

Virendra Bhatt

Company Secretary

Office :

Office No.: 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051
Tel.: 022 - 2652 9367 / 68
Mobile No.: +91 98200 48670
Email : bhattivirendra1945@yahoo.co.in

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

1. 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 31st March, 2023.

Managements' Responsibility:

2. 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 12th September, 2011) (hereinafter referred as "ESOS Scheme").
3. 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 12th 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:

4. 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.
5. In connection with the above, the Company has furnished the below documents and I have examined the following:
 - a) the ESOS Scheme;
 - b) the Board Resolutions passed by the Company;
 - c) the Members Resolution passed at the Annual General Meeting;
 - d) the Listing approvals from the Stock Exchanges;
 - e) other relevant explanations and documents.
6. My examination has been limited to the review of the procedures and implementation thereof, adopted by the Company for the year ended 31st March, 2023 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:

7. 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 31st March, 2023 in accordance with the Regulations and the Resolution passed by the Members of the Company at the Annual General Meeting.

Restriction on use:

8. 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 24th 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.

Date: 05th May, 2023

Place: Mumbai

UDIN: A001157E000257952

Virendra Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021