	57	106	552
<b>TOTAL</b>		<b>158</b>	<b>202</b>	<b>56</b>	<b>58</b>	<b>106</b>	<b>580</b>

		As at March 31, 2023					Total
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed outstanding dues of micro enterprises and small enterprises *	8	22	–	3	–	33
(ii)	Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	113	220	70	50	71	524
<b>TOTAL</b>		<b>121</b>	<b>242</b>	<b>70</b>	<b>53</b>	<b>71</b>	<b>557</b>

**20. CURRENT FINANCIAL LIABILITY-OTHERS**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Unpaid dividend*	–	0
* (Previous year- ₹ 0.50 crore)		
Other payables		
Security deposits	13	13
Employee liabilities	33	37
Payable for capital goods	118	195
Other liabilities (includes interest under MSMED Act referred in Note 19.1)	9	23
<b>TOTAL</b>	<b>173</b>	<b>268</b>

**21. OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Payable for statutory dues	18	14
Advance received (including advance from subsidiary) (Refer note 40 and 42)	109	74
<b>TOTAL</b>	<b>127</b>	<b>88</b>

**22. PROVISIONS (CURRENT)**

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Provision for employee benefits (Refer note 37)</b>		
Leave encashment (unfunded)	4	5
Gratuity (unfunded)	7	8
	<b>11</b>	<b>13</b>

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Other provisions (Refer note 22.1 below)</b>		
Provision for sales returns	15	12
	15	12
<b>Total</b>	<b>26</b>	<b>25</b>
<b>Note 22.1</b>		
<b>Movement of provision for sales return</b>		
Opening Balance	12	15
Recognised during the year	11	5
Utilised during the year	(8)	(8)
<b>Closing Balance</b>	<b>15</b>	<b>12</b>

Provision has been recognised for expected sales return on date expiry of products sold during 3 years.

### 23. REVENUE FROM OPERATIONS (REFER NOTE 39 AND 40)

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Sale of products	1,091	983
Sale of services	54	68
Sale of intellectual property	–	16
Other operating income - export incentives/cost recovery	9	5
<b>Total</b>	<b>1,154</b>	<b>1,072</b>

### 24. OTHER INCOME

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Interest income	6	4
Dividend received*	0	0
* ₹ 0.0014 crore (Previous year - ₹ 0.0014 crore)		
Exchange fluctuation gain, net	5	12
Other non-operating income (Refer note below)	30	51
<b>Total</b>	<b>41</b>	<b>67</b>

#### Note:

Other non-operating income includes:

- (a) Liabilities no longer required written back ₹ 25 crore (Previous year : ₹ 3 crore). Also refer note 19
- (b) Reversal of allowance for expected credit loss and Bad debts recovered Nil (Previous year - ₹ 14 crore)
- (c) Profit on sale of properties Nil (Previous year- ₹ 29 crore)

## 25. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Opening Inventories</b>		
Finished goods	68	127
Stock in trade	24	13
Work-in-progress	46	28
Add: Inventory for Saleable Returns	1	1
<b>TOTAL</b>	<b>139</b>	<b>169</b>
<b>Closing Inventories</b>		
Finished goods	63	68
Stock in trade	25	24
Work-in-progress	35	46
Add: Inventory for Saleable Returns	2	1
<b>TOTAL</b>	<b>125</b>	<b>139</b>
<b>Decrease in Inventories</b>	<b>14</b>	<b>30</b>

## 26. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Salaries and wages (Refer note 37)	222	213
Contribution to provident and other funds (Refer note Note 37)	12	14
Share based payments to employees (Refer note Note 38)	1	1
Staff welfare expenses	12	12
<b>TOTAL</b>	<b>247</b>	<b>240</b>

## 27. FINANCE COSTS

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Interest expense</b>		
Interest expense on financial liabilities measured at amortised cost	190	173
On lease liabilities	34	38
Others	10	10
Other borrowing costs	3	8
Net loss on foreign currency transactions and translation*	0	0
* ₹ 0.14 crore (Previous year - ₹ 0.40 crore)		
<b>TOTAL</b>	<b>237</b>	<b>229</b>

## 28. OTHER EXPENSES

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Traveling and conveyance	25	28
Freight and forwarding charges	24	16
Sales promotion and other selling cost	10	21
Commission on sales	7	6
Power and fuel	68	54
Stores and spare parts consumed	18	15
Chemicals	21	17
Rent and amenity charges (Refer note 33 and note 40)	35	33
Rates and taxes	8	1
Repairs to buildings	3	1

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Repairs to Plant and machinery	8	7
Repairs and Maintenance - others	18	19
Insurance	14	12
Legal and professional fees	26	26
Directors' sitting fees (Refer note 40)	1	1
Material for test batches	–	1
Equipment/Utility hire charges (Refer note 40)	16	15
Novation of Outlicensing Rights (Refer note 40)	–	3
Allowance for credit loss and Bad debts	3	–
Provision for doubtful advances	14	–
Clinical Trial Expenses	11	16
Miscellaneous expenses (Refer note 30 and 47)	73	69
<b>TOTAL</b>	<b>403</b>	<b>361</b>

## 29. EARNINGS PER SHARE

The calculations of Earnings per share (EPS) (basic and diluted) are based on the earnings and number of shares as computed below:

### Reconciliation of earnings

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Loss attributable to equity holders of the Company	(422)	(466)
Loss attributable to equity holders of the Company	(422)	(466)

### Reconciliation of number of equity shares

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Weighted average number of shares in calculating Basic EPS	144,252,058	144,064,321
Add: Weighted average number of shares under ESOS	222,461	241,372
<b>Earnings per share (face value ₹ 5/- each)</b>		
Earnings per share - Basic in Rupees	(29.27)	(32.40)
Earnings per share - Diluted in Rupees	(29.27)	(32.40)

## 30. AUDITOR'S REMUNERATION (EXCLUDING GOODS AND SERVICE TAX)

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Audit Fees	2	1
Tax Audit Fees*	0	0
* ₹ 0.26 crore (Previous year - ₹ 0.24 crore)		
Other services**@	0	0
** ₹ 0.15 crore (Previous year - ₹ 0.25 crore)		
Out of pocket expenses *@	0	0
* ₹ 0.15 crore (Previous year - ₹ 0.13 crore)		
<b>TOTAL</b>	<b>2</b>	<b>1</b>

@ Professional services fee relating to issuance of shares on Qualified Institutional Placement basis amounting to ₹ 0.42 crore has been netted off from equity during current year, hence, not included above.

31. Impairment of asset held for sale consists of further impairment of nutrition business assets (classified as 'asset held for Sale') amounting ₹ 79 crore, basis quote received from prospective buyers.

Also the Company is in the process of disposing certain properties located at Aurangabad and Mumbai amounting ₹ 12 crore, and has accordingly classified the same as 'Asset held for Sale'.

Efforts to sell the above assets classified as held for sale have commenced and a sale is expected to be concluded not beyond March 2025.

### 32. SEGMENT REPORTING

As the Company's annual report contains both Consolidated and Standalone Financial Statements, segmental information is presented only in the Consolidated Financial Statement.

### 33. LEASES

Lease liability as on the balance sheet date is as follows:

	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Non - current portion	265	315
Current	81	78
	<b>346</b>	<b>393</b>

The weighted average incremental borrowing rate used for discounting is in the range of 7.30% to 9.65%

Refer Note 27 for Interest on lease Liabilities

Also refer Note 4 for details of Right-of-Use Assets and depreciation thereon.

The summary of practical expedients elected on initial application are as follows :

The Company has availed the exemption of not recognising right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

The Company's lease asset classes primarily consist of leases for land and buildings. The leases for land/buildings are generally for a period ranging 10 years to 99 years. These leases can be extended for further 10 years to 99 years by mutual consent. Office premises are generally for a period not exceeding five years and are in most cases renewable by mutual consent, on mutually agreeable terms. There are no restrictions imposed by lease arrangements or contingent rent payable. Certain portion of the land has been subleased.

In case of land that have been leased out for 95 years to 99 years, there are no material annual payments for the aforesaid leases

Rental expenses on leases for a period of less than 12 months amounting to Nil (Previous year- Nil) and rent for low value assets amounting to ₹ 0.18 crore (Previous year- ₹ 0.14 crore) have been included under "Note 28 - Other expenses" under Rent.

Further, Refer Note 42 for maturity profile of lease liabilities.

### 34. EXCEPTIONAL ITEMS:

i) The Company had accounted for a contract asset of ₹ 50 crores pursuant to a contract manufacturing agreement. The Customer is yet to fulfil its contractual obligations and commitments. Though, the Company is pursuing various options and taking necessary actions related to this matter, given the uncertainty, Company had provided for this contract asset and had disclosed it as 'Exceptional items' during previous year.

Company had also purchased certain specific inventory amounting to ₹ 48 crores for this contract which has not been used. During the current period, the Company has made a provision of ₹ 14 crores for such inventory basis the current assessment and information available as on date. This expenditure is also reported as an 'Exceptional item'.

ii) Further, during previous year, the Company had received the approval from concerned Authorised dealer (AD) for adjusting the receivables booked against services/assignment of new chemical entities to Wockhardt Bio AG (the Company's foreign subsidiary) against the advances received from the aforesaid subsidiary, resulting in foreign exchange loss of ₹ 185 crore. This was disclosed as 'Exceptional items'. Also refer note 42 - Financial risk management- Exposure to currency risk

### 35. CAPITAL EXPENDITURE ON RESEARCH AND DEVELOPMENT:

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Intangibles under development	10	11
Other additions*	0	0
* ₹ 0.20 crore in current year (Previous year - ₹ 0.31 crore)		
<b>TOTAL</b>	<b>10</b>	<b>11</b>



**36. THE AGGREGATE AMOUNT OF REVENUE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT AND CHARGED TO STATEMENT OF PROFIT AND LOSS IS AS UNDER:**

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Chemicals and consumables	1	2
Employee cost	44	47
Travelling expenses	2	3
Power and fuel	7	7
Repair and maintenance	2	2
Printing and stationery *	0	0
* ₹ 0.17 crore (Previous year - ₹ 0.35 crore)		
Communication expenses *	0	0
* ₹ 0.14 crore (Previous year - ₹ 0.20 crore)		
Clinical trial expenses	11	16
Analysis expenses	2	1
Legal and professional expenses*	0	0
* ₹ 0.37 crore (Previous year - ₹ 0.25 crore)		
Other Research and Development expenses	4	8
<b>TOTAL</b>	<b>73</b>	<b>86</b>

**37. EMPLOYEE BENEFITS**

**(A) Defined benefit plans:**

Gratuity liability is provided in accordance with the provisions of the Payment of Gratuity Act, 1972 based on actuarial valuation. The plan provides a lump sum gratuity payment to eligible employee at retirement, termination of their employment or death of the Employee. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

The most recent actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Gratuity (Non-funded) ₹ in crore	Gratuity (Non-funded) ₹ in crore
<b>I. Expenses recognised in Profit or Loss:</b>		
1. Current Service Cost	2	2
2. Interest cost	2	2
<b>Total Expenses</b>	<b>4</b>	<b>4</b>
<b>II. Expenses recognised in Other Comprehensive income:</b>		
1. Actuarial changes arising from changes in demographic assumptions*	(1)	(0)
* ₹ 0.23 crore in previous year		
2. Actuarial changes arising from changes in financial assumptions	2	(3)
3. Actuarial changes arising from changes in experience adjustments*	0	(1)
* ₹ 0.03 crore in current year		
<b>Total Expenses</b>	<b>1</b>	<b>(4)</b>
<b>III. Net Asset/(Liability) recognised as at balance sheet date:</b>		
1. Present value of defined benefit obligation	26	25
Net Asset/(Liability)	<b>(26)</b>	<b>(25)</b>

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	Gratuity (Non-funded) ₹ in crore	Gratuity (Non-funded) ₹ in crore
<b>IV. Reconciliation of Net Asset / (Liability) recognised as at balance sheet date:</b>		
1. Net Asset/(Liability) at the beginning of year	(25)	(30)
2. Expense as per (I) & (II) above	(5)	0
3. Benefit paid	4	5
4. Net asset/(liability) at the end of the year	(26)	(25)
<b>V. Maturity profile of defined benefit obligation</b>		
1. Within the next 12 months (next annual reporting period)	7	8
2. Between 2 and 5 years	13	14
3. Between 6 and 10 years	9	8
4. Weighted average duration (years)	5	4
<b>VI. Quantitative sensitivity analysis for significant assumptions is as below:</b>		
1. Increase/(decrease) on present value of defined benefit obligation at the end of the year		
(i) 0.5 percent point increase in discount rate	(0.50)	(0.39)
(ii) 0.5 percent point decrease in discount rate	0.53	0.41
(iii) 0.5 percent point increase in rate of salary increase	0.52	0.41
(iv) 0.5 percent point decrease in rate of salary increase	(0.51)	(0.40)
(v) 10 percent point increase in attrition rate	0.19	0.30
(vi) 10 percent point decrease in attrition rate	(0.20)	(0.33)
2. Sensitivity analysis method		
Sensitivity analysis is determined based on the expected movement in liability by varying a single parameter while keeping all the other parameters unchanged.		
<b>VII. Actuarial Assumptions:</b>		
1. Discount rate	7.15%	7.30%
2. Expected rate of salary increase	3% p.a	1% p.a
3. Attrition rate	40% at lower service reducing to 10% at higher service	40% at lower service reducing to 15% at higher service
4. Mortality	Age 20 years- 0.09%; Age 30 years- 0.10%; Age 40 years- 0.17% Age 50 years- 0.44% Age 60 years- 1.12%	Age 20 years- 0.09%; Age 30 years- 0.10%; Age 40 years- 0.17% Age 50 years- 0.44% Age 60 years- 1.12%
5. Weighted average duration as on the balance sheet date - 5.07 years (Previous year - 4.3 years)		

**Notes:**

- (a) Amount recognised as an expense in the Statement of Profit and Loss and included in Note 26 under Salaries and wages: Gratuity ₹ 4 Crore (Previous year - ₹ 4 crore) and Leave encashment ₹ 4 crore (Previous year - ₹ 3 crore). The above amount includes amount pertaining to Key Managerial personnel ₹ 1 crore (Previous year- ₹ 1 crore)
- (b) The plan above is typically exposed to actuarial risk such as Mortality risk, withdrawal rate risk and salary risk
- Mortality risk: The present value of the Defined benefit plan liability is calculated by reference to the best estimate of the mortality plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
  - Withdrawal rate risk: The plan faces the withdrawal rate risk. If the actual withdrawal rate is higher, the benefits would be paid earlier than expected.
  - Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.
- (c) Expected Employers contribution for the next year is Nil
- The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

**(B) Defined contribution plan:**

The Company makes contributions towards provident fund and superannuation fund which are in the nature of defined contribution post employment benefit plans. Under the plan, the Company is required to contribute a specified percentage of payroll cost to fund the benefits.

Amount recognised as an expense in the Statement of Profit and Loss - included in Note 26 - Contribution to provident and other funds:

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Provident fund	10	12
Others (Employee State insurance and other funds)*	2	2
<b>TOTAL</b>	<b>12</b>	<b>14</b>

The above amount includes amount pertaining to Key Managerial personnel 1 1

**38. SHARE BASED PAYMENTS TO EMPLOYEES**

The ESOP Compensation Committee of the Board of Directors has, under Wockhardt Stock Option Scheme -2011 ('the Scheme' or 'ESOS') granted 60,000 options @ ₹ 397/- per option (Grant 1), another 60,000 options @ ₹ 365/- per option (Grant 2), 1,420,000 options @ ₹ 5/- per option (Grant 3), 350,000 options @ ₹ 5/- per option (Grant 4), 8,500 options @ ₹ 5/- per option (Grant 5), 200,000 options @ ₹ 5/- per option (Grant 6), 223,500 options @ ₹ 5/- per option (Grant 7), 76,000 options @ ₹ 5/- per option (Grant 8), 90,750 options @ ₹ 5/- per option (Grant 9) and 19,300 options @ ₹ 5/- per option (Grant 10) in accordance with the provisions of Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014, to the selected employees of the Company and its subsidiaries. The method of settlement is by issue of equity shares to the selected employees who have exercised the options. The scheme shall be administered by the compensation committee of Board of directors.

The options issued vests in periods ranging 1 year to 7 years 6 months from the date of grant, and can be exercised during such period not exceeding 7 years.

Employee stock option activity under Scheme 2011 is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Outstanding at beginning of the year	293,455	362,225
b) Granted during the year	–	19,300
c) Lapsed during the year (re-issuable)*	45,550	59,900
d) Exercised during the year (and shares allotted)*	27,450	28,170
e) Outstanding at the end of the year:	220,455	293,455
of which Options vested and exercisable at the end of the year	147,805	193,855
* weighted average exercise price ₹ 5 per share		
Range of weighted average share price on the date of exercise per share	₹ 168 - ₹ 465	₹ 206 - ₹ 224
Weighted average share price for the period	309	232
Range of weighted average fair value of options on the date of grant per share	₹ 264 - ₹ 967	₹ 264 - ₹ 967

No option have been forfeited during the year or in the previous year.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Fair value of the options have been computed as per the Black Scholes Pricing Model		
The key assumptions used to estimate the fair value of options are:		
Range of stock price at the time of option grant (₹ Per share)	₹ 269 - ₹ 971	₹ 269 - ₹ 971
Range of expected life	1 year - 8 years	1 year - 8 years
Range of risk free interest rate	5% - 9%	5% - 9%
Range of Volatility	44% - 88%	36% - 88%
Range of weighted average exercise price (₹ Per share)	₹ 5	₹ 5
Range of Weighted average remaining contractual life	2 year - 11 years	0.01 year - 12 years

The working of stock prices has been done by taking historical price movement of the closing prices which includes change in price due to dividend, hence dividend is not factored separately. Volatility is based on the movement of stock price on NSE based on the price data for last 12 months upto the grant date.

### 39. REVENUE:

(a) As per Ind AS 115: "Revenue from Contracts with Customers", the Company has classified its Revenue as:

- Sale of products and services: Revenue is recognised when a contractual promise to a customer (performance obligation) has been fulfilled by transferring control over the promised goods and/or services to the customer. This transfer of control is generally at a point of time of shipment to or receipt of products by the customer or when the services are performed. The amount of Revenue to be recognised is based on the consideration the Company expects to receive in exchange for its goods/services. If the contract contains more than one obligation, the consideration is allocated based on the standalone selling price of each performance obligation.

Rebates, discounts, commissions and bonuses (including cash discounts offered to customers for prompt payment) are provided and recorded as deduction from revenue at the time the related revenue is recorded. These rebates are calculated based on the historical experience and the specific terms in individual agreements. Sales returns are recognised and recorded as deductions based on historical experience of customer returns, and such other relevant factors.

- Sale of intellectual property, Assignment of New Chemical Entity, Sale of Trademarks and Outlicensing fees: Revenue is recognised when a contractual promise to a customer (performance obligation) has been fulfilled by transferring control to the customer taking into consideration the specific terms of the agreement and when the risk of reversal of revenue recognition is remote.

There is no significant financing component as the credit period provided by the Company is not significant.

Variable components such as discounts, sales returns etc. continues to be recognised as deductions from revenue in compliance with Ind AS 115.

(b) **Disaggregation of Revenue from operations:**

Particulars (for details refer note 23)

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Total revenue from Customers	1,145	1,067
Other Operating income	9	5
<b>TOTAL</b>	<b>1,154</b>	<b>1,072</b>

(c) **Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:**

Particulars

Particulars	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Total Gross revenue, net of estimated returns as referred in Note 22.	1,147	1,069
Less: Discounts	(2)	(2)
Revenue from contract with customers	1,145	1,067
Other Operating income	9	5
<b>TOTAL</b>	<b>1,154</b>	<b>1,072</b>

(d) **Movement in contract liabilities:**

The contract liabilities consists advance received from customers for goods/services to be supplied. Revenue shall be recognised on transfer of control of goods /services rendered.

Particulars

Particulars	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Opening balances	74	626
Add: Advances received during the year	267	356
Less: Income booked during the year (refer Note 42 - Financial risk management - Exposure to currency risk)	(232)	(908)
<b>CLOSING BALANCES</b>	<b>109</b>	<b>74</b>
Expected revenue recognition from remaining performance obligations :		
- within one year	109	74
- more than 1 year	-	-

### 40. RELATED PARTY DISCLOSURES

As per Ind AS 24, the list of Related Parties and disclosure of transactions with these parties are given below:

(a) **Parties where control /significant influence exists**

**Subsidiary Companies (including step down subsidiaries)**

- 1 Wockhardt UK Holdings Limited
- 2 CP Pharmaceuticals Limited
- 3 CP Pharma (Schweiz) AG
- 4 Wallis Group Limited

- 5 The Wallis Laboratory Limited
- 6 Wockhardt Farmaceutica Do Brasil Ltda
- 7 Wallis Licensing Limited
- 8 Wockhardt Infrastructure Development Limited
- 9 Z & Z Services
- 10 Wockhardt Europe Limited
- 11 Wockhardt Nigeria Limited
- 12 Wockhardt USA LLC
- 13 Wockhardt UK Limited
- 14 Wockpharma Ireland Limited
- 15 Pinewood Laboratories Limited
- 16 Pinewood Healthcare Limited
- 17 Laboratoires Negma S.A.S.
- 18 Wockhardt France (Holdings) S.A.S.
- 19 Wockhardt Holding Corp
- 20 Morton Grove Pharmaceuticals, Inc.
- 21 MGP Inc.
- 22 Laboratoires Pharma 2000 S.A.S. (upto September 26, 2022)
- 23 Niverpharma S.A.S. (upto September 26, 2022)
- 24 Negma Beneulex S.A. (upto September 23, 2022)
- 25 Phytex S.A.S. (upto September 26, 2022)
- 26 Wockhardt Farmaceutica SA DE CV
- 27 Wockhardt Services SA DE CV
- 28 Wockhardt Bio AG
- 29 Wockhardt Bio (R) LLC
- 30 Wockhardt Bio Pty Limited
- 31 Wockhardt Bio Limited
- 32 Wockhardt Medicines Limited
- 33 Wockhardt Bionova Limited ( erstwhile known as Wockhardt Biologics Limited)

***Other parties exercising control***

Humuza Consultants\*

\* Themisto Trustee Company Private Limited holds shares in the Company in its capacity as the trustee of Habil Khorakiwala Trust which in turn holds these shares in its capacity as the partner of the partnership firm Humuza Consultants.

Habil Khorakiwala Trust\*\*

\*\* Themisto Trustee Company Private Limited holds shares in the Company in its capacity as the trustee of Habil Khorakiwala Trust.

**(b) *Other related party where transactions have taken place during the year***

Palanpur Holdings and Investments Private Limited  
 Khorakiwala Holdings and Investments Private Limited  
 Wockhardt Hospitals Limited  
 Merind Limited  
 Wockhardt Foundation  
 Carol Info Services Limited  
 Dr. Habil Khorakiwala Education and Health Foundation ( Trust)-[Wockhardt Global School]  
 Corival Lifesciences Private Limited  
 Wockhardt Regenerative Private Limited  
 Denarius Estate Development Private Limited  
 Banneret Trading Private Limited  
 Dartmour Holding Private Limited  
 Amadou Estate Development Private Limited  
 Shravan Constructions Private Limited  
 Holmdene Constructions  
 Sharanya Chemicals and Pharmaceuticals Private Limited  
 Khorakiwala Foundation  
 Themisto Trustee Company Private Limited

**Amalthea Consultants#**

# Ananke Trustee Company Private Limited holds shares in the Company in its capacity as the trustee of Amalthea Discretionary Trust (ADT) which in turn holds these shares in its capacity as the partner of the partnership firm Amalthea Consultants.

Genista Trading and Services Private Limited

Ananke Trustee Company Private Limited

Callirhoe Trustee Company Private Limited

HNZ Consultants

HNZ Discretionary trust

Amalthea Discretionary trust

Lysithea Consultants

Lysithea Discretionary trust

Adrastea Trading and Services LLP

HZ Trading and Services LLP

HNZ Trading and Services LLP

Pasithee Trustee Company Private Limited

Megaclite Trading Private Limited

Impala Advisory Services Private Limited

Sinope Advisory Services Private Limited

Step Forward Advisory Services Private Limited

Kendo Advisory Services Private Limited

Lysithea Trading and Services LLP

Helike Trading and Services LLP

Amalthea Trading and Services LLP

Dr. Habil Khorakiwala Education and Health Foundation

**Key managerial personnel**

H.F.Khorakiwala- Chairman

Aman Mehta- Non-Executive Independent Director (upto March 31, 2024)

D S Brar- Non-Executive Independent Director (upto March 31, 2024)

Sanjaya Baru- Non-Executive Independent Director (upto March 31, 2024)

Tasneem Mehta- Non-Executive Independent Director

Vinesh Kumar Jairath- Non-Executive Independent Director

Akhilesh Gupta - Non-Executive Independent Director

Rima Marphatia (Nominee Director from Export-Import Bank of India) ceases to be a Director of the Company w.e.f. August 3, 2022

Huzaiifa Khorakiwala - Executive Director

Murtaza Khorakiwala - Managing Director

Zahabiya Khorakiwala - Non-Executive Non-Independent Director

Amelia Fernandes-Non-Executive Independent Director (w.e.f. July 18, 2023)

**(C) Transactions with related parties during the Year:**

(All the amounts mentioned below for the disclosure are the contractual amounts based on the arrangement with respective parties)

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
<b>Subsidiary Companies (including step down subsidiaries)</b>		
Management and Technical fees [CP Pharmaceuticals Limited ₹ 0.29 crore (Previous year - ₹ 0.16 crore), Wockhardt UK Limited ₹ 0.52 crore (Previous year - ₹ 0.45 crore), Wockhardt USA LLC ₹ 0.22 crore (Previous year - ₹ 0.09 crore), Wockhardt Bio AG ₹ 4 crore (Previous year - ₹ 4 crore), Pinewood Laboratories Limited ₹ 1 crore (Previous year - ₹ 1 crore), Morton Grove Pharmaceuticals, Inc. ₹ 0.28 crore (Previous year - ₹ 1 crore), Wockhardt Bio (R) LLC ₹ 0.02 crore (Previous year - ₹ 0.03 crore)]	5	7
Sales [CP Pharmaceuticals Limited Nil (Previous year - ₹ 1 crore), Wockhardt Bio AG ₹ 115 crore (Previous year - ₹ 106 crore), Wockhardt Bio (R) LLC ₹ 36 crore (Previous year - ₹ 21 crore)]	151	128
Rent and Utility fees to Wockhardt Infrastructure Development Limited	31	30
Lease rent income[Wockhardt Bionova Limited Nil (Previous year- ₹ 0.01 crore), Wockhardt Medicines Limited Nil (Previous year- ₹ 0.02 crore), Wockhardt Infrastructure Development Limited Nil (Previous year- ₹ 1 crore)]	-	1
Recovery of Support service cost [Wockhardt Bionova Limited Nil (Previous year- ₹ 0.02 crore), Wockhardt Medicines Limited Nil (Previous year - ₹ 0.04 crore), Wockhardt Infrastructure Development Limited ₹ 0.13 crore (Previous year- ₹ 1 crore)]	0	1
Research and Development service income from Wockhardt Bio AG	49	51
Land Premium to Wockhardt Infrastructure Development Limited *	0	0
*₹0.04 crore (Previous year - ₹ 0.03 crore)		
Transfer of fixed assets to the Company to [C P Pharmaceuticals Limited Nil (Previous year- ₹ 3 crore), Wockhardt Bio AG ₹ 0.002 crore (Previous year - Nil)]	0	3

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Purchase of materials by the Company from C P Pharmaceuticals Limited	54	–
Expenses recovered [Morton Grove Pharmaceuticals, Inc. ₹ 0.03 crore (Previous year- ₹ 0.03 crore), Wockhardt USA LLC ₹ 0.12 crore (Previous year - ₹ 0.12 crore), Wockhardt Bio AG ₹ 0.09 crore (Previous year - ₹ 0.05 crore), Wockhardt UK Limited ₹ 0.28 crore (Previous year- ₹ 0.40 crore), Pinewood Laboratories Limited ₹ 0.18 crore (Previous year - ₹ 0.17 crore), Wockhardt Bio (R) LLC ₹ 0.07 crore (Previous year - ₹ 0.02 crore), C P Pharmaceuticals Limited ₹ 0.01 crore (Previous year- ₹ 0.14 crore), Wockhardt Infrastructure Development Limited Nil (Previous year- ₹ 0.02 crore) ]	1	1
Reimbursement of expenses [Wockhardt Bio AG ₹ 2 crore (Previous year - ₹ 4 crore), CP Pharmaceuticals Limited ₹ 2 crore (Previous year - ₹ 0.002 crore), Wockhardt UK Limited Nil (Previous year- ₹ 3 crore), Wockhardt Bio (R) LLC ₹ 1 crore (Previous year - ₹ 1 crore), Pinewood Laboratories Limited ₹ 1 crore (Previous year- Nil)]	5	8
Novation of Outlicensing Rights charged by Wockhardt Bio AG	–	3
Advance received against export of goods from Wockhardt Bio (R) LLC	14	–
Advances received for supply of goods and services adjusted with outstanding receivable [Wockhardt Bio (R) LLC ₹ 8 crore (Previous year - Nil crore) Wockhardt Bio AG Nil (Previous year- ₹ 565 crores) also refer note 42]	8	565
Balance paid on by Wockhardt USA LLC on behalf of the Company	1	
<b>Key managerial personnel</b>		
Remuneration [Chairman ₹ 4 crore (Previous year - ₹ 3 crore), Managing Director ₹ 2 crore (Previous year - ₹ 2 crore), Executive Director ₹ 2 crore (Previous year - ₹ 2 crore)]	8	7
Contribution to Provident fund [Chairman ₹ 0.42 crore (Previous year - ₹ 0.42 crore), Managing Director ₹ 0.36 crore (Previous year - ₹ 0.36 crore), Executive Director ₹ 0.36 crore (Previous year - ₹ 0.36 crore)]	1	1
Contribution towards gratuity and compensated absences [Chairman ₹ 0.43 crore (Previous year - ₹ 0.43 crore), Managing Director ₹ 0.33 crore (Previous year - ₹ 0.30 crore), Executive Director ₹ 0.33 crore (Previous year - ₹ 0.30 crore)]	1	1
Director sitting fee paid [D S Brar ₹ 0.16 crore (Previous year - ₹ 0.17 crore), Sanjaya Baru ₹ 0.14 crore (Previous year - ₹ 0.16 crore), Tasneem Mehta ₹ 0.16 crore (Previous year - ₹ 0.16 crore), Aman Mehta ₹ 0.14 crore (Previous year - ₹ 0.16 crore), Vinesh Kumar Jairath ₹ 0.17 crore (Previous year - ₹ 0.16 crore), Zahabiya Khorakiwala ₹ 0.03 crore (Previous year- ₹ 0.04 crore), Rima Marphatia Nil (Previous year - ₹ 0.03 crore), Akhilesh Gupta ₹ 0.11 crore (Previous year - ₹ 0.16 crore), Amelia Fernandes ₹ 0.10 crore (Previous year - Nil)]	1	1
Payments made by the Company on behalf of [Chairman ₹ 0.14 crore (Previous year - Nil), Managing Director ₹ 0.14 crore (Previous year - Nil, Executive Director ₹ 0.14 crore (Previous year- Nil). This has been subsequently recovered.	0	–
<b>Other parties exercising control</b>		
Interest accrued in previous year, paid during the year on loan from Humuza Consultants	–	26
Recovery of Support Service Cost [ Humuza Consultants Nil (Previous year- ₹ 0.05 crore), Habil Khorakiwala Trust Nil (Previous year- ₹ 0.05 crore)]	–	0
Lease rent income [ Humuza Consultants Nil (Previous year- ₹ 0.04 crore), Habil Khorakiwala Trust Nil (Previous year- ₹ 0.04 crore)]	–	0
<b>Other related party where transactions have taken place during the year</b>		
Rent paid [Palanpur Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 97 crore (Previous year - ₹ 91 crore)]*	98	92
* rent paid has been disclosed as Right of use assets and Lease liabilities in accordance with Ind AS 116		
Donation given to [Wockhardt Foundation ₹ 0.10 crore (Previous year- Nil), Dr. Habil Khorakiwala Education and Health Foundation Nil (Previous year- ₹ 0.16 crore)]	0	0
Reimbursement of Expenses to Carol Info Services Limited	1	1
Accruals on account of re-imbusement of costs and use of property payable to Carol Info Services Limited	–	7
Rent and other miscellaneous income [Wockhardt Foundation ₹ 0.0024 crore (Previous year - ₹ 0.0003 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 0.0012 crore (Previous year - ₹ 0.002 crore), Dr. Habil Khorakiwala Education and Health Foundation (Company) Nil (Previous year - ₹ 0.04 crore), Wockhardt Regenerative Private Limited ₹ 0.0003 crore (Previous year - Nil), Wockhardt Hospitals Limited ₹ 0.0002 crore (Previous year - Nil) ]	0	0
Research and Development services provided to Wockhardt Regenerative Private Limited	–	11
Salary paid to the teaching staff of Wockhardt Global School	3	3
Recovery of Utility Fees from Wockhardt Global School ₹ 0.47 crore in current year	0	1
The Company has given school premises on lease to Wockhardt Global School without rent		



	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Loan taken from [Khorakiwala Holdings and Investments Private Limited Nil (Previous year - ₹ 7 crore), Merind Limited ₹ 109 crore (Previous year - ₹ 17 crore), Amalthea Consultants Nil (Previous year - ₹ 7 crore), Ananke Trustee Company Private Limited ₹ 93 crore (Previous year - ₹ 142 crore), Callirhoe Trustee Company Private Limited Nil (Previous year - ₹ 155 crore), Palanpur Holdings and Investments Private Limited ₹ 200 crore (Previous year - Nil)]	402	328
Interest on loan taken [Khorakiwala Holdings and Investments Private Limited ₹ 18 crore (Previous year - ₹ 18 crore), Merind Limited ₹ 10 crore (Previous year - ₹ 6 crore), Amalthea Consultants Nil (Previous year - ₹ 0.22 crore), Themisto Trustee Company Private Limited Nil (Previous year - ₹ 0.001 crore), Ananke Trustee Company Private Limited ₹ 22 crore (Previous year - ₹ 5 crore), Callirhoe Trustee Company Private Limited ₹ 21 crore (Previous year - ₹ 19 crore), Palanpur Holdings and Investments Private Limited ₹ 6 crore (Previous year - Nil)]	77	48
Loan repaid [Khorakiwala Holdings and Investments Private Limited ₹ 8 crore (Previous year - ₹ 1 crore), Merind Limited ₹ 70 crore (Previous year - ₹ 8 crore), Amalthea Consultants ₹ Nil (Previous year - ₹ 7 crore), Themisto Trustee Company Private Limited - Nil (Previous year - ₹ 0.41 crore), Ananke Trustee Company Private Limited ₹ 14 crore (Previous year - Nil), Callirhoe Trustee Company Private Limited ₹ 18 crore (Previous year - ₹ 100 crore), Palanpur Holdings and Investments Private Limited ₹ 42 crore (Previous year - Nil)]	152	116
Payment of Accrued interest [Amalthea Consultants ₹ Nil (Previous year - ₹ 7 crore), Themisto Trustee Company Private Limited Nil (Previous year - ₹ 4 crore); Ananke Trustee Company Private Limited Nil (Previous year - ₹ 4 crore)	-	15
Lease rent income [Khorakiwala Holdings and Investments Private Limited ₹ 0.13 crore (Previous year - ₹ 1 crore), Merind Limited Nil (Previous year - ₹ 1 crore), Amalthea Consultants Nil (Previous year - ₹ 0.04 crore), Themisto Trustee Company Private Limited Nil (Previous year - ₹ 0.04 crore), Ananke Trustee Company Private Limited Nil (Previous year - ₹ 0.04 crore), Callirhoe Trustee Company Private Limited Nil (Previous year - ₹ 0.04 crore), Denarius Estate Development Private Limited Nil (Previous year - ₹ 0.04 crore), Adrastea Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Lysithea Consultants Nil (Previous year - ₹ 0.04 crore), Lysithea Discretionary Trust Nil (Previous year - ₹ 0.04 crore), Banneret Trading Private Limited Nil (Previous year - ₹ 0.04 crore), HZ Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), HNZ Discretionary Trust Nil (Previous year - ₹ 0.04 crore), Dartmour Holdings Private Limited Nil crore (Previous year - ₹ 0.04 crore), Amadou Estate Development Private Limited Nil (Previous year - ₹ 0.04 crore), Shravan Constructions Private Limited Nil (Previous year - ₹ 0.04 crore), Sharanya Chemicals and Pharmaceuticals Private Limited Nil (Previous year - ₹ 0.04 crore), HNZ Trading Services LLP Nil (Previous year - ₹ 0.04 crore), HNZ Consultants Nil (Previous year - ₹ 0.04 crore), Khorakiwala Foundation Nil (Previous year - ₹ 0.04 crore), Pasithee Trustee Company Private Limited Nil (Previous year - ₹ 0.04 crore), Megacrite Trading Private Limited Nil (Previous year - ₹ 0.04 crore), Genista Trading and Services Private Limited Nil (Previous year - ₹ 0.04 crore), Impala Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore), Sinope Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore), Step Forward Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore), Kendo Advisory Services Private Limited Nil (Previous year - ₹ 0.04 crore), Lysithea Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Helike Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Amalthea Trading and Services LLP Nil (Previous year - ₹ 0.04 crore), Amalthea Discretionary Trust Nil (Previous year - ₹ 0.04 crore), Wockhardt Hospitals Limited Nil (Previous year - ₹ 0.05 crore), Wockhardt Regenerative Private Limited Nil (Previous year - ₹ 0.02 crore), Palanpur Holdings and Investments Private Limited Nil (Previous year - ₹ 1 crore)]	0	4
Recovery of Support Service Cost [Khorakiwala Holdings and Investments Private Limited ₹ 0.13 crore (Previous year - ₹ 1 crore), Merind Limited ₹ 0.13 crore (Previous year - ₹ 1 crore), Amalthea Consultants Nil (Previous year - ₹ 0.05 crore), Themisto Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Ananke Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Callirhoe Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Denarius Estate Development Private Limited Nil (Previous year - ₹ 0.05 crore), Adrastea Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Lysithea Consultants Nil (Previous year - ₹ 0.05 crore), Lysithea Discretionary Trust Nil (Previous year - ₹ 0.05 crore), Banneret Trading Private Limited Nil (Previous year - ₹ 0.05 crore), HZ Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), HNZ Discretionary Trust Nil (Previous year - ₹ 0.05 crore), Dartmour Holdings Private Limited Nil (Previous year - ₹ 0.05 crore), Amadou Estate Development Private Limited Nil (Previous year - ₹ 0.05 crore), Shravan Constructions Private Limited Nil (Previous year - ₹ 0.05 crore), Sharanya Chemicals and Pharmaceuticals Private Limited Nil (Previous year - ₹ 0.05 crore), HNZ Trading Services LLP Nil (Previous year - ₹ 0.05 crore), HNZ Consultants Nil (Previous year - ₹ 0.05 crore), Khorakiwala Foundation Nil (Previous year - ₹ 0.05 crore), Pasithee Trustee Company Private Limited Nil (Previous year - ₹ 0.05 crore), Megacrite Trading Private Limited Nil (Previous year - ₹ 0.05 crore), Genista Trading and Services Private Limited Nil (Previous year - ₹ 0.05 crore), Impala Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore), Sinope Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore), Step Forward Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore), Kendo Advisory Services Private Limited Nil (Previous year - ₹ 0.05 crore),	1	10

	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
Lysithea Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Helike Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Amalthea Trading and Services LLP Nil (Previous year - ₹ 0.05 crore), Amalthea Discretionary Trust Nil (Previous year - ₹ 0.05 crore), Carol Info Services Limited ₹ 0.40 crore (Previous year- ₹ 2.40 crore), Wockhardt Hospitals Limited Nil (Previous year- ₹ 0.05 crore), Wockhardt Regenerative Private Limited Nil (Previous year- ₹ 3.31 crore) , Palanpur Holdings and Investments Private Limited ₹ 0.13 crore (Previous year - ₹ 1 crore)], Dr. Habil Khorakiwala Education and Health Foundation Nil (Previous year- ₹ 0.05 crore)		
Expenses recovery from Holmdene Constructions (Current year ₹ 0.01 crore (Previous year - ₹ 0.01 crore)	0	0

**(d) Related party balances**

(All the amounts mentioned below for the disclosure are the contractual amounts based on the arrangement with respective parties. Where such amounts are different from carrying amounts as per Ind AS financial statements, their carrying values have been separately disclosed in brackets.

	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Subsidiary Companies (including step down subsidiaries)</b>		
Trade receivables [CP Pharmaceuticals Limited ₹ 2 crore (Previous year - ₹ 2 crore), Z&Z Services GmbH ₹ 0.09 crore (Previous year - ₹ 0.09 crore), Wockhardt USA LLC ₹ 3 crore (Previous year - ₹ 3 crore), Wockhardt Bio Pty Limited ₹ 0.02 crore (Previous year - ₹ 0.02 crore), Wockhardt Bio AG ₹ 321 crore (Previous year - ₹ 264 crore), Wockhardt UK Limited ₹ 4 crore (Previous year - ₹ 3 crore), Pinewood Laboratories Limited ₹ 7 crore (Previous year- ₹ 6 crore), Wockhardt Bio (R) LLC ₹ 4 crore (Previous year - ₹ 2 crore), Morton Grove Pharmaceuticals, Inc. ₹ 3 crore (Previous year - ₹ 3 crore), Laboratoires Negma S.A.S. ₹ 1 crore (Previous year - ₹ 1 crore), Wockhardt Farmaceutica SA DE CV. ₹ 6 crore (Previous year - ₹ 6 crore)]	351	290
Trade payables [CP Pharmaceuticals Limited ₹ 68 crore (Previous year - ₹ 12 crore), Wockhardt USA LLC ₹ 10 crore (Previous year - ₹ 8 crore), Wockhardt Bio AG ₹ 52 crore (Previous year - ₹ 49 crore), Wockhardt UK Limited ₹ 9 crore (Previous year - ₹ 9 crore), Wockhardt Infrastructure Development Limited ₹ 98 crore (Previous year - ₹ 80 crore), Pinewood Laboratories Limited ₹ 6 crore (Previous year- ₹ 5 crore), Wockhardt Bio (R) LLC ₹ 9 crore (Previous year - ₹ 9 crore), Morton Grove Pharmaceuticals, Inc. ₹ 3 crore (Previous year - ₹ 3 crore).	255	175
Payable for capital goods [CP Pharmaceuticals Limited ₹ 6 crore (Previous year - ₹ 6 crore), Wockhardt Bio AG ₹ 83 crore (Previous year - ₹ 156 crore), Pinewood Laboratories Limited ₹ 1 crore (Previous year- ₹ 1 crore)]	90	163
Advance taken from parties against supplies [Wockhardt Bio AG - ₹ 17 crore (Previous year- ₹ 17), Wockhardt Bio (R) LLC ₹ 6 (Previous year- Nil)	23	17
Guarantee fees receivable from Wockhardt Bio AG	76	75
Other Receivables against recovery of expenses [ Morton Grove Pharmaceuticals, Inc. ₹ 6 crore (Previous year- ₹ 6 crore), Wockhardt Infrastructure Development Limited ₹ 2 crore (Previous year - ₹ 2 crore), Wockhardt Bionova Limited ₹ 0.03 crore (Previous year- ₹ 0.03 crore), Wockhardt Medicines Limited ₹ 0.06 crore (Previous year- ₹ 0.06 crore)	8	8
Security deposit given to Wockhardt Infrastructure Development Limited - Transaction value [Carrying amount ₹ 1 crore (Previous year - ₹ 1 crore)]	7	7
Corporate guarantees given on behalf of subsidiaries/step down subsidiaries - The loan has been repaid by the Subsidiary, the charge created on the assets stands discharged. Also Refer note -45.		
<b>Enterprise over which Key Managerial Personnel exercise significant influence/Control</b>		
Trade receivables [Wockhardt Hospitals Limited ₹ 0.26 crore (Previous year - ₹ 0.26 crore), Wockhardt Foundation Nil (Previous year - ₹ 0.01 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) Nil (Previous year - ₹ 1 crore), Wockhardt Regenerative Private Limited ₹ 1 crore (Previous year- ₹ 2 crore)]	1	3
Trade Payables [Wockhardt Hospitals Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 0.36 crore (Previous year - ₹ 3 crore), Palanpur Holdings and Investments Private Limited ₹ 6 crore (Previous year - ₹ 5 crore), Merind Limited ₹ 0.01 crore (Previous year - ₹ 0.01 crore)]	7	9
Loan taken including interest [Merind Limited ₹ 157 crore (Previous year - ₹ 110 crore), Khorakiwala Holdings and Investments Private Limited ₹ 289 crore (Previous year- ₹ 281 crore), Ananke Trustee Company Private Limited ₹ 245 crore (Previous year - ₹ 146 crore), Callirhoe Trustee Company Private Limited ₹ 252 crore (Previous year - ₹ 252 crore), Palanpur Holdings and Investments Private Limited ₹ 164 crore (Previous year- Nil) ]	1,107	789
Security deposit given to Carol Info Services Limited - Transaction value [Carrying amount ₹41 crore (Previous year - ₹ 41 crore)]	56	56
Security deposit given to Palanpur Holdings and Investments Private Limited	3	3

	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Other receivables [Khorakiwala Holdings and Investments Private Limited ₹ 2 crore (Previous year - ₹ 2 crore), Merind Limited ₹ 1 crore (Previous year - ₹ 2 crore), Amalthea Consultants ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Themisto Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Ananke Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Callirhoe Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Denarius Estate Development Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Adrastea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Lysithea Consultants ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Lysithea Discretionary Trust ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Banneret Trading Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HZ Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HNZ Discretionary Trust ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Dartmour Holdings Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Carol Info Services Limited ₹ 0.49 crore (Previous year - Nil)	10	13
Amadou Estate Development Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Shravan Constructions Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Sharanya Chemicals and Pharmaceuticals Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HNZ Trading Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), HNZ Consultants ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Khorakiwala Foundation ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Pasithee Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Megalite Trading Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Genista Trading and Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Impala Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Sinope Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Step Forward Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Kendo Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Lysithea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Helike Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Amalthea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Amalthea Discretionary Trust ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Wockhardt Hospitals Limited ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Wockhardt Regenerative Private Limited Nil (Previous year - ₹ 4 crore), Holmdene Constructions ₹ 0.15 crore (Previous year - ₹ 0.14 crore), Palanpur Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ 2 crore), Dr. Habil Khorakiwala Education and Health Foundation ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 2 crore (Previous year - Nil)		
Payable to Carol Info Services Limited	-	7
<b>Other parties exercising control</b>		
Other Receivables [Humuza Consultants ₹ 0.10 crore (Previous year - ₹ 0.10 crore), Habil Khorakiwala Trust ₹ 0.10 crore (Previous year - ₹ 0.10 crore)]	0	0
<b>Payable to Key managerial personnel</b>		
Remuneration payable [Chairman ₹ 1 crore (Previous year - ₹ 0.35 crore), Managing Director ₹ 0.35 crore (Previous year - ₹ 0.27 crore), Executive Director Managing Director ₹ 0.35 crore (Previous year - ₹ 0.27 crore)]	2	1

#### 41. FINANCIAL INSTRUMENTS - FAIR VALUES

##### A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in crore)

March 31, 2024	Carrying amount		Total Fair value
	Amortised Cost	Total	Significant observable inputs (Level 2)
<b>Financial Assets</b>			
Investments *	0	0	0
* Fair value through profit or loss ₹ 0.45 crore			
Other Non-Current Financial Assets	64	64	67
Trade receivables	566	566	-
Cash and cash equivalents	463	463	-
Bank balance (other than above)	23	23	-
Other Current Financial Assets	101	101	-
<b>TOTAL</b>	<b>1,217</b>	<b>1,217</b>	<b>67</b>
<b>Financial Liabilities</b>			
Borrowings	1,790	1,790	-
Trade payables	580	580	-
Lease Liabilities	346	346	357
Other Current Financial Liabilities	173	173	-
<b>TOTAL</b>	<b>2,889</b>	<b>2,889</b>	<b>357</b>

March 31, 2023	(₹ in crore)		
	Carrying amount		Total Fair value
	Amortised Cost	Total	Significant observable inputs (Level 2)
<b>Financial Assets</b>			
Investments *	0	0	0
* Fair value through profit or loss ₹ 0.45 crore			
Other Non-Current Financial Assets	63	63	67
Trade receivables	551	551	–
Cash and cash equivalents	4	4	–
Bank balance (other than above)	33	33	–
Other Current Financial Assets	120	120	–
<b>TOTAL</b>	<b>771</b>	<b>771</b>	<b>67</b>
<b>Financial Liabilities</b>			
Borrowings	1,620	1,620	–
Trade payables	557	557	–
Lease Liabilities	393	393	408
Other Current Financial Liabilities	268	268	–
<b>TOTAL</b>	<b>2,838</b>	<b>2,838</b>	<b>408</b>

#### B. Measurement of fair values:

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the loans taken from banks and other parties is estimated by discounting cash flows using rates currently available for debt/instruments on similar terms, credit risks and remaining maturities. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.
- The change in the unobservable inputs for unquoted investments of Narmada Clean Tech Limited (formerly known as Bharuch Eco-Aqua Infrastructure Limited) and Bharuch Enviro Infrastructure Limited instruments does not have a significant impact in its value.

The following tables show the valuation techniques used in measuring Level 2 fair values, as well as the significant inputs used.

#### Financial instruments measured at fair value

Type	Valuation technique
Security deposits against lease	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.

## 42. FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

#### Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's Risk Management Framework encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, external and operational controls risks in achieving key business objectives.

The Company has laid down the procedure for risk assessment and their mitigation through an internal Risk Committee. Key risks and their mitigation arising out of periodic reviews by the Committee are assessed and reported to the Audit Committee, on a periodic basis.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to policies and procedures.

The Company has a co-sourced model of independent Internal Audit and assurance function. There is a practice of reviewing various key select risks and report to Audit Committee from time to time. The co-sourced internal audit function carry out internal audit reviews in accordance with the approved internal audit plan and reviews the status of implementation of internal audit and assurance recommendations. Summary of Critical observations, if any, and recommendations under implementation are reported to the Audit Committee.

**i. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred and expected losses in respect of trade and other receivables and investments.

**Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

As at March 31, 2024 and March 31, 2023, the Company did not have any significant concentration of credit risk with any external customers except Wockhardt Bio AG that accounts for 57% of total trade receivables during current year (Previous year: 62%)

**Expected credit loss assessment for customers as at March 31, 2024 and March 31, 2023:**

The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments, available information etc.) and applying experienced credit judgement.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

Particulars	As at March 31, 2024				As at March 31, 2023			
	Gross carrying amount	Less: Expected credit losses*	Net carrying amount	Weighted average loss rate *	Gross carrying amount	Less: Expected credit losses	Net carrying amount	Weighted average loss rate
Not due	96	1	95	1%	190	–	190	0.12%
Past due 1-180 days	193	1	192	1%	187	1	186	0.43%
Past due 181-360 days	161	1	160	1%	70	2	68	3%
More than 360 days	171	52	119	30%	151	44	107	29%
<b>TOTAL</b>	<b>621</b>	<b>55</b>	<b>566</b>		<b>598</b>	<b>47</b>	<b>551</b>	

Average payment terms is generally 0- 1 year

\* This average loss rate is after considering receivables from related parties. Since the Company has received confirmation from all related parties, and the Company does not foresee any risk in the collection of these receivables, no provision is made for the same.

The weighted average loss rate excluding Receivable from related parties for more than 360 days is 55% (Previous year -42%)

The movement in the loss allowance in respect of trade and other receivables during the year was as follows:

	March 31, 2024	March 31, 2023
Opening balance	47	76
Impairment loss for the year //(reversed/ utilized), net	8	(29)
Closing balance	55	47

The Management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and assessment of customer credit risk.

**Cash and bank balances**

The Company held cash and bank balances of ₹ 486 crore (Previous year - ₹ 37 crore). These balances are held with bank and financial institution counterparties with good credit rating.

**Derivatives**

The forward contract has been entered into with banks /financial institution counterparties with good credit rating.

**Others**

The Company does not expect any credit loss on other receivables.

## ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities. The Company monitors the net liquidity position through forecasts on the basis of expected cash flows.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets to manage short of current assets to current liabilities. The Company invests its surplus funds in bank fixed deposit. Of the current liabilities, ₹ 218 crore (Previous year- ₹ 788 crore) pertains to loan received from Related parties. These parties have reaffirmed their commitment and confirmed that they will not recall the loans provided to the Company, unless the Company confirms that it has adequate surplus liquidity available and the related parties have confirmed to provide required financial support to the Company to repay the liabilities of the Company.

Further, the terms for borrowings from related parties of ₹ 889 crore which was fully due for repayment on May 25, 2025 has been extended upto May 25, 2027, with an option to the Company to further renew the loan basis Company's assessment of cash flows and liquidity position on that date.

The following are the remaining contractual maturities of financial liabilities and financial assets at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

March 31, 2024	Carrying amount	Contractual cash flows			
		Total	0-12 months	1-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>					
Borrowings (other than loan from related party)*	683	694	692	2	–
Loan from related party@	1,107	1,364	218	1,146	–
Lease Liabilities	346	555	85	225	245
Trade payables and other Current Financial Liabilities	753	753	753	–	–
<b>TOTAL</b>	<b>2,889</b>	<b>3,366</b>	<b>1,748</b>	<b>1,373</b>	<b>245</b>

March 31, 2023	Carrying amount	Contractual cash flows			
		Total	0-12 months	1-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>					
Borrowings (other than loan from related party)*	832	875	863	12	0.39
Loan from related party	788	788	788	–	–
Lease Liabilities	393	652	82	292	278
Trade payables and other Current Financial Liabilities	825	825	825	–	–
<b>TOTAL</b>	<b>2,838</b>	<b>3,140</b>	<b>2,558</b>	<b>304</b>	<b>278</b>

\* It includes contractual interest payment over the tenure of the Borrowings. The floating-interest Borrowings are based on interest rate prevailing as at the reporting date.

@ It includes contractual interest payment over the tenure of the Borrowing.

## iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and other prices such as equity price. These will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. Financial instruments affected by market risk include loans, borrowings and deposits. The Market risk the Company is exposed can be classified as Currency risk and Interest rate risk.

### (a) Currency risk:

The Company is exposed to currency risk on account of its operations in other countries. The functional currency of the Company is Indian Rupee. The Foreign currency exchange rate exposure is partly balanced through natural hedge. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

### Exposure to currency risk

The currency profile of financial assets and financial liabilities as at March 31, 2024 and March 31, 2023 are as below:

Particulars	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in Foreign Currency (in million)	₹ in crore	Amount in Foreign Currency (in million)	₹ in crore
Loan Availed	USD	–	–	2	16

Particulars	Currency	As at March 31, 2024		As at March 31, 2023	
		Amount in Foreign Currency (in million)	₹ in crore	Amount in Foreign Currency (in million)	₹ in crore
Trade Receivables	AUD	0.004	0.02	0.004	0.02
	EUR	1	8	1	7
	GBP	10	100	6	63
	USD	30	254	29	237
	RUB	52	5	54	6
Loans and Other Receivables	USD	10	82	10	81
	CHF	0.02	0.2	0.02	0.2
Trade payables and Other Liabilities	ACU	0.001	0.01	0.001	0.01
	EUR	9	79	4	39
	GBP	3	34	3	33
	USD	20	164	28	233
	RUB	111	10	108	11
	AUD	0.01	0.05	0.01	0.05
	SEK	0.2	0.2	0.2	0.2
Derivatives (Forward Contracts-sell)	USD	5	42	–	–
Net exposure Receivables/ (Payables)	ACU	(0.001)	(0.01)	(0.001)	(0.01)
	EUR	(8)	(71)	(3)	(32)
	GBP	7	66	3	30
	RUB	(59)	(5)	(54)	(5)
	AUD	(0.01)	(0.03)	(0.01)	(0.03)
	SEK	(0.2)	(0.2)	(0.2)	(0.2)
	CHF	0.02	0.20	0.02	0.20
	USD	15	130	9	69

### Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against foreign currency at March 31 would have affected the measurement of financial instruments denominated in that foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in ₹	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/ (Decrease)		
	March 31, 2024	Strengthening of ₹	Weakening of ₹	Strengthening of ₹	Weakening of ₹
<b>5% movement</b>					
USD		(9)	9	(9)	9
GBP		(3)	3	(3)	3
EUR		4	(4)	4	(4)
RUB*		0	(0)	0	(0)
*₹ 0.27 crore, ₹ (0.27) crore, ₹ 0.27 crore, ₹ (0.27) crore respectively					
Others*		0	(0)	0	(0)
*₹ 0.002 crore, ₹ (0.003) crore, ₹ 0.002 crore, ₹ (0.003) crore respectively					
<b>TOTAL</b>		<b>(8)</b>	<b>8</b>	<b>(8)</b>	<b>8</b>



Effect in ₹ March 31, 2023	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
	Strengthening of ₹	Weakening of ₹	Strengthening of ₹	Weakening of ₹
<b>5% movement</b>				
USD	(3)	3	(3)	3
GBP	(2)	2	(2)	2
EUR	2	(2)	2	(2)
RUB*	0	(0)	0	(0)
*₹ 0.28 crore, ₹ (0.28) crore, ₹ 0.28 crore, ₹ (0.28) crore respectively				
Others*	0	(0)	0	(0)
*₹ 0.002 crore, ₹ (0.002) crore, ₹ 0.002 crore, ₹ (0.002) crore respectively				
<b>TOTAL</b>	<b>(3)</b>	<b>3</b>	<b>(3)</b>	<b>3</b>

The Company had received advances for supply of goods from Wockhardt Bio AG, a majorly held foreign subsidiary of the Company, of which USD 88 million had been outstanding as at March 31, 2022. In accordance with the direction of Reserve Bank of India (RBI) / Authorised Dealer (AD) Bank, such advances were supposed to be adjusted only against supply of goods by the Company. Accordingly, this advance amount received was accounted at the historical transaction exchange rate in accordance with Ind AS 21- "The Effects of Changes in Foreign Exchange Rates"

The Company, as part of normal business, had also been providing services including but not limited to R&D services and assignment of rights over its new chemical entities (NCE) to the aforesaid foreign subsidiary and has outstanding receivables of USD 114 million during previous year.

Since the Company had not been able to supply the goods, the Company received an approval from RBI/ AD on March 11, 2023, for adjustment of the aforesaid advance with these outstanding receivables. Pursuant to this, Company recognised an exchange loss of ₹ 185 crore on the settlement of the advance and receivables of USD 88 million under "Exceptional items" during previous year.

The Company has other overdue receivables from Wockhardt Bio AG amounting to ₹ 262 crore (Previous year- ₹ 114 crore), including ₹ 76 crore (Previous year- ₹ 75 crore) for guarantee fees receivable. Also the Company has outstanding payable and advances amounting to ₹ 133 crore (Previous year- ₹ 203 crore) and ₹ 17 crore (Previous year- ₹ 17 crore) respectively beyond the period permitted under Master circular issued by Reserve bank of India. The Company expects to receive and pay these overdue balances by FY 2024-25

#### b) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing instruments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in the interest rates.

#### Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	Nominal amount	
	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
<b>Variable-rate instruments</b>		
Financial liabilities	510	561
	<b>510</b>	<b>561</b>
<b>Fixed-rate instruments</b>		
Financial liabilities	1,280	1,059
	<b>1,280</b>	<b>1,059</b>

#### Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Variable-rate instruments Particulars	Impact on Profit/(loss)- Increase/(Decrease) in Profit (before tax)	
	For the year ended March 31, 2024 ₹ in crore	For the year ended March 31, 2023 ₹ in crore
100 bp increase	(5)	(6)
100 bp decrease	5	6

#### 43. CAPITAL MANAGEMENT

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual and long-term strategic plans. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of 'adjusted net debt' to 'adjusted equity'. For this purpose adjusted net debt is defined as total liabilities comprising interest bearing loans and borrowings excluding lease liabilities under Ind AS 116, less cash and cash equivalents, Bank balance and current investments. Adjusted equity comprises Total equity.

The following table summarises the capital of the Company:

	As at March 31, 2024 ₹ in crore	As at March 31, 2023 ₹ in crore
Total borrowings	1,790	1,620
Less: Cash and cash equivalent and other bank balances	486	37
<b>Adjusted net debt</b>	<b>1,304</b>	1,583
Total equity	1,796	1,753
<b>Adjusted equity</b>	<b>1,796</b>	1,753
Adjusted net debt to adjusted equity ratio	0.73	0.90

Total equity includes gain on revaluation of land considered as a part of retained earnings in accordance with the requirements of Ind AS 101 on transition to Ind AS. Such Revaluation gain balance as on March 31, 2024 ₹ 61 crore (Previous year: ₹ 61 crore) and is not available for distribution to dividend.

#### 44. Contingent liabilities and commitments (to the extent not provided for)

- (a) Demand by Income tax authorities ₹ 546 crore (Previous year - ₹ 416 crore) disputed by the Company.
- (b) Demands by Central Excise authorities in respect of Classification/ Valuation/ Cenvat Credit related disputes; stay orders have been obtained by the Company in case of demands ₹ 45 crore (Previous year - ₹ 45 crore).<sup>(1)</sup>
- (c) Demand by Sales Tax (including GST) authorities ₹ 129 crore (Previous year - ₹ 96 crore) disputed by the Company.<sup>(1)</sup>
- (d) Demand by Service tax authorities in respect of non-payment of Service Tax on Import of certain services disputed by the Company ₹ 5 crore (Previous year - ₹ 3 crore).<sup>(1)</sup>
- (e) Demand by Municipal Corporation, Local body Tax on inputs used for manufacture of exported goods ₹ 3 crore (Previous year: 3 crore)
- (f) Differential custom duty for misclassification/ penalty disputed by the Company ₹ 0.26 crore (Previous year - 0.26 crore)
- (g) Differential MEIS for misclassification disputed by the Company ₹ 9 crore (Previous year- ₹ 9 crore)
- (h) Other matters:
  - electricity expense ₹ 9 crore (Previous year - ₹ 8 crore)
  - remediation against the pollution of ground water ₹ 1 crore (Previous year - ₹ 1 crore)
  - compensation for products ordered and not purchased, under dispute ₹ 20 crore (Previous year - ₹ 19 crore)
  - Other matters not acknowledged as debts ₹ 0.20 crore (Previous year- Nil)
- (i) Demand from National Pharmaceutical Pricing Authority (NPPA) in respect of overcharging of certain products disputed by the Company ₹ 108 crore (Previous year - ₹ 103 crore).
- (j) Pursuant to a settlement agreement entered with the State of Texas on February 8, 2022 in regards to Civil Investigative Demand ('CID') with respect to submission of price information and updates to Texas Medicaid programme in US, Wockhardt USA LLC (WUSA) and Company had agreed to pay USD 36 million and interest over nine instalments between 2022 and 2025 for the aforesaid matter relating to WUSA and Morton Grove Pharmaceuticals. During the current year, WUSA has agreed revised payment terms with State of Texas for the settlement claim, whereby WUSA has agreed to prepay the outstanding amount by December 24 basis an agreed schedule.  
Further ₹ 138 crore (USD 16.67 million) has been paid by WUSA during the current year and ₹ 53 crore (USD 6.3 million) is outstanding as on March 31, 2024
- (k) The Company is involved in other disputes, lawsuits, claims, inquiries and proceedings including commercial matters that arise from time to time in the ordinary course of business. The Company believes that there are no such pending matters that are expected to have any material adverse effect on its financial statements in any given accounting period.
- (l) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 7 crore (Previous year - ₹ 18 crore) after deducting advance on capital account of ₹ 2 crore (Previous year - ₹ 9 crore).

<sup>(1)</sup> Note: Amounts mentioned excludes interest after the date of the order, if any.

45. The USD loan of the Company's subsidiary Wockhardt Bio AG of USD 300 million against which Corporate guarantee was given, has been repaid and the charge created on the fixed assets of the Company and also on the fixed deposits stands discharged.

46. **RECONCILIATION OF THE OPENING AND CLOSING BALANCES OF LIABILITIES ARISING FROM FINANCING ACTIVITIES:**

(₹ in crore)

Particulars	As at March 31, 2024	As at April 01, 2023	Non cash changes		Other items considered separately*	Cash flows- inflow/ (Outflow)
			Exchange fluctuation	Other non-cash adjustments		
Long-term borrowings (Net)	1,062	305	–	(9)	(638)	111
Short-term borrowings (Net)	728	1,315	–	–	570	(16)
Lease Liabilities	346	393	–	(35)	–	(82)
Equity share capital and premium	1,338	870	–	–	–	468

(₹ in crore)

Particulars	As at March 31, 2023	As at April 01, 2022	Non cash changes		Other items considered separately	Cash flows- inflow/ (Outflow)
			Exchange fluctuation	Other non-cash adjustments		
Long-term borrowings (Net)	305	556	(2)	1	–	(252)
Short-term borrowings (Net)	1,315	1,034	(1)	–	(1)	279
Lease Liabilities	393	434	–	(38)	–	(79)

\* This include borrowing of Rs. 600 crore from the related parties, where tenure has been extended during the year, basis which they are classified as Long term borrowings in the current year.

47. As part of CSR, the Company had made voluntary contribution of ₹ 0.10 crore to Wockhardt Foundation during current year. The aforesaid amount has been included in Note 28 under 'Miscellaneous expenses', being contribution and other expenses (Also Refer note 40).

The Company has not contributed to Corporate Social Responsibility (CSR) activities during the year.

(₹ in crore)

Details of CSR is as below:	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Amount required to be spent during the year	Nil	Nil
b) Amount spent	0.10	–
c) Shortfall at the year end	Nil	Nil
d) Total of previous year shortfall	Nil	Nil
e) Reason for shortfall	N.A	N.A
f) Nature of CSR activities	Healthcare, Education, Infrastructure development and promoting social causes	N.A

48. a) Certain manufacturing facilities, having net book value of ₹ 379 crore (Previous year - ₹ 417 crore) and capital work-in-progress amounting to ₹ 48 crore (Previous year - ₹ 48 crore), of the Company are having low utilisation of assets and the Company is evaluating various alternate purposes of these assets.
- b) (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) 'The Company's 'New Chemical Entity' (NCE) research programme continued to progress in their clinical trials during the financial year 2023-24. Development expenditure incurred during the year ₹ 10 crore (Previous year- ₹ 11 crore) has been capitalised and included under Intangible assets under Development as at March 31, 2024.

49. Details of difference in the quarterly returns /statements filed by the Company with such banks not in agreement with the books:

Quarter	Name of bank	Particulars	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference
			(₹ in Crores)	(₹ in Crores)	(₹ in Crores)
Jun-23	-State Bank of India	Inventories	314	325	(12)
	-ICICI Bank Limited				
	-Punjab National Bank				
	-IDBI Bank Limited				
	-Bank of Baroda				
Sep-23	-State Bank of India	Inventories	316	318	(2)
	-ICICI Bank Limited				
	-Punjab National Bank				
	-IDBI Bank Limited				
	-Bank of Baroda				
Sep-23	-State Bank of India	Trade Receivable (Inc Other receivable)	529	548	(19)
	-ICICI Bank Limited				
	-Punjab National Bank				
	-IDBI Bank Limited				
	-Bank of Baroda				
Dec-23	-State Bank of India	Trade Receivable (Inc Other receivable)	576	562	14
	-ICICI Bank Limited				
	-Punjab National Bank				
	-IDBI Bank Limited				
	-Bank of Baroda				
Mar-24	-State Bank of India	Inventories	306	313	(6)
	-ICICI Bank Limited				
	-Punjab National Bank				
	-IDBI Bank Limited				
	-Bank of Baroda				
Mar-24	-State Bank of India	Trade Receivable (Inc Other receivable)	585	566	18
	-ICICI Bank Limited				
	-Punjab National Bank				
	-IDBI Bank Limited				
	-Bank of Baroda				
Mar-24	-State Bank of India	Trade Payables	178	180	(2)
	-ICICI Bank Limited				
	-Punjab National Bank				
	-IDBI Bank Limited				
	-Bank of Baroda				

50. Ratios:

Following are the ratios computed for the year:

Sr. No	Ratios	Unit	Basis	March 2024	March 2023	Variance %
1	Current Ratio	Times	Current Assets Current Liabilities	0.88	0.49	79.09%
2	Debt Equity Ratio	Times	Total debt <sup>(1)</sup> Shareholder's Equity	1.00	0.92	7.85%
3	Debt Service Coverage Ratio <sup>(2)</sup>	Times	Earnings available for debt service Debt Service	0.14	(0.15)	-193.77%

Sr. No	Ratios	Unit	Basis	March 2024	March 2023	Variance %
4	Return on Equity <sup>#</sup>	Percentage	Net Profits after tax Average Shareholder's Equity	-	-	-
5	Inventory turnover	Times	Cost of goods sold <sup>(3)</sup> Average Inventories	1.35	1.07	26.06%
6	Trade Receivables turnover ratio	Times	Net Credit Sales Average Trade Receivables	2.07	1.16	77.62%
7	Trade payables turnover ratio	Times	Net Credit Purchases+Other expenses Average Trade Payables	1.45	1.29	12.00%
8	Net capital turnover ratio <sup>#</sup>	Times	Net Sales Working Capital <sup>(4)</sup>	-	-	-
9	Net profit ratio	Percentage	Net Profit Net Sales	(0.37)	(0.43)	-15.88%
10	Return on capital employed	Percentage	Earning before interest and taxes Capital Employed <sup>(5)</sup>	(0.07)	(0.11)	-40.68%
11	Return on investment	Percentage	Net Loss after tax Cost of investment <sup>(6)</sup>	<b>Dividend received on investments being negligible, there is no return on investments</b>	Dividend received on investments being negligible, there is no return on investments	

Note: The above ratios are calculated on basis of continuing operations figures.

- (1) Total debt = Non- current Borrowings + Current Borrowings
  - (2) Earnings available for debt service = Net Loss after tax + depreciation and other amortizations and other Non-cash operating expenses+ Interest (Finance cost); Debt Service = Interest and Lease payments + Principal Repayments made during the period for long term loans
  - (3) Cost of goods sold = Cost of materials consumed + Purchase of Stock-in-Trade + Changes in inventories of finished goods, work-in-progress and Stock-in-Trade
  - (4) Working capital = Current asset - Current liability
  - (5) Capital Employed = Tangible Net Worth\* + Total Debt
  - (6) Cost of Investment = Total equity - Other comprehensive income
- \* Tangible net worth = Total equity - Intangible asset - Intangible asset under development
- # Not applicable as the Company has incurred a loss and working capital is negative

**Reasons for more than 25% increase/(decrease):**

- a) Current ratio has increased mainly due to increase in cash and equivalents on accounts proceeds received from allotment under QIP and also due to extension of related party loan
- b) Debt Service Coverage Ratio has increased mainly due to impact in earnings
- c) Inventory Turnover has increased due to increase in Cost of goods sold
- d) Trade Receivables turnover ratio have increased due to increase in sales and decrease in receivables
- e) Return on equity , Net capital turnover ratio, Net profit ratio and Return on capital employed have not been computed due to loss

51. There are no other significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

52. Previous year figures have been regrouped wherever necessary to conform to current year classification.

As per our attached report of even date

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

**Koosai Leherly**

Partner

Membership No. 112399

Place : Mumbai

Date : May 28, 2024

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

**Deepak Madnani**

Chief Financial Officer

**Rashmi Mamtura**

Company Secretary

## ANNEXURES TO BOARD'S REPORT

### ANNEXURE I TO THE BOARD'S REPORT Disclosures pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 regarding Employees Stock Options

The disclosures prescribed under Clause A and B of Part F of Schedule I of the Regulations are made in Note No. 38 of the Notes to the Financial Statements.

#### C. **Details related to Employees' Stock Option scheme:**

##### I. **Wockhardt - Employees' Stock Option Scheme-2011 ('Wockhardt ESOS-2011') – General terms and conditions:**

Date of Shareholders' approval	September 12, 2011
Total number of options approved under ESOS	25,00,000 Options
Vesting requirements	Option granted would vest after the expiry of one year from the date of grant of options and not later than the expiry of 10 years from the date of grant of options.
Exercise price or pricing formula	The exercise price shall be at such discount, if any, to the market price on the date of grant as may be decided by the ESOS Compensation Committee at the time of each grant and the price shall not be less than the face value of shares.
Maximum term of options granted	10 years from the date of grant of Options.
Source of shares	Primary
Variation in terms of options	Not Applicable

##### II. **Method used to account for ESOS:** Fair Value Method.

III. **Where the Company has calculated employee compensation cost using the intrinsic value of the Stock Options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed:** Not Applicable

##### IV. **Option movement during the year ended March 31, 2024:**

Sl. No.	Particulars	Details
1	Number of options outstanding as on April 1, 2023	293,455
2	Number of options granted during the year	-
3	Number of options forfeited /lapsed during the year	45,550
4	Number of options vested during the year	24,300
5	Number of options exercised during the year	27,450
6	Number of shares arising as a result of exercise of options	27,450 Equity Shares
7	Money realized by exercise of options (₹), if scheme is implemented directly by the Company	₹ 137,250
8	Loan repaid by the Trust during the year from exercise price received	Not Applicable
9	Number of options outstanding as on March 31, 2024	220,455
10	Number of options exercisable as on March 31, 2024	147,805
11	Diluted Earnings Per Share ('EPS') pursuant to issue of shares on exercise of options during the year calculated in accordance with Indian Accounting Standard ('Ind AS -33')	₹ (29.27)

**V. Weighted Average Exercise Price and Weighted Average Fair Values of options are disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock:**

Year of Grant	No. of Options	Exercise Price per Option (in ₹)	Weighted Average Fair Values (in ₹)
FY 2012-13	350,000	5	894.56
FY 2012-13	8,500	5	1,949.76
FY 2014-15	200,000	5	588.29
FY 2016-17	223,500	5	967.27
FY 2019-20	76,000	5	297.33
FY 2021-22	62,500	5	459.21
FY 2021-22	13,250	5	545.92
FY 2021-22	15,000	5	389.52
FY 2022-23	19,300	5	263.90

**VI. Employee wise details (Name of Employee, Designation, Number and Exercise price) of options granted to –**

**a) Details of options granted to Senior Managerial Personnel:**

Sl. No.	Name of the Senior Managerial Personnel	Designation	Number of options granted during the year	Exercise price (in ₹)
Nil				

**b) Any other employee who receives a grant in any one year of Option amounting to 5% or more of Option granted during that year: Nil**

**c) Identified employees who were granted Option during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: Nil**

**VII. Description of the method and significant assumptions used during the year to estimate the fair value of Options is as follows:**

**a) the weighted-average values of share price, exercise price, expected volatility, expected Option life, expected dividends, the risk-free interest rate and any other inputs to the model:**

- The weighted-average values of the share price at the time of grant were in the range of ₹ 269 to ₹ 971.
- Exercise price was ₹ 5.
- Fair value is calculated by using the Black-Scholes option pricing formula.
- Stock Price: The closing price on National Stock Exchange of India Limited ('NSE'), as on the date prior to the date of grant has been considered for valuing the options granted.
- Volatility amount: This is the amount by which stock price is fluctuated or is expected to fluctuate. The method used in the model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of 12 months.
- Risk free interest rate: The yield on government securities at the time of grant of options is the basis of this rate and has been taken as 5%-9%.
- Expected Life: For the fair value determination, it has been assumed that on an average the exercise of options will take place at the end of six months from the date of vesting.
- Expected Dividend: As the stock prices for one year have been considered, the price movement on account of the dividend is already factored in and hence not separately built in.



- b) The method used and the assumptions made to incorporate the effects of expected early exercise:**  
The early exercise part is incorporated in the assumption of 'years to maturity' which is an assumption of average time for exercise of Options.
- c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility:** The market price volatility is based on share price variation for the year prior to the date of grant.
- d) Whether and how any other features of the Options granted were incorporated into the measurement of fair value, such as a market condition:** No other feature has been considered for fair valuation of options.

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**SECRETARIAL AUDITOR'S COMPLIANCE CERTIFICATE  
ON IMPLEMENTATION OF ESOS SCHEME**

*[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]*

To,

Board of Directors,  
**Wockhardt Limited**  
D-4, M.I.D.C. Chikalthana,  
Aurangabad – 431006 MH

- I, Virendra G. Bhatt, Practicing Company Secretary, am the Secretarial Auditor for Wockhardt Limited ("the Company") having its Registered Office at D-4, M.I.D.C. Chikalthana, Aurangabad – 431006, MH. The Management of the Company has requested to issue a Certificate as required under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as amended from time to time (hereinafter referred to as "the Regulations") for the financial year ended 31<sup>st</sup> March, 2024.

**Managements' Responsibility:**

- The following Employee Stock Option Scheme is governed by the Regulations:
  - "Wockhardt – Employees' Stock Option Scheme – 2011" or "Wockhardt ESOS – 2011" (Approved by the Members on Annual General Meeting held on 12<sup>th</sup> September, 2011) (hereinafter referred as "ESOS Scheme").
- The implementation of ESOS Scheme in accordance with the Regulations and in accordance with the resolution of the Members passed at the Annual General Meeting held on 12<sup>th</sup> September, 2011 (hereinafter referred as "Annual General Meeting") is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal control relevant to the implementation of the ESOS Scheme. The Management is also responsible for ensuring compliance with the terms and conditions contained in the Regulations and for providing all relevant information to me in this regard.

**Auditors Responsibility:**

- My responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the ESOS Scheme. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- In connection with the above, the Company has furnished the below documents and I have examined the following:
  - the ESOS Scheme;
  - the Board Resolutions passed by the Company;
  - the Members Resolution passed at the Annual General Meeting;
  - the Listing approvals from the Stock Exchanges;
  - other relevant explanations and documents.
- My examination has been limited to the review of the procedures and implementation thereof, adopted by the Company for the year ended 31<sup>st</sup> March, 2024 in respect of the compliance with the aforesaid Regulations and in the light of Resolutions passed by the Company at the Annual General Meeting.

**Opinion:**

- Based on my verification, information and explanations given to me and representation provided by the Company, I am of the opinion that the ESOS Scheme has been implemented for the year ended 31<sup>st</sup> March, 2024 in accordance with the Regulations and the Resolution passed by the Members of the Company at the Annual General Meeting.

**Restriction on use:**

- This Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of placing the same before the Members of the Company at the 25<sup>th</sup> Annual General Meeting of the Company and should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

**Virendra G. Bhatt**

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021

Place : Mumbai  
Date : 16<sup>th</sup> April, 2024  
UDIN : A001157F000137711

## ANNEXURE II TO THE BOARD'S REPORT

**Form No.: MR-3**

### **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

**Wockhardt Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Wockhardt Limited** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Wockhardt Limited's statutory registers, minute books, forms and returns filed and other relevant records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 ("audit period"), prima facie complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the statutory registers, minute books, forms and returns filed and other relevant records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - applicable only to the extent of Foreign Direct Investments and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, read with the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons ("Code of Conduct");
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (g) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company);

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2024:

- (a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018;

(vi) I further report that, based on the Compliance Report of various Laws submitted by Department Heads of the Company, I am of the opinion that the Company has prima facie proper system to comply with the following laws:

- (a) The Drug and Cosmetic Act, 1940 and Rules made thereunder
- (b) The Drug and Magic Remedies Act, 1954
- (c) Narcotic Drugs and Psychotropic Substances Act, 1985
- (d) Factories Act, 1948 and Rules made thereunder
- (e) The Hazardous Waste (Management & Handling) Rules 1989 under the Environment Protection Act, 1986
- (f) The Pharmacy Act, 1948
- (g) Bio-Medical Waste (Management and Handling) Rules, 1998
- (h) Food Safety and Standards Act, 2006 and Rules made thereunder
- (i) Drug Price Control Order 2013 (DPCO)
- (j) Applicable Labour Laws

(vii) I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has prima facie complied with the applicable provisions:

- (a) The Listing agreements entered into by the Company with the Stock Exchanges read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

During the period under review, I am of the opinion that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that:

1. I have not examined the Financial Statements, financial Books & related financial Acts like Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax Act, ESIC, Provident Fund & Professional Tax, Related Party Transactions, including Reconciliation of Bank Statements etc. For these matters, I rely on the report of statutory auditor's for Financial Statements for the year ended 31<sup>st</sup> March, 2024.
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were prima facie carried out in compliance with the provisions of the Act.
3. As per the information provided, prima facie adequate notice is given to all the Directors to schedule Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the Meeting and for meaningful participation at the Meeting.
4. I was informed and have observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were prima facie carried out unanimously.
5. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. The Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers / records required by the concerned authorities and internal control of the concerned department.
7. The SEBI had issued a show cause notice under (i) Regulations 12(1); (3) of the SEBI (PIT) Regulations, 1992; read with regulation 12(2) of the SEBI (PIT) Regulations, 2015. (ii) Regulations 12(2) read with clause 2.0 of Schedule II of the SEBI (PIT) Regulations, 1992 read with regulation 12(2) of the SEBI (PIT) Regulations, 2015. (iii) Clause 36 of listing agreement read with sec 21 of Securities Contracts (Regulation) Act, 1956, in respect of certain events occurred during the year 2013.

In this connection, the Company and the concerned Directors had applied for Settlement pursuant to the SEBI (Settlement Proceedings) Regulations, 2018 without accepting or denying the allegations. The Company and the concerned Directors have paid the settlement amount determined by the SEBI. The Final Settlement Order was passed by the SEBI on 22<sup>nd</sup> May, 2023.

8. During the audit period under review:
- a) There were instances of:
    - i. Allotment of shares under Employee Stock Option Scheme.
    - ii. Allotment of 92,85,163 Equity Shares, to eligible QIBs at the issue price of ₹ 517/- per Equity Share (including a premium of ₹ 512/- per Equity Share) which includes a discount of ₹ 27.02/- per Equity Share equivalent to 4.97% to the floor price of ₹ 544.02/- per Equity Share, aggregating to ₹ 480,04,29,271.
  - b) There were no instances of:
    - i. Public / Rights / debentures / sweat equity etc.
    - ii. Redemption / Buy-back of securities;
    - iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs;
    - iv. Merger / amalgamation / reconstruction etc.;
    - v. Foreign Technical Collaborations.

I further report that:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate Laws and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

**Virendra G. Bhatt**

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021

Date : 28<sup>th</sup> May, 2024

Place : Mumbai

UDIN : A001157F000457096

**ANNEXURE III TO THE BOARD'S REPORT**  
**ANNUAL REPORT ON CSR ACTIVITIES**

**1. Brief outline on Corporate Social Responsibility Policy of the Company:**

Pursuant to the requirements of the Companies Act, 2013 and the Rules made thereunder, the Company has well framed CSR Policy.

The Company's CSR Policy aims at excellence through service to local communities wherein the Company operates with the involvement of employees. The focus areas for CSR are Healthcare, Education, Infrastructure Development and Promoting social causes.

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. D. S. Brar*	Chairperson Independent Director	3	3
2.	Dr. Habil Khorakiwala	Member, Executive Chairman	3	3
3.	Mr. Aman Mehta*	Member, Independent Director	3	3
4.	Dr. Huzaifa Khorakiwala	Member, Executive Director	3	3
5.	Ms. Amelia Fernandes	Member, Independent Director	3	2

**Note:**

\* With effect from March 31, 2024, Mr. Davinder Singh Brar and Mr. Aman Mehta ceased to be Independent Directors of the Company upon completion of their second term of 5 (Five) consecutive years.

With effect from April 1, 2024, the Committee was reconstituted to include Ms. Amelia Fernandes as the Chairperson of the Committee and Dr. Habil Khorakiwala, Dr. Huzaifa Khorakiwala and Mrs. Tasneem Mehta as members.

**3. Web-link(s) where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board of Directors of the Company are disclosed on the website of the Company:**

**Composition of CSR Committee:** <https://www.wockhardt.com/wp-content/uploads/2024/04/board-and-committee-composition-01-04-2024.pdf>

**CSR Policy:** <https://www.wockhardt.com/wp-content/uploads/2020/05/csr-policy.pdf>

**CSR Projects:** <https://www.wockhardt.foundation.org/mobile1000>

**4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:** Not Applicable

5. (a) Average net profit of the Company as per Section 135(5) was negative.  
 (b) Two percent of average net profit of the Company as per Section 135(5) was negative.  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years: Nil  
 (d) Amount required to be set-off for the Financial Year, if any: Nil  
 (e) Total CSR obligation for the Financial Year (5b+5c-5d): Nil
6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 10 Lakh  
 b) Amount spent in Administrative Overheads: Nil  
 c) Amount spent on Impact Assessment, if applicable: Not Applicable  
 d) Total amount spent for the Financial Year (6a+6b+6c): ₹ 10 Lakh  
 e) CSR amount spent or unspent for the Financial Year: Nil

Total Amount Spent for the Financial Year (in ₹)	Amount unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer

**(f) Excess amount for set-off, if any:**

Sl. No.	Particulars	Amount (in ₹)
1.	Two percent of average net profit of the Company as per section 135(5)	Negative
2.	Total amount spent for the Financial Year	1,000,000
3.	Excess amount spent for the Financial year [(2)-(1)]	1,000,000
4.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial years, if any	Nil
5.	Amount available for set off in succeeding Financial Years [(3)-(4)]	1,000,000

**7. Details of Unspent CSR amount for the preceding three Financial Years: Nil**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding Financial Years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.							
2.							
3.							
	TOTAL						

**8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year (Yes/No): No**

**If Yes, enter the number of Capital assets created/ acquired:** Not Applicable

**Furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the Financial Year:** Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the Property or assets	Date of creation	Amount of CSR amount spent	Details of Entity/ Authority/ Beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
1.							
2.							
3.							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable

**Amelia Fernandes**  
Chairperson of the CSR Committee  
DIN: 08821072

**Habil Khorakiwala**  
Chairman of the Board  
DIN: 00045608



## ANNEXURE IV TO THE BOARD'S REPORT QUALITY POLICY

Wockhardt Limited maintains a robust Quality Management System ('QMS') that drives operational excellence and an innovation-focused strategy across the organization. Our QMS ensures pharmaceutical products meet stringent quality standards for safety, efficacy, and consistency. Compliance with Good Manufacturing Practice ('GMP') standards and all applicable regulatory requirements represents a core commitment, not simply a routine practice.

### Key Quality Principles:

1.	<b>Quality Processes and Personnel</b>	<ul style="list-style-type: none"> <li>Wockhardt Limited is committed to continuous training to develop a skilled workforce proficient in quality roles and responsibilities. Employee engagement and expertise are critical for maintaining high quality standards.</li> <li>Quality performance at Wockhardt Limited is quantified through comprehensive metrics that enable tracking of ongoing improvement initiatives.</li> <li>Quality stands as the paramount priority at Wockhardt Limited, with persistent support from individuals at every level and across all functions.</li> </ul>
2.	<b>Execution Excellence</b>	<ul style="list-style-type: none"> <li>Quality is embedded into all processes from design through delivery via strict adherence to policies and procedures at Wockhardt Limited.</li> <li>A focus on continual improvement ensures quality processes at Wockhardt Limited evolve through feedback mechanisms that drive adaptation.</li> </ul>
3.	<b>Customer-Centric Approach</b>	<ul style="list-style-type: none"> <li>Delivering on internal and external customer requirements with speed and precision is paramount at Wockhardt Limited. "Right first time, every time" is the accepted standard operating procedure.</li> <li>Proactive quality management, including Quality Improvement Processes ('QIP') enhances product quality and eliminates errors systematically at Wockhardt Limited.</li> <li>Thoroughly investigating all non-conformance noted in product life cycle, including customer complaints and defining / implementing appropriate, robust and sustainable Corrective &amp; Preventive actions which are tracked for effective implementation using electronic system.</li> </ul>
4.	<b>Global Regulatory Compliance and Innovation</b>	<ul style="list-style-type: none"> <li>Emerging regulations are closely monitored at Wockhardt Limited, with best practices integrated to enhance processes. The QMS adapts dynamically to the evolving global regulatory landscape.</li> <li>Operational efficiency and quality standards benefit from the continuous exploration and integration of innovative technologies and methodologies at Wockhardt Limited.</li> <li>Wockhardt Limited Quality Management System is imperative in maintaining sustainable and consistent product quality, ensuring product safety &amp; efficacy, as well as compliance with GMP standards and all regulatory requirements.</li> </ul>
5.	<b>Management Commitment</b>	<ul style="list-style-type: none"> <li>Senior leadership at Wockhardt Limited oversees QMS efficacy to ensure strategic alignment and adherence to regulatory objectives.</li> <li>Sufficient resources are allocated to foster a quality-focused culture supported across all organizational levels and functions at Wockhardt Limited.</li> </ul>

Wockhardt Limited further strives to enhance the Quality systems and approaches through below listed measures and beyond to ensure adherence to the regulatory requirements at all time:

- More vigilance on Data integrity with zero tolerance on Data integrity breaches.
- Adopting new technologies and exploring more automation to reduce manual intervention.
- Continuous improvements,
- Strengthening Quality risk management.
- More emphasis on harmonization of procedures & practices across the sites.
- Enhanced training & education approach.
- Building proactive and transparent communications with the regulatory authorities.

Wockhardt Limited recognizes quality as an all-encompassing mind-set that permeates every aspect of operations. This Quality Policy represents the foundation of that mind-set. The policy undergoes continual review to align with ever-evolving standards for quality and excellence in the pharmaceutical industry.

### ANNEXURE V TO THE BOARD'S REPORT

[Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014]

**(i) The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year 2023-24:**

Name of Director	Designation	Ratio of the remuneration of director to the median remuneration of the employees for the year 2023-24
Dr. Habil Khorakiwala	Chairman	65.64:1
Mr. Aman Mehta*	Independent Director	2.52:1
Mr. D. S. Brar*	Independent Director	2.88:1
Dr. Sanjaya Baru*	Independent Director	2.52:1
Mrs. Tasneem Mehta	Independent Director	2.88:1
Mr. Vinesh Kumar Jairath	Independent Director	3.06:1
Mr. Akhilesh Gupta	Independent Director	1.98:1
Ms. Amelia Fernandes	Independent Director	1.80:1
Dr. Huzaifa Khorakiwala	Executive Director	38.13:1
Dr. Murtaza Khorakiwala	Managing Director	38.13:1
Ms. Zahabiya Khorakiwala	Non-Executive Director	0.54:1

**Note:** i) Remuneration of Independent Directors and Non-Executive Director consists of only the sitting fees paid to them for attending Board/certain Committee Meetings.

ii) Ms. Amelia Fernandes was appointed as an Independent Director of the Company w.e.f. July 18, 2023 by the Board of Directors and as an Independent Director of the Company to hold office for a term of 5 (Five) years upto July 17, 2028 by shareholders in the AGM held on August 14, 2023.

iii) \* Mr. Aman Mehta, Mr. D. S. Brar and Dr. Sanjaya Baru, ceased to be Independent Directors of the Company w.e.f. from March 31, 2024 upon completion of their second term of 5 (Five) consecutive years.

**(ii) The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24:**

The Independent Directors and Non-Executive Director are being paid sitting fee of ₹ 1,00,000 per meeting for attending Board/certain Committee meetings. There was no increase in payment of sitting fees to Independent Directors/ Non-Executive Director as compared to previous year.

The increase in remuneration of the Executive Directors and KMP's during the Financial Year was as follows:

Sl. no.	Name of Director/KMP	Designation	Percentage increase
1.	Dr. Habil Khorakiwala	Chairman- Executive Director	37.93%
2.	Dr. Huzaifa Khorakiwala	Executive Director	No change
3.	Dr. Murtaza Khorakiwala	Managing Director	No change
4.	Mr. Debashis Dey*	Company Secretary	No change
5.	Ms. Rashmi Mamtura**	Company Secretary	Not comparable
6.	Mr. Deepak Madhani	Chief Financial Officer	No change

**Note:**

\* Mr. Debashis Dey ceased to be Company Secretary of the Company w.e.f. August 18, 2023.

\*\* Ms. Rashmi Mamtura was appointed as the Company Secretary of the Company w.e.f. August 19, 2023, hence there is no comparable data pertaining to full Financial Year 2023-24 to determine change in her annual remuneration.

**(iii) The percentage increase/(decrease) in the median remuneration of employees in the Financial Year 2023-24 was (0.18%)**

- (iv) The number of permanent employees on the rolls of Company was 2,394 as on March 31, 2024.**
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

Performance Appraisal of employees are yet to be initiated.

- (vi) The key parameters for any variable component of remuneration availed by the directors:**

The remuneration paid to the Executive Directors are, inter alia, based on the Company's market competitiveness in the comparator group as well as overall business performance of the Company. The Directors remuneration is also linked to the organization performance and team performance apart from an individual performance.

- (vii) It is hereby affirmed that the remuneration paid during the year 2023-24 was as per the Remuneration Policy of the Company.**

For and on behalf of the Board of Directors

**Habil Khorakiwala**  
Chairman  
DIN: 00045608

## ANNEXURE VI TO THE BOARD'S REPORT

### Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Rule 8 of the Companies (Accounts) Rules, 2014

Your Company operates in a safe and environmentally responsible manner for the long-term benefit of all Stakeholders. The Company is committed to take appropriate measures to conserve energy and drive energy efficiency in its operations.

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Rule 8 of the Companies (Accounts) Rules, 2014 are provided below:

#### (A) CONSERVATION OF ENERGY:

##### 1. The steps taken or impact on Conservation of Energy, the steps taken by the Company for utilising alternate sources of energy and the Capital investment in Energy Conservation Equipments:

##### ANKLESHWAR

1. Steam PRV made operation, which leads to reduction in leakages.
2. Power Factor maintained above 0.99.
3. Steam, Brine & Chilled Water piping damaged insulation replaced, which leads to saving in energy electricity and fuel.
4. For Vacuum & Compressed Air, damaged MS piping replaced by PPCH/PPRC piping, which leads to zero leakages.
5. The high efficiency pump is installed at Utility Cooling Tower pump, which leads to saving @ 7 kW/hr.

##### DAMAN

1. Utilized low capacity 35 CFM air compressor for water system in place of 505 CFM air Compressor on plant off days and Holidays.
2. VFD has been installed in AHU of AC Store – 3 & 4 areas.
3. Total 95,073 KWH solar units generated at Kaddaiya plant from April, 2023 to February, 2024 from alternate energy generation source.

##### SHENDRA

1. Stability Chamber No. (P1/EQP/QCD/073) is qualified for temp. (25 Deg. C) & RH (60%) condition & switched off Stability Chamber (P1/EQP/QCD/068) for power saving (saving of approx. 800 Units/ Day), cost saving (800 X 365 X 9.97= ₹ 29 Lakh).
2. Power factor maintained up to unity (0.999 to 0.998), cost saving 6 to 7 Lakh/year.
3. Chiller's set point increased from 6.0°C to 7.5°C during winter season for reduction in Power consumption.
4. Installation of VFD's for Plant Cooling Water Pump, Raw Water, Soft Water and Filtered Water Pumps (Saving of approximately 350 Units/ Day), cost saving (350 X 300 X 9.97= ₹ 10 Lakh).
5. ETP - common line has been fabricated for Equalization Tanks Blowers (15HP x 2 Nos. Blowers) & Aeration Tank Blowers (40HP x 2 Nos.) It saves 300 units/day, cost saving (300 X 365 X 9.97= ₹ 11 Lakh).
6. All treated effluent is reused in premises resulting in ₹ 1.39 Lakh cost saving due to reduction in MIDC water consumption.

##### R & D CENTRE

1. AHU No 14 - Replaced AHU chilled water coil for better performance and saving in Energy.
2. PDL Building – 2<sup>nd</sup> floor office and Packing office 3<sup>rd</sup> Floor made vacant. Shifted manpower on 1<sup>st</sup> Floor. Hence both offices AHU made off.
3. Formulation and Development Dept. – Corridor AHU kept off and Low Rh AHU run only when batch is planned in the room.
4. Biotech Main Lab - USP – AHU kept off from - 6.00 pm to 8.00 am – 14 hrs per day.
5. Biotech Main Lab – DSP – AHU started only when Batch /Activity planned.
6. CPB –IDL Dept. - AHU of IDL kept off on Weekend. (Saturday / Sunday).
7. PDL - Building –3<sup>rd</sup> floor – Project air lab AHU kept off GC lab and HPLC lab AHU kept off at Night period.
8. Water chillers temperature set temperature 8.5 deg cel in monsoon and winter. And kept chillers Off at Night period and run chillers as per requirement and transferred Load on others chillers to utilise optimum capacity on weekly off (Saturday/Sunday).
9. LED lights – all street light replaced by LED of existing CFL and sodium vapour lamp.
10. All Labs /offices lights / split AC kept off in Night period and week end.
11. Steam Boiler and Air compressor - Activities planned simultaneously of NDD and Biotech dept. and reduced ON time of Boiler and Air Compressor.
12. Cooling towers - chemical dosing done regularly.

13. All Utility Equipment's – Planned and executed preventive and proactive maintenance, achieved increase in efficiency and performance.
14. Vacuum pumps – Maximum utilization of centralised vacuum pump for labs equipment's use.
15. CPB Department - IDL Department UPS Load transferred on AVL department UPS and Switched off IDL - 20 KVA UPS.

#### **BIOTECH PARK**

##### **EOU OSD**

1. Installation of Air cooled 223 CFM air compressor by replacing 600 CFM water cooled air compressor resulting saving of ₹ 9.5 Lakh per year.
2. Installation of VFD's for Non classified areas resulting saving of ₹ 3 Lakh per year.
3. Chillers set point increased from 6.0°C to 7.0°C during winter season resulting in reduction of Power consumption.
4. Efficiency improved for Cooling Tower by replacing the Cooling Tower PVC fills.

##### **API**

1. Installed 02 nos. Air dryer for Process air Compressors (Atlas make 3,530 CFM) to improve air quality with energy efficient air drier. Plant Air quality and pressure increased from 2.4 to 3.0 kg/cm<sup>2</sup>).
2. Cooling tower - Cooling fan operation control in auto mode by temperature controller to maintain required temperature to chiller refrigerant cooling - 27 to 32 deg. centigrade.
3. 364 TR Chiller with VFD is installed in PRD facility which saves Power from 0.87 KW/Tr to 0.68 KW/Tr, hence saving of 0.19 KW/Tr is achieved.
4. Chillers set point increased from 6.0°C to 7.0°C during winter season which results in reduction of Power consumption.
5. Efficiency of cooling tower improved by replacing the Cooling tower PVC fills.
6. Installation of LED tube rod of 20 watt, in place of 40 watt florescent tube in PRD facility.
7. MSEDCL Bill power factor maintained at 0.998 result to minimise unit consumption.
8. Blow down water of Cooling tower, sand filter back wash water and Primary water treatment reject water reused to garden in API plant.

### **(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:**

#### **1. The efforts made towards technology absorption at different manufacturing units**

##### **FORMULATION-2**

1. Increase in through put for manufacturing of Dispopen-2 Product by 28% since previous year. Total Manufacturing for current year was 1.8 Mio against last year total manufacturing of 1.4 Mio.
2. Increase in yield for Cartridge line from 93.11 to 94.08% and in Vials from 96.63 to 97.02% since last financial year.
3. Increased batch size of Glaritus Vial product from 500L to 1,000L and commercialised in Mexico Market.
4. Project Parivartan Manufacturing of Wosulin range products with E coli source, PV batches executed successfully
5. Alternate Vendor Schott Kaisha vials developed and batches are executed on vial line.
6. Tech Transfer of EPO –Intas DS in Wepox PFS product completed and PV batches executed.
7. Zig provision developed in Dispopen-2 product assembly machine for improvement of device fitment quality.

##### **SHENDRA**

1. 15ml vial of Vendor-Khemka Glass Product suitability checked and found satisfactory.
2. Bottom Plunger (Material code: 224527) will be dispensed under RLAF as per required quantity, cost save ₹5 Lakh.
3. Installation of printer on packing line for online shipper weight print out.
4. Highest ever packing output of 1.42Mn in Shendra history in Month December, 2023.
5. Zero market complaint in Financial Year 2023-24.
6. In house skill development and utilisation in AC system which results in reduction in R-22 gas utilisation by 70% and in breakdown by 80%, cost saving ₹6 Lakh- ₹7 Lakh/annum.
7. Inspection of clear liquid product on Auto inspection Brevetti m/c implemented.
8. Installation of Checkweigher on packing line for 100% weighing of filled carton to have better assurance.

##### **DAMAN**

1. QR code application installation on CAM packing line no. 1 & 7 along with 2D code up-gradation for UK market.

**2. The benefits derived like product improvement, cost reduction, product development or import substitution at various manufacturing units:**

**DAMAN**

1. Number of shippers per layer on pallets is increased of Air Shipment for Co-codamol 30/500mg Tablets (Caplets) (FP3672) in coordination with EXIM team and Freight forwarder. Per batch 02 pallets reduced (from 7 to 5 pallets) Total 34 Batches Air lifted till December, 2023
2. Achieved significant improvements in yield at **Bhimpore** for Products Amiloride Hcl 5mg Tablets, Co-amilofruse 5/40mg Tablets, Co-tenidone 50/12.5mg Tablets, Folic Acid 5mg Tablets, Ibuprofen 400mg Tablets, Methycobal 500mcg Tablets Methycobal), Methycobal D Tablets, Sulfadiazine 500mg Tablets an improvement of 0.24%, 1.86%, 0.93%, 0.64%, 0.23%, 0.23%, 1.01%, 0.59% respectively.
3. **GMP Audit of Russian FDA** at Bhimpore-Daman, for Product Spasgan and Spasgan Neo Tablets
4. **COPP certification and WHO certification from CDSCO** at Bhimpore-Daman, for ROW Products.
5. **As per Compliance of EPR (Extended Producers Responsibility)** - Certificate issued from CPCB (Central Pollution Control Board) for Brand Owner and importer category under PWM Rule-2016 for Daman.

**Product Improvement:**

**SHENDRA**

1. Wosulin 30/70 40IU products, Yield Improvement by 0.3 % (97.7 to 98.0 %).
2. Parivartan Project: Wosulin 30/70, Wosulin R, Wosulin N Cartridge & Vial E coli API based batches stability completed.
3. ASPART 30/70 100 IU, 3 ml CARTRIDGE filing batch manufactured.
4. Glaritus Inj. for 10 ml Vial: Stability completed.
5. Glaritus Inj. 03 ml disposable pen for Iran market: Stability completed.

**New/ Site transfer Products manufacturing:**

**DAMAN**

**New/ Site transfer Products manufacturing:**

**Domestic/ Global Market:**

1. Spasgan Tablets
2. Spasgan Neo Tablets  
(Site Transfer Russia market)

**UK Market:**

**New Products:**

1. Codeine Phosphate 15mg and 30mg Tablets - Site Transfer for UK Market

**3. Imported Technology (imported during the last 3 years reckoned from the beginning of the financial year):**

The Company has not imported any technology.

**4. The expenditure incurred on Research and Development:**

(₹ in Crore)

Particulars	Consolidated	Standalone
Capital	149	10
Revenue	132	73
<b>Total</b>	<b>281</b>	<b>83</b>

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year, the Foreign Exchange Earnings was ₹ 532 Crore (Previous Year ₹ 493 Crore) and Foreign Exchange Outgo was ₹ 133.93 Crore (Previous Year ₹ 92 Crore).

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608

**ANNEXURE VII TO THE BOARD'S REPORT  
FORM AOC - 1**

*[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014  
Statement containing salient features of financial statement of subsidiaries/associate companies/joint ventures]*

**Part A "Subsidiaries"**

(Information in respect of each subsidiary to be represented with amount in ₹ Crore)

Sl. No.	Name of the Subsidiary	Reporting currency	Exchange rate as on the last date of relevant financial year	Average exchange rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before taxation	Provision for taxation	Profit/(Loss) after taxation	Proposed dividend @@	% of shareholding
1	Wockhardt Infrastructure Development Limited	INR	1.00	1.00	2.00	256.00	323.05	65.05	-	31.05	15.74	5.16	10.58		100.00
2	Wockhardt Medicines Limited	INR	1.00	1.00	0.05	(0.25)	0.02	0.22	-	-	(0.04)	-	(0.04)		100.00
3	Wockhardt BioNova Limited (Formerly known as Wockhardt Biologics Limited until April 22, 2024)	INR	1.00	1.00	0.05	(0.06)	0.02	0.03	-	-	(0.01)	-	(0.01)		100.00
4	Z&Z Services GmbH®	EUR	89.91	89.73	0.22	(2.00)	(1.07)	0.71	-	-	(0.05)	-	(0.05)		85.85
5	Wockhardt Europe Limited	GBP	105.18	104.00	13.75	(3.36)	9.94	0.03	0.48	-	-	-	-		100.00
6	Wockhardt Nigeria Limited	USD	83.36	82.81	0.67	(0.88)	0.06	0.27	-	-	-	-	-		100.00
7	Wockhardt UK Holdings Limited	GBP	105.18	104.00	2.89	105.57	76.94	0.03	31.55	-	-	-	-		100.00
8	CP Pharmaceuticals Limited®	GBP	105.18	104.00	25.59	423.07	828.08	379.42	-	542.59	36.78	3.56	33.22		85.85
9	CP Pharma (Schweiz) AG®	CHF	92.51	93.50	2.31	(1.16)	1.31	0.16	-	-	(0.17)	-	(0.17)		85.85
10	Wallis Group Limited	GBP	105.18	104.00	14.82	15.38	-	0.01	30.21	-	-	-	-		100.00
11	The Wallis Laboratory Limited	GBP	105.18	104.00	0.04	(2.46)	-	2.42	-	-	-	-	-		100.00
12	Wockhardt Farmaceutica do Brazil Ltda	USD	83.36	82.81	3.07	(4.78)	0.13	1.84	-	-	(0.18)	-	(0.18)		100.00
13	Wallis Licensing Limited	GBP	105.18	104.00	-	(11.89)	30.43	42.32	-	-	-	-	-		100.00
14	Wockhardt USA LLC®	USD	83.36	82.81	16.67	(320.85)	856.68	1,160.86	-	187.49	(30.47)	4.99	(35.46)		85.85
15	Wockhardt Bio AG	USD	83.36	82.81	468.58	1,878.05	2,703.92	1,633.68	1,276.39	1,027.22	107.54	31.94	75.60	-	85.85
16	Wockhardt UK Limited®	GBP	105.18	104.00	0.53	194.70	316.52	121.29	-	664.27	10.68	2.66	8.02		85.85
17	Wockpharma Ireland Limited®	EUR	89.91	89.73	539.45	294.34	1.73	161.06	993.12	7.55	7.55	0.03	7.52		85.85
18	Pinewood Laboratories Limited®	EUR	89.91	89.73	3.36	368.68	555.59	183.55	-	587.09	21.35	2.48	18.87	-	85.85
19	Wockhardt Holding Corp®	USD	83.36	82.81	216.76	(38.40)	62.61	229.93	345.69	-	(3.87)	-	(3.87)		85.85
20	Morton Grove Pharmaceuticals Inc®	USD	83.36	82.81	572.20	(301.73)	686.59	449.49	33.37	(3.46)	(65.36)	-	(65.36)		85.85
21	MGP Inc®	USD	83.36	82.81	-	38.37	99.34	60.97	-	10.49	(2.77)	-	(2.77)		85.85
22	Wockhardt France (Holdings) S.A.S®	EUR	89.91	89.73	540.34	(1,297.46)	0.36	757.48	-	-	(1.10)	-	(1.10)		85.85
23	Laboratoires Negma S.A.S® (upto August 04, 2023)	EUR	89.91	89.73	-	-	-	-	-	-	-	-	-	-	85.85
24	Wockhardt Farmaceutica SA DE CV®	USD	83.36	82.81	24.06	(161.31)	(16.82)	120.43	-	6.82	6.82	2.05	4.77		85.85
25	Wockhardt Services SA DE CV®	USD	83.36	82.81	0.03	(0.63)	8.76	9.37	-	2.43	2.43	0.73	1.70		85.85

Sl. No.	Name of the Subsidiary	Reporting currency	Exchange rate as on the last date of relevant financial year	Average exchange rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed dividend @@	% of shareholding
26	Pinewood Healthcare Limited® (PHL)	GBP	105.18	104.00	1.05	(1.32)	0.02	0.29	-	-	(0.04)	-	(0.04)		85.85
27	Wockhardt Bio (R) LLC®	RUB	0.90	0.92	0.47	40.15	50.44	9.82	-	70.25	10.63	2.62	8.01		85.85
28	Wockhardt Bio Pty Ltd®	AUD	54.3116	54.2887	0.05	2.93	5.26	2.28	-	6.69	1.33	0.40	0.93		85.85
29	Wockhardt Bio Ltd®	USD	83.36	82.81	-	-	-	-	-	-	-	-	-	-	85.85

**Notes:**

1. The Reporting period of the subsidiaries is April to March.
2. Wockhardt Limited, the Company, holds directly or indirectly 100% shareholding in all the subsidiaries except as mentioned in Note 3 below.
3. @ The Company holds 85.85% shareholding in Wockhardt Bio AG which in turn holds 100% shareholding in these subsidiaries.
4. Wockhardt BioNova Ltd (Erstwhile Wockhardt Biologics Ltd) and Wockhardt Medicines Limited, incorporated in India, and Wockhardt Bio Limited, incorporated in New Zealand, are yet to commence operations.
5. The investments made by all the subsidiary companies are only in their step-down subsidiaries, no other investments are made by these companies.
6. The Company does not have any Associate Company as defined under Section 2(6) of the Companies Act, 2013 or joint venture and hence, Part B is not applicable.
7. During the period under review, Laboratoires Negma S.A.S (France), a stepdown subsidiary was wound up/liquidated. Further winding-up process of Wockhardt France (Holdings) S.A.S (France), is in process.
8. The details contained in above AOC-1 also indicates performance and financial position of each of the subsidiaries of the Company.

For and on behalf of the Board of Directors

**Habil Khorakiwala**

Chairman

DIN: 00045608



**BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)****SECTION A: GENERAL DISCLOSURES****I. Details of the listed entity**

1.	<b>Corporate Identity Number (CIN) of the Listed Entity</b>	L24230MH1999PLC120720
2.	<b>Name of the Listed Entity</b>	Wockhardt Limited
3.	<b>Year of incorporation</b>	8 <sup>th</sup> July, 1999
4.	<b>Registered office address</b>	D-4, M.I.D.C. Chikalthana, Aurangabad 431 006
5.	<b>Corporate address</b>	Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
6.	<b>Email address</b>	investorrelations@wockhardt.com
7.	<b>Telephone</b>	+91 22 2653 4444
8.	<b>Website</b>	www.wockhardt.com
9.	<b>Financial year for which reporting is being done</b>	1 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024
10.	<b>Name of the Stock Exchange(s) where shares are listed</b>	National Stock Exchange of India Limited and BSE Limited
11.	<b>Paid-up Capital</b>	₹ 76,70,04,680/-
12.	<b>Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report</b>	Name: Ms. Rashmi Mamtura Designation: Company Secretary & Compliance Officer Telephone: +91 22 2653 4444 Email: investorrelations@wockhardt.com
13.	<b>Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).</b>	Standalone basis (For India Operations only)
14.	<b>Name of assurance provider</b>	No assurance was obtained
15.	<b>Type of assurance obtained</b>	Not applicable

**II. Products/services****16. Details of business activities (accounting for 90% of the turnover):**

Sl. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products	75%
2.	Trade	Wholesale Trading	25%

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

Sl. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Manufacture of pharmaceuticals, medicinal and chemical products	210	100%

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	9	2	11
International	4	17	21

#### 19. Market served by the entity:

##### a. Number of locations:

Locations	Number
National (No. of States)	28
International (No. of Countries)	29

##### b. What is the contribution of exports as a percentage of the total turnover of the entity? 46.09%

##### c. A brief on types of customers: Stockiest and Institutions are our direct customers and patients are the end consumers.

### IV. Employees

#### 20. Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled):

<b>EMPLOYEES</b>						
Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
1.	Permanent (D)	2,292	2,134	93.11	158	6.89
2.	Other than Permanent (E)	354	353	99.72	1	0.28
<b>3.</b>	<b>Total employees (D + E)</b>	<b>2,646</b>	<b>2,487</b>	<b>93.99</b>	<b>159</b>	<b>6.01</b>
<b>WORKERS</b>						
1.	Permanent (F)	94	93	98.94	1	1.06
2.	Other than Permanent (G)	127	127	100	0	0
<b>3.</b>	<b>Total workers (F + G)</b>	<b>221</b>	<b>220</b>	<b>99.55</b>	<b>1</b>	<b>0.45</b>

##### b. Differently abled Employees and workers: Nil

<b>Differently Abled Employees</b>						
Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
1.	Permanent (D)					
2.	Other than Permanent (E)					
<b>3.</b>	<b>Total differently abled employees (D + E)</b>					
<b>Differently Abled Workers</b>						
1.	Permanent (F)					
2.	Other than Permanent (G)					
<b>3.</b>	<b>Total differently abled workers (F + G)</b>					

**21. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
<b>Board of Directors</b>	11	3	27.27%
<b>Key Management Personnel</b>	3	1	33.33%

Note: 1. On March 31, 2024, Dr. Sanjaya Baru (DIN: 05344208), Mr. D. S. Brar (DIN: 00068502) and Mr. Aman Mehta (DIN: 00009364) completed their second term of 5 (Five) consecutive years as Independent Directors of the Company and thereby ceased to be Independent Directors of the Company.

2. During the year under review, Mr. Debashis Dey, Company Secretary and Compliance Officer of the Company, resigned from his position on August 18, 2023. Consequently, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 14, 2023 appointed Ms Rashmi Mamtura as the Company Secretary and Compliance Officer, and Key Managerial Personnel of the Company with effect from August 19, 2023.

**22. Turnover rate for permanent employees and workers**

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
<b>Permanent Employees</b>	25.64	2.24	<b>27.88</b>	35	3	<b>38</b>	24	2	<b>26</b>
<b>Permanent Workers</b>	6.22	1.04	<b>7.25</b>	5.88	0.00	<b>5.88</b>	4.61	4.61	<b>9.22</b>

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****23. (a) Name of the holding / subsidiary / associate companies / joint ventures and % of shares held by the listed entity:**

The Company does not have any holding, associate or joint venture company. The details of subsidiary companies are given in Annexure to the Board's Report in Form AOC-1.

**(b) Does the entity indicated at point (a), participate in the Business Responsibility initiatives of the listed entity? (Yes/No):**

Yes, The following entities undertakes various sustainability initiatives, which furthers the scope and reach of the initiatives taken by Wockhardt Limited in this regard:

1. Wockhardt Infrastructure Development Limited
2. Wockhardt UK Holdings Limited
3. CP Pharmaceuticals Limited
4. Wallis Group Limited
5. The Wallis Laboratory Limited
6. Wockhardt Bio AG
7. Wockhardt UK Limited
8. Wockpharma Ireland Limited
9. Pinewood Laboratories Limited
10. Wockhardt Holding Corp
11. Pinewood Healthcare Limited

**VI. CSR Details****24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013 (Yes/No): Yes.**

(ii) **Turnover (in ₹):** ₹ 11,538,669,427

(iii) **Net worth (in ₹):** ₹ 13,202,999,895

**VII. Transparency and Disclosures Compliances:**
**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	<a href="https://www.wockhardt.com/wp-content/uploads/2023/04/stakeholders-relationship-policy.pdf">https://www.wockhardt.com/wp-content/uploads/2023/04/stakeholders-relationship-policy.pdf</a>	Nil	Nil	No Complaints received	Nil	Nil	No Complaints received
Investors (other than shareholders)							
Shareholders							
Employees and workers							
Customers							
Value Chain Partners							
Other (specify)							

**26. Overview of the entity's material responsible business conduct issues**

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
1.	Ethical Governance	Opportunity	Conduct of business in most ethical manner with high standards of corporate governance facilitates long term value creation for all the stakeholders of the Company. Corporate governance facilitates long term value creation for all the stakeholders of the Company.	At Wockhardt, we have a well defined Code of Business Conduct highlighting the Company's commitment to conduct business with integrity and professionalism. – CSR Committee reviews ESG-related risks and recommends appropriate remedial/ mitigation measures.	<b>Positive:</b> Wockhardt has clearly spelt out policies on code of conduct, whistleblowing, anti-bribery and corruption etc. Clearly defined organisation structure with roles and responsibilities and strong governance mechanisms. This ensures smooth conduct of business with integrity. Penal actions are taken for violation of these policies. The above actions facilitates value creation for all its stakeholders.
2.	Data Privacy and information Security	Risk	Risk of leaking personal information thereby compromising privacy. Risk of critical corporate information being compromised.	Data Privacy impact analysis, data privacy policy and notices. Continuing efforts to secure data privacy. The Company's Information Security policies and procedures, continually strives to identify potential threats and working out mitigations to reduce such exposure.	<b>Negative:</b> Leakage of person information and privacy infringement could affect reputation. Non-compliance with regulations. Potential penalty by regulators. Compromise of corporate information could affect Organisation. Cyber Attack on information systems could affect operations and consequently the financial performance of the Company.
3.	Digital Transformation	Opportunity	Transitioning to digital tools enables enhanced efficiency and effectiveness of operational processes, resulting in increased productivity across operations.	At Wockhardt, we have invested in automation and digitization to enhance the efficiency and effectiveness of our processes. We have initiated AI Project which includes automation of P2P, O2C & R2R. We are also looking for enhancement of use of Technology to increase efficiency and accuracy in business and entire operations.	<b>Positive:</b> Wockhardt continually strive to embrace emerging technologies which could change the way of working. Machine learning, Robotic process automation, AI etc. could increase efficiencies manifold. The new technologies can be used in R&D and production planning and to optimise manpower utilisation

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
4.	Pricing regulations	Risk	Government regulations puts pricing caps on specified medical products from time to time. The price regulations are aimed to help affordability of medicines to common public. Such unforeseen actions by the Government may also impact financials.	"Life Wins" is our motto. At the heart of our business is the clear objective to supply affordable medicines to public at an affordable price and give them every chance to recover.	<b>Negative:</b> Pricing caps in some situations could shrink the profitability. Any non-compliance could result in plant shutdown, penalties, fines, etc. Adherence to the applicable regulatory requirements is a key priority, and at Wockhardt, we ensure that the regulatory compliances for health and safety, quality, human rights are followed at all times.
5.	Supply Chain disruptions	Risk	Volatile global geo political development may give rise to situations where there could be disruptions to the supply chain. We always endeavour for a stable supply chain to deliver medicines	The Company has a robust Vendor identification and empanelment process that meets quality standards and regulatory expectations. The Company also strives to grow the vendor base to overcome disruptions. In addition, the Company has implemented Cost effective logistics arrangements which also ensures timely delivery of materials and products to Plants and Customers respectively.	<b>Negative:</b> Supply chain disruptions may result in delayed supply to customers and potentially affecting patient care. Supply Side constraints could affect manufacturing operations.
6.	Product Quality & Safety	Risk	Due to the pharmaceutical industry's significant vulnerability to product quality and safety issues, addressing risks related to product responsibility is critical. Failure in safety & quality measure can result in financial & reputational loss.	At Wockhardt we have implemented proper systems to ensure the quality and safety of our products as per the regulatory norms. We have a dedicated Pharmacovigilance function to monitor and track any compliants received for our products. The team also ensure that the complaints received are timely addressed. Also we have mandated the Pharmacovigilance training to all our employees for all the locations.	<b>Positive:</b> By adhering to the highest product quality and safety, the company can create a positive brand image and reputation leading to increase in customer base. To achieve that we have rigorous quality programmes that identifies gaps on continuous basis and takes necessary correction actions which is a continuous improvement programmes <b>Negative:</b> In the case of poor product quality, the Company can face reputational as well as operational damage. This may also lead to a decrease in customer satisfaction and trust. Further the likelihood of observation during regulatory inspection may be possible.

## Section B: Management And Process Disclosures

### Management and Process disclosure questions

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)						Yes			
b. Has the policy been approved by the Board? (Yes/No)						Yes			
c. Web Link of the Policies, if available	<a href="https://www.wockhardt.com/investors/corporate-governance/policies-codes/">https://www.wockhardt.com/investors/corporate-governance/policies-codes/</a>								
2. Whether the entity has translated the policy into procedures. (Yes/No)						Yes			
3. Do the enlisted policies extend to your value chain partners? (Yes/No)						Yes			
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<ol style="list-style-type: none"> <li>1. GMP EAEU_Russia</li> <li>2. MHRA GMP Certificate Bhimpore Daman</li> <li>3. Schedule M GMP certificate Dec. 2023 DD61-62 B're</li> <li>4. WHO Certificate with CoPP</li> <li>5. WHO GMP Certificate</li> <li>6. Wockhardt_ISO_(CTC)_INMUM_818844848_Generic Certificate</li> </ol>								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Each employee should receive at least 4 man-hours of occupational health and safety training every year	The same is under implementation.				<ol style="list-style-type: none"> <li>1. Reduction in non-renewable energy consumption dependency by 5% each year (22,028 KWH).</li> <li>2. Reduction in energy intensity per rupee of turnover by 5% (0.17).</li> <li>3. Scope 1: Reduction by 1,320 MT of CO2 equivalent.</li> <li>4. Scope 2: Reduction by 6,414 MT of CO2 equivalent.</li> <li>5. Reduction in NOx by 1.087 MT/A.</li> <li>6. Reduction in SOx by 0.474 MT/A.</li> <li>7. Reduction in PM by 1.75 MT/A.</li> <li>8. Achieved 10% reduction in water intensity (4.75 against average of last two years).</li> <li>9. 100% recycling of e-waste and battery waste through government-approved recyclers.</li> <li>10. Reduction in non-hazardous waste generation by 15% (28 MT per annum).</li> <li>11. 100% recycling of e-waste through government-approved vendors.</li> <li>12. Increase in green coverage by at least 5% each year to achieve the standard (33% of open space).</li> </ol>	The same is under implementation.		

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.</b>	N.A.								
<b>Governance, leadership and oversight</b>									
<b>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements</b>	<p>Wockhardt is deeply committed to ESG initiatives.</p> <p>Our Environmental efforts focus on energy-efficient operations, reduction of our carbon footprint, conservation of water and waste reduction.</p> <p>Socially, we invest in well-being of our employees through diversity, equity, inclusion &amp; better working Condition. We also advance the causes of the society through the product safety, sustainable sourcing of raw materials and by supporting health and education of local communities through our special projects.</p> <p>Our Governance practices are rigidized through a diversified and independent Board, transparency through established clear and accessible communication channels along with regular reporting and public disclosures, Stakeholder engagement, ethical conduct and accountability. Through rigorous compliance and responsible marketing, we ensure patient safety and trust. Additionally, our R&amp;D projects target critical health challenges such as Diabetes and AMR, advancing access to affordable medications. By embracing ESG principles, we aim to positively impact society, enhance stakeholder value, and contribute to a healthier, more sustainable world. Our dedication to ESG drives our purpose and defines us as a responsible pharmaceutical industry leader.</p>								
<b>8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).</b>	Name: Dr. Huzaifa Khorakiwala Designation: Executive Director								
<b>9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</b>	Corporate Social Responsibility Committee of the Board oversees the matters related to Environmental, Social, and Governance.								

10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/Half yearly/ Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Corporate Social Responsibility Committee of the Board									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Audit Committee and Corporate Social Responsibility Committee of the Board									Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No								

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated: Not Applicable

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									



## SECTION C: Principle Wise Performance Disclosure

## PRINCIPLE 1 - BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

## Essential Indicators

## 1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of Directors	4	The Company conducts familiarisation programmes for its Directors & KMPs at regular intervals which covers topics such as ESG parameters and targets, corporate governance practices, employee well-being, innovation & R&D, leadership and various other regulatory updates.	100%
Key Managerial Personnel			
Employees other than BoD and KMPs	36	1. POSH training has 887 participants, with 750 males and 137 females. 2. ESG Training has 625 participants, consisting of 517 males and 110 females. 3. Pharmacovigilance has 718 participants, with 516 males and 202 females.	45%
Workers			

Note: The Company has one of the best Learning and Development Department in the industry, which has won many prestigious awards like the Golden Peacock Award, Best Training Team of the Year, and Best Chief Learning Officer Award.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)

Monetary					
	NGRBC Principle	Name of the regulatory / enforcement agencies judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred (Yes/No)
Penalty / Fine	N.A.	N.A.	NIL	N.A.	N.A.
Settlement	N.A.	N.A.	NIL	N.A.	N.A.
Compounding Fee	N.A.	N.A.	NIL	N.A.	N.A.

Non-Monetary				
	NGRBC Principle	Name of the regulatory / enforcement agencies judicial institutions	Brief of the Case	Has an appeal been preferred (Yes/No)
Imprisonment	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed**

Case Details	Name of the regulatory / enforcement agencies judicial institutions
N.A.	N.A.

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy**

Yes, Wockhardt Limited is committed to the prevention, deterrence and detection of fraud, bribery and other corrupt business practices. Wockhardt Limited is committed to conduct its business activities with honesty, integrity with highest possible ethical standards.

The Company has implemented a stringent Anti-bribery and Anti-corruption Policy which applies to all employees/ associates worldwide who may be working for any affiliates and subsidiaries of Wockhardt Limited at all levels including Directors, Senior Management, Officers and other employees (whether permanent, fixed-term or temporary), Consultants, Contractors, Trainees, Seconded Staff, Casual Workers, Volunteers, Interns, Agents, or any other Business Associate of Wockhardt Limited.

A copy of the Anti-bribery and Anti-corruption Policy is available on the website of the Company and can be accessed at [www.wockhardt.com/wp-content/uploads/2024/05/anti-bribery-and-anti-corruption-policy.pdf](http://www.wockhardt.com/wp-content/uploads/2024/05/anti-bribery-and-anti-corruption-policy.pdf).

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption**

	FY 2023-24	FY 2022-23
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

**6. Details of complaints with regard to conflict of interest**

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	N.A.	Nil	N.A.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	N.A.	Nil	N.A.

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:**  
No such cases, Hence Not Applicable.

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format**

	FY 2023-24	FY 2022-23
i) Accounts payable x 365 days	117,165	136,145
ii) Cost of goods/services procured	850	732
iii) Number of days of accounts payables	138	186

**9. Open-ness of business, Provide details of concentration of purchases and sales with trading houses, dealers, and related parties alongwith loans and advances & investments, with related parties, in the following format**

(₹ in Crore)

Parameter	Metric	FY 2023-24	FY 2022-23
Concentration of Purchases	a. i) Purchases from trading houses	168.42	170.48
	ii) Total purchases	477.33	409.72
	iii) Purchases from trading houses as % of total purchases	35.28%	41.61%
	b. Number of trading houses where purchases are made	33	40
	c. i) Purchases from top 10 trading houses	141.77	156.09
	ii) Total purchases from trading houses	168.42	170.48
	iii) Purchases from top 10 trading houses as % of total purchases from trading houses	84.18%	91.56%
Concentration of Sales	a. i) Sales to dealer / distributors	544	549
	ii) Total Sales	1,154	1,072
	iii) Sales to dealer / distributors as % of total sales	47.14%	51.21%
	b. Number of dealers / distributors to whom sales are made	3,048	3,227
	c. i) Sales to top 10 dealers / distributors	213	186
	ii) Total Sales to dealer / distributors	544	549
	iii) Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	39.15%	33.88%
Share of RPTs in	a. i) Purchases (Purchases with related parties)	54	0
	ii) Total Purchases	477.33	409.72
	iii) Purchases (Purchases with related parties as % of Total Purchases)	11.31%	0%
	b. i) Sales (Sales to related parties)	205	197
	ii) Total Sales	1,154	1,072
	iii) Sales (Sales to related parties as % of Total Sales)	17.76%	18.38%
	c. i) Loans & advances given to related parties	0	0
	ii) Total loans & advances	4	4
	iii) Loans & advances given to related parties as % of Total loans & advances	0%	0%
	d. i) Investments in related parties	297	297
	ii) Total Investments made	297.45	297.45
	iii) Investments in related parties as % of Total Investments made	99.85%	99.85%

### Leadership Indicators

**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year**

Total number of awareness programmes held	Topics / Principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Principle 6	35%

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.**

Yes, Pursuant to the requirement of the Companies Act, 2013 and SEBI Listing Regulations, all the Board members provide disclosure of conflict of interest in Form MBP-1 at the first Board Meeting held during any financial year and subsequent meeting in case of change in Interest. Conflicted Board members, if any, do not participate in discussion or vote on matter concerning conflict.

**PRINCIPLE 2 - BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE**

### Essential Indicators

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	Nil	100%	N.A.
Capex	Nil	5.12%	N.A.

**2. a) Does the entity have procedures in place for sustainable sourcing? (Yes/No):** No, We are continually evaluating how we can improve our sourcing practices and are committed to sustainability. We are evaluating our sustainability specific metrics available at this time, sustainability remains a key priority for our organization as we strive to enhance our procurement processes. All the vendors are approved by the Quality assurance of the regulating body of the country.

**b) If yes, what percentage of inputs were sourced sustainably?** N.A.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Recycling of material waste is not allowed in the pharmaceutical industry as per existing provisions of the Drugs and Cosmetic Act, and further considering the potential impact on consumer health, recycled material is not used for the manufacturing and packaging of the company's products. However the Company recycles various packaging and other products which are outside the purview of the aforesaid regulatory restrictions. E-Waste Reporting:

- a) IT E-Waste management is conducted once every 2 to 3 years, depending on the accumulation of E-Waste at corporate offices and plants.
- b) In the financial year 2023-2024, there was no IT E-Waste for disposal.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same**

The Company has a mechanism for recalling unsold products at the end of their shelf life at the distributor level and disposing of them as per applicable regulations.

### Leadership Indicators

1. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24	FY 2022-23
No recycled material used in process as per GMP guidelines.	Nil	Nil

2. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format**

Recycling of waste is not allowed in the pharmaceutical industry as per existing provisions of the Drugs and Cosmetic Act, and further considering the potential impact on consumer health, recycled material is not used for the manufacturing and packaging of the company's products.

	FY 2023-24			FY 2022-23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste						
Hazardous waste						
Other waste						

3. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category :**

Recycling of waste is not allowed in the pharmaceutical industry as per existing provisions of the Drugs and Cosmetic Act, and further considering the potential impact on consumer health, recycled material is not used for the manufacturing and packaging of the company's products.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	—

### PRINCIPLE 3 - BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

#### Essential Indicators

1. a. **Details of well-being of Employees and workers**

#### Details of measures for the well-being of employees

Category	% of employees covered by										
	Health Insurance			Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care Facility	
	Total (A)	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent Employees</b>											
Male	2,134	2,134	100	2,134	100	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	158	158	100	158	100	158	100	N.A.	N.A.	N.A.	N.A.
<b>Total</b>	<b>2,292</b>	<b>2,292</b>	<b>100</b>	<b>2,292</b>	<b>100</b>	<b>158</b>	<b>6.89</b>	N.A.	N.A.	N.A.	N.A.
<b>Other than Permanent Employees</b>											
Male	353	0	0	0	0	0	0	0	0	0	0
Female	1	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>354</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**b. Details of measures for the well-being of workers**

Category	% of Workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care Facility	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent Workers</b>											
Male	93	93	100	93	100	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	1	1	100	1	100	1	100	N.A.	N.A.	N.A.	N.A.
<b>Total</b>	<b>94</b>	<b>94</b>	<b>100</b>	<b>94</b>	<b>100</b>	<b>1</b>	<b>1.06</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Other than Permanent workers</b>											
Male	127	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	0	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>	<b>127</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

**2. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format**

	FY 2023-24	FY 2022-23
Cost incurred on wellbeing measures as a % of total revenue of the company	0.28%	0.23%

**3. Details of retirement benefits, for Current FY and Previous Financial Year**

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
<b>PF</b>	100%	100%	Yes	100%	100%	Yes
<b>Gratuity</b>	100%	100%	Yes	100%	100%	Yes
<b>ESI</b>	100%	100%	Yes	100%	100%	Yes
<b>Others please specify</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**4. Accessibility of workplaces -**

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard:** Yes, accessible to differently abled employees and workers.

**5. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:**

Yes, The Company has a Diversity, Inclusion and Equal Opportunity Policy, a copy of which is available on the website of the Company at <https://www.wockhardt.com/wp-content/uploads/2023/04/diversity-inclusion-and-equal-opportunity-policy.pdf>

**6. Return to work and Retention rates of permanent employees and workers that took parental leave**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	No Paternity Leave Policy			
Female	100%	100%	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

**7. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief**

	<b>Yes/No</b> <i>(If Yes, then give details of the mechanism in brief)</i>
Permanent Workers	The Company has created several mechanisms through policies, processes and guidelines across all our business operations including for receiving grievances from employees, workers and other stakeholders.  No reprisal or retaliatory action is taken against any employee or stakeholder for raising concerns. The Company investigates, addresses and responds to the concerns and takes appropriate corrective action in response to any violation.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

**8. Membership of employees and worker in association(s) or Unions recognised by the listed entity**

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)
<b>Total Permanent Employees</b>						
– Male	2,134	0	0	2,450	92	3.76
– Female	158	0	0	187	0	0
<b>Total Permanent Workers</b>						
– Male	93	91	97.85	99	99	100
– Female	1	1	100	4	4	100

**9. Details of training given to employees and workers**

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On skill upgradation		Total (D)	On Health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Employees</b>										
Male	2,487	2,487	100	1,256	50.50	2,559	2,559	100	1,380	53.93
Female	158	158	100	66	41.77	187	187	100	74	39.57
<b>Workers</b>										
Male	207	207	100	92	44.44	161	161	100	161	100
Female	13	13	100	5	38.46	4	4	100	4	100

**10. Details of performance and career development reviews of employees and worker**

Category	Current Financial Year			Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
<b>Employees</b>						
Male	2,487	N.A	NA	NA	NA	NA
Female	159	N.A	NA	NA	NA	NA
<b>Workers</b>						
Male	220	NA	NA	NA	NA	NA
Female	1	NA	NA	NA	NA	NA

**11. Health and safety management system**

- a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?** Yes, covered through ISO 45001, ISO 13485 and ISO 14001.
- b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?** Yes, Monthly reports are prepared for incident management, Near misses, and accidents.
- c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N):** Yes
- d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No):** Yes

**12. Details of safety related incidents, in the following format**

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

**13. Describe the measures taken by the entity to ensure a safe and healthy work place**

Each manufacturing facility has a defined SOP to ensure safe and healthy workplace. Health and safety-related trainings/ programs are conducted periodically to ensure awareness.

**14. Number of Complaints on the following made by employees and workers**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	Nil	Nil	Nil	Nil
Health & Safety	Nil	Nil	Nil	Nil	Nil	Nil

**15. Assessments for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

**16. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions**

As per the Company's procedure for handling incidents and accidents involving safety-related incidents, corrective and preventive actions are taken and reviewed on a quarterly basis.

**Leadership Indicators**

- 1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N):** No.
- 2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners**

At all our Plants, timely payment of statutory dues to contract labours is reviewed by taking a challan from the contractors.



3. **Provide the number of employees / workers having suffered high consequence workrelated injury / ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:** No such instance of rehabilitation, hence not applicable.

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees				
Workers				

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?** No.

5. **Details on assessment of value chain partners**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100% - All vendors working inside factory are assessed under internal safety audit
Working Conditions	100% - Complies as per Factories act

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Contract labour working assessment is done on yearly basis at all locations. Instructions available in SOPs, batch processing record for usage of PPEs, MSDS available, periodic training to each employee on Good Manufacturing, good laboratory, Good Engineering practices etc. Assessment for the same is in place during vendor approval through questionnaires and regular audits.

#### PRINCIPLE 4 - BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

##### Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity**

The stakeholders are determined based on the significance of their impact on the business and the impact of the business on them.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders & Investors	No	<ul style="list-style-type: none"> <li>Quarterly results</li> <li>Stock exchange disclosures</li> <li>Annual Report</li> <li>Annual General Meeting</li> <li>Interviews</li> <li>Press/Media releases</li> <li>Investor/analysts calls and meet</li> <li>Dedicated Investor relations Team</li> <li>Share Transfer Agents</li> <li>Email</li> <li>Website</li> </ul>	Regular least one engagement on a quarterly basis	<ul style="list-style-type: none"> <li>Resolving queries</li> <li>Business performance highlights</li> <li>Business updates</li> <li>Economic value / Sustainable wealth creation</li> <li>Minority shareholder interest</li> <li>Transparency &amp; disclosure</li> <li>To discuss publicly available Company information</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Vendors	No	<ul style="list-style-type: none"> <li>Direct interactions</li> <li>Supplier meets</li> <li>Email</li> <li>Website</li> </ul>	Need based	<ul style="list-style-type: none"> <li>New business opportunities</li> <li>Business transparency</li> <li>Training and development of marketing partners</li> <li>Business ethics and transparency</li> <li>Resolving queries</li> </ul>
Customers	No	<ul style="list-style-type: none"> <li>Visits and meetings</li> <li>Dedicated programmes for doctors, healthcare professionals, etc.</li> <li>Email</li> <li>SMS</li> <li>Calls</li> <li>Communication</li> <li>Media</li> <li>Campaigns, advertising, etc</li> <li>Website submission</li> <li>Dedicated Customer Care number</li> </ul>	Need based	<ul style="list-style-type: none"> <li>Regular updates on Launch of new products</li> <li>New product features are shared with customers</li> <li>Product quality</li> <li>Innovation</li> <li>Affordable medicines</li> <li>Safety initiatives</li> <li>Access to healthcare</li> <li>Emergency medicines</li> <li>Cure for difficult diseases</li> <li>Customer feedbacks</li> </ul>
Bankers	No	<ul style="list-style-type: none"> <li>Meetings and calls</li> <li>Conferences</li> <li>Email</li> <li>Website</li> </ul>	Need based	<ul style="list-style-type: none"> <li>Economic value</li> <li>Compliance and covenants</li> </ul>
Employees & Workers	No	<ul style="list-style-type: none"> <li>Training Sessions</li> <li>Seminars</li> <li>Surveys</li> <li>Workshops</li> <li>Capacity building</li> <li>Appraisals newsletters &amp; rewards</li> <li>Health &amp; safety committee meetings</li> <li>Direct interactions</li> <li>Events</li> <li>Email</li> <li>Website</li> </ul>	Regular	<ul style="list-style-type: none"> <li>Professional growth</li> <li>Work-life balance</li> <li>Diversity and equal opportunity for all</li> <li>Knowledge sharing, Learning and development</li> <li>Organization culture / workplace</li> <li>Minimum wages</li> <li>Working conditions</li> <li>Health &amp; safety</li> </ul>
Service Providers	No	<ul style="list-style-type: none"> <li>Direct interactions</li> <li>Supplier meets</li> <li>Email</li> <li>Website</li> </ul>	Need based	<ul style="list-style-type: none"> <li>New business opportunities</li> <li>Business transparency</li> <li>Training and development of partners and suppliers</li> <li>Business ethics and transparency</li> <li>Resolving queries</li> </ul>
Government Authorities	No	<ul style="list-style-type: none"> <li>Need basis Participation in industry level consultation groups</li> <li>Policy advocacy</li> <li>Participation in forums</li> <li>Email</li> <li>Website</li> <li>Stock exchange disclosures</li> </ul>	Need based	<ul style="list-style-type: none"> <li>Seeking clarifications and relaxation</li> <li>Communicating challenges and providing recommendations</li> <li>Compliance and good governance</li> <li>Sustainable practices</li> <li>Inclusive growth</li> <li>Resolving queries</li> </ul>
Communities	No	<ul style="list-style-type: none"> <li>Direct engagement</li> <li>Visits and camps</li> <li>Community needs assessments</li> <li>Social projects and engagement</li> <li>Email</li> <li>Website</li> </ul>	Regular	<ul style="list-style-type: none"> <li>Infrastructure development</li> <li>Education &amp; healthcare</li> <li>Environmental protection</li> <li>Generating local employment opportunities</li> </ul>

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Value Chain Partners	No	<ul style="list-style-type: none"> <li>Direct interactions</li> <li>Supplier meets</li> <li>Email</li> <li>Website</li> </ul>	Need based	<ul style="list-style-type: none"> <li>New business opportunities</li> <li>Business transparency</li> <li>Training and development of partners and suppliers</li> <li>Business ethics and transparency</li> <li>Resolving queries</li> </ul>

### Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board**

At Wockhardt, we acknowledge the importance of stakeholder engagement for timely identification of environment, social and governance issues which are material. The Company has robust team which periodically / continuously interact with internal and external stakeholder groups for identification and resolution of the important material issues influencing them. The material issues, if any, are presented to the Board along with recommendation of the CSR Committee members which oversees the functioning of Environment, Social & Governance area.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity**

Yes, We have HSE policy and displayed at all prominent locations in premises, during the policy preparation we had consulted all concerned stakeholders and then after taking the inputs the policy was implemented.

### PRINCIPLE 5 - BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

#### Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	3,658	3,658	100	2,637	2,167	82.18%
Other than Permanent	215	215	100	341	N.A	N.A
<b>Total Employees</b>	<b>3,873</b>	<b>3,873</b>	<b>100</b>	<b>2,978</b>	<b>2,167</b>	<b>72.77%</b>
<b>Workers</b>						
Permanent	295	295	100	103	103	100
Other than Permanent	0	0	0	62	62	100
<b>Total Workers</b>	<b>295</b>	<b>295</b>	<b>100</b>	<b>165</b>	<b>165</b>	<b>100</b>

Note: 1. Every 10<sup>th</sup> day of the month is fixed for POSH related training and awareness by our Learning and Development Department.

2. The workers are given training on relevant aspect in their induction at the time of joining.

**2. Details of minimum wages paid to employees and workers, in the following format**

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Employees</b>										
Permanent	Permanent									
Male	2,134	0	0	2,134	100	2,351	0	0	2,351	100
Female	158	0	0	158	100	183	0	0	183	100
<b>Other than Permanent</b>										
Male	0	0	0	0	0	340	340	100	0	0
Female	0	0	0	0	0	1	1	100	0	0
<b>Workers</b>										
Permanent	94	94	100	0	0	103	0	0	103	100
Male	93	93	100	0	0	99	0	0	99	100
Female	1	1	100	0	0	4	0	0	4	100
<b>Other than Permanent</b>										
Male	0	0	0	0	0	62	47	75.81	15	24.19
Female	0	0	0	0	0	0	0	0	0	0

**3. Details of remuneration/salary/wages**
**a. Median remuneration / wages**

		Male		Female	
		Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
1.	Board of Directors (BoD)	8	2,500,000	3	1,100,000
2.	Key Managerial Personnel	4	18,063,590	1	N.A.
3.	Employees other than BoD and KMP	2,134	560,659	158	678,577
4.	Workers	93	3,13,746	1	2,77,201

Note: 1. Board of Directors (BOD) includes Chairman, Managing Director, Executive and Non-Executive Directors.

2. Ms. Amelia Fernandes was appointed as an Independent Director of the Company w.e.f July 18, 2023, hence the remuneration of Ms. Fernandes is not considered for determination of Median remuneration.

3. Key Managerial Personnel includes Managing Director, Chief Financial Officer and Company Secretary. During the year under review, Mr. Debashis Dey ceased to be Company Secretary of the Company w.e.f. August 18, 2023 and Ms. Rashmi Mamtura was appointed as the Company Secretary of the Company w.e.f. August 19, 2023, hence their remuneration is not considered for determination of Median remuneration.

4. The remuneration paid to Non-Executive directors include only sitting fees of ₹ 100,000 per meeting. The remuneration figure is arrived at on the basis of number of meeting attended during the year.

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format**

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	7.39%	8.99%

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

The Chief Human Resource Officer (CHRO) / Human Resource ('HR') Heads of respective locations are responsible for addressing the human rights impacts or issues caused or contributed to by the business, if any.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues**

The Human Resources Department of the Company is responsible for the Human Rights Policy design, implementation and updation. Every unit, place of businesses of the Company endeavours to identify, assess and manage human rights impacts within the framework described in the Wockhardt's Human Rights Policy. A copy of Human Rights Policy is available on the website of the Company at [www.wockhardt.com/wp-content/uploads/2024/05/human-rights-policy.pdf](http://www.wockhardt.com/wp-content/uploads/2024/05/human-rights-policy.pdf).

**6. Number of Complaints on the following made by employees and workers**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	Nil	Nil	Nil	Nil
Discrimination at workplace	Nil	Nil	Nil	Nil	Nil	Nil
Child Labour	Nil	Nil	Nil	Nil	Nil	Nil
Forced Labour/ Involuntary Labour	Nil	Nil	Nil	Nil	Nil	Nil
Wages	Nil	Nil	Nil	Nil	Nil	Nil
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	Nil

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format.**

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

The Company has Prevention of Sexual Harassment Policy for Prevention & Redressal of Complaints of Sexual Harassment and matter connected therewith or incidental thereto at the workplace on the basis of Natural Justice & Confidentiality. Further, the company has a Whistle Blower Policy/ Vigil Mechanism for the Directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

The Complaints of Sexual Harassment and matter connected therewith are handled confidentially with the facts made available only to those who need to know in order to investigate and resolve the matter. In case of complaints through Whistle Blower/ Vigil Mechanism, The Whistle blower, Vigilance Officer, Chairman and members of Audit Committee, the subjects and everybody involved in the process shall maintain confidentiality of all matters under this policy.

**9. Do human rights requirements form part of your business agreements and contracts? : Yes.**

**10. Assessments for the year:**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Child labour	100% Inspected by Government Labour Officer
Forced/involuntary labour	100% Inspected by Government Labour Officer
Sexual harassment	100% by POSH Committee
Discrimination at workplace	100% Inspected by Government Labour Officer
Wages	100% Inspected by Government Labour Officer
Others – please specify	100% Timely inspected & Audited by various Government authorities i.e. Labour Officer, Factory Inspector, Employment Officer, Apprentice Advisor, Certifying Surgeon

Note: For Plants, Internal assessment is done on half yearly basis, External agencies may do any assessment on need basis. Apart from this, For Employees HR Internal assessment is done in IA audits. Prevention of Sexual Harassment Policy and Whistle Blower Policy is in place for raising complaints

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above :** There were no risks / concerns arising from the assessments at Question 10 above.

**Leadership Indicators**

- Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints:** No business process modified /introduced as a result of addressing human rights grievances/ complaints.
- Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, Ramps and Wheelchairs are made available at site location and also Manual support is provided whenever required.

**3. Details on assessment of value chain partners:**

Wockhardt has enhanced Sustainable Supply Procurement process and Distribution Value Chain practices using Newtral AI ESG platform. Wockhardt has informed 50 key Vendors (Suppliers) and 500 key Stockiest about ESG, BRSR principles, guidelines and data to be collected. Wockhardt has onboarded 15 vendors (suppliers) and 167 stockiest on Newtral AI ESG platform for data collection and assessment.

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Child labour	35%
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

**4. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above:** No such case of anti-competitive conduct or adverse orders from regulatory authorities.

**PRINCIPLE 6 - BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT****Essential Indicators****1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A)	0 GJ	0 GJ
Total fuel consumption (B)	181,122.56 GJ	29,138.55 GJ
Energy consumption through other sources (C)	0 GJ	0 GJ
Total energy consumed from renewable sources (A+B+C)	181,122.56 GJ	29,138.55 GJ
From non-renewable sources		
<b>Total electricity consumption (D)</b>	<b>214,148.42 GJ</b>	<b>174,448.99 GJ</b>
<b>Total fuel consumption (E)</b>	<b>92,728.19 GJ</b>	<b>3,435.04 GJ</b>
Energy consumption through other sources (F)	0 GJ	0
Total energy consumed from non-renewable sources (D+E+F)	306,876.61 GJ	177,884.03 GJ
Total energy consumed (A+B+C+D+E+F)	487,999.17 GJ	207,022.58 GJ
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.000042 GJ/Rs	0.000017 GJ/Rs
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.000042 GJ/Rs	0.000017 GJ/Rs
Energy intensity in terms of physical output	0.00053 GJ/Unit	N.A.
Energy intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No.

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not Applicable.

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	289,666 kL	478,458 kL
(ii) Ground water	33,194 kL	0 kL
(iii) Third Party Water	229,877 kL	28,055 kL
(iv) Seawater / desalinated water	0 kL	0 kL
(v) Others	406 kL	4,905 kL
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>553,143 kL</b>	<b>511,418 kL</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>220,585 kL</b>	<b>511,418 kL</b>
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.000019 kL/Rs	0.000019
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.000019 kL/Rs	0.000047
Water intensity in terms of physical output	0.00024 kL/Unit	N.A.
Water intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No.

**4. Provide the following details related to water discharged:**

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
– No treatment	NIL	Nil
– With treatment - please specify level of treatment	NIL	Nil
(ii) To Ground water		
– No treatment	NIL	Nil
– With treatment - please specify level of treatment	NIL	Nil
(iii) To Sea water		
– No treatment	NIL	Nil
– With treatment - please specify level of treatment	NIL	Nil
(iv) Sent to third-parties		
– No treatment	NIL	Nil
– With treatment - please specify level of treatment	2,81,341 kL annually Tertiary Treated effluent send to common effluent treatment plant (CETP) for Biotech Park, Aurangabad and Ankleshwar, Gujarat plants only	Treated Effluent used for gardening after Primary, Secondary & Tertiary Treatment: 2,33,583 KL
(v) Others		
– No treatment	NIL	Nil
– With treatment - please specify level of treatment	51,217 kL annually Wockhardt Ltd, Shendra plant, R&D plant, Daman (Bhimpur and Kadaiya )Plant are using the treated waste water for gardening.	Nil
<b>Total water discharged (in kilolitres)</b>	<b>332,558 kL</b>	<b>2,33,583 KL</b>

Note:

1. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No.
2. For Biotech Park, Aurangabad and Ankleshwar, Gujarat Plant, Waste water received in effluent treatment plant is treated in ETP and after treatment the treated waste water is discharged to common effluent treatment plant (CETP). Zero Liquid Discharge ZLD is implemented at factories in Shendra & R & D in Aurangabad and Daman (Bhimpur and Kaddaiya) the treated waste water is used for gardening with in the factory premises, No or Zero Liquid is Discharged outside the factories, Research and Development units.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Yes, Zero Liquid Discharge ZLD is implemented at factories in Shendra & R & D in Aurangabad and Daman (Bhimpur and Kadaiya) the treated waste water is used for gardening with in the factory premises, No or Zero Liquid is Discharged outside the factories, Research and Development units.

The Biotech Park and Ankleshwar manufacturing site is connected with common effluent treatment plant (CETP) and treated waste water is discharged to CETP as per the tripartite agreement.

However, as per state pollution control board consent to operate conditions, we are recycling almost 50 KL of treated sewage waste water for gardening-Green coverage in Biotech Park and Ankleshwar.



**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	Current Financial Year	Previous Financial Year
NOx	ppm	56.68	135.34
SOx	mg/Nm3	96.77	86.21
Particulate matter (PM)	mg/Nm3	262.29	124.9
Persistent organic pollutants (POP)	mg/Nm3	Nil	Nil
Volatile organic compounds (VOC)	mg/Nm3	62.67	Nil
Hazardous air pollutants (HAP)	mg/Nm3	Nil	Nil
Others – please specify	mg/Nm3	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	Current Financial Year	Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	10,052.28 tCO <sub>2</sub> e	19,167 tCO <sub>2</sub> e
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	55,818.85 tCO <sub>2</sub> e	112,712 tCO <sub>2</sub> e
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO <sub>2</sub> e/Rs	0.0000057	0.000010
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO <sub>2</sub> e/Rs	0.0000057	0.000010
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO <sub>2</sub> e/Unit	0.000071	N.A.
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.	N.A.

Note: 1. The emission is measured for Biotech Park Plant, Waluj only.

2. The Plant do generated CH<sub>4</sub> methane gas from Anaerobic reactors but the same is burnt in flare system and not directly contributing to GHG.

3. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: Yes, by authorised officials of the Pollution Control Board.

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Major source of the green house gases is the Refrigerants and we are having preventive maintenance schedule to avoid leakages and reduce the consumption of refrigerant. Also we are using the less ozone depleting refrigerants to minimize GHG emissions.

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	Current Financial Year	Previous Financial Year
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	106.18 metric tonne	286.44 metric tonne
E-waste (B)	0 metric tonne	0 metric tonne
Bio-medical waste (C)	2.35 metric tonne	0 metric tonne
Construction and demolition waste (D)	0 metric tonne	1.15 metric tonne
Battery waste (E)	0 metric tonne	15.69 metric tonne
Radioactive waste (F)	0 metric tonne	0 metric tonne
Other Hazardous waste. Please specify, if any. (G)	551.15 metric tonne	300.282 metric tonne
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	4,004.38 metric tonne	152.17 metric tonne
<b>Total waste generated (A+B+C+D+E+F+G+H)</b>	<b>4,664.09 metric tonne</b>	<b>755.73 metric tonne</b>
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0000004 metric tonne/Rs	0.0000001448 metric/Rs
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.0000004 metric tonne/Rs	0.0000001448
Waste intensity in terms of physical output	0.000005 metric tonne/unit	–
Waste intensity (optional) – the relevant metric may be selected by the entity	–	–
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	3,917.58 metric tonne	1,400 metric tonne
(ii) Re-used	0 metric tonne	0 metric tonne
(iii) Other recovery operations	0 metric tonne	0 metric tonne
<b>Total</b>	<b>3,917.58 metric tonne</b>	<b>1,400 metric tonne</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	553.64 metric tonne	51.98 metric tonne
(ii) Landfilling	123.23 metric tonne	100 metric tonne
(iii) Other disposal operations	21.58 metric tonne	1.15 metric tonne
<b>Total</b>	<b>698.45 metric tonne</b>	<b>153.13 metric tonne</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency: Yes, by NABL, MOEF approved laboratory & PCB authorized environment auditor.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

We believe in policy to minimize the waste generation at sources and ensure that in all manufacturing operations right from initial to final stage all due care is taken to minimize the waste generation and improve the productivity. We have SME to monitor the productivity daily and evaluate the results. We have SOP for handling of the waste right from the generator to the disposal, being a pharmaceutical manufacturing industry we use chemicals which are in line with GMP requirements i.e. less toxic and hazardous.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Entity has no operations/offices in/around ecologically sensitive areas.

Sl. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

The Company has not undertaken any Environmental Impact Assessments in FY 2023-24.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the entity is compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder. Compliance requirements are tracked through quarterly Compliance Reports taken from the respective functional heads. Exceptions, if any, are followed up for timely closure.

Sl. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any

#### Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres)

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area: Biotech Park, H-14/2, Waluj.
- (ii) Nature of operations: Pharmaceutical manufacturing.

**(iii) Water withdrawal, consumption and discharge in the following format:**

Parameter	Current Financial Year	Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	2,89,666 kL	4,78,458 KL
(ii) Ground water	0 kL	Nil
(iii) Third Party Water	31,366 kL	28,055 KL
(iv) Seawater / desalinated water	0 kL	Nil
(v) Others	0 kL	4,905 KL
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>3,21,032 kL</b>	<b>5,11,418 KL</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>73,620 kL</b>	<b>5,11,418 KL</b>
Water intensity per rupee of turnover (Water consumed / turnover)	0.0000063803 kL/Rs	N.A.
Water intensity (optional) – the relevant metric may be selected by the entity	–	N.A.
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	Nil	Nil
With treatment - please specify level of treatment	Nil	Nil
(ii) To Ground water		
No treatment	Nil	Nil
With treatment - please specify level of treatment	Nil	Nil
(iii) To Sea water		
No treatment	Nil	Nil
With treatment - please specify level of treatment	Nil	Nil
(iv) Sent to third-parties		
No treatment	Nil	Nil
With treatment - please specify level of treatment	2,47,412 kL Treated effluent send to common effluent treatment plant (CETP) for Wockhardt Ltd Biotech Park, Aurangabad	Treated Effluent used for gardening after Primary, Secondary & Tertiary Treatment: 2,33,583 KL
(v) Others		
No treatment	Nil	Nil
With treatment - please specify level of treatment	Nil	Nil
<b>Total water discharged (in kilolitres)</b>	<b>2,47,412 kL</b>	<b>2,33,583 KL</b>

Note:

- 1 These figures are for Biotech park facility, which is in area of water stress.
2. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No.

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	Current Financial Year	Previous Financial Year
<b>Total Scope 3 emissions (Break-up of the GHG into CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, HFCs, PFCs, SF<sub>6</sub>, NF<sub>3</sub>, if available)</b>	Metric tonnes of CO <sub>2</sub> equivalent	308.71 tCO <sub>2</sub> e	N.A.
<b>Total Scope 3 emissions per rupee of turnover</b>	tCO <sub>2</sub> e/Rs	0.000000026 tCO <sub>2</sub> e/Rs	N.A.
<b>Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity</b>	N.A.	N.A.	N.A.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities: Entity has no operations/offices in/around ecologically sensitive areas.
4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sl. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Plant/Facility/Head Office
1	Onboarded ESG and Carbon Emission Management Platform Newtral AI. Newtral AI platform Initiative is undertaken in Head Office, Plant factories, R&D	N.A.	Increase in overall BRSR Completion Scores.	Head Office Factory, Plants and R&D Plant.
2	ETP	ETP Zero Liquid Discharge, All treated effluent is used within premises (ZLD) 51,220 kL with tertiary treatment of Effluent Water annually used for gardening within the premise Zero Liquid Discharge in R&D facility Shendra factory and Daman factory	51,220 kL with tertiary treatment of Effluent Water annually used for gardening within the premise.	R&D Plant, Shendra Plant and Ankleshwar Plant
3	ISO 14001 & ISO 45001 certification of the site	Site is assessed by ISO certifying agency - Afnor France & awarded with ISO 14001 & ISO 45001	ISO 14001 & ISO 45001 Certified site	Shendra Plant
4	Fuel (Boiler)	Briquette usages	85% reduction in emission by the adoption of Briquette over Fuel Oil.	Shendra Plant and Biotech Park Plant, Waluj.
5	LSHS Low sulphur fuel started using to replace Furnace Oil	As per the guidelines from PCB initiated the drive to switch over from Furnace oil (High sulphur) to Low sulphur High stock by making the required changes in Boiler and storage tanks	Lower sulphur emissions as compared to previous	Biotech Park Plant, Waluj, R &D Plant, Shendra Plant and Ankleshwar Plant
6	Enhanced the shelf life of Briquette Boiler Bag filter	Installed PHE (PRE HEAT EXCHANGER) to reduce the stack temperature and also installed the flask back arrestor to enhance the life of Bag filter and improve its working	Less emissions of particulate matter from briquette Boiler stack	Biotech Park Plant, Waluj
7	Reduce the waste water generation by 60 CMD by installing second stage RO in process water generation plant (CSRO)	Earlier the process water generation was with single stage RO, now with addition of second stage RO the recovery has been improved	less water consumption by 60 CMD and less waste water generation	Biotech Park Plant, Waluj
8	Pure steam condensate recovery (Total condensates recovered 34140 KL)	Header line of steam modified and all condensate collected for steam generation thereby reduce the load on boiler	Fuel consumption of Boiler and water consumption of Boiler reduced	Biotech Park Plant, Waluj

Sl. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Plant/Facility/Head Office
9	Installation of 15 CFM lubricated air compressor for Purified water system (1 Cu.mt /Hr capacity) instead of existing 1000 CFM Non lubricated air compressor during less manufacturing demand resulting saving of electrical power units of 5000 KWH /Month	Installation of 15 CFM Non lubricated air compressor for Purified Water system.	Power consumption is reduced by 5000 KWH/ Month.	Biotech Park Plant, Waluj
10	Installation of VFD (Variable frequency drive) for Air Handling Units of Non classified areas of HVAC resulting Electrical Units saving of 3000 KWH/month	Installation of VFD for 14 Nos AHU's of Non classified area for maintaining Temp & RH in the areas resulting electrical units saving of 3000 KWH/month.	Power consumption is reduced by 3000 KWH/ Month.	Biotech Park Plant, Waluj
11	Installed VFD (Variable frequency drive) for Air Handling Units 02 no's of Warehouse areas. AHUs run with 30 Hz Frequency resulting Electrical Units saving of 5400 KWH/month	Reduce the VFD frequency from 50 Hz to 30 Hz of AHU No -39 and AHU No -34 of Formulation -2 Warehouse which is Non-classified area for maintaining the Temperature and RH.	Power consumption is reduced by 5400 KWH/ Month.	Biotech Park Plant, Waluj
12	New Oil free process air comp installed (Atlas make 2619 CFM)	To improve the Process air Pressure and reduce air temp.	Process air Pressure increased from 2.4 kg/cm <sup>2</sup> to 2.9 kg/cm <sup>2</sup> in production area so that Fermentation production yield increased.	Biotech Park Plant, Waluj
13	Enhanced the shelf life of Briquette Boiler (MR 15727) By Replacing Boiler all smoke tubes	On Proactive basis all Briquette Boiler tube replaced with new one. Boiler installed on 2012 so Tubes replaced after 10 year	Improved in Boiler efficiency and life	Biotech Park Plant, Waluj
14	Enhanced the shelf life of LSHS Boiler (MR 13359 & MR 13360) by Replacing Boiler all smoke tubes	On Proactive basis all FO Boiler tube replaced with new one. Boiler installed	Improved in Boiler efficiency and life.	Biotech Park Plant, Waluj
15	Briquette Boiler bag Filters bags Replaced	Total 240 Nos. bags replaced	Less emissions of particulate matter from briquette Boiler stack	Biotech Park Plant, Waluj
16	Treated effluent discharge to CETP	Effluent discharge to CETP by monitoring PH & TSS.	51,220 kL with tertiary treatment of Effluent Water annually used for gardening within the premise.	Ankleshwar Plant
17	Emission reduction	Process scrubber provide in plants and monitoring to be done	Complied	Ankleshwar Plant
18	Spent carbon waste	Spent carbon waste to be send to co-processing unit.	Complied	Ankleshwar Plant

Note: Wockhardt Limited has successfully completed an initiative known as ETP (likely an abbreviation for a specific Efficiency or Technology Program). This initiative was undertaken to improve resource efficiency or implement innovative technology solutions within the entity's own premises or facilities (abbreviated as ZLD, possibly meaning Zero Liquid Discharge).

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes. The organization has business continuity plan and "on site emergency plan" for risk mitigation. The organization has well documented standard operating procedure called "On site emergency plan and Mock drill" BT-SE-S007. This document is operated through centralized quality management system called "DMS" Document management system. This SOP captures all the probable risk that can take place at site and mitigation measures for the identified risk. Mock drill is carried for the identified risk and observations are carried through subject matter expert for any gaps during the handling of simulated emergency. Action plan is taken for identified gaps for further compliance. In addition to above the site has standard operating procedure " Safety Audit and Risk assessment" BT-SE-S005 for identifying the risk at site and its severity and once identified action plan is prepared for compliance of observation if any. Overall the site has robust risk mitigation measures for handling any unforeseen incident to maintain the business continuity.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

Note: We are in the process of assessing significant adverse impact to the environment, arising from our value chain partners.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts: 35%****PRINCIPLE 7 - BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT****Essential Indicators**

1. a) **Number of affiliations with trade and industry chambers/ associations: 4.**
- b) **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:**

Sl. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
2	Indian Pharmaceutical Alliance (IPA)	National
3	Confederation of Indian Industry (CII)	National
4	Bombay Chamber of Commerce & Industry (BCCI)	State

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities:** No such cases of anticompetitive conduct or adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken

**PRINCIPLE 8 - BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT****Essential Indicators**

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:** No new projects were undertaken by the Company during FY 2023-24, Hence Not Applicable.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format :** No such project was undertaken by the Company during FY 2023-24

Sl. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)

**3. Describe the mechanisms to receive and redress grievances of the community.**

The Company has laid down a detailed Stakeholders Grievance Policy to facilitate all stakeholders to file their grievances with the Company. Accordingly the concerned Stakeholders may reach out to the concerned officials of the Company for resolution of their grievances.

A copy of the Stakeholders Grievance Policy is available on the website of the Company at <https://www.wockhardt.com/wp-content/uploads/2023/04/stakeholders-relationship-policy.pdf>. In addition to the above, stakeholders may approach the concerned Company Officials at the Corporate office at: Wockhardt Towers, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 from Monday – Friday between 11.00 am to 5.00 pm.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers**

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	6.65%	14.65%
Directly from within India	19.25%	33.45%

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2023-24	FY 2022-23
Rural	26.39%	NIL
Semi-urban	5.56%	NIL
Urban	34.72%	NIL
Metropolitan	33.33%	NIL

Note: We have created total 81 jobs in FY 2023-24.

**Leadership Indicators**

**2. Procurement Policy**

1. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) : No.

2. From which marginalized / vulnerable groups do you procure? What percentage of total procurement (by value) does it constitute?

We operate in a highly specialised and regulated sector. Hence, priority is given to suppliers and vendors approved by Government Regulations.

**3. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: Not applicable.**

Sl. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share

**4. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved: Not applicable**

Name of authority	Brief of the Case	Corrective action taken

**5. Details of beneficiaries of CSR Projects:**

Sl. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Mobile Medical Clinic	6020	100%



## PRINCIPLE 9 - BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

### Essential Indicators

#### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Consumer complaints and feedback can be conveyed to the company through email, phone call, or the Wockhardt ADR Collection Form. The web-link of contact details is <https://www.wockhardt.com/adverse-event-reporting/>. The Company has laid down a detailed Stakeholders Grievance Policy to facilitate all stakeholders to file their grievances with the Company. A copy of the Stakeholders Grievance Policy is available on the website of the Company at <https://www.wockhardt.com/wp-content/uploads/2023/04/stakeholders-relationship-policy.pdf>.

#### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	N.A.
Safe and responsible usage	100% as per Drugs and Cosmetics Act
Recycling and/or safe disposal	N.A.

#### 3. Number of consumer complaints in respect of the following:

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	Nil	Nil	N.A.	Nil	Nil	N.A.
Advertising	Nil	Nil	N.A.	Nil	Nil	N.A.
Cyber-security	Nil	Nil	N.A.	Nil	Nil	N.A.
Delivery of essential services	Nil	Nil	N.A.	Nil	Nil	N.A.
Restrictive Trade Practices	Nil	Nil	N.A.	Nil	Nil	N.A.
Unfair Trade Practices	Nil	Nil	N.A.	Nil	Nil	N.A.
Other	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

#### 4. Details of instances of product recalls on account of safety issues: No such instances of Product recalls, Hence not applicable.

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		

#### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, The Company has a Cybersecurity Policy which ensures the confidentiality, integrity, and availability of the company's Pharma IP, digital assets and the Operational Technology (OT) assets through the implementation of effective cybersecurity controls and practices. The Policy aims to mitigate the risk of cyber threats, unauthorized access, data breaches, and other malicious activities that may compromise the company's assets. A copy of the Cybersecurity Policy is available on the website of the Company at [www.wockhardt.com/wp-content/uploads/2023/07/wockhardt-cybersecurity-policy.pdf](http://www.wockhardt.com/wp-content/uploads/2023/07/wockhardt-cybersecurity-policy.pdf)

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

The Company does not advertise its product which are usually prescription drugs, in compliance with the applicable regulations. Further there were no issues related to delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

**Cyberattack Reporting:** We have no Reported Cyber attack for the FY 23-24. Following preventive measures have been implemented to minimise the attack surface.

- a) Wockhardt has implemented an Intelligent AI-based SOC (Security Operations Center) solution provided by Airtel, which is monitored 24x7.
- b) Security Orchestration, Automation, and Response (SOAR) platforms have been implemented to automate and streamline security operations, including incident response and threat hunting.
- c) User and Entity Behaviour Analytics (UEBA) technologies are employed to analyse user and entity behaviours and detect anomalies indicative of insider threats or compromised accounts.
- d) AI-based Moving target defence is utilised to detect and respond to zero-day malware on desktops and servers.
- e) AI-based ATP (Advanced Threat Protection) email protection is in place.
- f) Network Access Control (NAC) solution is implemented to quarantine desktops and laptops that have outdated Windows patches, antivirus signatures, or are infected with malware.
- g) These preventive measure provide comprehensive strengthening of cybersecurity measures to mitigate cyber threats.

**7. Provide the following information relating to data breaches:**

1. **Number of instances of data breaches:** No instances of data breaches were reported during FY 2023-24.
2. **Percentage of data breaches involving personally identifiable information of customers:** No instances of Data breaches.
3. **Impact, if any, of the data breaches:** No instances of Data breaches.

**Leadership Indicators**

**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

The Company's website provides detailed information about it's products and services which can be accessed at <https://www.wockhardt.com/about-us/products/india-branded-business/> For further details on any product, the concerned stakeholders may also reach out to us at [www.wockhardt.com/contact-us/](http://www.wockhardt.com/contact-us/).

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

Safety Information and dosage guidelines are provided on the product packages as per The Drugs and cosmetics Act. Further, regular training & guidelines are provided to the healthcare providers, who may guide their patients accordingly.

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Being a Pharmaceuticals Company this is not applicable to us. The Company promptly complies with any discontinuation of Pharma Product directive issued by the concerned authorities in any market.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No):** No.

## REPORT ON CORPORATE GOVERNANCE

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'SEBI Listing Regulations'), the Company presents the Report on Corporate Governance for the financial year ended March 31, 2024 containing the matters detailed in the said Regulations with respect to Corporate Governance requirements.

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

For years, Wockhardt Limited ("the Company") has promoted practices, standards and resources to maximize the shareholder value legally, ethically and on a sustainable basis while ensuring fairness, transparency and accountability to benefit all stakeholders comprising customers, vendors, investors, regulators, employees and the society at large.

The Company believes that good Corporate Governance strengthens the investors trust and ensures long term relationship with other stakeholders which help the Company to achieve its objectives. The Company maintains a comprehensive set of compliance policies and procedures which assist us in complying with the law and conducting our business in an honest, ethical, and principled way.

### II. BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD

#### Board Composition and other related matters

The Board of Directors (the "Board") comprises of an optimal combination of Executive Directors and Non-Executive Directors including Woman Directors in line with the provisions of the Companies Act, 2013 (the "Act") and the SEBI Listing Regulations. The composition of the Board has a judicious mix of professionalism, knowledge, diversity and experience that enables the Board to discharge its responsibilities and provide effective leadership to the business.

The present strength of the Board is 8 (Eight) Directors comprising of 4 (Four) Independent Directors, 3 (Three) Executive Directors and 1 (One) Non-Executive Non-Independent Director. The Company has 3 (Three) Women Directors on its Board which includes 2 (Two) Independent Directors. The Chairman of the Board is an Executive Director.

During the year under review, 5 (Five) Board Meetings were held on May 26, 2023, July 18, 2023, August 14, 2023, November 14, 2023 and February 14, 2024. The gap between two consecutive meetings of the Board of Directors was not more than one hundred and twenty days, thereby complying with the Regulation 17(2) of the SEBI Listing Regulations and Section 173 of the Act.

The composition of the Board, category of directors, details of other directorships, Committee positions as on March 31, 2024 and attendance of Directors at the Board Meetings and at the Annual General Meeting ('AGM') held during the year under review were as follows:

Name of the Director	Category of Directorship	Number of Directorships held in other Companies		Number of Committee positions held in other Public Companies <sup>(3)</sup>		Attendance at	
		Total Directorship <sup>(1)</sup>	Directorship in other Public Companies <sup>(2)</sup>	Chairperson <sup>(4)</sup>	Member	Board Meetings	Previous Annual General Meeting (14 <sup>th</sup> August, 2023)
Dr. Habil Khorakiwala DIN: 00045608	Chairman/Executive Director/ Promoter	15	2	Nil	Nil	5	Yes
Mr. Aman Mehta* DIN: 00009364	Independent Director	1	1	Nil	1	5	Yes
Mr. D. S. Brar* DIN: 00068502	Independent Director	12	4	3	6	5	Yes
Dr. Sanjaya Baru* DIN: 05344208	Independent Director	1	1	Nil	1	5	Yes
Mrs. Tasneem Mehta DIN: 05009664	Independent Director	Nil	Nil	Nil	Nil	5	Yes
Mr. Vinesh Kumar Jairath DIN: 00391684	Independent Director	7	5	Nil	4	5	Yes
Mr. Akhilesh Gupta DIN: 00359325	Independent Director	Nil	Nil	Nil	Nil	4	Yes
Ms. Amelia Fernandes DIN: 08821072	Independent Director	Nil	Nil	Nil	Nil	4	Yes
Dr. Huzaifa Khorakiwala DIN: 02191870	Executive Director	13	2	Nil	1	5	Yes
Dr. Murtaza Khorakiwala DIN: 00102650	Managing Director/Executive Director	9	3	1	1	5	Yes
Ms. Zahabiya Khorakiwala DIN: 00102689	Non-Executive Non- Independent Director	9	4	1	1	3	Yes

#### Notes:

\* Mr. Aman Mehta, Mr. D. S. Brar and Dr. Sanjaya Baru ceased to be Independent Directors of the Company on March 31, 2024, upon completion of their second term of 5 (Five) consecutive years.

1) Excludes Dormant Companies and Section 8 Companies.

2) Excludes directorships in Private Limited Companies and Section 8 Companies.

3) This includes only Chairmanships/Memberships of the Audit Committee and Stakeholders Relationship Committee of all other listed and unlisted public limited companies as per Regulation 26 of the SEBI Listing Regulations.

4) The total no. of Membership in the Committees includes the no. of Chairpersonship in such Committees.

Names of other listed entities where the Directors of our Company are also Director and the category of their directorship are as follows:

Name of the Director	Name of other listed entities in which he/she is a Director	Category of Directorship
Dr. Habil Khorakiwala	Nil	Not Applicable
Mr. Aman Mehta*	Max Financial Services Limited	Independent Director
Mr. D. S. Brar*	Mphasis Limited	Independent Director
	Maruti Suzuki India Limited	Independent Director
	EPL Limited	Independent Director
Dr. Sanjaya Baru*	Artemis Medicare Services Limited	Independent Director
Mrs. Tasneem Mehta	Nil	Not Applicable
Mr. Vinesh Kumar Jairath	The Bombay Dyeing and Manufacturing Company Limited	Independent Director
	Kirloskar Oil Engines Limited	Non- Executive Non-Independent Director
	Kirloskar Industries Limited	Non- Executive Non-Independent Director
	Bombay Burmah Trading Corporation Limited	Independent Director
Mr. Akhilesh Gupta	Nil	Not Applicable
Ms. Amelia Fernandes	Nil	Not Applicable
Dr. Huzaifa Khorakiwala	Nil	Not Applicable
Dr. Murtaza Khorakiwala	Nil	Not Applicable
Ms. Zahabiya Khorakiwala	RPG Life Sciences Limited	Independent Director

**Notes:**

- *Mr. Aman Mehta, Mr. D. S. Brar and Dr. Sanjaya Baru ceased to be Independent Directors of the Company on March 31, 2024, upon completion of their second term of 5 (Five) consecutive years.*

As detailed in the aforementioned table, the number of total directorships of all the Directors were within the limit set under Section 165(1) of the Act. No resolution has been passed by the Members of the Company under Section 165(2) of the Act.

Further, in compliance with Regulation 17A of the SEBI Listing Regulations, none of the Directors hold directorships in more than seven listed Companies. Also, none of the Independent Directors serve as Whole-Time Director/ Managing Director in any listed entity. The Managing Director and Whole Time Director of our Company do not serve as Independent Director on any listed Company.

None of the Directors are members of more than ten Committees of the prescribed nature or holds Chairmanship of more than five such Committees across all Listed or Unlisted Public Limited Companies in which they are Directors, thereby complying with the provisions of Regulation 26(1) of the SEBI Listing Regulations.

The details of Company's Equity shares held by each of the Directors are provided along with "Remuneration of Directors" in this Report.

**Inter-se relationships among Directors:**

Dr. Huzaifa Khorakiwala, Executive Director, Dr. Murtaza Khorakiwala, Managing Director and Ms. Zahabiya Khorakiwala, Non-Executive Non-Independent Director are children of Dr. Habil Khorakiwala, Executive Chairman. Except this, there are no inter-se relationships amongst the Directors.

**Selection of new Directors and Board Membership Criteria**

All the Directors of the Company, including the Independent Directors are well qualified, experienced and renowned professionals from the fields of Pharmaceuticals, Business Administration, Manufacturing, Finance, Public Administration, Environmental Management, Banking, Infrastructure, Governance, Mergers and Acquisitions and Technology, amongst others. The Board's guidance provides foresight, enhances transparency and adds value in decision-making.

The Board, on the recommendation of the Nomination and Remuneration Committee has identified the key skills/ expertise / competencies desirable the context of its business(es) and sector(s), for the effective functioning of the Company as detailed below:

Sl. No	Skills/ Expertise/ Competence	Attributes
1.	Leadership and General Management	Ability to envision the future and prescribe a strategic goal for the Company, help the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/efforts in appropriate direction. Be a thought leader for the Company and be a role model in good governance and ethical conduct of business, while encouraging the organization to maximize Shareholder value. Should have had hands on experience of leading an entity at the highest level of management practices.
2.	Industry knowledge and experience	Should possess domain knowledge in businesses in which the Company participates viz. in the fields of Pharmaceuticals, Biotechnology and a chain of advanced Super Speciality Hospitals. Must have the ability to leverage the developments in the areas as appropriate for betterment of Company's business.
3.	Experience and Exposure in policy shaping and industry advocacy	Should possess ability to develop professional relationship with the policy makers and Regulators for contributing to the shaping of Government policies in the areas of Company's businesses.
4.	Governance including legal compliance	Commitment, belief and experience in setting Corporate Governance practices to support the Company's robust legal compliance systems and governance policies/practices.
5.	Expertise/Experience in Finance & Accounts / Audit / Risk Management areas	Ability to understand financial policies, accounting statements and disclosure practices and contribute to the Financial/Risk Management policies/practices of the Company across its business lines and geography of operations.
6.	Global Experience / International Exposure	Ability to have access and understand business models of global corporations, relate to the developments with respect to leading global corporations and assist the Company to adapt to the environment, understand the geo political dynamics and its relations to the Company's strategies and business prospects and have a network of contacts in global corporations and industry worldwide.
7.	Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
8.	Pharmaceuticals, Science and Technology	Significant background and experience in Pharmaceuticals sector, Science and Technology domain.
9.	Manufacturing, Quality and Supply Chain	Operational expertise and technical know-how in the area of manufacturing, quality and supply chain.
10.	M&A and Business Development	Examining potential M&A deals for inorganic growth in line with the Company's growth strategy.
11.	Sales, Marketing and Commercial	Experience in strategizing market share growth, building brand awareness, enhancing enterprise reputation.

The eligibility of a person to be appointed as a Director of the Company is, inter alia, dependent on whether the person possesses the requisite desirable skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or industry or is a proven academician in the field relevant to the Company's business or industry. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

The abovementioned desirable skills/ expertise/ competencies are deep-rooted in the Board as a whole. The details of skill matrix and expertise vis-a-vis each member of the Board can be summarised as follows:

Sl. No.	Name of Directors	Experience/ Attribute/ Expertise										
		1	2	3	4	5	6	7	8	9	10	11
1.	Dr. Habil Khorakiwala	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
2.	Mrs. Tasneem Mehta	✓		✓	✓	✓		✓				✓
3.	Mr. Vinesh Kumar Jairath	✓	✓	✓	✓	✓	✓	✓				✓
4.	Mr. Akhilesh Gupta	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓
5.	Ms. Amelia Fernandes	✓		✓	✓			✓				✓
6.	Dr. Huzaifa Khorakiwala	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
7.	Dr. Murtaza Khorakiwala	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
8.	Ms. Zahabiya Khorakiwala	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

### Independent Directors

Each Independent Director is appointed in accordance with and is effectively discharging their obligations as stated under Regulation 25 of the SEBI Listing Regulations.

Annually and whenever there is any change in any circumstances, each Independent Director is required to submit a self-declaration, confirming their independence and compliance with various eligibility criteria, among other disclosures. All such declarations are placed before the Board for information and noting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulation and the Board has affirmed on the same.

The Company has issued formal letters of appointment to all the Independent Directors which inter-alia explains the role, function, duties and responsibilities as expected from a Director of the Company. As required under Regulation 46(2)(b) of the SEBI Listing Regulations, the terms and conditions of their appointment are posted on the Company's website and can be accessed at <https://www.wockhardt.com/wp-content/uploads/2020/05/draft-letter-of-appointment-of-independent-director-including-terms-of-reference.pdf>.

None of the Independent Directors of the Company have resigned before the expiry of his/her tenure. Thus, disclosure pursuant to Schedule III Part A Clause 7B of the SEBI Listing Regulations stating requirement of providing detailed reasons for their resignation along with their confirmation that there are no material reasons other than those provided by them is not applicable.

### Changes in Board during FY 2023-24

During the year under review, Ms. Amelia Fernandes (DIN: 08821072) was appointed as an Additional (Independent) Director of the Company w.e.f. July 18, 2023 and in the Annual General Meeting held on August 14, 2023, she was appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years upto July 17, 2028.

Further, Mr. Aman Mehta (DIN: 00009364), Dr. Sanjaya Baru (DIN: 05344208) and Mr. D. S Brar (DIN: 00068502) ceased to be the Independent Directors of the Company upon completion of their second term of 5 (Five) consecutive years on March 31, 2024.

### Board Meetings and Procedures

The Board is regularly apprised and informed of important business strategies/policies/information. The Board meeting dates are finalized in consultation with all the Directors well in advance. The Board meets at least once a quarter to review the quarterly Financial Results and other agenda items. The Committees of the Board usually meet the day before or on the day of the formal Board meeting, or whenever the need arises for transacting business. Further, the agenda papers supported by comprehensive notes and relevant information, documents and presentations are circulated in advance to all the Board members which enable them to take informed decisions and discharge their functions effectively. The agenda for the Board meetings covers the minimum information to be placed before the Board of Directors as per Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations to the extent these are relevant and applicable. A presentation is made by the Managing Director on operational performance of the Company at every Board meeting. The Board periodically reviews the items in the agenda and particularly reviews and approves the Quarterly Financial Results, Annual Financial Statements including Cash Flow Statement, Annual Operating Plans & Budgets, CAPEX etc. The recommendations of the Committees are also placed before the Board for necessary approvals. All Committee recommendations placed before the Board during the year under review were unanimously accepted by the Board.

The compliance reports pertaining to all the laws that are applicable to the Company, Minutes of Board meeting of Unlisted Subsidiaries of the Company and Minutes of the Committee meetings are also placed before the Board of the Company periodically.

Further, the Directors who are unable to join any meeting in person, are also provided with video-conferencing/ audio visual facilities to facilitate them to participate in the Board/Committee meetings.

The imperative decisions taken at the Board and Committee meetings are communicated to the respective department heads for the implementation of the said decisions. An action taken report is prepared and reviewed periodically by the Managing Director and the actions taken on the decisions made at the earlier Board meetings are also placed before the Board of the Company.

### Meeting of the Independent Directors

Pursuant to Schedule IV of the Act, the Independent Directors met on March 20, 2024 without the presence of Non-Independent Directors and members of the Management. The meeting of the Independent Directors was chaired by Mr. Aman Mehta, Independent Director and erstwhile Chairperson of the Audit Committee.

The Independent Directors, *inter alia*, evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, Chairman of the Board taking into account views of Executive and Non-Executive Directors and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board and has found the performance to be satisfactory.

### Board Familiarisation Program

The Company provides every opportunity to all the Independent Directors to familiarize themselves with the Company, its management, its operations and above all, the industry perspective and issues. The Independent Directors are usually encouraged to visit the plant and R&D Centres of the Company and interact with members of Senior Management as part of the programme. At the quarterly Board Meetings, a presentation is made to the Board giving an update on overview of the Company's strategy, operations, products, markets, group structure and subsidiaries, Board constitution and guidelines, matters reserved for the Board and the major risks and risk management strategy. This enables the Independent Directors to get a deep understanding of the Company, its people, values and culture and facilitates their active participation in overseeing the performance of the Company. Further, the Independent Directors are also presented with copies of magazines "The Wockhardian" an in-house news magazine of Wockhardt Group which provides the insights on the activities carried on by the Company.

The details of such Familiarisation Programme for Independent Directors are available on the Website of the Company <https://www.wockhardt.com/wp-content/uploads/2023/04/familiarisation-programme.pdf>.

## III. COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with the approval of the Board and function within their respective charters. These Committees play a pivotal role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform their duties entrusted by the Board. The Minutes of the Committee meetings are placed before the Board for noting. The details of composition of various Committees are also disclosed on the website of the Company and can be accessed through link- <https://www.wockhardt.com/wp-content/uploads/2024/04/board-and-committee-composition-01-04-2024.pdf>

Details of various mandated Committees of the Board and other related information are detailed as follows:

### A) AUDIT COMMITTEE

#### a) Terms of Reference, Meetings & Composition

Pursuant to the Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act, the Board has constituted the Audit Committee with the primary objective to monitor and provide an effective supervision of the management's financial reporting process, ensure fairness of Related Party Transactions, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee also oversees the work carried out in the financial reporting process by the Management, the Internal Auditor, the Statutory Auditor and the Cost Auditor and validates the robustness and adequacy of the processes and safeguards employed by each of them. The Committee further reviews the processes and controls including compliance with laws, Company Policies such as the Company's Code of Conduct and Insider Trading Code, Whistle Blower Policies and any reported cases related thereto, if any. The key terms of reference of the Audit Committee, *inter alia*, includes:

#### (i) Terms of Reference

##### Financial Reporting and other Financial Matters

- Oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing with the Management, Quarterly Unaudited Financial Statements and Annual Audited Financial Statements & Auditors' Report thereon before submission to the Board for approval. Review



of Annual Financial Statements inter alia includes reviewing changes in Accounting Policies, if any, major accounting entries involving estimates, significant adjustments made in Financial Statements, qualifications in draft Audit report, if any;

- Review Management Discussion and Analysis of financial condition and results of operations;
- Scrutiny of inter-corporate loans & investments;
- Monitoring the performance of the Unlisted Subsidiaries by reviewing their Financial Statements including the investments made by them;
- Reviewing the utilisation of loans and/or advances from/investment by the Company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- Valuation of undertakings or assets of the Company, wherever it is necessary; and
- Investigation into any activity within terms of reference.

#### **Audit & Auditors, Internal Controls**

- Recommending the appointment, remuneration and terms of appointment/re-appointment, if required, replacement or removal of auditors, fixation of statutory audit fees and approval of payment for any other services rendered by the Statutory Auditors, as permitted;
- Recommending appointment and remuneration of Cost Auditors;
- Review and monitor the Auditor's independence and performance and effectiveness of audit process;
- Review the appointment, removal and terms of remuneration of the Chief Internal Auditor;
- Reviewing with Management, performance of statutory auditors and their significant audit findings;
- Reviewing the adequacy and performance of internal audit function and internal controls, if any, including scope of audit, the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit and discussion with Internal Auditors on any significant findings and follow-up thereon; and
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

#### **Other Matters**

- Approval of all Related Party Transactions or subsequent material modification thereto;
- Evaluation of Internal Financial Controls and Risk Management Systems;
- Appointment of Chief Financial Officer;
- Reviewing the functioning of Whistle Blower Mechanism;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Monitoring the end use of funds raised through public offers and related matters. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
- The Audit Committee has all the powers as specified in Regulation 18 of the SEBI Listing Regulations to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary and pursuant to Section 177 of the Act.

#### **(ii) Meetings**

During the year under review, the Audit Committee met 5 (Five) times on May 26, 2023, July 18, 2023, August 14, 2023, November 14, 2023 and February 14, 2024. The maximum gap between any two consecutive meetings was not more than one hundred and twenty days.



**(iii) Composition**

As on March 31, 2024, the Audit Committee comprised of 7 (Seven) Independent Directors. All the members of the Audit Committee are financially literate and possess accounting or related financial management expertise by virtue of their experience and their professional background. The Company Secretary acts as the Secretary of the Audit Committee.

The details of composition of the Audit Committee and the particulars of attendance of its members at its meetings held during the previous financial year are given below:

<b>Name of the Director/ Member</b>	<b>Designation</b>	<b>Category</b>	<b>Profession</b>	<b>No. of Meetings Attended</b>
Mr. Aman Mehta*	Chairperson	Independent Director	Business Professional	5
Mr. D. S. Brar*	Member	Independent Director	Business Professional	5
Dr. Sanjaya Baru*	Member	Independent Director	Writer	5
Mrs. Tasneem Mehta	Member	Independent Director	Professional	5
Mr. Vinesh Kumar Jairath	Member	Independent Director	Retired IAS Officer	5
Mr. Akhilesh Gupta	Member	Independent Director	Service	4
Ms. Amelia Fernandes	Member	Independent Director	Director	3

**Note:**

\* Mr. Aman Mehta, Mr. D. S. Brar and Dr. Sanjaya Baru ceased to be the Chairperson /Members of the Audit Committee on March 31, 2024, upon completion of their second term of 5 (Five) consecutive years as Independent Directors.

With effect from April 1, 2024, the Committee was reconstituted to include Mr. Akhilesh Gupta as Chairman of the Committee and Mr. Vinesh Kumar Jairath, Mrs. Tasneem Mehta and Ms. Amelia Fernandes as members.

The Statutory Auditors, Head of Internal Audit, Chief Financial Officer, Financial Controller and Executive Directors, upon invitation, attend the Audit Committee meetings.

Mr. Aman Mehta, erstwhile Chairperson of the Audit Committee was present at the Annual General Meeting of the Company held on Monday, August 14, 2023.

**B) NOMINATION AND REMUNERATION COMMITTEE****a) Terms of Reference, Meetings & Composition**

Pursuant to Regulation 19 of the SEBI Listing Regulations and Section 178(1) of the Act, the Board has constituted a Nomination and Remuneration Committee broadly to oversee the Company's nomination process including succession planning for the Senior Management and the Board and also to assist the Board in identifying, screening and reviewing individuals qualified to serve as Directors on the Board of the Company including to determine the role and capabilities required for Independent Directors consistent with the criteria as stated by the Company in its Policy.

**(i) Terms of Reference**

The terms of reference of Nomination and Remuneration Committee ('NRC'), inter alia, includes the following:

- Identification of persons who are qualified to become Directors and who may be appointed at Senior Management position in accordance with the criteria laid down, and recommend to the Board of Directors their appointment, remuneration and removal;
- Recommendation for fixation and revision of remuneration packages of Managing Director and Executive Directors to the Board for review and approval;
- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees;
- Formulation of criteria for evaluation of Independent Directors and the Board and carry out evaluation of every Director's performance;
- Devising a policy on diversity of Board of Directors;
- Extension or continuation of term of appointment of the Independent Director, on the basis of the report of performance evaluation of the Independent Directors; and
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

- Evaluation the balance of skills, knowledge and experience of the Independent Directors on the Board and on the basis of such evaluation, prepare description of role and required capabilities identified in such description.

**(ii) Meetings**

During the year under review, 3 (Three) meetings of the NRC were held on May 26, 2023, July 18, 2023 and August 14, 2023, which were attended by all members of Committee.

**(iii) Composition**

The composition of the NRC is in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Act. As on March 31, 2024, the NRC comprised of 4 (Four) Directors. The Company Secretary acts as the Secretary of the Committee.

The details of composition of the Nomination and Remuneration Committee and the particulars of attendance of its members at its meetings held during the previous financial year was as follows:

Name of the Director/ Member	Designation	Category	Profession	No. of Meetings Attended
Mr. D. S. Brar*	Chairperson	Independent Director	Business Professional	3
Dr. Habil Khorakiwala	Member	Executive Chairman	Industrialist	3
Mr. Aman Mehta*	Member	Independent Director	Business Professional	3
Dr. Sanjaya Baru*	Member	Independent Director	Writer	3

**Note:**

\* Mr. Aman Mehta, Mr. D. S. Brar and Dr. Sanjaya Baru ceased to be the Chairperson /Members of the NRC on March 31, 2024, upon completion of their second term of 5 (Five) consecutive years as Independent Directors.

With effect from April 1, 2024, the Committee was reconstituted to include Mr. Vinesh Kumar Jairath as the Chairperson of the Committee and Dr. Habil Khorakiwala, Mr. Akhilesh Gupta and Ms. Amelia Fernandes as members.

**b) Remuneration Policy**

The Company's Remuneration Policy is structured in line with the trend in the Indian Pharmaceutical Industry. In pursuance of the Company's policy to consider human resources as its invaluable assets and in terms of the provisions of the Act and the SEBI Listing Regulations, policy on Nomination and Remuneration of Directors, Key Managerial Personnel ('KMP') & Senior Management Personnel and Employees was formulated to pay equitable remuneration and to harmonize the aspirations of human resources consistent with the goals of the Company.

The Policy ensures that:

- the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to Executive Directors, KMP & Senior Management Personnel involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to working of the Company and its goals.

The Remuneration Policy of the Company is divided into 3 parts:

- Matters to be dealt with, perused and recommended to the Board by the NRC.
- Policy for appointment and removal of Directors, KMP and Senior Management Personnel.
- Policy for remuneration of Directors, KMP, Senior Management Personnel & other Employees.

The Remuneration Policy is available on the website of the Company <https://www.ockhardt.com/wp-content/uploads/2020/05/wl-remuneration-policy.pdf>.

Brief extract from Remuneration Policy is as under:

The NRC shall identify and ascertain the integrity, qualification, expertise, experience and independence of the person for appointment as Director and recommend to the Board his/her appointment. Similarly, for KMP and Senior Management position, the NRC shall consider integrity, qualification, expertise and experience of the person for concerned position and would recommend to the Board about the appointment.

The remuneration of Executive Directors comprises of Basic Salary, Perquisites and Allowances. The remuneration of Executive Directors should be recommended to the Board by NRC after considering the qualifications, experience, comparative remuneration packages of peers, Company's position etc. Pursuant to the provisions of the Act, the said remuneration has to be subsequently approved by the shareholders of the Company and approval of Central Government, if any, needs to be obtained.

If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of the Act.

The remuneration to Non-Executive Directors comprises of sitting fees and commission, if any. Apart from above, Non-Executive Directors shall also be entitled to reimbursement of expenses incurred by them in connection with attending the Board Meetings, Committee Meetings, General Meetings and any other matter in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses. The quantum of sitting fees to be paid to Non-Executive Directors and Meetings for which the same needs to be paid shall be determined by the Board. The quantum of sitting fees shall be within the limits prescribed under the provisions of the Act for the time being in force. The payment of commission should be made in accordance with the provisions of the Act, as amended from time to time, and shall depend upon performance of the Company and profitability.

The remuneration structure for KMP, Senior Management and other employees comprises of fixed pay (salary & perquisites) and variable pay (performance linked incentives).

The Board ensures for orderly succession of Directors/Senior Management. The criterion for determining Qualifications, Positive Attributes and Independence of Director are as under:

**Qualifications:** A nomination process is in place that encourages diversity of thought, experience, knowledge, age and gender etc. It is also ensured that the Board has an appropriate blend of functional and industry expertise.

**Positive Attributes:** The Directors on the Board are expected to demonstrate high standards of ethical behaviour, interpersonal skills and soundness of judgment. Independent Directors are also mandated to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

**Independence:** A Director is considered as an 'Independent Director' if he/she meets with criteria for 'Independent Director' as laid down in Section 149(6) of the Act and rules laid thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

#### c) **Performance Evaluation Criteria**

The NRC has laid down the criteria for performance evaluation of Directors. In accordance with the provisions of the SEBI Listing Regulations and the Act, the performance evaluation of the individual Directors was done by the entire Board of Directors, except the respective Director who was being evaluated. The criteria for performance evaluation of Directors covers parameters such as decision taken in the interest of the organization objectively; assisting the Company in implementing the Corporate Governance; monitoring performance of organization based on agreed goals & financial performance; fulfilment of the independence criteria as prescribed and their independence from the management; and active participation in the affairs of the Company as Board/Committee Members.

The Committees of the Board are evaluated based on Composition, roles & responsibilities and effectiveness of the Committee, and contributions to Board decisions. The Board as a whole is evaluated based on the Board structure and composition, meeting practices, functions of the Board, culture and effectiveness.

#### d) **Remuneration of Directors**

The remuneration of the Executive Directors is decided by the Board based on the recommendations of the NRC as per the Remuneration Policy of the Company, within the limits fixed and approved by the Shareholders at the General Meeting or Central Government, if required. The remuneration of the Non-Executive Directors comprises of sitting fees and commission, if any. The Non-Executive / Independent Directors are paid sitting fees of ₹ 100,000 for each meeting of the Board, Audit Committee, Stakeholders Relationship Committee, Risk Management Committee and Capital Raising Committee attended by them and reimbursement of expenses towards attending the meetings.

The remuneration paid/payable to each Director for the financial year ended March 31, 2024 is as under:

Name of Director	No. of Equity Shares held by Directors as on March 31, 2024	Remuneration for the Financial Year ended March 31, 2024 (₹ in Crore)			
		Sitting fees	Salary	Perquisites	Total
Dr. Habil Khorakiwala	597,286	N.A.	3.55	0.10	3.65
Mr. Aman Mehta	Nil	0.14	N.A.	N.A.	0.14
Mr. D. S. Brar	500	0.16	N.A.	N.A.	0.16
Dr. Sanjaya Baru	Nil	0.14	N.A.	N.A.	0.14
Mrs. Tasneem Mehta	Nil	0.16	N.A.	N.A.	0.16
Mr. Vinesh Kumar Jairath	Nil	0.17	N.A.	N.A.	0.17
Mr. Akhilesh Gupta	Nil	0.11	N.A.	N.A.	0.11
Ms. Amelia Fernandes*	100	0.10	N.A.	N.A.	0.10
Dr. Huzaifa Khorakiwala <sup>§</sup>	280,800	N.A.	2.02	0.10	2.12
Dr. Murtaza Khorakiwala <sup>#</sup>	294,060	N.A.	2.02	0.10	2.12
Ms. Zahabiya Khorakiwala	Nil	0.03	N.A.	N.A.	0.03

\* Ms. Amelia Fernandes was appointed as an Additional (Independent) Director w.e.f. July 18, 2023 by the Board of Directors and as an Independent Director of the Company to hold office for a term of 5 (five) years upto July 17, 2028 by shareholders in the AGM held on August 14, 2023.

§ Dr. Huzaifa Khorakiwala was re-appointed for a term of 5 (five) years w.e.f. March 31, 2024 as an Executive Director of the Company at the AGM held on August 14, 2023 by way of a special resolution.

# Dr. Murtaza Khorakiwala was re-appointed for a term of 5 (five) years w.e.f. March 31, 2024 as a Managing Director of the Company at the AGM held on August 14, 2023 by way of a special resolution.

#### Notes:

1. No commission has been paid to Executive and Non-Executive Directors (including Independent Directors) during the year ended March 31, 2024.
2. There is no provision for payment of severance fees and no stock options have been given, no performance linked incentives were paid to any Director. The tenure of office of the Managing Director/Executive Director is for 5 (five) years from their respective dates of appointments. The notice period of Executive Chairman, Managing Director & Executive Director is governed by service rules of the Company.
3. None of the Directors hold any stock options and convertible instruments in the Company.
4. The Non-Executive Directors on the Company's Board, apart from receiving sitting fees do not have any other pecuniary relationship or transactions vis-à-vis the Company. The details of remuneration paid to Directors have also been disclosed under the heading 'Related Party Disclosures' of Notes to Financial Statement.

The other details about Independent Directors, Remuneration Policy, Performance Evaluation Criteria and Remuneration of Directors have also been provided in the Board's Report forming part of this Annual Report.

### C) STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee ('SRC') looks into the mechanism of redressal of grievance of the Shareholders/ other Security Holders and recommends measures for overall improvement in the quality of investor services.

The Committee reviews the status of shareholders grievances on a quarterly basis.

#### (a) Terms of Reference, Meetings & Composition

Pursuant to Regulation 20 of the SEBI Listing Regulations and Section 178(5) of the Act, the role of the SRC broadly covers as under:

##### (i) Terms of Reference

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of status of requests i.e. processing of complaints within statutory timelines;
- Oversee of performance of Registrar and Transfer Agents;
- Review of measures taken for effective exercise of voting rights by shareholders;

- Review of adherence of the service standards adopted in respect of various services being rendered by the Registrar and Transfer Agents; and
- Review of the various measures and initiatives for reducing the quantum of Unclaimed Dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of the Company.

### (ii) Meetings

During the year under review, 4 (Four) meetings of the SRC were held on May 26, 2023, August 14, 2023, November 14, 2023 and February 14, 2024, which were attended by majority of members of Committee.

### (iii) Composition

As on March 31, 2024, the SRC comprised of 7 (Seven) Independent Directors which is in accordance with Pursuant to Regulation 20 of the SEBI Listing Regulations and Section 178(5) of the Act.

The details of composition of SRC and the attendance of members at Committee meetings are given below:

Name of the Director/ Member	Designation	Category	Profession	No. of Meetings Attended
Dr. Sanjaya Baru*	Chairperson	Independent Director	Writer	4
Mr. Aman Mehta*	Member	Independent Director	Business Professional	4
Mr. D. S. Brar*	Member	Independent Director	Business Professional	4
Mrs. Tasneem Mehta	Member	Independent Director	Professional	4
Mr. Vinesh Kumar Jairath	Member	Independent Director	Retired IAS Officer	4
Mr. Akhilesh Gupta	Member	Independent Director	Service	3
Ms. Amelia Fernandes	Member	Independent Director	Director	3

**Note:**

\* Mr. Aman Mehta, Mr. D. S. Brar and Dr. Sanjaya Baru ceased to be the Chairperson /Members of the SRC on March 31, 2024, upon completion of their second term of 5 (Five) consecutive years as Independent Directors.

With effect from April 1, 2024, the SRC was reconstituted to include Mr. Vinesh Kumar Jairath as the Chairperson of the Committee and Mrs. Tasneem Mehta, Mr. Akhilesh Gupta and Ms. Amelia Fernandes and Dr. Murtaza Khorakiwala as members.

Dr. Sanjaya Baru, erstwhile Chairperson of the SRC, was present at the AGM of the Company held on August 14, 2023 to answer the queries of security holders.

### (b) Compliance Officer

Ms. Rashmi Mamtura is the Company Secretary and Compliance Officer of the Company and acts as Secretary of the Committee.

### (c) Shareholders Complaints and Redressal

The Registrar and Transfer Agents ('RTA') of the Company is Link Intime India Private Limited, which handles the investor grievances in coordination with the Compliance Officer of the Company.

During financial year under review 7 complaints were received from the Company's Equity Shareholders. As on March 31, 2024, no complaints were outstanding.

In addition to the above, there were 680 letters/queries relating change of address, issue of duplicate share certificates, registration of ECS details and issue of fresh Demand drafts in lieu of unpaid dividend etc. out of which 672 letter/queries were replied/resolved as of March 31, 2024. The remaining 8 such letter/queries were received towards the end of March 2024 and the same were replied/ resolved post March 31, 2024.

All queries / requests / complaints have been resolved to the satisfaction of Shareholders within the reasonable time.

The Company maintains continuous interaction with and duly monitors the functioning of Link Intime India Private Limited, RTA and takes proactive steps and action for efficient resolution of complaints / queries of the Shareholders and takes necessary initiatives in solving critical issues.

The Shareholders can lodge their complaints on the SEBI Complaints Redressal System (SCORES) platform also, which is an online redressal system for investor grievances. The complaints received through the said platform have also been resolved promptly by the RTA/Company.

## D) RISK MANAGEMENT COMMITTEE

### Terms of Reference, Meetings & Composition

The Risk Management Committee was constituted under Regulation 21 of the SEBI Listing Regulations at the Board meeting held on January 28, 2019. Risk Management Committee ('RMC') of the Board provides oversight and sets the tone for implementing the Enterprise Risk Management ('ERM') framework across the organization. It reviews the status of key risks, progress of ERM implementation across locations and any exceptions as flagged to it, on quarterly basis.

#### (i) Terms of Reference

The terms of reference of RMC, *inter alia*, includes to:

- Review the key risks, as identified, mitigation plan, categorisation of risk and provide direction relating to risks of the Company;
- Review and recommend risk appetite, risk tolerance limits and other risk parameters from time to time;
- Oversight over the effectiveness of the risk management system and processes;
- Review of the cyber security;
- Delegating powers to any member of the Committee or Official(s) of the Company;
- Such other terms of reference as may be mandated by the Board of Directors or the Regulators, from time to time; and
- To do all such acts, deeds as may be deemed necessary in connection with the Risk Management.

#### (ii) Meetings

During the year under review, 2 (Two) meetings of RMC were held on April 25, 2023 and October 17, 2023, which were attended by all the members of the Committee. The gap between the two meetings of the Committee did not exceed one hundred and eighty days.

#### (iii) Composition

As on March 31, 2024, the RMC comprises of 3 (Three) Directors which is in accordance with Regulation 21 of the SEBI Listing Regulations. The Company Secretary acts as the Secretary of the Committee.

The details of composition of RMC and the attendance of members at Committee meetings are given below:

Name of the Director/ Member	Designation	Category	Profession	No. of Meetings Attended
Dr. Habil Khorakiwala	Chairman	Executive Chairman	Industrialist	2
Dr. Murtaza Khorakiwala	Member	Managing Director	Industrialist	2
Mr. D. S. Brar*	Member	Independent Director	Business Professional	2

**Note:**

\* Mr. D. S. Brar ceased to be the Member of the RMC on March 31, 2024, upon completion of the second term of 5 (Five) consecutive years as an Independent Director.

With effect from April 1, 2024, the RMC was reconstituted to include Dr. Habil Khorakiwala as the Chairman of the Committee and Mr. Akhilesh Gupta and Dr. Murtaza Khorakiwala as members.

## E) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

### Terms of Reference, Meetings & Composition

The Company's Environmental, Social, and Governance ('ESG') strategies encompass its approach to integrating sustainable practices, social responsibility, and strong governance principles into its operations. Its ESG strategy involves considering the Company's impact on the environment, engaging with stakeholders, and ensuring ethical conduct and transparency. Wockhardt has developed specific goals and initiatives related to ESG factors, such as reducing carbon emissions, promoting diversity and inclusion, and enhancing Board Diversity. By prioritizing ESG factors, the Company aims to create long-term value, mitigate risks, attract responsible investors, and enhance their reputation. The Company believes that its ESG strategies not only align business objectives with societal and environmental goals but also contribute to the sustainability of the business itself, fostering resilience and growth in an increasingly ESG-focused business landscape.

**(i) Terms of Reference**

The terms of reference of CSR Committee is in line with the provisions of Section 135 of the Act and *inter alia*, includes:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the areas of activities to be undertaken by the Company in compliance with the provisions of the Act, read with the Rules made thereunder;
- To recommend and monitor the amount of expenditure to be incurred on the CSR activities and provide guidance on various CSR initiatives proposed to be undertaken by the Company;
- Review and recommend the goals and strategy for discharging the Company's ESG responsibilities;
- Review and recommend adoption of various policies, Standard operating Procedures and Code of Conduct for implementation and adherence to the Company's ESG Strategy;
- Approve and Monitor the progress and implementation of various ESG initiatives/ projects of the Company against agreed actions, targets and timeline metrics;
- Constitute and receive periodic reports from the Company's ESG Working Group, which may be obligated with the day-to-day management and delivery of certain projects under the Company's ESG initiatives;
- Management of the Company's ESG related risks including monitoring external developments which may have a significant impact on the Company's approach to ESG and recommend appropriate remedial/ mitigation measures;
- Monitor the adherence to all ESG related disclosures and regulatory reporting requirements by the Company; and
- Monitor stakeholder feedback on ESG matters, and recommend appropriate steps as may be deemed fit by the Committee.

**(ii) Meetings**

During the year under review, 3 (Three) meetings of CSR Committee were held on May 26, 2023, August 14, 2023 and February 14, 2024 which were attended by all the members of the Committee.

**(iii) Composition**

As on March 31, 2024, the Committee comprises of 5 (Five) Directors which is in accordance with Section 135 of the Act. The Company Secretary acts as the Secretary of the Committee.

The details of composition of CSR Committee and the attendance of members at Committee meetings are given below:

Name of the Director/ Member	Designation	Category	Profession	No. of Meetings Attended
Mr. D. S. Brar*	Chairperson	Independent Director	Business Professional	3
Dr. Habil Khorakiwala	Member	Executive Chairman	Industrialist	3
Dr. Huzaifa Khorakiwala	Member	Executive Director	Industrialist	3
Mr. Aman Mehta*	Member	Independent Director	Business Professional	3
Ms. Amelia Fernandes	Member	Independent Director	Director	2

**Note:**

\* Mr. D. S. Brar and Mr. Aman Mehta ceased to be the Chairperson/ member of the CSR Committee on March 31, 2024, upon completion of their second term of 5 (Five) consecutive years as Independent Directors.

With effect from April 1, 2024, the Committee was reconstituted to include Ms. Amelia Fernandes as the Chairperson of the Committee and Dr. Habil Khorakiwala, Dr. Huzaifa Khorakiwala and Mrs. Tasneem Mehta as members. The report on CSR is provided separately and forms part of this Annual Report.



**(iv) Management Committee on Environment Social and Governance (ESG)**

In order to monitor the implementation of various ESG practices and to achieve the Company's ESG goals, the Board, on the recommendation of the CSR Committee has constituted a Management Committee on ESG. Dr. Huzaifa Khorakiwala, Executive Director, chairs the Committee, which is comprised of the following members:

<b>Name &amp; Designation of the Member</b>	<b>Type of Committee Membership</b>
Dr. Huzaifa Khorakiwala, Executive Director	Chairperson
Ms. Rashmi Mamtura, Company Secretary	Member
Mr. Prasanna Bharatan, Head – Assurance Risk and ESG	Member
Dr. Sanjeev Kumar Sharma, President Manufacturing, Quality and R&D	Member
Mr. Satej Mehta, GM Corporate HR	Member
Mr. Jagmohan Rishi, Head Training & Development	Member
Mr. Abhijit Deb, Chief Digital Officer	Member
Mr. Sailesh Tekriwal, Head – Supply Chain & Distribution	Member
Mr. Viren Sharma, Advisor – Consultant ESG	Member

The Committee meets at least once every month to identify and set goals for its various ESG initiatives and to evaluate the progress made therein. Thus, the Committee plays a crucial role in driving sustainable practices within our organization. Comprising cross-functional leaders, the Committee works to ensure our business operations align with Ethical, Environmental, and Social responsibilities. They evaluate and implement strategies to reduce our carbon footprint, promote diversity and inclusion, and enhance corporate governance.

By prioritizing ESG factors, the Company aim to create a positive impact on society, mitigate risks, and foster long term value for all stakeholders. The Committee's dedication to sustainable practices reflects our commitment to being a responsible corporate citizen. Together, we strive for a more sustainable and equitable future.

The Management Committee, at the aegis of the CSR Committee and the Board, has identified the following Pillars for implementation ESG objectives of the Company:

<b>A. Environment:</b>	<b>B. Social:</b>	<b>C. Governance:</b>
<p><b>i. Power:</b></p> <ul style="list-style-type: none"> <li>- Increase Green Energy</li> <li>- Reduce energy consumption</li> </ul> <p><b>ii. Carbon:</b></p> <ul style="list-style-type: none"> <li>- Measure &amp; reduce consumption of carbon emissions</li> <li>- Get Carbon Credits</li> </ul> <p><b>iii. Water:</b></p> <ul style="list-style-type: none"> <li>- Rain water harvesting</li> <li>- Recycle</li> </ul> <p><b>iv. Waste:</b></p> <ul style="list-style-type: none"> <li>- Reduce &amp; recycle</li> </ul>	<p><b>i. Human Capital &amp; Human Rights:</b></p> <ul style="list-style-type: none"> <li>- Employee relations, Diversity, Equity, Inclusion, and Working Conditions (Health &amp; Safety)</li> <li>- Support Human Rights &amp; Labour Standards</li> </ul> <p><b>ii. Products Liability:</b></p> <ul style="list-style-type: none"> <li>- Product safety &amp; quality</li> <li>- Privacy &amp; data security</li> </ul> <p><b>iii. Suppliers &amp; Stakeholders Liability:</b></p> <ul style="list-style-type: none"> <li>- Material sourcing</li> <li>- Supply chain transparency</li> </ul> <p><b>iv. Local Communities and CSR</b></p> <ul style="list-style-type: none"> <li>- Health</li> <li>- Education</li> </ul>	<p><b>i. Board Composition and Independence:</b></p> <ul style="list-style-type: none"> <li>- Board diversity</li> <li>- Optimum mix of Independent, Executive, &amp; Non-executive Directors</li> </ul> <p><b>ii. Transparency and Accountability</b></p> <ul style="list-style-type: none"> <li>- Clear and accessible communication channels</li> <li>- Regular reporting and public disclosures</li> </ul> <p><b>iii. Stakeholder Rights</b></p> <ul style="list-style-type: none"> <li>- Stakeholder engagement &amp; participation</li> <li>- Establish independent &amp; transparent sustainability</li> </ul> <p><b>iv. Code of Conduct and Ethics</b></p> <ul style="list-style-type: none"> <li>- Code of conduct for employees</li> <li>- Whistle Blower Policy</li> </ul>

**F) OTHER COMMITTEES OF THE BOARD**

Apart from the Committees mandated under the law, the Board has also constituted certain Committees voluntarily and has delegated some specific powers to such Committees. Each Committee has its distinct role, scope and powers which enables more focussed deliberations and helps better decision making by the Company. The Minutes of these Committee meetings are also periodically placed before the Board of the Directors for noting.



The Board has constituted following four Committees:

**a) Finance & Management Committee**

**(i) Terms of Reference**

The terms of reference, *inter alia*, includes:

- Exercise all such powers to borrow money within the limits approved by the Board;
- Avail, renew, enhance, restructure and reschedule all fund based and non-fund based credit facilities including term loans and working capital facilities availed from Banks / Financial Institutions / Bodies Corporate;
- To do all such acts, deeds, actions in relation to seeking in-principle approval of the Stock Exchanges, opening and closing the period of subscription of the Issue, determine the issue price in respect of the Securities and Allot the Securities and to amend, vary or modify any of the above as may be desirable;
- Delegate authorities from time to time to the executives/authorized persons to implement the decisions of the Committee; and
- To appoint authorised signatories, approve issuance of power of attorneys in favour of various persons to appear, represent and execute documents, declarations, representations, agreements, applications, undertakings etc. on behalf of the Company in connection with activities which may be undertaken by the Company in its normal course of business and in compliance with the applicable laws and regulations.

**(ii) Composition**

As on March 31, 2024, the Committee comprises of 3 (Three) Directors as given below. The Company Secretary acts as the Secretary of the Committee.

Name of the Director/Member	Designation	Category
Dr. Habil Khorakiwala	Chairperson	Executive Chairman
Dr. Huzaifa Khorakiwala	Member	Executive Director
Dr. Murtaza Khorakiwala	Member	Managing Director

**b) Share Allotment Committee**

**(i) Terms of Reference**

The terms of reference, *inter alia*, includes:

- Allotment / Redemption of Preference Shares / Bonds / Debentures; and
- Allotment of Equity Shares consequent to Exercise of Stock options.

**(ii) Composition**

As on March 31, 2024, the Committee comprises of 3 (Three) Directors as given below. The Company Secretary acts as the Secretary of the Committee.

Name of the Director/Member	Designation	Category
Dr. Habil Khorakiwala	Chairperson	Executive Chairman
Dr. Huzaifa Khorakiwala	Member	Executive Director
Dr. Murtaza Khorakiwala	Member	Managing Director

**c) ESOS Compensation Committee**

Pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the ESOS Compensation Committee was constituted by the Board.

**(i) Terms of Reference**

The key role of ESOS Compensation Committee consists of administration and monitoring the implementation of Wockhardt Employees' Stock Option Scheme – 2011 ('the Scheme'). Further, the Committee is also vested with such functions and powers, enumerated as under:

- Determination of the employees eligible for participation in the Scheme;
- Number of options that may be granted to the identified employees;
- Determination of vesting period, exercise period of the options issued under the Scheme; and
- Other incidental matters pertaining to administration of the Scheme.

**(ii) Composition**

As on March 31, 2024, the Committee comprises of 4 (Four) Directors as given below. The Company Secretary acts as the Secretary of the Committee.

Name of the Director/Member	Designation	Category
Dr. Sanjaya Baru*	Chairperson	Independent Director
Dr. Habil Khorakiwala	Member	Executive Chairman
Mrs. Tasneem Mehta	Member	Independent Director
Ms. Amelia Fernandes	Member	Independent Director

**Note:**

\* Dr. Sanjaya Baru ceased to be the Chairperson of the Committee on March 31, 2024, upon completion of the second term of 5 (Five) consecutive years as an Independent Director.

With effect from April 1, 2024, the Committee was reconstituted to include Dr. Habil Khorakiwala as the Chairman of the Committee and Ms. Amelia Fernandes and Mrs. Tasneem Mehta as members.

**d) Capital Raising Committee**

**(i) Terms of Reference**

- To analyse various options for raising of capital;
- To crystallize pricing and size after negotiations by the management with the potential Investment Bankers / Investors etc.;
- To appoint the issue management and issue related agencies;
- To review / finalise / approve issue related documents;
- To finalise the mode of issue of raising funds (i.e. Equity, Preference, Debentures, Bonds) including the terms of issue thereof;
- To extend / roll-over / alter the terms & conditions of Preference Shares / Debentures / Bonds including the date of payment of interest and / or redemption amount thereof;
- Incurring necessary expenditure;
- Delegating all its powers to any member of the Committee or Official(s) of the Company;
- To do all such acts, deeds as may be deemed to be necessary in connection with the after exercise instead of mention; and
- To do all such acts, deeds, actions in relation to seeking in-principle approval of the Stock Exchanges, opening and closing the period of subscription of the Issue, determine the issue price in respect of the Securities and allot the Securities and to amend, vary or modify any of the above as may be desirable.

**(ii) Composition**

As on March 31, 2024, the Committee comprises of 4 (Four) Directors as given below. The Company Secretary acts as the Secretary of the Committee.

Name of the Director/Member	Designation	Category
Dr. Habil Khorakiwala	Chairman	Executive Chairman
Mrs. Tasneem Mehta	Member	Independent Director
Mr. Vinesh Kumar Jairath	Member	Independent Director
Dr. Murtaza Khorakiwala	Member	Managing Director

**IV. SENIOR MANAGEMENT**

The particulars of members of Senior Management is mentioned below:

Sl. No.	Name of Senior Management Personnel	Designation	Change since last Financial Year
1.	Dr. Murtaza Khorakiwala	Managing Director	N.A.
2.	Mr. Deepak Rajkumar Madnani	Chief Financial Officer	N.A.
3.	Mr. Debashis Dey	Company Secretary	Resigned as Company Secretary w.e.f. August 18, 2023
4.	Ms. Rashmi Dinesh Mamtura	Company Secretary	Appointed as Company Secretary w.e.f. August 19, 2023
5.	Dr. Mahesh Vithalbhai Patel	Chief Scientific Officer - Drug Discovery	N.A.
6.	Dr. Sanjeev Kumar Sharma	President - Biologics and Global Quality	N.A.
7.	Mrs. Debolina Partap	Senior Vice President - Legal	N.A.
8.	Mr. Amrut Medhekar	President - India Business	N.A.

## V. GENERAL BODY MEETINGS

### a) Details of last three Annual General Meetings:

The day, date, time and location of the AGMs held during the last three years, and the special resolution(s) passed there at by e-voting are as follows:

Financial Year ended	Day and Date	Time	Location	Special Resolution Passed
March 31, 2023	Monday, August 14, 2023	03.30 pm (IST)	Through Video Conferencing (VC)/ other Audio Visual means (OAVM)	<ol style="list-style-type: none"> <li>1. Appointment of Ms. Amelia Fernandes as an Independent Director of the Company.</li> <li>2. Approval for re-appointment of Dr. Huzaifa Khorakiwala (DIN: 02191870) as an Executive Director and Fixation of Remuneration.</li> <li>3. Approval for re-appointment of Dr. Murtaza Khorakiwala (DIN: 00102650) as Managing Director and Fixation of Remuneration.</li> <li>4. Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of Equity Shares or other eligible securities for an amount not exceeding ₹ 1,600 Crore.</li> <li>5. To re-confirm authority to the Board to approve Borrowings upto ₹ 3,000 Crore.</li> <li>6. To approve creation of charge on assets of the Company.</li> </ol>
March 31, 2022	Friday, August 12, 2022	11.00 am (IST)	Through Video Conferencing (VC)/ other Audio Visual means (OAVM)	<ol style="list-style-type: none"> <li>1. Approval for payment of remuneration to Dr. Habil Khorakiwala, Executive Chairman for the period of last 2 (Two) years of his current tenure i.e. commencing from March 1, 2023 till February 28, 2025.</li> <li>2. Approval for raising of additional capital by way of one or more public or private offerings including through Qualified Institutions Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities convertible into equity shares for an amount not exceeding ₹ 1,600 crore.</li> </ol>
March 31, 2021	Monday, August 2, 2021	11.00 am (IST)	Through Video Conferencing(VC)/ other Audio Visual means(OAVM)	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Vinesh Kumar Jairath as an Independent Director of the Company.</li> <li>2. Approval for continuation of Mr. Aman Mehta as an Independent Director upon his attainment of age of 75 years till the completion of his term.</li> <li>3. Approval for payment of remuneration to Dr. Huzaifa Khorakiwala, Executive Director of ₹ 2.40 crore for a period of 2 (Two) years commencing from March 31, 2022 till the expiry of his term of appointment i.e. March 30, 2024.</li> <li>4. Approval for payment of remuneration to Dr. Murtaza Khorakiwala, Managing Director of ₹ 2.40 crore for a period of 2 (Two) years commencing from March 31, 2022 till the expiry of his term of appointment i.e. March 30, 2024.</li> <li>5. Approval for raising of additional capital by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 1,500 crore.</li> </ol>

### b) Extraordinary General Meeting:

No Extraordinary General meeting of the members was held during FY 2023-24.

### c) Postal Ballots:

During the year under review, no resolution was passed via Postal Ballot.

## VI. MEANS OF COMMUNICATION

**Financial Results:** The quarterly, half yearly and annual financial results of the Company are submitted to the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') immediately after approval of the Board. The results of the Company are published in all editions of one National English daily newspaper [such as Business Standard (English)] and one Marathi newspaper [such as Navshakti (Vernacular)] within 48 hours of approval thereof and are also posted on Company's website [www.wockhardt.com](http://www.wockhardt.com). The presentations made to the Institutional Investors or/ and analysts are intimated to the Stock Exchanges within the prescribed time specified under the SEBI Listing Regulations and hosted on the Company's website simultaneously.

**Website:** The Company's website [www.wockhardt.com](http://www.wockhardt.com) contains the information pertaining to the Company that it is in compliance with the SEBI Listing Regulations. Further, FAQs and Forms, Live Share price, Dividend & Share split History have been made available to the investors for easy access to the details. A separate section for Investors is available wherein the updated information inter-alia, pertaining to quarterly, half-yearly and annual financial results, official press releases, investor communications, shareholding pattern is available in a user friendly and downloadable form.

**Annual Report:** Annual Report containing, inter alia, the Audited Standalone and Consolidated Financial Statements, Board's Report, Independent Auditors' Report, Corporate Governance Report, Business Responsibility and Sustainability Report (BRSR), Management Discussion & Analysis (MD&A) is circulated to the members and others entitled thereto. The same is also available on the website of the Company [www.wockhardt.com](http://www.wockhardt.com).

**Chairman's Communication/Letter:** The Chairman's speech is promptly placed on the website of the Company. Further, Chairman's letter is sent to Shareholders every quarter containing Chairman's communique on the quarterly results.

**Exclusively Designated Email ID:** The Company has exclusively designated the Email Id: [investorrelations@wockhardt.com](mailto:investorrelations@wockhardt.com) for Shareholders/Investors services.

**Dissemination through NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (BSE Listing Centre):** NEAPS and BSE Listing Centre are web-based applications designed by NSE and BSE respectively. The quarterly results, quarterly/periodic compliances, corporate actions, and all other corporate communications to the stock exchanges are filed electronically on NEAPS for NSE and on BSE Listing Centre for BSE, for further dissemination through the Stock Exchanges' website.

The Company also mandatorily uploads corporate governance, shareholding pattern, financial results, voting results, reconciliation of share capital audit report etc. and disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, on NEAPS and BSE Listing Centre in XBRL mode.

**SEBI Complaints Redressal System (SCORES):** SCORES is an online facility, where investors can submit their complaints for redressal by the RTA/Company. The investor complaints are processed in a centralized web-based complaints address system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Report (ATRs) by Companies and online viewing by investors of actions taken on the complaint and its current status.

**SMART Online Dispute Resolution (SMART ODR):** Pursuant to SEBI Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with SEBI Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, a common Online Dispute Resolution (ODR) mechanism has been introduced to facilitate online resolution of all kinds of disputes arising in the Indian securities market with the help of online conciliation and online arbitration.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the SMART ODR Portal (<https://smartodr.in/login>).

## VII. GENERAL SHAREHOLDER INFORMATION

### 25<sup>th</sup> Annual General Meeting (25<sup>th</sup> AGM)

The 25<sup>th</sup> AGM of the Company will be held on June 28, 2024 at 11:00 am (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') pursuant to the applicable MCA and SEBI Circulars issued in this regard. The AGM shall be deemed to be held from the Registered Office of the Company at D-4, MIDC, Chikalthana, Maharashtra – 431006. Further details pertaining to the AGM is given in the Notice of the 25<sup>th</sup> AGM.

### Financial Year and Tentative Financial Calendar

Financial Year – April 1, 2024 to March 31, 2025

Tentative Schedule for declaration of financial results during the financial year 2024-25 and holding of AGM is as under:

Results of Quarter ending June 30, 2024	On or before August 14, 2024
Results of Quarter and Half year ending September 30, 2024	On or before November 14, 2024
Results of Quarter and Nine Months ending December 31, 2024	On or before February 14, 2025
Results for Financial Year ending March 31, 2025	On or before May 30, 2025
AGM for the Financial Year ending March 31, 2025	On or before September 30, 2025

### Listing on Stock Exchanges

Equity Shares	BSE Limited (BSE)	Stock Code: 532300	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
	National Stock Exchange of India Limited (NSE)	Stock Code: WOCKPHARMA	Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051

The Company has made the payment of the Listing fees as applicable for both the Stock Exchanges.

### Dividend Payment Date

The Board has not recommended any dividend on the Equity Shares of the Company for the year ended March 31, 2024.

### Unclaimed Dividends

The Company is required to transfer dividend which remained unpaid/unclaimed for a period of seven years to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Dividend declared up to the year ended March 31, 2017 were transferred to IEPF Account.

There is no outstanding Unpaid Dividend as on March 31, 2024 and during the year ender review, the outstanding Dividend for Financial Year 2016-17 was transferred to the IEPF.

Members may note that the Company, from time to time, have intimated the Members to encash their Unclaimed Dividend at the earliest.

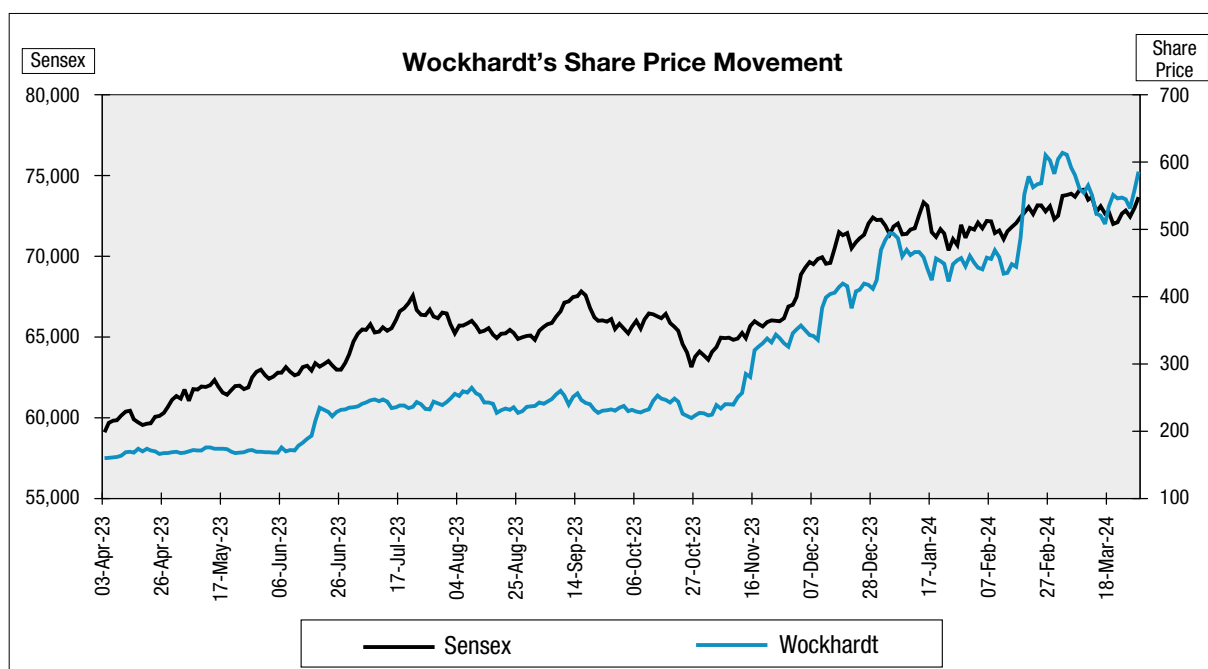
**Corporate Identity Number (CIN) :** L24230MH1999PLC120720

**Market Price Data:** High/Low and number of shares traded during each month in the financial year 2023-24 on NSE and BSE.

Month	N S E			B S E		
	High (₹)	Low (₹)	Monthly Volume	High (₹)	Low (₹)	Monthly Volume
April – 2023	177.00	154.55	10,534,076	176.90	154.65	835,219
May – 2023	178.90	167.00	10,262,453	178.90	167.00	623,922
June – 2023	243.90	167.70	62,423,770	243.80	167.15	4,760,085
July – 2023	254.60	231.15	33,989,989	254.50	231.80	2,552,135
August – 2023	269.10	225.65	28,104,478	269.05	225.20	2,253,568
September – 2023	262.70	225.80	22,155,272	262.90	226.00	2,522,850
October – 2023	259.90	213.25	23,384,751	259.80	213.25	1,676,317
November – 2023	349.70	222.55	102,777,817	349.75	222.60	4,677,610
December – 2023	431.75	326.35	53,480,511	431.15	328.20	3,739,476
January – 2024	508.00	402.65	33,513,447	507.80	402.85	2,973,799
February – 2024	624.95	420.00	43,222,693	625.00	421.00	2,659,873
March - 2024	630.00	494.45	8,205,598	630.00	497.20	773,556

Source: Websites of NSE and BSE

### STOCK PRICE PERFORMANCE INDEX IN COMPARISON WITH BSE SENSEX FOR THE FINANCIAL YEAR 2023-24



Source : Websites of BSE and NSE

### SUSPENSION FROM TRADING:

No securities of the Company have been suspended from trading on any of the stock exchanges where they are listed.

### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited  
 C-101, 247, Embassy Park, Lal Bahadur Shastri Marg,  
 Vikhroli (West), Mumbai - 400 083,  
 Tel No.: +91 22 4918 6270  
 Toll-free No. 1800 1020 878  
 Fax No.: +91 22 4918 6060  
 Email : rnt.helpdesk@linkintime.co.in  
 Website: www.linkintime.co.in

### SHARE TRANSFER SYSTEM

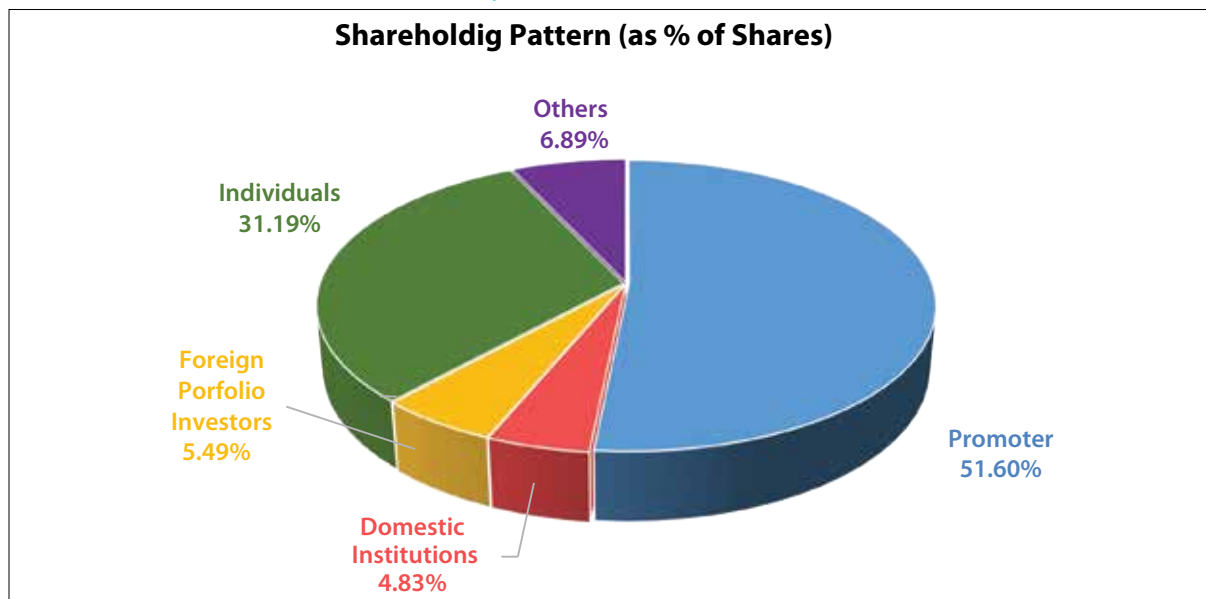
Securities and Exchange Board of India ('SEBI') has mandated that securities of Listed Companies can be transferred only in Dematerialized form from April 1, 2019, barring certain instances. In view of the above; and to avail various benefits of Dematerialization / for ease of convenience, members are advised to Dematerialize shares held by them in physical form. Requests for dematerialization/ re-materialization of shares are processed and the confirmation is given to depositories within 15 days/30 days, from the date of receipt, as may be applicable, if the documents are in order.

The Company has complied with Regulation 40 read with Schedule VII and Regulation 7 of the SEBI Listing Regulations with respect to formalities of transfer or transmission of shares.

### DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2024

No. of Equity Shares	No. of Shareholders	% of total Shareholders	Amount in ₹	% of total Amount
1 – 500	137,116	91.2331	57,361,460	7.4786
501 – 1000	7,173	4.7727	26,669,445	3.4771
1001 – 2000	2,904	1.9322	21,537,730	2.8080
2001 – 3000	971	0.6461	12,513,240	1.6314
3001 – 4000	477	0.3174	8,468,325	1.1041
4001 – 5000	375	0.2495	8,766,820	1.1430
5001 – 10000	644	0.4285	24,329,535	3.1720
Above 10001	632	0.4205	607,358,125	79.1857
<b>TOTAL</b>	<b>150,292</b>	<b>100.0000</b>	<b>767,004,680</b>	<b>100.0000</b>

### SHAREHOLDING PATTERN AS ON MARCH 31, 2024



**Note:**

During the year, the paid up Equity Share Capital of the Company has been increased by ₹ 46,563,065 due to allotment of 27,450 equity shares of ₹5 each aggregating to ₹ 137,250 pursuant to exercise of Stock Options and allotment of 9,285,163 Equity Shares to eligible QIBs at the issue price of ₹517/- per Equity Share aggregating to ₹ 4,800,429,271 pursuant to Qualified Institutional Placement (QIP).

## DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company's Equity Shares are compulsorily traded in electronic form and are available for trading with both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2024, 15,30,09,940 Equity Shares representing 99.7% of the Company's total paid-up Equity Share Capital were held in Dematerialized mode.

Out of Public Shareholding of 7,42,44,860 Equity Shares, 7,38,53,864 Equity Shares representing 99.47% of the Public Shareholding is held in Dematerialized mode.

The International Securities Identification Number (ISIN) assigned to Company's Equity Shares is INE049B01025.

## GDRs/ADRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

As on March 31, 2024, the Company has no outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments.

## COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Since the Company is in Pharmaceutical Industry, the Company does not face any significant Commodity price fluctuation risks. The foreign exchange exposures are adequately hedged by the Company.

## PLANT LOCATIONS

### (a) Wockhardt Limited

B-15/2, MIDC Waluj, Maharashtra-431136, India Tel: +91 240 6636400	87-A, Silver Industrial Estate Bhimpore, Nani Daman, Daman-396210, India Tel: +91 260 7126500	E-1/1, Wockhardt Infrastructure Development Limited, Shendra MIDC, Five Star Industrial Estate, Shendra - 431154, Maharashtra, India
H-14/2, MIDC Area Waluj, Maharashtra-431136, India Tel: +91 240 6664444	106-4/5/7, Daman Industrial Estate, Kadaiya, Nani Daman, Daman-396210, India Tel: + 91 260 6633200	138, GIDC Estate, Ankleshwar-393002 Gujarat, India Tel: +91 2646 661400
L-1, MIDC, Chikalthana, Maharashtra-431210, India Tel: +91 240 6637444	Village Kote Baggu, Ludhiana, Ferozpur Road, Jagraon-142026, India Distt.-Ludhiana (Punjab) Tel: +91 1624 227080	

### (b) Plant location of Subsidiaries of Wockhardt Limited

CP Pharmaceuticals Limited Ash Road, North Wrexham Industrial Estate, Wrexham, LL13 9UF Wales, UK Tel: +44 1978 661261	Pinewood Healthcare Ballymacarbry, Clonmel Co. Tipperary, Ireland Tel: +353 52 6186000 EIRCODE E91D434
Pinewood Laboratories Limited, Unit 1, M50 Business Park, Ballymount, Dublin 12.	Wockhardt Bio AG Plot No. S60302, Street S1500 JAFZA, South Dubai, U.A.E

## ADDRESS FOR CORRESPONDENCE

Registrar and Transfer Agent	Secretarial Department
Link Intime India Private Limited C-101, 247, Embassy Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Tel No.: +91 22 4918 6270 Toll-free No. 1800 1020 878 Fax No.: +91 22 4918 6060 Email : rnt.helpdesk@linkintime.co.in	Wockhardt Limited, Wockhardt Towers, Bandra - Kurla Complex, Bandra (East), Mumbai 400 051. Tel No. : 022 2653 4444 Fax No. : 022 2652 7860 Email : investorrelations@wockhardt.com

Shareholders holding shares in dematerialized form are requested to intimate their details or any change in details relating to their Bank details, ECS mandates, Nominations, Power of Attorney, Address, etc. to their respective Depository Participant.



## LIST OF ALL CREDIT RATINGS OBTAINED ALONG WITH THE REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR FOR ALL DEBT INSTRUMENTS OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL INVOLVING MOBILISATION OF FUNDS WHETHER IN INDIA OR ABROAD

### (a) CARE Ratings Limited

CARE Ratings Limited, during the year, had assigned the rating of CARE BBB- to the Company and reaffirmed the ratings of CARE BBB- (Triple B Minus) for the Long/Short Term Bank Facilities and Non-Convertible Debentures of the Company with a revision in outlook from Stable to Negative, which was further revised to CARE BB+ for the Company, Care A4+ for Non Fund Based limits of ₹ 171.20 Crore, CARE BB+ for Working Capital bank facilities of ₹ 512.75 Crore, and CARE BB+ for Non-Convertible Debentures of ₹ 179 Crore (reduced from ₹ 250 Crore) with outlook "Negative".

### (b) ICRA Limited (ICRA)

ICRA Limited (ICRA), on May 15, 2024, assigned a long-term rating of [ICRA]BBB-(Stable) and short-term rating of [ICRA] A3 for the Company, [ICRA] BBB-(Stable) for Long term - Fund Based - Term Loan of ₹ 75 Crore, [ICRA] BBB-(Stable) / [ICRA] A3 for Long term/ Short term - Fund Based Working Capital limits of ₹ 512.80 Crore, Long term/ Short term - Non Fund Based limits of ₹ 171.20 Crore, and Long term/ Short term - Unallocated Limits of ₹ 326 Crore with "Stable" outlook.

## EQUITY SHARE CAPITAL HISTORY OF THE COMPANY SINCE INCORPORATION UP TO MARCH 31, 2024

Date of Allotment	No. of Equity Shares	Cumulative No. of Equity Shares	Face value (in ₹)	Consideration	Nature of Allotment	Cumulative Share Capital (in ₹)	
11.02.2000	35,061,652	35,061,652	10	Allotted to the shareholders of Wockhardt Life Sciences Ltd in the ratio of 1:1 i.e. one Equity Share of the Company for every one Equity Share of Wockhardt Life Sciences Ltd held by them.	Pursuant to scheme of demerger of Wockhardt Life Sciences Limited and Acquisition of Pharmaceuticals Division by the Company.	350,616,520	
22.04.2000	1,200,000	36,261,652	10	Allotted to the shareholders of Wockhardt Veterinary Limited in the ratio of 1:4 i.e. one Equity Share of the Company for every four Equity Shares of Wockhardt Veterinary Limited.	Pursuant to Amalgamation of Wockhardt Veterinary Limited with the Company	362,616,520	
14.08.2002	3,600	36,265,252	10	Cash	Allotment of shares pursuant to exercise of Stock Options.	362,652,520	
07.01.2003	2,700	36,267,952	10	Cash		362,679,520	
16.09.2003	16,700	36,284,652	10	Cash		362,846,520	
14.10.2003	5,550	36,290,202	10	Cash		362,902,020	
25.11.2003	1,700	36,291,902	10	Cash		362,919,020	
31.12.2003	3,950	36,295,852	10	Cash		362,958,520	
15.01.2004	15,350	36,311,202	10	Cash		363,112,020	
23.02.2004	9,700	36,320,902	10	Cash		363,209,020	
05.04.2004	9,450	36,330,352	10	Cash		363,303,520	
24.04.2004	1,650	36,332,002	10	Cash		363,320,020	
07.05.2004	-	72,664,004	5	Sub-division of 36,332,002 shares of Face Value ₹ 10/- each to Face Value ₹ 5/- each.	Sub-division of shares of Face Value ₹ 10/- each to Face Value ₹ 5/- each.	363,320,020	
08.05.2004	36,332,002	108,996,006	5	Bonus shares	Allotment of bonus shares in the ratio of 1:2.	544,980,030	
21.01.2005	70,350	109,066,356	5	Cash	Allotment of shares pursuant to Exercise of Stock Options.	545,331,780	
21.02.2005	29,550	109,095,906	5	Cash		545,479,530	
14.03.2005	25,350	109,121,256	5	Cash		545,606,280	
06.04.2005	17,250	109,138,506	5	Cash		545,692,530	
09.06.2005	4,149	109,142,655	5	Cash		545,713,275	
12.09.2005	13,299	109,155,954	5	Cash		545,779,770	
13.10.2005	141,397	109,297,351	5	Cash		FCCB Conversion	546,486,755



Date of Allotment	No. of Equity Shares	Cumulative No. of Equity Shares	Face value (in ₹)	Consideration	Nature of Allotment	Cumulative Share Capital (in ₹)
09.11.2005	2,250	109,299,601	5	Cash	Allotment of shares pursuant to Exercise of Stock Options.	546,498,005
11.01.2006	81,000	109,380,601	5	Cash		546,903,005
28.02.2006	39,450	109,420,051	5	Cash		547,100,255
28.04.2006	5,850	109,425,901	5	Cash		547,129,505
16.08.2006	10,002	109,435,903	5	Cash		547,179,515
19.12.2012	122,200	109,558,103	5	Cash		547,790,515
21.01.2013	25,300	109,583,403	5	Cash		547,917,015
29.08.2013	167,750	109,751,153	5	Cash		548,755,765
07.04.2014	8,000	109,759,153	5	Cash		548,795,765
29.05.2014	248,750	110,007,903	5	Cash		550,039,515
20.10.2014	32,500	110,040,403	5	Cash		550,202,015
20.01.2015	25,750	110,066,153	5	Cash		550,330,765
25.02.2015	6,750	110,072,903	5	Cash		550,364,515
24.06.2015	132,500	110,205,403	5	Cash		551,027,015
08.07.2015	214,000	110,419,403	5	Cash		552,097,015
27.07.2015	75,000	110,494,403	5	Cash		552,472,015
12.10.2015	6,000	110,500,403	5	Cash		552,502,015
16.12.2015	8,500	110,508,903	5	Cash		552,544,515
28.07.2016	39,125	110,548,028	5	Cash	552,740,140	
08.06.2017	15,200	110,563,228	5	Cash	552,816,140	
28.11.2017	33,600	110,596,828	5	Cash	552,984,140	
16.02.2018	33,625	110,630,453	5	Cash	553,152,265	
15.06.2018	8,200	110,638,653	5	Cash	553,193,265	
17.07.2018	12,800	110,651,453	5	Cash	553,257,265	
01.10.2018	34,750	110,686,203	5	Cash	553,431,015	
04.06.2019	18,800	110,705,003	5	Cash	553,525,015	
10.09.2019	30,000	110,735,003	5	Cash	553,675,015	
23.09.2020	21,950	110,756,953	5	Cash	553,784,765	
16.12.2020	20,000	110,776,953	5	Cash	553,884,765	
09.03.2021	4,200	110,781,153	5	Cash	553,905,765	
17.08.2021	23,600	110,804,753	5	Cash	554,023,765	
18.10.2021	10,750	110,815,503	5	Cash	554,077,515	
28.03.2022	33,244,650	144,060,153	5	Cash	Allotment of shares pursuant to issue of Rights Shares.	720,300,765
06.02.2023	28,170	144,088,323	5	Cash	Allotment of shares pursuant to Exercise of Stock Options.	720,441,615
05.05.2023	6,250	144,094,573	5	Cash	Allotment of shares pursuant to Exercise of Stock Options.	720,472,865
25.10.2023	6,900	144,101,473	5	Cash	Allotment of shares pursuant to Exercise of Stock Options.	720,507,365
19.01.2024	14,300	144,115,773	5	Cash	Allotment of shares pursuant to Exercise of Stock Options.	720,578,865
26.03.2024	9,285,163	153,400,936	5	Cash	Allotment of Equity shares by way of Qualified Institutions Placement to Qualified Institutional Buyers	767,004,680

## VIII. DISCLOSURES AND AFFIRMATIONS

### a. Related Party Transactions

All the transactions entered into by the Company with related parties during the year under review were in the ordinary course of business and on an arm's length basis as defined in the Act. All the Related Party Transactions during the year under review were approved by the Audit Committee and the Board. During the previous financial year, there were no Related Party Transactions that may have potential conflict with the interest of listed entity at large.

In compliance with Indian Accounting Standards (IND-AS) – 24, transactions with related parties are disclosed in the Notes to Financial Statements and details of all material transaction(s), with related parties are also disclosed in the Compliance Report on Corporate Governance filed with the Stock Exchanges on quarterly basis.

In line with the requirements under Regulation 23(1) of the SEBI Listing Regulations, the Company has formulated the Policy on 'Materiality of and Dealing with Related Party Transactions' which is available on the website of the Company <https://www.wockhardt.com/wp-content/uploads/2022/08/prt-31122.pdf>

During the year ender review, there were no Material Related Party Transactions.

### b. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three Financial Years

Your Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authority on all matters relating to capital markets during the last 3 (Three) Financial years. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority relating to the above, during the last three financial years.

### c. Whistle Blower Policy/Vigil Mechanism/Affirmation on access to Audit Committee

In line with Regulation 22 of the SEBI Listing Regulations and Section 177 (9) and (10) of the Act, the Company has formulated the Whistle Blower Policy/ for vigil mechanism of Directors and the Employees (including their representative bodies) and other Stakeholders to communicate and report genuine concerns about unethical behaviour or practices, actual or suspected fraud or violation of Company's Code of Conduct etc. The said Policy provides adequate safeguard against victimization of a whistle blower and it also provides direct access to Chairperson of the Audit Committee in exceptional cases. Accordingly, it is affirmed that no person has been denied access to Chairperson of the Audit Committee. The Whistle Blower Policy has been placed on website of the Company <https://www.wockhardt.com/wp-content/uploads/2024/05/whistle-blower-policy-2024.pdf>.

### d. Compliance with mandatory and non-mandatory requirements

Your Company is compliant with all the mandatory requirements of the Code on Corporate Governance as specified in Regulations 17 to 27 read with Schedule V and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

Your Company has also adopted the following non-mandatory requirements under Regulation 27(1) of the SEBI Listing Regulations read with Part E of Schedule II thereto:

- The Board - The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.
- Shareholder Rights – Chairman's Letter which includes details of financial performance and summary of significant events is sent to each shareholder through electronic mode on quarterly basis. The said letter is also available on the website of the Company <https://www.wockhardt.com/investors/from-chairmans-office/letter-to-shareowners/>
- Modified Opinion in Audit Report – The Statutory Auditors of the Company have not raised any qualifications/ modified opinion on the financial statements of the financial year 2023-24 thereby maintaining the regime of unqualified / unmodified financial statements.
- Reporting of Internal Auditors – In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who reports to the Audit Committee. Internal Auditor directly presents their Quarterly internal audit report to the Audit Committee for its consideration.

### e. Material Subsidiaries

The Policy for determining material subsidiary is uploaded on the website of the Company <https://www.wockhardt.com/wp-content/uploads/2022/08/pms-31122.pdf>. During the year under review, in compliance with

Regulation 24 of the SEBI Listing Regulations, Dr. Sanjaya Baru, Independent Director of the Company was appointed on the Supervisory Board of Wockhardt UK Limited and Wockhardt Bio AG.

The details of material subsidiaries of the Company in terms of the Company's Policy for determining material subsidiaries and SEBI Listing Regulations, as on March 31, 2024, were as follows:

Name of Material Subsidiaries	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment of Statutory Auditor
Wockhardt Bio AG	17/10/2005	Switzerland	Balmer-Etienne AG	24/10/2022
CP Pharmaceuticals Limited	13/05/1950	England & Wales	Menzies LLP	19/02/2024
Wockhardt UK Limited	02/06/2006	England & Wales	Menzies LLP	19/02/2024
Wockhardt USA LLC	26/02/2004	United States of America	B S R & Co. LLP	11/02/2020
Morton Grove Pharmaceuticals Inc	23/10/1995	United States of America	B S R & Co. LLP	11/02/2020
Wockpharma Ireland Limited	18/06/2004	Ireland	BDO Limited	Reappointed on 26/09/2023
Pinewood Laboratories Limited	26/08/1976	Ireland	BDO Limited	Reappointed on 26/09/2023

**f. Commodity price risk or foreign exchange risk and hedging activities**

The Company did not have any material commodity price risk and hence, did not need to carry out hedging activities during the year under review. Therefore, no disclosures to offer in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018 forms part of this Report. Further, the details of currency risk/foreign exchange risk is stated in Note no. 42 of Notes forming part of Standalone Financial Statements of this Annual Report.

The other details about Risk Management have also been provided in the Board's Report forming part of this Annual Report.

**g. Details of Utilisation of Funds**

During the year ended on March 31, 2024, the Company allotted 9,285,163 Equity Shares at the issue price of ₹517/- per Equity Share (including a premium of ₹512/- per Equity Share), which includes a discount of ₹27.02/- per Equity Share being equivalent to 4.97% of the floor price and has raised ₹ 4,800,429,271 (Rupees Four Hundred and Eighty Crore Four Lakh Twenty Nine Thousand Two Hundred Seventy One Only) pursuant to Qualified Institutions Placement ('QIP') of Equity Shares of face value of ₹ 5 each (the 'Equity Shares') to Qualified Institutional Buyers ('QIB') in compliance with the provision of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and Sections 42 and 62 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Company has appointed CRISIL Ratings Limited, as Monitoring Agency of the QIP to issue report on utilisation of funds by the Company until such funds are fully utilized.

Monitoring Agency has not reported any deviation or variation in connection with the utilization of Issue proceeds from the objects as stated in the Placement Document dated March 26, 2024.

**h. Certificate from Company Secretary in Practice on Non-Disqualification of Directors of the Company**

A certificate issued by Mr. Virendra G. Bhatt, Practicing Company Secretary, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority is annexed herewith as a part of the Report.

**i. Instances where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year and reasons for the same**

There have been no instances where the Board did not accept the recommendations of its committees, including the Audit Committee.

**j. Total Fees for all services paid to the Statutory Auditors**

The total fees for all the services paid by the Company and its Subsidiaries, on a Consolidated basis, to B S R & Co. LLP, Statutory Auditors of the Company and all entities in the network firm/network entity of which Statutory Auditors is a part is as follows:

(₹ in crore)

Particulars	Wockhardt Limited	Wockhardt Infrastructure Development Limited (WIDL)	Wockhardt Medicines Limited (WML)	Wockhardt USA LLC
Statutory Audit Fees	1.52	0.05	0.03	0.49
Tax Audit Fees	0.26	0.02	0	0
Fees for Other Services	0.16	–	0	0
Out-of-pocket expenses	0.15	0.00*	0.00#	0
<b>Total Auditor's Remuneration</b>	<b>2.09</b>	<b>0.07</b>	<b>0.03</b>	<b>0.49</b>

\* ₹ 46,000.

# ₹ 15,930.

**k. Disclosures in Relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

There were no complaints received by the Internal Committee set up by the Company under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the previous year.

**l. Loan to Directors**

During the previous year, neither the Company nor any of its Subsidiaries have given any loan or advances in the nature of loan to any Director or any Firm/ Companies in which such Directors are interested.

**m. Disclosure of Accounting Treatment**

The Company has prepared the financial statements for the year in compliance with the Indian Accounting Standards ('Ind AS') notified by the Ministry of Corporate Affairs. The Significant Accounting Policies which are consistently applied in preparation of the financial statements as per Ind AS have been set out in the Notes to Financial Statements.

**n. CEO/CFO Certification**

In terms of requirements of Regulation 17(8) of the SEBI Listing Regulations read with Part B of Schedule II thereunder, Dr. Murtaza Khorakiwala, Managing Director and Mr. Deepak Madnani, Chief Financial Officer have furnished certificate to the Board in the prescribed format for the year ended March 31, 2024. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on May 28, 2024.

**o. Prohibition of Insider Trading**

The Company has in place a 'Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons' (hereinafter referred to as 'Code') which was amended and approved in the Board meeting held on February 13, 2023. This Code is made applicable to cover Promoters, Directors, Functional Heads and such other Designated Employees of the Company ('Designated Persons') who are expected to have access to Unpublished Price Sensitive Information related to the Company. The trading window is closed from the end of each quarter till 48 hours after the conclusion of the Board Meeting for consideration of quarterly results and during occurrence of any material events as per the Code. Further, with effect from October 1, 2023, SEBI has mandated restricting trading by Designated Persons by freezing PAN at security level. The Designated Persons are also restricted from entering the opposite transaction i.e. buy or sell any number of shares within the next 6 (Six) months following the prior transaction ('Contra Trade').

Pursuant to Clause 10 of the Code, every Designated Person is required to disclose to the Company on an annual basis, the details of securities of the Company held by him and his immediate relatives as on March 31 of every year in the format that is available on the intranet of the Company. The Company also circulates the Do's and Dont's required to be observed under the Code/ SEBI Regulations by the Designated Persons periodically for reference.

The Company has also implemented the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020 applicable with effect from July 17, 2020 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Second Amendment) Regulations, 2020 applicable with effect from October 29, 2020 along with adoption of all the requisite policies.

During the period under review, no instances of violations of the Code were observed.

**p. Compliance with Corporate Governance Report**

The Company has complied with all the applicable provisions of Para (1) to (10) of Para C of Schedule VI to the SEBI Listing Regulations in relation to Corporate Governance requirements.

**q. Code of Conduct**

The Company has laid down a 'Code of Business Conduct and Ethics' for the Directors and the Senior Management. The Code includes the terms of reference, role and duties of Independent Directors as laid down in Schedule IV of the Act. The said Code is available on the website of the Company <https://www.wockhardt.com/wp-content/uploads/2023/07/code-of-business-conduct-and-ethics.pdf>.

All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2024. A declaration to this effect signed by Dr. Murtaza Khorakiwala, Managing Director annexed to this Report.

**IX. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:**

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year		Number of shareholders who approached issuer for transfer of shares from suspense account during the year		Number of shareholders to whom shares were transferred from suspense account during the year		Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	
No of Holders	No of Shares	No of Holders	No of Shares	No of Holders	No of Shares	No of Holders	No of Shares
49	9700	14	3100	14	3100	35	6600

Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**X. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

There was no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company

For and on behalf of Board of Directors

**Habil Khorakiwala**  
Chairman  
DIN: 00045608

Place: Mumbai  
Date: May 28, 2024

## AFFIRMATION OF COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

Pursuant to the requirements of Regulation 34(3) and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has received affirmations on compliance with “Code of Business Conduct and Ethics” of the Company for the financial year ended March 31, 2024 from all the Board Members and the Senior Management Personnel.

For **WOCKHARDT LIMITED**

**Murtaza Khorakiwala**

Managing Director

DIN: 00102650

Place: Mumbai

Date: May 28, 2024

**CERTIFICATE OF CORPORATE GOVERNANCE**

To,

The Members of **Wockhardt Limited**

I have examined the compliance of Corporate Governance by Wockhardt Limited ('the Company') for the year ended 31<sup>st</sup> March, 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as referred to in Regulation 15(2) of the SEBI Listing Regulations for the year ended 31<sup>st</sup> March, 2024.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has, prima facie, complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

I further state that such compliance is neither an assurance to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Virendra G. Bhatt**

Practicing Company Secretary

ACS No.: 1157/COP No.: 124

Peer Review Cert. No.: 1439/ 2021

Place: Mumbai

Date : 28<sup>th</sup> May, 2024

UDIN: A001157F000457415

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

**Wockhardt Limited**

Wockhardt Research Centre,

D-4, M.I.D.C. Chikalthana, Aurangabad – 431006.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Wockhardt Limited having CIN: L24230MH1999PLC120720 and having registered office at Wockhardt Research Centre, D-4, M.I.D.C. Chikalthana, Aurangabad – 431006, Maharashtra, India (hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2024 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs:

SI. No.	Name of the Directors	DIN	Date of Appointment at current Designation	Original Date of Appointment
1.	Habil Fakhruddin Khorakiwala	00045608	31/03/2009	08/07/1999
2.	Murtaza Habil Khorakiwala	00102650	29/06/2009	29/06/2009
3.	Zahabiya Habil Khorakiwala	00102689	04/08/2018	30/10/2017
4.	Huzaifa Habil Khorakiwala	02191870	29/06/2009	29/06/2009
5.	Aman Mehta	00009364	12/02/2004	12/02/2004
6.	Davinder Singh Brar	00068502	13/09/2012	06/08/2012
7.	Sanjaya Baru	05344208	13/09/2012	06/08/2012
8.	Akhilesh Krishna Gupta	00359325	02/08/2021	29/08/2020
9.	Vinesh Kumar Jairath	00391684	02/08/2017	10/11/2016
10.	Amelia Fernandes	08821072	14/08/2023	18/07/2023
11.	Tasneem Vikram Singh Mehta	05009664	12/09/2015	30/09/2014

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Virendra G. Bhatt**

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.:1439/ 2021

UDIN: A001157E0000308497

Date : May 15, 2024

Place: Mumbai







## First-Ever India-Discovered Patented Novel Antibiotics

### EMROK & EMROK O

- EMROK (WCK 771) & EMROK O (WCK 2349) have been gaining wider clinical acceptance by virtue of their safety and multi-indication effectiveness with more than 65,000 patients already treated with these novel drugs.
- To further expand the treatment scope of EMROK & EMROK O, four new clinical studies have been successfully completed in the challenging indications of bloodstream infections, bone and joint infections, community-acquired bacterial pneumonia and infections in immunosuppressed patients.



#### Abbreviated prescribing information of EMROK® & EMROK®O

**EMROK®** (Levonadifloxacin Injection 800 mg/100 ml for intravenous infusion) and **EMROK®O** (Levonadifloxacin tablets 500 mg). **THERAPEUTIC INDICATION:** For adults ( $\geq 18$  years of age) for the treatment of Acute Bacterial Skin and Skin Structure Infections (ABSSSI) including diabetic foot infections and concurrent bacteraemia caused by susceptible isolates. **POSOLGY AND METHOD OF ADMINISTRATION:** Administer 800 mg of EMROK every 12 hours by intravenous infusion over a period of 90 minutes for 7-14 days or following appropriate duration of intravenous therapy, based on physician discretion, switch over to oral EMROK O 1000 mg (two tablets of 500 mg each) every 12 hours. EMROK O tablets to be swallowed sequentially with sufficient amount of water and may be taken independent of food. **SPECIAL POPULATIONS:** Hepatic impairment - No dosage adjustment is required in patients with hepatic impairment. Renal impairment - Pharmacokinetic studies with levonadifloxacin in renal impaired patients have not been conducted. Pregnancy - Category C. Pediatric use - In patients under 18 years of age is not recommended. Geriatric patients - Caution should be used when prescribing EMROK/EMROK O to elderly patients especially those on corticosteroids. **CONTRAINDICATIONS:** In individuals with a known hypersensitivity to Levonadifloxacin or other quinolone antibacterial, or to any of the excipients, in patients with a history of tendon disorders, in children or growing adolescents (<18 years of age) and during pregnancy and lactation. **SPECIAL WARNING AND PRECAUTIONS FOR USE:** Fluoroquinolones have been associated with an increased risk of tendinitis, tendon rupture, peripheral neuropathy, central nervous system reactions and may exacerbate muscle weakness in persons with myasthenia gravis. In the Phase III clinical study there was no occurrence of these events reported. If these reactions occur in patients receiving **EMROK/EMROK O**, discontinue immediately and institute appropriate measures. **UNDESIRABLE EFFECT:** In the Phase III study, most adverse events were reported as mild. Adverse events reported were constipation, vomiting, nausea, pyrexia, chills, asthenia, blood glucose increase, and cough (Based on prescribing information, dated May 2020). Additional information is available on request.

#### PATENTED

® Regd. Trademark of Wockhardt

Marketing Authorisation Holder: Wockhardt Limited, Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400051

## WOCKHARDT WORLDWIDE

### GLOBAL HEADQUARTERS

#### Wockhardt Limited

Wockhardt Towers  
Bandra Kurla Complex  
Bandra (East), Mumbai-400051  
Maharashtra, India  
Tel: +91 22 26534444

#### Wockhardt Bio AG

Grafenauweg 6  
6300 ZUG, Switzerland  
Tel: +41 41 7275220

### REGISTERED OFFICE

#### Wockhardt Limited

D-4, MIDC, Chikalthana  
Maharashtra-431006, India  
Tel: 91 240 6694444  
Fax: 91 240 2489219

### RESEARCH CENTRES

#### Wockhardt Research Centre

D-4, MIDC, Chikalthana  
Maharashtra-431006, India  
Tel: 91 240 6694444  
Fax: 91 240 2489219

#### CP Pharmaceuticals Limited

Ash Road North  
Wrexham Industrial Estate  
Wrexham, LL13 9UF Wales, UK  
Tel: 44(0) 1978 661261

### INTERNATIONAL GROUP COMPANIES

#### Wockhardt USA LLC

20 Waterview Boulevard,  
3rd Floor  
Parsippany NJ 07054-1229, USA  
Tel: +1 973 2574960

#### Wockhardt UK Limited

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Wrexham Industrial Estate  
Wrexham, LL13 9UF Wales, UK  
Tel: 44(0) 1978 661261

#### CP Pharmaceuticals Limited

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Wrexham Industrial Estate  
Wrexham, LL13 9UF Wales, UK  
Tel: 44(0) 1978 661261

#### Pinewood Healthcare

Ballymacarbry, Clonmel  
Co. Tipperary, Ireland  
EIRCODE E91D434  
Tel: +353 52 6186000

### MANUFACTURING PLANTS

#### Wockhardt Limited

B-15/2, MIDC Waluj  
Maharashtra-431136, India  
Tel: +91 240 6636400

#### Wockhardt Limited

H-14/2, MIDC  
Area Waluj  
Maharashtra-431136, India  
Tel: +91 240 6664444

#### Wockhardt Limited

L-1, MIDC, Chikalthana  
Maharashtra-431210, India  
Tel: +91 240 6637444

#### Wockhardt Limited

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Maharashtra-431154, India  
Tel: +91 240 6662222

#### Wockhardt Limited

87-A, Silver Industrial Estate  
Bhimpore, Nani Daman  
Daman-396210, India  
Tel: +91 260 7126500

#### Wockhardt Limited

106-4/5/7, Daman Industrial Estate  
Kadaiya, Nani Daman  
Daman-396210, India  
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#### Wockhardt Limited

138, GIDC Estate  
Ankleshwar-393002  
Gujarat, India  
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