

2nd December, 2019

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

Subject: Disclosure of Related Party Transactions pursuant to Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Pursuant to Regulation 23(9) of the SEBI Listing Regulations, please find enclosed disclosures of related party transactions on a consolidated basis for the half year ended 30th September, 2019 in the format as prescribed.

Kindly take the above information on record.

Thanking you,

for **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl: As above



As per Indian Accounting Standard 24, the disclosures of transactions with the related parties are given below:

a) Parties where significant influence/control 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 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 relationships where transactions have taken place during the year and/or balances outstanding:

Enterprises over which Key Managerial Personnel exercise significant influence/control

The Peace Mission Pvt Ltd (formerly Tohfaa Gifting Private Limited)

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]

Dr. Habil Khorakiwala Education and Health Foundation (Section 25 Company)

Key managerial personnel

H.F.Khorakiwala- Chairman

Shekhar Datta-Non-Executive Independent Director (till March 31, 2019)

Aman Mehta-Non-Executive Independent Director

D S Brar-Non-Executive Independent Director

Sanjaya Baru-Non-Executive Independent Director

Tasneem Mehta-Non-Executive Independent Director

Baldev Raj Arora-Non-Executive Independent Director

Vinesh Kumar Jairath- Non-Executive Independent Director

Zahabiya Khorakiwala - Non-Executive Non- Independent Director

Rima Marphatia - Non- Executive Nominee Director of EXIM Bank (w.e.f. May 06, 2019)

Huzaiifa Khorakiwala - Executive Director

Murtaza Khorakiwala - Managing Director

Relatives of Key managerial personnel

N.H. Khorakiwala

c) Transactions with related parties during the half year ended September 30, 2019

(All the amounts mentioned below for the disclosure are the contractual amounts based on the arrangement with respective parties)

| | For the half year ended September 30, 2019 | For the half year ended September 30, 2019 | For the half year ended September 30, 2018 | For the half year ended September 30, 2018 |
|--|--|--|--|--|
| | Rs in crore | USD in million | Rs in crore | USD in million |
| Key managerial personnel | | | | |
| Remuneration paid/payable [Chairman Rs. 1.33 crore (Previous year - Rs.1.40 crore), Managing Director Rs. 1.13 crore (Previous year - Rs. 1.20 crore), Executive Director Rs. 1.13 crore (Previous year - Rs. 1.20 crore)] | 3.59 | 0.51 | 3.80 | 0.52 |
| Contribution to Provident fund [Chairman Rs. 0.10 crore (Previous year - Rs. 0.16 crore), Managing Director Rs. 0.10 crore (Previous year - Rs. 0.14 crore), Executive Director Rs. 0.10 crore (Previous year - Rs. 0.14 crore)] | 0.30 | 0.04 | 0.44 | 0.06 |

| | For the half year ended September 30, 2019 | For the half year ended September 30, 2019 | For the half year ended September 30, 2018 | For the half year ended September 30, 2018 |
|--|--|--|--|--|
| | Rs in crore | USD in million | Rs in crore | USD in million |
| Director sitting fee paid [Shekhar Datta Rs. Nil (Previous year - Rs. 0.06 crore), D S Brar Rs. 0.06 crore (Previous year - Rs. 0.06 crore), Sanjaya Baru Rs. 0.06 crore (Previous year - Rs. 0.03 crore), Tasneem Mehta Rs. 0.06 crore (Previous year - Rs. 0.06 crore), Baldev Raj Arora Rs. 0.06 crore (Previous year - Rs. 0.06 crore), Aman Mehta Rs. 0.03 crore (Previous year - Rs.0.06 crore), Vinesh Kumar Jairath Rs. 0.06 crore (Previous year - Rs.0.06 crore), Zahabiya Khorakiwala Rs. 0.01 crore (Previous year- Rs. 0.02 crore), Rima Marphatia Rs. 0.02 crore (Previous year- Rs. Nil)] | 0.36 | 0.05 | 0.41 | 0.06 |
| Reimbursement of Expenses [D S Brar Rs. 0.002 crore (Previous year- Rs. 0.007 crore)] | 0.002 | 0.00 | 0.01 | 0.00 |
| Other parties exercising control | | | | |
| Dividend paid on preference shares to Humuza Consultants | 2.19 | 0.31 | - | - |
| Enterprise over which Key Managerial Personnel exercise significant influence/Control | | | | |
| Repayment of Lease Liabilities to Carol Info Services Limited (In pursuant to Ind AS 116 ,which is implemented from April 1,2019, payment of rent is disclosed as repayment of lease liabilities) | 25.28 | 3.57 | - | - |
| Rent paid other than above [Palanpur Holdings and Investments Private Limited Rs. 0.46 crore (Previous year - Rs. 0.46 crore), Wockhardt Hospitals Limited Rs. 0.36 crore (Previous year - Rs. 0.36 crore), Carol Info Services Limited Rs. 12.26 crore (Previous year - Rs. 35.16 crore)] | 13.08 | 1.85 | 35.98 | 4.96 |
| Contribution / reimbursement of expenses given to Wockhardt Foundation | 0.56 | 0.08 | 3.35 | 0.46 |
| Donation paid to Habil Khorakiwala Education and Health Trust | 0.55 | 0.08 | 0.20 | 0.03 |
| Reimbursement of Expenses [Wockhardt Hospitals Limited Rs. 0.02 crore (Previous year - Rs. 0.07 crore), Carol Info Services Limited Rs. 0.77 crore (Previous year - Rs. 0.84 crore), The Peace Mission Private Limited (formerly Tohfaa Gifting Private Limited) Rs. Nil (Previous year - Rs. 0.05 crore)] | 0.79 | 0.11 | 0.96 | 0.13 |
| Rent income [Wockhardt Hospitals Limited Rs. 0.02 crore (Previous year - Rs. 0.02 crore), Wockhardt Foundation Rs. 0.002 crore (Previous year - Rs. Nil), Dr. Habil Khorakiwala Education and Health Foundation (Trust) Rs. 0.001 crore (Previous year - Rs. 0.003 crore)] | 0.02 | 0.00 | 0.02 | 0.00 |
| Dividend paid on preference shares to Khorakiwala Holdings and Investments Private Limited | 0.56 | 0.08 | 0.01 | 0.00 |
| Unsecured loan taken from Khorakiwala Holdings and Investments Limited | 20.00 | 2.82 | - | - |
| Interest Expenses on Unsecured loan from Khorakiwala Holdings and Investments Limited | 0.42 | 0.06 | - | - |
| During previous year, the Company had extended the redemption period of 160,000,000, 0.01% Non-Convertible Cumulative Redeemable Preference Shares which were due for redemption on March 31, 2019 by a year i.e. upto March 31, 2020 with a right to early redemption by giving one month notice by either parties post June 30, 2019. Redemption Premium at 4% p.a. shall be payable for the extended period upto the date of redemption. | | | | |
| During the current period the Company has given school premises on lease to Wockhardt Global School without rent | | | | |

d) Related party balances

(All the amounts mentioned below for the disclosure are the contractual amounts based on the arrangement with respective parties except for lease rent covered under Ind AS 116 'Leases'. 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 September 30, 2019 | As at September 30, 2019 | As at September 30, 2018 | As at September 30, 2018 |
|--|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| | Rs in crore | USD in million | Rs in crore | USD in million |
| Security deposit given to Carol Info Services Limited - Transaction value [Carrying amount Rs. 31.33 crore (Previous year: Rs. 29.12 crore)] | 55.50 | 7.83 | 55.50 | 7.66 |
| Payable to Enterprises over which Key Managerial Personnel exercise significant influence/Control [Wockhardt Hospitals Limited Rs. 0.54 crore (Previous year - Rs. 0.18 crore), Carol Info Services Limited Rs. 1.87 crore (Previous year - Rs. 26.46 crore), Palanpur Holdings and Investments Private Limited Rs. 1.15 crore (Previous year - Rs. 0.16 crore), The Peace Mission Private Limited Rs. Nil (Previous year- Rs. 0.01 crore), Khorakiwala Holdings and Investments Private Limited Rs. 150.42 crore (Previous year- 110.88 crore), Humuza Consultants Rs. 200.00 crore (Previous year- Rs. Nil)] [Carrying amount: Khorakiwala Holdings and Investments Private Limited Rs. 167.11 crore (Previous year- 129.46 crore), Humuza Consultants Rs. 193.44 crore (Previous year- Rs. Nil)] | 353.98 | 49.95 | 137.69 | 18.99 |
| Lease Liability on implementation of Ind AS 116 from April 1,2019 - payable to Carol Info Services Limited | 341.17 | 48.15 | - | - |
| Receivable from Enterprises over which Key Managerial Personnel exercise significant influence/control [Merind Limited Rs. 0.57 crore (Previous year - Rs. 0.57 crore), Wockhardt Foundation Rs. 0.01 crore (Previous year - Rs. 0.01 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) Rs. 0.04 crore (Previous year - Rs. 0.04 crore)] | 0.62 | 0.09 | 0.62 | 0.09 |
| Security deposit given to Palanpur Holdings and Investments Private Limited | 2.75 | 0.39 | 2.75 | 0.38 |

Convenience translation

The accompanying related party disclosure statement have been prepared in Indian rupees, the national currency of India. Solely for the convenience of the reader, the related party disclosure statement as of September 30, 2019 and September 30, 2018 have been translated into United States dollars at the closing rate USD 1 = Rs. 70.8600 (previous year: USD 1 = Rs. 72.5000). 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.