

27th May, 2019

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

Sub: Annual Secretarial Compliance Report for the Year Ended March 31, 2019

Pursuant to Clause 3(b)(iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we wish to enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019.

Kindly take the same on record.

Thanking you,

for **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl: As above



Virendra Bhatt

Company Secretary

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SECRETARIAL COMPLIANCE REPORT OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

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

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

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (j) All other regulation and circulars / guidelines issued and as applicable to the Company from time to time

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

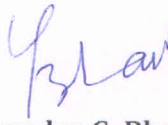
- (a) The Listed Entity has prima facie complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, in the absence of any transaction relating to buyback of securities, listing of Non-Convertible and Redeemable Preference Shares, Employee Stock Option Scheme and issue of debentures during the review period, the compliance of the relevant regulations mentioned above does not arise.
- (b) During the period under review, the Company has allotted:
 - i) 55,750 equity shares under Employee Stock Option Scheme; and
 - ii) 50,00,00,000 Nos. of 4% Non-Convertible Non-Cumulative Redeemable Preference Shares ('NCCRPS') of Face Value of Rs. 5/- each, at par, on preferential basis, for an aggregate amount of Rs. 250 Crore (Rupees Two Hundred Fifty Crore only) to Khorakiwala Holdings and Investments Pvt. Ltd. and Humuza Consultants, promoter group entities. These Preference Shares are not listed on the Stock Exchange(s).
- (c) During the period under review, the Company has redeemed 121,454,927 Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS Series 2) of Face value of Rs. 5 each and 315,659,941 Non-Convertible Cumulative Redeemable Preference Shares (NCCRPS Series 2 and Series 3) of



Face value of Rs. 5 each on due date of redemption i.e. 31st December, 2018. Further, the date of redemption of 160,000,000 0.01% Non-Convertible Cumulative Redeemable Preference Shares ('Preference Shares'), which are not listed on the Stock Exchange(s), has been extended for a period of 1 year i.e. from 31st March, 2019 to 31st March, 2020.

- (d) The listed entity has prima facie maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (e) During the period under review and as per information provided, No action was taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures Issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars/ guidelines issued thereunder.
- (f) During the period under review, as per the information provided by the Company, the Compliance Officer has not granted any pre clearance approval to any of the Designated Persons during the closure of trading window period and hence, there were no instances of transaction by the designated persons in the securities of the Company in the knowledge of the Compliance Officer during the closure of window.
- (g) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Place: Mumbai
Date: 21st May, 2019


Virendra G. Bhatt
ACS No.: 1157
C P No.: 124

