Placement Document
Subject to Completion
Not for circulation
Private and confidential
Serial No.________

WOCKHARDT LIMITED

Wockhardt Limited (our "**Company**" or the "**Issuer**") was incorporated as '*Wockhardt Pharmaceuticals Limited*' on July 8, 1999, as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Our Company received the certificate of commencement of business from the RoC on September 1, 1999. Subsequently, pursuant to a board resolution passed on December 3, 1999, and special resolution passed at the meeting of the shareholders held on December 3, 1999, the name of our Company was changed to '*Wockhardt Limited*' and consequently, a fresh certificate of incorporation, dated December 28, 1999, was issued by the RoC. For further details, see the sections titled, "***Organisational Structure of our Company***" and "***General Information***" on pages 214 and 499, respectively.

CIN: L24230MH1999PLC120720

Registered Office: Wockhardt Research Centre, D – 4, MIDC, Chikalthana, Aurangabad 431 006, Maharashtra, India.
Corporate Office: Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.
Tel.: +91 240 6694 444/ +91 22 2653 4444; **Email**: investorrelations@wockhardt.com; **Website:** www.wockhardt.com
Company Secretary and Compliance Officer: Rashmi Dinesh Mamtura

Issue of 92,85,163 equity shares of face value of ₹ 5 each (the "**Equity Shares**") at a price of ₹ 517 per Equity Share (the "**Issue Price**"), including a premium of ₹ 512 per Equity Share, aggregating to ₹ 480.04 crores (the "**Issue**"). For further details, see "***Summary of the Issue***" on page 33.

THE ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS"), SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT, 2013"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER.

The Equity Shares of our Company are listed on the National Stock Exchange of India Limited (the "**NSE**") and the BSE Limited (the "**BSE**" and together with NSE, the "**Stock Exchanges**"). The closing prices of the Equity Shares on the NSE and the BSE as on March 22, 2024 were ₹ 544.95 and ₹ 543.80 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") for listing of the Equity Shares to be issued pursuant to this Issue, from each of BSE and NSE on March 19, 2024. Our Company shall make applications to the Stock Exchanges for obtaining final listing and trading approvals for the Equity Shares to be issued pursuant to this Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to this Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or the Equity Shares.

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT TO ELIGIBLE QIBs (AS DEFINED HEREINAFTER) IS BEING MADE IN RELIANCE UPON CHAPTER VI OF THE SEBI ICDR REGULATIONS, SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND OTHER RULES MADE THEREUNDER. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED TO ONLY SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY, PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR ANY OTHER PERSON OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN THE SEBI ICDR REGULATIONS. YOU ARE NOT AUTHORIZED TO AND MAY NOT (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT, IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILIZE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI ICDR REGULATIONS, THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.

INVESTMENT IN EQUITY SHARES INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ "*RISK FACTORS*" BEGINNING ON PAGE 42 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONDUCT ITS OWN DUE DILIGENCE ON US AND THE EQUITY SHARES AND CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES BEING ISSUED PURSUANT TO THE PRELIMINARY PLACEMENT DOCUMENT AND THIS PLACEMENT DOCUMENT.

A copy of the Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter) was delivered to the Stock Exchanges and a copy of this Placement Document (which will include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the RoC, within the stipulated period as required under the Companies Act, 2013 and PAS Rules. The Preliminary Placement Document and this Placement Document have not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Stock Exchanges or any other listing or regulatory authority and is intended only for use by Eligible QIBs. This Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and the Issue will not constitute a public offer in India or any other jurisdiction.

Invitations, offers and sales of the Equity Shares to be issued pursuant to this Issue shall only be made pursuant to the Preliminary Placement Document together with the Application Form, this Placement Document and the Confirmation of Allocation Note (each as defined hereinafter). For further details, please see the section titled "***Issue Procedure***" on page 222. The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs to whom this Placement Document is specifically addressed, and persons retained by such Eligible QIBs to advise them with respect to their purchase of Equity Shares is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any documents referred to in this Placement Document.

The information on the websites of our Company and Subsidiaries, or any other website directly or indirectly linked to the websites of our Company and Subsidiaries, or the website of the Book Running Lead Manager (as defined hereinafter) or its affiliates, does not constitute nor form part of this Placement Document and prospective investors should not rely on such information contained in, or available through, any such websites for their investment in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "*offshore transactions*", as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**") and in accordance with the applicable laws of the jurisdiction where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see "***Selling Restrictions***" on page 237 and "***Transfer Restrictions and Purchaser Representations***" on page 243 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

This Placement Document is dated March 26, 2024

BOOK RUNNING LEAD MANAGER
DAM Capital Advisors Limited

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NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all of the information contained in this Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Placement Document contains all information with respect to our Company, our Subsidiaries and the Equity Shares which our Company considers material in the context of the Issue. The statements contained in this Placement Document relating to our Company, our Subsidiaries and the Equity Shares are, in all material respects, true and accurate and are not misleading, and the opinions and intentions expressed in this Placement Document with regard to our Company, our Subsidiaries and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to our Company, our Subsidiaries and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither our Company nor the BRLM has any obligation to update such information to a later date. The information contained in this Placement Document has been provided by our Company and from other sources identified herein.

DAM Capital Advisors Limited (the "**Book Running Lead Manager**" or the "**BRLM**") has made reasonable enquiries but not separately verified all of the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the BRLM nor any of its affiliates or any of its shareholders, employees, counsel, officers, directors, representatives, agents or associates or affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the BRLM or any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Placement Document or any other information (financial, legal or otherwise) supplied in connection with the Issue or the distribution of the Equity Shares. Each person receiving this Placement Document acknowledges that such person has neither relied on the BRLM nor any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of us and the merits and risks involved in investing in the Equity Shares offered in the Issue.

This Placement Document is being furnished on a confidential basis solely for the purpose of enabling prospective Eligible QIBs to consider subscribing for the particular securities described herein. The distribution of this Placement Document to any person other than the Eligible QIBs specified by the Book Running Lead Manager or its representatives, and those persons, if any, retained to advise such investor with respect thereto, is unauthorised, and any disclosure of its contents, is prohibited. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any offering material in connection with the Issue.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by, or on behalf of our Company or the BRLM. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

The Equity Shares have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction, including SEBI. No authority has passed on or endorsed the merits of this Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary may be a criminal offence in certain jurisdictions.

Subscribers and purchasers of the Equity Shares will be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "*Representations by Investors*", "*Selling Restrictions*" and "*Transfer Restrictions and Purchase Representations*" on pages 3, 237 and 243, respectively.

The distribution of this Placement Document and the Issue in certain countries or jurisdictions may be restricted by law. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, except for in India, no action has been taken by our Company or the BRLM that would permit an offering of the Equity Shares in the Issue or the distribution of this Placement Document in any country or jurisdiction where action for that purpose is required. Accordingly, the Equity Shares issued pursuant to the Issue may not be offered or sold, directly or indirectly, and neither the Preliminary Placement Document and this Placement Document nor other materials issued in connection with the Issue may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S. For the selling restrictions in certain other jurisdictions, see "*Selling Restrictions*" on page 237.

In making an investment decision, the prospective investors must rely on their own examination of our Company, the Equity Shares and the terms of the Issue, including the merits and risks involved. Investors should not construe the contents of the Preliminary Placement Document and this Placement Document as legal, business, tax, accounting or investment advice. Investors should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning the Issue. In addition, neither our Company nor the BRLM are making any representation to any investor, purchaser, offeree or subscriber of the Equity Shares regarding the legality of an investment in the Equity Shares by such offeree or subscriber under applicable laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company.

Each Bidder in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under Indian laws, including Chapter VI of the SEBI ICDR Regulations and Section 42, other applicable provisions of the Companies Act, 2013 and Rule 14 of the PAS Rules and is not prohibited by SEBI or any other regulatory authority from buying, selling or dealing in securities. This Placement Document contains summaries of certain terms of certain documents, which are qualified in their entirety by the terms and conditions of such documents and disclosures included in the section titled "*Risk Factors*" on page 42.

The information on our Company's website at www.wockhardt.com or any website directly or indirectly linked to our Company's website or the website of the BRLM, its associates or affiliates, or the websites of the Stock Exchanges does not constitute or form part of this Placement Document. Prospective investors should not rely on any such information contained in, or available through, any such websites.

REPRESENTATIONS BY INVESTORS

All references to "you" and "your" in this section are to the prospective investors in the Issue. By Bidding for, and/or subscribing to, Equity Shares under the Issue, you are deemed to have made the representations, warranties, acknowledgements, and agreements set forth in the sections titled "***Notice to Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchase Representations***" on pages 1, 237 and 243, respectively, and have represented, warranted, acknowledged and agreed to our Company, and the BRLM, as follows:

1. Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company or its Subsidiaries which is not set forth in this Placement Document;

2. You are a "qualified institutional buyer" ("**QIB**") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under the applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (*hereinafter defined*) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act 2013, to the extent applicable, and all other applicable laws; and (ii) undertake to comply with the SEBI ICDR Regulations and all other applicable laws including any reporting obligations, requirements/ making necessary filings, with appropriate regulatory authorities, including the RBI and Stock Exchanges, if any, in connection with the Issue or otherwise accessing capital markets;

3. You are eligible to invest in India and in the Equity Shares under applicable law, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder, each as amended and have not been prohibited by SEBI or any other regulatory or statutory authority from buying, selling or dealing in securities or otherwise accessing capital markets in India. Further, you are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act, 2013;

4. You are aware that in terms of the FEMA Rules, and any notifications, circulars or clarifications issued thereunder, the total holding by each FPI including its investor group (which means having common ownership of more than 50% or common control) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable our Company. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in the Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach or such other time as may be prescribed by SEBI and the RBI from time to time. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by the Company and the investor with applicable reporting requirements;

5. If you are not a resident of India, but a QIB, you are an Eligible FPI (and are not an individual, corporate body or a family office) having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and are eligible to invest in India under applicable law, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets. Since FVCIs (*as defined hereinafter*) are not permitted to participate in the Issue, you confirm that you are not an FVCI;

6. You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws;

7. You agree that our Company shall make necessary filings with the RoC (which shall include certain details such as your name, address and number of Equity Shares Allotted), in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, or other provisions of the Companies Act, 2013, and you consent to such disclosure being made by us. You will provide the information as required under the Companies Act, 2013, the PAS Rules and the applicable provisions of the SEBI ICDR Regulations for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number and bank account details, and such other details as may be prescribed or otherwise required even after the closure of the Issue;

8. If you are Allotted the Equity Shares pursuant to the Issue, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired except on the floor of the Stock Exchanges (additional restrictions apply if you are in certain other jurisdictions), and in accordance with any other resale restrictions applicable to you. You hereby make the representations, warranties, acknowledgements, undertakings and agreements in the section titled "***Selling Restrictions***", "***Transfer Restrictions and Purchaser Representations***" on page 237 and 243, respectively;

9. You are aware that the Preliminary Placement Document and this Placement Document has not been, and will not be, filed as a prospectus with the RoC under the Companies Act, 2013, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares have been offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. The Preliminary Placement Document and this Placement Document have not been and will not be reviewed, verified or affirmed by RBI, SEBI, the Stock Exchanges, RoC or any other regulatory or listing authority and have not been and will not be filed with the RoC as a prospectus, and are intended only for use by Eligible QIBs. The Preliminary Placement Document and this Placement Document has been and will be filed with the Stock Exchanges only for the purposes of their records and will be displayed on the websites of the Company and the Stock Exchanges;

10. You are entitled to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions which apply to you and you have the necessary capacity and that you have fully observed such laws and obtained all such governmental and other consents and authorisations, in each case which may be required thereunder and have complied with all necessary formalities, to enable you to commit to participation in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Placement Document), and will honour such obligations;

11. You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents ("**Company's Presentations**") with regard to our Company, the Equity Shares or the Issue; or (ii) if you have participated in or attended any Company's Presentations: (a) you understand and acknowledge that the BRLM may not have knowledge of the statements that our Company or its agents may have made at such Company's Presentations and are therefore unable to determine whether the information provided to you at such Company's Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the BRLM has advised you not to rely in any way on any information that was provided to you at such Company's Presentations, and (b) confirm that, you have not been provided any material information that was not publicly available;

12. None of our Company, the BRLM or any of its shareholders, directors, officers, employees, counsel, representatives, agents, associates or affiliates is making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and that participation in the Issue is on the basis that you are not and will not, up to the Allotment, be a client of the BRLM. Neither the BRLM nor any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates have any duties or responsibilities to you for providing the protection afforded to their clients or for providing advice in relation to the Issue and are in no way acting in a fiduciary capacity to you;

13. You are aware that if you are Allotted more than 5% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of Equity Shares Allotted to you to the Stock Exchanges, and the Stock Exchanges will make the same available on their website and you consent to such disclosures;

14. All statements other than statements of historical facts included in this Placement Document, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our business), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which our Company will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as on the date of this Placement Document. Neither our Company, nor the BRLM or any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assumes any responsibility to update any of the forward-looking statements contained in this Placement Document;

15. You have been provided a serially numbered copy of this Placement Document and have read it in its entirety, including, in particular, the section titled "***Risk Factors***" on page 42;

16. You are aware and understand that the Equity Shares are being offered only to Eligible QIBs and are not being offered to the general public and that the Allotment shall be on a discretionary basis;

17. You are aware that in terms of the requirements of the Companies Act, 2013 upon Allocation, the Company has disclosed names and percentage of post-Issue shareholding of the proposed Allottees in this Placement Document. However, disclosure of such details in relation to the proposed Allottees in this Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company;

18. You are able to purchase the Equity Shares in accordance with the restrictions described in the section titled "*Selling Restrictions*" on page 237 and you hereby make the representations, warranties, acknowledgements, undertakings and agreements in the section titled "*Selling Restrictions*";

19. In making your investment decision, you have (i) relied on your own examination of our Company, the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made and will continue to make your own assessment of our Company, the Equity Shares and the terms of the Issue based solely on the information contained in the Preliminary Placement Document and this Placement Document, (iii) consulted your own independent advisors or otherwise have satisfied yourself concerning, without limitation, the effects of local laws, (iv) relied solely on the information contained in the Preliminary Placement Document and this Placement Document and no other disclosure or representation by our Company, its Promoters, Directors and affiliates, or any other party, (v) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and the Equity Shares, and (vi) relied upon your own investigation and resources in deciding to invest in the Issue;

20. You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You and any accounts for which you are subscribing the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares; (ii) will not look to our Company or the BRLM or any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates for all or part of any such loss or losses that may be suffered; (iii) are able to sustain a complete loss on the investment in the Equity Shares; (iv) have no need for liquidity with respect to the investment in the Equity Shares; and (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares. You acknowledge that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. You are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resale or distribute;

21. The BRLM or any of its shareholders, directors, officers, employees, counsel, representatives, agents or affiliates have not provided you with any tax advice or otherwise made any representations regarding the tax consequences of the purchase, ownership and disposal of the Equity Shares (including but not limited to the Issue and the use of the proceeds from the Equity Shares). You will obtain your own independent tax advice and will not rely on the BRLM or any of its shareholders, employees, counsel, officers, directors, representatives, agents or affiliates or our Company when evaluating the tax consequences in relation to the Equity Shares (including but not limited to the Issue and the use of the proceeds from the Equity Shares). You waive and agree not to assert any claim against the BRLM or our Company with respect to the tax aspects of the Equity Shares or the Issue or as a result of any tax audits by tax authorities, wherever situated;

22. That where you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire the Equity Shares for each managed account; and to make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to "you" to include such accounts;

23. You are not a 'promoter' (as defined under the SEBI ICDR Regulations) of our Company and are not a person related to our Promoters, either directly or indirectly, and your Bid does not directly or indirectly represent the promoter or promoter group (as defined under the SEBI ICDR Regulations) of our Company or persons or entities related thereto;

24. You have no rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group, no veto rights or right to appoint any nominee director on our Board of Directors other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares, the acquisition of which shall not deem you to be a person related to our Promoters;

25. The Bid made by you would not result in triggering a tender offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**SEBI Takeover Regulations**") and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

26. You have no right to withdraw your Application or revise your Bid downwards after the Issue Closing Date (as defined hereinafter);

27. You are eligible to apply for and hold Equity Shares so Allotted and together with any securities of our Company held by you prior to the Issue. You further confirm that your aggregate holding upon the issue and Allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;

28. To the best of your knowledge and belief, your aggregate holding together with other Bidders in the Issue that belong to the same group or that are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size. For the purposes of this representation:

- the expression 'belongs to the same group' shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst a QIB, its subsidiary or holding company and any other QIB; and

- 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations;

29. You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

30. You are aware and understand that the BRLM has entered into a Placement Agreement with our Company, whereby the BRLM has, subject to the satisfaction of certain conditions set out therein, severally and not jointly, agreed to manage the Issue and use reasonable efforts to procure subscriptions for the Equity Shares on the terms and conditions set forth therein;

31. The contents of the Preliminary Placement Document and that of this Placement Document are exclusively the responsibility of our Company and that neither the BRLM nor any person acting on its behalf has or shall have any liability for any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or otherwise. By participating in the Issue, you agreed to the same and confirm that you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the BRLM or our Company or any other person and none of the BRLM, our Company or any other person is liable for your decision to participate in the Issue based on any other information, representation, warranty or statement that you may have obtained or received;

32. The only information you are entitled to rely on, and on which you have relied, in committing yourself to acquire the Equity Shares is contained in the Prelimiary Placement Document and this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares and that you have neither received nor relied on any other information given or representations, warranties or statements made by the BRLM or our Company and neither the BRLM nor our Company is liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion that you have obtained or received;

33. You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank *pari passu* in all respects with the existing Equity Shares including the right to receive dividend and other distributions declared;

34. You agree to indemnify and hold our Company, the BRLM and its affiliates, directors, officers, employees and persons in control harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of your representations, warranties, acknowledgements and undertakings in the Preliminary Placement Document and this Placement Document including this section. You agree that the indemnity set forth in this section shall survive the resale of the Equity Shares by or on behalf of the managed accounts;

35. You understand that the BRLM has no obligation to purchase or acquire all or any part of the Equity Shares which are subscribed by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non- performance by us of any of our respective obligations or any breach of any representations or warranties by us, whether to you or otherwise;

36. You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations for listing and admission of the Equity Shares and for trading on BSE and NSE, were made and such approvals have been received from BSE and NSE and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final approvals for listing of the Equity Shares

will be obtained in time or at all. Our Company, and the BRLM shall not be responsible for any delay or non-receipt of such final approvals or any loss arising from such delay or non-receipt;

37. You are an investor who is seeking to purchase the Equity Shares for your own investment and not with a view to distribution. In particular, you acknowledge that (i) an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment, (ii) you have sufficient knowledge, sophistication and experience in financial and business matters so as to be capable of evaluating the merits and risk of the purchase of the Equity Shares, and (iii) you are experienced in investing in private placement transactions of securities of companies in a similar stage of development and in similar jurisdictions and have such knowledge and experience in financial, business and investments matters that you are capable of evaluating the merits and risks of your investment in the Equity Shares;

38. Neither the Book Running Lead Manager nor any of its affiliates have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by our Company of any of its obligations or any breach of any representations and warranties by our Company, whether to you or otherwise;

39. You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the Book Running Lead Manager;

40. You acknowledge that the Preliminary Placement Document and this Placement Document do not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

41. You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of India, and the courts in Mumbai, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Preliminary Placement Document and this Placement Document;

42. Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times, up to and including the Allotment, listing and trading of the Equity Shares in the Issue;

43. It is agreed that if any such representations, warranties, acknowledgements, agreements and undertakings are no longer accurate, you will promptly notify our Company and the Book Running Lead Manager;

44. You have made, or are deemed to have made, as applicable, the representations set forth in this section titled "***Representations by Investors***";

45. Our Company, the BRLM, its affiliates, directors, officers, employees and persons in control and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings which are given to the BRLM on its own behalf and on behalf of our Company and are irrevocable; and

46. You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each which case, investment can only be through the Government approval route), and that your investment is in accordance with press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and Rule 6 of the FEMA Rules.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines, and approvals in terms of Regulation 21 of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended ("**SEBI FPI Regulations**"), FPIs, including the affiliates of the BRLM, who are registered as category I FPIs may issue, subscribe, or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it in India, as its underlying and herein referred to as "**P-Notes**") and persons who are eligible for registration as category I FPIs can subscribe to or deal in such P-Notes, provided that in the case of an entity that has an investment manager who is from a Financial Action Task Force member country, such investment manager shall not be required to be registered as a category I FPI. The abovementioned category I FPIs may receive compensation from the purchasers of such instruments. You should ensure that any P-Notes issued by you have been issued in compliance with all applicable laws (including KYC norms and such other conditions as specified by SEBI from time to time). An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as category I FPI, and such instrument is being transferred only to person eligible for registration as category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been and are not being offered or sold pursuant to the Preliminary Placement Document and this Placement Document. This Placement Document does not contain any information concerning P- Notes or the issuer(s) of any P-Notes, including any information regarding any risk factors relating thereto.

For further details relating to investment limits of FPIs, please see the section titled "***Issue Procedure***" on page 222. P-Notes may be issued only in favour of those entities which meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations. Pursuant to its circular dated June 10, 2016, SEBI has introduced additional requirements applicable to P-Notes, including (i) KYC norms for issuers of P-Notes which require identification and verification of beneficial owners of entities subscribing to the P-Note holding more than a prescribed threshold; (ii) the requirement for issuers to file suspicious transaction reports with the Indian Financial Intelligence Unit; and (iii) the requirement for the issuer to report details of intermediate transfers in the monthly reports on P-Notes submitted to SEBI. An Eligible FPI shall also ensure that no further issue or transfer of any instrument referred to above is made by or on behalf of it to any person other than such entities regulated by appropriate foreign regulatory authorities. P-Notes have not been, and are not being offered, or sold pursuant to the Preliminary Placement Document and this Placement Document. This Placement Document does not contain any information concerning P- Notes or the issuer(s) of any P-notes, including, without limitation, any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue equity share capital on a fully diluted basis. The SEBI has, vide a circular dated November 5, 2019, as amended issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the "**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers P-Notes. Two or more subscribers of P-Notes having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the P-Notes. In the event a prospective investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Notes held in the underlying company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 read with the Consolidated FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Further, the sectoral cap applicable to the sector in which our Company operates is 100% in greenfield and 74% in brownfield via the automatic route and beyond 74% via the Government approval route.

Affiliates of the BRLM which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on, or interests in, our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the BRLM do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the BRLM and do not constitute any obligations of, or claims on, the BRLM. Affiliates of the BRLM which are FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof.

Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures as to the issuers of such P-Notes and the terms and conditions of any such P-Notes from the issuers of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P- Notes or any disclosure related thereto.

Bidders are urged to consult with their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.

Please also see the sections titled, "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 237 and 243, respectively.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Placement Document has been submitted to each of the Stock Exchanges. The Stock Exchanges do not in any manner:

1) warrant, certify or endorse the correctness or completeness of the contents of this Placement Document;

2) warrant that the Equity Shares issued pursuant to the Issue will be listed or will continue to be listed on the Stock Exchanges; or

3) take any responsibility for the financial or other soundness of our Company, its Promoters, its management or any scheme or project of our Company,

and it should not for any reason be deemed or construed to mean that this Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL AND OTHER FINANCIAL INFORMATION

Certain Conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to "you", "your", "offeree", "purchaser", "subscriber", "recipient", "investors", "prospective investors" and "potential investor" are to the Eligible QIBs in the Issue and references to the "Issuer", "Wockhardt", "Company", "our Company" refers to Wockhardt Limited and references to "we", "us", or "our" are to our Company together with our Subsidiaries, on a consolidated basis.

Unless otherwise specified or the context otherwise requires, all references in this Placement Document to (i) the 'US' or 'U.S.' or the 'United States' or the 'USA' are to the United States of America and its territories and possessions; (ii) 'India' are to the Republic of India and its territories and possessions; and (iii) the 'UK' or 'U.K.' or the 'United Kingdom' are to the United Kingdom of Great Britain and its territories and possessions; and (iv) the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable.

In this Placement Document, references to 'INR', '₹', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of India, references to "GBP" or "£", are to the legal currency of Great Britain, references to "Euro" or "€", are to the legal currency of European Union, references to "Dirham" or "AED" and references to "Swiss Franc" or "₣" are to the legal currency of the United Arab Emirates and references to 'USD', 'U.S. Dollars' and 'US$' are to the legal currency of the United States.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. All the numbers in this Placement Document have been presented in crores or whole numbers, unless stated otherwise. The amounts in our Financial Statements included herein are presented in Rs. lakhs or in Rs. crores.

In this Placement Document, references to "lakh" represents "100,000", "million" represents "1,000,000", "crore" represents "10,000,000", and "billion" represents "1,000,000,000".

Certain figures contained in this Placement Document, including financial information, have been subject to rounding adjustments, including adjustments to round off information from our financial statements for certain periods to the nearest amount in absolute crore.

Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Page Numbers

Unless otherwise stated, all references to page numbers in this Placement Document are to page numbers of this Placement Document.

Financial and Other Information

The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise. The terms "Fiscal", "Financial Year", "Fiscals" or "Fiscal Year", refer to the 12-month period ending March 31 of that particular year. Unless stated otherwise, the financial data in this Placement Document is derived from the Financial Statements. Our Subsidiary, Wockhardt Biologics Limited was incorporated on July 2, 2021 and in Fiscal 2023 our Subsidiaries, Negma Beneulex S.A (Belgium), Laboratories Pharma 2000 S.A.S (France), Niverpharma S.A.S (France), Phytex S.A.S (France); along with Laboratories Negma SAS in Fiscal 2024, were wound up.

This Placement Document includes the following:

a) audited consolidated financial statements of the Company for Fiscal 2021 read along with the notes thereto prepared in accordance with Indian Accounting Standards (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and the report issued thereon (the "**Fiscal 2021 Audited Consolidated Financial Statements**");

b) audited consolidated financial statements of the Company for Fiscal 2022 read along with the notes thereto prepared in accordance with Indian Accounting Standards (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and the report issued thereon (the "**Fiscal 2022 Audited Consolidated Financial Statements**");

c) audited consolidated financial statements of the Company for Fiscal 2023 read along with the notes thereto prepared in accordance with Indian Accounting Standards (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and the report issued thereon (the "**Fiscal 2023 Audited**

Consolidated Financial Statements" and collectively with Fiscal 2021 Audited Consolidated Financial Statements and Fiscal 2022 Audited Consolidated Financial Statements, the "**Audited Financial Statements**"); and

d) unaudited consolidated financial results of the Company with profit and loss statement for the period from April 1, 2023 to December 31, 2023 (including the comparative profit and loss statement for the period from April 1, 2022 to December 31, 2022) and balance sheet as at September 30, 2023 (including the comparative balance sheet as at September 30, 2022), read along with the notes thereto, prepared in accordance with Indian Accounting Standard 34 "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and the SEBI Listing Regulations, and the report issued thereto ("**Unaudited Consolidated Financial Results**" and collectively with Audited Financial Statements, the **"Financial Statements"**).

Fiscal 2021 Audited Consolidated Financial Statements, the Fiscal 2022 Audited Consolidated Financial Statements, the Fiscal 2023 Audited Consolidated Financial Statements and the Unaudited Consolidated Financial Results together with the respective reports issued thereon by our current Statutory Auditors, B S R & Co. LLP, have been included in this Placement Document.

The Audited Financial Statements should be read along with the respective audit reports, and the Unaudited Consolidated Financial Results should be read along with the respective review report. Further, our Unaudited Consolidated Financial Results are not necessarily indicative of results that may be expected for the full financial year or any future reporting period and are not comparable with the annual financials.

Our Company prepares its financial statements in accordance with Ind AS, Companies Act, 2013 and other applicable statutory and/or regulatory requirements. Our Company publishes its financial statements in Indian Rupees. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including IFRS and US GAAP and the reconciliation of the financial information to other accounting principles has not been provided. No attempt has been made to explain those differences or quantify their impact on the financial data included in this Placement Document and investors should consult their own advisors regarding such differences and their impact on our Company's financial data. The degree to which the financial information included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind AS, the Companies Act, 2013 the SEBI ICDR Regulations and practices on the financial disclosures presented in this Placement Document should accordingly be limited. Also see, "***Risk Factors – Significant differences exist between Ind AS which is used to prepare our financial information and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.***" on page 74.

Our financial statements for the financial years ended 2021, 2022 and 2023 and unaudited consolidated financial results of the Company with profit and loss statement for the period from April 1, 2023 to December 31, 2023 (including the comparative profit and loss statement for the period from April 1, 2022 to December 31, 2022) and balance sheet as at September 30, 2023 (including the comparative balance sheet as at September 30, 2022) are prepared, and have been presented in crores in this Placement Document.

Non-GAAP Financial Measures

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, PAT Margin, Net-Debt Equity Ratio and Net worth, have been included in this Placement Document. These may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

INDUSTRY AND MARKET DATA

Information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by government bodies, data from other external sources and knowledge of the markets in which we compete. Unless stated otherwise, the statistical information included in this Placement Document relating to the industry in which we operate has been reproduced from various trade, industry and government publications and websites more particularly described in the section titled "***Industry Overview***" on page 134.

The industry, market and economic data included in this Placement Document has been derived from the report titled '*Assessment of Global and Indian pharmaceuticals industry*' dated March 2024 prepared by CRISIL Research (the **"CRISIL Report"**). Our Company has commissioned and paid for the CRISIL Report pursuant to the engagement letter signed with CRISIL. CRISIL is not related in any manner to our Company, its Subsidiaries, our Promoters, Directors, Key Managerial Personnel and members of Senior Management.

This data in the CRISIL Report is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates. Similarly, while we believe its internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the BRLM can assure Bidders as to their accuracy.

The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "***Risk Factors- Third party data in this Placement Document may be incomplete or unreliable.***" on page 68.

Further, the calculation of certain statistical and/or financial information / ratios specified in the sections titled "***Business***", "***Risk Factors***", "***Management's Discussions and Analysis of Results of Operations and Financial Condition***" and otherwise in this Placement Document may vary from the manner such information is calculated under and for purposes of, and as specified in the CRISIL Report. Data from these sources may also not be comparable. The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Accordingly, investment decisions should not be based solely on such information.

Our Company takes responsibility for accurately reproducing such information but accepts no further responsibility in respect of such information and data. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analysis and estimates, so our Company has relied on internally developed estimates. Similarly, while our Company believes its internal estimates to be reasonable, such estimates have not been verified by an independent source and neither our Company nor the Book Running Lead Manager can assure potential investors as to their accuracy.

Disclaimer of the CRISIL Report

The CRISIL Report is subject to the following disclaimer:

"*CRISIL Market Intelligence & Analytics (CRISIL MI&A), a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Wockhardt Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval.*"

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute "forward-looking statements". Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "can", "could", "estimate", "expect", "intend", "may", "objective", "plan", "potential", "project", "pursue", "shall", "should", "will", "would", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts. These forward-looking statements contained in this Placement Document (whether made by us or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause the actual results, performances and achievements of our Company to be materially different from any of the forward-looking statements include, among others:

1. Failure to adhere to government regulations or maintain regulatory oversight for research, development, and product manufacturing, or if regulatory approvals are amended or revoked, could significantly hinder our ability to develop and produce products. Thus, negatively impacting our business, finances, and operations.

2. Our revenue heavily relies on our biotechnology, NCEs, generics, and international operations. If these segments underperform, or if key agreements are terminated, or if competitors gain market share, our business, financials, and operations could suffer. Therefore, changes in regulations in India or overseas, impacting our international operations or relationships with key customers, particularly in the UK and USA, could also negatively affect us.

3. Our financing agreements mandate obtaining lender consents for actions such as issuing more shares, diluting promoter shareholding, and conducting the Issue, none of which have been secured.

4. Developing new pharmaceutical products is costly, time-consuming, and uncertain. Failure to do so could harm our business prospects. Additionally, our efforts in complex generics, differentiated formulations, and biological products may not yield expected results, impacting our business, finances, and operations.

5. Our loan agreements contain restrictive covenants that may adversely affect our ability to conduct our business.

6. Our pharmaceutical operations rely heavily on approvals, licenses, and registrations, both domestically and internationally. Failure to obtain or maintain these licenses, or changes in regulations leading to expiration or revocation, could significantly impede our business operations and negatively impact our overall performance and financial stability.

7. We may not be able to comply with ongoing regulatory obligations and continued regulatory review even if we receive regulatory approvals for our drug candidates.

8. If our products cause, or are perceived to cause, severe side effects, our revenues and profitability could be adversely affected.

9. Certain manufacturing facilities are either inactive or not fully utilized. Failure to improve capacity utilization could negatively affect our business, plant and machinery assets, and financial health.

10. Our company and subsidiaries are engaged in legal proceedings, and unfavorable outcomes could significantly impact our business, financial health, and operations.

Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under the sections titled "***Risk Factors***", "***Industry Overview***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 42, 134, 187 and 99, respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, any future gains, losses or impact on net income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections. The forward-looking statements contained in this Placement Document are based on the beliefs of the management, as well as the assumptions made by, and information currently available to, the management of our Company. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as on the date of this Placement Document or the respective dates indicated in this Placement Document, and we undertake no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements. In accordance with SEBI and Stock Exchange requirements, our Company and the BRLM will ensure that the eligible equity shareholders are informed of material developments until the time of the grant of listing and trading permissions by the Stock Exchanges.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited liability company incorporated under the laws of India. All our Promoters, Directors, Key Managerial Personnel and members of Senior Management are residents of India and all or a substantial portion of the assets of our Company and such persons are located in India. As a result, it may be difficult or may not be possible for investors outside India to effect service of process upon our Company or such persons in India, or to enforce judgments obtained against such parties outside India predicated upon civil liabilities of our Company or such directors and executive officers under laws other than Indian laws, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908, as amended (the "**Civil Procedure Code**"), on a statutory basis. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. India is not a party to any multilateral international treaty in relation to the recognition or enforcement of foreign judgments. However, Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards (even if such an award is enforceable as a decree or judgement).

Among other jurisdictions, the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore, United Arab Emirates and Hong Kong have been declared by the Government to be reciprocating territories for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India. Further, any judgment or award in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax in accordance with applicable laws. We cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Our Company and the Book Running Lead Manager cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATE INFORMATION

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for or as of the end of the period indicated with respect to the exchange rates between the Rupee and the U.S. dollar (in ₹ per US$), the Pound (in ₹ per GBP), the Euro (in ₹ per EUR), the Swiss Franc (in ₹ per CHF) and the Dirham (in ₹ per AED) for the periods indicated. The exchange rates are based on the reference rates released by the RBI, Financial Benchmark India Private Limited ("**FBIL**") and Currency Converter, which are available on the websites of RBI, FBIL and Currency Converter. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars, Pound, Euro, Dirham and Swiss Franc at any particular rate, the rates stated below, or at all.

1. US$

				(₹ per US$)
	Period end (^)	**Average (1)**	**High (2)**	**Low (3)**
Financial Year:				
2023	82.22	80.39	83.20	75.39
2022	75.81	74.51	76.92	72.48
2021	73.50	74.27	76.81	72.29
Month ended:				
February 29, 2024	82.92	82.96	83.09	82.84
January 31, 2024	83.08	83.12	83.33	82.85
December 31, 2023	83.12	83.28	83.40	83.02
November 30, 2023	83.35	83.30	83.39	83.13
October 31, 2023	83.27	83.24	83.27	83.15
September 30, 2023	83.06	83.05	83.26	82.66

(Source: www.rbi.org.in and www.fbil.org.in, as applicable)

(^) *The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.*

(1) *Average of the official rate for each Working Day of the relevant period.*

(2) *Maximum of the official rate for each Working Day of the relevant period.*

(3) *Minimum of the official rate for each Working Day of the relevant period.*

Notes:

- *If the exchange rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been disclosed. The exchange rates are rounded off to two decimal places.*

2. GBP

				(₹ per GBP)
	Period end (^)	**Average (1)**	**High (2)**	**Low (3)**
Financial Year:				
2023	101.87	96.83	102.23	86.62
2022	99.55	101.78	104.58	99.36
2021	100.95	97.06	102.66	91.95
Month ended:				
February 29, 2024	105.03	104.80	105.63	104.25
January 31, 2024	105.31	105.62	106.10	104.74
December 29, 2023	106.11	105.42	106.61	104.60
November 30, 2023	105.87	103.37	105.92	101.12
October 31, 2023	101.16	101.23	102.56	100.39
September 30, 2023	101.67	103.03	104.64	100.92

(Source: www.rbi.org.in and www.fbil.org.in, as applicable)

(^) *The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.*

(1) *Average of the official rate for each Working Day of the relevant period.*

(2) *Maximum of the official rate for each Working Day of the relevant period.*

(3) *Minimum of the official rate for each Working Day of the relevant period.*

Notes:

- *If the exchange rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been disclosed. The exchange rates are rounded off to two decimal places.*

3. EUR

				(₹ per EUR)
	Period end (^)	Average (1)	High (2)	Low (3)
Financial Year:				
2023	89.61	83.72	90.26	78.34
2022	84.66	86.56	90.51	83.48
2021	86.10	86.67	90.31	81.50
Month ended:				
February 29, 2024	89.86	89.55	90.13	89.06
January 31, 2024	89.88	91.92	89.88	90.77
December 29, 2023	92.00	90.84	92.45	89.74
November 30, 2023	91.48	89.99	91.64	88.04
October 31, 2023	88.32	87.84	88.49	87.07
September 30, 2023	87.94	88.74	89.62	87.34

(Source: www.rbi.org.in and www.fbil.org.in, as applicable)

(^) *The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.*

(1) *Average of the official rate for each Working Day of the relevant period.*

(2) *Maximum of the official rate for each Working Day of the relevant period.*

(3) *Minimum of the official rate for each Working Day of the relevant period.*

Notes:

- *If the exchange rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been disclosed. The exchange rates are rounded off to two decimal places.*

4. AED

				(₹ per AED)
	Period end (^)	Average (1)	High (2)	Low (3)
Financial Year:				
2023	22.38	21.88	22.62	20.54
2022	20.68	20.30	21.00	19.71
2021	19.95	20.22	20.97	19.70
Month ended:	22.58	22.60	22.63	22.56
February 29, 2024	22.65	22.64	22.68	22.56
January 31, 2024	22.66	22.67	22.73	22.57
December 31, 2023	22.70	22.68	22.72	22.63
November 30, 2023	22.69	22.67	22.73	22.60
October 31, 2023	22.65	22.61	22.72	22.39
September 30, 2023	22.38	21.88	22.62	20.54

(Source: https://www.currency-converter.org.uk)

(^) *The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.*

(1) *Average of the official rate for each Working Day of the relevant period.*

(2) *Maximum of the official rate for each Working Day of the relevant period.*

(3) *Minimum of the official rate for each Working Day of the relevant period.*

Notes:

- *If the exchange rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been disclosed. The exchange rates are rounded off to two decimal places.*

5. SWISS FRANC

				(₹ per CHF)
	Period end (^)	Average (1)	High (2)	Low (3)
Financial Year:				
2023	89.82	84.16	90.32	77.20
2022	82.25	81.11	83.40	77.80
2021	77.55	80.46	83.49	77.13
Month ended:				
February 29, 2024	93.73	94.62	96.71	93.65
January 31, 2024	96.39	96.85	98.82	95.62
December 31, 2023	98.97	96.38	98.97	94.80
November 30, 2023	95.32	93.45	95.41	91.92
October 31, 2023	91.51	92.12	93.23	90.36
September 30, 2023	90.85	92.40	93.58	90.40

(Source: https://www.currency-converter.org.uk)

(^) *The price for the period end refers to the price as on the last trading day of the respective fiscal year or quarterly or monthly periods.*

(1) *Average of the official rate for each Working Day of the relevant period.*

(2) *Maximum of the official rate for each Working Day of the relevant period.*

(3) *Minimum of the official rate for each Working Day of the relevant period.*

Notes:

- *If the exchange rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed. The exchange rates are rounded off to two decimal places.*

DEFINITIONS AND ABBREVIATIONS

This Placement Document uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein.

The following list of certain capitalised terms used in this Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalised terms used in this Placement Document shall have the meaning as defined hereunder. Further any references to any agreement, document, statute, rules, guidelines, regulations or policies shall include amendments made thereto, from time to time.

*The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations framed thereunder. Notwithstanding the foregoing, terms used in the sections titled "**Taxation**", "**Industry Overview**", "**Financial Information**" and "**Legal Proceedings"** on pages* 251, 134, 270 *and* 258, *respectively, shall have the meaning given to such terms in such sections.*

General Terms

Term	Description
"Our Company", "the Company", "the Issuer" or "Wockhardt"	Wockhardt Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Wockhardt Research Centre, D-4, MIDC, Chikalthana, Aurangabad 431 006, Maharashtra, India
"We", "Our", or "Us"	Unless the context otherwise indicates or implies, refers to our Company along with the Subsidiaries, on a consolidated basis

Company related terms

Term	Description
Articles or Articles of Association	The Articles of Association of our Company, as amended from time to time
Audit Committee	The Audit Committee constituted by the Board of our Company as disclosed in the section titled "***Board of Directors and Senior Management***" on page 205
Auditors or Statutory Auditors	Statutory auditors of the Company namely, B S R & Co. LLP, Chartered Accountants
Board of Directors or Board	The board of directors of our Company, including any duly constituted committee thereof, as the context may require
Capital Raising Committee	Capital raising committee of the Board of Directors of our Company
Corporate Office	Corporate office of our Company situated at Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India
Corporate Social Responsibility Committee	The Corporate Social Responsibility Committee constituted by the Board of our Company as disclosed in the section titled "***Board of Directors and Senior Management***" on page 205
Director(s)	The directors on the Board of our Company, as may be appointed from time to time
ESOS-2001	Wockhardt employee stock option scheme - 2001
ESOS-2011	Wockhardt employee stock option scheme - 2011
Equity Shares	The equity shares of a face value of ₹5 of the Company
Executive Director(s)	Executive directors of our Company, unless otherwise specified
Financial Statements	Unaudited Consolidated Financial Results, Fiscal 2023 Audited Consolidated Financial Statements, Fiscal 2022 Audited Consolidated Financial Statements and Fiscal 2021 Audited Consolidated Financial Statements
Fiscal 2023 Audited Consolidated Financial Statements	Audited consolidated financial statements for Fiscal 2023, read along with the notes thereto, prepared in accordance with Indian Accounting Standards (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India
Fiscal 2022 Audited Consolidated Financial Statements	Audited consolidated financial statements for Fiscal 2022, read along with the notes thereto, prepared in accordance with Indian Accounting Standards (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India
Fiscal 2021 Audited Consolidated Financial Statements	Audited consolidated financial statements for Fiscal 2021, read along with the notes thereto, prepared in accordance with Indian Accounting Standards (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India

Term	Description
Gross Proceeds	The gross proceeds of the Issue that will be available to our Company
Independent Director(s)	Independent directors of our Company, unless otherwise specified
Key Managerial Personnel(s)/ KMP(s)	The key managerial personnel of our Company in accordance with the provisions of the Companies Act, 2013. For details, please see the section titled "***Board of Directors and Senior Management***" on page 205
Material Subsidiaries	Wockhardt Bio AG, CP Pharmaceuticals Limited, Wockhardt UK Limited, Wockhardt USA LLC, Morton Grove Pharmaceuticals Inc, Wockpharma Ireland Limited and Pinewood Laboratories Limited.
Memorandum or Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee constituted by the Board of our Company as disclosed in the section titled "***Board of Directors and Senior Management***" on page 205
Non-Executive Director(s)	Non-executive directors of our Company, unless otherwise specified
Non-Executive Non-Independent Director(s)	Non-executive and non-independent directors of our Company, unless otherwise specified
Promoters	The Promoters of our Company, being, Habil Fakhruddin Khorakiwala and Humuza Consultants
Promoter Group	The individuals and entities forming part of our promoter group in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered Office	The registered office of the Company situated at Wockhardt Research Centre, D-4, MIDC, Chikalthana, Aurangabad 431 006, Maharashtra, India
Risk Management Committee	The Risk Management Committee constituted by the Board of our Company as disclosed in the section titled "***Board of Directors and Senior Management***" on page 205
Senior Management	The members of the senior management of our Company in accordance with Regulation 2 (1) (bbbb) of the SEBI ICDR Regulations
Shareholders	Shareholders of our Company
Stakeholders Relationship Committee	The Stakeholders Relationship Committee constituted by the Board of our Company as disclosed in the section titled "***Board of Directors and Senior Management***" on page 205
Subsidiaries	Subsidiaries of the Company, being: 1. CP Pharma (Schweiz) AG; 2. CP Pharmaceuticals Limited; 3. MGP Inc; 4. Morton Grove Pharmaceuticals Inc; 5. Pinewood Healthcare Limited; 6. Pinewood Laboratories Limited; 7. The Wallis Laboratory Limited; 8. Wallis Group Limited; 9. Wallis Licensing Limited; 10. Wockhardt Bio (R) LLC; 11. Wockhardt Bio AG; 12. Wockhardt Bio Limited; 13. Wockhardt Bio Pty Ltd; 14. Wockhardt Biologics Limited; 15. Wockhardt Europe Limited; 16. Wockhardt Farmaceutica Do Brazil Ltda; 17. Wockhardt Farmaceutica SA DE CV; 18. Wockhardt France (Holdings) S.A.S; 19. Wockhardt Holding Corp.; 20. Wockhardt Infrastructure Development Limited; 21. Wockhardt Medicines Limited; 22. Wockhardt Nigeria Limited; 23. Wockhardt Services SA DE CV; 24. Wockhardt UK Holdings Limited; 25. Wockhardt UK Limited; 26. Wockhardt USA LLC; 27. Wockpharma Ireland Limited; and 28. Z & Z Services GmbH. The term "Subsidiary" shall be construed accordingly.

Term	Description
Unaudited Consolidated Financial Results	Unaudited consolidated financial results of the Company with profit and loss statement for the period from April 1, 2023 to December 31, 2023 (including the comparative profit and loss statement for the period from April 1, 2022 to December 31, 2022) and balance sheet as at September 30, 2023 (including the comparative balance sheet as at September 30, 2022), prepared in accordance with Indian Accounting Standard 34 "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and the SEBI Listing Regulations.

Issue related terms

Term	Description
Allocated or Allocation	The allocation of Equity Shares, by our Company in consultation with the BRLM, following the determination of the Issue Price to Eligible QIBs on the basis of the Application Forms submitted by them, in consultation with the BRLM and in compliance with Chapter VI of the SEBI ICDR Regulations
Allot/ Allotment/ Allotted	Allotment and issue of Equity Shares pursuant to the Issue
Allottees	Eligible QIBs to whom Equity Shares are issued pursuant to the Issue
Application Amount	With respect to a Bidder shall mean the aggregate amount paid by such Bidder at the time of submitting a Bid in the Issue
Application Form(s)	Form (including any revisions thereof) which was submitted by the Eligible QIBs for registering a Bid in the Issue
Bid Amount	The amount determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by a Bidder and payable by the Bidder in the Issue on submission of the Application Form
Bid(s)	Indication of an Eligible QIB's interest, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term "Bidding" shall be construed accordingly
Bidder	Any prospective investor, being an Eligible QIB, who made a Bid pursuant to the terms of the Preliminary Placement Document and the Application Form
Book Running Lead Manager or BRLM or Placement Agent	DAM Capital Advisors Limited
CAN / Confirmation of Allocation Note	Note, advice or intimation confirming Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about March 26, 2024
Designated Date	The date on which the Equity Shares issued pursuant to the Issue, are listed on the Stock Exchanges pursuant to receipt of the final listing and trading approvals for the Equity Shares from the Stock Exchanges or the date on which Form PAS-3 is filed by our Company with the RoC, whichever is later
Eligible FPIs	FPIs that were eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible QIBs	QIBs, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations that were eligible to participate in the Issue and which were not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations and were not restricted from participating in the Issue under the applicable laws. Further, FVCIs were not permitted to participate in the Issue
Escrow Account	Special non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, to be opened in the name and style "*Wockhardt Limited - Escrow Account QIP 2024"* with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Application Amount was paid by the Bidders in connection with the subscription to the Equity Shares pursuant to the Issue was deposited
Escrow Agreement	Agreement dated March 19, 2024, entered into by and amongst our Company, the Escrow Bank and the Book Running Lead Manager for collection of the Application Amounts and remitting refunds, if any, of the amounts collected, to the Bidders
Escrow Bank	Bank of Baroda
Floor Price	Floor price of ₹ 544.02 for each Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company offered a discount of ₹ 27.02 per Equity Share, equivalent to 4.97% on the Floor Price in accordance with the approval of our Board dated May 26, 2023 and the Shareholders on August 14, 2023, and in terms of Regulation 176(1) of the SEBI ICDR Regulations

Term	Description
Fraudulent Borrower(s)	An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
Industry Service Provider / CRISIL Research	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited
Issue	Offer and issuance of the Equity Shares to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder
Issue Closing Date	March 26, 2024, the date after which our Company (or Book Running Lead Manager on behalf of our Company) ceased to accept Application Forms and the Application Amount
Issue Opening Date	March 20, 2024, the date on which our Company (or the Book Running Lead Manager on behalf of our Company) commenced acceptance of the Application Forms and the Application Amount
Issue Period	Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which Eligible QIBs could submit their Bids along with the Application Amount
Issue Price	A price per Equity Share of ₹ 517.00
Issue Size	The issue of 92,85,163 Equity Shares aggregating to ₹ 480,04,29,271
Monitoring Agency / CRISIL	CRISIL Ratings Limited, being a credit rating agency registered with SEBI
Monitoring Agency Agreement	Monitoring agency agreement dated March 20, 2024, entered into between our Company and CRISIL
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue
Placement Agreement	Placement agreement dated March 20, 2024 by and among our Company and the Book Running Lead Manager
Placement Document	This placement document dated March 26, 2024 issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013 and the rules prescribed thereunder
Preliminary Placement Document	The Preliminary Placement Document dated March 20, 2024 issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013 and the rules prescribed thereunder
QIBs or Qualified Institutional Buyers	Qualified institutional buyers, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement under Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 read with applicable rules
Regulation S	Regulation S under the U.S. Securities Act
Refund Amount	The aggregate amount to be returned, if any, to the Bidders who have not been Allocated Equity Shares for all, or part, of the Application Amount submitted by such Bidder pursuant to the Issue
Refund Intimation	The intimation from the Company to relevant Bidders confirming refund of the Refund Amount, if any, to their respective bank accounts
Relevant Date	March 20, 2024, which is the date of the meeting in which our Board decided to open the Issue
Stock Exchanges	NSE and BSE
Successful Bidders	The Bidders who Bid at or above the Issue Price, duly paid the Application Amount with the Application Form and who are Allocated Equity Shares pursuant to the Issue
U.S. / United States	The United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India

Business and industry related terms

Term	Description
AMR	Antimicrobial Resistance
ANDA	Abbreviated New Drug Application
API	Active Pharmaceutical Ingredient

CDMO	Contract Development and Manufacturing Organization
CDSCO	Central Drugs Standard Control Organisation (India)
CGMP	Current Good Manufacturing Practice
CNS	Central Nervous System
DMF	Drug Master Files
DMPK	Drug Metabolism and Pharmacokinetics
EMEA/EMA	European Medicines Agency
GMP	Good Manufacturing Practice
MHRA	Medicines and Healthcare Products Regulatory Agency
MRSA	Methicillin-Resistant Staphylococcus Aureus
NCE	New Chemical Entity
NDDS	Novel/New Drug Delivery System
QIDP	Qualified Infectious Disease Product
USFDA	United States Food and Drug Administration
WCK 4873	Company identity code assigned to the molecule "Nafithromycin"
WCK 771	Company identity code assigned to the brand name "Emrok"
WCK 2349	Company identity code assigned to the brand name "Emrok O"

Conventional and general terms

Term	Description
₹, Rs., INR, Rupees	Indian Rupees
AGM	Annual General Meeting
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compound annual growth rate
Calendar Year	Year ending on December 31
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Civil Procedure Code	The Code of Civil Procedure, 1908
Companies Act	The Companies Act, 2013 and applicable provisions of the Companies Act, 1956
Companies Act, 1956	The Companies Act, 1956 along with the relevant rules made thereunder
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made and clarifications issued thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
Cr.PC	The Code of Criminal Procedure, 1973
DCA	Drugs and Cosmetics Act, 1940, as amended
Depositories	CDSL and NSDL
Depositories Act	The Depositories Act, 1996, as amended
Depository Participant or DP	A depository participant as defined under the Depositories Act
DIN	Director identification number
DP ID Number	Depository participant identification number
DPIIT	Department for Promotion of Industry and Internal Trade
DPCO	Drugs (Price Control) Order, 2013
EGM	Extraordinary general meeting
EU	European Union
EBITDA	Earnings before interest, taxes, depreciation and amortisation
FDI	Foreign Direct Investment
FDI Policy	Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade (formerly called the Department of Industrial Policy and Promotion) bearing file number 5(2)/2020-FDI Policy dated and with effect from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, together with rules and regulations issued thereunder
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
FIR	First information report

Term	Description
Financial Year or Fiscal	The period of 12 months ended March 31 of that particular year, unless otherwise stated
Form PAS-4	Form PAS-4 as prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investor, as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, registered with SEBI
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
General Meeting	AGM or EGM
GoI or Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
HNI	High Net-worth Individual
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income-tax Act/I.T. Act	Income Tax Act, 1961
Ind AS	Indian accounting standards, as per the roadmap issued by the Ministry of Corporate Affairs, Government of India, notified by the MCA under section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015, as amended
Indian GAAP	Indian Generally Accepted Accounting Principles (GAAP) as notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International Securities Identification Number
MAT	Minimum alternate tax
MCA	Ministry of Corporate Affairs, GoI
MoEF	Ministry of Finance, GoI
MoU	Memorandum of Understanding
Mutual Funds	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NEFT	National Electronic Fund Transfer
Net-Debt to Equity Ratio	Total borrowings less cash and cash equivalents, other Bank balance and, divided by total equity
Net Worth	The aggregate value of the equity share capital, other equity and non-controlling interests
Non-Resident Indian or NRI	An individual resident outside India who is citizen of India
Non-Resident or NR	A person resident outside India, as defined under the FEMA
NPPA	National Pharmaceutical Pricing Authority, Government of India
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
P.A. or p.a.	Per annum
PAN	Permanent Account Number allotted under the I.T. Act
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended
PAT	Profit after tax
PAT Margin	Net profit/ (loss) after tax divided by revenue from operations
RBI	Reserve Bank of India
RoC or Registrar	Registrar of Companies, Maharashtra at Mumbai
SCR (SECC) Regulations	The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations), Regulations, 2018, as amended
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The Securities and Exchange Board of India established under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended

Term	Description
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Mutual Fund Regulations	The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCF	Venture capital fund

SUMMARY OF BUSINESS

We are among the key research-based global pharmaceutical companies based in India in terms of R&D spends as a percentage of revenue (*CRISIL Report*). We are engaged in the research and development, manufacture and distribution of pure and branded generics, vaccines, biosimilars, active pharmaceutical ingredients ("**APIs**"), as well as new chemical entity ("**NCE**") antibiotics targeting antimicrobial resistance ("**AMR**").

We have three key revenue streams, namely, biotechnology, NCEs and generics. Set out below are the details of our key revenue streams, along with their contribution to our revenue from operations, for the last three financial years and nine months ended December 31, 2023 and December 31, 2022:

Category	For the year ended March 31,						For the nine months period ended			
	2021		2022		2023		December 31, 2022		December 31, 2023	
	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations
Biotechnology	334	12.3	424	13.1	402	15.2	272	13.8	313	14.9
NCEs	13	0.5	30	0.9	30	1.1	23	1.2	24	1.2
Generics and Others*	2,361	87.2	2,776	86	2,219	84	1,678	85	1,760	84
Total	**2,708**	**100**	**3,230**	**100**	**2,651**	**100.00**	**1,973**	**100**	**2,098**	**100**

* *Includes vaccines.*

We have a global footprint with operations spread across approximately 45 countries as of December 31, 2023. For details of our revenues from India and international markets, please see "*Diversified product portfolio across multiple therapeutic segments with a global footprint*" on page 189.

We are also in the business of vaccine manufacturing and supply, supported by our long term supply arrangement with a global vaccine company. We also have long term arrangements with leading pharmaceutical companies for WCK 4873, Emrok and Emrok O and Methycobal in China, Russia and India, respectively.

We manufacture and distribute pharmaceutical products across acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology, as well as different drug delivery forms, including solids, injectables, biotechnology, liquids, nasal sprays and complex technologies.

We are focused on deepening our market share in chronic therapies, which typically involve medicines being prescribed over an extended period of time as opposed to once or for a limited period of time. Chronic therapeutic areas accounted for 46%, 39%, 47%, 45% and 47% of our total revenue from continuing operations for Fiscal 2021, 2022, 2023, and the nine-months period ended December 31, 2022 and December 31, 2023, respectively, as compared to acute therapeutic areas, which accounted for 49%, 51%, 47%, 49% and 45% respectively, of our revenue from operations during the same periods. For further details of our revenue from our various therapeutic areas, please see "*Our Products*" on page 193.

For Fiscal 2021, 2022, 2023, and the nine-months periods ended December 31, 2022 and December 31, 2023, biotechnology contributed 12.3%, 13.1%, 15.2%, 13.8% and 14.9% to our revenue from operations.

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31,2023. We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023.

We have more than 25 years of experience in novel antibiotics research leading to end-to-end discovery and development capabilities. We launched two NCEs in India in June 2020, namely the Emrok and Emrok O antibiotics, against the treatment of acute bacterial skin and skin structure infections; including methicillin-resistant staphylococcus aureus ("**MRSA**") infections, which are a leading cause of AMR. Additionally, six of our anti-bacterial NCEs, namely, WCK 5222, WCK 4282, WCK 4873, WCK 771, WCK 2349 and WCK 6777 have been granted the qualified infectious disease product ("**QIDP**") status by the US FDA, which provides for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity (*CRISIL Report*). Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market.

We have received US FDA approvals for 59 abbreviated new drug applications and 37 are pending approval ("**ANDAs**") as of December 31, 2023. For the years ended March 31, 2021, 2022, 2023 and the nine- months period ended December 31, 2022 and December 31, 2023, we invested ₹265 crores, ₹301 crores, ₹273 crores, ₹215 crores and ₹197 crores which contributed to 9%, 9%, 10%, 10% and 9%, respectively, of the total income towards research and development.

We have also made significant investments in our manufacturing infrastructure to support the production of various products in our portfolio and regularly update and upgrade our facilities in line with regulatory requirements and in order to continue to drive efficiencies and quality in our business. As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates. Our Wockhardt Biotech Park in Aurangabad, India has dedicated units for manufacturing APIs, biosimilars, recombinant formulations and our diabetes portfolio. Our fully automated lyophilisation unit in Aurangabad is able to produce lyophilized injection dosage forms that are used to improve the bioavailability, stability, solubility and patient compliance.

Key Performance Indicators

Set forth below are our key performance indicators for the periods indicated:

(₹ in crores, unless otherwise stated)

Particulars	March 31, 2021**	March 31, 2022	March 31, 2023	Nine months period ended December 31, 2022*	Nine months period ended December 31, 2023*
Revenue from operations	2,708	3,230	2,651	1,973	2,098
EBITDA	69	318	223	188	171
Profit/ (Loss) for the year after tax (“**PAT**”)	(297)	(279)	(621)	(384)	(295)
PAT Margin (%)	(11%)	(9%)	(23%)	(19%)	(14%)

* *Not annualised.*

*** From continuing operations*

(₹ in crores, unless otherwise stated)

Particulars	March 31, 2021	March 31, 2022	March 31, 2023	Six months period ended September 30, 2022*	Six months period ended September 30, 2023*
Total equity	3,759	4,202	3,662	3,837	3,432
Total borrowings	2,332	1,862	1,887	1,856	2,003
Cash and cash equivalents and other bank balances	292	406	124	221	84
Net-Debt Equity Ratio	0.54	0.35	0.48	0.43	0.56

* *Not annualised.*

For a reconciliation of EBITDA, PAT Margin and Net-Debt Equity ratio, please see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Reconciliation of Non-GAAP measures*” on page 118.

Competitive Strengths

Products in therapeutic areas that are growing quickly in India and internationally

The global pharmaceuticals market has logged a CAGR of ~4% from ~$1,200 billion in 2018 to ~$1,494 billion in 2023 *(CRISIL Report).* After clocking strong growth in 2021 and 2022 on account of pent-up demand, the market is estimated to have moderated in 2023 *(CRISIL Report).* However, it is expected to sustain 5-5.5% CAGR over the next five years from 2023 to 2028 to reach ~$1,900 to $1,950 billion by 2028 *(CRISIL Report).* We manufacture and distribute pharmaceutical products across various acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology and have a portfolio of NCE antibiotics that target AMR. Chronic therapies accounted for 46%, 39%, 47%, 45% and 47%, and anti-infectives accounted for 13%, 10%, 11%, 11% and 10%, respectively, of our revenue from operations for the Fiscals 2021, 2022, 2023 and the nine-months period ended December 31, 2022 and December 31, 2023.

Diabetes is a key chronic target market for us due to the increasing prevalence of chronic diseases globally (*CRISIL Report*). An increase in sedentary lifestyle has heightened the risk of chronic diseases, which is also raising healthcare spending. This is evident primarily in fast-growing economies (*CRISIL Report*). The growth in the biosimilars space is expected to continue in the coming few years. In the anti-diabetic therapy area insulin glargine and insulin lispro are some of the notable and some of the first biosimilars to be launched in the global market (*CRISIL Report*). Global biopharmaceutical drugs worth approximately USD 80 billion to USD 100 billion are going off patent over the next five years globally (*CRISIL Report*), which presents a great opportunity to launch biosimilars in regulated markets for us. As on December 31, 2023, our diabetes biosimilars, human insulin and insulin glargine are registered in more than 24 emerging markets, with ongoing registrations in

7 countries. Our diabetes biosimilars have direct presence in around 10 emerging markets including India. Our biosimilars portfolio consists of human insulin and insulin glargine which have been commercialised, as well as new insulin analogs (insulin aspart and insulin lispro) and GLP1 agonists (liraglutide), which are currently under development. This positions us well to harness the growing medical needs in this sector.

In India, the overall anti-infective therapy formulations market, estimated at ₹ ~229 billion as of fiscal 2023, is expected to grow at 7.5-9.5% CAGR from Fiscal 2023 to Fiscal 2028 (*CRISIL Report*). Anti-infectives, valued at ~$80-85 billion as of 2023, are expected to grow at a 3.0-3.5% CAGR between 2023 and 2028, supported by increased generic drug penetration, increased R&D on multi-drug resistant micro-organisms, but the low cost to benefit ratio will keep value growth limited. Overall, anti-infective therapy value in generic formulations is expected to reach $100-105 billion by 2028 (*CRISIL Report*). Our antibiotic drug discovery portfolio includes our anti-bacterial NCEs, namely WCK 4282, WCK 5222, WCK 6777, Emrok, Emrok O and Nafithromycin (WCK 4873), which are currently in various stages of development and testing.

Our Subsidiary, Wockhardt Bio AG, has entered into a supply and collaboration agreement in 2022, with a global vaccine company for a term of 15 years, to undertake fill and finish services for vaccines in the United Kingdom. This is a collaboration for multiple vaccines and the profit sharing arrangement of 51:49, is in favour of Wockhardt Bio AG. Further, Wockhardt Bio AG has reserved capacity of 150 million doses per annum for such collaboration. Under the terms of the collaboration agreement, the global vaccine company is required to supply the drug substance for the vaccines for fill and finish at the Company's facility in Wrexham, North Wales, UK, owned and controlled by our Subsidiary, CP Pharmaceuticals Limited.

Demand for our products and the launch of new pharmaceutical and biotechnology products has also been driven by a number of demographic and macroeconomic factors, such as changes in lifestyles which have led to more chronic diseases, in particular diabetes, cancer and cardiovascular diseases, increased uptake of medicines due to increased per capita income and awareness, the spread and availability of health insurance and population growth. These factors are expected to drive growth in the pharmaceutical industry in India *(CRISIL Report).*

Diversified product portfolio across multiple therapeutic segments with global footprint

We currently manufacture and distribute pharmaceutical products across various acute therapeutic areas, including pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, including diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology, as well as different drug delivery forms, including solids, injectables, biotechnology, liquids, nasal sprays and complex technologies. Our large diversified product portfolio, which covers various therapies and geographies, helps us to realize sales and distribution synergies, as well as help reduce the risks associated with dependence on any particular product or country. Our capabilities also spread across various segments such as branded generics, over the counter drugs, hospitals, antibiotic drug discovery, biotechnology, and pharmaceutical generics.

We have a global footprint across approximately 45 countries as of December 31, 2023, with operations in USA, Europe, UK, Ireland, India, ROW and CIS regions. The following table sets forth a breakdown of our sales in India and international markets, also expressed as a percentage of our revenue from continuing operations, for Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023:

Particulars	**For the year ended March 31,**						**For the nine-months period ended**			
	2021		**2022**		**2023**		**December 31, 2022**		**December 31, 2023**	
	In crores	**%**	**In crores**	**%**	**In crores**	**%**	**In crores**	**%**	**In crores**	**%**
Markets										
United States of America	444	16	342	11	303	11	253	13	132	6
Europe	1,281	47	1,615	50	1,184	45	855	43	1,081	52
United Kingdom	1,013	37	1,342	42	887	33	645	33	773	37
Ireland	145	5	153	5	158	6	115	6	134	6
Others	123	5	120	4	138	5	95	5	174	8
RoW and CIS region	557	21	612	19	555	21	382	19	441	21
International Business	**2,282**	**84**	**2,569**	**80**	**2,042**	**77**	**1,490**	**76**	**1,653**	**79**
India	**426**	**16**	**661**	**20**	**609**	**23**	**483**	**24**	**445**	**21**
Total	**2,708**	**100**	**3,230**	**100**	**2,651**	**100**	**1,973**	**100**	**2,098**	**100**

As part of our global operations, we have entered into various arrangements with foreign partners. For example, under our retail generics business, we have entered into an agreement with Poundland Limited, a variety store chain in the United Kingdom, in relation to the supply of our Ibuprofen tablets. Similarly, under our hospital generics business, pursuant to a supply contract with the National Health Service ("**NHS**"), we supply generic medicines and injectable products to wholesalers. Our Subsidiaries, CP Pharmaceuticals Limited and Wockhardt UK Limited combined have a headcount of over 390 on roll employees as on December 31, 2023.

In the United States of America, we have a broad portfolio of ANDAs for our international generics business and have received US FDA approvals for 59 ANDAs with 37 ANDAs pending; and over 674 marketing authorizations worldwide as of December 31, 2023. Our filings in the United States of America focus on injectables and value-added generics, such as novel drug delivery systems.

Integrated research and development capabilities that facilitate the drug development process.

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. Our research and development programme is primarily focused on the areas of pharmaceutical research and biotechnology, as well as novel drug delivery systems and new drug discovery. Our research and development program is also focused on genomics research. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31, 2023. Our sales of Emrok and Emrok O, which are patent-protected products, accounted for 0.5%, 0.9%, 1.1%, 1.2% and 1.2% each of our revenue from operations for Fiscals 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023.

We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023, which is indicative of our integrated research and development capabilities.

With more than 25 years in the industry, our focused commitment to novel antibiotic research has lead to end-to-end discovery and development capabilities. Our research and development activities primarily include developing new products, improving existing products, improving and innovating drug delivery systems and expanding product applications. We have invested significantly to augment our research and development capabilities specifically around major therapies (including antibiotics and diabetes), as well as injectables. Our research and development activities include the development of various dosage forms (such as injectables, oral solids, oral liquids, nasal sprays and topical products) and is supported by strong dedicated teams for analytics, documentation and intellectual property rights. We have incurred ₹ 265 crores, ₹ 301 crores, ₹ 273 crores, ₹215 crores and ₹ 197 crores in Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023 towards research and development, which contributed to 9%, 9%, 10%, 10% and 9% of the total income.

Further, six of our programs have been granted the QIDP status by the US FDA which provided for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity in the United States (*CRISIL Report*). We also have API development team focused on developing and filing our Drug Master Files ("**DMFs**") with the US FDA and regulators in other markets.

Accredited manufacturing facilities with a research and development-focused approach

We have made substantial investments in our manufacturing infrastructure to support our product portfolio needs. As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates, all of which have been built to comply with US FDA, UK MHRA and EMEA standards, as applicable. Our Wockhardt Biotech Park in Aurangabad, India has dedicated manufacturing units for APIs, biosimilars, our diabetes portfolio as well as recombinant formulations. Our fully automated lyophilisation unit in Aurangabad is able to produce lyophilized injection dosage forms that are used to improve the bioavailability, stability, solubility and patient compliance.

We have invested in the technology at our manufacturing facilitates with the aim of ensuring compliance with regulatory requirements in India, the United States of America, United Kingdom and Europe and all other countries where we market our products; and intend to continue to invest and upgrade our facilities as our business grows and technologies evolve. Our manufacturing facilities in Waluj, Shendra, Bhimpore, Kadaiya and Ankleshwar are compliant with GMP manufacturing standards across multiple jurisdictions. We also maintain a UK-MHRA approved manufacturing facility in Wrexham, Wales.

We believe that our in-house manufacturing capabilities, which adopt uniform manufacturing standards to achieve standardized product quality, provide us with a competitive advantage by helping us maintain quality control, mitigate the demand-supply fluctuations that routinely affect generics markets and ensure consistency and reliability of supply. In December 2021, our Company was selected under the pharmaceuticals category of the Production Linked Incentive ("**PLI**") Scheme of the Government of India and will be granted incentives amounting to a maximum of ₹ 250 crores towards strengthening our manufacturing capabilities. We continue to improve and assess our research and development programmes to increase efficiency and enhance economies of scale in order to further reduce costs.

We are led by a qualified and experienced management team.

We are led by a qualified and experienced management team with the vision and expertise to help manage and grow our business. In particular, our management team is led by our Founder and Executive Chairman, Habil Fakhruddin Khorakiwala, through whose leadership we have established ourselves as a key research-based global pharmaceutical companies based in India. He has served as the president of the Federation of Indian Chambers of Commerce and Industry ("**FICCI**") and as president of the Indian Pharmaceutical Alliance. He was also the chairman of the board of governors at the Centre for Organisation Development in Hyderabad and the chancellor of the Jamia Hamdard University, New Delhi. We also have a qualified strong senior management team that has significant experience in all aspects of our business. Our Managing Director, Murtaza Habil Khorakiwala was the president of the International Chamber of Commerce, India and our Whole-time Director, Huzaifa Habil Khorakiwala is the founder of the World Peacekeepers Movement. We have also been able to attract and retain senior management from top tier organizations. For instance, our Independent Director, Davinder Singh Brar has served as director of the Reserve Bank of India and is currently the chairman of Aragen Life Sciences Private Limited. Our Independent Director, Akhilesh Krishna Gupta was the chairman of Blackstone India. Over the past year, our management and operations in our domestic and international businesses have been spearheaded by a renewed form of leadership, with senior and experienced executives joining our Company. We believe that the knowledge and experience of our senior management in healthcare and business provides us with a strong platform as we seek to expand our business in existing markets and into new markets.

Strategies

Continue to focus our business on the chronic market segment and expand into new chronic therapies.

Chronic therapies are a growing focus of our business, accounting for 46%, 39%, 47%, 45% and 47% of our revenue from operations in Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, respectively. In particular, we target areas that have recently seen increased demand for chronic therapies, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology. In particular, we target areas that have recently seen increased demand for chronic therapies, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology. The treatments for these diseases typically involve medicines being prescribed over an extended period of time as opposed to once or for a limited period of time. Further, an increase in sedentary lifestyle has heightened the risk of chronic diseases, which is also raising healthcare spending (*CRISIL Report*). We intend to grow our presence in chronic therapeutic areas by expanding our current product portfolio in a targeted manner. Diabetes is a key chronic target market for us due to the increasing prevalence of diabetes globally. Additionally, based on our presence, we intend to expand into new chronic therapeutic areas. Oncology is the largest therapy under the global formulations outsourcing segment (*CRISIL Report*). With the increased prevalence of cancer across the globe, the share of oncology is estimated to be ~$7.3 billion in 2023 (*CRISIL Report*). Oncology is followed by central nervous system ("**CNS**")-related therapy and cardiology at ~$2.8 billion and $~2.2 billion, respectively (*CRISIL Report*). In 2023, oncology had 22% share of the overall revenue of the global formulations outsourcing market, followed by CNS-related therapies and cardiology at 9% and 7%, respectively (*CRISIL Report*).

Focus on developing novel antibiotics designed to be effective against serious and life-threatening infections caused by multi-drug resistant bacteria.

We are developing antibiotic treatments designed to be effective against the most common and serious life-threatening infections, including resistant strains such as MRSA, a leading cause of AMR. According to WHO Global Antimicrobial Resistance and Use Surveillance System (GLASS) Report 2022, AMR is among the top 10 global health threats. Recent studies position AMR as one of the leading causes of death worldwide, with the highest mortality in low resource settings (*CRISIL Report*). We launched two NCEs in India in June 2020, namely the Emrok and Emrok O antibiotics, against the treatment of acute bacterial skin and skin structure infections such as, among others, MRSA, methicillin-susceptible staphylococcus aureus, quinolone-resistant staphylococcus aureus, quinolone-susceptible staphylococcus aureus, streptococcus pyogenes, enterococcus faecalis, streptococcus dysgalactiae and streptococcus agalactiae. We also have four NCEs, namely WCK 4282, WCK 5222, WCK 6777, and Nafithromycin (WCK 4873), which are currently in various stages of development. Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market.

We have also entered into agreements with notable partners similarly engaged in the research and development of novel antibiotics against resistant infections. For instance, our Subsidiary, Wockhardt Bio AG, entered into a development, license and supply agreement with a leading pharmaceutical company in China, to develop WCK 4873, which is currently under development. Wockhardt Bio AG has also entered into a development, license and supply agreement with a Russian pharmaceutical company, to develop and market Emrok and Emrok O dosage forms in the Russian Federation.

Set forth below is a snapshot of our novel antibiotics which are currently in pipeline:

Novel Antibiotics pipeline encompassing all the Resistant Organisms

	Gram Negative Portfolio				Gram Positive Portfolio	
	WCK 5222		WCK 4282	WCK 6777	Emrok / Emrok O	Nafithromycin
Status	Global *Phase III* ongoing	Meropenem resistant pathogen study (India)	*Phase III* ready	*Phase I* In collaboration with NIH (US)	Launched in India; Filed in Emerging Markets	*Phase III* completion in India
Potential Indication	cUTI, HABP / VABP (Global) + Carbapenem Resistant infections (India)		cUTI HABP / VABP	cUTI	ABSSSI	CABP / RTI
Target Market	Global		Global	Global	Emerging Market	Emerging Market
Positioning	Destination therapy for difficult-to-treat Gram-ve Klebsiella, Acinetobacter and Pseudomonas		Empiric-use; Carbapenem-sparing Gram-ve	Out-patient therapy for MDR Gram -ve	MDR Gram+ve Anti-MRSA	Macrolide-resistant Respiratory Pathogens, Quinolone-Sparing

HABP: Hospital Acquired Bacterial Pneumonia; VABP: Ventilator Acquired Bacterial Pneumonia cUTI : Complicated urinary tract infections; CABP: Community-acquired bacterial pneumonia ; RTI: Respiratory Tract Infection; ABSSSI: Acute bacterial skin and skin structure infections; MDR: Multidrug resistance ; Gram –ve: Gram Negative ; Gram +ve: Gram Positive

Continue to invest in manufacturing and related technological capabilities to meet future demand.

As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates.

We aim to continue investing in manufacturing technologies to build new capabilities to support our current vaccine manufacturing capacity as well as increase the production of our future portfolio of products, primarily in chronic therapeutic areas. For example, we commenced our business for contract manufacturing of vaccines in 2020, and have entered into a long term supply arrangement with a global vaccine company, which provides for a stable visibility of revenue. We will continue to invest in innovative technologies to enhance and grow our manufacturing capabilities.

We will continue to expand and upgrade our manufacturing capabilities to augment our product portfolio.

We expect that our expanded manufacturing capabilities will help us further penetrate our existing markets as well as expand into new markets.

Increase current geographic market presence and enter new markets.

As on December 31, 2023, we had approximately 4,150 employees, including approximately 3,100 employees on the payroll of our Company globally and approximately 1,050 contract employees working off roll with us across locations, either through third party contractors or on consultancy basis. Over 20% of our employees on the payroll of our Company are based outside India. We intend to maintain our strategic emphasis on India, the United States of America, the United Kingdom and Europe, while continuing to pursue growth opportunities in emerging markets and other countries. We plan to grow our business in India, the United States of America, the United Kingdom and Europe by maintaining an appropriate product mix in our portfolio with products which we consider will improve our profitability as well as utilise our capacities more efficiently. Particularly, we intend to expand our antibiotics and diabetes biosimilars portfolio in the United States of America, Europe and in emerging markets. We plan to expand our presence in these markets by increasing our portfolio of product registrations and by increasing our customer and distributor base through marketing arrangements with local distributors and pharmaceutical companies. As on December 31, 2023, our diabetes biosimilars, human insulin and insulin glargine are registered in more than 24 emerging markets, with ongoing registrations in 7 countries. Our diabetes biosimilars have direct presence in around 10 emerging markets including India. Our biosimilars portfolio consists of human insulin and insulin glargine which have been commercialised, as well as new insulin analogs (insulin aspart and insulin lispro) and GLP1 agonists (liraglutide), which are currently under development. This positions us well to harness the growing medical needs in this sector. Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market. As we are able to leverage our product portfolio for markets in India, the United States of America, the United Kingdom and Europe across several other markets, we expect to be able to continue to introduce products to these additional markets. To expand our reach to new markets, we are constantly looking for new business partnerships for growth. We will continue to evaluate new product opportunities leveraging the local market knowledge of our partners and initiate the development of products focused on such local market if we identify viable market opportunities and demand.

Continued focus on cost management

We aim to maintain our cost management focus through our in-house integrated manufacturing capabilities, across our business to deliver growth as well as to achieve economies of scale. In addition, we aim to achieve supply chain efficiencies through lifecycle management of products, including in-house research and development and manufacture processes. In particular, our quality assurance and quality control team will continue to support the lifecycle management of our products to improve manufacturing efficiencies, such as by shifting manufacturing lines and our internal project team will continue to seek to ensure timely execution of projects in a cost-efficient manner. Realizing these efficiencies will also support our ability to make regulatory filings promptly and consistently. In addition, our products benefit from our ability to integrate backwards to manufacture our own APIs, providing us with security and cost advantages in our supply chain. We intend to leverage the backward integration for our APIs in order to gain greater market competitiveness. We also intend to continue to manage our supply chain costs through optimal inventory levels, economic orders and other measures.

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including the sections titled "***Risk Factors***", "***Use of Proceeds***", "***Placement***", "***Issue Procedure***" and "***Description of the Equity Shares***" on pages 42, 79, 235, 222 and 248, respectively.

Issuer	Wockhardt Limited.
Face Value	₹ 5 per Equity Share.
Issue Size	Issue of 92,85,163 Equity Shares at a price of ₹ 517 per Equity Share (including premium of ₹ 512 per Equity Share), aggregating to ₹ 480.04 crores*. A minimum of 10% of the Issue Size i.e. at least 9,28,517 Equity Shares, was made available for Allocation to Mutual Funds only and the balance 83,56,646 Equity Shares were made available for Allocation to all QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation to Mutual Funds, such undersubscribed portion or part thereof would have been Allotted to other Eligible QIBs. **Subject to allotment of Equity Shares pursuant to the Issue*
Date of Board Resolution	May 26, 2023.
Date of Shareholders' Resolution	August 14, 2023.
Face Value	₹ 5 per Equity Share of the Company.
Floor Price	₹ 544.02 per Equity Share. The Floor Price for the Issue has been calculated in accordance with Regulation 176 of Chapter VI of the SEBI ICDR Regulations. Our Company offered a discount of ₹ 27.02 per Equity Share equivalent to 4.97% on the Floor Price in accordance with the approval of our Board dated May 26, 2023, and the shareholders of our Company accorded through their special resolution passed on August 14, 2023 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Issue Price	₹ 517 per Equity Share of the Company (including a premium of ₹ 512 per Equity Share).
Eligible Investors	Eligible QIBs, to whom the Preliminary Placement Document and the Application Form were and this Placement Document will be delivered and who were not excluded pursuant to Regulation 179 of the SEBI ICDR Regulations or who were eligible to bid and participate in the Issue. For further details, please see the sections titled "***Issue Procedure – Eligible Qualified Institutional Buyers***" and "***Selling Restrictions***" on pages 226 and 237, respectively. The list of Eligible QIBs to whom the Preliminary Placement Document and the Application Form were and this Placement Document will be delivered shall be determined by the BRLM in consultation with the Company, at their sole discretion.
Equity Shares issued, subscribed, paid-up and outstanding immediately prior to the Issue	14,41,15,773 Equity Shares of face value of ₹ 5 each, being fully paid-up.
Issued, subscribed and paid-up Equity Share capital prior to the Issue	₹ 72,05,78,865.
Equity Shares issued and outstanding immediately after the Issue	15,34,00,936 Equity Shares of face value of ₹ 5 each, being fully paid-up.

Issue Procedure	The Issue was made only to Eligible QIBs in reliance on Section 42 of the Companies Act, 2013, read with Rule 14 of the PAS Rules, and all other applicable provisions of the Companies Act, 2013, read with Chapter VI of the SEBI ICDR Regulations. For details, please see the section titled "***Issue Procedure***" on page 222.
Listing	Our Company has received in-principle approvals dated March 19, 2024 each from BSE and NSE in terms of Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to the Issue. Our Company shall make applications to each of the Stock Exchanges after Allotment to obtain final listing approval for the Equity Shares.
Trading	The trading of the Equity Shares would be in dematerialized form and only in the cash segment of each of the Stock Exchanges. Our Company will make applications to each of the Stock Exchanges after credit of Equity Shares to the beneficiary account with the Depository Participant to obtain final trading approval for the Equity Shares to be issued pursuant to this Issue.
Lock-up	See "***Placement – Lock-up***" on page 235 for a description of restrictions on our Company and Promoters in relation to Equity Shares.
Proposed Allottees	See "***Details of Proposed Allottees***" on page 501 for names of the proposed Allottees and the percentage of post-Issue capital that may be held by them in our Company.
Transferability Restrictions	The Equity Shares being Allotted pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. Additional restrictions may apply in certain other jurisdictions. For further details on transferability restrictions applicable on the Equity Shares offered pursuant to the Issue, please see the section titled "***Transfer Restrictions and Purchaser Representations***" on page 243.
Use of Proceeds	The Gross Proceeds from the Issue aggregate to ₹ 480.04 crores*. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions and the estimated expenses of the Issue of approximately ₹ 17.17 crores**, shall be approximately ₹ 462.87 crores. For details, please see the section titled "***Use of Proceeds***" on page 79. **Subject to allotment of Equity Shares pursuant to the Issue* ***exclusive of GST and other applicable tax*
Risk Factors	For details, please see the section titled "***Risk Factors***" on page 42 for a discussion of risks you should consider before deciding whether to subscribe for the Equity Shares.
Dividend	See "***Description of the Equity Shares***" and "***Dividends***" on pages 248 and 98, respectively.
Taxation	Please see the section titled "***Taxation***" on page 251.
Closing Date	The Allotment is expected to be made on or about March 26, 2024.
Status, ranking and dividends	The Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including rights in respect of dividends. Our Shareholders (as on record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws and regulations. Our Shareholders may attend and vote in shareholders' meetings on the basis of one vote for every Equity Share held. For details, please see the sections titled "***Description of the Equity Shares***" and "***Dividends***" on pages 248 and 98.
Voting Rights	See "***Description of the Equity Shares – Voting Rights***" on page 249.
Security Codes for the Equity Shares	ISIN: INE049B01025 BSE Code: 532300 NSE Symbol: WOCKPHARMA

SELECTED FINANCIAL INFORMATION

The following tables set out selected financial information as extracted from our Financial Statements, prepared in accordance with the applicable accounting standards (Ind AS), Companies Act, 2013 and the requirements of SEBI Listing Regulations, as applicable, and presented in "***Financial Information***" on page 270. The selected financial information presented below should be read in conjunction with "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Information***", on pages 99 and 270, respectively, for further details.

SUMMARY OF BALANCE SHEET AS AT SEPTEMBER 30, 2023, SEPTEMBER 30, 2022, MARCH 31, 2023, MARCH 31, 2022, AND MARCH 31, 2021

(₹ in crore)

	Particulars	**As at September 30,**		**As at March 31,**		
		2023	**2022**	**2023**	**2022**	**2021**
A)	**ASSETS**					
1	**Non- Current assets**					
	(a) Property, Plant and Equipment	1,497	1,706	1,558	1,908	1,719
	(b) Right of use assets	432	529	464	563	592
	(c) Capital work-in-progress	419	395	414	389	603
	(d) Goodwill	933	849	945	891	904
	(e) Other Intangible assets	58	89	75	100	128
	(f) Intangible assets under development	1,197	1,093	1,125	953	776
	(g) Financial assets					
	(i) Investments	0.45	0.45	0.45	0.45	0.45
	(ii) Other non- current Financial assets	62	60	64	62	42
	(h) Non-current tax assets (Net)	114	113	115	112	117
	(i) Deferred tax assets (Net)	564	634	608	573	398
	(j) Other non-current assets	107	104	107	103	70
	Sub-total - Non-current assets	**5,383**	**5,572**	**5,475**	**5,654**	**5,349**
2	**Current assets**					
	(a) Inventories	635	748	658	769	799
	(b) Financial assets					
	(i) Trade receivables	714	816	797	918	918
	(ii) Cash and cash equivalents	54	187	90	370	232
	(iii) Bank balance (other than Cash and cash equivalents)	30	34	34	36	60
	(iv) Other current Financial assets	31	13	26	12	33
	(c) Other current assets	275	320	309	340	239
	Sub-total - Current assets	**1,739**	**2,118**	**1,914**	**2,445**	**2,281**
3	Asset classified as held for sale	298	144	294	144	144
	TOTAL ASSETS	**7,420**	**7,834**	**7,683**	**8,243**	**7,774**
B)	**EQUITY AND LIABILITIES**					
1	**Equity**					
	(a) Equity share capital	72	72	72	72	55
	(b) Other Equity	3,053	3,422	3,282	3,777	3,321
	Equity attributable to the share holders of the Company	**3,125**	**3,494**	**3,354**	**3,849**	**3,376**
	(c) Non - Controlling Interest	307	343	308	353	383
	Sub-total- Equity	**3,432**	**3,837**	**3,662**	**4,202**	**3,759**
2	**Liabilities**					
I.	**Non- Current liabilities**					
	(a) Financial liabilities					
	i) Borrowings	968	243	224	355	503
	ii) Lease Liabilities	199	245	226	267	279
	iii) Other non-current financial liabilities	-	120	-	152	-
	(b) Other non-current liabilities	75	80	78	-	-
	(c) Provisions	28	34	26	32	84
	(d) Deferred tax liabilities (Net)	33	29	32	28	28
	Sub-total- Non-current liabilities	**1,303**	**751**	**586**	**834**	**894**
II.	**Current liabilities**					
	(a) Financial liabilities					
	(i) Borrowings	1,035	1,613	1,663	1,507	1,829
	(ii) Lease Liabilities	72	70	71	69	63

	Particulars	As at September 30,		As at March 31,		
		2023	2022	2023	2022	2021
	(iii) Trade payables	800	740	867	921	696
	(iv) Other current financial liabilities	585	622	642	554	229
	(b) Other current liabilities	133	141	126	101	175
	(c) Provisions	46	43	44	37	60
	(d) Current tax liabilities (Net)	14	17	22	18	69
	Sub-total- Current liabilities	**2,685**	**3,246**	**3,435**	**3,207**	**3,121**
	Total Liabilities	**3,988**	**3,997**	**4,021**	**4,041**	**4,015**
	TOTAL EQUITY AND LIABILITIES	**7,420**	**7,834**	**7,683**	**8,243**	**7,774**

SUMMARY OF STATEMENT OF PROFIT AND LOSS FOR THE NINE MONTHS ENDED DECEMBER 31, 2023, DECEMBER 31, 2022 AND THE FISCAL YEAR ENDED MARCH 31, 2023

(₹ in crore)

	Particulars	For the nine month period ended December 31, 2023	For the nine month period ended December 31, 2022	For the financial year end March 31, 2023
1	**Income**			
	(a) Revenue from operations	2,098	1,973	2,651
	(b) Other income	31	102	122
	Total income	**2,129**	**2,075**	**2,773**
2	**Expenses**			
	(a) Cost of materials consumed	476	382	518
	(b) Purchase of stock-in-trade	405	384	509
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(10)	39	84
	(d) Employee benefits expense	472	493	637
	(e) Finance costs	232	226	302
	(f) Depreciation and amortisation expense	165	195	251
	(g) Exchange fluctuation loss, net	2	-	-
	(h) Other expenses	613	589	802
	Total expenses	**2,355**	**2,308**	**3,103**
3	**Loss before exceptional items and tax (1-2)**	**(226)**	**(233)**	**(330)**
4	**Exceptional items- charge**	(14)	(198)	(294)
5	**Loss after exceptional items before tax (3 ± 4)**	**(240)**	**(431)**	**(624)**
6	Tax expense :			
	Current tax – charge	14	10	12
	Deferred tax - charge/ (credit) - (Net)	41	(57)	(15)
7	**Profit / (Loss) after tax (5 ±6)**	**(295)**	**(384)**	**(621)**
	Attributable to :			
	Equity shareholders of the Company	(294)	(352)	(559)
	Non - Controlling Interest	(1)	(32)	(62)
8	**Other Comprehensive Income**			
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability) / asset)	2	(15)	(12)
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	-	2	3
	(c) Items that will be reclassified to Profit or Loss - (charge)/ credit (Consisting of Exchange differences on translating the financial statements of foreign operations)	44	69	87
	(d) Other Comprehensive Income (net of tax) (a ± b ± c)	46	56	78
9	**Total Comprehensive Income (7 ± 8 (d))**	**(249)**	**(328)**	**(543)**

SUMMARY OF STATEMENT OF PROFIT AND LOSS FOR THE FISCAL YEARS ENDED MARCH 31, 2022, AND MARCH 31, 2021

(₹ in crore)

	PARTICULARS	For the financial year end March 31, 2022	For the financial year end March 31, 2021
1	**Income from Continuing Operations**		
	(a) Revenue from Continuing operations	3,230	2,708
	(b) Other income	20	132
	Total income from Continuing Operations	**3,250**	**2,840**
2	**Expenses from Continuing Operations**		
	(a) Cost of materials consumed	612	682
	(b) Purchase of stock-in-trade	568	580
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	87	(127)
	(d) Employee benefits expense	749	763
	(e) Finance costs	299	249
	(f) Depreciation and amortisation expense	247	246
	(g) Exchange fluctuation loss, net	-	2
	(h) Other expenses	916	871
	Total expenses	**3,478**	**3,266**
3	**Loss before exceptional items and tax from Continuing Operations (1-2)**	**(228)**	**(426)**
4	**Discontinued Operations**		
	Profit before exceptional items and tax from Discontinued Operations	**-**	**14**
5	**Exceptional items- credit/(charge)**		
	a) Continuing Operations	(183)	(142)
	b) Discontinued Operations		1,470
	Total Exceptional Items	**(183)**	**1,328**
6	**Loss after exceptional items before tax from Continuing Operations (3 ± 5a)**	**(411)**	**(568)**
7	**Tax expense of Continuing operations:**		
	Current tax – charge/credit	33	(120)
	Tax pertaining to earlier years	5	-
	Deferred tax - charge/ (credit) - (Net)	(170)	(151)
8	**Net Profit/ (Loss) from Continuing Operations (6 ± 7)**	**(279)**	**(297)**
9	**Profit after exceptional items before tax from Discontinued Operations (4 ± 5b)**	**-**	**1,484**
10	**Tax expense of Discontinued operations:**		
	Current tax – charge	-	312
	Deferred tax - charge (Net)	-	187
11	**Profit from Discontinued Operations (9 ± 10)**	**-**	**985**
12	**Profit / (Loss) for the period (8 ±11)**	**(279)**	**688**
	Attributable to :		
	Equity shareholders of the Company	(244)	686
	Non - Controlling Interest	(35)	2
13	**Other Comprehensive Income from continuing operations**		
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability) / asset)	(24)	(23)
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	5	4
	(c) Items that will be reclassified to Profit or Loss - (charge)/ credit (Consisting of Exchange differences on translating the financial statements of foreign operations)	(8)	15
	(d) Other Comprehensive Income (net of tax) (a ± b ± c)	(27)	(4)
14	**Other Comprehensive Income from Discontinued Operations**		
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability)/ asset)	-	(0.04)
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	-	0.01
	(c) Other Comprehensive Income (Net of tax) from discontinued operations (a ± b)	-	(0.03)
15	**Total Comprehensive Income (12 ± 13 (d) ± 14 (c))**	**(306)**	**684**

SUMMARY OF STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2023, SEPTEMBER 30, 2022 AND THE FISCAL YEARS ENDED MARCH 31, 2023, MARCH 31, 2022, AND MARCH 31, 2021

(₹ in crore)

	PARTICULARS	For the six month ended September 30,		For the financial year ended March 31,		
		2023	2022	2023	2022	2021
A	**CASH FLOWS FROM / (USED IN) OPERATING ACTIVITIES:**					
	Loss after exceptional items and before tax from Continuing Operations	(153)	(326)	(624)	(411)	(568)
	Loss after exceptional items and before tax from Discontinued Operations	-	-	-	-	1,484
	Adjustments for:					
	Profit from Transfer of Business Undertaking	-	-	-	-	(1,470)
	Impairment loss on nutrition business assets	-	-	-	-	142
	Exceptional items - Provision against inventories/ contract assets	14	50	50	-	-
	Provision for impairment on property, plant and equipment	-	123	33	-	-
	Depreciation and amortization expense	110	129	251	247	246
	Capital work in progress write off	-	-	4	-	-
	Allowance/(Reversal of allowance) for expected credit loss and Bad debts	18	-	22	20	7
	(Profit)/ Loss on assets sold/ write off of fixed assets (net)	0.09	0.27	59	6	10
	Profit from sale of intellectual property and marketing rights	-	-	-	-	(95)
	Finance costs	155	143	302	299	249
	Foreign exchange loss/ (gain), net	(13)	(106)	(80)	(11)	2
	Interest income	(2)	(3)	(4)	(6)	(21)
	Employee share based payments expenses	1	1	1	1	2
	Liabilities no longer required written back	(1)	(4)	(3)	(2)	(15)
		129	**7**	**11**	**143**	**(27)**
	Movements in Working capital					
	Decrease in Inventories	12	21	141	30	(107)
	Decrease in trade receivables	67	163	199	7	347
	Decrease/(Increase) in Loans and Advances and other assets	35	(25)	18	(113)	(96)
	(Decrease)/Increase in Liabilities and provisions	(121)	18	(205)	457	(277)
	Adjustment for translation difference on working capital	-	(115)	-	(14)	(10)
	Cash generated from operations	**122**	**69**	**164**	**510**	**(170)**
	Income taxes paid	(18)	(8)	(11)	(97)	(117)
	Net cash inflow from Operating activities (A)	**104**	**61**	**153**	**413**	**(287)**
B	**CASH FLOWS FROM / (USED IN) INVESTING ACTIVITIES:**					
	Purchase of Property, Plant and Equipment and Capital work-in progress	(12)	(9)	(42)	(118)	(81)
	Purchase of Intangible assets and Addition in Intangible assets under development	(82)	(100)	(167)	(94)	(85)
	Proceeds from sale of property, plant and equipment	0.01	0.003	79	1	1
	Consideration received from Transfer of Business Undertaking, net	-	-	-	-	1,535
	Consideration on sale of intellectual property and marketing rights, net	-	-	-	-	96
	Margin money under lien and Bank balances (other than cash and cash equivalents)	5	5	3	7	(10)
	Interest received	1	1	2	3	14
	Net cash outflow Investing activities (B)	**(88)**	**(103)**	**(125)**	**(201)**	**1,470**
C	**CASH FLOWS FROM / (USED IN) FINANCING ACTIVITIES**					
	Proceeds from Issuance of Equity share capital under Right Issue	-	-	-	748	-
	Transaction cost related to Right Issue	(1)	(1)	(3)	(1)	-
	Proceeds from Issuance of Equity share capital under ESOS	0.003	-	0.01	0.02	0.02
	Proceeds from long-term borrowings	-	-	-	49	-
	Redemption of preference shares	-	-	-	-	(330)
	Repayment of long-term borrowings	(121)	(170)	(290)	(786)	(783)
	Issue of Non-convertible debentures	-	-	-	237	-
	Short-term borrowings (net)	35	66	81	(101)	29
	Loans from related parties	222	187	328	1,348	410
	Repayment of loans taken from related parties	(58)	(68)	(116)	(1,302)	(172)
	Repayment of Lease liabilities	(38)	(35)	(73)	(71)	(65)
	Finance costs paid	(89)	(120)	(242)	(190)	(235)
	Premium on redemption of preference shares	-	-	-	-	(24)
	Equity Dividend paid to IEPF	-	-	-	(2)	(1)
	Net cash outflow from Financing activities (C)	**(50)**	**(141)**	**(315)**	**(71)**	**(1,171)**

	PARTICULARS	For the six month ended September 30,		For the financial year ended March 31,		
		2023	2022	2023	2022	2021
	NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**(34)**	**(183)**	**(287)**	**141**	**12**
	Cash and cash equivalents as at the beginning of the year	90	370	370	232	219
	Effects of exchange rate changes on cash and cash equivalents	-	(2)	2	(3)	(2)
	Exchange difference on translation of foreign cash and cash equivalent	(2)	2	5	0.09	3
	Cash and cash equivalents as at the end of the year	**54**	**187**	**90**	**370**	**232**
	Cash and cash equivalents as per above comprise of the following					
	Cash on hand	-	0.004	-	0.09	0.10
	Balance with banks:					
	- in current accounts	54	187	90	370	232
		54	**187**	**90**	**370**	**232**

RELATED PARTY TRANSACTIONS

For details of the related party transactions during (i) the Financial Year ended March 31, 2023; (ii) the Financial Year ended March 31, 2022; and (iii) the Financial Year ended March 31, 2021 as per the requirements under Indian Accounting Standard (Ind AS) 24– Related Party Disclosures, please see the section titled "***Financial Information***", on page 270 for the above mentioned period/fiscal years respectively.

RISK FACTORS

This Issue and an investment in the Equity Shares involve a high degree of risk. You should carefully consider the risks described below as well as other information included in this Placement Document before making an investment decision. If any particular or a combination of the risks described below actually occur, our business, prospects, financial condition, results of operations and cash flows could be seriously affected, the trading price of our Equity Shares could decline and you may lose all or part of your investment. Unless specified in the risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below.

We have described the risks and uncertainties that our management believes are material but the risks set out in this Placement Document may not be exhaustive or complete, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material, as the case may be, in the future. This section should be read together with the sections, "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Industry Overview", "Business", and "Financial Information" beginning on pages 99, 134, 187 and 270 of this Placement Document, respectively, and other financial information included elsewhere in this Placement Document. This Placement Document also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Placement Document. See "Forward-Looking Statements" on page 14.

In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Prospective investors should consult their own tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares. Any potential investor, and purchaser of our Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that prevailing in other countries.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2023, Fiscal 2022 and Fiscal 2021 included herein is based on the Audited Consolidated Financial Statements, and the financial information for the nine-month ended December 31, 2023 is based on the Unaudited Consolidated Financial Results included in this Placement Document. For further information, see "Selected Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 35, 99 and 270, respectively.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Assessment of the Global and Indian pharmaceuticals industry" dated March 2024 ("**CRISIL Report**") prepared and issued by CRISIL Research, appointed by us and exclusively commissioned and paid for by us in connection with the Issue. CRISIL has used various primary and secondary sources including government sources as well as international agencies to prepare the report. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other implications or any of the risks described in this section.

RISKS RELATING TO OUR BUSINESS

1. ***If we fail to comply fully with government regulations or to maintain continuing regulatory oversight applicable to our research and development activities or regarding the manufacture of our products, or if a regulatory agency amends or withdraws existing approvals to market our products, it may delay or prevent us from developing or manufacturing our products, which could materially adversely affect our business, results of operations, financial condition and cash flows.***

   Our research and development activities are heavily regulated. If we fail to comply fully with applicable regulations, then there could be a delay in the submission or approval of potential new products for marketing approval. In addition, the submission of an application to a regulatory authority does not guarantee that approvals required to market the product will be granted. Each authority may impose its own requirements and/or delay or refuse to grant approval, even when a product has already been approved in another country. In many of the international markets into which we sell our products, the approval process for a new product is complex, lengthy and expensive. The time taken to obtain approval varies by country but generally takes from six months to several years from the date of application. This approval process increases the cost to us of developing new products and increases the risk that we will not be able to successfully sell such new products.

Regulatory agencies may at any time reassess the safety and efficacy of our products based on new scientific knowledge or other factors. Such reassessments could result in the amendment or withdrawal of existing approvals to market our products, which in turn could result in a loss of revenue and could serve as an inducement to bring lawsuits against us. In our biosimilar business, due to the intrinsic nature of biologics, our bio-similarity claims can always be contested by our competitors, the innovator company and/or the applicable regulators. We have in the past successfully contested such claim, however we cannot assure you that we will continue to be successful in the future or if such claims by our competitors or innovator company could result in suspension of our products from the market for extended period of time affection our ability to generate revenue from such products. Delays in the receipt of, or failure to obtain approvals for, future products, or new indications and uses, could result in delayed realization of product revenues, reduction in revenues and substantial additional costs.

Additionally, governmental authorities, such as the CDSCO, US FDA, UK MHRA and EMEA, heavily regulate the manufacturing of our products, including manufacturing quality standards. Periodic audits are conducted on our manufacturing sites and if the regulatory and quality standards and systems are not found adequate, it could result in an audit observation, or a subsequent investigative letter which may require further corrective actions. While our quality practices and quality management systems are conducted in a manner designed to satisfy these types of audits, we cannot guarantee that our efforts will prevent adverse outcomes such as audit observations, corrective action requests, warning letters or import bans. Three of our manufacturing facilities in India have been issued warning letters and observations from the US FDA in the past pursuant to inspections conducted by the US FDA at our manufacturing facilities. Such warning letters were issued alleging non-compliance with current good manufacturing practice (“**CGMP**”) regulations during the manufacturing process through, among other things, manipulating and deleting data, deficient in-process testing practices, poor aseptic practices in the manufacture of sterile drugs or inadequate quality control procedures. Our manufacturing facilities at Ankleshwar, Waluj and Chikalthana are also temporarily placed on ‘import alert’ by the US FDA in relation to such violations. As on December 31, 2023, these import alerts have resulted in lower capacity utilisation in these facilities and have adversely impacted our plant, equipment, machinery and the capital work in progress as these are currently not being used for alternate purposes. The investment in these plants had been made considering the market feasibility and the potential of existing / future products in pipeline. Our Company is evaluating the utilisation of one or more of the aforementioned facilities towards alternate purposes, such as, manufacturing of vaccines. While we have duly submitted responses to the US FDA and endeavoured to ensure that our manufacturing standards comply with these warning letters and observations, we cannot assure you that the import alert imposed will be lifted or that we will not receive such warning letters or observations in the future. These responses include certain action items for us, which require us to include a provision in our commercial agreements for the buyer to rely on the data generated solely by the buyer and not our Company, submission of new chemistry manufacturing and controls (“**CMC**”) data and bioequivalence (“**BE**”) data, among others.

We restructured our business in USA owing to 483 observations and warning letters issued by the USFDA at the R&D facility in Illinois, USA which was run by our Subsidiary, Morton Grove Pharmaceuticals Inc. We were by way of a consent decree with the United States Department of Justice (“**DoJ**”), directed to resolve and settle all matters with the US FDA, whereby we had to stop all manufacturing activities at the plant. While there was no financial compensation involved, we cannot assure you that there may be no financial impact that may have an adverse effect on our operations in the future.

In recent years, there has been increasing regulatory scrutiny of pharmaceutical manufacturers, resulting in product recalls, plant shutdowns and other required remedial actions. We have been subject to increasing scrutiny of our manufacturing operations, and in the event that any of our facilities is subjected to significant regulatory actions, it will require substantial expenditures of resources to ensure compliance with more stringently applied production and quality control regulations. If any regulatory body were to require one or more of our significant manufacturing facilities to cease or limit production, our business could be adversely affected. In addition, because regulatory approval to manufacture a drug is site-specific, the delay and cost of remedial actions, or of obtaining approval to manufacture at a different facility also could have a material adverse effect on our business, financial position and results of operations. Furthermore, we deal with numerous third party manufacturers and despite our vigilance, any lapse in their quality practices and quality management systems could lead to similar adverse outcomes in the event of an audit. If we or our third party suppliers fail to comply fully with applicable regulations or to take corrective actions that are mandated, then there could be an enforced shutdown of our production facilities or an import ban, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers, or we could be subjected to government fines and penalties from customers.

Further, while physicians may prescribe products for uses that are not described in the product labelling and that differ from those approved by the US FDA or other similar regulatory authorities (an "off label" use), we are permitted to market our products only for the indications for which they have been approved. The US FDA and other regulatory agencies actively enforce regulations prohibiting promotion of off-label uses, and significant liability can be imposed on manufacturers found to be engaged in off-label marketing violations, including fines in the tens or hundreds of millions of dollars, as well as criminal sanctions. If some of our products are prescribed off label, regulatory authorities such as the US FDA could take enforcement actions if they conclude that we or our distributors have engaged in off label marketing.

The regulatory requirements are still evolving in many markets where we sell or manufacture products, including our biosimilar products. There may be additional regulatory requirements during the application process, among other reasons, which may lead to delays in product approvals or other sanctions, rejection of pending registration applications, higher costs and uncertainty.

2. ***We derive a significant portion of our revenue from our biotechnology, NCEs and generic business and our international operations. Our business, results of operations and financial condition may be adversely effected if our these businesses do not continue to perform as expected, or if one of our key manufacturing and supply agreements is terminated or if our competitors gain wider market acceptance. Our business may also be adversely affected if due to any change in regulations in India or overseas we are unable to continue our international operations or if we are unable to maintain our relations with key customers in such international locations, in particular in the United Kingdom and USA.***

We have a global footprint across approximately 45 countries as of December 31, 2023, with operations in USA, Europe, UK, Ireland, India, ROW and CIS regions. Set out below are the details of our key revenue streams, along with their contribution to our revenue from operations, for the last three financial years and nine months ended December 31, 2023 and December 31, 2022:

Category	For the year ended March 31,						For the nine months period ended			
	2021		2022		2023		December 31, 2022		December 31, 2023	
	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations
Biotechnology	334	12.3	424	13.1	402	15.2	272	13.8	313	14.9
NCEs	13	0.5	30	0.9	30	1.1	23	1.2	24	1.2
Generics and Others*	2,361	87.2	2,776	86	2,219	84	1,678	85	1,760	84
Total	**2,708**	**100**	**3,230**	**100**	**2,651**	**100.00**	**1,973**	**100**	**2,098**	**100**

* *Includes vaccines.*

In addition, a significant portion of our revenue from generic business is dependent on the sale of our key products. If the market growth of our key product decreases, or if profit margin on our key products in the generic business decline, our results of operation could be adversely affected. As a result of increased competition, pricing pressures or fluctuation in demand or supply of our products, our revenue from these products may decline in the future. Similarly, in the event of any breakthroughs in the development of alternative drugs for our key products or any adverse developments with respect to the sale or use of the key products, or failure to introduce new products in our generic business, could adversely affect our revenue.

The following table sets forth a breakdown of our sales in India and international markets, also expressed as a percentage of our revenue from operations, for Fiscal 2021, 2022, 2023 and for the nine-month period ended December 31, 2022 and December 31, 2023:

Particulars	For the year ended March 31,						For the nine-month period ended			
	2021		2022		2023		December 31, 2022		December 31, 2023	
	In crores	%	In crores	%	In crores	%	In crores	%	In crores	%
Markets										
United States of America	444	16	342	11	303	11	253	13	132	6
Europe	1,281	47	1,615	50	1,184	45	855	43	1,081	52
United Kingdom	1,013	37	1,342	42	887	33	645	33	773	37
Ireland	145	5	153	5	158	6	115	6	134	6
Others	123	5	120	4	138	5	95	5	174	8
RoW and CIS region	557	21	612	19	555	21	382	19	441	21
International Business	**2,282**	**84**	**2,569**	**80**	**2,042**	**77**	**1,490**	**76**	**1,653**	**79**
India	**426**	**16**	**661**	**20**	**609**	**23**	**483**	**24**	**445**	**21**
Total	**2,708**	**100**	**3,230**	**100**	**2,651**	**100**	**1,973**	**100**	**2,098**	**100**

As indicated above, we earn significant portion of our revenue from our international markets. International markets are subject to stringent laws and regulations. While we have been meeting international quality standards on a regular basis, and have obtained approvals internationally such as US FDA, EK MHRA and EMEA, we cannot assure you that we will be able to maintain such standards in the future, which will help us get such approvals in the future. We are severely dependent on friendly diplomatic relations India has with the aforementioned countries. In the event of any adverse change in such relations or change in the laws or regulations applicable to us in India or outside that may adversely impact our ability to manufacture, sell, market and/or distribute overseas, in particular in United Kingdom. Further, the loss of our key customers in these jurisdictions may adversely impact our business, cash flows, results of operations and financial condition.

3. Our Financing documents require us to obtain consents from our lenders for, among other things, issuing further share capital, dilution of Promoter shareholding and undertaking the Issue, which have not been obtained.

Under some of our financing documents, we require consents from the relevant lenders for carrying out certain activities in relation to the Issue including issuing Equity Shares, effecting changes in the shareholding pattern of our Company and diluting the shareholding of the Promoters in our Company. As on September 30, 2023, our total outstanding borrowings were ₹ 2,003 crores. We have made applications to consortium of five lenders, one term loan lender, and our debenture holders, from whom we require approvals for any further issuance of Equity Shares or any other activities in furtherance of the Issue. We have received consent from one term loan lender and our debenture holders. Further, while the five consortium lenders have noted our request for approval for the Issue and have resolved to facilitate the formalities, as on the date of this Placement Document, we have not received consents from four of the lenders forming part of the consortium of five lenders, and are currently awaiting the same (such lender consents that we are currently awaiting, the "**Pending Lender Consents**", and the financing documents relating to such Pending Lender Consents, the "**Pending Lender Consents Financing Documents**" (each a "**Pending Lender Consents Financing Document**")). Undertaking the Issue without receiving the Pending Lender Consents may constitute a default by us under the Pending Lender Consents Financing Documents and may entitle the relevant lender to declare a default against us and enforce remedies under the terms of the relevant Pending Lender Consents Financing Document, which could entail among others cancellation of our facilities, appointment of receiver or agent to enforce any or all security created in respect of the Pending Lender Consents Financing Documents, or restriction on payment of dividend.

A default by us and/or acceleration of repayment under the terms of any of the Pending Lender Consents Financing Documents would also trigger a cross-default and/or cross-acceleration of outstanding amounts under our other financing documents, including the indenture and other financing agreements and instruments containing such provisions. We also propose to repay/pre-pay certain facilities availed from the lenders from whom the consents are pending. Such prepayment may be subject to penalties as per the terms of the financing documents entered into with these lenders. For further details, please refer to the section titled "*Use of Proceeds*" on pages 79.

We do not expect to have sufficient funds to meet all of the repayment demands as described above, if they were to occur. Further, even if not all of our lenders make repayment demands as described above, loans for which repayment demands are made, may, individually or in aggregate, have an adverse effect on our financial condition, credit rating, prospects, business, results of operations and reputation, including our ability to raise further debt financing on terms acceptable to us or at all. The aforementioned defaults may also result in a decline in the trading price of the Equity Shares and you may lose all or part of your investment. We cannot assure you that we will be able to obtain Pending Lender Consents for undertaking the Issue, and we also cannot assure you that, failing which, such lenders (and those whose loans have been cross-defaulted and/or cross-accelerated) will not resort to the actions described herein. Further, consent obtained from the lenders, if any, may subject us to conditions which can limit our ability to use the proceeds in a manner anticipated by us.

4. New product development is time-consuming and costly, and the outcome is uncertain. If we fail to develop and commercialise new pharmaceutical products, our business prospects could be adversely affected. Further, our research and development efforts invested in our complex generics, differentiated formulations and biological products may not achieve expected results, which could materially adversely affect our business, results of operations, financial condition and cash flows.

Our long term competitiveness depends on our ability to develop and commercialise new pharmaceutical products for both the Indian and overseas markets through our research and development activities. We have incurred ₹ 265 crores, ₹ 301 crores, ₹ 273 crores, ₹215 crores and ₹ 197 crores in Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023 towards research and development, which contributed to 9%, 9%, 10%, 10% and 9% of the total income.

We develop, test and manufacture generic products as well as prove that our generic products are bio-equivalent or biosimilar to their branded counterparts. The development and commercialization process, particularly with respect to complex molecules and biosimilars, is both time consuming and costly and involves a high degree of business risk. Our products currently under development, if and when fully developed and tested, may not perform as we expect or meet our standards of safety and efficacy. Necessary regulatory approvals may not be obtained in a timely manner, if at all, and we may not be able to successfully and profitably produce and market such products. Further, our approved products may not achieve expected levels of market acceptance.

Our efforts to develop new drug candidates or to pursue the development of our drug candidates for additional indications require substantial technical, financial and human resources. Our research and development efforts may initially show promise in identifying drug candidates and/or potential new indications, yet fail to yield successful results for a number of reasons, including:

- the research methodology used may not be successful in identifying drug candidates and/or potential indications;
- potential drug candidates may, after further study, be shown to have adverse effects or other characteristics that indicate they are unlikely to be able to receive regulatory approvals;
- it may take greater human and financial resources to develop suitable potential drug candidates or to identify additional therapeutic opportunities for our drug candidates through internal research and development than we possess, thereby limiting our ability to diversify and expand our portfolio of drug candidates; and
- we face increased challenges in implementing our strategies to develop biologics drug candidates due to our limited historical experience in this field.

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. Our research and development programme are primarily focused on the areas of pharmaceutical research, biotechnology and genomics research, as well as novel drug delivery systems and new drug discovery. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31, 2023. In addition, six of our antibiotic products indicated for the treatment of bacterial infection have been granted patent protection as on December 31, 2023.

We have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. Our sales of Emrok and Emrok O, which are patent-protected products, accounted for 0.5%, 0.9%, 1.1%, 1.2% and 1.2% each of our total revenue from operations for Fiscals 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023.

The development process of these NCEs, along with the development of new NCEs may be subject to certain obstacles, which may include: preclinical failures; difficulty enrolling patients in clinical trials; adverse reactions or other safety concerns arising during clinical trials; shortfall in meeting non-inferiority margin as compared to comparator antibiotic; and failure to obtain, or delays in obtaining, the required regulatory approvals for the new drug application or the facilities in which it is manufactured.

In addition, we may not be successful in developing additional drug candidates through in-licensing due to a number of reasons, including inability to identify appropriate drug candidates or reach agreement with the relevant counterparties or failure to successfully advance the development of the drug candidate as contemplated.

We may be particularly exposed to risks with respect to our overseas product development programmes. We have and may enter into arrangements with other parties for the development, sale and marketing of our products in overseas markets and to meet regulatory requirements. In such cases, the success of our research and development efforts may depend on collaborating with other parties having the capability to handle complex technologies and market our products. Lack of effective project management at our end, or any failure to manage such arrangements with parties in the future, may pose significant risks to product development, to our ability to obtain requisite regulatory approvals in a timely manner, and to our ability to successfully and profitably produce and market such products. The parties collaborating with us may fail to perform pursuant to agreements or meet regulatory standards, or cause clinical trials to be delayed, prematurely terminated or otherwise unsuccessful. In addition, the parties with whom we collaborate may misuse, infringe or violate our intellectual properties to their advantage, pursue alternative technologies as a means of developing or marketing products for the diseases targeted by our collaborative programmes, adopt or implement unsuccessful marketing strategies for products that we successfully develop or fail to devote the necessary resources to successfully commercialise such products.

Moreover, there can be no assurance that the pharmaceutical products we develop will be successfully commercialised. Since the product development process is lengthy, the competitive landscape for the pharmaceutical products we develop may differ significantly from what we had anticipated, particularly because the approval process for new pharmaceutical products is increasingly lengthy, and our products may not hold the competitive advantages in pricing or efficacy that we had anticipated during their development. We could also fail to develop and implement an effective marketing strategy with respect to those products we are able to successfully develop. Consequently, our new pharmaceutical products may not yield an appropriate return on our related research and development costs. In the event we fail to successfully develop and commercialise new pharmaceutical products, our business prospects could be adversely affected.

5. ***Our loan agreements contain restrictive covenants that may adversely affect our ability to conduct our business. Further, there are share transfer restrictions in relation to some of our overseas Subsidiaries.***

As of September 30, 2023, our Company had a total outstanding borrowing amounting to ₹ 2,003 crores on a consolidated basis. We have breached certain covenants in some of our loan agreements, such as debt service coverage ratio and Adjusted EBITDA to debt ratio which have been waived by our respective lenders. We cannot assure you that we will be able to continue to obtain such waivers for breach of covenants in the future. Further, our Company has entered into a deed of pledge with Catalyst Trusteeship Limited, which requires the cumulative pledge of our Promoters and members of the Promoter Group not to exceed 40% of their shareholding in our Company. However, as on the date of this Placement Document, the Promoters and members of the Promoter Group have cumulatively pledged 52.90% of their shareholding in our Company and are in breach of the pledge. If we are unable to obtain the necessary waivers the lenders may initiate action against us including acceleration of indebtedness which could adversely impact our cash flow and our ability to manage our working capital requirements. Further, certain covenants in some of these loan agreements require us to obtain prior written consent from the lenders before, *inter alia,* undertaking any new projects or expansion scheme, incurring additional debt, changes in capital structure or in the management control of our Company and undertaking this Issue. These restrictions may limit our flexibility in responding to business opportunities, competitive developments and adverse economic or industry conditions. A failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take. We cannot assure you that we can obtain necessary waivers for all non-compliances or remedy defaults in time or at all in the future. A breach of any of these covenants in the future could result in a variety of adverse consequences, including the acceleration of our indebtedness which could require us to dedicate our cash flow towards repayment and could adversely affect our ability to conduct our business or raise further financing.

There are certain restrictions on transfer of shares of our foreign Subsidiary, Wockpharma Ireland Limited, wherein, its directors may, at their absolute discretion, may decline to register the transfer of any of their shares, unless provided under its constitutional documents. While, Pinewoods Laboratories Limited, has amended its constitution documents to dis-apply the absolute power of the directors to refuse to register a transfer where the shares have been charged by way of security in favour of a third party wherein the third party can initiate such transfer of shares, there is no such amendment made by Wockpharma Ireland Limited. Further, there is a lien on the shares of our foreign Subsidiary, Wockhardt USA LLC, which is in the process of being rectified. We cannot assure you that this will be rectified or will not have a material adverse effect on our business operations.

6. ***The pharmaceutical industry is highly regulated and our business and operations are dependent on various approvals, licenses and registrations both in India and outside India. If we or parties on whom we rely fail to obtain or maintain the necessary licences for our business activities, or if changes to existing regulations result in our licenses being expired or revoked, our ability to conduct our business could be materially impaired, which could materially adversely affect our business, results of operations, financial condition and cash flows.***

The pharmaceutical industry is highly regulated. We are governed by various local, regional and national regulatory regimes both in India and overseas in various aspects of our operations, including licensing and certification requirements and procedures for manufacturers of pharmaceutical products, operating and safety standards, as well as environmental protection regulations. There can be no assurances that the legal framework, licencing and certification requirements or enforcement trends in our industry will not change in one or more jurisdictions where we currently operate in a manner that does not result in increased costs of compliance, or that we will be successful in responding to such changes. In addition, we are subject to the risk of adverse changes to favourable policies from which we currently benefit, and the introduction of unfavourable policies.

We are required to obtain, maintain and renew various licenses, approvals and certificates in order to develop, produce, promote and sell our pharmaceutical products, and the third parties on whom we may rely to develop, produce, promote, sell and distribute our products are subject to similar requirements. These licenses and approvals pertain to, *inter alia*, product and drug manufacturing licenses issued by the MHRA, factory licenses and environmental clearances for our manufacturing units, import licenses issued by the CDSCO and wholesale licenses issued by state licensing authorities. We and parties on whom we rely, such as third-party manufacturers are subject to regular inspections, examinations, inquiries or audits by the regulatory authorities, and an adverse outcome of such inspections, examinations, inquiries or audits may result in the loss or non-renewal of the relevant approvals, licenses and certificates. In addition, we will need to apply for the renewal of certain approvals, licenses and certificates that have expired or seek new approvals, licenses and certificates from time to time, as and when required in the ordinary course of business. The criteria used in reviewing such fresh or renewal applications may change from time to time and there can be no assurances we or the parties on whom we rely will be able to meet such new criteria. Further, if the interpretation or implementation of existing laws and regulations change, or new regulations come into effect, so as to require us or parties upon whom we rely to obtain any additional permits, licences or certifications that were previously not required to operate our business, there can be no assurances that we or parties upon whom we rely will successfully obtain such permits, licences or certifications. If we fail to obtain, renew or maintain the requisite approvals, we could be subject to penalties from the relevant statutory and regulatory authorities and this may have an adverse effect on our business and results of operations.

The process of obtaining regulatory approvals in India, the United States and other countries is expensive, may take many years if additional clinical trials are required and can vary substantially based upon a variety of factors, including the type, complexity and novelty of the drug candidates involved. Changes in or the enactment of additional laws, regulations or approval policies may cause delays in the approval process or rejection of an application. The CDSCO, US FDA, MHRA, EMA and comparable authorities in other countries have substantial discretion in the approval process and may refuse to accept any application or may decide that our data are insufficient for approval and require additional pre-clinical, clinical or other studies. Further, even upon receipt of the approvals, regulatory authorities may still restrict the use of our drug candidates to a narrow population. Regulatory authorities may also revoke the approval, approve any of our drug candidates for fewer or more limited indications than we request, may monitor the price we intend to charge for our drugs, may grant approval contingent on the performance of costly post-marketing clinical trials, or may approve a drug candidate with a label that does not include the labelling claims necessary or desirable for the successful commercialisation of that drug candidate. Any of the foregoing scenarios could materially harm the commercial prospects for our drug candidates.

7. ***We may not be able to comply with ongoing regulatory obligations and continued regulatory review even if we receive regulatory approvals for our drug candidates.***

Our products are and, if approved, our candidate products will be, subject to ongoing regulatory requirements for manufacturing, labelling, packaging, storage, advertising, promotion, sampling, record-keeping, conduct of post marketing studies, and submission of safety, efficacy, and other post-market information in India, the United States, the United Kingdom, the European Union and any other jurisdictions where they receive marketing approvals.

The CDSCO, US FDA, MHRA, EMA or a comparable regulatory authority may withdraw approval if compliance with regulatory requirements and standards is not maintained or if problems occur after the drug reaches the market. Later discovery of previously unknown problems with our products or candidate products or with our third-party manufacturers or manufacturing processes, or failure to comply with regulatory requirements, may result in revisions to the approved labelling to add new safety information; imposition of post-market studies or clinical studies to assess new safety risks; or imposition of distribution restrictions or other restrictions under a risk evaluation and mitigation program. Other potential consequences include, among other things:

- restrictions on the marketing or manufacturing of our drug candidates, withdrawal of the drug candidate from the market, or voluntary or mandatory product recalls;
- fines, untitled or warning letters, or holds on clinical trials;
- refusal by the CDSCO, the US FDA, the MHRA, the EMA or a comparable regulatory authority to approve pending applications or supplements to approved applications filed by us or suspension or revocation of licence approvals;
- product seizure or detention, or refusal to permit the import or export of our drug candidates; and
- injunctions or the imposition of civil or criminal penalties.

8. ***If our products cause, or are perceived to cause, severe side effects, our revenues and profitability could be adversely affected.***

We manufacture and distribute pharmaceutical products across various acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology. Such products may cause severe side effects as a result of a number of factors, many of which are outside of our control. These factors include, potential side effects not revealed in clinical testing, unusual but severe side effects in isolated cases, defective products not detected by our quality management system, or misuse of our products by end-users. Our products may also be perceived to cause severe side effects when a conclusive determination as to the cause of the severe side effects is not obtained or is unobtainable.

In addition, our products may be perceived to cause severe side effects if other pharmaceutical companies' products containing the same or similar active pharmaceutical ingredients, raw materials or delivery technologies as our products cause or are perceived to have caused severe side effects, or if one or more regulators, such as the CDSCO, the US FDA, the MHRA, the EMA, or an international institution, such as the World Health Organization, determines that products containing the same or similar pharmaceutical ingredients as our products could cause or lead to severe side effects.

If our products cause, or are perceived to cause, severe side effects, we may face a number of consequences, including:

- injury or death of patients;
- a severe decrease in the demand for, and sales of, the relevant products;
- the recall or withdrawal of the relevant products;

- removal of regulatory approvals for the relevant products or the relevant production facilities;
- damage to the brand name of our products and the reputation of the Company; and
- exposure to lawsuits relating to the relevant products.

As a result, our revenue and profitability could be adversely affected. Further, in the event that our products are found to be defective, adulterated or sub-standard in quality, we may also be subject to actions by regulatory authorities and criminal proceedings initiated by drug inspectors or other third parties. For details in relation to such outstanding actions and proceedings, see *"Legal Proceedings"* on page 258.

9. Some of our manufacturing facilities are currently non-operational or underutilised. If we are unable to increase our productive capacity utilisation, it may adversely impact our business, our plant & machinery assets and our financial condition.

As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates, and which have been built to comply with US FDA, UK MHRA and EMEA standards, as applicable. Our Wockhardt Biotech Park in Aurangabad, India, has dedicated manufacturing units for APIs, biosimilars, our diabetes portfolio as well as recombinant formulations.

Some of our manufacturing facilities in India, including L-1, Chikalthana and Jagraon as well as our manufacturing facility in South Dubai, UAE are currently non-operational. Further, except for our biotech API facility and injectables (F2) facilities in Waluj, all our operational manufacturing facilities in India have less than 50% of its capacity is being utilised as of December 31, 2023 due to several reasons including regulatory alert by US FDA. The investment in these plants had been made by our Company considering the market feasibility and the potential of existing / future products in pipeline. We cannot assure you if there may be significant delay and which would in turn adversely impact our ability to utilise the aforementioned manufacturing facilities. The lower utilisation of capacity in our manufacturing facilities have adversely impacted our plant, equipment, machinery and the capital work in progress as these are not being used for alternate purposes. The investment in these plants had been made considering the market feasibility and the potential of existing / future products in pipeline. Our Company is evaluating the utilisation of one or more of the aforementioned facilities towards manufacturing of vaccines. In the event our manufacturing facilities continue to be underutilised, we may not be able to capture the expected growth in demand for our existing products, or to successfully commercialise additional products, each of which could adversely affect our business prospects. Further, underutilisation of our manufacturing facilities may also lead to erosion of value of our assets including plant and machinery within the plant as well as adversely impact our ability to generate revenue from our existing manufacturing facilities in the future.

10. Our Company and Subsidiaries are or may be involved in certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations.

There are outstanding legal proceedings involving our Company and Subsidiaries in the nature of criminal, civil, tax and regulatory and statutory proceedings, which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert the management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations.

We cannot assure you that any of these on-going matters will be settled in favour of our Company or Subsidiaries, respectively, or that no additional liability will arise out of these proceedings. Further, we cannot assure you that there will be no new legal and regulatory proceedings involving our Company and Subsidiaries in the future. An adverse outcome in any such proceedings may have an adverse effect on our business, financial position, prospects, results of operations and our reputation.

For further details, please see "*Legal Proceedings*" on page 258.

11. If our products are not produced to the necessary quality standards, it could harm our business and reputation, and our revenues and profitability could be adversely affected.

Our products and manufacturing processes are required to meet certain quality standards. Despite our quality control system and procedures, and the skills and diligence of our quality control personnel, we cannot completely eliminate the risk of errors, defects or failure. Quality defects may fail to be detected or cured as a result of a number of factors, many of which are outside our control, including:

- incidence of manufacturing errors;

- technical or mechanical malfunctions in the manufacture process; and

- human error or malfeasance by our quality control personnel or tampering by third parties.

Moreover, we currently subcontract some of our products and may in the future subcontract a greater portion of our production to meet market demands. Despite our guidelines and agreements with subcontractors, they may fail to meet the necessary quality standards and we may fail to prevent the products from being delivered to end-users.

Failure to detect quality defects in our pharmaceutical products or to prevent such defective products from being delivered to end-users could result in patient injury or death, product recalls or withdrawals, license revocation or regulatory fines, or other problems that could seriously harm our reputation and business, expose us to liability, and adversely affect our revenues and profitability.

12. ***We have significant working capital requirements. If we experience insufficient cash flows to fund our working capital requirements or if we are not able to source additional financing in sufficient quantities, there may be an adverse effect on our business, cash flows and results of operations.***

Our business requires significant working capital including in connection with our manufacturing operations and our development of new products. Our future capital requirements may be affected as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, technological changes, additional market developments and new opportunities in the pharmaceutical industry. While there have been no instances of time or cost overruns in the past, we cannot assure you that occurrence of such overruns in the future will not have a negative impact on our business operations.

We have historically met our working capital requirements through debt, including funds infused by our Promoters and internal accruals. Our total borrowings as of September 30, 2023 were ₹ 2,003 crores. Our sources of additional financing, where required to meet our working capital needs, may include the incurrence of incremental debt, the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, which may have a significant effect on our profitability and cash flows. We may also become subject to additional covenants, which could limit our ability to access cash flows from operations and undertake certain types of transactions. In addition, to the extent we receive credit ratings in respect of any of our future borrowings, any subsequent downgrade in those credit ratings may increase interest rates for our future borrowings, which would increase our cost of borrowings and adversely affect our ability to borrow on a competitive basis. Any issuance of equity, on the other hand, would result in a dilution of the shareholding of existing shareholders.

In many cases, a significant amount of our working capital is required to finance the purchase of raw materials and the development and manufacturing of products before payment is received from customers. We may face insufficient cash flow to meet our working capital requirements if there is delay in receiving payments or if the payment terms in our agreements include reduced advance payments or longer payment schedules. These factors may result in increases in the amount of our receivables and may result in increases in any future short-term borrowings. Continued increases in our working capital requirements may have an adverse effect on our results of operations, cash flows and financial condition.

13. ***If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed. Further, results of earlier clinical trials may not be predictive of results of later-stage clinical trials and our drug candidates may also cause undesirable side effects or have other properties that could delay or prevent their regulatory approval and materially harm our business and reputation. The patient pool for our drug candidates may be limited to those patients who are ineligible for or have failed prior treatments and may be small, and any failure to obtain sufficient pools for our drug candidates may adversely impact our R&D efforts, which could materially adversely affect our business, results of operations, financial condition and cash flows.***

The timely completion of clinical trials in accordance with their protocols depends, among other things, on our ability to enrol a sufficient number of patients who remain in the trial until its conclusion. We may experience difficulties in patient enrolment for our clinical trials for a variety of reasons, including:

- the size and nature of the patient population;

- the patient eligibility criteria defined in the protocol;

- the size of the study population required for the clinical trials;

- the proximity of patients to trial sites;

- the availability and capacity of the clinical trial sites;

- the design of the clinical trial;

- competing clinical trials for the same therapeutic areas, which reduce the number of patients available to us;
- our ability to obtain and maintain patient consents; and
- perceptions of doctors and patients as to the potential advantages and side effects of the drug candidate being studied in relation to other available therapies, including any new drugs or treatments that may be approved for the indications we are investigating in.

Even if we are able to enrol a sufficient number of patients in our clinical trials, delays in patient enrolment may result in increased costs or may affect the timing or outcome of our planned clinical trials and there is no assurance that the enrolled patients will complete clinical trials, which could materially and adversely affect our ability to advance the development of our drug candidates.

Further, the results of pre-clinical studies and early clinical trials of our drug candidates may not be predictive of the results of later-stage clinical trials. For example, six of our anti-bacterial NCEs, namely, WCK 5222, WCK 4282, WCK 4873, WCK 771, WCK 2349 and WCK 6777 have been granted the qualified infectious disease product ("**QIDP**") status by the US FDA, which provides for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity (*CRISIL Report*). Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. There can be no assurance that our clinical trials will be completed within the prescribed time periods or at all. Further, drug candidates in later stages of clinical trials may fail to show the desired safety and efficacy despite having progressed through pre-clinical studies and initial clinical trials. For further details please see, *Our Business- Novel Antibiotics Pipeline* on page 196 of this Placement Document, Future clinical trial results may not be favourable for these and other reasons. In some instances, there can be significant variability in safety and/or efficacy results between different trials of the same drug candidate due to numerous factors, including changes in trial procedures set forth in protocols, differences in the size and type of the patient populations, patient adherence to the dosing regimen and other trial protocols and the rate of dropout among clinical trial participants. Results of our clinical trials could reveal a high and unacceptable severity or prevalence of adverse events. In such an event, our trials could be delayed, suspended or terminated, and the CDSCO, the US FDA, the MHRA, the EMA or other comparable regulatory authorities could order us to cease further development of, or deny approval of, our drug candidates for any or all targeted indications. The drug-related side effects could lead to a number of negative consequences, including withdrawal of clinical trial participants; the inability to continue clinical trials; the inability to continue clinical trials; and reputational damage, among others.

The projections of both the number of people who have the conditions we are targeting through our drug candidates, as well as the subset of people with these conditions in a position to receive later stage therapy and who have the potential to benefit from treatment with our drug candidates, are based on certain assumptions and estimates. These estimates have been derived from a variety of sources and may prove to be incorrect. Further, new studies may change the estimated incidence or prevalence of these conditions. The number of patients may turn out to be lower than expected. Additionally, the potentially addressable patient population for our drug candidates may be limited or may not be amenable to treatment with our drug candidates. Even if we obtain significant market share for our drug candidates, because the potential target populations are small, we may never achieve profitability without obtaining regulatory approval for additional indications.

14. We have certain contingent liabilities, which if they materialize, may adversely affect our results of operations, financial condition and cash flows.

The following table sets forth the principal components of our contingent liabilities as of March 31, 2023:

Particulars	**As of March 31, 2023**
	(₹ in crores)
Income taxes	416
Indirect taxes	156
Claims not acknowledge as debts	146
The Company along with its subsidiaries (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 the 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 believes that while it is premature to predict the outcome of the litigation, the Group has meritorious defenses and will be defending its actions vigorously.	Not quantifiable

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. Further, we are involved in other disputes, lawsuits, claims, inquiries and proceedings including commercial matters that arise from time to time in the ordinary course of business. One of our Subsidiary, in USA is involved in a class action suit and the amount involved in the matter is currently not quantifiable.

If a significant portion of our contingent liabilities materialise, it could have an adverse effect on our results for operations, financial condition and cash flows. For details see *"Financial Information"* on page 270.

15. ***41,874,800 Equity Shares held by our Promoter aggregating to 29.06% of the total share capital of our Company have been pledged, as on March 26, 2024. A breach of the terms of the pledge arrangements by our Promoter, may result in the exercise of pledge by the lenders and the consequent reduction of the shareholding of our Promoter in our Company which may result in our Promoter no longer being the largest shareholder of our Company.***

As on March 26, 2024, Themisto Trustee Company Private Limited as a trustee of one of the partners of Humuza Consultants (one of our Promoter), had pledged 40,824,800 Equity Shares, Ananke Trustee Company Private Limited as a trustee of one of the partners of Amalthea Consultants (one of the members of our Promoter Group), had pledged 50,000 Equity Shares and Callirhoe Trustee Company Private Limited as a trustee of one of the partners of Lysithea Consultants (one of the members of our Promoter Group), had pledged 1,000,000 Equity Shares in our Company, aggregating to 29.06% of our total share capital. Any default in the pledge arrangement or financing arrangement pursuant to which these securities have been pledged will entitle the respective lenders to enforce the pledge over these securities. If these pledges are enforced, the shareholding of our Promoter in our Company may be reduced and we may face certain impediments in taking decisions and such lenders shall be entitled to attend the general meetings of our Company and exercise voting rights in respect of such pledged shares. Such reduction in our Promoter shareholding may also adversely impact the control exercised by our Promoters on our Company. If the pledge shares are exercised by the lenders, then we may not be able to conduct our business or current strategies as currently planned, which may adversely affect our business and cash flows.

16. ***If we are subject to product liability claims, it could expose us to costs and liabilities and adversely affect our reputation, revenues and profitability.***

We are exposed to risks associated with product liability claims as a result of developing, producing, marketing and selling pharmaceutical products in the jurisdictions in which our pharmaceutical products are marketed and sold. Such claims may arise if any of our products are deemed or proven to be unsafe, ineffective, defective or contaminated or when we are alleged to have engaged in practices such as improper filling of prescriptions, insufficient or improper labelling of products, provided inadequate warnings or insufficient or misleading disclosures of side effects, or unintentionally distributed counterfeit products. Some of our manufacturing facilities have received warning letters from US FDA for non-compliance with CGMP.

There can be no assurances that we will not become subject to product liabilities claims or that we will be able to successfully defend ourselves against any such claims. Regardless of the merits or eventual outcome, product liability claims may lead to the following adverse consequences, including:

- regulatory authorities may suspend or withdraw approvals of the drug;
- regulatory authorities may require additional warnings on the label;
- we may be required to develop a risk evaluation and mitigation measures for the drug or, if a risk evaluation and mitigation measures is already in place, to incorporate additional requirements under the risk evaluation and mitigation measures, or to develop a similar strategy as required by the relevant regulatory authority;
- we may be required to conduct post-market studies;
- there may be significant negative media attention and reputational damage;
- we may incur significant costs to defend related litigations;
- we may be required to conduct product recalls;
- our management's time and our resources may be diverted;
- we may incur a loss of revenue; and
- we may experience a lower circuit.

If we are unable to defend ourselves against such claims, among other things, we may be subject to civil liability for physical injury, death or other losses caused by our products and to criminal liability and the revocation of our business licenses if our products are found to be defective. In addition, we may be required to recall the relevant products, suspend sales or cease sales. Certain jurisdictions in which our products are, or may in the future be, sold, in particular in more developed markets including the United States, may have onerous product liability and pharmaceutical product regulatory regimes, as well as litigious environments which may further expose us to the risk of product liability claims. While we maintain product liability insurance to cover any amount of damages that may arise from product liability claims, there is no guarantee that such insurance coverage will be sufficient to meet any damages incurred. Even if we are able to successfully defend ourselves against any such product liability claims, doing so may require significant financial resources and the time and attention of our management. Moreover, the allegation that our pharmaceutical products are harmful, whether or not ultimately proven, may adversely affect our reputation and sales volumes.

17. ***Our Registered Office, Corporate Office and most of our manufacturing and research and development facilities are located on leased premises. Our inability to seek renewals or extensions of such leases may adversely affect our business operations.***

Our Registered Office in Aurangabad, Maharashtra, our Corporate Office in Mumbai, Maharashtra and all of our manufacturing facilities in India, except for our facilities in Jagraon, Punjab and Kadiya, Daman, are located on leased premises. Further, our office and manufacturing facility in Dubai, United Arab Emirates is also located on leased premises. We have entered into lease agreements with the Maharashtra Industrial Development Corporation ("**MIDC**") for a term of 95 years from March 1, 1974 in relation to the premises on which our Registered Office is located. We have also entered into a leave and license agreement with Carol Info Services Limited for the use of our Corporate Office for a term of five years until March 31, 2027.

While there are currently no instances of non-compliance of the terms of our lease agreements, there can be no assurance that there will be no such non-compliance leading to termination of such leases in the future. Any change in the terms and conditions of the lease agreements and any premature termination of such lease agreements may have an adverse impact on our business operations. Any adverse impact on the title and ownership rights of the owners from whose premises we operate, breach of the contractual terms of any lease deeds, or any inability to renew such agreements on acceptable terms may also affect our business operations. In addition, the terms of the lease agreements for some of our manufacturing facilities may require us to obtain the lessor's prior consent for certain actions, including making structural alterations to the leased premises, which may be required if we were to undertake an expansion in the future.

There can be no assurance that we will be able to renew these leasing arrangements at commercially favourable terms, or at all. If we are unable to renew all or any of our leasing arrangements, it may cause disruptions in our business and we may incur substantial costs associated with shifting to new premises, all of which may adversely affect our business operations.

18. ***A substantial disruption to any of our production facilities may have an adverse impact on our business operations and cash flows.***

As of December 31, 2023, we have 12 manufacturing facilities, which are located in India, the United Kingdom, Ireland and the United Arab Emirates. The continued operation of our production facilities can be substantially interrupted due to a number of factors, many of which are outside of our control, including power outages, fuel shortages, mechanical breakdowns, terrorist attacks and wars, political instability, natural disasters, epidemics, disputes within the workforce as well as changes in the policies of central or local governments could require us to incur significant capital expenditure and change our business strategy.

If the operation of any of our facilities is substantially disrupted, we may not be able to replace the equipment or inventories at such facility or use a different facility or a third-party contractor to continue our production in a legal, timely and cost-effective manner or at all. Although we maintain property insurance and business interruption insurance for our production facilities and equipment, the amount of our insurance coverage may not be sufficient to cover our losses in such a disruption event. As a result of disruption to any of our facilities, we may all fail to fulfil contract obligations or meet market demand, and our business, revenues and profitability could be adversely affected.

19. ***If our competitors successfully market effective substitutes for any of our pharmaceutical products, or we experience increased competition in pharmaceutical market generally, it could adversely affect our revenue and profitability.***

Our products primarily compete with products that are indicated for similar conditions as our products on the basis of efficacy, price and general market acceptance by doctors and hospitals. Our competitors may be able to successfully develop or market effective substitutes for our products for a number of reasons, including:

- patents for our products principally relate to their delivery systems, compositions, preparation methods or production processes, and do not cover the underlying active pharmaceutical ingredients. Therefore, our competitors may develop substitute products utilising the same active pharmaceutical ingredients by formulating their products with different delivery technologies;

- some of our key products have been in the market for many years, which makes these products susceptible to substitute products that are more clinically or cost effective as a result of technological developments, changes in treatment protocols and other medical advances that have occurred subsequent to the initial development of our products;

- our products typically target conditions that are in high demand for medical treatment and, as a result, our domestic and overseas competitors, some of whom may have greater financial and research and development resources than us, may elect to focus these resources on developing, importing or in-licensing and marketing products in the jurisdictions in which we operate that are substitutes for our products and may have broader sales and marketing infrastructures with which to do so; and

- many of our competitors have more extensive sales and marketing resources than us, which enables them to have better access to hospitals and medical institutions in order to gain market acceptance for their substitute products.

To the extent that our competitors' substitute products are, or are perceived to be, more clinically or cost effective, or otherwise gain wider market acceptance than any of our pharmaceutical products, it could adversely affect our sales volumes and pricing levels for the relevant products. Moreover, we may be adversely affected by increased competition in the pharmaceutical industry generally. We may face increased competition from overseas pharmaceutical companies that are seeking to initially access or further penetrate the jurisdictions in which we operate. If pharmaceutical products manufactured overseas are perceived to be more favourable than products manufactured domestically in India, it could erode our market share. In the event that we experience adverse effects on our sales volumes or pricing levels as a result of competition from substitute products, or loss of market share due to increased competition from domestic or overseas pharmaceutical companies, it could adversely affect our revenue and profitability.

In addition, many of the companies against which we are competing or against which we may compete in the future have significantly greater financial resources and expertise in research and development, manufacturing, pre-clinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved drugs than we do. Mergers and acquisitions may result in even more resources being concentrated among a smaller number of our competitors. Smaller and other early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These third parties compete with us in recruiting and retaining qualified scientific and management personnel, establishing clinical trial sites and patient enrolment for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programmes.

20. ***Our drug candidates may fail to achieve the degree of market acceptance by physicians, patients, third-party payers and others in the medical community necessary for commercial success.***

If we receive regulatory approvals for our drug candidates, they may nonetheless fail to gain sufficient market acceptance by doctors, hospitals, patients and others in the medical community. Doctors and patients may prefer alternative therapies to ours. If our drug candidates do not achieve an adequate level of acceptance, we may not generate significant revenue from sales of our drug candidates and we may not become profitable. The degree of market acceptance of our drug candidates, if approved for commercial sale, will depend on a number of factors, including:

- the clinical indications for which our drug candidates are approved;

- the views of doctors, hospitals and patients on the safety and efficacy of our drug candidates;

- the potential and perceived advantages of our drug candidates over alternative therapies;

- the prevalence and severity of any side effects;

- the timing of market introduction of our drug candidates as well as competitive therapies;

- the affordability of our drug candidates and the cost of treatment in relation to alternative therapies;

- the availability of adequate coverage and reimbursement under the reimbursement programmes by third-party payers and government authorities;

- the willingness of patients to pay out-of-pocket in the absence of coverage and reimbursement by third-party payers and government authorities;

- relative convenience and ease of administration, including as compared to alternative therapies and competitive therapies; and

- the effectiveness of our sales and marketing efforts.

If our drug candidates are approved but fail to achieve market acceptance among doctors, patients, hospitals or others in the medical community, we will not be able to generate significant revenue. Even if our drugs achieve market acceptance, we may not be able to maintain that market acceptance over time if new products or technologies are introduced that are more favourably received than our drugs, are more cost effective or render our drugs obsolete.

21. ***If we fail to keep pace with evolving technological standards in the pharmaceutical industry, create new products or intellectual property, or respond to changes in market demand or customer requirements, our business and financial results could be adversely affected.***

Rapid advancements in technology through research and development are characteristic of the pharmaceutical industry. These advancements result in the frequent introduction of new products and significant price competition. To meet our customers' needs as well as keep pace with our competitors, we regularly update existing technology and develop new technology for our pharmaceutical manufacturing activities. We manufacture and distribute pharmaceutical products across acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology, as well as different drug delivery forms, including solids, injectables, biotechnology, liquids, nasal sprays and complex technologies. However, such advancements as well as market demand changes can often render existing technologies and equipment obsolete, requiring substantial new capital investments. While we strive to ensure our facilities comply with the latest international standards, the technologies, facilities and machinery we currently employ may become obsolete. The cost of implementing new technologies and upgrading our manufacturing facilities could be significant and higher than anticipated and could adversely affect our business, prospects, cash flows, results of operations and financial condition. In addition, when we develop a new product or an advanced version of an existing product, we may encounter obstacles that may delay development and consequently, increase our expenses.

The commercial success of the products and technologies we develop will depend upon the acceptance of these products by customers and competition in the market. It is difficult for us to predict whether recently introduced products, or the products that we are currently developing, will be commercially successful. If our new products or enhancements do not achieve adequate acceptance in the market, this may ultimately force us to abandon a potential product in which we have already invested substantial time and resources, and our competitive position will be impaired, our revenue will be diminished and the effect on our operating results may be particularly acute because of the significant research, development, marketing, sales and other expenses we will have incurred in connection with the new product or enhancement.

22. ***We rely on a limited number of suppliers for our raw materials and active pharmaceutical ingredients. If any of such suppliers fails to continue to supply us with raw materials at commercially acceptable prices, our sales volumes and margins for the relevant product could be adversely affected.***

We import various raw materials including APIs that are not produced in-house by us, intermediates, primary packaging materials and secondary packaging materials directly from our international suppliers. We rely on a limited number of suppliers for the raw materials and active pharmaceutical ingredients necessary for our production of pharmaceutical products. For further details please see, *Our Business- Raw Materials including purchase of stock in trade* on page 201. The contribution of our top 10 Indian suppliers in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023 was 43%, 56%, 60%, 60%, and 66% of our total purchases in India for the respective financial periods. The contribution of our top 10 suppliers outside India in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023 was 43%, 33%, 47%, 47%, and 43% of our total international location purchases for the respective financial periods.

We cannot assure you that our suppliers will continue to sell products to us on commercially acceptable terms, or at all. We also cannot assure you that we will be able to establish new supplier relationships or renew our agreements with our existing suppliers when they expire.

Moreover, we are exposed to the risk of inadequate supplies of raw materials and active pharmaceutical ingredients, as well as price increases. The availability and prices of raw materials and active pharmaceutical ingredients required for our production of pharmaceutical products may be impacted by factors such as general market conditions, weather conditions and the occurrence of natural disasters, many of which are outside of our control. In the event that any of our suppliers fails to continue to supply us with adequate quantities of raw materials at commercially reasonable prices, we may not be able to procure raw materials and active pharmaceutical ingredients from other sources in similar commercial terms.

In addition, certain of our raw materials are imported from overseas, and we may fail to obtain permits and licences required for importation or there may be restrictions imposed on the import of our raw materials from one or more countries where our suppliers are located. We may also be unable to respond to increases in the prices for raw materials and active pharmaceutical ingredients due to our reliance on a limited number of suppliers or for other reasons, and unable to pass on such price increases to our customers due to governmental price controls for pharmaceutical products in India or competitive conditions for our products. In the event of any disruption to our supply of the raw materials and active pharmaceutical ingredients necessary for our production of pharmaceutical products at commercially acceptable prices, we may be forced to reduce, suspend or cease production or sale of certain of our pharmaceutical products, and our sales volumes for the relevant product could be adversely affected, or we may not be able to meet market demand or maintain our sales volumes and the margins for the relevant product could be adversely affected.

23. ***Increasing scrutiny and changing expectations from customers, regulators, investors, and other stakeholders with respect to our environmental, social and governance practices may impose additional costs on us or expose us to new or additional risks, which could materially adversely affect our business, results of operations, financial condition and cash flows.***

Companies are facing increasing scrutiny from customers, regulators, investors, and other stakeholders related to their environmental, social and governance ("**ESG**") practices. Investor advocacy groups, investment funds and influential investors are also increasingly focused on these practices, especially as they relate to the environment, health and safety, supply chain management, diversity and human rights.

We are subject to various laws and regulations concerning, among other things, the environment, climate change, regulation of chemicals, employee safety and product safety. These requirements include regulation of the handling, manufacture, transportation, storage, use and disposal of materials, including the discharge of regulated materials and pollutants into the environment.

In the normal course of our business, our operations are also exposed to regulatory changes or risks relating to increased severity of extreme weather events, such as cyclones and floods. Failure to comply with regulatory requirements or adapt to such severe events, or to maintain investor or stakeholder ESG expectations and standards, may negatively impact our reputation or harm our business.

24. ***If we fail to maintain an effective distribution network for our pharmaceutical products, our business could be adversely affected.***

We market and distribute our products in several countries, either directly through our Subsidiaries or indirectly, through supply, distribution and other arrangements with various global companies and local distributors. As of December 31, 2023, we had more than 1,550 distributors across India and emerging markets. Our ability to maintain and grow our business will depend on us continuing to maintain and manage a distribution network that timely delivers our products in all the jurisdictions where we generate market demand through our sales and marketing activity, or otherwise. However, our distributors are third parties over whom we have limited control, who may not distribute our pharmaceutical products in the manner we contemplate and impair the effectiveness of our distribution network.

We offer various post sales discounts in the form of chargebacks and rebates to our distributors and may have to increase such chargebacks and rebates offered on our products' prices to maintain our relationship with our distributors which may adversely impact our revenue and our profit margin. Further, there may be disputes or disagreement between our distributors and us on the computation of chargebacks and rebates payable to the distributors which may adversely impact our relationship with such distributors. Our distributors might elect to terminate their business relationships with us for various reasons, including if price controls or other factors limit the margins they can obtain through the resale of our pharmaceutical product to hospitals, medical institutions and sub -distributors. In the event that a significant number of our distributors terminate their relationships, or we otherwise unable to maintain and expand our distribution network effectively, our sales volumes and business prospects could be adversely effected.

25. ***Any failure to protect our intellectual property could harm our business, results of operations and financial condition. Further, if we are unable to obtain and maintain patent protection with respect to our compounds or drug candidates, our competitors could develop and commercialise drugs similar or identical to ours, and our ability to successfully commercialise our drug candidates may be adversely affected.***

Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31, 2023. While we take necessary steps to protect our intellectual property and proprietary rights over our products, particularly our patents, we cannot assure you that these will always be adequate to prevent third parties from using any of our intellectual property without authorization or infringing on our rights. Policing unauthorised use of proprietary technology is difficult and expensive, and we may need to resort to litigation to enforce or defend patents issued to us or to determine the enforceability, scope and validity of our proprietary rights or those of others. An adverse determination in any such litigation could materially impair our intellectual property rights and may harm our business, prospects and reputation.

Our success depends in part on our ability to obtain and maintain patent protection in India, the United States, the United Kingdom, the European Union and other countries with respect to our compounds and drug candidates. We have sought to protect our proprietary position by filing patent applications in these regions, however, the patent filing and approval process is expensive and time-consuming, and we may not be able to file and prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. We may not be the first to file patent applications covering our invention and it is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection, which may result in others being able to make compounds similar to our drug candidates that are not covered by the patents we own. The patent position of biotechnology and pharmaceutical companies is generally highly uncertain, involves complex legal and factual questions and has in recent years been the subject of litigation.

Our name and trademarks are significant to our business and operations. The use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our financial performance and the market price of the Equity Shares.

The trademark used by our Company is currently under process. Further, we cannot assure you that the trademark, name or logo will not be adversely affected in the future by events such as actions that are beyond our control, including action or inaction of entities using the trademark, name or logo, regulatory actions against such companies or adverse publicity from any other source. Any damage to this trademark, name or logo, if not immediately and sufficiently remedied, could have an adverse effect on our financial condition, cash flows and results of operations. Our current and future trademarks are subject to expiration, and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows.

We may fail to apply for or obtain adequate intellectual property protection in all the jurisdictions in which we operate and our competitors might conduct research and development in countries where we do not have patent rights to develop competitive drugs for commercialisation in our major markets. Our pending and future patent applications may not result in patents being issued which protect our compounds or drug candidates or which effectively prevent others from commercialising competitive compounds or drug candidates. Changes in either the patent laws or interpretation of the patent laws in India, the United States, the United Kingdom, the European Union and other countries may diminish the value of our patents or narrow the scope of our patent protection. An adverse determination in any such proceeding could reduce the scope of, or invalidate, our patent rights, allow third parties to commercialise our compounds or drug candidates and compete directly with us, or result in our inability to manufacture or commercialise drug candidates without infringing third party patent rights.

There can be no assurance that our pending patent applications will result in issued patents. Even if we receive issued patents for these applications, they may not be issued in a form that will provide us with any meaningful protection, prevent competitors from competing with us or otherwise provide us with any competitive advantage. Our competitors may be able to circumvent our patents by developing similar or alternative compounds or drug candidates or by duplicating our technologies in a non-infringing manner. The issuance of a patent is not conclusive as to its scope, validity or enforceability, and our owned and licenced patents may be challenged in the courts or other authorities. Such challenges may result in patent claims being narrowed, invalidated or held unenforceable, which could limit our ability to stop or prevent us from stopping others from using or commercialising similar or identical compounds and drug candidates, or limit the duration of the patent protection of our compounds and drug candidates.

The terms of patents are finite. The patents we own generally have a 20-year protection period starting from such patents' earliest filing date. Given the amount of time required for the development, testing and regulatory review of new drug candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialised. Further, patents for certain compounds may also expire many years before we receive NDA approval for drugs containing such compounds. As a result, our patent portfolio may not provide us with sufficient rights to exclude others from commercialising drug candidates similar or identical to ours.

Further, the laws of other jurisdictions may not protect our rights to the same extent as the laws of India, the United States, the United Kingdom or the European Union. Consequently, we may not be able to prevent third parties from practicing our inventions in such countries or from selling or importing products made using our inventions in and into India, the United States, the United Kingdom, the European Union or other jurisdictions. These drugs may compete with our drug candidates, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. Furthermore, many countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties and the enforceability of patents against government agencies or government contractors may be limited. In these countries, the patent owner may have limited remedies, which could materially diminish the value of such patent. If we or any of our licensors are forced to grant a license to third parties with respect to any patents related to our business, our business, financial condition, results of operations and prospects may be adversely affected.

26. ***We may become involved in lawsuits to protect or enforce our intellectual property, which could be expensive, time consuming and unsuccessful. Our patent rights relating to compounds and drug candidates could be found invalid or unenforceable if challenged in court.***

Competitors may infringe our patent rights or misappropriate or otherwise violate our intellectual property rights. To counter infringement or unauthorised use, litigation may be necessary to enforce or defend our intellectual property rights or to determine the validity and scope of our own intellectual property rights or the proprietary rights of others. This can be expensive and time consuming. Any claims that we assert against perceived infringers could also provoke these parties to assert counterclaims against us alleging that we infringe their intellectual property rights. Many of our current and potential competitors have the ability to dedicate substantially greater resources to enforce and/or defend their intellectual property rights than we can. Further, if our products are found to be inadvertently infringing on the intellectual property rights of a third party, we may also be subject to such litigation for patent infringement.

The outcome of any such proceeding is generally unpredictable. Grounds for a validity challenge could be, among other things, an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness, lack of written description or non-enablement. Grounds for an unenforceability assertion could be, among other things, an allegation that someone connected with prosecution of the patent withheld relevant information or made a misleading statement during prosecution. An adverse result in any litigation proceeding could put our patent, as well as any patents that may issue in the future from our pending patent applications, at risk of being invalidated, held unenforceable or interpreted narrowly. Even if we are successful in defending against such challenges, litigation could result in substantial costs and diversion of management resources, which could harm our business and financial results. We do not maintain insurance to cover intellectual property infringement, misappropriation or violation. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation.

27. ***Our Statutory Auditors have included certain remarks in connection with the Companies (Auditor's Report) Order, 2020 in their audit reports on the audited standalone financial statements for Fiscals 2019, 2020, 2021, 2022 and 2023.***

Our Statutory Auditors have included the following remarks in connection with the Companies (Auditor's Report) Order, 2020 in their audit reports on the audited standalone financial statements for Fiscals 2019, 2020, 2021, 2022 and 2023:

Fiscal	Companies Auditor's Report Order (Standalone) - Adverse remarks
Fiscal 2023	*(i) (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***	***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	*Rs.0.31 Crore*	*Mr. Habil Khorakiwala*	*Promoter and Director*	*19 Years*	*The Company is in the process of transferring the assets in the name of the Company.*

(ii) (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 crores 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***	***Amount as reported in the quarterly return/ statement***	***Amount of difference***	***Whether the return/ statement subsequently rectified***
June 2022	*- State Bank of India - ICICI Bank Limited - Punjab National*	*Trade Payables*	*Rs.200.17 Crores*	*Rs.190.08 Crores*	*Rs.10.09 Crores*	*No*

	Bank - IDBI Bank Limited - Bank of Baroda					
September 2022	*- State Bank of India - ICICI Bank Limited - Punjab National Bank - IDBI Bank Limited - Bank of Baroda*	*Trade Payables*	*Rs.165.01 Crores*	*Rs.176.13 Crores*	*Rs.(11.12) Crores*	*No*
December 2022	*- State Bank of India - ICICI Bank Limited - Punjab National Bank - IDBI Bank Limited - Bank of Baroda*	*Trade Payables*	*Rs.145.60 Crores*	*Rs.166.87 Crores*	*Rs.(21.27) Crores*	*No*

(ix) (a) Loans (including interest) amounting to Rs.788 Croress are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. According to the information and explanations given to us, such loans and interest thereon have not yet been demanded for repayment during the relevant financial year. In respect of other loans and borrowings and interest thereon, 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 any other loans and borrowing or in the payment of interest thereon to any lender.

(ix) (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, as at 31 March 2023, we report that the funds raised on a short-term basis of Rs.226 Crores have been used for long term purpose. However, subsequent to 31 March 2023, the repayment tenure of such short-term loans was extended till 31 March 2025.

(xvii) The Company has incurred cash losses of Rs.134 Crores in the current financial year and Rs.46 Crores in the immediately preceding financial year.

Fiscal 2022

(i) (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 lease agreements are duly executed in favour of the lessee) disclosed in the 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***	***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	*Rs.0.31 Crore*	*Mr. Habil Khorakiwala*	*Promoter and Director*	*18 Years*	*The Company is in the process of transferring the assets in the name of the Company.*
Building	*Rs.0.91 Crore*	*Former employees*	*Former employees*	*26 Years*	

(ii) (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 crores rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or

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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***	***Amount as reported in the quarterly return/ statement***	***Amount of difference***	***Whether return/ statement subsequently rectified***
September 2021	*- State Bank of India - ICICI Bank Limited - Punjab National Bank - IDBI Bank Limited - Bank of Baroda*	*Trade Receivables*	*Rs.1,031.94 Crores*	*Rs.1,059.83 Crores*	*Rs.(27.89) Crores*	*No*

(xvii) The Company has incurred cash losses of Rs.46 crores in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.

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<tr><td>Fiscal 2021</td><td>

(i) (c) In our opinion and 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 are held in the name of the Company except for the following which are not held in the name of the Company:

In respect of Freehold Land with gross block and net block of Rs.0.31 Crores for one freehold land and Building comprising of twenty-two flats with gross block of Rs.0.90 Crores and net block of Rs.0.51 Crores.

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<tr><td>Fiscal 2020</td><td>

(i) (c) In our opinion and 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 are held in the name of the Company except for the following which are not held in the name of the Company:

In respect of Freehold land with gross block and net block of Rs.0.31 crores for one freehold land and Building comprising of twenty-two -ats with gross block of Rs.0.90 crores and net block of Rs.0.55 crore.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities after considering the extension of due date granted by employee's state insurance corporation for payment of such dues for the month of March 20. Provident Fund payment related to implementing the judgment of the Honourable Supreme Court of India dated 28 February 2019 was delayed. This payment was made by December 2019.

According to the information and explanations given to us, no undisputed statutory dues in respect of provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess, and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

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<tr><td>Fiscal 2019</td><td>

(i) (c) According to the information and explanation given to us, the title deeds of immovable properties other than self-constructed properties recorded as Property, Plant and Equipment in the books of account of the Company as on March 31, 2019, are held in the name of the Company, except for the details given below:

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	In respect of Freehold land with gross block and net block of Rs.0.31 Crores and Building comprising of certain flats with gross block of Rs.0.94 Crores and net block of Rs.0.57 Crore, relevant transfer in the name of the Company is pending.

For further information, see, "*Financial Information*" beginning on page 270.

There can be no assurance that any similar remarks or other matters prescribed under the Companies (Auditor's Report) Order, 2020, will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

28. If we are unable to maintain the confidentiality of our trade secrets, our business and future prospects will be harmed.

In addition to the protection afforded by registered patents, we rely upon unpatented trade secret protection, unpatented know-how and continuing technological innovation to protect our research and development results. However, trade secrets and know-how can be difficult to protect. We also seek to protect our proprietary technology and processes, in part, by entering into confidentiality agreements with parties that have access to them, such as our employees, third party contract manufacturers, distributors and consultants. We cannot guarantee that we have entered into such agreements with each party that may have or have had access to our trade secrets or proprietary technology and processes. We may not be able to prevent the unauthorised disclosure or use of our technical know-how or other trade secrets by the parties to these agreements, however, despite the existence generally of confidentiality agreements and other contractual restrictions. If any of our employees, third party contract manufacturers, distributors or consultants who are parties to these agreements breaches or violates the terms of any of these agreements or otherwise discloses our proprietary information, we may not have adequate remedies for any such breach or violation, and we could lose our trade secrets as a result. Enforcing a claim that a third party illegally disclosed or misappropriated our trade secrets, including through intellectual property litigation or other proceedings, is difficult, expensive and time consuming, and the outcome is unpredictable. In addition, courts in China and other jurisdictions inside and outside the United States are less prepared, less willing or unwilling to protect trade secrets. Our trade secrets could otherwise become known or be independently discovered by our competitors or other third parties. For example, competitors could attempt to replicate some or all of the advantages we derive from our development efforts, wilfully infringe, misappropriate or otherwise violate our intellectual property rights, design around our intellectual property protecting such compound or develop their own compound that fall outside of our intellectual property rights. If any of our trade secrets were to be disclosed or independently developed by a competitor, we may have no right to prevent them, or others to whom they communicate it, from using that technology or information to compete against us, which may have a material adverse effect on our business, prospects, financial condition and results of operations.

29. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, financial condition and cash flows.

Our business depends on our estimate of the long term demand for our APIs and other products from our customers. As is typical in the pharmaceutical industry, we maintain a reasonable level of inventory of raw materials, work-in progress and finished goods. If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. While we forecast the demand for our products and accordingly plan our production volumes, any changes in estimates could result in surplus stock, which may not be sold in a timely manner. Our customers also have the right to return or reject the product in the event that the products do not conform to the quality standards set out under the agreements. Further, based on the products we manufacture, or the markets we serve, the purchase orders that our customers place with us may differ from quarter to quarter, which could cause our revenues, margins, profits, results of operations and cash flows to fluctuate. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

30. Our funding requirements and proposed deployment of the Net Proceeds have not been appraised. Further, any variation in the utilisation of the Net Proceeds would be at the discretion of our management and subject to certain compliance requirements, including prior Shareholders' approval.

The funding requirements set out in the chapter '*Use of Proceeds*' at page 79 are based on internal management estimates of our Company and have not been appraised by any bank, financial institution or external agency.

The planned use of the Net Proceeds is based on current conditions and is subject to changes in *inter alia* market conditions, competitive environment, financial prospectus or factors beyond our control. In the event of such changes, our management will have discretion to revise funding requirements and deployment schedules of the Net Proceeds. We may make necessary changes to utilisation of Net Proceeds in compliance with the provisions of the Companies Act, 2013 and applicable law. In the event of any variation in actual utilization of the Net Proceeds, any increased fund deployment for a particular activity may be met from funds earmarked from any other activity and/or from our internal accruals. Further, any variation in the planned use of the Net Proceeds may also require prior Shareholders' approval and may involve considerable time or cost overrun if we are not able to obtain such approval in a timely manner, which may adversely affect our business or operations.

31. ***We are dependent on our Promoters and members of our Promoter Group for financing certain of our operations, including our clinical trials. If we are unable to get such financing from our Promoters in the future, it may have a material adverse impact on our research and development and in turn on our business performance and results of operations.***

We are dependent on our Promoters for setting our strategic business direction and managing our business. In addition, we depend on our Promoters and members of our Promoter Group for infusing funds in our Company to carry out our clinical trials, which have been by way of unsecured loans. If our Promoters or members of the Promoter Group are unable to continue to infuse funds in our Company, at favourable terms or at all, it may impact our ability to continue and/or conclude our on-going clinical trials and may restrict our ability to initiate new clinical trails in the future. Our inability to continue and/or conclude our on-going clinical trials or commence new clinical trails in the future may affect our research and development initiatives and as a result have an adverse effect on our business performance and results of operations.

Subject to compliance with applicable laws, in case of any variation in the actual utilisation of funds earmarked for funding the clinical trials, increased fund requirements for a particular purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue (except towards general corporate purposes). We cannot assure you that we will continue to receive such financing from our Promoters or members of the Promoter Group in the future. Further, in addition to the funds being raised for the Issue, in the event our clinical trials are not financed through internal accruals, or any other debt infusions (including from our Promoters and members of the Promoter Group) we will not be able to complete the clinical trials which can have an material adverse impact on the Issue as well as our business. For further details please see "*Use of Proceeds- Funding of costs related to the clinical trials and research and development undertaken by the Company and/or Wockhardt Bio AG, one of the Subsidiaries of the Company*" on page 82.

32. ***We are a listed company and are required to comply with rules and regulations notified by the Stock Exchange and SEBI with respect to continuous listing and the Companies Act. Any failure to comply with such rules and regulations or any inaccurate disclosure made to the Stock Exchanges or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.***

As a listed company, we are required to comply with certain conditions for continuous listing under the SEBI Listing Regulations and SEBI Insider Trading Regulations and other rules and regulations imposed by SEBI, which require us to make certain periodic disclosures, including ensuring compliance with code of conduct under insider trading policy and ensuring compliance with board composition. Any failure to comply with these requirements or any wrongful or inaccurate disclosure made by us to the Stock Exchanges, or any other statutory authority may lead to penalties being imposed on us.

For example, pursuant to the letter dated March 19, 2024, NSE has, as part of its routine observations, highlighted certain observations on the financial results for the period ended September 30, 2023, which was filed by our Company with the Stock Exchanges. While these observations are clarificatory in nature, we are required to provide responses and clarifications to the queries raised. Although we are in the process of responding to NSE, we cannot guarantee that there will be no follow on queries from the Stock Exchanges or we will not be subject to any such queries in the future, which may adversely affect our business and operations.

33. ***If we or our brand names fail to maintain a positive reputation, many aspects of our business and our business prospects could be adversely affected.***

We depend on our reputation and the brand names of our products in many aspects of our business, including:

- to gain access to, and for our products to be perceived favourably by, the hospitals and doctors that drive demand for pharmaceutical products in the jurisdictions in which we operate;
- to effectively work with the authorities that regulate various aspects of our business;
- to gain the trust of consumers of our products;
- to competitively position our service offering in the centralised tender processes required for them to be sold to public hospitals and medical institutions in India;
- to attract employees, distributors, third-party promoters and co-development partners to work with us; and
- to increase market share of our products through brand recognition.

However, there can be no assurances that we will be able to maintain a positive reputation or brand names. Our reputation and brand names may be adversely affected by a number of factors, many of which are outside our control, including:

- adverse associations with our products, including with respect to their efficacy or side effects;
- the effects of counterfeit products purporting to be our products;
- lawsuits and regulatory investigations against us or otherwise relating to our products or industry;
- improper or illegal conduct by our employees, distributors and third party promoters, whether or not authorised by us; and
- adverse publicity that is associated with us, our products or our industry, whether founded or unfounded.

If we or our brand names fail to maintain a positive reputation as a result of these or other factors, our products may become perceived unfavourably by hospitals, doctors, regulators and patients, and exist and potential employees, distributors, third-party promoters and co-development partners, and our business and business prospects could be adversely affected.

34. ***If counterfeit versions of our products become available in the market, it could affect our sales, damage our reputation and the brand names for the relevant products and expose us to liability claims.***

Certain products distributed or sold in the pharmaceutical retail market in the jurisdictions in which we operate may be manufactured without proper licences or approvals and/or fraudulently mislabelled with respect to their content and/or manufacturer. These products are generally referred to as counterfeit pharmaceutical products. The counterfeit pharmaceutical product control and enforcement system, particularly in developing markets such as India, may be inadequate to discourage or eliminate the manufacturing and sale of counterfeit pharmaceutical products imitating our products. Consequently, certain pharmaceutical products sold in India and other markets may be counterfeit products. Since counterfeit pharmaceutical products are generally sold at lower prices than authentic pharmaceutical products due to their lower manufacturing costs, and in some cases are very similar in appearance to the authentic pharmaceutical products, counterfeit products imitating our own pharmaceutical products can quickly erode our sales volume of the relevant product. Moreover, counterfeit products may or may not have the same chemical composition of our products and are manufactured without proper licences or approvals, which may make them less effective than our products or entirely ineffective and cause severe adverse side effects. This could expose us to negative publicity, reputational damage, fines and other administrative penalties, and may even result in litigation against us. The appearance of counterfeit pharmaceutical products, products of inferior quality and other unqualified products in the healthcare markets in recent years from time to time may reinforce the negative image in general of all pharmaceutical products manufactured in India or other relevant markets among consumers and may harm the reputation and brand names of companies like us. As a result of these factors, the continued proliferation of counterfeit pharmaceutical products in the market could affect our sales, damage our reputation and the brand names for the relevant products and expose us to liability claims.

35. ***Our Company has reported losses in the past, which may have an adverse effect on our reputation and business.***

We reported net loss after tax amounting to ₹ 279 crores and ₹ 621 crores for the financial years ended March 31, 2022 and March 31, 2023. We may incur losses again in the future. A failure to generate profits may adversely affect the market price of our Equity Shares, restrict our ability to pay dividends and impair our ability to raise capital and expand our business. The following table sets forth the profit/ loss incurred for the periods indicated, at a consolidated level:

Particulars	Nine months ended December 31, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ crores)			
Profit/ (loss) after tax / Net profit / (loss) after tax	(295)	(621)	(279)	688

There can be no assurance that we will not incur losses in the future which may have an adverse effect on our reputation and business.

36. ***We have experienced negative cash flows from operating activities. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.***

The following table sets forth certain information relating to our cash flows for the periods indicated:

Particulars	Six months ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
	(₹ crores)			
Net cash flows from operating activities	104	153	413	(287)
Net cash flows from investing activities	(88)	(125)	(201)	1,470
Net cash flows from financing activities	(50)	(315)	(71)	(1,171)

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 99.

37. ***Reforms in the pharmaceutical industry and the uncertainty associated with pharmaceutical pricing, reimbursement and related matters could adversely affect the marketing, pricing and demand for our products, which could materially adversely affect our business, results of operations, financial condition and cash flows.***

Our success and profitability will depend, in part, on the extent to which government and health administration authorities, private health insurers and other third-party payers will pay for our products. Increasing expenditure for healthcare has been the subject of considerable public attention in almost every jurisdiction where we conduct business. Both private and governmental entities are seeking ways to reduce or contain healthcare costs by limiting both coverage and the level of reimbursement for new therapeutic products. In many countries in which we currently operate, including India, pharmaceutical prices are subject to regulation. Price controls operate differently in different countries and can cause wide variations in prices between markets. Currency fluctuations can aggravate these differences. The existence of price controls can limit the revenues we earn from our products. For example, in India, prices of certain pharmaceutical products are determined by the Drug Prices Control Order ("**DPCO**"), promulgated by the Indian government and administered by the National Pharmaceutical Pricing Authority ("**NPPA**"). If the prices of more of our products are administered or determined by the DPCO or NPPA or other similar authorities outside India, it would have an adverse impact on our profitability.

38. ***Our Promoter Group, Directors and Key Management Personnel are interested in our Company in addition to their remuneration and reimbursement of expenses.***

Certain members of our Promoter Group, Directors and Key Managerial Personnel may be regarded as having an interest in our Company other than reimbursement of expenses incurred and normal remuneration or benefits. As on February 29, 2024, our Company has availed an unsecured loan facility amounting to ₹ 1,119.0 crores from certain members of our Promoter Group, at an interest rate of approximately 8.7 % p.a that is repayable on demand. Our Promoter may be considered to be interested to the extent of interest that may be paid at the time of repayment of the loan.

Further in addition to transactions disclosed at "*Financial Information*" on page 270, such Promoters, Directors and Key Managerial Personnel may also be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. We cannot assure you that our Promoters, Directors and our Key Managerial Personnel, will exercise their rights as shareholders to the benefit and best interest of our Company.

39. ***We may enter into related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial condition.***

We may, from time to time, enter into related party transactions in the future. All related party transactions that we may enter into post-listing, will be subject to an approval by our Board, or Shareholders, as required under the Companies Act and the SEBI Listing Regulations. For further information please see, *Financial Information- Related Party Transactions* on page 270 of this Placement Document. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

40. ***Our business depends on our key senior management members; if we lose and are unable to replace their services, our business prospects could be adversely affected.***

Our business and growth depend on the continued service of our senior management team. In particular, the industry experience, management expertise and contributions of our Executive Directors and other members of our senior management are crucial to our success. If we lose the services of any member of our senior management, we may be unable to recruit a suitable or qualified replacement and may incur additional expense to recruit and train new personnel, which could disrupt our business and growth. Furthermore, as we expect to continue expanding our operations and product portfolio, we will need to continue attracting and retaining experienced management personnel with extensive managerial, technical, research and development or sales and marketing experience. Competition for experienced management personnel in the pharmaceutical industry is intense, and the availability of suitable and qualified candidates in India is limited. Competition for these individuals could cause us to offer higher compensation and other benefits in order to attract and retain them, and consequently increase our operating costs. We may be unable to retain the senior management members required to achieve our business objectives, and failure to do so could adversely affect our business prospects.

41. ***Changes in drug approval process in India may subject us to additional uncertainties in receiving regulatory approvals for our drug candidates on a timely basis, which could materially adversely affect our business, results of operations, financial condition and cash flows.***

Any future policies, or changes to current polices, that the CDSCO approves might require us to change our planned clinical study design or otherwise spend additional resources and effort to obtain approval of our drug candidates. In addition, policy changes may contain significant limitations related to use restrictions for certain age groups, warnings, precautions or contraindications, or may be subject to burdensome post-approval study or risk management requirements. If we are unable to obtain regulatory approval for our drug candidates in one or more jurisdictions, or any approval contains significant limitations, we may not be able to obtain sufficient funding or generate sufficient revenue to continue the development of our drug candidates or any other drug candidate that we may develop in the future.

42. ***Our Company is unable to trace certain documents pertaining to historical secretarial information.***

Our Company is unable to trace certain filings pertaining to historical secretarial information, these includes, (i) resolution or noting for cancellation of seven equity shares subscribed by the subscribers to the memorandum of association of our Company pursuant to the scheme of arrangement between Wockhardt Life Sciences Limited and our Company for acquisition of Pharmaceuticals Division of Wockhardt Life Sciences Limited; (ii) information with respect to issue price at which the employee stock options were exercised and allotted on September 16, 2003, January 15, 2004, February 23, 2004, April 5, 2004, April 24, 2004, January 21, 2005, February 21, 2005, March 15, 2005, April 6, 2005, June 9, 2005, September 12, 2005, January 11, 2006; and (iii) Form FC-GPR for allotment dated October 13, 2005; and (iv) board resolution approving scheme of amalgamation between Wockhardt Veterinary Limited with our Company. Consequently, certain disclosures in this Placement Document in relation to the cancellation of equity shares, issue price for these issuances have been determined on the basis of clarifications given by our Company and certified true copy of the minutes of the Board meeting and shareholders meeting. Further, certain of our corporate records, including minutes of the meeting of the Board do not contain details of the issue price at which allotments made, cancellation of equity shares, hence, we face challenges establishing the same, and have relied on ancillary documents, including, *inter alia*, RBI’s approval of loan registration number, filings made with the RoC, consents from the shareholders and copy of the order of competent court approving the amalgamation scheme, to make certain disclosures. For details of such allotments, cancellations, see “*Capital Structure*” on page 89. Additionally, while no legal proceedings or regulatory action has been initiated against our Company in connection with such untraceable secretarial records and other corporate records and documents as on the date of this Placement Document, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that fines will be imposed by the regulatory authorities on our Company in this respect in the future.

43. ***If subcontracting manufacturers do not produce pharmaceutical products meeting our specifications in sufficient volumes at commercially acceptable prices, our sales volumes and margins for the relevant products could be adversely affected, which could materially adversely affect our business, results of operations, financial condition and cash flows.***

We currently subcontract a portion of the production of some of our key products and may, in the future, subcontract a greater portion of our production of pharmaceutical products to meet increased demand for our existing products or our newly introduced products. We have less control over our subcontractor's production process than our own, and the risks of such products not being produced in the necessary volumes or at the appropriate quality levels are higher than if we manufacture in-house. Subcontracting manufacturers may fail to maintain the necessary licenses, permits and certificates to carry out production of our products, breach their obligations to produce our products on a timely basis, otherwise cease to conduct subcontracting business or fail to abide by our quality control requirements. We are exposed to the risks of increased pricing for our subcontracted production and that we may be unable to appoint or reappoint subcontracting manufacturers at commercial acceptable prices. If the subcontracting manufacturers we appoint do not produce pharmaceutical products meeting our specifications in sufficient volumes at commercially acceptable prices, or we are unable to appoint subcontracting manufacturers to do so, we may have insufficient quantities of our products to meet demand and our sales volumes and margins for the relevant products could be adversely affected.

44. ***If our employees, distributors or third party promoters engage in mis-selling of our products, it could adversely affect our business and reputation.***

Despite our guidelines and supervision efforts, our employees, distributors and third party promoters may fail to provide accurate and complete information about our products, as a result of which hospitals, medical institutions, doctors and patients may misunderstand or misuse our products. Such misunderstanding or misuse could result in our products being less effective or cause severe adverse effects that could otherwise be avoided. Consequently, sales and reputation of our products could be adversely affected, and we could be exposed to product liability lawsuits or regulatory investigations, resulting in penalties, fines or disruption to our operations. While there have been no such instances in the past, we cannot assure you that in the event of such occurrences, there will not be a financial impact on our business and operations.

45. The implementation of our strategy and other aspects of our business will require significant funding; if we do not have access to sufficient funding, it could adversely affect our business prospects.

The implementation of many aspects of our strategy will require significant funding, including:

- the costs for drug development programmes for the expansion of our portfolio in key therapeutic areas;
- the expenses associated with expanding our sales and distribution network;
- the costs and expenditures required to grow our business internationally through drug development programmes for overseas markets; and
- the capital expenditure required to increase our production capacity.

In addition, many aspects of our general business operations have on-going funding requirements that may increase over time.

We expect that the implementation of our strategy and business plans will require us to continue to rely in part on external financing sources. However, our ability to continue to obtain external financing on commercially reasonable terms will depend on a number of factors, many of which are outside of our control, including our financial condition, results of operations and cash flows, India's economic condition, industry and competitive conditions, interest rates, prevailing conditions in the credit markets and government policies on lending. If we cannot obtain sufficient external funding on commercially acceptable terms to implement our strategies and business plans as currently contemplated, we could be required to revise our strategies and business plans, which could adversely affect our business prospects.

46. If we experience delays in collecting payment from distributors, it could adversely affect our cash flow.

We generally grant our distributors credit terms between 30 to 90 days, with longer terms granted to selected distributors whom we have built good relationships with. If our distributors' cash flow, working capital, financial condition or results of operations deteriorate, they may be unable, or they may otherwise be unwilling, to pay trade receivables owed to us promptly or at all. Any substantial defaults or delays could materially and adversely affect our cash flow, and we could be required to terminate our relationships with distributors in a manner that impairs the effective distribution of our pharmaceutical products.

47. We may be subject to natural disasters, acts of war or other factors beyond our control.

Natural disasters, acts of war or other factors beyond our control may adversely affect the economy, infrastructure and livelihood of the people in the regions where we conduct our business. Our operations may be under the threat of floods, earthquakes, fire or drought, power, water or fuel shortages, failures, malfunction and breakdown of information management systems, unexpected maintenance or technical problems, or are susceptible to potential wars or terrorist attacks. Serious natural disasters may result in loss of lives, injury, destruction of assets and disruption of our business and operations. Acts of war may also injure our employees, cause loss of lives, disrupt our business operations and destroy our markets. Any of these factors and other factors beyond our control could have a material adverse effect on the overall business sentiment and environment.

48. Our insurance coverage may be limited. If we experience uninsured losses it could adversely affect our financial condition and results of operations.

We maintain a wide range of insurance policies including policies for, among other things, crimes on our premises by employees, depositors or during transit, cyber security, business guard commercial against perils such as earthquakes, fires and burglary, industrial all risk insurance which includes insurance against material damage and business interruption, and marine insurance. As of September 30, 2023, we had insurance coverage for our property, including building, plant and machinery, office equipments, furniture and IT hardware, equivalent to ₹ 6,137 crores aggregating 3.2 times of our net fixed assets. We have public and product liability insurance coverage for our products. We also have a money insurance policy in respect of money in safe and our Directors are insured under our directors’ and officers’ liability insurance policy. However, our insurance coverage may be limited in certain circumstances. If we experience product liability claims or disruptions to our business, we might incur substantial costs and diversion of resources, which may not be fully covered by insurance. In addition, there are certain types of losses, such as losses from war, acts of terrorism, earthquakes, typhoons, flooding and other natural disasters for which we cannot obtain insurance at a reasonable cost or at all. Should an uninsured loss or a loss in excess of insured limits occur, we could suffer financial losses, lose all or a portion of our production capacity, as well as future revenue anticipated to be derived from the manufacturing activities conducted at that property. If we experience uninsured losses or losses in excess of our insurance coverage, it could adversely affect our financial condition and results of operations.

49. We are subject to environmental regulations and if we fail to comply with such regulations or such regulations change, it may impair our ability to conduct our business and we may be exposed to liability and potential costs for environmental compliance.

We are subject to the laws, rules and regulations of the countries wherein we have manufacturing facilities including India and UK in relation to environmental protection, including the discharge of effluent water and solid waste as well as the disposal of hazardous substance during our manufacturing processes, and may become subject to similar laws, rules and regulations in other jurisdictions in the future. In addition, we are required to obtain clearances and authorisations from government authorities for the treatment and disposal of such discharge. These include, *inter alia,* consents to establish and consents to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 and authorization under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. The costs we incurred for environmental protection may materially increase our total costs and decrease our profit. There can be no assurances that we will be able to comply fully at all times with applicable environmental laws, rules and regulations. Any violation of these laws, rules or regulations may result in substantial fines, criminal sanctions, revocations of operating permits, shutdown of our production facilities and obligations to take corrective measures.

Furthermore, the government in the countries wherein we have manufacturing facilities may take steps towards the adoption of more stringent environmental regulations. Due to the possibility of unanticipated regulatory or other developments, the amount and timing of future environmental expenditures may vary substantially from those currently anticipated. If there is any change in the environmental regulations, we may need to incur substantial capital expenditures to install, replace, upgrade or supplement our pollution control equipment, take additional protective and other measures against potential contamination or injury caused by hazardous materials, pay contribution in government-promoted environmental actions or make operational changes to limit any adverse impact or potential adverse impact on the environment.

50. Our employees at our manufacturing facilities in India and globally are members of unions and we may be subject to industrial unrest, slowdowns and increased wage costs, which may adversely affect our business, cash flows and results of operations.

As of December 31, 2023, 12 of our manufacturing facilities are located in numerous locations across India, and across the world which are governed by stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. These manufacturing facilities are not only bound by Indian laws but with the laws of the jurisdictions where our manufacturing facilities are located, this includes our manufacturing facilities located in United Kingdom, Ireland and United Arab Emirates.

Some of our employees are members of registered labour unions in our manufacturing facilities in India, United Kingdom, Ireland and United Arab Emirates. Accordingly, it may be difficult for us to maintain flexible labour policies and we may face the threat of labour unrest, work stoppages and diversion of our management’s attention due to union intervention. Although we have not experienced any labour unrest or work disruptions in the past, labour unrest or work stoppages or other slowdown at one or more of our manufacturing facilities may cause us to experience a significant disruption of our operations and to pay penalties for the late delivery of our products. Labour unrest or strikes associated with our operations could also damage our reputation with customers or in the market generally.

We have entered and may in the future enter into agreements with unions or works councils under which we incur certain obligations or agree to certain limitations or conditions for a period of time with respect to certain personnel, workplaces, departments or product lines. If a greater percentage of our work force became unionised, our labour costs may increase. Any significant increase in our labour costs may have an adverse effect on our business, cash flows, results of operations and financial condition. In addition, our collective bargaining agreements are subject to renegotiation with the unions from time to time and it is possible that employees could argue for arrangements that could cause us to incur higher employment costs. Such agreements or arrangements could limit our ability to adjust workforce headcounts or salaries or to restructure our business in response to difficult economic conditions. This reduced flexibility could have an adverse effect on our business, cash flows, results of operations and financial condition.

51. Third party data in this Placement Document may be incomplete or unreliable.

Information regarding market position, growth rates and other industry data pertaining to our businesses contained in this Placement Document consists of estimates based on data reports compiled by professional organizations and analysts, data from other external sources and our knowledge of the markets in which we compete.

In particular, this document includes information that is derived from the report titled "*Assessment of Global and Indian pharmaceuticals industry*" dated March 2024 prepared by CRISIL ("**CRISIL Report**"). The CRISIL Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics in such report may be inaccurate or may not be comparable to statistics produced for other economies. We have not independently verified data obtained from such report, or other industry publications and other sources referred to in this Placement Document and, therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in other industry publications. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate in this Placement Document are subject to the caveat that the statistical and other external data upon which such discussions are based may be incomplete or unreliable. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analyses and estimates, so we rely on internally developed estimates. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and we cannot assure potential investors as to their accuracy.

52. ***We rely extensively on our operational support systems, including quality assurance systems, quality control systems, product processing systems and information technology systems. Security breaches, cyber-attacks, computer viruses and hacking activities may cause material adverse effects on our business, financial performance and results of operations and expose us to liability, which could adversely affect our business and our reputation.***

Cyber-attacks, computer viruses or other unauthorized activity to our system, internal network, our customers' systems, third party's systems and information that they store and process, involving us or our third party service providers that we rely on for cloud storage or data processing may cause material adverse effects on our business, financial performance and results of operations. Any inadvertent transmission of computer viruses could expose us to a material risk of loss or litigation and possible liability. Hacking, computer viruses and phishing attacks could result in damage to our hardware and software systems and databases, disruptions to our business activities, including to our email and other communications systems, breaches of security and the inadvertent disclosure of confidential or sensitive information, interruptions in access to our website through the use of "denial of service" or similar attacks, and other material adverse effects on our operations. As techniques used to breach security change or evolve frequently and are often not recognized until launched against a target, we may not be able to implement new security measures in a timely manner or, if and when implemented, could be circumvented. Moreover, if a computer virus or hacking affects our systems and is highly publicized, our reputation and brand names could be materially damaged. Any attempts to gain access to our systems or facilities through various means, including hacking into our or our customers' systems or facilities, or attempting to fraudulently induce our employees, customers or others into disclosing usernames, passwords, or other sensitive information, which may in turn be used to access our IT systems and gain access to our or our customers' data or other confidential, proprietary, or sensitive information, could have a material adverse impact on our reputation, business and results of operations.

If security measures are breached because of employee theft, exfiltration, misuse or malfeasance, our or third party actions, omissions, or errors, unintentional events, deliberate attacks by cyber criminals or otherwise, or if design flaws in our software or systems are exposed and exploited, our relationships with customers could be damaged, and we could incur liability.

53. ***If our employees and other third parties engage in fraud, bribery and corrupt practices, it could harm our reputation and expose us to regulatory investigations, costs and liabilities.***

We do not fully control the interactions our employees and third parties such as our distributors and third party promoters have with hospitals, medical institutions and doctors, and the way in which they are compensated may incentivise them to increase sales volumes of our pharmaceutical products through corrupt or other improper means that constitute violations of anti-corruption and other related laws. In the pharmaceutical industry, corrupt practices include, among other things, fraud, acceptance of kickbacks, bribes or other illegal gains or benefits by hospitals and other medical institutions or doctors from pharmaceutical manufacturers and distributors in connection with the procurement or prescription of certain pharmaceutical products. If our employees and other third parties engage in corrupt or other improper conduct or violate applicable anti-corruption laws, we could be required to pay damages or fines, which could harm our reputation and expose us to regulatory investigations, costs and liabilities. While we are not aware of any such instances of fraud, bribery and other corrupt practices, there can be no assurance that there will not be any such instances in the future. Although we consider our internal control policies and procedures to be adequate, we may be unable to prevent, detect or deter all such instances of misconduct. Any such misconduct committed against our interests, which may include past acts that have gone undetected or future acts, may have a material adverse effect on our business and results of operations.

54. ***If we fail to comply with the anti-bribery laws, our reputation may be harmed and we could be subject to penalties and significant expenses that have a material adverse effect on our business, financial condition and results of operations.***

We may be or become subject to anti-bribery laws in India, the United States, the United Kingdom, the European Union and other jurisdictions, including the Foreign Corrupt Practices Act ("**FCPA**"). Anti-corruption laws have been enforced with great rigor in recent years and are interpreted broadly and prohibit companies and their employees and their agents from making or offering improper payments or other benefits to government officials and others in the private sector. As our business expands, the applicability of FCPA and other anti-bribery laws to our operations will increase. Our procedures and controls to monitor anti-bribery compliance may fail to protect us from reckless or criminal acts committed by our employees or agents. If we, due to either our own deliberate or inadvertent acts or those of others, fail to comply with applicable anti-bribery laws, our reputation could be harmed and we could incur criminal or civil penalties, other sanctions and/or significant expenses, which could have a material adverse effect on our business, including our financial condition, results of operations, cash flows and prospects.

55. ***Any downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition.***

The cost and availability of capital depends in part on our short-term and long-term credit ratings. Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. Any downgrade in our credit ratings could increase borrowing costs, result in an event of default under certain of our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows. In addition, any downgrade in our credit ratings could result in a recall of existing facilities, increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future, impair our future issuances of debt and equity, and our ability to raise new capital on a competitive basis, which may adversely affect our business, results of operations and financial condition.

Our credit ratings evolution with time is set forth with CARE Ratings assigning us CARE BB+, CARE A4+ for non fund based limited of ₹ 171.20 crores, CARE BB+ for working capital bank facilities of ₹ 512.75 crores and CARE BB+ for non-convertible debentures of ₹ 179 crores (reduced from ₹ 250 crores). In addition, our borrowing costs and our access to debt capital markets depend significantly on the credit ratings of India. There can be no assurance that India's credit ratings will not be revised or changed by CARE Ratings or any of the other global rating agencies.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect the Company's ratings or terms on which the Company is able to finance future capital expenditure. This could have an adverse effect on our ability to fund our growth on favourable terms or at all and consequently adversely affect our business and financial performance and the price of the Equity Shares.

EXTERNAL RISKS

Risks Related to India

56. ***Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.***

The Indian economy and its securities markets are influenced by economic developments, political and market conditions in India and globally, including adverse geopolitical conditions and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance, shareholders' equity and the price of our Equity Shares.

Large budget deficits and rising public debts in recent years, for example in Europe, have triggered sovereign debt finance crises that resulted in the bailouts of European economies and elevated the risk of government debt defaults, forcing governments to undertake aggressive budget cuts and austerity measures, in turn underscoring the risk of global economic and financial market volatility. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown in growth in certain economies and uncertainties regarding the stability and overall standing of the European Monetary Union. Factors that may adversely affect the economy, and hence our results of operations and cash flows, may include:

- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to trade barriers have led to increased incidents of social unrest in India over which we have no control;
- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- instability in other countries and adverse changes in geopolitical situations;
- civil unrest, local agitation, acts of violence, terrorist attacks, regional conflicts or situations or war; and
- India has experienced epidemics, and natural calamities such as earthquakes, tsunamis, floods, and drought in recent years;

Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

57. ***Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as cyclones, typhoons, flooding, storms, tsunamis, tornadoes, fires, explosions, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, and results of operations. Ongoing conflicts between some countries, have resulted in and may continue to result in a period of sustained instability across global financial markets. For example, following the invasion of Ukraine and conflict amongst other nations, countries like the United States of America, the EU, Canada, Japan, Australia and some other countries have made announcements regarding imposition of sanctions and sanctions have been implemented in the meantime. The imposition of sanctions could lead to unpredictable reactions from Russia. If any sanction risk materializes, this could induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India and have a material adverse effect on our business, cash flows, financial condition and results of operations.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. The sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia) have also added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition, cash flows and results of operation.

Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property, and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

58. ***Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

59. ***Changing regulations in India could lead to new compliance requirements that are uncertain.***

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the industry in which we operate, which could lead to new compliance requirements, including requiring us to obtain additional approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements, which can lead to uncertainty in our operations and could adversely affect our business, prospects and results of operations. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

The Government of India has passed new laws relating to social security, occupational safety, industrial relations and wages ages namely, the Code on Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, respectively which were to take effect from April 1, 2021 (collectively, the "Labour Codes"). The Government of India has deferred the effective date of the Labour Codes and they shall come into force from such date as may be notified by the Government. Further, the Code on Social Security, 2020 ("Social Security Code") will impact overall employee expenses and, in turn, could impact the profitability of our Company. Under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government), of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

60. Changes in the taxation system in India could adversely affect our business.

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the industry in which we operate, which could lead to new compliance requirements, including requiring us to obtain additional approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements, which can lead to uncertainty in our operations and could adversely affect our business, prospects and results of operations. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. For instance, the Government of India has notified four labour codes which are yet to come into force as on the date of this Placement Document, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health and Working Conditions Code, 2020. These codes consolidate and subsume numerous existing central labor legislations and will replace the existing legal framework governing rights of workers and labour relations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

61. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. There can be no assurance that Indian inflation levels will not worsen in the future.

62. ***Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Manager or any of its directors and executive officers in India respectively, except by way of a law suit in India.***

Our Company is a company incorporated under the laws of India as a company limited by shares and all of our Directors are located in India. As of the date of this Placement Document, most of our assets, our Key Managerial Personnel, senior management personnel and officers are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States.

In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI under the FEMA to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Risks Relating to the Equity Shares and this Issue

63. ***The trading volume and market price of the Equity Shares may be volatile following the Issue.***

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;

- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

64. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

65. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. You may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The Finance Act, 2020 had stipulated that the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2020 also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act, 2020at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company and such dividends were generally exempt from tax in the hands of the shareholders. However, the government of India has amended the IT Act to abolish the DDT regime. Under the extant provisions, any dividend distributed by a domestic company is subject to tax in the hands of the concerned shareholder at the applicable rates. Additionally, the company distributing dividends is required to withhold tax on such payments at the applicable rate. However, non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions.

Further, the Government of India has announced the union budget for Fiscal 2024, pursuant to which the Finance Act, 2023, came into force on April 1, 2023 which has introduced various amendments to the IT Act. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether the amendments made pursuant to the Finance Act, 2023 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

66. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Foreign investment in Indian securities is subject to regulation by Indian regulatory authorities. Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. Additionally, the GoI may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the GoI experiences extreme difficulty in stabilizing the balance of payments, or where there are substantial disturbances in the financial and capital markets in India.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, the Consolidated FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

As an Indian company, we are also subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business, financial condition and results of operations.

67. ***Significant differences exist between Ind AS which is used to prepare our financial information and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.***

Our Financial Statements for the six months period ended September 30, 2023 and for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, included in this Placement Document have been prepared and presented in conformity with Ind AS, restated in accordance with the requirements of Section 26 of part I of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the SEBI ICDR Regulations included in this Placement Document, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should be limited accordingly.

68. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

69. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

MARKET PRICE INFORMATION

As on the date of this Placement Document, our Company's issued, subscribed and paid-up capital comprises 14,41,15,773 Equity Shares of ₹5 each. The Equity Shares have been listed on BSE and on NSE. The Equity Shares are listed and traded on NSE under the symbol WOCKPHARMA and BSE under the scrip code 532300.

On March 22, 2024, the closing price of the Equity Shares on NSE and BSE was ₹ 544.95 and ₹ 543.80 respectively per Equity Share. Since the Equity Shares are available for trading on the Stock Exchanges, the market price and other information for each of BSE and NSE has been given separately.

(i) The following tables set forth the reported high, low and average of the closing prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded and the total trading turnover for the Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021:

BSE									
Financial Year	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ Crores)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ Crores)**	**Average price for the year (₹)**
2023	315.50	7-Apr-22	1,42,998	4.44	145.35	29-Mar-23	1,88,616	2.81	305.35
2022	804.50	26-May-21	5,33,946	41.39	253.20	31-Mar-22	3,00,319	7.96	466.17
2021	569.80	31-Dec-20	3,26,636	18.19	173.80	1-Apr-20	35,666	0.63	352.18

(Source: www.bseindia.com)

1. High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.

2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.

3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

NSE									
Financial Year	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ Crores)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ Crores)**	**Average price for the year (₹)**
2023	315.90	7-Apr-22	20,89,636	64.81	145.15	29-Mar-23	16,27,712	24.34	232.08
2022	804.90	26-May-21	89,82,799	696.66	254.30	31-Mar-22	29,01,970	77.06	466.29
2021	569.80	31-Dec-20	44,55,448	248.49	173.05	1-Apr-20	4,33,360	7.73	352.21

(Source: www.nseindia.com)

1. High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.

2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.

3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

The following table sets forth the details of the number of Equity Shares traded on the Stock Exchanges and the turnover during Fiscals 2023, 2022 and 2021:

Fiscal	**Number of Equity Shares Traded**		**Turnover (in ₹ Crores)**	
	BSE	**NSE**	**BSE**	**NSE**
2023	2,10,82,647	21,25,03,595	486.51	5,053.85
2022	2,98,63,437	30,34,10,754	1,490.53	15,799.68
2021	2,26,17,586	22,37,13,218	817.85	8,502.47

(Source: www.bseindia.com and www.nseindia.com)

(ii) The following tables set forth the reported high, low and average of the closing prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded during each of the last six months:

BSE											
Month year	**High (₹)**	**Date of high**	**Number of Equity Shares traded on date of high**	**Total turnover of Equity Shares traded on date of high (₹ Crores)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on date of low**	**Total turnover of Equity Shares traded on date of low (₹ Crores)**	**Average price for the month (₹)**	**Equity Shares traded in the month**	
										Volume	**Turnover (₹ Crores)**
February 2024	625.00	27-Feb-24	1,07,717	6.57	421.00	13-Feb-24	78,039	3.37	507.24	26,59,873	141.26
January 2024	507.80	3-Jan-24	2,04,428	10.05	402.85	18-Jan-24	2,23,137	9.74	460.06	29,73,799	136.56
December 2023	431.15	29-Dec-23	1,23,661	5.24	328.20	8-Dec-23	83,452	2.81	389.78	37,39,476	147.08
November 2023	349.75	30-Nov-23	2,76,087	9.34	222.60	1-Nov-23	25,091	0.57	287.86	46,77,610	142.93
October 2023	259.80	13-Oct-23	3,84,617	9.73	213.25	26-Oct-23	80,432	1.75	234.76	16,76,317	40.58
September 2023	262.90	11-Sep-23	99,107	2.55	226.00	22-Sep-23	61,820	1.42	242.05	25,22,850	61.17

(Source: www.bseindia.com)
1. High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.
2. In the case of a month, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

NSE											
Month year	**High (₹)**	**Date of high**	**Number of Equity Shares traded on date of high**	**Total urnover of Equity Shares traded on ate of high (₹ Crores)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on date of low**	**Total turnover of Equity Shares traded on date of low (₹ Crores)**	**Averag e price for the month (₹)**	**Equity Shares traded in the month**	
										Volume	**Turnover (₹ Crores)**
February 2024	624.95	27-Feb-24	15,68,854	95.88	420.00	12-Feb-24	10,60,981	47.71	507.30	4,32,22,693	2,265.46
January 2024	508.00	3-Jan-24	36,96,298	181,80	402.65	18-Jan-24	20,58,276	90.92	460.12	3,35,13,447	1,559.15
December 2023	431.75	29-Dec-23	30,91,408	131.03	326.35	8-Dec-23	9,53,385	32.09	389.80	5,34,80,511	2,088.38
November 2023	349.70	30-Nov-23	46,31,956	157.41	222.55	1-Nov-23	3,00,188	6.76	287.85	10,27,77,817	3,139.59
October 2023	259.90	13-Oct-23	57,14,469	144.78	213.25	26-Oct-23	7,40,844	16.14	234.72	2,33,84,751	568.93
September 2023	262.70	11-Sep-23	7,26,302	18.67	225.80	22-Sep-23	9,51,171	21.79	242.02	2,21,55,272	542.97

(Source: www.nseindia.com)
1. High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.
2. In the case of a month, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

(iii) The following table sets forth the market price on the Stock Exchanges on May 29, 2023 that is, the first Working Day following the approval dated May 26, 2023 of our Board of Directors for the Issue:

Date	**BSE**					
	Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹ Crores)**
May 29, 2023	171.50	171.60	168.85	169.25	24,449	0.42

(Source: www.bseindia.com)

Date	NSE					
	Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹ Crores)**
May 29, 2023	172.00	172.00	168.10	169.25	2,91,664	4.95

(Source: www.nseindia.com)

USE OF PROCEEDS

The Gross Proceeds from the Issue aggregate to ₹ 480.04 crores. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions and the estimated expenses of the Issue of approximately ₹ 17.17 crores (exclusive of GST and other applicable tax), shall be approximately ₹ 462.87 crores (the "**Net Proceeds**").

Objects of the Issue

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to finance the following objects:

(₹ in crore)

Sr No.	Particulars	Amount which will be financed from Net Proceeds
1.	Repayment and / or pre – payment, in full or part, of certain borrowings availed by our Company	110.00
2.	Funding of costs related to the clinical trials and research and development undertaken by the Company and/ or Wockhardt Bio AG, one of the Subsidiaries of the Company	210.00
3.	Funding working capital requirements of the Company	115.00
4.	General corporate purposes[1]	27.87
	Total Net Proceeds	**462.87**

[1] *The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*

(hereinafter collectively, referred to as the "**Objects**")

The main objects and objects incidental and ancillary to the main objects of the memorandum of association of our Company and Subsidiaries, enable us to undertake (i) existing activities and (ii) the activities proposed to be funded from the Net Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

(₹ in crore)

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Proposed schedule for deployment of the Net Proceeds	
			Fiscal 2025	Fiscal 2026
1.	Repayment and / or pre – payment, in full or part, of certain borrowings availed by our Company	110.00	110.00	-
2.	Funding of costs related to the clinical trials and research and development undertaken by the Company and/ or Wockhardt Bio AG, one of the Subsidiaries of the Company	210.00	150.00	60.00
3.	Funding working capital requirements of the Company	115.00	115.00	-
4.	General corporate purposes[1]	27.87	27.87	-
	Total Net Proceeds	**462.87**	**402.87**	**60.00**

[1] *The amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*

The deployment of funds indicated above is based on management estimates, current circumstances of our business and prevailing market conditions, which are subject to change. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. The management estimates are based on experience and / or similar kind of studies undertaken in past by our Company and/or our Subsidiaries. Presently, we are in process of conducting clinical trial of WCK 5222, WCK 4282, WCK 4873 and WCK 6777. For details of clinical trial programmes, see "*Our Business*" on page 187. For risks in this regard, please see, *"Risk Factors - Our funding requirements and proposed deployment of the Net Proceeds have not been appraised. Further, any variation in the utilisation of the Net Proceeds would be at the discretion of our management and subject to certain compliance requirements, including prior Shareholders' approval"* on page 62. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. Subject to compliance with applicable laws, in case of any variation in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue (except towards general corporate purposes).

Our Company may also have to revise funding for the pharmaceutical research and development and clinical trial projects due to external and internal factors, including but not limited to, change in government policies, laws, rules and regulations affecting our business or the industry in which we operate, human resources, commercial viability, delay in receipt of approval by ethics committees, site selection, patient recruitment rate during clinical trials, efficacy and safety outcomes in clinical trials, changing treatment landscape, additional data requirement by regulatory authorities, our financial condition, business strategy, economic and business conditions, increased competition and government policies in relation to pharmaceutical industry, which may not be within the control of our management.

The nature of our business may require us to revise our requirements and deployment of Issue proceeds, since the process of pharmaceutical research and development and clinical trial of new chemical entities ("**NCE**") are dependent on various steps and each step is dependent on the success of the prior steps. The overall success of the NCE process is dependent on the success of each of the steps carried out in the process. In the event any of the steps in NCE fails due to any reason, the research and development activities related to the NCE may be suspended or de-prioritised. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular NCE project/product or replacing a particular NCE project/product with another/new NCE project/product at the discretion of the management of our Company. Consequently, our fund requirements may also change accordingly. Any such change in our plans may require rescheduling of our expenditure programs, starting projects that are not currently planned, discontinuing molecules in research pipeline currently planned and an increase or decrease in the expenditure for a particular molecule in research pipeline, at the discretion of the management of our Company.

Details of the Objects

1. ***Repayment and / or pre – payment, in full or part, of certain borrowings availed by our Company.***

   Our Company has entered into various borrowing arrangements from time to time, with banks and financial institutions. The outstanding borrowing arrangements entered into by our Company includes debt in the form of, *inter alia*, availing term loans and working capital facilities, including fund based and non–fund based borrowings. Our Company proposes to utilise an estimated amount of ₹ 110.00 crores from the Net Proceeds towards part or full repayment and/or pre-payment of certain borrowings availed by our Company. Our Company may avail further loans and / or draw down further funds under existing or new borrowing arrangements, from time to time.

   Further, the outstanding amounts under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such facilities.

   We believe that such repayment and / or pre-payment will help reduce our outstanding indebtedness and debt servicing costs, improve our debt-to-equity ratio and enable utilisation of our accruals for further investment in our business growth and expansion. Additionally, we believe that the since our debt-equity ratio will improve, it will enable us to raise further resources at competitive rates in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

   Certain of the financing facilities availed by our Company, provide for the levy of prepayment penalty. In the event that there are any prepayment penalties required to be paid under the terms of relevant financing agreements, such prepayment penalties shall be paid by our Company out of the internal accruals of our Company. We have and will also take such provisions into consideration while deciding repayment and/ or pre-payment of loans from the Net Proceeds.

   The following table provides the details of outstanding borrowings availed by our Company, any of which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

Sr. No.	Name of the lender	Date of sanction letter / loan agreement	Nature of borrowing	Amount sanctioned as on February 29, 2024 (in ₹ crore)	Tenure of borrowing	Total amount outstanding with interest accrued as on February 29, 2024 (in ₹ crore)	Applicable interest rate % as on February 29, 2024	Re-payment date / schedule	Prepayment penalty (if any)	Purpose for which amount was utilised
1.	Bank of Baroda	January 2, 2019	Term Loan	200	Door to door tenor – 60 months	20	13.95	Scheduled final payment ₹ 10 crores on June 24	Nil	Capital expenditure and research and development
2.	Centrum NCD / Modulus alternatives	April 22, 2021	Term Loan	250	36 months from the date of allotment	97	13.75	₹ 25.5 crores, ₹ 42.5 crores, ₹ 16.5 crores and ₹ 12 crores on April 30, May 31, June 30, and October 24, respectively	Nil	Capital expenditure and research and development
3.	STCI Finance Limited	December 21, 2023	Term Loan	75	36 months	75	13	Bullet payment after 3 years December 30, 2026	2% if paid in between except put call option every year	R&D, repayment of existing debt and general corporate purpose

**As certified by Harshil Patel & Co., Independent Chartered Accountant, by way of their certificate dated March 19, 2024.*

2. ***Funding of costs related to the clinical trials and research and development undertaken by the Company and / or Wockhardt Bio AG, one of the Subsidiaries of the Company***

Our Company proposes to utilise ₹150.00 crores in Fiscal 2025 and ₹60 crores in Fiscal 2026 towards clinical trials and research and development undertaken by the Company and/ or Wockhardt Bio AG, one of the Subsidiaries of the Company.

We are engaged in the research and development, manufacture and distribution of pure and branded generics, vaccines, biosimilars, active pharmaceutical ingredients ("**APIs**"), as well as new chemical entity ("**NCE**") antibiotics targeting antimicrobial resistance ("**AMR**").

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31, 2023. We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023.

We have more than 25 years of experience in novel antibiotics research leading to end-to-end discovery and development capabilities. We launched two NCEs in India in June 2020, namely the Emrok and Emrok O antibiotics, against the treatment of acute bacterial skin and skin structure infections; including methicillin-resistant staphylococcus aureus ("**MRSA**") infections, which are a leading cause of AMR. Additionally, six of our anti-bacterial NCEs, namely, WCK 5222, WCK 4282, WCK 4873, WCK 771, WCK 2349 and WCK 6777 have been granted the qualified infectious disease product ("**QIDP**") status by the US FDA, which provides for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity (*CRISIL Report*). Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Kenya, Tanzania, Nigeria, Uganda, Thailand, Philippines and Vietnam. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market.

Our antibiotic drug discovery portfolio includes our anti-bacterial NCEs, namely WCK 4282, WCK 5222, WCK 6777, Emrok, Emrok O and Nafithromycin (WCK 4873), which are currently in various stages of development and testing as stated below:

Novel Antibiotics pipeline encompassing all the Resistant Organisms

	Gram Negative Portfolio				Gram Positive Portfolio	
	WCK 5222		WCK 4282	WCK 6777	Emrok / Emrok O	Nafithromycin
Status	Global *Phase III* ongoing	Meropenem resistant pathogen study (India)	*Phase III* ready	*Phase I* *In collaboration with NIH (US)*	**Launched in India**; Filed in Emerging Markets	*Phase III* completion in India
Potential Indication	cUTI, HABP / VABP (Global) + Carbapenem Resistant infections (India)		cUTI HABP / VABP	cUTI	ABSSSI	CABP / RTI
Target Market	Global		Global	Global	Emerging Market	Emerging Market
Positioning	Destination therapy for difficult-to-treat Gram-ve Klebsiella, Acinetobacter and Pseudomonas		Empiric-use; Carbapenem-sparing Gram-ve	Out-patient therapy for MDR Gram -ve	MDR Gram+ve Anti-MRSA	Macrolide-resistant Respiratory Pathogens, Quinolone-Sparing

HABP: Hospital Acquired Bacterial Pneumonia; VABP: Ventilator Acquired Bacterial Pneumonia cUTI : Complicated urinary tract infections; CABP: Community-acquired bacterial pneumonia ; RTI: Respiratory Tract Infection; ABSSSI: Acute bacterial skin and skin structure infections; MDR: Multidrug resistance ; Gram –ve: Gram Negative ; Gram +ve: Gram Positive

Our Subsidiary, Wockhardt Bio AG, has entered into a supply and collaboration agreement in 2022, with a global vaccine company for a term of 15 years, to undertake fill and finish services for vaccines in the United Kingdom. This is a collaboration for multiple vaccines and the profit sharing arrangement of 51:49, is in favour of Wockhardt Bio AG. Further, Wockhardt Bio AG has reserved capacity of 150 million doses per annum for such collaboration. Under the terms of the collaboration agreement, the global vaccine company is required to supply the drug substance for the vaccines for fill and finish at Company's facility in Wrexham, North Wales, UK, owned and controlled by our Subsidiary, CP Pharmaceuticals Limited.

The clinical trial process

Typically, an NCE activity involves several stages of innovation. Some of the novel antibiotics in pipeline and various phases involved in the clinical trial process of NCEs is explained below:

WCK 5222

WCK 5222 is a hospital injectable product and is part of our Gram-negative pathogens targeting the NCE product portfolio. It is positioned as a destination therapy for difficult to treat Gram-negative klebsiella pneumonia, acinetobacter baumannii and pseudomonas pathogens with potential indications of complicated urinary tract infections ("**cUTI**"), hospital acquired bacterial pneumonia ("**HABP**")/ ventilator acquired bacterial pneumonia ("**VABP**"), globally and any of the infections involving carbapenem resistant pathogens in India.

Currently, carbapenem resistant pseudomonas and acinetobacter (20%-95%) infections are desperately treated with efficacy and safety-compromised colistin/polymyxin/tigecycline. WCK 5222 would provide a safer and consistently efficacious therapy for such life-threatening infections. The product has been granted QIDP status by the US FDA and makes it eligible for fast track development process and priority review. The QIDP status also grants five year extension to the market exclusivity in the United States of America. In addition to the above:

- WCK 5222 has completed multiple Phase I studies including Pulmonary PK, renal impairment and cardiovascular safety studies;
- the product is currently under Phase III global clinical trials and more than 50% patient recruitment has been completed;
- phase III clinical study has been designed based on US FDA accepted development path;
- a clinical trial involving patients with meropenem-resistant infections is also set for enrolling first patient in India; and
- patents for WCK 5222 have been secured by us in key global markets.

WCK 5222 was also able to achieve complete resolution of infection with improvement in patients' clinical condition.

WCK 4282

As part of our Gram-negative pathogens targeting product portfolio, we have another hospital injectable, WCK 4282. WCK 4282 is targeted towards global markets and is positioned as empiric use Carbapenem sparing therapy for Gram-negative infections. It is currently ready to enter the Phase III study.

Potential indications of the products are complicated cUTIs, HABP/ VABP.

WCK 6777

WCK 6777 is a part of our NCE pipeline targeting the Gram-negative pathogens for the global markets. It is positioned as an out-patient parenteral antibiotic therapy for Multi Drug Resistant Gram-negative infections. Currently, the potential indication of WCK 6777 is cUTIs. WCK 6777 has completed Phase I which was sponsored by National Institutes of Health ("**NIH**"), USA.

Emrok and Emrok O

As part of the multi drug resistant Gram-positive pathogen targeting portfolio, we have launched Emrok and Emrok O, belonging to Benzoquinolizine sub-class, in India in 2020. The product is also under registrations in select emerging markets. Emrok and Emrok O is positioned for multi drug resistance Gram-positive anti-Methicillin-Resistant Staphylococcus aureus (MRSA) with indication of acute bacterial skin and skin structure infections ("**ABSSSI**") including diabetic foot infections and concurrent bacteraemia.

We have undertaken several studies as part of efforts to expand the indications of Emrok and Emrok O.

We have also conducted two prescription event monitoring ("**PEM**") studies, post the launch, in 2020 and 2021, to assess the safety and efficacy of Emrok and Emrok O in real-world patients. The study conducted in year 2020, involved 117 pan-India hospital sites and 1,229 patients, while the 2021 study was based on 76 sites and 1,266 patients. Both these studies established safety and efficacy of Emrok and Emrok O in patients with wide range of difficult-to-treat infections such as acute bacterial skin and skin structure infections, CABP, blood stream infection, diabetic foot infections and catheter associate blood stream infections.

Nafithromycin (WCK 4873)

Nafithromycin (WCK 4873) is a NCE targeted at community respiratory pathogens and is being prioritized for the emerging markets. Nafithromycin has recently completed Phase III in India and is targeted towards Macrolide resistant respiratory pathogens and is a Quinolone sparing product. Nafithromycin is a broad spectrum novel lactone ketolide for CABP and upper respiratory tract infections("**RTI**").

Nafithromycin (WCK 4873) has broad spectrum of coverage (Gram-positive, Gram-negative and atypicals) enabling monotherapy. Further it is also effective against Azithromycin resistance strains & multi drug resistant bacteria with 100% coverage based on its high lung concentrations. It offers an ultra short duration therapy of 3 days with Once daily dosing treatment regimen for improved patient compliance. Nafithromycin has completed Phase I and Phase II in USA & Europe through globally reputed CRO's. It has completed Phase III in India and commercialization is expected in short term.

Cost

We aim to maintain our cost management focus through our in-house integrated manufacturing capabilities, across our business to deliver growth as well as to achieve economies of scale. We believe that our in-house manufacturing capabilities, which adopt uniform manufacturing standards to achieve standardized product quality, provide us with a competitive advantage by helping us maintain quality control, mitigate the demand-supply fluctuations that routinely affect generics markets and ensure consistency and reliability of supply. In December 2021, our Company was selected under the pharmaceuticals category of the Production Linked Incentive ("**PLI**") Scheme of the Government of India and will be granted incentives amounting to a maximum of ₹ 250 crores towards strengthening our manufacturing capabilities. We continue to improve and assess our research and development programmes to increase efficiency and enhance economies of scale in order to further reduce costs.

In addition, we aim to achieve supply chain efficiencies through lifecycle management of products, including in-house research and development and manufacture processes. In particular, our quality assurance and quality control team will continue to support the lifecycle management of our products to improve manufacturing efficiencies. Realizing these efficiencies will also support our ability to make regulatory filings promptly and consistently. In addition, our products benefit from our ability to integrate backwards to manufacture our own APIs, providing us with security and cost advantages in our supply chain. We intend to leverage the backward integration for our APIs in order to gain greater market competitiveness. We also intend to continue to manage our supply chain costs through optimal inventory levels, economic orders and other measures.

Typically, an NCE activity involves several stages of innovation starting from drug discovery, clinical trials, regulatory approvals and commercialization. However, our historical investments in clinical trial activities may not be fully reflective of our future growth plans and new developments. The details of expenditure incurred by our Company and / or Subsidiaries on the clinical trials and professional charges for the last three financial years is as follows:

(in ₹ crore)

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Clinical Trials and Professional Charges	116	149	74
Total Revenue	2,651	3,230	2,708
% of Total revenue	4.4	4.6	2.7

Government approvals

While we do not require any further licenses / approvals from any governmental authorities at this stage, we will apply for all such necessary approvals that we may require at future relevant stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

For details, see "*Risk Factor – The pharmaceutical industry is highly regulated and our business and operations are dependent on various approvals, licenses and registrations both in India and outside India. If we or parties on whom we rely fail to obtain or maintain the necessary licences for our business activities, or if changes to existing regulations result in our licenses being expired or revoked, our ability to conduct our business could be materially impaired, which could materially adversely affect our business, results of operations, financial condition and cash flows.*"; "*Risk Factor – Changes in drug approval process in India may subject us to additional uncertainties in receiving regulatory approvals for our drug candidates on a timely basis, which could materially adversely affect our business, results of operations, financial condition and cash flows.*"; and "*Risk Factor – If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed. Further, results of earlier clinical trials may not be predictive of results of later-stage clinical trials and our drug candidates may also cause undesirable side effects or have other properties that could delay or prevent their regulatory approval and materially harm our business and reputation. The patient pool for our drug candidates may be limited to those patients who are ineligible for or have failed prior treatments and may be small, and any failure to obtain sufficient pools for our drug candidates may adversely impact our R&D efforts, which could materially adversely affect our business, results of operations, financial condition and cash flows.*" on pages 47, 65 and 50, respectively.

3. *Funding of working capital requirements*

We propose to utilise ₹ 115.00 crores from the Net Proceeds to fund the working capital requirement for business operations of our Company in Fiscal 2025. We have significant working capital requirements in the ordinary course of business, which we typically fund through internal accruals and by availing financing facilities from various banks and financial institutions. As on February 29, 2024, our Company has sanctioned fund-based limits of working capital facilities of ₹ 470.65 crores and non-fund-based limits for working capital of ₹ 67.93 crores.

Our Company requires additional working capital for funding future growth requirements of our Company and for other strategic, business, and corporate purposes.

Basis of estimation of working capital requirement

Existing working capital

Set forth below is the working capital of our Company, on a standalone basis, based on the unaudited standalone financial results of the Company with profit and loss statement and balance sheet as at September 30, 2023 and audited standalone financial statements for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, as certified by Harshil Patel & Co., Independent Chartered Accountants, through their certificate dated March 19, 2024:

(in ₹ crore)

Particulars	As of and for the six months ended September 30, 2023	As of and for the financial year ended March 31, 2023	As of and for the financial year ended March 31, 2022	As of and for the financial year ended March 31, 2021
A. Current assets				
Inventories	327	363	387	347
Financial Assets				
i. Trade receivables				
External	213	257	262	183
Intercompany	289	294	1,030	771
ii. Cash and cash equivalents	4	4	172	79
iii. Bank balances (other than Cash and cash equivalents)	29	33	35	59
iv. Other current financial assets	109	120	82	66
Other current assets	206	225	276	188
Assets classified as held for sale	-	-	144	144
Less: Asset held for sale	-	-	144	144
Net Current Assets (A)	**1,177**	**1,296**	**2,244**	**1,695**
B. Current liabilities				
Financial liabilities				
i. Borrowings	920	1,608	1,444	1,354
ii. Lease Liabilities	79	78	75	71
iii. Trade payables	-	-	-	-
Total outstanding dues of micro enterprises and small enterprises	34	33	45	22
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-
a) External	279	341	365	222
b) Intercompany	216	182	172	141
iv. Other current financial liabilities	258	268	280	172
Other current liabilities	87	88	638	526
Provisions	26	25	28	31
Current tax liabilities (Net)	2	2	2	64
Less: Borrowings	920	1,608	1,444	1,066
Less: CMLD	-	-	-	287

Net Current Liabilties (B)	**981**	**1,017**	**1,605**	**1,249**
Working Capital (C)=(A-B)	**196**	**279**	**639**	**445**
Revenue from Continuing Ops	511	1,072	1,372	987
COGS*	400	762	889	803

** COGS = Cost of material consumed + Change in Inventory (FG, WIP, SIT+ Other Expenses) + Purchase of stock in trade*

Future working capital requirements

On the basis of the existing working capital requirements, management estimates and projected working capital requirements, our Company proposes to deploy ₹ 115.00 crores out of Net Proceeds towards working capital requirements for the Financial Years ended March 31, 2025 as set out below. The balance portion of our working capital requirement shall be met from internal accruals and working capital facilities.

(in ₹ crore)

Particulars	Financial year ended*
	March 31, 2025 (Estimated)
Working capital requirements	115.00

**As certified by Harshil Patel & Co., Independent Chartered Accountant, by way of their certificate dated March 19, 2024.*

Assumptions for working capital requirements:

The following table sets forth the details of the holding levels (days) for the six months ended September 30, 2023, and the Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021, which has been computed based on the unaudited standalone financial results of the Company as on September 30, 2023, and the audited standalone financial statements of the Company for the Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021, respectively.

Holding levels

The table below contains the details of the holding levels (days) considered:

Particulars	As of and for the six months ended September 30, 2023	As of and for the financial year ended March 31, 2023	As of and for the financial year ended March 31, 2022	As of and for the financial year ended March 31, 2021
Receivable days	75	87	70	68
Inventory days	147	174	159	158
Payable days	141	179	168	111
Net working capital days	**81**	**82**	**60**	**115**

Note: Above days are calculated as trade receivables / payables excluding intercompany

4. *General corporate purposes*

The Net Proceeds will first be utilized towards the Objects as set out above. Subject to this, our Company intends to deploy ₹ 27.87 being balance Net Proceeds towards general corporate purposes, as approved by our management, from time to time, based on our business requirements and other relevant considerations, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds.

The general corporate purposes may include, but are not limited to meeting fund requirements which our Company or Subsidiaries may face in the ordinary course of business, (i) any additional re-payment or prepayment of our borrowings; (ii) strategic initiatives; (iii) funding growth opportunities; (iv) strengthening marketing capabilities and brand building exercises; (v) meeting ongoing general corporate exigencies and contingencies; (vi) capital expenditure; (vii) meeting working capital requirements; (viii) expenses of our Company and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable laws.

Means of finance

The funding requirements towards the objects of the Issue are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue and existing identifiable accruals. In case of a shortfall in the Net Proceeds, we may explore a range of options including utilizing our internal accruals, and/or seeking additional debt from existing and or other lenders.

Monitoring of utilisation of funds

Pursuant to Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CRISIL Ratings Limited, a credit rating agency registered with the SEBI, as the monitoring agency ("**Monitoring Agency**") by way of an agreement dated March 20, 2024 as the size of our Issue exceeds ₹ 100 crores. The Monitoring Agency shall submit its report to our Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% of the Net Proceeds of the Issue have been utilised. The board of directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI. Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website and also submit the same to the Stock Exchanges.

The report of the Monitoring Agency shall be placed before our Audit Committee on a quarterly basis, promptly upon its receipt. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Issue from the Objects, as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the Objects, as stated above. This information will also be published on our website simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Other confirmations

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges. The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised as approved by our Board and / or a duly authorized committee of our Board, from time to time only for such purposes, as permitted under the Companies Act, 2013, prescribed Objects as disclosed above and other applicable laws.

Our Company will have flexibility in deploying the Net Proceeds received by our Company from the Issue in accordance with applicable laws. Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

Subject to applicable laws, our Board shall determine the quantum of Net Proceeds to be deployed by our Company from the Issue, depending on business opportunities or requirements of our Company from time to time.

Neither our Promoters nor our Directors, are making any contribution either as part of the Issue or separately in furtherance of the Objects. Further, neither our Promoters nor our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or members of Senior Management (including 'key managerial personnel' under the Companies Act) are not eligible to subscribe in the Issue.

CAPITALISATION STATEMENT

The following table sets forth our capitalization and total borrowings, on a consolidated basis, as at December 31, 2023 which has been derived from our Unaudited Consolidated Financial Results and as adjusted to give effect to the receipt of the Gross Proceeds of the Issue. This table should be read in conjunction with the sections titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Information***" on pages 99 and 270, respectively.

(in ₹ crore, unless otherwise stated)

Particulars	Pre-Issue (as at September 30, 2023) (unaudited consolidated)	Post-Issue as adjusted#
Non-current borrowings		
Secured	188	188
Unsecured	780	780
Total non-current borrowings (A)	**968**	**968**
Current borrowings (including current maturities of long-term debt)		
Secured (including current maturities of long-term debt)	608	608
Unsecured	427	427
Total current borrowings (B)	**1,035**	**1,035**
Total debt (C) = (A + B)	**2,003**	**2,003**
Shareholders' funds		
Equity share capital	72	77
Securities premium	799	1,274
Other equity (excluding securities premium)	2,254	2,254
Equity attributable to the share holders of the Company (D)	**3,125**	**3,605**
Total capitalization (C+D)	**5,128**	**5,608**
Current Borrowing / Equity attributable to share holders Company	**0.33**	**0.29**
Non-current Borrowings / Equity attributable to the share holders of the Company	**0.31**	**0.27**
Total debt / Equity attributable to the share holders of the Company	**0.64**	**0.56**

\# *As adjusted to reflect the changes in equity and securities premium for the number of Equity Shares issued pursuant to the Issue and proceeds from the Issue amounting to ₹ 480.04 crores and no other adjustment for allotments made post September 30, 2023. Further, adjustments do not include Issue related expenses.*

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Placement Document is set forth below:

(in ₹ crores, except share data)

	Particulars	Aggregate value at face value (except for securities premium account)
A	**AUTHORISED SHARE CAPITAL**	
	25,00,00,000 Equity Shares of face value of ₹ 5 each	125.00
	2,00,00,00,000 Preference Shares of face value of ₹ 5 each	1,000.00
		1,125.00
B	**ISSUED SHARE CAPITAL BEFORE THE ISSUE**	
	14,41,15,773 Equity Shares of face value of ₹ 5 each	72.06
C	**SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**^	
	14,41,15,773 Equity Shares of face value of ₹ 5 each	72.06
D	**PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT**^	
	92,85,163 Equity Shares aggregating to ₹ 480.04 crore(1)	4.64
E	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**	
	15,34,00,936 Equity Shares of face value of ₹ 5 each	76.70
F	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue(2)	799
	After the Issue(3)	1,274

(1) This Issue has been authorised and approved by our Board of Directors on May 26, 2023, and by our Shareholders through a special resolution passed on August 14, 2023.

(2) As on September 30, 2023.

(3) The securities premium account after the Issue is calculated on the basis of Gross Proceeds. Adjustments do not include Issue related expenses.

Equity share capital history of our Company

The following table sets forth details of allotments of Equity Shares of our Company since the date of incorporation:

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons / nature of allotment	Cumulative number of equity shares
July 8, 1999	7	10	10	Cash	Subscription to the MOA	7
February 11, 2000*	(7)	10	10	-	Cancelled pursuant to the scheme of arrangement between Wockhardt Life Sciences Limited and the Company for acquisition of Pharmaceuticals Division of Wockhardt Life Sciences Limited	(7)
February 11, 2000	3,50,61,652	10	-	Other than cash	Pursuant to scheme of arrangement between Wockhardt Life Sciences Limited and the Company for acquisition of Pharmaceuticals Division of Wockhardt Life Sciences Limited, shareholders of Wockhardt Life Sciences Limited were allotted equity shares in the ratio of 1:1 i.e. one	3,50,61,652

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons / nature of allotment	Cumulative number of equity shares
					equity share of the Company for every one equity share of Wockhardt Life Sciences Limited held by them.	
April 22, 2000	12,00,000	10	-	Other than cash	Pursuant to the scheme of amalgamation between Wockhardt Veterinary Limited with the Company, shareholders of Wockhardt Veterinary Limited were allotted equity shares in the ratio of 1:4 i.e. one equity share of the Company for every four equity shares of Wockhardt Veterinary Limited.	3,62,61,652
August 14, 2002	3,600	10	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,65,252
January 7, 2003	2,700	10	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,67,952
September 16, 2003*	8,700	10	200	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,76,752
	4,000	10	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,80,652
	4,000	10	10	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,84,652
October 14, 2003	5,550	10	200	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,90,202
November 25, 2003	1,700	10	200	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,91,902
December 31, 2003	3,950	10	200	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,62,95,852
January 15, 2004*	9,950	10	250	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,05,802
	2,700	10	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,08,502
	2,700	10	10	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,11,202
February 23, 2004*	6,250	10	250	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,17,452
	1,500	10	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,18,952

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons / nature of allotment	Cumulative number of equity shares
	1,950	10	10	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,20,902
April 5, 2004*	4,500	10	250	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,25,402
	2,700	10	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,28,102
	2,250	10	10	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,30,352
April 24, 2004*	750	10	250	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,31,102
	450	10	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,31,552
	450	10	10	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	3,63,32,002
Pursuant to a resolution of our Board dated February 12, 2004, and a resolution of our Shareholders dated April 22, 2004, equity shares of our Company having face value of ₹10 each were sub-divided into equity shares of face value of ₹5 each with effect from May 7, 2004. Consequently, the issued and subscribed equity share capital of our Company comprising 3,63,32,002 equity shares of face value of ₹ 10 each was sub-divided into 7,26,64,004 equity shares of face value of ₹ 5 each.						7,26,64,004
May 8, 2004	3,63,32,002	5	-	N.A.	Allotment of bonus shares in the ratio of 1 Equity Share for every 2 Equity Shares.	10,89,96,006
January 21, 2005*	21,150	5	60	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,90,17,156
	22,500	5	5	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,90,39,656
	20,700	5	133.33	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,90,60,356
	6,000	5	144.66	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,90,66,356
February 21, 2005*	6,300	5	133.33	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,90,72,656
	6,300	5	5	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,90,78,956
	16,950	5	60	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,90,95,906
March 14, 2005*	4,800	5	60	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,00,706
	6,300	5	5	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,07,006

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons / nature of allotment	Cumulative number of equity shares
	12,750	5	133.33	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,19,756
	1,500	5	144.66	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,21,256
April 6, 2005*	2,550	5	60	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,23,806
	2,700	5	5	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,26,506
	12,000	5	133.33	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,38,506
June 9, 2005*	1,350	5	60	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,39,856
	2,499	5	144.66	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,42,355
	300	5	133.33	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,42,655
September 12, 2005*	2,550	5	60	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,45,205
	750	5	133.33	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,45,955
	9,999	5	144.66	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,91,55,954
October 13, 2005	141,397	5	486.07	Other than cash	Conversion of 1,500 foreign currency convertible bonds	10,92,97,351
November 9, 2005	2,250	5	60	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,92,99,601
January 11, 2006*	42,150	5	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,93,41,751
	37,950	5	5	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,93,79,701
	900	5	180	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,93,80,601
February 28, 2006	14,700	5	400	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,93,95,301
	24,750	5	5	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,94,20,051
April 28, 2006	5,850	5	133.33	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,94,25,901

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons / nature of allotment	Cumulative number of equity shares
August 16, 2006	10,002	5	144.67	Cash	Allotment of shares pursuant to exercise of ESOS-2001.	10,94,35,903
December 19, 2012	1,02,200	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	10,95,38,103
	20,000	5	397	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	10,95,58,103
January 21, 2013	5,300	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	10,95,63,403
	20,000	5	397	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	10,95,83,403
August 29, 2013	157,750	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	10,97,41,153
	10,000	5	397	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	10,97,51,153
April 7, 2014	8,000	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	10,97,59,153
May 29, 2014	2,48,750	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,00,07,903
October 20, 2014	32,500	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,00,40,403
January 20, 2015	25,750	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,00,66,153
February 25, 2015	6,750	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,00,72,903
June 24, 2015	1,32,500	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,02,05,403
July 8, 2015	209,000	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,04,14,403
	5,000	5	397	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,04,19,403

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons / nature of allotment	Cumulative number of equity shares
July 27, 2015	75,000	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,04,94,403
October 12, 2015	6,000	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,05,00,403
December 16, 2015	8,500	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,05,08,903
July 28, 2016	39,125	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,05,48,028
June 8, 2017	15,200	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,05,63,228
November 28, 2017	33,600	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,05,96,828
February 16, 2018	33,625	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,06,30,453
June 15, 2018	8,200	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,06,38,653
July 17, 2018	12,800	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,06,51,453
October 1, 2018	34,750	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,06,86,203
June 4, 2019	18,800	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,07,05,003
September 10, 2019	30,000	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,07,35,003
September 23, 2020	21,950	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,07,56,953
December 16, 2020	20,000	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,07,76,953
March 9, 2021	4,200	5	5	Cash	Allotment of shares pursuant to exercise of	11,07,81,153

Date of allotment	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Reasons / nature of allotment	Cumulative number of equity shares
					employee stock options under ESOS-11.	
August 17, 2021	23,600	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,08,04,753
October 18, 2021	10,750	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	11,08,15,503
March 28, 2022	33,244,650	5	225	Cash	Allotment pursuant to issue of rights shares in the ratio of 3:10 i.e. 3 equity shares for every 10 equity shares held.	14,40,60,153
February 6, 2023	28,170	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	14,40,88,323
Allotments in the one year immediately preceding this Placement Document						
May 5, 2023	6,250	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	14,40,94,573
October 25, 2023	6,900	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	14,41,01,473
January 19, 2024	14,300	5	5	Cash	Allotment of shares pursuant to exercise of employee stock options under ESOS-11.	14,41,15,773

**For details, see "Risk Factor - Our Company is unable to trace certain documents pertaining to historical secretarial information." on page 65.*

Except as stated in "***– Equity share capital history of our Company***" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

Preference share capital history of our Company

Our Company does not have any issued or outstanding preference share capital as on the date of this Placement Document.

Employee Stock Option Plan

Pursuant to a Board resolution dated August 9, 2011, and Shareholders' resolution dated September 12, 2011, our Company instituted an employee stock option scheme, namely, Wockhardt Employee Stock Option Scheme- 2011 ("**ESOS-2011**"), to grant, offer, issue and allot any time to or to the benefit of such persons(s) who are permanent employees (present or future) of the Company and Directors, as may be decided by the Board under ESOS-2011. Options not exceeding 2,500,000 were made available for being granted to eligible employees under ESOS-2011, with each option being exercisable to receive one Equity Share each. ESOS-2011 is compliant with the SEBI SBEB Regulations.

The details of ESOS-2011, as on the date of this Placement Document, are as under:

Scheme	Options granted (A)	Exercise Price per option	Options vested (B)	Options unvested	Options exercised	Options lapsed / forfeited before vesting (C)	Options lapsed / forfeited after vesting	Options pending for exercise (D)	Options outstanding (E) = (A)-(B)-(C)+D	Lapsed options re-issued
ESOS 2011	23,80,000	5	18,11,050	72,650	13,80,220	5,04,350	2,81,275	1,49,555	222,205	8,050
ESOS 2011	60,000	365	60,000	-	-	-	60,000	-	-	-
ESOS 2011	60,000	397	60,000	-	55,000	-	5,000	-	-	-

Proposed Allottees in the Issue

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made at the sole discretion of our Company in consultation with the BRLM to Eligible QIBs. The names of the proposed Allottees and the percentage of the post-Issue Equity Share capital that is held by them is included in this Placement Document, in the section titled "***Details of Proposed Allottees***" on page 501.

Pre-Issue and post-Issue Equity Shareholding Pattern

The following table provides the pre-Issue shareholding pattern as of March 15, 2024, and the post-Issue shareholding pattern:

S. No.	Category	Pre-Issue (as on March 15, 2024)#		Post-Issue	
		Number of Equity Shares held	% of shareholding	Number of Equity Shares held	% of shareholding
A.	**Promoters' holding***				
1.	*Indian promoters*				
	Individual	11,80,051	0.82	11,80,051	0.77
	Bodies corporate	7,79,76,025	54.11	7,79,76,025	50.83
	Sub-total	**7,91,56,076**	**54.93**	**7,91,56,076**	**51.60**
2.	*Foreign promoters*	0	0.00	0	0.00
	Sub-total (A)	**7,91,56,076**	**54.93**	**7,91,56,076**	**51.60**
B	**Non-Promoter holding**				
1.	*Institutional investors*	75,52,663	5.24	1,68,37,826	10.98
2.	*Central Government/President of India*	21,403	0.01	21,403	0.01
3.	*Non-Institutional investors*				
	Private corporate bodies	60,36,535	4.19	6,036,535	3.94
	Directors, KMPs and relatives	11,501	0.01	11,501	0.01
	IEPF	3,08,503	0.21	308,503	0.20
	Indian public	4,60,42,923	31.95	46,042,923	30.01
	Non-Resident Indians (NRIs)	19,13,174	1.33	1,913,174	1.25
	Any other	30,72,995	2.13	3,072,995	2.00
	Sub-total (B)	**6,49,59,697**	**45.07**	**74,244,860**	**48.40**
C.	**Non-Promoter-Non-Public holding**	0	0.00	0	**0.00**
	Sub-total (C)	**0**	**0.00**	0	**0.00**
	Grand Total (A+B+C)	**14,41,15,773**	**100.00**	**153,400,936**	**100.00**

* *Includes shareholding of the members of the Promoter Group.*

Other confirmations

1. The Promoters, the Directors, the Key Managerial Personnel and members of the Senior Management of our Company do not intend to participate in the Issue. Since the Issue is only made to Eligible QIBs, our Promoters, Directors or members of the Senior Management (including 'key managerial personnel' under the Companies Act, 2013) are not eligible to subscribe in the Issue.

2. There would be no change in control in our Company consequent to the Issue.

3. Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of the Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.

4. Except as disclosed herein, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document.

5. Our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the notice of the extraordinary general meeting of our Shareholders dated August 14, 2023, for approving the Issue.

DIVIDENDS

The declaration and payment of dividends by our Company is governed by applicable provisions of the Companies Act, 2013 and our Articles of Association. Our Board has approved and adopted a formal dividend distribution policy on January 24, 2017, in terms of Regulation 43A of the SEBI Listing Regulations. For further information, please see the section titled "***Description of the Equity Shares***" on page 248.

Our Company has not declared any dividend on the Equity Shares for the nine-months ended December 31, 2023, and for Fiscals 2021, 2022 and 2023. Further there are no dividends that have been declared but are yet to be paid out by our Company for Fiscal 2024 until the date of this Placement Document.

Future Dividends

The amounts paid as dividends in the past are not necessarily indicative of the dividend distribution policy of our Company or dividend amounts, if any, in the future. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors, including, but not limited to, capital requirements, earnings, contractual restrictions, availability of adequate profits, investments in subsidiaries, business expansion plans, diversification of business, requirement of long-term capital and overall financial position of our Company, uncertainty in the economic conditions, change in provision of income-tax or other applicable taxes, volatility in the capital markets and applicable statutory and legal restrictions and any other relevant factors that the Board may deem fit to consider before declaring dividend.

The Equity Shares to be issued in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted.

Please also see the sections titled "***Taxation***" and "***Risk Factors***" on pages 251 and 42, respectively.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Audited Financial Statements and the Unaudited Consolidated Financial Results. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year. Financial information for the nine months ended December 31, 2023 or the six months ended September 30, 2023, is not annualized and not indicative of full year results and is not comparable with annual financial statements presented in this Placement Document.

Our Audited Financial Statements and the Limited Review Financial Statements have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013, read with the Rule 3 of the Companies (India Accounting Standards) Rules, 2015. Ind AS differs in certain respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Accordingly, the degree to which financial statements included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited. This discussion contains forward – looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward – looking Statements" and "Risk Factors" on pages 14 and 42, respectively. Industry and market data used in this section are derived from the CRISIL Report, which was commissioned by our Company exclusively for the purpose of this Issue. CRISIL is not related in any manner to our Company, its Subsidiaries, Directors, Key Managerial Personnel, members of Senior Management or the Promoters. For more details, see "Industry and Market Data" beginning on page 13. For risks in relation to CRISIL Report, see "Risk Factors – Third party data in this Placement Document may be incomplete or unreliable." On page 68.

Overview

We are among the key research-based global pharmaceutical companies based in India in terms of R&D spends as a percentage of revenue (*CRISIL Report*). We are engaged in the research and development, manufacture and distribution of pure and branded generics, vaccines, biosimilars, active pharmaceutical ingredients ("**APIs**"), as well as new chemical entity ("**NCE**") antibiotics targeting antimicrobial resistance ("**AMR**").

We have three key revenue streams, namely, biotechnology, NCEs and generics Set out below are the details of our key revenue streams, along with their contribution to our revenue from operations, for the last three financial years and nine months ended December 31, 2023 and December 31, 2022:

Category	For the year ended March 31,						For the nine months period ended			
	2021		2022		2023		December 31, 2022		December 31, 2023	
	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations	in ₹ crores	% of revenue from operations
Biotechnology	334	12.3	424	13.1	402	15.2	272	13.8	313	14.9
NCEs	13	0.5	30	0.9	30	1.1	23	1.2	24	1.2
Generics and Others*	2,361	87.2	2,776	86	2,219	84	1,678	85	1,760	84
Total	**2,708**	**100**	**3,230**	**100**	**2,651**	**100.00**	**1,973**	**100**	**2,098**	**100**

* *Includes vaccines.*

We have a global footprint with operations spread across approximately 45 countries as of December 31, 2023. For details of our revenues from India and international markets, please see "*Diversified product portfolio across multiple therapeutic segments with a global footprint*" on page 189.

We are also in the business of vaccine manufacturing and supply, supported by our long term supply arrangement with a global vaccine company. We also have long term arrangements with leading pharmaceutical companies for WCK 4873, Emrok and Emrok O and Methycobal in China, Russia and India, respectively.

We manufacture and distribute pharmaceutical products across acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology, as well as different drug delivery forms, including solids, injectables, biotechnology, liquids, nasal sprays and complex technologies.

We are focused on deepening our market share in chronic therapies, which typically involve medicines being prescribed over an extended period of time as opposed to once or for a limited period of time. Chronic therapeutic areas accounted for 46%, 39%, 47%, 45% and 47% of our total revenue from continuing operations for Fiscal 2021, 2022, 2023, and the nine-months period ended December 31, 2022 and December 31, 2023, respectively, as compared to acute therapeutic areas, which accounted for 49%, 51%, 47%, 49% and 45% respectively, of our revenue from operations during the same periods. For further details of our revenue from our various therapeutic areas, please see "*Our Products*" on page 193.

For Fiscal 2021, 2022, 2023, and the nine-months periods ended December 31, 2022 and December 31, 2023, biotechnology contributed 12.3%, 13.1%, 15.2%, 13.8% and 14.9% to our revenue from operations.

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31,2023. We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023.

We have more than 25 years of experience in novel antibiotics research leading to end-to-end discovery and development capabilities. We launched two NCEs in India in June 2020, namely the Emrok and Emrok O antibiotics, against the treatment of acute bacterial skin and skin structure infections; including methicillin-resistant staphylococcus aureus ("MRSA") infections, which are a leading cause of AMR. Additionally, six of our anti-bacterial NCEs, namely, WCK 5222, WCK 4282, WCK 4873, WCK 771, WCK 2349 and WCK 6777 have been granted the qualified infectious disease product ("**QIDP**") status by the US FDA, which provides for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity (*CRISIL Report*). Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market.

We have received US FDA approvals for 59 abbreviated new drug applications and 37 are pending approval ("**ANDAs**") as of December 31, 2023. For the years ended March 31, 2021, 2022, 2023 and the nine- months period ended December 31, 2022 and December 31, 2023, we invested ₹265 crores, ₹301 crores, ₹273 crores, ₹215 crores and ₹197 crores which contributed to 9%, 9%, 10%, 10% and 9%, respectively, of total income towards research and development.

We have also made significant investments in our manufacturing infrastructure to support the production of various products in our portfolio and regularly update and upgrade our facilities in line with regulatory requirements and in order to continue to drive efficiencies and quality in our business. As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates. Our Wockhardt Biotech Park in Aurangabad, India has dedicated units for manufacturing APIs, biosimilars, recombinant formulations and our diabetes portfolio. Our fully automated lyophilisation unit in Aurangabad is able to produce lyophilized injection dosage forms that are used to improve the bioavailability, stability, solubility and patient compliance.

Principal Factors Affecting Our Financial Condition and Results of Operations

Competition in the pharmaceutical industry

Our pharmaceutical products face intense competition from products developed by other companies in India and overseas. Our products typically compete on the basis of price, efficacy and general market acceptance. Our business, prospects, results of operations and financial condition could be adversely affected if our competitors gain significant market share at our expense in areas in which we are focused. Our ability to continue to generate revenue from our products is impacted by the launch of competitive products by our competitors. An increased competition in a product market, may lead to reduction in the price we could command for such product which in turn may adversely impact our revenue from operations. Our ability to continue to increase our revenue from operations is dependent on our ability to continue to launch new products and to successfully identify new markets for expansion. Further, our competition may have access to greater financial resources and expertise dedicated towards research and development. If our pharmaceutical products become uncompetitive, and we are unable to effectively introduce new products, our business and results of operations could be adversely affected.

In addition, we must adapt to rapid changes in our industry due to technological advances and scientific discoveries. Although we strive to keep our technology, facilities and machinery current with the latest international standards, the technologies, facilities and machinery we currently employ may become obsolete. The cost of implementing new technologies, upgrading our manufacturing facilities and retaining our research staff could be significant and could adversely affect our profitability.

Pharmaceutical regulatory framework in India and global markets

We operate in a highly regulated sector and we have to comply with extensive regulation in each market we operate to obtain necessary approvals to manufacture, sell and/or market our products. We must ensure that government and other regulatory agencies do not withdraw marketing approvals for sales of our existing products and continue to approve our new products for sale in a timely manner and our manufacturing facilities remain approved by the relevant regulators.

We are governed by various local, regional and national regulatory regimes in various aspects of our operations, including licensing and certification requirements and procedures for manufacturers of pharmaceutical products, operating and safety standards, as well as environmental protection regulations. There can be no assurances that the legal framework, licensing and certification requirements or enforcement trends in our industry will not change in a manner that does not result in increased costs of compliance, or that we will be successful in responding to such changes. In addition, we are subject to the risk of adverse changes to favourable policies from which we currently benefit, and the introduction of unfavourable policies.

R&D and innovation efforts and growth of our new products

Our business model focuses on building a pipeline in various therapies targeted at both emerging markets and more regulated markets. Accordingly, our business depends to a significant degree on our ability to be successful in our research and development efforts. Research and development is both time consuming and costly, and involves a high degree of business risk. To develop our product pipeline, we commit substantial time, funds and other resources. In addition, our research staff is critical to the success of our research and development efforts. Our investments in research and development for future products could result in higher expenses without a proportionate increase in revenues. We have incurred ₹ 265 crores, ₹ 301 crores, ₹ 273 crores, ₹215 crores and ₹ 197 crores in Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023 towards research and development, which contributed to 9%, 9%, 10%, 10% and 9% of the total income.

Further, six of our programs have been granted the QIDP status by US FDA denoting unmet needs, faster trials and quicker approvals by the US FDA. We also have API development team focused on developing and filing our Drug Master Files (“**DMFs**”) with the US FDA and regulators in other markets. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, we invested 9%, 9%, 10%, 10% and 9%, respectively, of our total income towards research and development.

Our ability to develop and manufacture products is critical to launch new products and grow revenues. Our research and development efforts have resulted in 3214 patents filed and held 793 patents worldwide as of December 31,2021. To grow our product portfolio, we need to continually invest in research and development to add to our existing offering and improve our technology.

Success of the New Chemical Entry ("NCE”) Business

We are engaged in the research and development, manufacture and distribution of pure and branded generics, vaccines, biosimilars, active pharmaceutical ingredients (“**APIs**”), as well as new chemical entity (“**NCE**”) antibiotics targeting antimicrobial resistance (“**AMR**”). In June 2020, we also divested a part of our domestic branded business as part of our efforts to shift from acute therapeutic areas to more chronic segments, as well as to focus on our NCE antibiotic portfolio. Results of such trials will have a significant impact on our financial operation. Chronic therapies are a growing focus of our business, accounting for 46%, 39%, 47%, 45% and 47% of our revenue from operations in Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, respectively. The results of our operations and financial condition will depend on the success of our NCEs.

Foreign Currency Fluctuations

Changes in currency exchange rates influence our results of operations. Although we prepare and report our consolidated financial statements in Rupees, significant portions of our income and expenditure are denominated in currencies other than Rupees, most significantly the U.S. Dollar, Euro and British Pound. Any adverse foreign exchange rate movement of the U.S. Dollar, Euro or British Pound or emerging market currencies against the Rupee could affect our profitability.

Key Performance Indicators and Certain Non-GAAP Measures

Set forth below are our key performance indicators for the periods indicated:

(₹ in crores, unless otherwise stated)

Particulars	March 31, 2021**	March 31, 2022	March 31, 2023	Nine months period ended December 31, 2022*	Nine months period ended December 31, 2023*
Revenue from operations	2,708	3,230	2,651	1,973	2,098
EBITDA	69	318	223	188	171
Profit/ (Loss) for the year after tax (“**PAT**”)	(297)	(279)	(621)	(384)	(295)
PAT Margin (%)	(11%)	(9%)	(23%)	(19%)	(14%)

* *Not annualised.*
*** From continuing operations*

(₹ in crores, unless otherwise stated)

Particulars	March 31, 2021	March 31, 2022	March 31, 2023	Six months period ended September 30, 2022*	Six months period ended September 30, 2023*
Total equity	3,759	4,202	3,662	3,837	3,432
Total borrowings	2,332	1,862	1,887	1,856	2,003
Cash and cash equivalents and other bank balances	292	406	124	221	84
Net-Debt Equity Ratio	0.54	0.35	0.48	0.43	0.56

* *Not annualised.*

For a reconciliation of EBITDA, PAT Margin and Net-Debt Equity Ratio, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Reconciliation of Non-GAAP measures*" on page 118.

Significant Accounting Policies

Our Significant Accounting Policies for the financial year ended March 31, 2023 and as at March 31, 2023 are described in the section entitled "Notes to Consolidated Financial Statements" of Annual Report of March 31, 2023. There was no change in the Significant Accounting Policies during the nine months period ended December 31, 2023.

Key accounting policies that are relevant and specific to our business and operations are described below:

Basis for preparation of 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.

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 crores 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, 2023 and March 31, 2022 have been translated into United States dollars at the closing rate USD 1 = ₹ 82.2090 as on March 31, 2023 (March 31, 2022: USD 1 = ₹ 75.7975) 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 ₹ 1,227 crores as at March 31, 2023. Of these current liabilities, ₹ 788 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 Group, unless the Group confirms that it has adequate surplus liquidity available and Promoter entities have confirmed to provide required financial support to the Group to repay the liabilities of the Group. Group 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 Group is confident of repayment of liabilities as and when they fall due and accordingly the Group has prepared the financial statements on a going concern basis. Subsequent to March 31, 2023 the terms of borrowings of ₹ 600 crores from related parties, as at March 31, 2023 which were current have been revised and now the repayment tenure for such borrowings have been extended to March 31, 2025 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 recognized 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 in applying accounting policies:

The following are the critical judgements, apart from those involving 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 recognized in these consolidated financial statements.

(i) Lease arrangements:

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) *Legal 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.

(iv) *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.

(v) *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.

(vi) *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.

(vii) *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 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.

(viii) *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.

(ix) *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 determine the recoverable value of CGU's basis the estimated future cash flows for assessment of potential impairment.

(x) *Intangible asset under development :*

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

(xi) *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.

1. SIGNIFICANT ACCOUNTING POLICIES:

a) Property, Plant and Equipment and Depreciation

I. *Recognition and Measurement*

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 Consolidated 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.

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
Leasehold land	Over the period of lease
Buildings	10 - 61 years
Plant and Equipment	4 - 21 years
Furniture and Fixtures	6 - 20 years
Office Equipments	4 - 20 years
Information Technology Equipments	3 – 20 years
Vehicles	5 years

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 3 to 15 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. . 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.

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 recognized 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(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.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

(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.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

(ii) *Financial liabilities: - Classification:*

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities'. 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. *Accounting for day 1 differences*

If the fair value of the financial asset at initial recognition differs from the transaction price, this difference if it is not consideration for goods or services or a deemed capital contribution or deemed distribution, is accounted as follows:

- if the fair value is evidenced by a quoted price in an active market for an identical asset or liability (ie a Level 1 input) or based on a valuation technique that uses only data from observable market, the entire day 1 gain/loss is recorded immediately in the Consolidated Statement of Profit and Loss; or

- in all other cases, the difference between the fair value at initial recognition and the transaction price is deferred. After initial recognition, the deferred difference is recorded as gain or loss in the

Consolidated Statement of Profit and Loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability

In case the difference represents:

(i) deemed capital contribution - it is recorded as capital contribution in Capital Reserve

(ii) deemed distribution - It is recorded in equity

(iii) deemed consideration for goods and services - it is recorded as an asset or a liability. This amount is amortized/accredited to the Consolidated Statement of Profit and Loss as per the substance of the arrangement (generally straight-line basis over the duration of the arrangement)

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) **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) Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Profit and Loss.

vi) 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.

vii) 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.

viii) Any goodwill that arises on account of such business combination is tested annually for impairment.

ix) Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

x) 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.

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 Company 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.

Sale of Services, Outlicensing fees, sale of intellectual property and Assignment of New Chemical Entity

Revenues from services, Outlicensing fees, sale of intellectual property and Assignment of New Chemical Entity 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.

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

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 and discontinued operations**

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.

Discontinued operations are reported when a component of the Group comprising operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group operations is classified as held for sale or has been disposed of, if the component either (1) represents a separate major line of business or geographical area of operations and (2) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or (3) is a subsidiary acquired exclusively with a view to resale.

In the consolidated statement of profit and loss, income/ (loss) from discontinued operations is reported separately from income and expenses from continuing operations. The comparative consolidated statement of profit and loss is re-presented; as if the operation had been discontinued from the start of the comparative period. The cash flows from discontinued operations are presented separately in Notes.

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.

v) **Recent pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and

decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

Principal Components of Statement of Profit and Loss

Income

Our total income comprises revenue from operations / continuing operations, and other income.

Revenue from operations

Our revenue from operations / continuing operations, primarily includes (i) sale of products, (ii) sale of services, (iii) sale of intellectual property and (iv) other operating income including export incentives / cost recovery. We generate majority of our income through sale of products.

Other income

Our other income primarily includes (i) interest income, (ii) dividend received, (iii) net exchange fluctuation gain and (iv) other non-operating income such as profit on sale of properties and liabilities which are no longer required to be written back.

Expenses

Our total expenses / expenses from continuing operations include:

- cost of materials consumed, purchases of Stock-In-Trade, and changes in inventories of finished goods, work-in-progress and Stock-in-Trade, (which are collectively referred to as "**Cost of Goods Sold**"); and

- employee benefits expense (which include salaries and wages, contribution to provident and other funds, share based payments to employees and staff welfare expenses), finance costs (which include interest expenses on term loan, lease liabilities and others, other borrowing costs and net loss on foreign currency transactions and translation), depreciation and amoritsation expense (which includes property, plant and equipment and intangible assets), and other expenses (which includes travelling and conveyance, freight and forwarding charges, sales promotion and other selling cost, commission on sales, power and fuel, stores and spare parts consumed, chemicals, rents and amenity charges, rates and taxes, repairs to buildings, repairs to plant and machinery, repairs and maintenance – others, insurance, legal and professional fees, director's sitting fees, allowance for expected credit loss / bad debts provision and miscellaneous expenses.)

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Reconciliation of Non-GAAP measures

(a) Reconciliation of Net Worth

(₹ in crore)

Particulars	As at September 30,	As at September 30,	As at March 31,		
	2023	**2022**	**2023**	**2022**	**2021**
Equity share capital (a)	72	72	72	72	55
Other Equity (b)	3,053	3,422	3,282	3,777	3,321
Non - Controlling Interest (c)	307	343	308	353	383
Net Worth (d)= (a)+(b)+(c)	**3,432**	**3,837**	**3,662**	**4,202**	**3,759**

(b) Reconciliation of EBITDA

(₹ in crore)

Particulars	For Fiscal			For the period ended December 31,	
	2021*	**2022**	**2023**	**2022**	**2023**
Profit / (Loss) before tax (a)	(426)	(228)	(330)	(233)	(226)
Finance Cost (b)	249	299	302	226	232
Depreciation and amortisation expense (c)	246	247	251	195	165
EBITDA (d)= (a)+(b)+(c)	**69**	**318**	**223**	**188**	**171**

Not annualised

(c) Reconciliation of PAT Margin

(₹ in crore)

Particulars	March 31, 2021**	March 31, 2022	March 31, 2023	Nine months period ended December 31, 2022*	Nine months period ended December 31, 2023*
Revenue from operations (a)	2,708	3,230	2,651	1,973	2,098
Profit/ (Loss) after tax (“**PAT**”) (b)	(297)	(279)	(621)	(384)	(295)
PAT Margin (%) (c)= (b)/(a)	(11%)	(9%)	(23%)	(19%)	(14%)

Not annualised

**From continuing operations*

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(d) Reconciliation of Net-Debt to Equity Ratio

(₹ in crore)

Particulars	March 31, 2021	March 31, 2022	March 31, 2023	Six months period ended September 30, 2022*	Six months period ended September 30, 2023*
Total equity (a)	3,759	4,202	3,662	3,837	3,432
Total borrowings (b)	2,332	1,862	1,887	1,856	2,003
Cash and cash equivalents and other bank balances (c)	292	406	124	221	84
Net-Debt Equity Ratio (d)= [(b)-(c)]/(a)	0.54	0.35	0.48	0.43	0.5

**Not annualised*

Results of Operations Based on Our Financial Statements

The following table sets forth select financial data from our statement of profit and loss for and the nine month period ended December 31, 2023 and December 31, 2022, and Fiscals 2023, the components of which are also expressed as a percentage of total income for such periods.

Sr. No	Particulars	March 31, 2023		For the nine month period ended December 31, 2022		For the nine month period ended December 31, 2023	
		(₹ in crore)	(As a % of total income)	(₹ in crore)	(As a % of total income)	(₹ in crore)	(As a % of total income)
1	**Income**						
	(a) Revenue from operations	2,651	95.60%	1,973	95.08%	2,098	98.54%
	(b) Other income	122	4.40%	102	4.92%	31	1.46%
	Total income	**2,773**	**100.00%**	**2,075**	**100.00%**	**2,129**	**100.00%**
2	**Expenses**						
	(a) Cost of materials consumed	518	18.68%	382	18.41%	476	22.36%
	(b) Purchase of stock-in-trade	509	18.36%	384	18.51%	405	19.02%
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	84	3.03%	39	1.88%	(10)	(0.47)%
	(d) Employee benefits expense	637	22.97%	493	23.76%	472	22.17%
	(e) Finance costs	302	10.89%	226	10.89%	232	10.90%
	(f) Depreciation and amortisation expense	251	9.05%	195	9.40%	165	7.75%
	(g) Exchange fluctuation loss, net	-	0.00%	-	0.00%	2	0.09%
	(h) Other expenses	802	28.92%	589	28.39%	613	28.79%
	Total expenses	**3,103**	**111.90%**	**2,308**	**111.23%**	**2,355**	**110.62%**
3	**Loss before exceptional items and tax (1-2)**	**(330)**	**(11.90)%**	**(233)**	**(11.23)%**	**(226)**	**(10.62)%**
4	**Exceptional items- charge**	(294)	(10.60)%	(198)	(9.54)%	(14)	(0.66)%
5	**Loss after exceptional items before tax (3 ± 4)**	**(624)**	**(22.50)%**	**(431)**	**(20.77)%**	**(240)**	**(11.27)%**
6	Tax expense :						
	Current tax - charge	12	0.43%	10	0.48%	14	0.66%

Sr. No	Particulars	March 31, 2023		For the nine month period ended December 31, 2022		For the nine month period ended December 31, 2023	
		(₹ in crore)	(As a % of total income)	(₹ in crore)	(As a % of total income)	(₹ in crore)	(As a % of total income)
	Deferred tax - charge/ (credit) - (Net)	(15)	(0.54)%	(57)	(2.75)%	41	1.93%
7	**Profit / (Loss) after tax (5 ±6)**	**(621)**	**(22.39)%**	**(384)**	**(18.51)%**	**(295)**	**(13.86)%**
	Attributable to :						
	Equity shareholders of the Company	(559)	(20.16)%	(352)	(16.96)%	(294)	(13.81)%
	Non - Controlling Interest	(62)	(2.24)%	(32)	(1.54)%	(1)	(0.05)%
8	**Other Comprehensive Income**						
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability) / asset)	(12)	(0.43)%	(15)	(0.72)%	2	0.09%
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	3	0.11%	2	0.10%	-	0.00%
	(c) Items that will be reclassified to Profit or Loss - (charge)/ credit (Consisting of Exchange differences on translating the financial statements of foreign operations)	87	3.14%	69	3.33%	44	2.07%
	(d) Other Comprehensive Income (net of tax) (a ± b ± c)	78	2.81%	56	2.70%	46	2.16%
9	**Total Comprehensive Income (7 ± 8 (d))**	**(543)**	**(19.58)%**	**(328)**	**(15.81)%**	**(249)**	**(11.70)%**

The following table sets forth select financial data from our statement of profit and loss for and Fiscals, 2022 and 2021, the components of which are also expressed as a percentage of total income for such periods.

Sr. No	Particulars	March 31, 2021		March 31, 2022	
		(₹ in crore)	(As a % of total income)	(₹ in crore)	(As a % of total income)
1	**Income from Continuing Operations**				
	(a) Revenue from Continuing operations	2,708	95.35%	3,230	99.38%
	(b) Other income	132	4.65%	20	0.62%
	Total income from Continuing Operations	**2,840**	100.00%	**3,250**	100.00%
2	**Expenses from Continuing Operations**				
	(a) Cost of materials consumed	682	24.01%	612	18.83%
	(b) Purchase of stock-in-trade	580	20.42%	568	17.48%
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(127)	(4.47)%	87	2.68%
	(d) Employee benefits expense	763	26.87%	749	23.05%
	(e) Finance costs	249	8.77%	299	9.20%
	(f) Depreciation and amortisation expense	246	8.66%	247	7.60%

Sr. No	Particulars	March 31, 2021		March 31, 2022	
		(₹ in crore)	(As a % of total income)	(₹ in crore)	(As a % of total income)
	(g) Exchange fluctuation loss, net	2	0.07%	-	0.00%
	(h) Other expenses	871	30.67%	916	28.18%
	Total expenses	**3,266**	115.00%	**3,478**	107.02%
3	**Loss before exceptional items and tax from Continuing Operations (1-2)**	**(426)**	(15.00)%	**(228)**	(7.02)%
4	Discontinued Operations				
	Profit before exceptional items and tax from Discontinued Operations	**14**	0.49%	**-**	0.00%
5	**Exceptional items- credit/(charge)**				
	a) Continuing Operations	(142)	(5.00)%	(183)	(5.63)%
	b) Discontinued Operations	1,470	51.76%	-	0.00%
	Total Exceptional Items	**1,328**	46.76%	**(183)**	(5.63)%
6	**Loss after exceptional items before tax from Continuing Operations (3 ± 5a)**	**(568)**	(20.00)%	**(411)**	(12.65)%
7	Tax expense of Continuing operations :				
	Current tax - charge/ (credit)	(120)	(4.23)%	33	1.02%
	Tax pertaining to earlier years	-		5	0.15%
	Deferred tax - charge/ (credit) - (Net)	(151)	(5.32)%	(170)	(5.23)%
8	**Net Profit/ (Loss) from Continuing Operations (6 ± 7)**	**(297)**	(10.46)%	**(279)**	(8.58)%
9	**Profit after exceptional items before tax from Discontinued Operations (4 ± 5b)**	**1,484**	52.25%	**-**	0.00%
10	Tax expense of Discontinued operations:				
	Current tax – charge	312	10.99%	**-**	0.00%
	Deferred tax - charge (Net)	187	6.58%	**-**	0.00%
11	**Profit from Discontinued Operations (9 ± 10)**	**985**	34.68%	**-**	0.00%
12	**Profit / (Loss) for the period (8 ±11)**	**688**	24.23%	**(279)**	(8.58)%
	Attributable to :				
	Equity shareholders of the Company	686	24.15%	(244)	(7.51)%
	Non - Controlling Interest	2	0.07%	(35)	(1.08)%
13	**Other Comprehensive Income from Continuing Operations**				
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability) / asset)	(23)	(0.81)%	(24)	(0.74)%
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	4	0.14%	5	0.15%
	(c) Items that will be reclassified to Profit or Loss - (charge)/ credit (Consisting of Exchange differences on translating the financial statements of foreign operations)	15	0.53%	(8)	(0.25)%
	(d) Other Comprehensive Income (net of tax) (a ± b ± c)	(4)	(0.14)%	(27)	(0.83)%
14	**Other Comprehensive Income from Discontinued Operations**				
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability)/ asset)	(0.04)	0.00%	-	0.00%

Sr. No	Particulars	March 31, 2021		March 31, 2022	
		(₹ in crore)	(As a % of total income)	(₹ in crore)	(As a % of total income)
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	0.01	0.00%	-	0.00%
	(c) Items that will be reclassified to Profit or Loss - (charge) / credit (Consisting of Exchange differences on translating the financial statements of foreign operations)	-	0.00%	-	0.00%
	(d) Other Comprehensive Income (Net of tax) from discontinued operations (a ± b ± c)	(0.03)	0.00%	-	0.00%
15	**Total Comprehensive Income (12 ± 13 (d) ± 14 (d))**	**684**	24.08%	**(306)**	(9.42)%

Nine month period ended December 31, 2023 compared with the nine month period ended December 31, 2022

Total Income:

Our total income increased by 3% to ₹ 2,129 crores for the nine months period ended December 31, 2023 from ₹ 2,075 crores for the nine months period ended December 31, 2022 primarily due to increase in revenue from operations.

Revenue from operations:

Our revenue from operations increased by 6% to ₹ 2,098 crores for the nine months period ended December 31, 2023 from ₹ 1,973 crores for the nine months ended December 31, 2022 primarily due to exports in RoW markets, considerable growth in the sales of goods of our subsidiaries, Pinewood Laboratories Limited and Wockhardt UK Limited and sale of intellectual property rights in our subsidiary, Wockhardt Bio AG. This was partially offset by decrease in sales of Wockhardt USA LLC. For details of our region-wise revenue, please see *Our Business- Competitive Strengths- Diversified product portfolio across multiple therapeutic segments with global footprint* on page 189.

Other income:

Our other income decreased by 70% to ₹ 31 crores for the nine months period ended December 31, 2023 from ₹ 102 crores for the nine months ended December 31, 2022 primarily due to reduction foreign exchange gain. Foreign exchange gain during the nine months ended December 31, 2022 was on account of appreciation of USD, GBP and EURO, and was partially offset by increase in other operating income due to reversal of old provisions which were no longer required.

Total expenses:

Our total expenses increased marginally by 2% to ₹ 2,355 crores for the nine months period ended December 31, 2023 from ₹ 2,308 crores for nine months period ended December 31, 2022. However, there is a decrease in total expenses as compared to total income of the respective years.

Cost of Goods Sold:

Our Cost of Goods Sold consists of cost of material consumed, purchase of stock in trade and changes in inventories of finished goods, work in progress and stock in trade. The Cost of Goods Sold increased by 8% to ₹ 871 crores for the nine months period ended December 31, 2023 from ₹ 805 crores for the nine months period ended December 31, 2022 due to higher production volumes.

Employee benefits expense:

Our employee benefits expense decreased by 4 % to ₹ 472 crores for the nine months period ended December 31, 2023 from ₹ 493 crores for the nine months period ended December 31, 2022 primarily due to reduction in salary and wages in our step down subsidiary, Morton Grove Pharmaceuticals Inc on account of restructuring of the business in USA and for our subsidiary Wockhardt Bio AG on account of head count movement. This was offset by an increase in salary and wages of our subsidiaries, CP Pharmaceuticals Limited and Pinewood Laboratories Limited, attributable to changes in headcount and an appreciation of GBP and EURO.

Finance Costs:

Our finance cost increased by 3% to ₹232 crores for the nine months period ended December 31, 2023 ₹ 226 crores for the nine months period ended December 31, 2022 primarily due to increase in other borrowing costs in our subsidiary, Pinewood Laboratories Limited due to revisions in repayment schedules.

Depreciation and amortisation expense:

Our depreciation and amortisation expense decreased by 15% to ₹ 165 crores for the nine months period ended December 31, 2023 from ₹195 crores for the nine months period ended December 31, 2022 primarily due to sale of property, plant and equipments in our subsidiary, Morton Grove Pharmaceuticals Inc.

Exchange fluctuation loss, net:

Our exchange fluctuation loss increased to ₹ 2 crores for the nine months period ended December 31, 2023 due to fluctuation in foreign exchange rates. We did not incur any exchange fluctuation loss.

Other expenses:

Our other expenses increased by 4% to ₹ 613 crores for the nine months period ended December 31, 2023 from ₹ 589 crores for the nine months period ended December 31, 2022 primarily due write off of advances which were no longer recoverable. This was partially offset by saving in cost pursuant to the restructuring of business model in USA by closing down our manufacturing facility of our subsidiary, Morton Grove Pharmaceuticals Inc.

Current tax charge:

Our current tax charge increased by 40% to ₹14 crores for the nine months period ended December 31, 2023 from ₹10 crores for the nine months period ended December 31, 2022 primarily due to increase in profit before tax of our subsidiaries, Pinewood Laboratories Limited and Wockhardt Bio ® LLC.

Deferred tax charge:

Our deferred tax charge increased to ₹ 41 crores for the nine months period ended December 31, 2023 from deferred tax credit of ₹ 57 crores for the nine months period ended December 31, 2022 primarily due to the reversal of deferred tax assets in our subsidiaries, CP pharmaceuticals Limited and Wockhardt Bio AG.

Exceptional items charge / (credit):

Our exceptional items charge decreased by 93% to ₹ 14 crores for the nine months period ended December 31, 2023 from ₹ 198 crores for the nine months period ended December 31, 2022. This was on account of the provision for inventory of ₹ 14 crores for the nine months period ended December 31, 2023 and provision of ₹ 123 crores with respect to property, plant and equipment, ₹ 16 crores for inventory and ₹ 9 crores for other costs pursuing to re-structuring of business model in USS and provision of contract assets of ₹ 50 crores for the nine months period ended December 31, 2022.

Net Profit/ (loss) after tax:

As a result of the foregoing, the loss for the period attributable to the shareholders of our Company decreased by 16 % to ₹ 294 crores for the nine months period ended December 31, 2023 from ₹ 352 crores for the nine months period ended December 31, 2022.

Fiscal 2023 Compared to Fiscal 2022

Total Income:

Our total income decreased by 15% to ₹ 2,773 crores for the year ended March 31, 2023 from ₹ 3,250 crores for the year ended March 31, 2022 primarily due to a decrease in revenue from operations.

Revenue from operations:

Our revenue from operations decreased by 18% to ₹ 2,651 crores for the year ended March 31, 2023 from ₹ 3,230 crores for the year ended March 31, 2022 primarily due to reduction in revenue from the fill and finish contract of the Covid 19 vaccine of our subsidiary, CP Pharmaceuticals Limited, and a decrease in sales in our subsidiary, Wockhardt USA LLC and our Company.

Other income:

Our other income increased to ₹ 122 crores for the year ended March 31, 2023 from ₹ 20 crores for the year ended March 31, 2022 primarily due to a foreign exchange gain of ₹ 80 crores for the year ended March 31, 2023. Foreign exchange gain for the year ended March 31, 2023 was on account of an appreciation of USD, GBP and EURO and profit on sale of properties.

Total expenses:

Our total expenses decreased by 11% to ₹ 3,103 crores for the year ended March 31, 2023 from ₹ 3,478 crores for the year ended March 31, 2022. However, the total expenses as compared to the total income increased from 107.02% to 111.90% in Fiscal 2023.

Cost of Goods Sold:

Our Cost of Goods Sold consist of cost of material consumed, purchase of stock in trade and changes in inventories of finished goods, work in progress and stock in trade. The Cost of Goods Sold decreased by 12% to ₹ 1,111 crores for the year ended March 31, 2023 from ₹ 1,267 crores for the year ended March 31, 2022 due to lower production volumes.

Employee benefits expense:

Our employee benefits expenses decreased by 15 % to ₹ 637 crores for the year ended March 31, 2023 from ₹ 749 crores for the year ended March 31, 2022 primarily due to a reduction in salary and wages in our subsidiary, Morton Groove Pharmaceuticals Inc. on account of restructuring of the business in USA, our subsidiaries, CP Pharmaceuticals limited and Wockhardt UK Limited on account of head count movements and depreciation of GBP.

Finance costs:

Our finance cost increased by 1% to ₹ 302 crores for the year ended March 31, 2023 from ₹ 299 crores for the year ended March 31, 2022 primarily due to an increase in notional interest cost attributed to financial liability payable towards Texas Medicaid as per the Ind AS in our subsidiary, Wockhardt USA LLC. This was offset by a decrease in the interest cost due to repayment of debt.

Depreciation and amortisation expense:

Our depreciation and amortisation expense increased by 2% to ₹ 251 crores for the year ended March 31, 2023 from ₹ 247 crores for the year ended March 31, 2022 primarily due to capitalisation which was partially offset by a decrease in our subsidiary, Morton Grove Pharmaceuticals Inc. due to sale of property, plant and equipment. However, the depreciation and amortisation expense compared to the total income increased from 7.60% to 9.05%.

Other expenses:

Our other expenses decreased by 12% to ₹ 802 crores for the year ended March 31, 2023 from ₹ 916 crores for the year ended March 31, 2022 primarily due to reduction in costs pursuant to the restructuring of business model in USA by closing down our manufacturing facility in Illinois.

Current tax charge:

Our current tax charge decreased by 68% to ₹ 12 crores for the year ended March 31, 2023 from ₹ 38 crores for the year ended March 31, 2022. This was primarily due to higher tax expense during the year ended March 31, 2022 on profit from the vaccine business of our subsidiary, CP Pharmaceuticals Limited.

Deferred tax credit:

Our deferred tax credit decreased by 91% to ₹ 15 crores for the year ended March 31, 2023 from ₹ 170 crores for the year ended March 31, 2022.

Exceptional items charge / (credit):

Our exceptional items charge increased by 61% to ₹ 294 crores for the year ended March 31, 2023 from ₹ 183 crores for the year ended March 31, 2022. This was on account of provision of ₹123 crores with respect to property, plant and equipment, ₹ 17 crores for inventory, ₹ 80 crores for claims incurred/ expected claims from customers, ₹ 13 crores for other costs pursuing to re-structuring of our business model in USA, provision of contract asset of ₹ 50 crores during the year ended March 31, 2023 and provision for Texas Medicaid litigation of ₹183 crores in our subsidiary, Wockhardt USA LLC for during the year ended March 31, 2022.

Net Profit/ (loss) after tax:

As a result of the foregoing, the loss for the year attributable to the shareholders of our Company increased to ₹ 559 crores for the year ended March 31, 2023 from ₹ 244 crores for the year ended March 31, 2022.

Fiscal 2022 Compared to Fiscal 2021

(A) Continuing operations

Total Income:

Our total income from continuing operations increased by 14% to ₹ 3,250 crores for the year ended March 31, 2022 from ₹ 2,840 crores for the year ended March 31, 2021 primarily due to increase in revenue from continuing operations.

Revenue from continuing operations:

Our revenue from continuing operations increased by 19% to ₹ 3,230 crores for the year ended March 31, 2022 from Rs 2,708 crores for the year ended March 31, 2021 primarily due to revenue from fill-finish contract of Covid 19 vaccine of CP Pharmaceuticals Limited, which was partially offset by decrease in sales of our subsidiary, Wockhardt USA LLC and the Company.

Other income:

Other income from continuing operations decreased by 85% to ₹ 20 crores for the year ended March 31, 2022 from ₹ 132 crores for the year ended March 31, 2021. This was mainly because, during the year ended March 31, 2021 there was a gain of ₹ 95 crores on sale of trademarks and marketing authorisation rights in our subsidiary, Wockhardt France (Holdings) S.A.S.

Total expenses:

Our total expenses increased by 6% to ₹ 3,478 crores for the year ended March 31, 2022 from ₹ 3,266 crores for the year ended March 31, 2021.

Cost of Goods Sold:

Our Cost of Goods Sold consist of cost of material consumed, purchase of stock in trade and changes in inventories of finished goods, work in progress and stock in trade. The Cost of Goods Sold increased by 12% to ₹ 1,267 crores for the year ended March 31, 2022 from ₹ 1,135 crores for the year ended March 31, 2021 due to higher production volumes.

Employee benefits expense:

Our employee benefits expenses decreased by 2% to ₹ 749 crores for the year ended March 31, 2022 from ₹ 763 crores for the year ended March 31, 2021 primarily due to a reduction in salary cost in our subsidiary, Morton Groove Pharmaceuticals Inc. and our Company due to reduction in headcount and reduction in salary cost in Wockhardt France (Holdings) S.A.S owing to the discontinued business. This was offset by an increase in salary and wages in CP Pharmaceuticals limited due to increase in headcount.

Finance costs:

Our finance costs increased by 20% to ₹ 299 crores for the year ended March 31, 2022 from ₹ 249 crores for the year ended March 31, 2021 primarily due to an increase in our borrowing to improve liquidity. This was partially offset by decrease in interest cost in our subsidiary, Wockhardt Bio AG on account of repayment of term loans.

Depreciation and amortisation expense:

Our depreciation and amortisation expense increased by 0.41% to ₹ 247 crores for the year ended March 31, 2022 from ₹ 246 crores for the year ended March 31, 2021. This was due to capitalisation at our subsidiaries, Morton Grove Pharmaceuticals Inc. and CP Pharmaceuticals Limited. This was offset by decrease due to change in useful life of plant and machinery at the Jagroan plant. However, in terms of the revenue from operations, the depreciation and amortisation expense decreased from 8.66% in Fiscal 2021 to 7.60% in Fiscal 2022.

Other expenses:

Our other expenses increased by 5% to ₹ 916 crores for the year ended March 31, 2022 from ₹ 871 crores for the year ended March 31, 2021 primarily due to increase in selling and distribution cost, power & fuel cost, marketing cost, legal and professional fees and increase in stores & spares, legal & professional fees, power & fuel, repair & maintenance cost in our subsidiary, CP Pharmaceuticals Limited and Freight & forwarding expenses in our subsidiary, Wockhardt UK Limited. However, the other expenses decreased from 30.67% Fiscal 2021 to 28.18% in Fiscal 2022.

(B) *Discontinued operations*

The profit before exceptional items and tax from discontinued operations for the year ended March 31, 2022 was nil as compared to ₹ 14 crores for the year ended March 31, 2021.

Exceptional items charge / (credit):

Our exceptional items charge for the year ended March 31, 2022 was ₹ 183 crores as compared to ₹ 1,328 crores for year ended March 31, 2021. This was due to provision towards Texas Medicaid pursuant to a settlement agreement entered into with State of Texas in Wockhardt USA LLC and recognition of profit from transfer of the business undertaking to Dr. Reddy's Laboratories Limited which was partially offset by impairment loss on the nutrition business asset during the year ended March 31, 2021.

Current tax charge:

Our current tax expenses decreased by 80% to ₹ 38 crores for the year ended March 31, 2022 from ₹ 192 crores for the year ended March 31, 2021. This was primarily due to higher tax expense during the year ended March 31, 2021 on profit from discontinued operations and profit from transfer of business undertaking to Dr. Reddy's Laboratories Limited.

Deferred tax charge / (credit):

Our deferred tax charge / (credit) decreased to ₹ (170) crores for the year ended March 31, 2022 from ₹ 36 crores for the year ended March 31, 2021.

Net Profit/ (loss) after tax:

As a result of the foregoing, the loss for the year attributable to the shareholders of our Company was ₹ 244 crores for the year ended March 31, 2022 as compared to a profit of ₹ 686 crores for the year ended March 31, 2021.

Liquidity and Capital Resources

The purpose of the liquidity management function is to ensure that we have adequate liquidity to extend loans to our customers across our various financing products, to repay principal, interest on our borrowings and to fund our working capital requirements and other expenses and taxes. We endeavour to diversify our sources of capital.

We have funded growth in our operations and loan portfolio through debt securities, borrowings and subordinated liabilities. We received an aggregate ₹ 439 crores, ₹ 2,382 crores, ₹ 409 crores, ₹ 253 crores, and ₹ 257 crores as of March 31, 2021, 2022 and 2023 and six month period ended September 30, 2022 and September 30, 2023 respectively, from these sources.

In Fiscal 2021, 2022 and 2023 and the six month period ended September 30, 2022 and September 30, 2023, and our total liabilities amounted to ₹ 4,015 crores, ₹ 4,041 crores, ₹ 4,021 crores, ₹ 3,997 crores and ₹ 3,988 crores, respectively.

Cash Flows

The table below summarizes the statement of cash flows, as per our cash flow statements, for the periods indicated:

(₹ in crore)

Particulars	**For the financial year ended March 31,**			**For the six month ended September 30,**	**For the six month ended September 30,**
	2021	**2022**	**2023**	**2023**	**2022**
Net cash inflow from/ (used in) operating activities	(287)	413	153	104	61
Net cash outflow from/ (used in) investing activities	1,470	(201)	(125)	(88)	(103)
Net Cash outflow from/ (used in) financing activities	(1,171)	(71)	(315)	(50)	(141)
Net (decrease) / increase in cash and cash equivalents	12	141	(287)	(34)	(183)
Cash and cash equivalents at the end of the year	232	370	90	54	187

Operating Activities

Six months ended September 30, 2023

Our net cash flow from/ (used in) operating activities was ₹ 104 crores in the six months ended September 30, 2023. Our operating profit before working capital changes was ₹129 crores in the six-months period ended September 30, 2023, which was the result of profit/(loss) for the period/ year of (₹ 153) crores. The changes in operating asset & liabilities in the six months ended September 30, 2023 primarily consisted of (a) adjustments for (i) provision against inventories/ contract assets of ₹ 14 crores , (ii) depreciation and amortisation expense of ₹ 110 crores, (iii) allowance/ reversal of allowance for expected credit loss and bad debts of ₹ 18 crores, (iv) (Profit) /Loss on assets sold/write off of fixed assets (Net) of ₹ 0.09 crores, (v) finance costs of ₹ 155 crores, (vi) Foreign exchange fluctuation loss/(gain), net of (₹ 13) crores, (vii) interest income of ₹ 2 crores, (viii) employee share based payment expenses of ₹ 1 crore and (ix) liabilities no longer required written back of (₹ 1) crores and (b) movements in working capital consisting of (i) decrease in inventories of ₹ 12 crores, (ii) decrease in trade receivables of ₹ 67 crores, (iii) decrease in loans and advances and other assets of ₹ 35 crores, (iv) decrease in liabilities and provisions of ₹ 121 crores and (c) income taxes paid of ₹ 18 crores.

Six months ended September 30, 2022

Our cash flow from/ (used in) operating activities was ₹ 61 crores in the six months ended September 30, 2022. Our operating profit before working capital changes was ₹ 7 crores in the six-months period ended September 30, 2022, which was the result of profit/ (loss) for the period/ year of (₹ 326) crores. The changes in operating asset & liabilities in the six months ended September 30, 2022 primarily consisted of (a) adjustments for (i) provision against inventories/ contract assets of ₹ 50 crores, (ii) depreciation and amortisation expense of ₹ 129 crores, (iii) Provision for impairment on property, plant and equipment of ₹ 123 crores, (iv) (Profit) /Loss on assets sold/write off of fixed assets (Net) of ₹ 0.27 crores, (v) finance costs of ₹ 143 crores, (vi) Foreign exchange fluctuation loss/(gain), net of ₹ (106) crores, (vii) interest income of ₹ 3 crores, (viii) employee share based payment expenses of ₹ 1 crore and (ix) liabilities no longer required written back of ₹ 4 crores and (b) movements in working capital consisting of (i) decrease in inventories of ₹ 21 crores, (ii) decrease in trade receivables of ₹ 163 crores, (iii) increase in loans and advances and other assets of ₹ 25 crores, (iv) increase in liabilities and provisions of ₹ 18 crores, (v) adjustment for translation difference on working capital ₹ 115 crores and (c) income taxes paid of ₹ 8 crores.

Fiscal 2023

Our net cash flow/ (used in) from operating activities was ₹ 153 crores in Fiscal 2023. Our operating profit before working capital changes was ₹ 11 crores in the fiscal 2023, which was the result of profit/(loss) for the period/ year of (₹ 624) crores. The changes in operating asset & liabilities in Fiscal 2023 primarily consisted of (a) adjustments for (i) provision for contract assets of ₹ 50 crores, (ii) provision for impairment of property, plant and equipment of ₹ 33 crores, (iii) depreciation and amortisation expense of ₹ 251 crores, (iv) capital work in progress write off of ₹ 4 crores, (v) of allowance/ (reversal of allowance) for expected credit loss and bad debts of ₹ 22 crores, (vi) Loss on assets sold/write off of fixed assets (Net) of ₹ 59 crores, (vii) finance costs of ₹ 302 crores, (viii) exchange loss/(gain) of (₹ 80) crores, (ix) interest income of ₹ 4 crores, (x) employee share based payment expenses of ₹ 1 crore and (xi) liabilities no longer required written back of ₹ 3 crores and (b) movements in working capital consisting of (i) decrease in inventories of ₹ 141 crores, (ii) decrease in trade receivables of ₹ 199 crores, (iii) decrease/ increase in loans and advances and other assets of ₹ 18 crores and (iv) decrease in liabilities and provisions of ₹ 205 crores and (c) income taxes paid of ₹ 11 crores.

Fiscal 2022

Our net cash flow/ (used in) from operating activities was ₹ 413 crores in Fiscal 2022. Our operating profit before working capital changes was ₹ 143 crores in the fiscal 2022, which was the result of profit/(loss) for the period/ year of (₹ 411) crores. The changes in operating asset & liabilities in Fiscal 2022 primarily consisted of (a) adjustments for (i) depreciation and amortisation expense of ₹ 247 crores, (ii) allowance for expected credit loss, doubtful advances and bad debts provision of ₹ 20 crores, (iii) Loss on assets sold/write off of fixed assets (Net) of ₹ 6 crores, (iv) finance costs of ₹ 299 crores, (viii) exchange loss/(gain) of (₹ 11) crores, (v) interest income of ₹ 6 crores, (vi) employee share based payment expenses of ₹ 1 crore and (vii) liabilities no longer required written back of ₹ 2 crores and (b) movements in working capital consisting of (i) decrease in inventories of ₹ 30 crores, (ii) decrease in trade receivables of ₹ 7 crores, (iii) increase in loans and advances and other assets of ₹ 113 crores, (iv) increase in liabilities and provisions of ₹ 457 crores and (v) adjustment of translation difference on working capital ₹ 14 crores and(c) income taxes paid of ₹ 97 crores.

Fiscal 2021

Our net cash flow/ (used in) from operating activities was ₹ 287 crores in Fiscal 2021. Our operating loss before working capital changes was ₹ 27 crores in the fiscal 2021, which was the result of profit/ (loss) for the period/ year of ₹ 916 crores. The changes in operating asset & liabilities in Fiscal 2021 primarily consisted of (a) adjustments for (i) profit from transfer of business undertaking ₹ 1,470 crores, (ii) impairment loss on nutrition business asset ₹ 142 crores (iii) depreciation and amortisation expense of ₹ 246 crores, (iv) allowance for expected credit loss and bad debts of ₹ 7 crores, (v) profit/ loss on asset sold/ write off of fixed assets (net) of ₹ 10 crores, (vi) profit from sale of intellectual property and marketing rights ₹ 95 crores, (vii) finance costs of ₹ 249 crores, (viii) exchange loss of ₹ 2 crores, (ix) interest income of ₹ 21 crores, (x) employee share based payment expenses of ₹ 2 crores, (xi) liabilities no longer required written back of ₹ 15 crores, and (b) movements in working capital consisting of (i) increase in inventories of ₹ 107 crores, (ii) decrease in trade receivables of ₹ 347 crores (iii) increase in loans and advances and other assets of ₹ 96 crores, (iv) decrease in liabilities and provisions of ₹ 277 crores and (v) adjustment for translation difference on working capital ₹ 10 crores and(c) Income taxes paid of ₹ 117 crores.

Investing Activities

Six months ended September 30, 2023

Our net cash from/ (used in) from investing activities was ₹ 88 crores in the six months ended September 30, 2023. This was primarily due to (i) purchase of property, plant and equipment and capital work-in-progress of ₹ 12 crores, (ii) purchase of intangible assets and intangible assets under development of ₹ 82 crores, (iii) proceeds from sale of property, plant and equipment of ₹ 0.01 crores, (iv) margin money under lien and bank balances (other than cash and cash equivalents) of ₹ 5 crores and (vi) interest received of ₹ 1 crore.

Six months ended September 30, 2022

Our net cash from/ (used in) from investing activities was ₹ 103 crores in the six months ended September 30, 2022. This was primarily due to (i) purchase of property, plant and equipment and capital work-in-progress of ₹ 9 crores, (ii) proceeds from sale of property, plant and equipment, (iii) purchase of certain intangible assets and intangible assets under development of ₹ 100 crores, (iv) margin money under lien and bank balances (other than cash and cash equivalents) of ₹ 5 crores and (vi) interest received of ₹ 1 crore.

Fiscal 2023

Our net cash from/ (used in) from investing activities was ₹ 125 crores in Fiscal 2023. This was primarily due to (i) purchase of property, plant and equipment and capital work-in-progress of ₹ 42 crores, (ii) purchase of intangible assets and intangible assets under development of ₹ 167 crores, (iii) proceeds from sale of property, plant and equipment of ₹ 79 crores, (iv) margin money under lien and bank balances (other than cash and cash equivalents) of ₹ 3 crores and (vi) interest received of ₹ 2 crores.

Fiscal 2022

Our net cash from/ (used in) from investing activities was ₹ 201 crores in Fiscal 2022. This was primarily due to (i) purchase of property, plant and equipment and capital work-in-progress of ₹ 118 crores, (ii) purchase of intangible assets and intangible assets under development of ₹ 94 crores, (iii) proceeds from sale of property, plant and equipment of ₹ 1 crore (iv) margin money under lien and bank balances (other than cash and cash equivalents) of ₹ 7 crores and (v) interest received of ₹ 3 crores.

Fiscal 2021

Our net cash from/ (used in) from investing activities was ₹ 1,470 crores in Fiscal 2021. This was primarily due to (i) purchase of property, plant and equipment and capital work-in-progress of ₹ 81 crores, (ii) purchase of intangible assets and intangible assets under development of ₹ 85 crores , (iii) proceeds from sale of property, plant and equipment of ₹ 1 crore, (iv) consideration received from transfer of business undertaking (net) of ₹ 1,535 crores, (v) consideration of sale of intellectual property and marketing rights (net) of ₹ 96 crores, (vi) margin money under lien and bank balances (other than cash and cash equivalents) of ₹ 10 crores and (vi) interest received of ₹ 14 crores.

Financing Activities

Six months ended September 30, 2023

Our net outflow from/ (used in) financing activities was ₹ 50 crores in the six months ended September 30, 2023. This was primarily due to (i) transaction cost related to rights issue of ₹ 1 crore, (ii) proceeds from issuance of equity share capital under ESOS, (iii) repayment of long-term borrowings of ₹ 121 crores, (iv) short-term borrowings (net) of ₹ 35 crores, (v) loans from related parties of ₹ 222 crores, (vi) repayment of loans taken from related parties ₹ 58 crores, (vii) repayment of lease liabilities of ₹ 38 crores and (viii) finance costs paid of ₹ 89 crores.

Six months ended September 30, 2022

Our net outflow from/ (used in) financing activities was ₹ 141 crores in the six months ended September 30, 2022. This was primarily due to (i) transaction cost related to rights issue of ₹ 1 crore, (ii) repayment of long-term borrowings of ₹ 170 crores, (iii) short-term borrowings (net) of ₹ 66 crores, (iv) loans from related parties of ₹ 187 crores, (v) repayment of loans taken from related parties of ₹ 68 crores, (vi) repayment of lease liabilities of ₹ 35 crores and (vii) finance costs paid of ₹ 120 crores.

Fiscal 2023

Our net outflow from/ (used in) financing activities was ₹ 315 crores in Fiscal 2023. This was primarily due to (i) transaction cost related to rights issue of ₹ 3 crores, (ii) proceeds from issuance of equity share capital under ESOS of ₹ 0.01 crores, (iii) repayment from long term borrowings of ₹ 290 crores, (iv) short-term borrowings (net) of ₹ 81 crores, (v) loans from related parties of ₹ 328 crores, (vi) repayment of loans taken from related parties of ₹ 116 crores, (vii) repayment of lease liabilities of ₹ 73 crores and (viii) finance costs paid of ₹ 242 crores.

Fiscal 2022

Our net outflow from/ (used in) financing activities was ₹ 71 crores in Fiscal 2022. This was primarily due to (i) proceeds from issuance of Equity share capital under rights issue of ₹ 748 crores, (ii) transaction cost related to rights issue of ₹ 1 crore, (iii) proceeds from Issuance of equity share capital under ESOS of ₹ 0.02 crore, (iv) proceeds from long term borrowings of ₹ 49 crores, (v) issue of non-convertible debentures of ₹ 237 crores, (vi) repayment of long-term borrowings of ₹ 786 crores, (vii) short-term borrowings (net) of ₹ 101 crores, (viii) loans from related parties of ₹ 1,348 crores, (ix) repayment of loans taken from related parties of ₹ 1,302 crores, (x) repayment of lease liabilities of ₹ 71 crores, (xi) finance costs paid of ₹ 190 crores and (xii) equity dividend paid to IEPF of ₹ 2 crores.

Fiscal 2021

Our net outflow from/ (used in) financing activities was ₹ 1,171 crores in Fiscal 2021. This was primarily due to (i) proceeds from issuance of equity share capital under ESOP of ₹ 0.02 crore, (ii) redemption of preference shares of ₹ 330 crores, (iv) repayment of long-term borrowings of ₹ 783 crores, (v) short-term borrowings (net) of ₹ 29 crores, (vi) loans from related parties of ₹ 410 crores, (vii) repayment of loans taken from related parties of ₹ 172 crores, (viii) repayment of lease liabilities of ₹ 65 crores, (xi) premium on redemption of preference shares of ₹ 24 crores, (x) finance costs paid of ₹ 235 crores and (xi) equity dividend paid to IEPF of ₹ 1 crore.

Indebtedness

As of September 30, 2023, we had total borrowings of ₹ 2,003 crores, with an adjusted net debt to equity ratio of 0.56. Some of our financing agreements include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. *For further details please see, Risk Factors- Our loan agreements contain restrictive covenants that may adversely affect our ability to conduct our business. Further, there are share transfer restrictions in relation to some of our overseas Subsidiaries* on page 47. We cannot assure you that we will be able to obtain these consents and any failure to obtain these consents could have significant adverse consequences for our business.

Debt comprised non-current borrowings of ₹ 968 crores and current borrowings of ₹ 1,035 crores as on September 30, 2023.

Contractual cash flow

The table below sets forth our contractual cash flows as of March 31, 2023.

Particulars	Total	Less than 1 year	1 year to 5 years	More than 5 years
	(₹ in crores)			
Borrowings (including loan from related parties)	1,999	1,623	341	35
Trade payables and other financial liabilities	1,509	1,509	-	-
Lease liabilities	363	76	262	25
Total	**3,871**	**3,208**	**603**	**60**

Contingent Liabilities

The following table sets forth the principal components of our contingent liabilities as of March 31, 2023:

Particulars	As of March 31, 2023
	(₹ in crores)
Income taxes	416
Indirect taxes	156
Claims not acknowledge as debts	146
The Company along with its subsidiaries (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 the 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 believes that while it is premature to predict the outcome of the litigation, the Group has meritorious defenses and will be defending its actions vigorously.	Not quantifiable

Off-Balance Sheet Arrangements

We neither have any off-balance sheet arrangements not any items facilitating off balance sheet arrangement.

Related Party Transactions

We enter into various transactions with related parties. For further information see "*Financial Information*" on page 270.

Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises six types of risk: interest rate risk, foreign currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, foreign currency hedging instruments such as forward contracts and options. We have put in place appropriate risk management policies to limit the impact of these risks on its financial performance. The company ensures optimization of cash through fund planning and robust cash management practices.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Majority of our borrowings, both term and working capital, are floating rate linked borrowings wherein interest rate is reset at different time intervals. Fluctuation in interest rates will therefore have a bearing on our debt service obligations.

The exposure of our borrowings to interest rate changes at the end of the reporting period is as follows:

Particulars	**As of March 31, 2023**
	(₹ in crores)
Variable rate borrowings	828
Fixed rate borrowings	1,059
Total borrowings	**1,887**
Sensitivity	
Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.	
Impact on profit after tax	
Interest rate (increase by 100 basis points)#	**(8)**
Interest rate (decrease by 100 basis points)#	**8**

\# *Holding other variables constant.*

Exposure to currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily to our Company's operating activities (when revenue or expense is denominated in a foreign currency).

Particulars	**Currency**	**As at March 31, 2023**		**As at March 31, 2022**		**As at March 31, 2021**	
		Amount in Foreign Currency (in million)	**₹ in crore**	**Amount in Foreign Currency (in million)**	**₹ in crore**	**Amount in Foreign Currency (in million)**	**₹ in crore**
Loan Availed	EUR	-	-	-	-	0	1
	USD	3	21	11	86	33	240
Trade Receivables	AUD*	1	4	0	0	0	0
	AED*	0	0	0	0	-	-
	EUR	2	19	6	49	3	27
	GBP	15	150	15	152	54	547
	USD	30	250	126	958	102	749
	RUB	54	6	201	18	179	17
	MXN	65	29	65	25	65	23
Loans and Other Receivables	EUR	2	22	-	-	46	395
	USD	11	87	10	79	10	73
	CHF*	0	0	0	0	0	0
	GBP	8	77	0	2	0	0
	AED*	0	0	-	-	-	-
Trade payables and Other Liabilities	ACU*	0	0	0	0	0	0
	AUD*	0	0	1	5	1	3
	EUR	5	43	22	188	11	97
	GBP	11	108	28	279	34	341
	MXN	13	6	13	5	13	5
	USD	29	240	38	287	12	87
	JPY*	-	-	1	0	2	0
	CAD*	-	-	0	0	0	0
	CHF	2	14	2	15	2	14

	AED	-	-	1	1	1	1
	SEK*	0	0	0	0	-	-
	RUB	108	11	141	13	55	5
Bank	GBP	0	5	3	26	5	47
	EUR	0	4	2	16	0	3
	USD*	0	0	1	5	2	12
	AED*	0	0	0	0	0	0
	CHF	0	3	0	3	0	1
	AUD*	0	0	0	0	0	0

* *less than ₹ 0.50 crore*

Liquidity Risk

Ultimate responsibility for liquidity risk management rests with the Board, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company manages liquidity risk by maintaining adequate cash reserves, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Accordingly, no liquidity risk is perceived.

Cash Management Risk

Our business operations do not involve significant cash transactions and the majority of our transactions with customers are conducted electronically or via cheques. For our corporate lending business, almost all of our loan disbursements are made, serviced and repaid through real-time gross settlement ("**RTGS**") or National Electronic Funds Transfer ("**NEFT**"), both of which are specialist electronic payment systems.

Asset Quality Impairment Risk

Asset risks arise due to the decrease in the value of the collateral over time. The selling price of a re-possessed asset may be less than the total amount of loan and interest outstanding in such borrowing and we may be unable to realize the full amount lent to our customers due to such a decrease in the value of the collateral. We may also face certain practical and execution difficulties during the process of seizing collateral. We engage experienced repossession agents to repossess assets of defaulting customers.

Inflation Risk

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. A return of high inflation rates may result in an increase in overall interest rates which may adversely affect our results of operations. High inflation rates may also adversely affect growth in the Indian economy and our operating expenses.

Significant Economic Changes

Other than as described above under the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*," to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this Placement Document, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" beginning on pages 100 and 42, respectively. To our knowledge, except as described or anticipated in this Placement Document, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Future Relationship Between Cost and Income

Other than as described in this Placement Document, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New Products or Business Segments

Other than as described in "*Our Business*" on page 187 of this Placement Document, there are no new products or business segments in which we operate.

Seasonality of Business

Our business is not subject to seasonal variations.

Customer Concentration

We are not dependent on major customers for a significant portion of our revenue.

Reservations, Qualifications and Adverse Remarks Included by Auditors

There are no reservations or qualifications or adverse remarks of the Statutory Auditors in the last five financial years in the audited consolidated financial statements of our Company. However, our Statutory Auditors have included certain observations pursuant to the Companies (Auditor's Report) Order, 2020 in the audited standalone financial statements of our Company. For further details, please see "Risk Factors - *Our Statutory Auditors have included certain remarks in connection with the Companies (Auditor's Report) Order, 2020 in their audit reports on the audited standalone financial statements for Fiscals 2019, 2020, 2021, 2022 and 2023*." on page 58.

Significant Developments after September 30, 2023 and December 31, 2023

No circumstances have arisen since September 30, 2023 and December 31, 2023, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our material liabilities withing the next 12 months.

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry report titled "Assessment of the Global and Indian pharmaceuticals industry" (the "**CRISIL Report**") prepared and issued by CRISIL Research ("**CRISIL**"), and exclusively commissioned and paid for by us to understand the industry in which we operate in connection with the Issue.*

Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect.

Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the CRISIL Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. While preparing the report, CRISIL has also sourced information from publicly available sources, including our Company's financial statements available publicly.

1. Global macroeconomic assessment

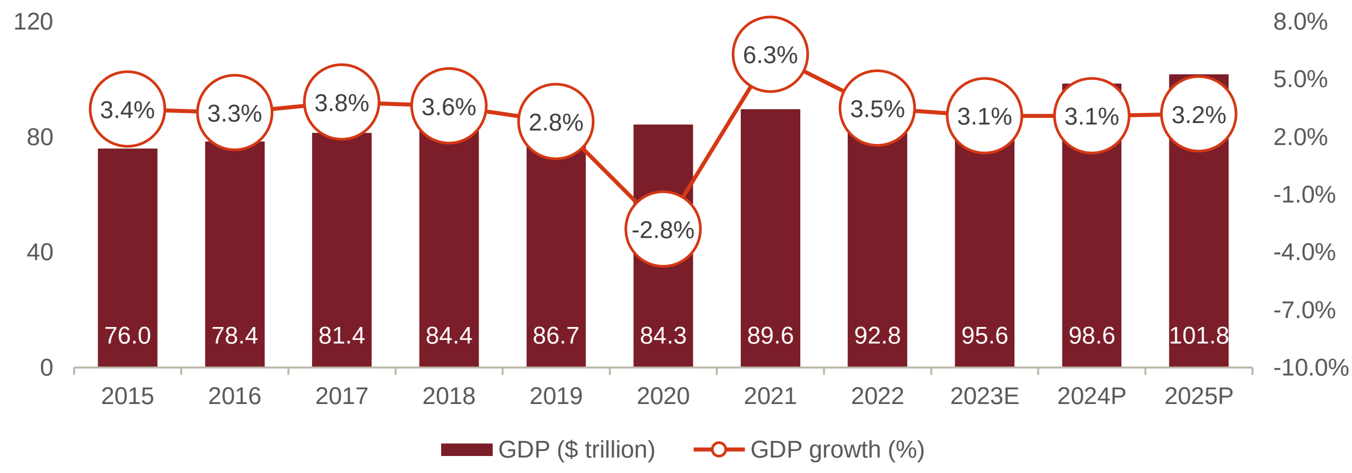
Global GDP to grow through 2025 amid cooling inflation and steady growth of key economies

Global gross domestic product (GDP), which is estimated to have expanded 3.1% in 2023, is projected to mirror that growth rate in 2024 and expand slightly thereafter to 3.2% in 2025, according to the International Monetary Fund's (IMF) January 2024 update. At 3.1%, the latest forecast for 2024 is 0.2 percentage point higher compared with the IMF's previous forecast in October 2023, mainly on account of better-than-expected resilience of the US and several large emerging market and developing economies, as well as fiscal support in China.

That said, overall growth in advanced economies is expected to decline marginally in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and moderation in growth in the US. Emerging market and developing economies are expected to post stable growth in 2024 as well as 2025, though some countries could see contractions.

With disinflation, steady economic growth and broadly balanced risks to global growth, the likelihood of a hard landing of economies has receded. In fact, inflation has been cooling faster than expected amid easing of global supply chains. Faster disinflation could lead to further easing of financial conditions as well.

Global GDP trend and outlook ($ trillion)



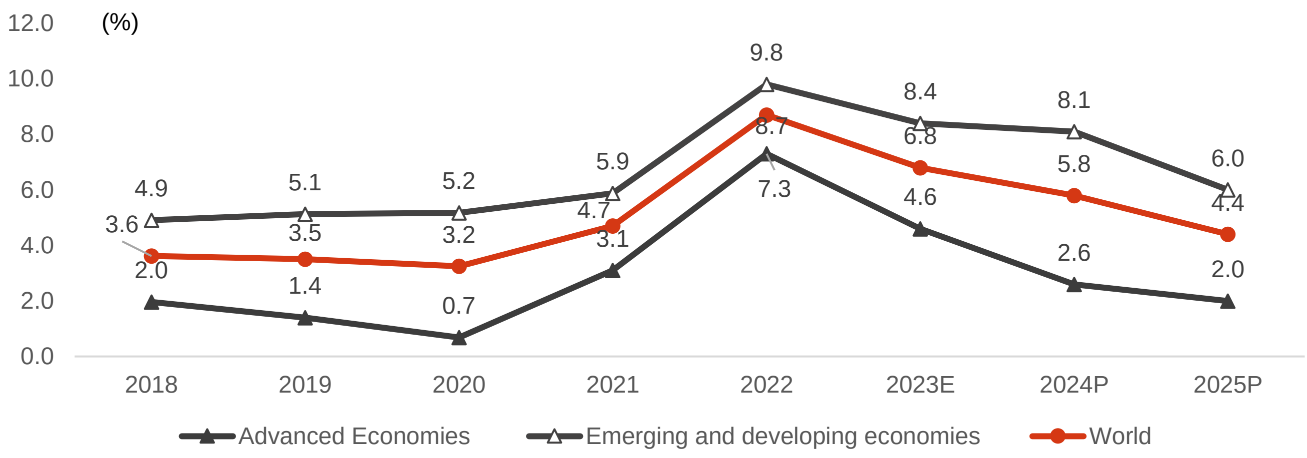
E – estimates, P – projections
Source: International Monetary Fund (IMF) economic database, CRISIL Market Intelligence and Analytics (MI&A) Consulting

That said, any fresh spike in commodity prices due to geopolitical shocks and supply chain disruptions or persistent underlying inflation that could prolong tight monetary conditions can pose a downside to the upbeat outlook. Distress in China's property sector or a disruptive turn to tax hikes and spending cuts elsewhere could also moderate growth in the near term.

Global inflation to subside in the medium term

As per the IMF, global headline inflation is expected to abate from an estimated 6.8% in 2023 (annual average) to 5.8% in 2024 and 4.4% in 2025. Inflation is expected to decrease more rapidly in advanced economies, with inflation falling 2.0 percentage points in 2024 to 2.6%. In emerging market and developing economies, though, inflation is projected to decline by just 0.3 percentage point to 8.1%. Still, overall, ~80% of the world's economies are expected to see lower annual average headline and core inflation in 2024.

Trend and outlook on consumer prices



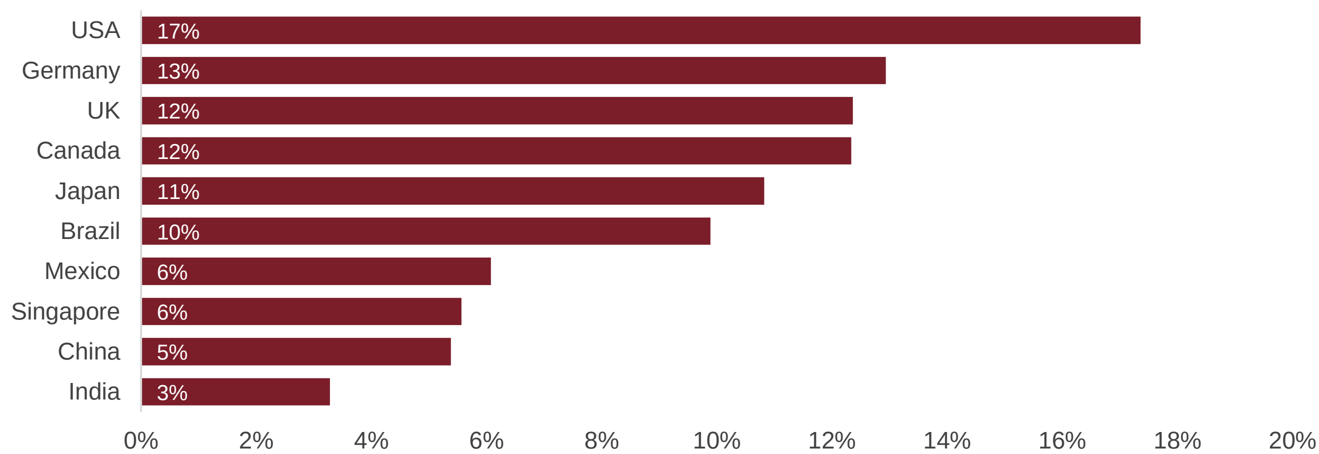
E – estimates, P – projections
Source: IMF, CRISIL MI&A Consulting

Global healthcare expenditure accounts for ~10% of global GDP

The pharmaceutical industry is driven by a number of demographic and macroeconomic factors, such as changes in lifestyles which have led to more chronic diseases, in particular diabetes, cancer and cardiovascular diseases, increased uptake of medicines due to increased per capita income and awareness, the spread and availability of health insurance and population growth. These factors are expected to drive growth in the pharmaceutical industry.
Global healthcare spending has been rising in sync with economic growth. As an economy grows, public and private spending on health grows, too. Further, an increase in sedentary lifestyle has heightened the risk of chronic diseases, which is also raising healthcare spending. This is evident primarily in fast-growing economies.

Globally, healthcare expenditure as a percentage of GDP increased at 10.3% on-year in 2021, owing to availability of better medical facilities, advancements in medicine and increase in disposable incomes. During the year, the US, Germany and the UK were among the top spending countries in terms of current healthcare expenditure (CHE) as a percentage of their GDPs, whereas India registered a comparatively lower CHE as a percentage of GDP, at 3.3%

Current healthcare expenditure as percentage of GDP (2021)



Source: Global Health Expenditure Database – World Health Organization (WHO), CRISIL MI&A Consulting

Per capita CHE (at an international dollar rate, adjusted for purchasing power parity) in 2021 for some key economies was as follows: $12,012.20 for the US, $7,607.00 for Germany, $6,552.00 for Canada and $6,159.8 for the UK. For India, the CHE was considerably lower at $235.7. Still, this was a notable 7.1% CAGR between 2017 and 2021.

Per capita CHE (in current PPP)

Countries	CHE, in current PPP per capita		
	2017	2021	CAGR (2017-2021)
USA	9,902.8	12,012.2	4.9%
Germany	6,026.1	7,607.0	6.0%
Canada	5,268.3	6,552.2	5.6%
Singapore	4,051.4	6,352.6	11.9%
UK	4,438.5	6,159.8	8.5%
Japan	4,427.2	4,675.5	1.4%
Brazil	1,371.2	1,625.6	4.3%
Mexico	1,093.3	1,190.1	2.1%
China	711.8	1,032.7	9.8%
India	179.4	235.7	7.1%

Note: 2021 is the latest available data for the set of countries
Source: Global Health Expenditure Database – WHO, CRISIL MI&A Consulting

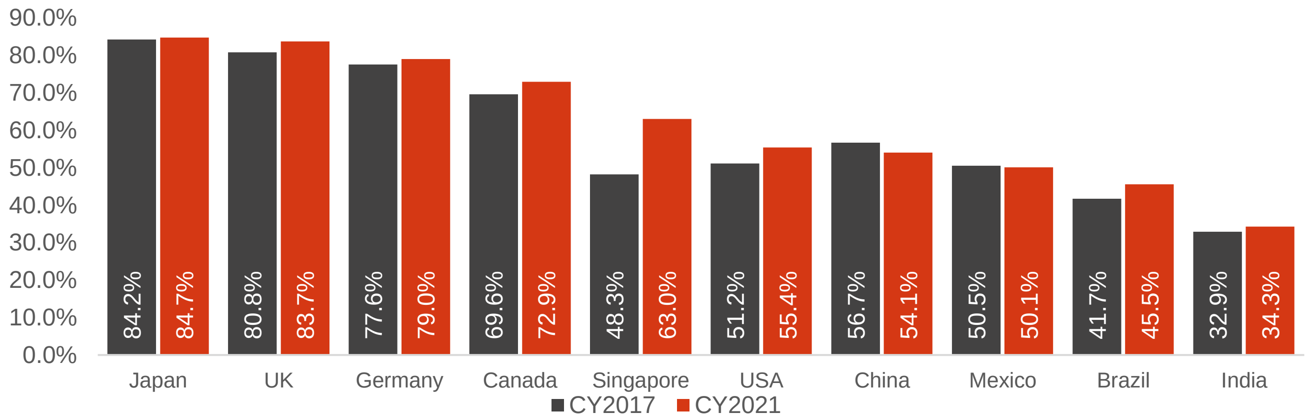
Government spending comprised ~63% of health expenditure in 2021

Global spending on healthcare reached $9.8 trillion in 2021, of which government spending was $6.2 trillion (~62.9% share), followed by private spending at $3.5 trillion (38.6% share). External spending was a minuscule $26 billion (0.3% share).

According to the World Health Organization (WHO), in most countries, increase in healthcare spending in 2021 was underpinned by a sharp budgetary response from governments. In high and upper-middle income countries, this reflected a substantially higher prioritisation towards healthcare in government budgets, while in lower-middle income countries, it reflected mainly an overall increase in general government spending.

Some countries with high government spending as a percentage of their CHE in 2021 were Japan (84.7%), the UK (83.7%) and Germany (79.0%), with India having a comparatively low share at 34.3%. But the share of government spending in CHE increased in India between 2017 and 2021, whereas it decreased in China and Mexico.

Share of government spending as a percentage of CHE



Source: Global Health Expenditure Database – WHO, CRISIL MI&A Consulting

Pharmaceutical expenditure constitutes 10-20% of healthcare spending in key countries

Pharmaceutical care is constantly evolving, with many novel drugs entering the market. These offer alternative treatments, and, in some cases, the prospect of treating conditions previously considered incurable. However, the cost of new drugs can be very high, with significant implications for healthcare budgets.

In 2019, retail pharmaceuticals accounted for almost one-fifth of all healthcare expenditure and represented the third-largest spending component in Organisation for Economic Co-operation and Development (OECD) countries, behind inpatient and outpatient care. Most spending on retail pharmaceuticals is for prescription medicines (79%), with the remainder spent on over-the-counter (OTC) medicines (21%).

Pharmaceutical and other medical durable goods spending in key countries

Country	Pharmaceutical spending as % of CHE	
	2017	2020
USA	12.0	11.0
Canada	16.4	14.2
UK	11.8	10.6
Japan	18.3	18.1
Spain	15.4	15.1
Italy	17.6	17.7
South Korea	20.6	20.1
Mexico	23.0	21.5
India*	36.8	35.1

CHE – current healthcare expenditure
**Pharmaceutical spending as % of CHE is as per NHA estimates from 2023 and 2019*
Notes:
1) Pharmaceutical spending as % of health spending is as per OECD data
2) 2020 is the latest available data for the set of countries for pharmaceutical spending as % of CHE
Source: Global Health Expenditure Database – WHO, World Bank database, Organisation for Economic Co-operation and Development (OECD), CRISIL MI&A Consulting

2. Macroeconomic overview of India

GDP rose at 5.7% CAGR between fiscals 2012 and 2023

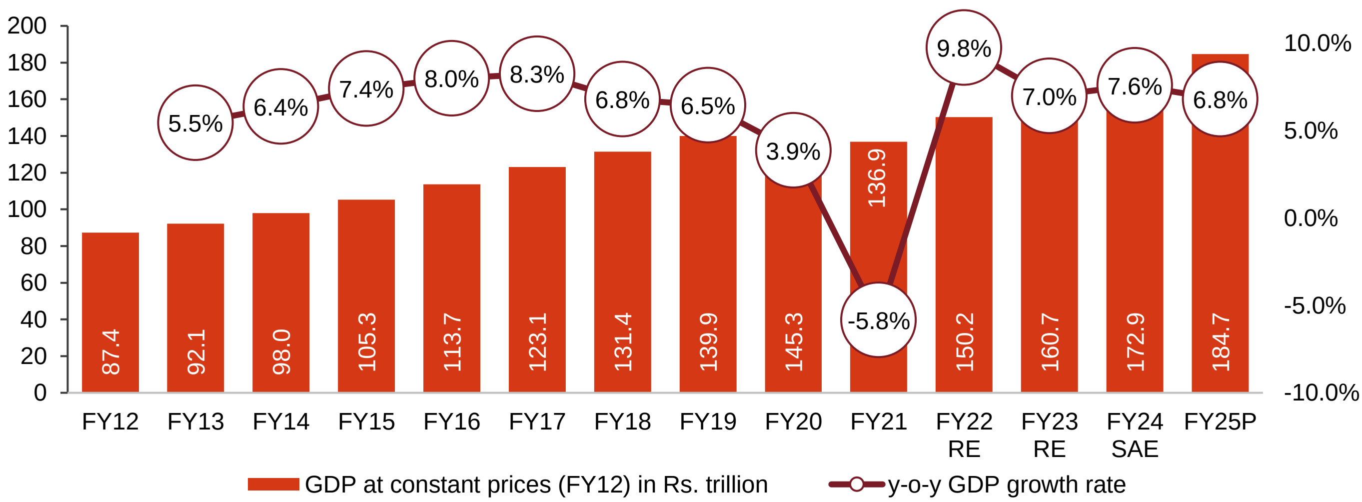
India's GDP rose at 5.7% CAGR between fiscals 2012 and 2023 to Rs 160 trillion. A large part of the lower growth rate was because of challenges heaped by the Covid-19 pandemic in fiscals 2020 and 2021. In fiscal 2022, the economy recovered with abating of the pandemic and subsequent easing of restrictions and resumption in economic activity. Inflation, though, rose sharply in the last quarter of the fiscal owing to geopolitical pressures. Still, the GDP printed 9.1% growth vs -5.8% in fiscal 2021.

In fiscal 2023, GDP rose 7.2% on continued strong growth momentum, propelled by investments and private consumption. In fact, the share of investments in GDP rose to an 11-year high of 34.0% and that of private consumption to an 18-year high of 58.5%.

In fiscal 2024, real GDP is projected to grow a higher 7.6%. Even as the agricultural economy slowed sharply in the fiscal following a weak monsoon, the surge in non-agricultural economy has more than made up for it. The government's investment push, along with easing input cost pressures for industry, has also played a major role in shoring up growth. However, services have been slowing owing to waning pent-up demand (post the pandemic), with the exception of financial, real estate and professional services, which has powered ahead on the back of robust growth in banking and real estate sectors.

In fiscal 2025, CRISIL expects the GDP to expand 6.8%. The slower growth rate vs. fiscal 2024 will be because of slowing global growth, impact of rising interest rates, waning of pent-up demand for services and increasing geopolitical uncertainty. Still, the manufacturing sector, investments and domestic demand will remain resilient.

Real GDP growth in India (new series) – constant prices



RE – revised estimates, SAE – second advance estimates, P – projection
Notes:
The values are reported by the government under various stages of estimates
Only actuals and estimates of GDP are provided in the bar graph
Source: Provisional estimates of national income 2022-2023 and quarterly estimates of GDP for the fourth quarter of fiscal 2023, Central Statistics Office (CSO), Ministry of Statistics and Programme Implementation (MoSPI), CRISIL MI&A Consulting

India among world's fastest-growing large economies

India was one of the fastest-growing economies in 2018 (i.e., fiscal 2019; fiscal year is from April 1 to March 31) and 2019 (fiscal 2020). In 2020 (fiscal 2021), though, the country's GDP, along with most countries, including the US and the UK, except China, contracted following the onset of the pandemic. India's GDP shrank 5.8%.

However, in 2021, the GDP of all major economies rebounded over a low base with the resumption in economic activity. Among major economies, India, with a growth rate of 9.1%, was the fastest growing (fiscal 2022), followed by China (8.4%). The country also overtook the UK as the fifth-largest economy in the world in the April-June quarter of 2022 and registered a growth of 7.2% in 2022 (fiscal 2023).

In 2023 (fiscal 2024) and 2024 (fiscal 2025), India's GDP is projected to grow at 6.7% and 6.5%, respectively. In fact, in fiscal 2025, the country is forecast to grow faster than China as well as the global average.

Real GDP growth by geographies

Regions	2018	2019	2020	2021	2022E	2023E	2024P	2025P
US	2.9	2.3	-2.8	5.9	1.9	2.5	2.1	1.7
Euro area	1.8	1.6	-6.1	5.6	3.4	0.5	0.9	1.7
UK	1.7	1.6	-11.0	7.6	4.3	0.5	0.6	1.6
China	6.8	6.0	2.2	8.5	3.0	5.2	4.6	4.1
India*	6.5	3.9	-5.8	9.8*	7.0*	7.6*	6.8*	6.5
Advanced economies	2.3	1.7	-4.2	5.6	2.6	1.6	1.5	1.8
Emerging market and developing economies	4.6	3.6	-1.8	6.9	4.1	4.1	4.1	4.2
World	3.6	2.8	-2.8	6.3	3.5	3.1	3.1	3.2

E – estimates, P – projections
** Numbers for India are for financial year (2020 is fiscal 2021 and so on), and as per CRISIL's forecast for 2024 and as per IMF's forecast for 2025 to 2028.*
Note:
India GDP estimate for the current fiscal is 7.6% according to Second Advanced Estimate from MoSPI.
Projection is as per IMF's January 2024 update
Source: IMF economic database, World Bank national accounts data, OECD national accounts data, CRISIL MI&A Consulting

India's per capita GDP growing faster than the global average

Global GDP per capita clocked a CAGR of 3.1% between 2018 and 2023, as per the IMF. India's per capita registered a higher CAGR of 5.8% over the period, i.e., fiscal 2019 to 2024.

GDP per capita, current prices ($)

Regions	2018	2019	2020	2021	2022	2023E	2024P	2025P	CAGR (2018-2023E)
Canada	46,626	46,450	43,384	52,388	55,037	53,247	55,528	57,899	2.7%
China	9,849	10,170	10,525	12,572	12,670	12,541	13,156	14,031	5.0%
Euro area	39,865	39,001	37,915	42,404	40,819	44,566	46,926	49,067	2.3%
India	1,974	2,050	1,913	2,238	2,392	2,612	2,848	3,102	5.8%
Japan	39,850	40,548	40,133	39,933	33,854	33,950	34,555	36,657	-3.2%
United Kingdom	43,378	42,797	40,347	46,422	45,461	48,913	52,426	55,732	2.4%
US	62,788	65,077	63,577	70,160	76,343	80,412	83,063	85,877	5.1%
Advanced economies	48,077	48,350	47,220	52,474	53,129	55,921	58,172	60,674	3.1%
Emerging market and developing economies	5,364	5,415	5,152	5,972	6,357	6,455	6,772	7,130	3.8%
World	11,457	11,500	11,077	12,468	12,895	13,333	13,872	14,477	3.1%

E – estimates, P – projections
Source: IMF, CRISIL MI&A Consulting

Robust growth in per capita income over fiscals 2012 to 2023

India's per capita income, a broad indicator of living standards, rose to Rs 99,404 in fiscal 2023 from Rs 63,462 in fiscal 2012, i.e., a 4.2% CAGR. Growth was led by better job opportunities, propped up by overall economic growth. Moreover, population growth was stable at ~1% CAGR. Also, as per second advance estimates, per capita net national income (constant prices) was estimated to have increased to Rs 106,134, thereby registering an on-year growth of ~6.8%.

Per capita net national income at constant prices

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21RE	FY22RE	FY23RE	FY24SAE
Per-capita NNI (Rs)	63,462	65,538	68,572	72,805	77,659	83,003	87,586	92,133	94,270	86,054	94,054	99,404	106,134
Y-o-Y growth (%)		3.3	4.6	6.2	6.7	6.9	5.5	5.2	2.3	-8.7	9.3	5.7	6.8

RE – revised estimates, SAE – second advance estimates
Source: Provisional Estimates of Annual National Income, 2022-23, CSO, MoSPI, CRISIL MI&A Consulting

GVA growth in fiscal 2023 in line with GDP growth

On the supply side, gross value added (GVA) grew at ~6.7% in fiscal 2023, as per revised estimates (compared with 9.4% growth in fiscal 2022). In absolute terms, real GVA was Rs 148.0 trillion in fiscal 2023, up from Rs 138.8 trillion in fiscal 2022. In fiscal 2024, GVA is projected to reach Rs 158.3 trillion, thereby posting an on-year growth of ~6.9%.

GVA at constant prices

Rs trillion	FY12	FY19	FY20	FY21	FY22RE	FY23RE	FY24 SAE	Share in GVA FY24	Annual growth in FY24
Agriculture, forestry and fishing	15.0	18.8	19.9	20.8	21.7	22.7	22.9	14.5%	0.7%
Mining and quarrying	2.6	3.3	3.2	2.9	3.1	3.2	3.4	2.2%	8.1%
Manufacturing	14.1	23.3	22.6	23.3	25.6	25.0	27.2	17.2%	8.5%
Electricity, gas, water supply & other utility services	1.9	2.9	3.0	2.9	3.2	3.5	3.7	2.4%	7.5%
Construction	7.8	10.3	10.4	9.8	11.9	13.1	14.5	9.1%	10.7%
Trade, Hotels, Transport, Communication & Services related to Broadcasting	14.1	25.4	26.9	21.6	24.8	27.8	29.6	18.7%	6.5%
Financial, Real Estate & Professional Services	15.3	27.1	29.0	29.6	31.2	34.1	36.8	23.3%	8.2%
Public Administration, Defence & Other Services	10.3	16.3	17.3	16.0	17.2	18.8	20.2	12.8%	7.7%
Total GVA at current prices	81.1	127.3	132.4	126.8	138.8	148.0	158.3	100.0%	6.9%

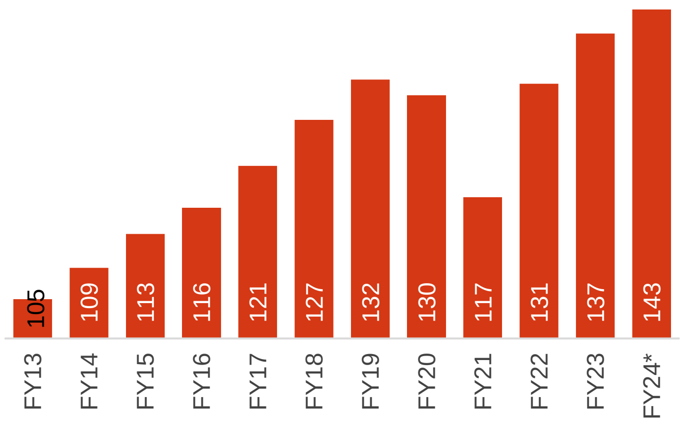
RE – revised estimate, SAE – second advance estimates
Source: MoSPI, CRISIL MI&A Consulting

Manufacturing IIP to rise in fiscal 2024 indicating improvement in commercial activities

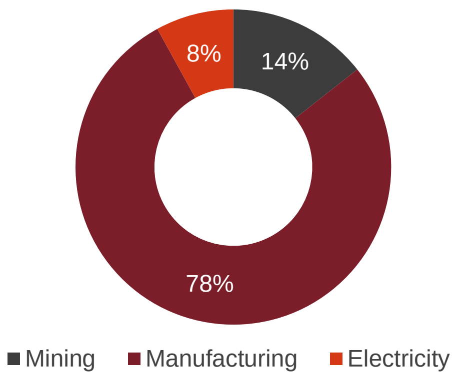
The Index of Industrial Production (IIP) for manufacturing rose steadily to 137 in fiscal 2023 growth from 105 in fiscal 2013. To be sure, the manufacturing sector comprises bulk of the share of the overall industrial sector, with 78% weightage in overall IIP as of fiscal 2023.

Even though manufacturing IIP declined significantly to 117 in fiscal 2021 following the pandemic, it recovered to 131 in fiscal 2022 owing to easing of restrictions, government stimulus measures, rising consumer demand and government efforts to revitalise the manufacturing sector. The indicator is expected to improve further in fiscal 2024, to 143.

Manufacturing IIP (FY13- 9M FY24)



Weight of manufacturing in IIP (FY23)



** Data is for nine months ending December 2023*
Note: Fiscal 2012 is base year for the manufacturing IIP index (fiscal 2012 = 100)
Source: MoSPI, CRISIL MI&A Consulting

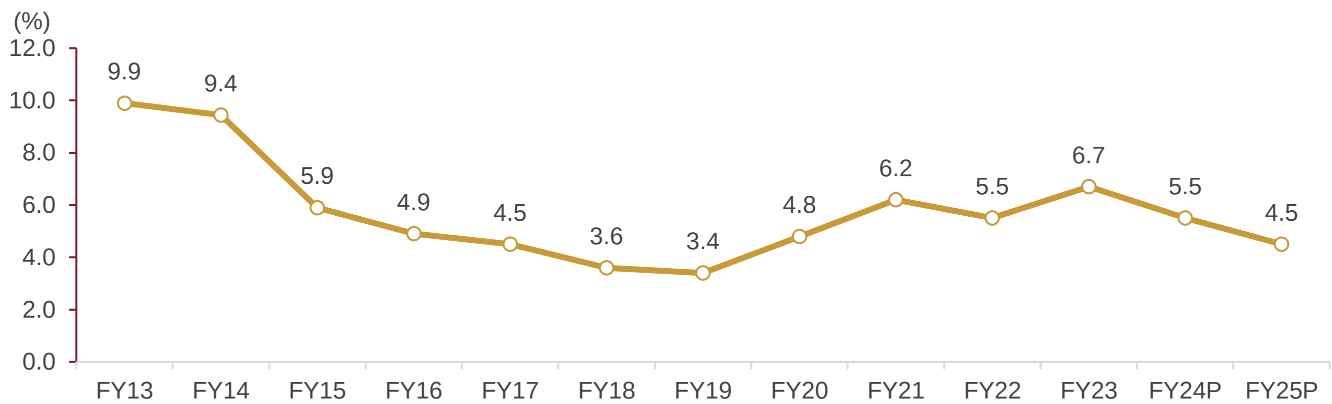
CPI inflation expected soften up to fiscal 2025

In May 2016, the Reserve Bank of India (RBI) adopted flexible inflation targeting, setting the target for Consumer Price Index (CPI)-based inflation at 4% with a tolerance band of +/- 2%.

Broadly speaking, the CPI has eased from a high of 9.9% in fiscal 2013. Between fiscals 2016 and 2023, inflation was within the tolerance band, except in fiscal 2021 (CPI of 6.2%) owing to pandemic-led supply-side disruptions, and in fiscal 2023 (6.7%) because of elevated food inflation, supply disruptions on account of geopolitical issues, and capital outflows impacting India's exchange rate and import bill.

This fiscal, though, CRISIL expects the CPI to ease to 5.5% owing to reducing food prices. In fiscal 2025, the CPI is forecast to decline further to 4.5%. A combination of factors — impact of rising interest rates on domestic demand, a global demand slowdown leading to falling international commodity prices, and base effect — should lower inflation.

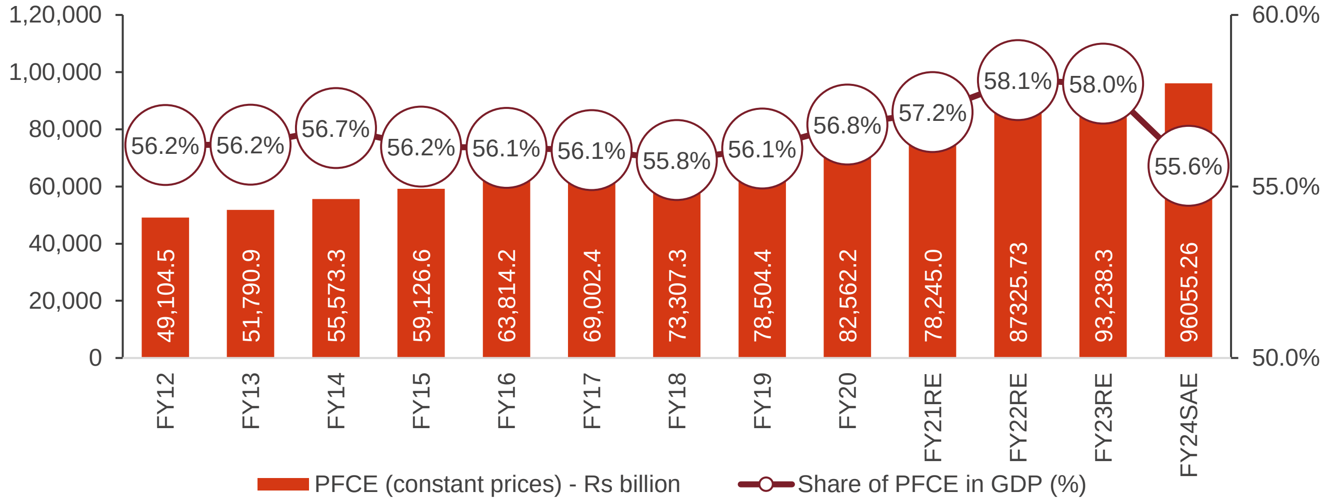
CPI inflation trend



P – projections
Source: CRISIL MI&A Consulting

PFCE has dominant share in India's GDP

PFCE (at constant prices)



Source: MoSPI, CRISIL MI&A Consulting

Private final consumption expenditure (PFCE) at constant prices increased at a CAGR of 6% between fiscals 2012 and 2023, maintaining its dominant share of ~58% in fiscal 2023 (~Rs 93,238 billion in absolute terms, up 6.8% on-year). Growth was led by healthy monsoon, wage revisions due to the implementation of the Seventh Central Pay Commission's (CPC) recommendations, benign interest rates, growing middle age population and low inflation. The increasing share of discretionary spending from fiscal 2012 suggests rise in disposable income and spending capacity of households.

Consumption expenditure will continue to drive GDP growth led by discretionary spends

In the medium to long term, positive economic outlook and growth across key employment generating sectors (such as real estate, infrastructure, and automobiles) is expected to have a cascading effect on overall per capita income. This, in turn, is expected to drive discretionary spending.

Broad split of PFCE into basic and discretionary spending

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21 RE	FY22 RE	FY23 RE	FY24 SAE	CAGR FY12 - FY24
PFCE (Rs trillion)	49	52	56	59	64	69	73	79	83	78	87	93	96	5.7%
Share of PFCE in GDP	56.2%	56.2%	56.7%	56.2%	56.1%	56.1%	55.8%	56.1%	56.8%	57.2%	58.1%	58.0%	55.6%	-
Share of discretionary spending in PFCE	53.4%	53.2%	52.7%	54.8%	57.1%	57.0%	58.3%	59.3%	59.6%	56.6%	57.9%	N.A.	N. A	-

RE – revised estimates, PE – provisional estimates, FAE – first advance estimates
N.A – not available. PFCE data is from the latest available National Account Statistics 2023. Discretionary items include education, healthcare, electricity, water supply, footwear, personal care products, processed foods, alcoholic and non-alcoholic beverages, tobacco, narcotics, fuel and gas, furnishing and household equipment, vehicle and personal transportation, spending on recreation and culture, communication, restaurants and hotels, financial insurance and other financial services, and other items not elsewhere classified. The remainder is contributed by basic items that include food, clothing and housing.
Source: MoSPI, CRISIL MI&A Consulting

Rural households bridge the gap between urban-rural consumption divide

According to the latest Household Consumption Expenditure Survey (HCES) fiscal 2023 published by MoSPI, the average monthly per capita consumption expenditure (MPCE) was Rs 3,773 for the rural sector and Rs 6,459 for the urban sector in fiscal 2023. Additionally, the disparity between the MPCE for rural and urban households decreased to 71.2% in fiscal 2023 from 83.9% in fiscal 2012, indicating higher growth in rural consumption compared with urban consumption during the same period.

Pan-India consumption trend

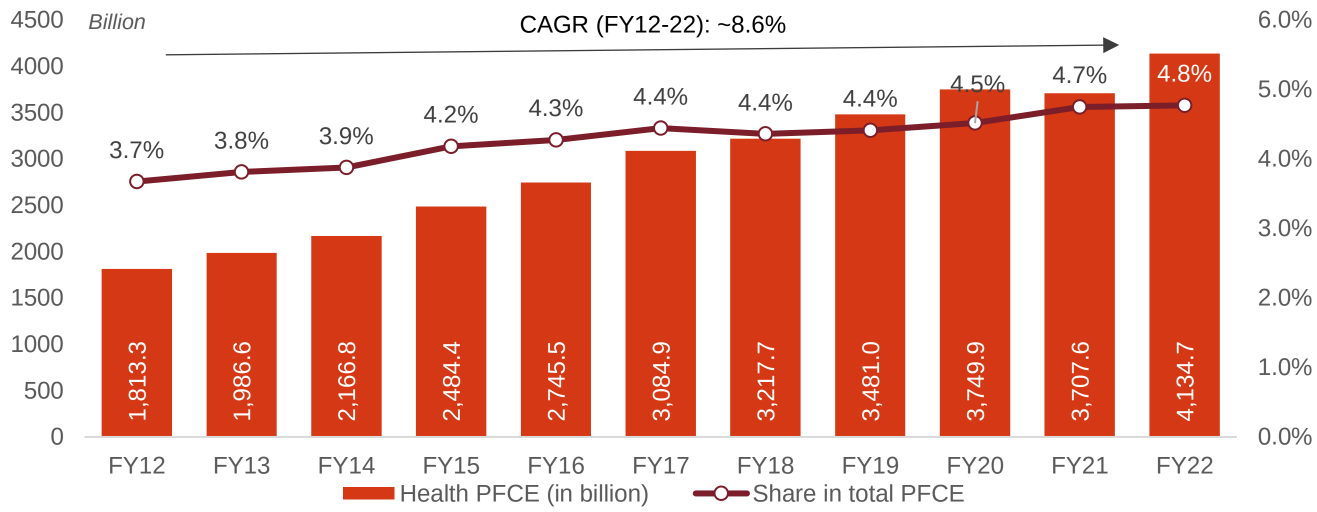
Sector	Average MPCE		
	2009-10	2011-12	2022-23
Rural (Rs)	1,054	1,430	3,773
Urban (Rs)	1,984	2,630	6,459
Difference as % of rural MPCE	88.2	83.9	71.2

Source: HCES, CRISIL MI&A Consulting

Share of health expenditure in total PFCE consistently increasing

The share of health expenditure in total PFCE has been consistently increasing; it rose from 3.7% in fiscal 2012 to 4.8% in fiscal 2022. In absolute terms, health expenditure increased at a CAGR of ~8.6% from Rs 1,813.3 billion in fiscal 2012 to Rs 4,134.7 billion in fiscal 2022.

Share of health expenditure in total PFCE



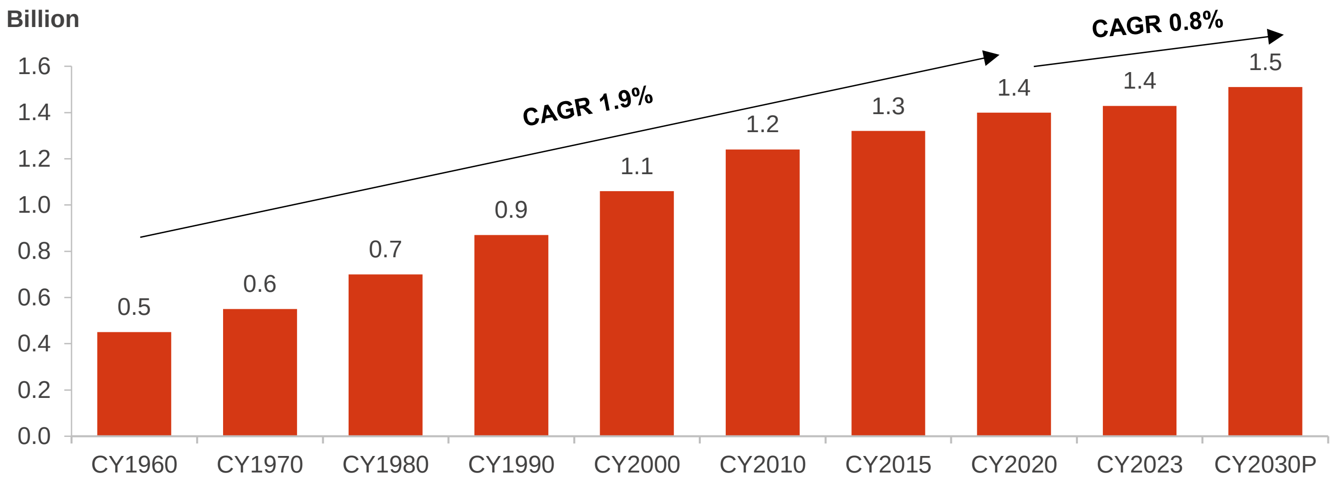
Source: MoSPI, CRISIL MI&A Consulting

Growing population, increasing urbanisation and rising per capita income to strengthen India's consumer base and demand

According to Census 2011, India's population grew to ~1.2 billion between 2001 and 2011, at a CAGR of 1.9%. As per Census 2010, the country had ~246 million households. Additionally, as per United Nations Population Fund's (UNFPA) State of World Population Report of 2023, India's population by mid-2023 is estimated to have surpassed China by ~2.9 million. This demographic expansion along with increasing per capita income will boost consumer spending in India.

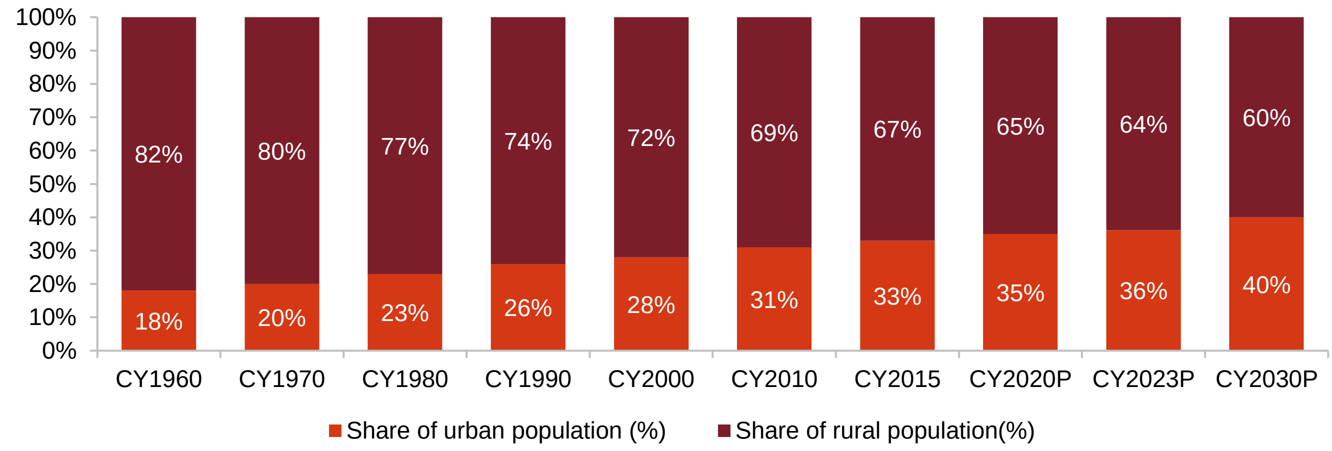
Also, India's urban population is expected to continue to rise on the back of economic growth. The share of urban population is projected to increase to nearly 40% by 2030, according to a UN report on urbanisation.

India's population growth



P - projections
Source: UN Department of Economic and Social Affairs, World Population Prospects 2022, CRISIL MI&A Consulting

India's urban vs rural population (million)



P - projections
Source: World Urbanization Prospects: The 2018 Revision, UN, CRISIL MI&A Consulting

As per the UN 2022 Revision of World Population Prospects, India's youth (0-24 years) accounted for nearly half its population in 2010, significantly higher than that for some of its peers (Brazil at 42.5%, China at 35.1% and the Russian Federation at 29.7%). About 31% of the population aged below 15 indicates that a high proportion of the country's young population is expected to remain so in the coming years.

This share is, in fact, expected to reach ~39% by 2030, and remain significantly higher than that of its peers (Brazil at 31.5%, China at 25.4% and the Russian Federation at 27.7%). This also indicates a higher proportion of population entering the workforce. However, the share of population above 50 years is also expected to increase from ~19.4% in 2020 to ~23.0% in 2030P.

Age-wise population break-up (%) for key countries

Country	0-14 years	15-24 years	25-49 years	50-69 years	70+	Total
Brazil						
2010	24.8%	17.7%	37.6%	15.6%	4.4%	100%
2020	20.8%	15.6%	38.3%	19.5%	5.8%	100%
2030P	18.2%	13.3%	37.4%	22.6%	8.4%	100%
China						
2010	18.5%	16.6%	40.3%	19.0%	5.7%	100%
2020	18.0%	11.4%	37.6%	25.5%	7.5%	100%
2030P	13.1%	12.3%	34.0%	28.6%	12.0%	100%
India						

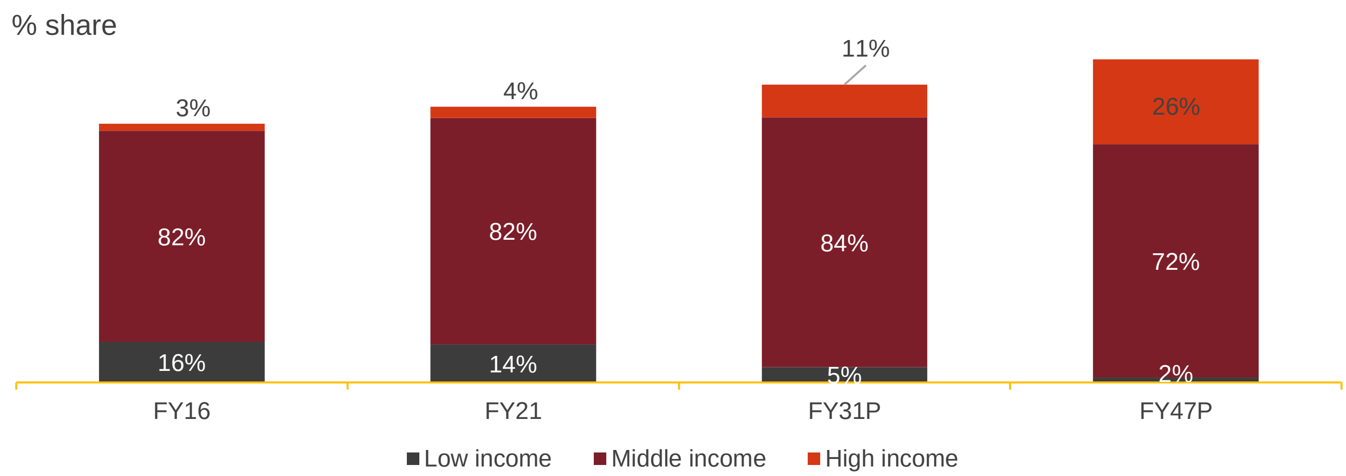
Country	0-14 years	15-24 years	25-49 years	50-69 years	70+	Total
2010	31.0%	19.1%	33.9%	12.9%	3.1%	100%
2020	26.1%	18.2%	36.2%	15.5%	3.9%	100%
2030P	22.3%	16.2%	38.0%	17.9%	5.5%	100%
Russian Federation						
2010	15.2%	14.6%	37.2%	23.2%	9.8%	100%
2020	17.7%	9.8%	37.4%	25.5%	9.7%	100%
2030P	15.4%	12.4%	33.8%	25.2%	13.3%	100%
UK						
2010	17.6%	13.1%	34.8%	22.9%	11.6%	100%
2020	17.8%	11.6%	32.5%	24.4%	13.7%	100%
2030P	15.4%	12.2%	31.9%	24.5%	15.9%	100%
US						
2010	19.9%	14.1%	34.1%	22.8%	9.1%	100%
2020	18.5%	13.1%	33.0%	24.7%	10.7%	100%
2030P	16.4%	12.5%	33.2%	23.0%	14.8%	100%

P - projections
Source: UN, Department of Economic and Social Affairs, Population Division (2022), World Population Prospects 2022, CRISIL MI&A Consulting

Decline in poverty levels indicates rise of middle- and high-income groups in India

The proportion of poor in India (defined as those living on Rs 125,000 per annum or less) declined from ~16% in fiscal 2016 to ~14% in fiscal 2021. Conversely, the proportion of those in the middle- and high-income groups increased from 85% to ~86%. By fiscal 2031, this share is expected to reach ~95%, supported by growth in per capita income.

Income-based split of the population

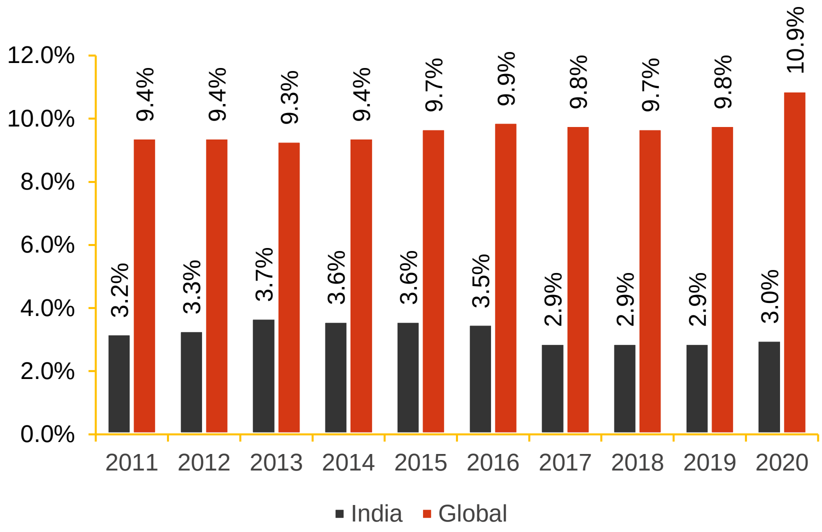


P - projections
Note: Low-income group comprises those earning less than Rs 125,000 per annum, middle-income group comprises those earning between Rs 125,000 and Rs 3 million per annum, and high-income group comprises those earning more than Rs 3 million per annum. Percent figures are rounded off
Source: People Research on India's Consumer Economy (ICE) 360° survey, CRISIL MI&A Consulting

India lags other economies in healthcare expenditure

According to the Global Health Expenditure Database, India's healthcare expenditure accounted for 3% of its GDP in 2020. This places India behind not only developed countries, such as the US and the UK, but also several developing countries such as Brazil, Malaysia, Nepal, Sri Lanka and Thailand. Furthermore, India's public spending on healthcare services is considerably lower than its global counterparts. For instance, India's per capita expenditure on healthcare, calculated at an international dollar rate and adjusted for purchasing power parity, was a mere $56.6 in 2020, compared with the global average of US$1,177. In contrast, the per capita expenditures of the US, the UK, and Singapore were significantly higher – $11,702 for the US, $4,927 for the UK, and $3,537 for Singapore.

CHE as a percentage of GDP – India vs global



Per capita CHE (2020)

Country	$
US	11,702
UK	4,927
Japan	4,388
Singapore	3,537
Korea, Rep.	2,642
World	**1,177**
Brazil	701
China	583
Malaysia	419
Indonesia	133
India	57
Bangladesh	51

Source: World Bank, CRISIL MI&A Consulting

Out-of-pocket expenditure on healthcare in India is one of the highest globally

OOP % of CHE (CY2020)

World average

16.4%

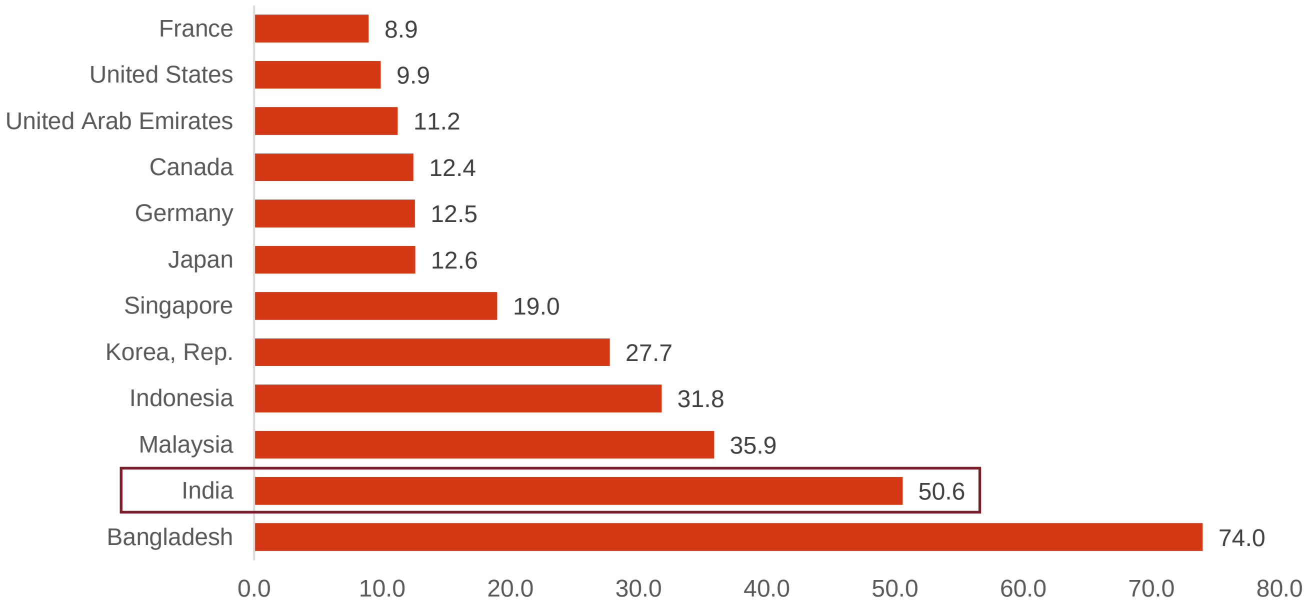
India

50.6%

Source: World Bank, CRISIL MI&A Consulting

The Indian government's spending on healthcare is lower than the size of the economy warrants, which leads to high out-of-pocket (OOP) expenditure. India's OOP expenditure as a percentage of current health spending was 50.6% in 2020, significantly above the global average of 16.4%, and among the highest in the world. Furthermore, in India, majority of insurance cover does not cover outpatient treatments, which also makes OOP due to outpatient greater in comparison to inpatient treatments. However, the government has introduced schemes such as Ayushman Bharat Pradhan Mantri Jan Arogya Yojana, state-sponsored health insurance (AB-PMJAY State Extension Schemes), Employees' State Insurance Scheme and Central Government Health Scheme to increase the coverage of medical insurance.

OOP expenditure as a percentage of health expenditure in 2020



Source: World Bank, CRISIL MI&A Consulting

Share of government spending in total health expenditure one of the lowest globally

Government health spending as % of CHE (2020)

World average

63.4%

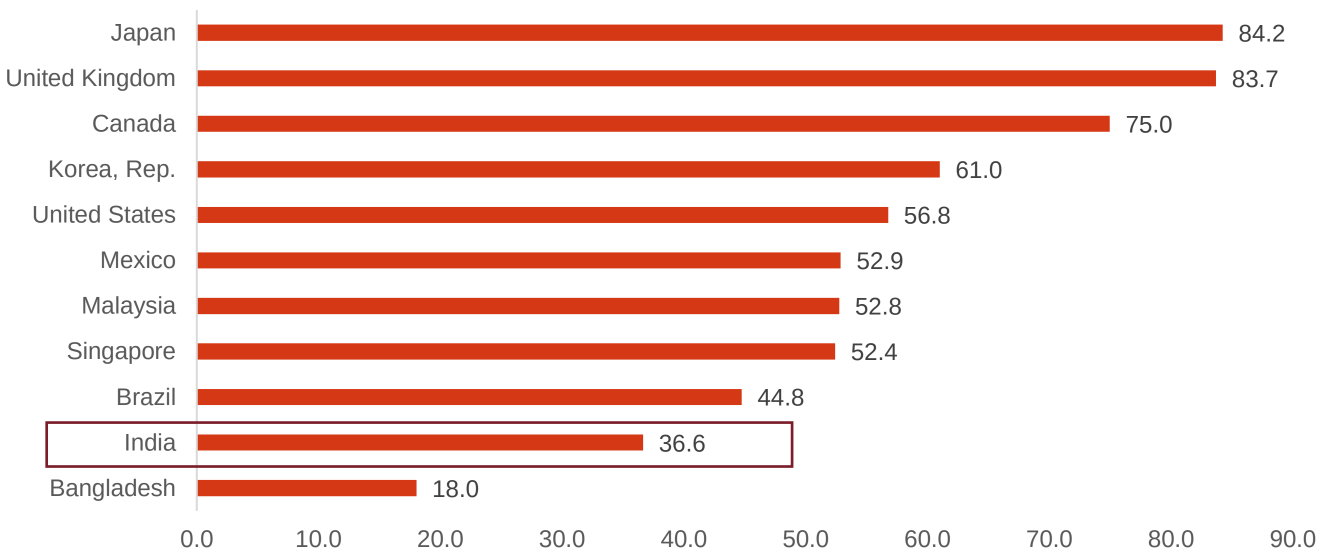
India

36.6%

Source: World Bank, CRISIL MI&A Consulting

The share of domestic government health expenditure, or GHE, (% of CHE) in India is still one of the lowest among emerging as well as developed economies. For instance, in 2020, the share of GHE in total CHE of developed countries such as the US, the UK and Japan was 56.8%, 83.7% and 84.2%, respectively. Even in developing countries, the share of government spending on health as a percentage of CHE was higher than in India. In Indonesia and Malaysia, the share of GHE was 55% and 52.8%, respectively, whereas, in India, it was just 36.6%. Overall, as well, the share of GHE as a percentage of CHE was less than the global average of 63.4%.

Country-wise comparison of GHE (% of CHE in 2020)

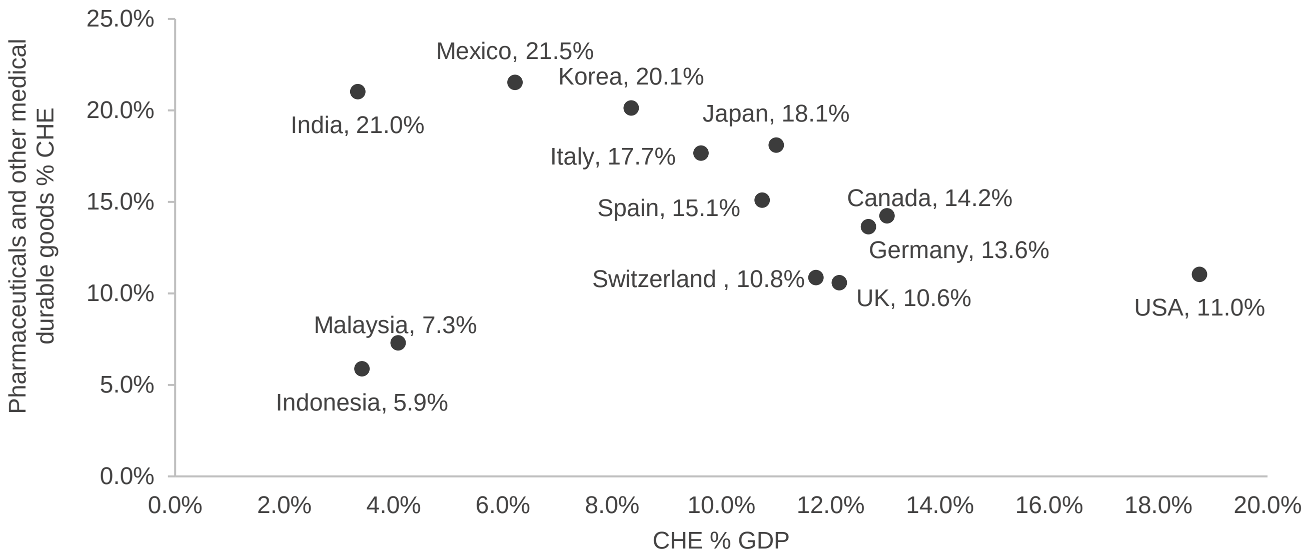


Source: World Bank, CRISIL MI&A Consulting

India's share of pharmaceuticals in CHE one of the highest globally

According to data published by WHO, India's spending on pharmaceuticals and other medical durable goods as a percentage of CHE was 21% in 2020, which is one of the highest globally. Other countries with a similar range are Mexico (21.5%), Korea (20.1%), Italy (18.1%) and Japan (17.7%).

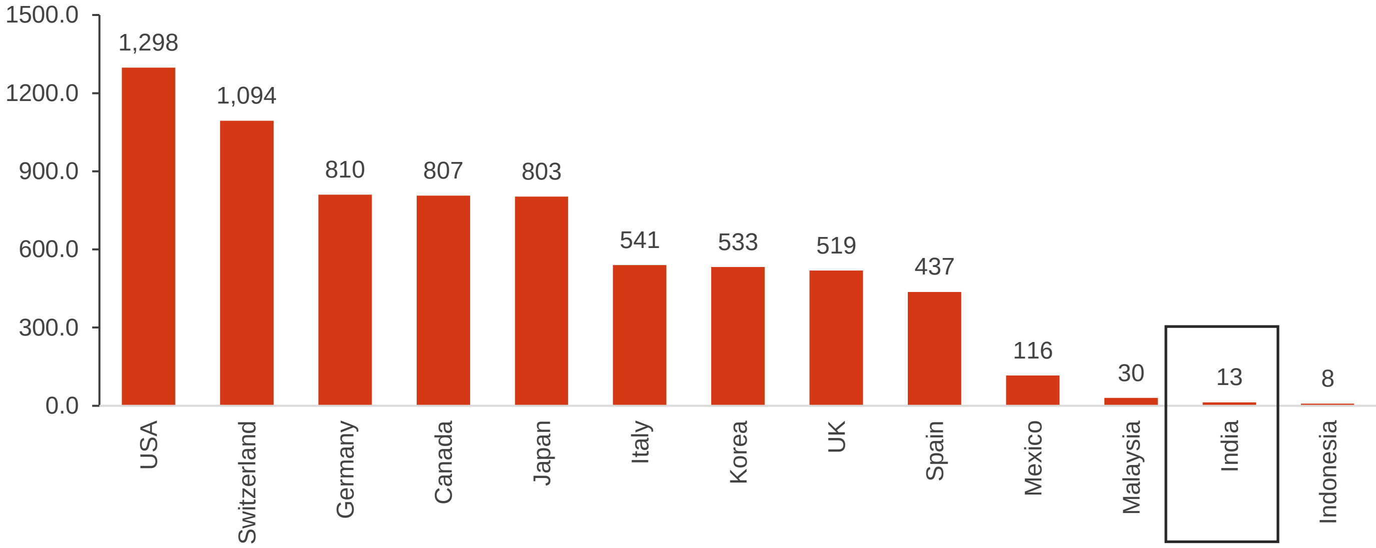
Share of pharmaceuticals in CHE in 2020



Source: Global Health Expenditure Database – WHO, CRISIL MI&A Consulting

However, due to lower CHE spending, per capita pharmaceuticals and other medical durable goods spending for India was comparatively lower at ~$13 in 2020, in contrast to the top spending countries – the US ($1,298), Switzerland ($1,094) and Germany ($810) in 2020.

Pharmaceuticals and other medical durable goods, in current $ per capita in 2020



Source: Global Health Expenditure Database – WHO, CRISIL MI&A Consulting

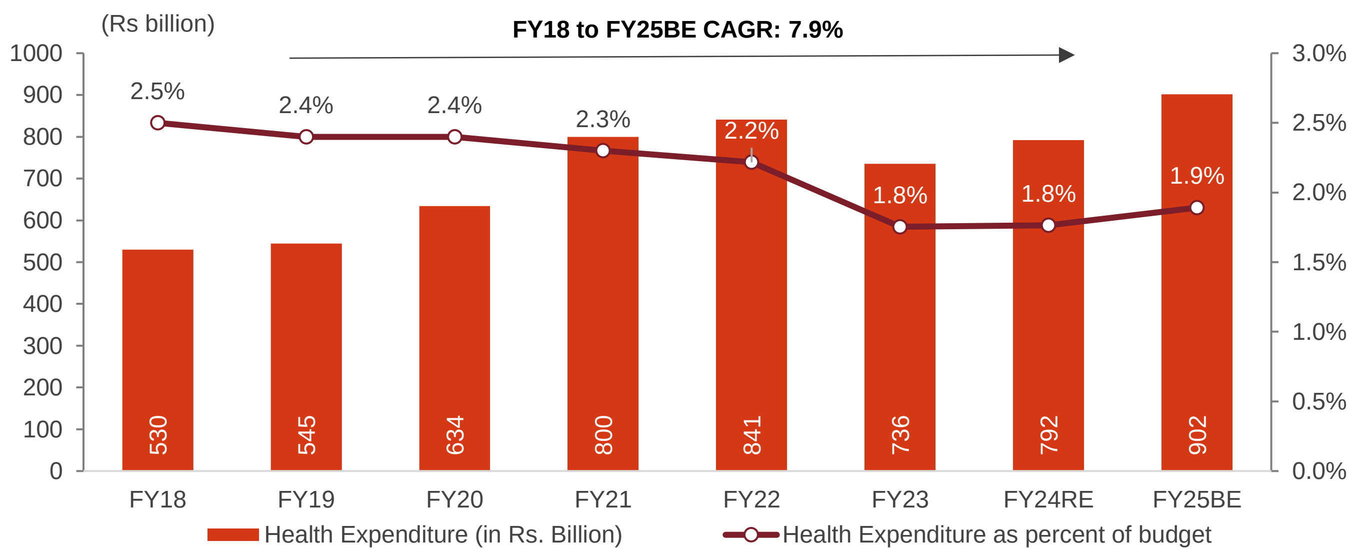
Government health spending in absolute terms between fiscals 2018 and 2025

In absolute terms, the government's allocation to healthcare has increased from Rs 530 billion in fiscal 2018 to Rs 902 billion for fiscal 2025 (budgeted estimates), at a CAGR of 7.9%. However, as a percentage of the Union Budget 2024-25, the allocation has decreased to 1.9% from 2.5% in fiscal 2018.

While healthcare expenditure increased a significant ~26% on-year in fiscal 2021, following the onset of Covid-19, with allocation of funds for pandemic-related measures such as vaccination drives sustaining in fiscal 2022, it declined ~8% on-year in fiscal 2023 with the withdrawal of pandemic support as infections subsided.

In fiscal 2024, healthcare allocation in the budget rose ~7.7% on-year, driven by increase in expenditure on schemes such as Pradhan Mantri Atmanirbhar Swasth Bharat Yojana, which aims to establish primary healthcare infrastructure, Pradhan Mantri Swasthya Suraksha Yojana, which focuses on setting up new All India Institute of Medical Sciences hospitals and enhancing facilities at government medical colleges in states, and PMJAY, a health insurance scheme. Additionally, the budget's allocation to healthcare has increased ~13.8% on-year for FY25, improving the share of healthcare allocation in the total budget to 1.9%.

Budgetary allocation for healthcare over the years



RE: Revised estimates; BE: Budget estimates
Source: Budget documents, CRISIL MI&A Consulting

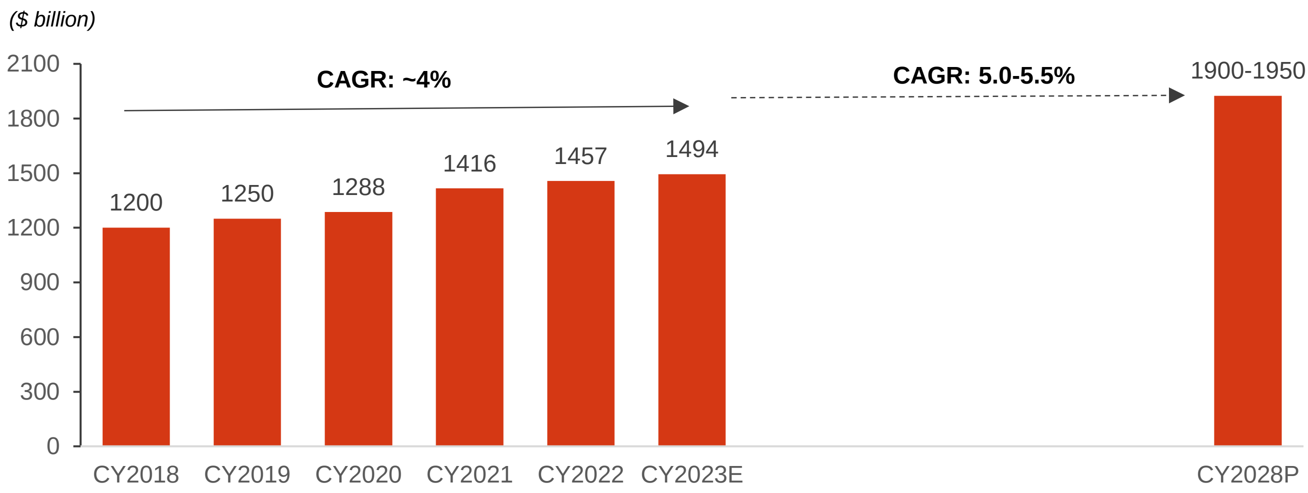
3. Assessment of pharmaceuticals market

The global pharmaceuticals industry is traditionally characterised by the concentration of consumption, production, and innovation in a relatively small number of high-income and developed regions such as North America and Europe, which continue to account for a major chunk of this market in value terms on account of higher priced drugs and newer products. However, over the past few years, production as well as consumption have picked up in middle-income countries, such as India, China and Brazil; these 'pharmerging' markets also account for a significant share in volume consumption. However, for pharmaceutical research and development (R&D), high-income regions continue to dominate expenditure in both the public and private sectors.

Global pharmaceutical market to grow at steady 5-5.5% CAGR between 2023 and 2028

The global pharmaceuticals market has logged a CAGR of ~4% from ~$1,200 billion in 2018 to ~$1,494 billion in 2023. After clocking strong growth in 2021 and 2022 on account of pent-up demand, the market is estimated to have moderated in 2023. However, it is expected to sustain 5-5.5% CAGR over the next five years from 2023 to 2028 to reach ~$1,900 to $1,950 billion by 2028. Globally, pharmaceutical companies are offering drugs for customized treatment and precision medicine for different diseases, which aim to provide medical care according to the patient's individual characteristics, needs, preferences, and genetic make-up. Also, generic medicines are seeing increased uptake with cost advantages and effective treatment options.

Global pharmaceuticals market by value

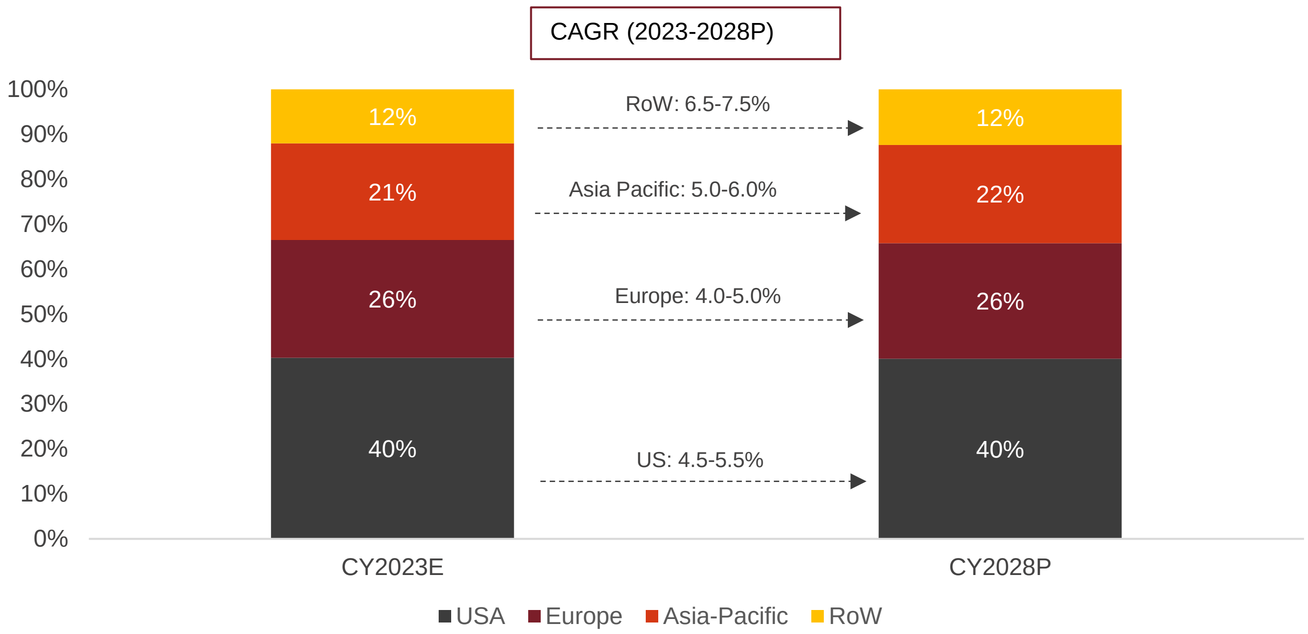


Note: E-estimates, P-projections, CY-calendar year
Source: Pharma company reports, CRISIL MI&A Consulting

US expected to continue holding major share of global pharmaceuticals industry

As of 2023, the US led the global pharmaceutical consumption in value terms. The US has been the dominant market in the global pharmaceuticals industry and constitutes ~40% of the overall consumption of the global pharmaceuticals market. It is followed by Europe, which accounts for ~26% of the global pharmaceuticals market. The Asia-Pacific region accounts for ~21% share in the global pharmaceuticals market with countries such as India and China, which are among the fastest growing markets. The overall share of the Asia Pacific region in the global pharmaceuticals market is projected to increase to ~22% by 2028. Another emerging market of South America constituted around 4% of the global pharmaceuticals market.

Segmentation of global pharmaceuticals market based on region



Note: E-estimations, P-projections
The overall pharmaceuticals market stood at ~$1,494 billion in 2023; the RoW market consists of markets excluding the US, Europe and the Asia Pacific
Source: CRISIL MI&A Consulting

India becoming a key market for pharmaceuticals

The Indian pharmaceuticals industry is the world's third largest by volume and was valued at Rs 3.6-3.8 trillion (including bulk drugs and formulation exports) as of fiscal 2023. At present, low-value generic drugs constitute a large part of India's exports. India accounts for ~3.5% of total drugs and medicines exported globally, and exports pharmaceuticals to more than 200 countries and territories, including highly regulated markets such as the US, the UK, the European Union and Canada. India has a complete ecosystem for the development and manufacturing of pharmaceuticals, with companies having state-of-the-art facilities and skilled/technical manpower. Moreover, India has several renowned, pharmaceutical, educational and research institutes and a robust ecosystem of allied industries.

Significant R&D spends to continue to boost pharmaceuticals growth across major markets such as North America and Europe

The global pharmaceuticals market is dominated by developed markets such as North America and Europe, supported by higher uptake of innovative medicines and increased spend on healthcare. These developed markets are characterised by higher research and development spend in the pharmaceuticals industry. As per the Pharmaceutical Research and Manufacturers of America (PhRMA), the United States biopharmaceuticals industry has been one of the world leaders in the development of new medicines. Over the last decade, PhRMA member companies have more than doubled their annual investment in the search for new treatments and cures, including nearly $101 billion in 2022 alone. Similarly, as per the European Federation of Pharmaceutical Industries and Association (EFPIA), in Europe, the pharmaceutical R&D investment was ~€41.5 billion in 2021.

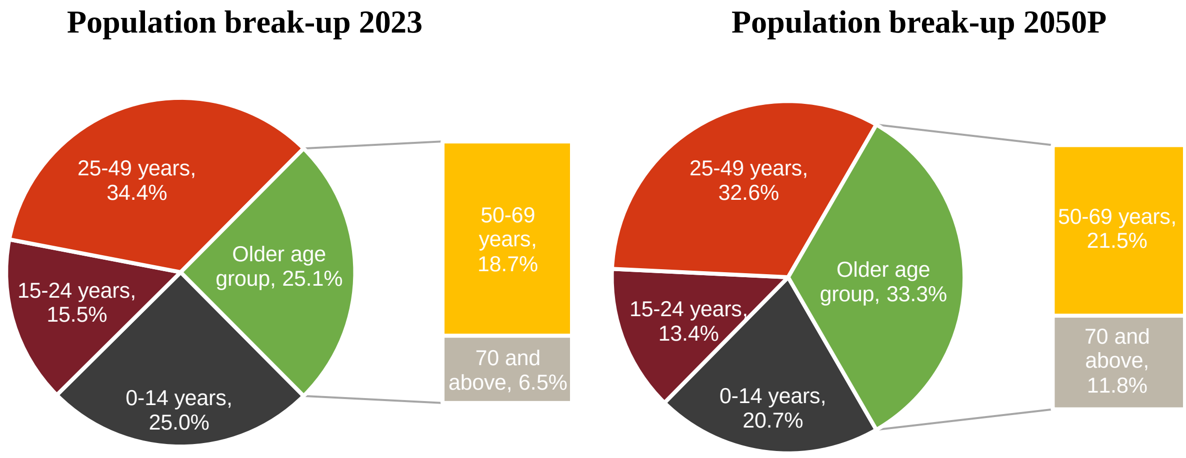
Emerging economies in Latin America and the Asia-Pacific such as Brazil, China and India, are also witnessing rapid growth in the pharmaceuticals market as a result of a gradual shift of manufacturing and research activities from developed markets to these fast-growing markets. In India, along with developing capabilities via the inorganic route, companies are also looking at strengthening their in-house product pipelines through increased R&D investment.

Key growth drivers for global pharmaceuticals industry

The global pharmaceuticals market is expected to be driven by the following factors:

Rise in ageing population

The share of older population (50 and above) formed 25.1% of the total population in 2023. Moving forward, the share of older population is projected to increase further and account for ~27.4% and 33.3% of the overall population by 2030 and 2050, respectively. Additionally, older population forms a dominant share in developed countries (~39.2% in 2020), compared to lesser developed countries, where the older population comprised 17.3% in 2020. This rise in the older population along with the growing prevalence of a sedentary lifestyle is expected to increase the occurrence of chronic and lifestyle diseases. Healthcare needs of this aging group is expected to drive the growth of the global pharmaceuticals industry.



Source: United Nations World Population Prospects 2022, CRISIL MI&A Consulting

Growing prevalence of chronic diseases

The incidence and prevalence of chronic diseases is increasing rapidly all around the world. The rising incidence of diseases such as cancer, cardiovascular diseases, obesity, and diabetes, is likely to drive demand for pharmaceuticals and chronic therapies, and can have a significant impact on the economy of a country.
According to the Organization for Economic Co-operation and Development's (OECD's) Health at a Glance 2021 report, almost one-third of people aged 16 years and above reported living with serious illnesses. Cardiovascular diseases are found to be most prevalent across the world and are the leading causes of death causing an estimated 17.9 million deaths each year. According to Indian Council of Medical Research – India Diabetes (ICMR INDIAB) study published in 2023, its is estimated that estimated that in 2021, 101 million people had diabetes, and the number with prediabetes was 136 million. About 315 million people in India had hypertension, 254 million had generalised obesity, and 351 million had abdominal obesity. In addition, 213 million people had hypercholesterolaemia and 185 million had high LDL cholesterol. Anti-Diabetes is one of the key therapeutic areas in the Indian formulation industry and is valued at approximately Rs 173 billion as of fiscal 2023 and is expected to clock strong growth of CAGR of 13-14% from FY23-28 compared to CAGR 9.0% over FY18-23. Increasing number of chronic diseases are expected to further increase the demand for drugs and accelerate the development of pharmaceuticals globally.

Better access to medicine in emerging markets

With the world's population reaching closer to ~8 billion in 2023, per capita usage of medicine per person per day is also estimated to have increased. Much of the increased usage has been driven by emerging pharmaceutical markets, such as China, India, Brazil and Indonesia, where there has been a substantial rise in average medicine volume usage. This increased level of medicine usage is a reflection of both a very basic healthcare infrastructure and ease of access for medicines where even the most complex medicines can be readily available. The gap in average medicine usage between developed markets and emerging markets is closing, owing to reasons such as increased per capita income, improvement in healthcare infrastructure, and increase in insurance coverage. The rise of government safety nets and private insurance are also key factors that will increase medicine volume usage across emerging markets. The extent and pace of investments, both public and private, will be a key determinant of continued increase in medicine usage.

Strong development of market for generic formulations

Developed economies spend a significant portion of their GDP on healthcare expenditure. Going forward, demand for pharma products in the developed markets is expected to be driven by factors such as an ageing population and the growing incidence of chronic diseases.

Healthcare reforms in the US have resulted in higher insurance coverage and greater usage of generic medicines. The US is the largest pharmaceuticals market for both innovator brands and generic drugs. It has been at the forefront of medicine research and healthcare spending. Driven by the Hax-Watchman Act, the generic drugs industry in the US has grown tremendously over the years. The Hax-Watchman Act is a US federal law introduced in 1984 to regulate procedures for approval and marketing of generic drugs in the country. Driven by greater dependence on generic medicines and enactment of the Patient Protection and Affordable Care Act, growth in the generic drugs market in the US is expected to continue.

Increased preference for affordable healthcare along with favourable regulatory environment for generic medicines such as the Hax-Watchman Act and Generic Drug User Fee Amendments (GDUFA) are expected to drive growth in the generic drugs market in the US.

In Europe, it is expected that austerity measures adopted by the government will continue to drive demand for generic drugs. The key growth driver for the European market will be underpenetrated generic markets, such as Belgium (16.6%), the UK (28.0%), France (19.5%) and Germany (23.0%), which indicate tremendous untapped potential for growth of generic medicines.

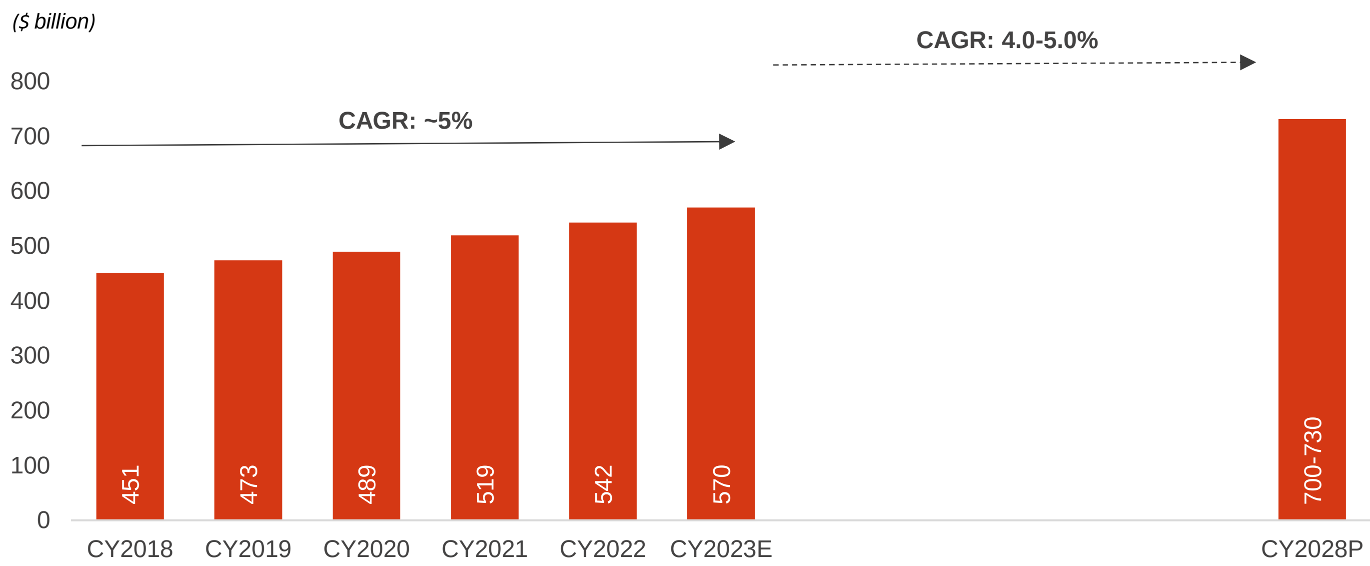
4. Overview of global generic pharmaceuticals market

The generic pharmaceuticals industry has been a significant part of the global pharmaceuticals industry. Generics have allowed people to access medicine at affordable prices. North America has been one of the key markets for the generic formulations industry as generic players across the world try to tap into opportunities created by patent cliffs. Patent cliffs are one of the significant factors for the generics industry as they provide the opportunity to develop generic products after the patent for the original drug expires. Generics drug have also penetrated the emerging and underdeveloped markets on account of their cost effectiveness.

Global generic pharmaceuticals market to log 4-5% CAGR from 2023 to 2028

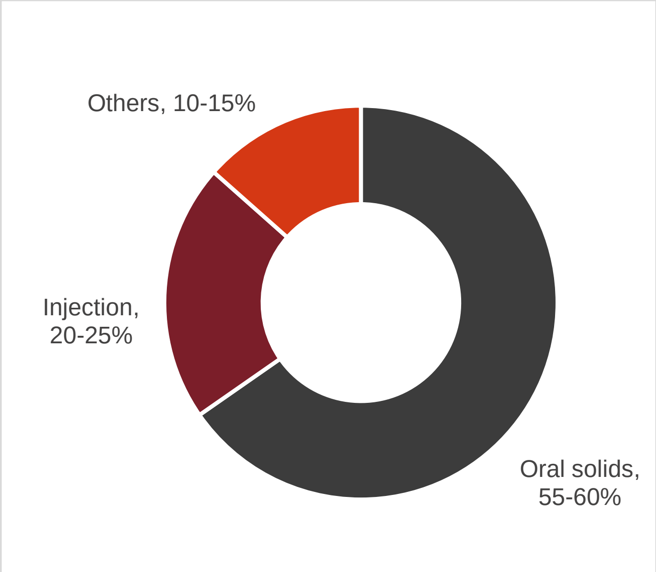
The global generic pharmaceuticals market has grown at 5% CAGR from 2018 to 2023 and is expected to grow at 4.0-5.0% CAGR between 2023 and 2028. Growth in the generic pharmaceuticals market is supported by patent cliffs in the regulated market as well as generic penetration in the underdeveloped markets. The share of the generic formulations market in the overall pharmaceuticals market has also increased over the years. The share of the generic formulations market was 36-38% in 2023, which is expected to touch 37-39% by 2028. The global generic formulations market is expected to reach $700-730 billion by 2028 owing to strong growth prospects for the generic formulations market.

Global generic formulations market



Note: E-estimations, P-projections
Source: Industry, CRISIL MI&A Consulting

Oral solids dominated generic formulations market in 2023



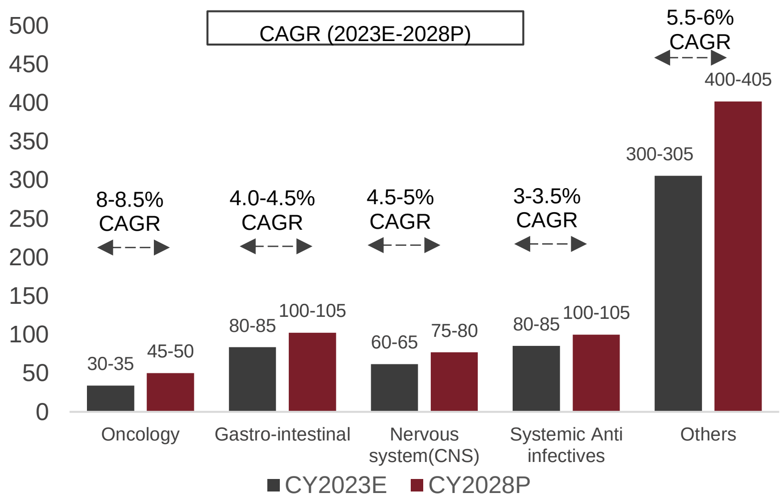
The global generic pharmaceuticals market mainly comprises two routes of administration: oral solids and injections, though other routes of administration such as cutaneous are also present in the market. Oral solids have been the largest dosage form provided by the generic formulation players mainly because of the convenience offered in terms of application, followed by injections. In 2023, oral solids were estimated to have contributed 55-60% to the overall generic formulations markets, followed by injections at 20-25%. However, injections are finding increasing acceptance in the generic formulations market, which is expected to positively impact the segment's market share.

Source: Industry, CRISIL MI&A Consulting

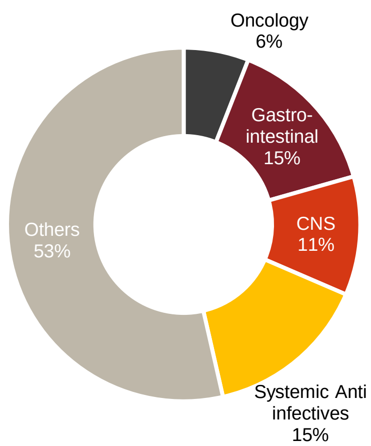
Gastrointestinal, anti-infective therapies key sub-segments in generic formulations market

The nervous system, gastrointestinal and anti-infective therapies are the key areas catered to by generic formulation players. Gastrointestinal products which largely fall under the sub-chronic and chronic segments have been one of the largest contributors to generic formulations across the globe. Therapy areas such as anti-infective which has traditionally seen lower new drug inventions is also one of the leading segments in the generic formulations market. Furthermore, Oncology, which had a market share of ~6% in 2023, is gaining popularity within the generic segment owing to increasing efforts towards making cancer healthcare more affordable. Subsequently, its overall share is expected to increase further to ~7% by 2028. The nervous system therapies market (CNS) are expected to grow at 4.5-5% over CY 2023-28 period. Certain other therapy areas, including cardiology and respiratory therapies are expected to grow at a CAGR of approximately 5.5-6% from 2023 to 2028.

Segment-wise generic pharmaceuticals market



Generic pharmaceuticals market (2023)



E-estimations, P-projections

Note: Others include therapy areas like Cardiovascular, Respiratory, Dermatology etc.

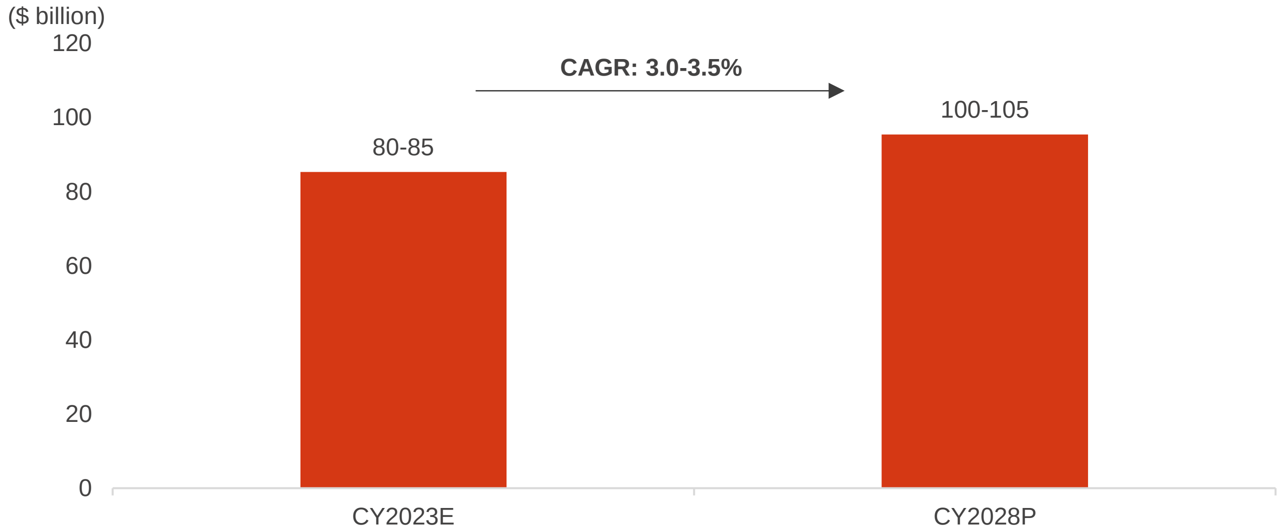
Source: Industry, CRISIL MI&A Consulting

Overview of the anti-infective segment in the generics formulation industry

Any medicines capable of inhibiting the spread of infectious organisms are generally described as anti-infectives. They prevent or treat infections and include antibacterials, antivirals, antifungals and antiparasitic medications. In recent times, there has been little innovations in the anti-infective segment as players have focused on other therapeutic areas such as oncology. But as evident during Covid-19, there is a need to invest in research and development activities in the anti-infective segment. Anti-infectives, valued at ~$80-85 billion as of 2023, are expected to grow at a 3.0-3.5% CAGR between 2023 and 2028, supported by increased generic drug penetration, increased R&D on multi-drug resistant micro-organisms, but the low cost to benefit ratio will keep value growth limited. Overall, anti-infective therapy value in generic formulations is expected to reach $100-105 billion by 2028.

In India, the overall anti-infective therapy formulations market, estimated at Rs ~229 billion as of fiscal 2023, is expected to grow at 7.5-9.5% CAGR from fiscal 2023 to fiscal 2028.

Market size of anti-infective therapy in generics formulation



Source: Industry, CRISIL MI&A Consulting

Increasing prevalence of infectious diseases

There have been large pandemics such as plague, smallpox, cholera, and influenza outbreaks with Covid-19 being the recent example. Apart from these pandemics, chronic infectious diseases such as tuberculosis and syphilis have also been prevalent. The damage done by infectious diseases calls for more advanced and evolving medications to treat these diseases. More investments in the anti-infective segment are expected to prevent and treat infectious diseases and drive the segment's growth.

Increasing antibiotic resistance calls for investments in novel anti-infective drugs

Antibiotics are used to prevent and treat bacterial infections. Antibiotic resistance occurs when infectious microbes do not respond to treatment and become antibiotic-resistant. When these microbes infect human beings and animals, the infections are harder to treat than those caused by non-resistant microbes. Antibiotic resistance leads to higher healthcare costs, prolonged hospital stays, and increased mortality.

Antibiotic resistance occurs naturally, but the process gets accelerated due to misuse of antibiotics. A growing number of infections such as gonorrhoea, tuberculosis, pneumonia, and salmonellosis have become difficult to treat as antibiotics used to treat them have become less effective.

The emergence and spread of drug-resistant pathogens continues to threaten our ability to treat common infections. The rapid global spread of multi-resistant bacteria (known as "superbugs"), which cause infections that existing antimicrobial medicines such as antibiotics fail to treat, is especially alarming.

According to WHO Global Antimicrobial Resistance and Use Surveillance System (GLASS) Report 2022, antimicrobial resistance (AMR) is among the top 10 global health threats. Resistance of pathogens to antibiotics (antibiotic resistance) is an urgent global public health and socioeconomic problem. Modern medicine depends on effective antimicrobial medicines, yet high rates of resistant infections across a broad range of microorganisms have been documented in all World Health Organization (WHO) regions. The World Bank estimates that up to 3.8% of the global GDP could be lost due to AMR by 2050. Although the overuse or misuse of antibiotics are primary drivers of AMR, other multiple interconnected factors also contribute to the issue. AMR rates documented in several low- and middle-income countries (LMICs) have been higher compared with high-income countries, despite a lower per-person consumption of antibiotics in the former.

According to report in 2019 by Ad hoc Interagency coordination group (IACG) on Antimicrobial resistance in association with United Nations (UN) Secretary-General, Food and Agriculture Organization of the United Nations (FAO), the World Organisation for Animal Health (OIE) and WHO , drug-resistant diseases has already cause at least 0.7 Mn deaths globally a year between 2016-2019. As per the report, this figure could increase to 10 million deaths globally per year by CY 2050 under the most alarming scenario if no action is taken. As per Centre for Disease Control (CDC), USA each year, nearly 2.8 million people in the United States acquire an infection while in a hospital, resulting in 35,000 deaths.
Additionally, recent studies position AMR as one of the leading causes of death worldwide, with the highest mortality in low resource settings. However, the exact morbidity and mortality associated with AMR is very difficult to establish and in many settings, no reliable estimates are available. These knowledge gaps emphasise the need to foster studies on AMR attributable mortality and morbidity using standardised methods.

Non-communicable diseases are the leading cause of death globally

In 2019, the top 10 causes of death accounted for 55% of the 55.4 million deaths worldwide.

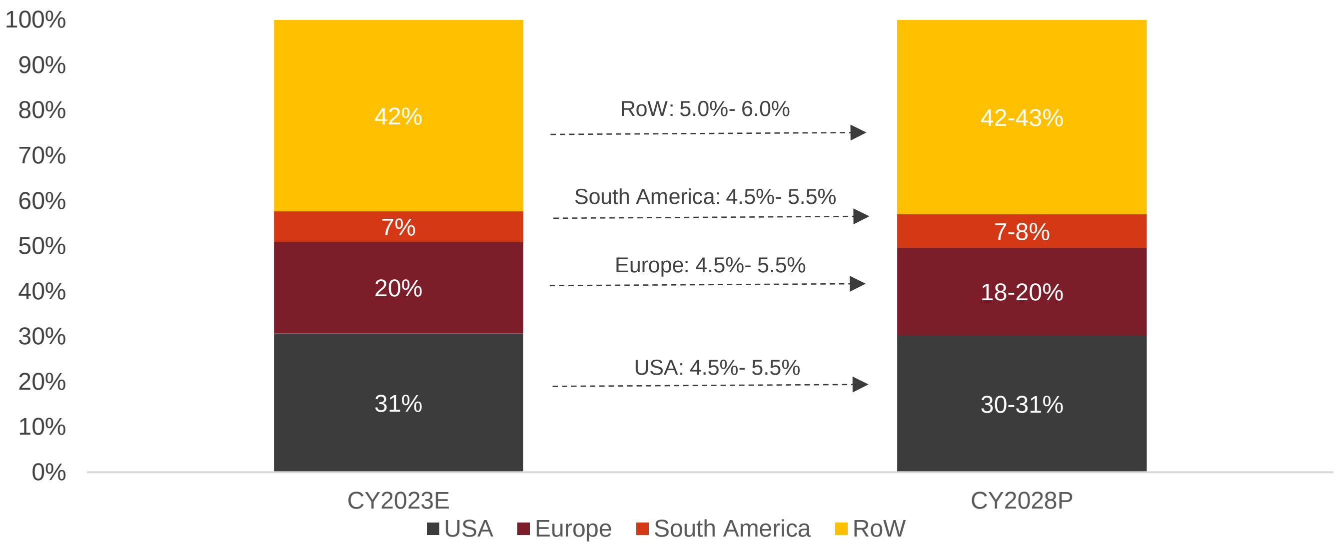
S. no	Causes of death/diseases/infection	Deaths in million	Ranking of cause of death
1	Cardiovascular diseases	17.8	-
1.1	Ischemic heart disease	8.9	1
1.2	Stroke	6.2	2
2	Respiratory diseases and infections	6.7	-
2.1	Chronic obstructive pulmonary disease	3.2	3
2.2	Lower respiratory infections	2.6	4
3	Neonatal conditions	2	5
4	Cancers	9.2	-
4.1	Trachea, bronchus, lung cancers	1.7	6
5	Alzheimer disease and other dementias	1.6	7
6	Diarrhoeal diseases	1.5	8
7	Diabetes mellitus	1.5	9
8	Kidney diseases	1.3	10
9	AMR	0.7	-
10	HIV/AIDS	0.675	19
11	Tetanus	0.047	-

Source: Global Health Estimates 2019, Ad-hoc Inter-agency coordination group (IACG) on antimicrobial resistance, CRISIL MI&A Consulting

US and Europe have the highest share in the generics pharmaceuticals market

Regulated markets such as the United States (US) and Europe dominate the generic pharmaceuticals market. The US was the largest market for generic formulations as of 2023 with a share of around 31%. A strong regulated market as well as generic-centric laws have resulted in good growth for generic pharmaceuticals in the US, which was followed by Europe with a share of around 20%. Growth in regulated markets is supported by R&D investments of generic pharmaceutical players. Growth, especially in the US, can be attributed to generic players registering for ANDA approvals, which enable them to manufacture generic version of the drugs in the country.

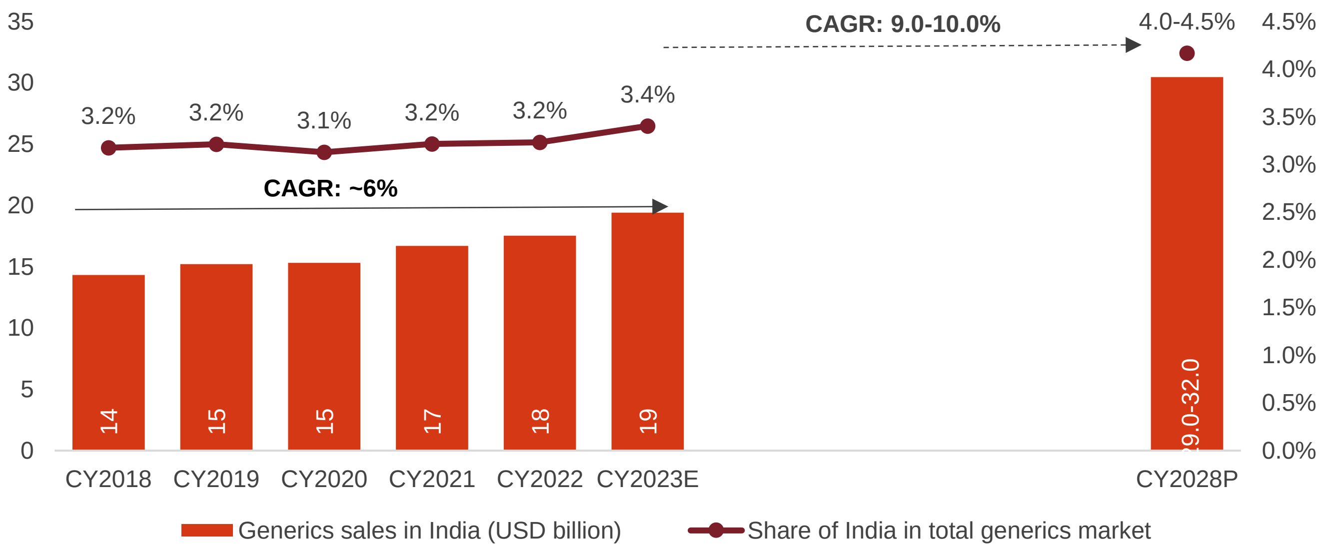
Region wise segmentation of the global generics pharmaceutical market



Note: E- estimates, P- projections
Source: Industry data, CRISIL MI&A Consulting

India's share in the overall generic pharmaceutical market rose to 3.4% in 2023

India is the largest provider of generic medicines globally, with its share in the overall generic pharmaceutical market improving continuously. As of 2023, the Indian generic pharmaceutical market was estimated at ~$19.4 billion, thereby accounting for 3.4% of the global pharmaceutical market. The Indian generic pharmaceutical industry is expected to register a CAGR of 9.0-10.0% over 2023 to 2028, with its share improving to ~4% by 2028.



Note: E- estimates, P- projections
Source: Industry, CRISIL MI&A Consulting

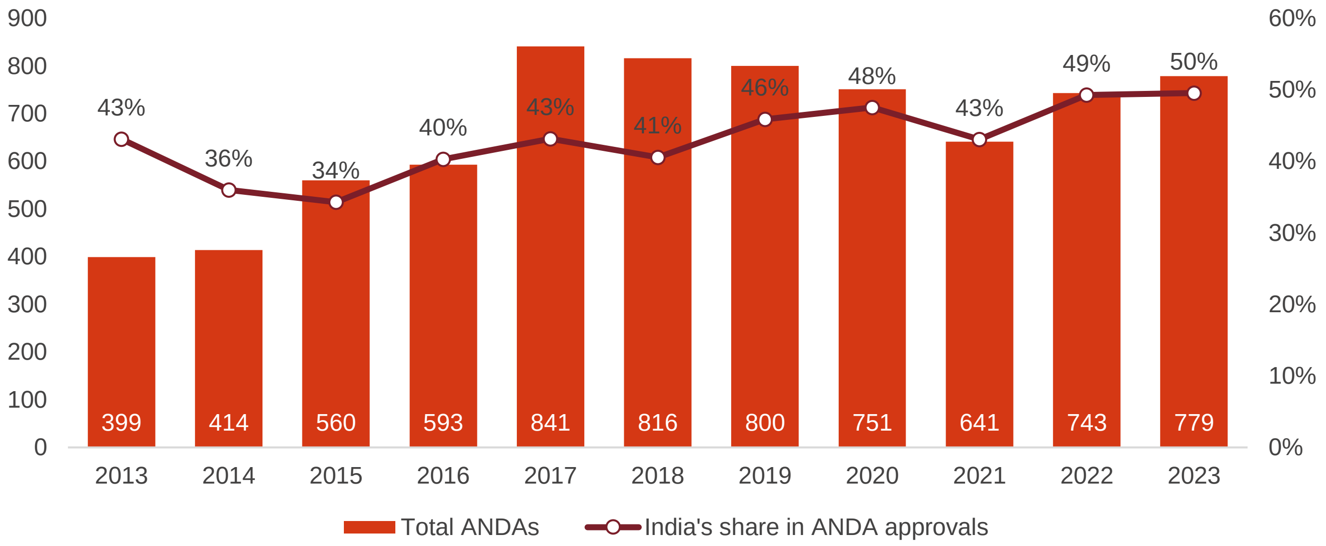
Indian players to gain volume opportunities in the US due to rising ANDA approval share

Due to implementation of Generic Drug User Fee Amendments (GDUFA) in October 2012, a large portion of the backlog was cleared by the USFDA by 2017 (calendar year). The number of applications with no communication from the USFDA fell from ~1,700 in 2013 to 218 in April 2018. The competitive intensity peaked in 2017 with higher ANDA approvals and consolidation in the customer base, leading to price erosion.

The number of approvals for Indian players declined in 2018 but remained at higher levels in 2019 and 2020. In 2021, the share of India decreased to 43% primarily due to delayed inspections because of Covid-19. As the inspections resumed, the share of India rebounded to ~49% in 2022. Increasing ANDA approvals leading to new product launches is expected to offset the impact of pricing pressure in US markets. For 2023, India's share in ANDA approvals stood at ~50%.

India's share in ANDA approvals is expected to pick up in the medium term and the launch of new products is expected to offset pricing pressure. Furthermore, the country has the largest manufacturing base outside of the US for products sold in the US market. This, combined with India's high share in ANDA approvals, is expected to position it better than most other exporting countries to address the growing generic drugs market in the US.

India's share in ANDA approvals



Source: USFDA, CRISIL MI&A Consulting

Specialty and complex generics – moving from 'nice-to-have' to a 'must-have' business

A complex generic could have a complex active ingredient, complex formulation, a complex route of delivery, or complex drug-device combinations. While specialty drugs are high-cost prescription medications used to treat complex, chronic conditions such as cancer, rheumatoid arthritis, and multiple sclerosis, they can be used in rare or orphan disease indications. It may have unique storage or shipment requirements and require additional patient education, adherence, and support beyond traditional dispensing activities.

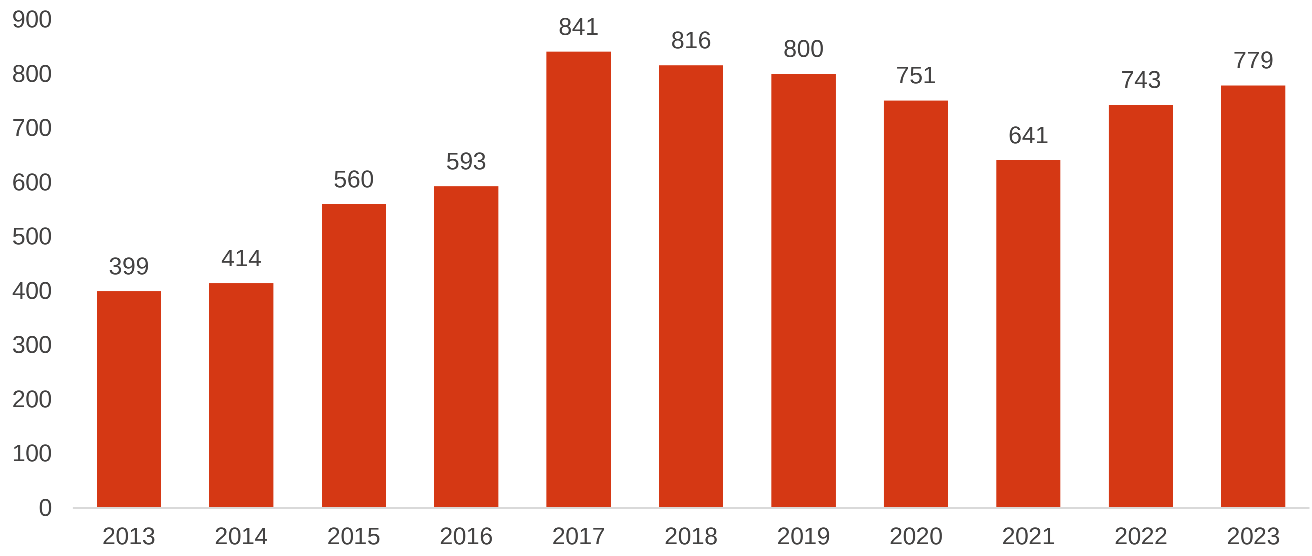
With a declining opportunity in the conventional generics segment and pricing pressures on existing portfolios, Indian players have started to look at high-value and high-margin drugs. These players have been developing niche products to weather the impact of pricing pressure. The number of niche product launches in fiscals 2020, 2021 and 2022 have been high compared with the past few years.

Entry of smaller players adds to pricing pressure

The lucrative generic drugs opportunity in the regulated markets, especially in the US and Europe, attracted players from various countries. Over the past few years, many Indian companies, mostly small and mid-sized players, have set up operations in the US and invested in US FDA-approved facilities to capitalise on the generic drugs opportunity. Indian companies, which traditionally used the contract manufacturing route to access regulated markets, have simultaneously obtained ANDA approvals for direct entry into the retail segment. The streamlining of regulations by the US FDA also facilitated the entry of mid and small-sized players after 2012.

Consequently, the number of companies seeking ANDA approvals has increased substantially over the last decade, intensifying competition and resulting in a sharp erosion in the price of generic drugs, especially in the case of large molecules and blockbuster drugs.

ANDA approvals



Source: US FDA, CRISIL MI&A Consulting

India emerging as the key player in the generic pharmaceutical segment

India has the largest manufacturing base outside of the US for products sold in the US market as well as the highest number of US FDA approved facilities outside the US. The country also has skilled manpower and advanced process chemistry skills. Some bulk drug manufacturers have forward integrated into pre-formulations (palletisation/ granularisation of bulk drugs before they are converted into finished dosages) as well. Furthermore, manufacturing in India offers a significant advantage in terms of substantial cost savings. Development capabilities and manufacturing quality of Indian pharmaceutical players are on par with peers in other parts of the world. The capital costs associated with setting up of a manufacturing plant are lower in India. Also, the country has specific clusters of pharmaceutical manufacturing facilities which help lower the capital costs further as the supply chain is well connected. The cost of drug manufacturing in India is significantly lower than some of the regulated market, the table below compares some of the key manufacturing regions globally.

Cost of manufacturing drugs in India, China, Europe and the US

Sr. No.	Region/Country	Units
1	**The US**	100
2	**Europe**	85-90
3	**India**	
	• USFDA-approved plants	45-50
	• Others	35-40
4	**China**	35-40

Note: Costs indexed to the US
Source: CRISIL MI&A Consulting

Cost effectiveness and quality to boost the generics pharmaceuticals market

Generics are characterised by low costs compared with their branded counterparts. Generics drugs of a similar quality to branded drugs are sold at relatively lower prices. With increasing population, generics present an excellent opportunity to support rising healthcare needs. Also, generics are a great option for people with limited access to healthcare facilities.

Certain developing and underdeveloped countries are characterised by lower penetration of healthcare facilities, low per capita consumption of medicines and a wide base of patients with acute and chronic diseases. In terms of medications, these markets are mainly driven by low-cost generics. Further, chronic diseases will boost sales of generics due to limited budgets and high out-of-pocket expenditure.

Increasing healthcare costs to drive demand for generic drugs in regulated markets

Developed countries spend a major portion of their GDP on healthcare. Demand for pharma products in developed markets is expected to be driven by key factors such as an ageing population and growing incidence of chronic diseases. CRISIL expects that austerity measures in Europe to continue to drive demand for generic drugs, though price realisations may not be as favourable as in the past. On the other hand, healthcare reforms in the US are driving higher insurance coverage and greater usage of generic medicines.

Penetration in semi-regulated markets to aid generic pharmaceuticals

Many semi-regulated markets, such as Brazil and Russia, with high out-of-pocket expenditure on healthcare (unlike developed markets), are attractive for branded generic drugs. More players are now looking to enter semi-regulated markets, thereby boosting volume growth and increasing market share.

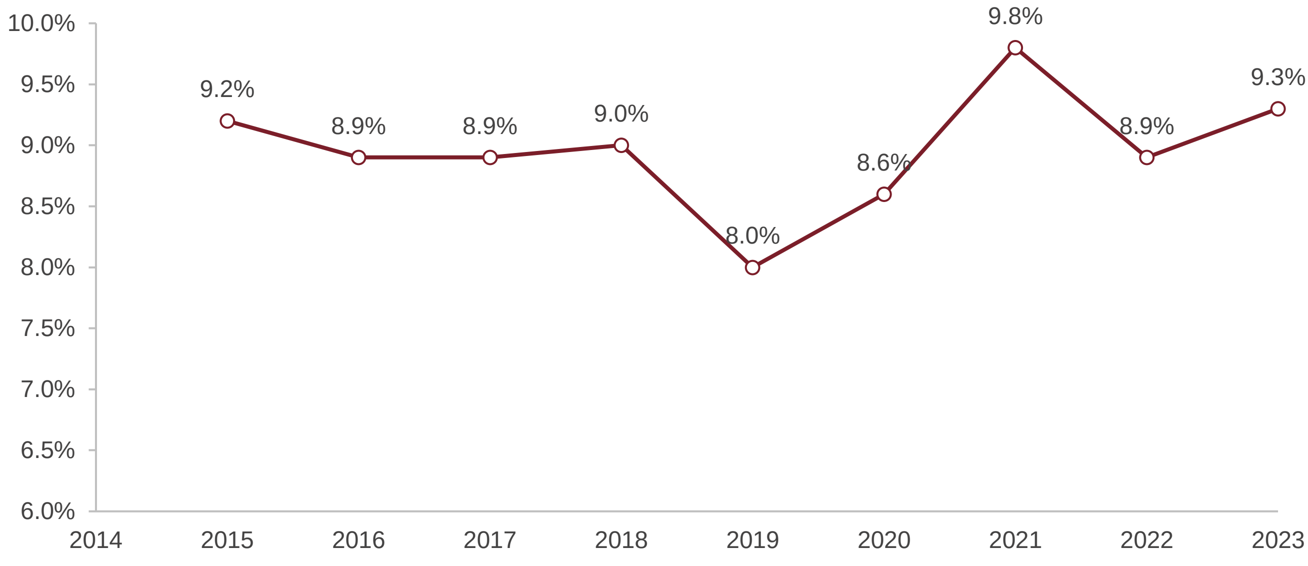
This trend is projected to continue, with players expected to record healthy sales in these markets. Also, low competition from many global generic players in these markets and higher potential for penetration of generics will aid growth for players. Further, government authorities in these markets are looking to streamline regulations to allow the import of generics, which will help reduce government expenditure. An increase in healthcare spending and rising demand for medicines to treat chronic and lifestyle-related ailments would support growth in semi-regulated markets.

Uninsured population in the US rose to 9.3% in 2023

The US is the largest pharmaceuticals market for both innovator brands and generic drugs. It has been at the forefront of medicine research and healthcare spending. Driven by the Hax-Watchman Act introduced in 1984 to regulate the approval and marketing of generic drugs in the US, the generic drugs industry has grown tremendously over the years. The industry's growth is expected to continue driven by greater dependence on generic medicines and enactment of the Patient Protection and Affordable Care Act.

The Act, first enacted on March 23, 2010, aimed at bringing a large section of the population under public and private insurance coverage. The Affordable Care Act (2010) included provisions to ensure that insurance companies do not refuse to cover patients with pre-existing conditions and expand Medicaid coverage to include more people from low-income groups. The rise in uninsured population in the US will have a near-term impact on the demand for generic drugs and growth of Indian manufacturers.

Uninsured population in the US



Source: Centers for Medixcare & Medicaid Services, CRISIL MI&A Consulting

Rising penetration of generic drugs to lower healthcare costs in regulated markets such as the US and Europe

Developed economies spend a major portion of their GDP on healthcare. Going forward, demand for pharma products in developed markets is expected to be driven by factors such as an ageing population and growing incidences of chronic diseases. Austerity measures adopted in Europe will continue to drive demand for generic drugs, though price realisation may not be as favourable as in the past. On the other hand, healthcare reforms in the US are driving higher insurance coverage and greater use of generic medicines. The share of generics increased from ~80% in 2010 to 90-95% in 2023 in US markets, in terms of prescriptions.

The European generic drugs market (primarily Germany, the UK, France, Italy and Spain) is the second-largest regulated market for generic drugs. Over the years, several Indian companies strengthened their presence in the region through a series of acquisitions. However, the global slowdown and pricing uncertainties adversely impacted the profitability of their European operations, prompting a change in strategy. Healthcare expenditure, as a percentage of GDP, in Germany and France is among the top 10 globally. Consequently, government steps to regulate prices have adversely impacted the growth of Indian players over the past few years. However, the increasing penetration of generic drugs will continue to drive volume growth in the region and offset the impact of pricing pressures. Further, lower generics penetration in Belgium (16.6%), the UK (27%), France (19%) and Germany (31.2%) indicates tremendous untapped potential for growth of Indian generics.

Increasing number of products going off patent in the US to further drive generics market growth

The patent protection expiration of effective drugs aids in the growth of the generics formulation market. Pharmaceutical players across the globe track the patent exclusivity of key drugs, as research and development activities for these drugs start well in advance. The time-to-market of new products is a significant driver of competitive advantage for pharmaceutical players. Generic pharmaceutical companies typically strengthen their market position by being first in the market when a patent on an original product expires. The expiration of patents for original products presents an opportunity for generic companies and partner CDMO firms to launch generic versions of these products. The table below shows the number of products going off patent in the US over calendar years 2024-2028.

Data on drugs going off patent

Sr No	Calendar year	Number of products going off patent
1	2024	447
2	2025	430
3	2026	424
4	2027	181
5	2028	163

Note: Number of products going off patent indicates products that are losing their market exclusivity
Source: US FDA, CRISIL MI&A Consulting

Several countries have their own pharmaceutical regulatory authorities

Regulatory bodies impose regulations to ensure drugs meet safety and quality standards. It is extremely important that players in the pharmaceutical industry maintain high standards, considering the number of lives at stake. Regulatory bodies also ensure pharmaceutical companies do not charge unreasonable prices from consumers.

The stringency of regulatory procedures varies across countries. On the basis of established regulations and patent laws, the global pharmaceutical industry can be broadly classified into regulated and semi-regulated markets.

Regulated markets include the US, the EU and Japan, which have established systems of patent laws and advanced regulatory systems for controlling drug quality. On the other hand, semi-regulated markets, such as China, India and South Africa, have less stringent systems of patent laws and less advanced regulatory systems for drug quality control.

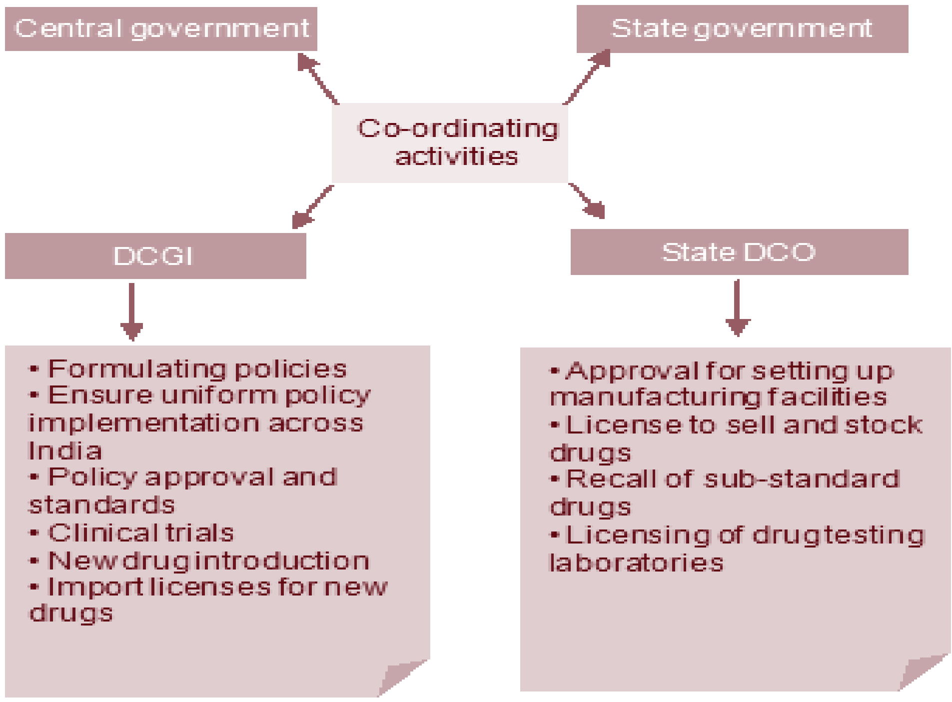
However, there is no single harmonised protocol for drug approval across countries. Countries have their own regulatory authorities and drug approval mechanisms.

List of regulatory authorities across key countries

Country	Regulatory authority
US	US FDA
UK	Medicines and Healthcare Products Regulatory Agency
South Africa	Medicines Control Council
India	FDA
Brazil	National Health Surveillance Agency
Europe	European Medicines Agency

Source: CRISIL MI&A Consulting

Regulatory environment in India



Source: CRISIL MI&A Consulting

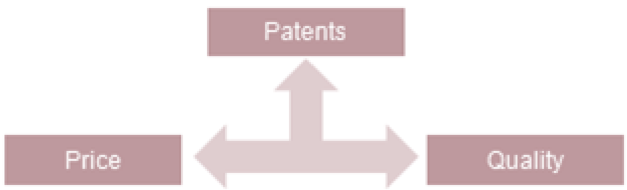
The Drugs and Cosmetics Act, 1940 (Drugs Act) and the Drugs and Cosmetics Rules, 1945 regulate the import, manufacture, distribution and sale of drugs in India. Under the provisions of these acts, the Centre appoints the Drugs Technical Advisory Board (DTAB) to advise the central and state governments on technical matters.

The recent amendments to the Medical Devices Rules, 2017 and the Drugs and Cosmetics Rules, 1945 have increased the liability for 'marketers' by making them also responsible, in addition to the actual manufacturer, for the quality of the drug, as well as regulatory compliances.

Both the central government and the respective state governments are entrusted with the task of enforcing the Drugs Act. Under the Drugs and Cosmetics Act, state authorities are responsible for regulating the manufacture, sale and distribution of drugs, whereas central authorities are responsible for approving new drugs and clinical trials, laying down the standards for drugs, controlling the quality of imported drugs and coordinating the activities of state drug control organisations.

The Drugs Controller General of India (DCGI) is the central body that coordinates the activities of state drug control organisations, formulates policies and ensures uniform implementation of the Drugs Act throughout India. It is also responsible for approving licences of specified categories of drugs, such as blood and blood products, intravenous fluids, vaccines and sera.

The Indian pharmaceuticals industry is mainly regulated on the basis of patents, price and quality.



Source: CRISIL MI&A Consulting

Patents

Before 2005, the regulatory system in India focused only on process patents. Indian pharmaceutical companies thrived during the process patent regime. They would re-engineer products of global innovator companies, which were unavailable in India, and launch them in the country as generics, as India did not recognise the product patents. In this manner, Indian companies gained process chemistry skills, but did not focus on R&D for new drug discovery.

In January 2005, India complied with the World Trade Organization (WTO) to follow the product patent regime sale of re-engineered products (for drugs patented after 1995) is restricted]. However, enterprises that had made significant investments and were producing and marketing the relevant product prior to January 1, 2005, and which continue to manufacture the product covered by the patent on the date of grant of the patent, are protected from infringement suits by the patentee. But they may be liable to pay a reasonable royalty.

Drug prices

Under the Drugs (Prices Control) Order (DPCO), prices of certain APIs and formulations are fixed. APIs and formulations falling under the purview of the legislation are called scheduled drugs and scheduled formulations. The National Pharmaceutical Pricing Authority (NPPA) collects data and studies the pricing structure of APIs and formulations, and accordingly makes recommendations to the Ministry of Chemicals and Fertilizers.

The new Pharmaceutical Policy, notified in 2012, was put out as the final price notification in May 2013, bringing 348 essential drugs in the National List of Essential Medicines (NLEM) under price control. A big change in the current pricing policy is the introduction of cost controls on final market prices of formulations, compared with cost-based controls on bulk drugs in the previous pricing policies.

A revision to the NLEM was announced in December 2015, which increased the total number of essential medicines to 376. Drugs under the NLEM accounted for ~20% of the overall domestic market in fiscal 2020. Growth of NLEM drugs improved during the fiscal, in terms of both volume and value. Further, prices were revised upwards by ~4% from April 2019 for drugs under the NLEM, in line with the Wholesale Price Index (WPI).

Under the policy, the ceiling price for each drug under control would be fixed as the simple average price of brands having more than 1% market share (by value) in the sales (moving annual turnover or MAT) of that particular molecule. Thus, prices of brands higher than this ceiling will need to be lowered. The ceiling prices will be allowed an annual increase as per the WPI. Prices will be recalculated using MAT only once in five years or when the NLEM is updated.

Price of drugs that were part of the earlier policy, but do not come under the current policy, would be frozen for a year and, thereafter, allowed a maximum annual increase of 10%. A 10% increase would also be the limit for prices of drugs outside the government's price control.

Quality

No drug can be imported, manufactured, stocked, sold or distributed in India unless it meets the quality standards laid down in the Drugs Act. All companies have to comply with Schedule M of the Act, which outlines various requirements for manufacturing drugs and pharmaceuticals by applying current Good Manufacturing Practice (cGMP). cGMP has to be followed for control and management of manufacturing and quality control testing of drugs.

Ban on FDC drugs

In September 2018, the Union Health Ministry banned 325 fixed-dose combination (FDC) drugs, following the recommendations of an expert committee, which found that the combinations lacked 'therapeutic justification'. The recent ban follows over two years of legal battle between pharmaceutical companies and the government, which challenged the Health Ministry's March 2016 decision to ban 344 FDCs.

According to the CDSCO Policy guidelines on the approval of FDCs in India, all FDCs that have not yet been approved in any country — with regulations similar to those in India — will have to go through clinical trials, along with the entire list of clearances for those FDCs to be marketed in India. As 325 FDC drugs were not available from the second half of fiscal 2019, the domestic market growth was impacted to the tune of 30-50 bps in fiscal 2019.

Regulatory environment in the US

The Department of Health and Human Services regulates the US pharmaceutical market through the US FDA, which ensures human and veterinary drugs, biological products and medical devices are safe and effective. It lays down the procedures for product approvals (generic and new drugs) and is primarily responsible for enforcing the Federal Food, Drug, and Cosmetic Act — the basic drug and food law in the US.

Evolution of laws governing the US pharmaceutical industry

Federal regulation of pharmaceuticals in the US began in 1906, when the Pure Food and Drug Act was enacted. This law required that drugs meet official standards of strength and purity and that the ingredients are accurately described on a drug's label. However, these laws were not strong enough. In 1937, 107 people died after consuming Elixir Sulfanilamide — a sulfa drug mixed with diethylene glycol — a drug manufactured by Massengill, an established pharmaceutical company. This tragedy led to the passage of the Food, Drug and Cosmetic Act of 1938. This legislation, for the very first time, required drugmakers to submit evidence of a product's safety. It also required that a drug's label state its contents, how it should be administered and its possible side effects. The US FDA was appointed to oversee the law's enforcement.

In 1957, a West German pharmaceutical manufacturer introduced a new sedative, thalidomide, which alleviated the symptoms of morning sickness in women during the first trimester of pregnancy. In 1962, by which time the drug had been sold in 46 countries, it became clear that thalidomide damaged the foetus, causing stillbirth or, more prevalently, phocomelia (Greek for 'seal limb'). Thousands of newborns were found to have truncated limbs that resembled flippers. This tragedy resulted in the 1962 Kefauver-Harris Drug Amendments to the Food, Drug and Cosmetic Act of 1938. The Kefauver-Harris Amendments required that manufacturers demonstrate both the safety and efficacy of new drugs before receiving approval for commercial sale in the US. In addition, this legislation required that drugs be produced according to the specified GMP guidelines and that plants should be subject to the US FDA approval and periodic inspection.

These regulations resulted in long delays in the introduction of new drugs and led to the enactment of the Modernization Act of 1997, which incorporated several measures to expedite the approval of new drugs, especially for the treatment of life-threatening illnesses, and improve the overall efficiency of the FDA. The new legislation extended the Prescription Drug User Fee Act (PDUFA), a programme that charges drugmakers a fee for filing new drug applications with the US FDA. These funds are used to hire new personnel for the US FDA, and the programme has resulted in a significant reduction in the time taken for new drug approvals. The new law also enabled seriously ill patients to have easier access to experimental compounds and provided new initiatives for the development of paediatric medicines.

In 2012, the US FDA introduced the Generic Drug User Fee Amendments (GDUFA) to accelerate access to safe and effective generic drugs for the public while reducing costs for the industry. The law requires the industry to pay user fees to supplement the costs of reviewing generic drug applications and inspecting facilities. Additional resources will enable the agency to reduce the current backlog of pending applications, cut the average time required to review generic drug applications for safety, and increase risk-based inspections. GDUFA is designed to build on the success of the PDUFA.

In 2014, the US FDA announced a new structure of the GDUFA, which reduced dossier filing fees by 8-15% and increased the site registration fee by 15-22%. Observing the ANDA and DMF filing of Indian pharma companies in the past, we expect this move to have minimal impact on the net profit of large pharma companies exporting to the US.

GDUFA user fee requirements

Fees	FY18	FY19	FY20	FY21	FY22	FY23	FY24
Application fees (USD)							
ANDA fee	171,823	178,799	176,237	196,868	225,712	240,584	252,453
DMF fee	47,829	55,013	57,795	69,921	74,952	78,293	94,682
Facility fees (USD)							
API domestic	45,367	44,226	44,400	41,671	42,557	37,544	40,464
API foreign	60,367	59,226	59,400	56,671	57,557	52,544	55,464
FDF domestic	211,087	211,305	195,662	184,022	195,012	213,134	220,427
FDF foreign	226,087	226,305	210,662	199,022	210,012	228,134	235,427

Note: US FY - October-September, ANDA: Abbreviated new drug application, API: Active pharmaceutical ingredient, DMF: Drug master file

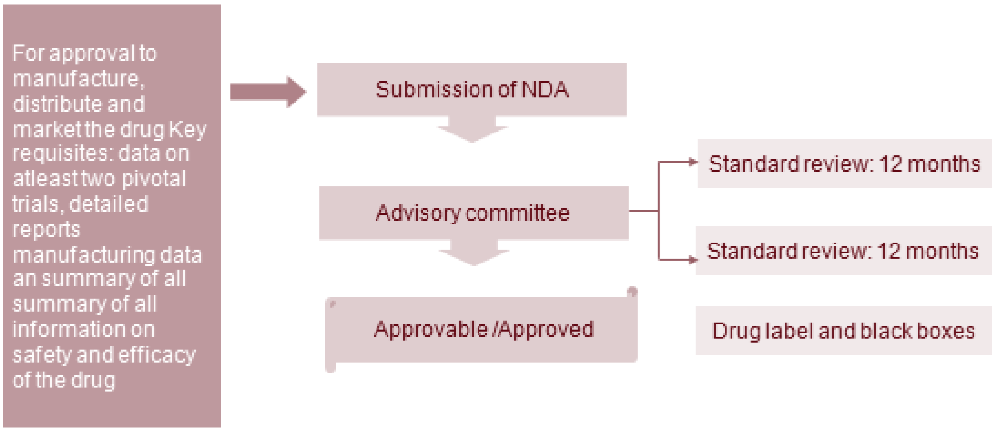
Source: US FDA, CRISIL MI&A Consulting

Some key concepts in the context of new and generic drugs are discussed below:

IND

The US FDA's role in the development of a new drug begins when the drug's sponsor (usually the manufacturer or potential marketer) finishes screening the new molecule for pharmacological activity and acute toxicity potential in animals and plans to test its diagnostic or therapeutic potential in humans. Companies obtain approvals for human trials via an investigational new drug (IND) application.

NDA



Source: CRISIL MI&A Consulting

Data gathered during animal studies and human clinical trials of an IND is used to file for a new drug application (NDA). NDA is the vehicle through which drug sponsors request approval from the US FDA to sell and market a new pharmaceutical product in the US.

NDA aims to provide sufficient information to permit the US FDA reviewer to make the following key decisions:

- The drug is safe and effective in its proposed use(s), and its benefits outweigh the risks
- The proposed labelling of the drug (package insert) is appropriate
- The methods used in manufacturing the drug and the controls used to maintain quality are adequate to preserve the drug's identity, strength, quality and purity

ANDA

New drugs, like other new products, are developed under patent protection. The patent protects investments on the drug's development by giving the company the sole right to sell the drug while the patent is in effect. When patents or other periods of exclusivity expire, other drug manufacturers can apply to the US FDA to sell a copy of the original drug.

Drug companies must submit an ANDA for approval to market a generic (copy of the drug). The Drug Price Competition and Patent Term Restoration Act of 1984, more commonly known as the Hatch-Waxman Act, made ANDAs possible by striking a compromise in the drug industry. As a result, generic drug companies gained greater access to the market for prescription drugs, and innovator companies gained restoration of the patent life of their products lost during the US FDA's long approval process.

Drug substitution laws further aided generic drugmakers by allowing pharmacists to substitute branded drugs with generic drugs, unless the doctor specified 'dispense as written' on the prescription. The ANDA process does not require the drug's sponsor to repeat costly animal and clinical research on ingredients or dosage forms already approved for safety and effectiveness.

However, to gain FDA approval, a generic drug must:

- contain the same active ingredients as the innovator drug (inactive ingredients may vary);
- be identical in strength, dosage form and route of administration;
- have the same indications for usage;
- be bioequivalent to the innovator drug;
- meet the same batch requirements for identity, strength, purity and quality; and
- be manufactured under the same strict standards of FDA's GMP regulations that are required for innovator products.

Drug master files

A drug master file (DMF) is a submission to the FDA that may be used to provide confidential and detailed information about facilities, processes or articles used in manufacturing, processing, packaging and storing of one or more human-use drugs. Although the information contained in the DMF may be used to support an IND, NDA, ANDA, another DMF or an export application, it is not a substitute for any of these. A DMF is neither approved nor disapproved. Hence, the FDA registering a DMF does not mean the drug can be sold in the US. That right is obtained upon the DMF's review in connection with the study of an IND, NDA, ANDA or export application, and consequent approval of manufacturing facilities and processes.

Regulatory framework in Europe

In Europe, marketing authorisation for pharmaceutical products may be obtained either through:

1) a centralised procedure involving the European Medicines Agency (EMA), which is a mutual recognition procedure that requires submission of applications in other member states following approval by a so-called reference member state

2) a decentralised procedure that entails simultaneous submission of applications to chosen member states or occasionally through a local national procedure.

The EU's medicines regulatory framework requires that medicinal products, including generic versions of previously approved products and new strengths, dosage forms and formulations of previously approved products, receive a marketing authorisation before they can be sold in the EU. Authorisations are granted after a favourable assessment of quality, safety and efficacy by the respective health authorities. Applications must be made to the EMA or to the competent authority of the member state concerned to obtain authorization. Besides various formal requirements, the application must contain the results of pharmaceutical (physico-chemical, biological or microbiological) tests, pre-clinical (toxicological and pharmacological) tests and clinical trials. All these tests must have been conducted in accordance with relevant European regulations and must allow the reviewer to evaluate the quality, safety and efficacy of the medicinal product.

European Medicines Agency (EMA)

EMA is a European Union (EU) agency that evaluates and supervises medicinal products. Before 2004, it was known as the European Agency for the Evaluation of Medicinal Products or European Medicines Evaluation Agency (EMEA). The agency is responsible for the scientific evaluation of medicines developed by pharmaceutical companies for use in the EU and applications for European marketing authorisations. EMA is a decentralized EU agency, located in London, before UK's withdrawal from the EU. It was relocated to Amsterdam in March 2019. The EMA was established in 1995 with funding from the EU and the pharmaceutical industry, as well as indirect subsidy from member states, to harmonise the work of existing national regulatory bodies for medicines.

Major responsibilities of the EMA

- Monitor and supervise the safety of medicines
- Offer scientific suggestions and protocol assistance
- Provide timely patient access to new medicines
- Support research and innovation in the pharmaceutical sector
- Provide orphan designation of medicines for rare diseases
- Develop scientific guidelines on needs for the safety, efficacy and quality testing of medicines and setting standards
- Promote innovation and development of new medicines through small- and medium-sized European enterprises
- Provide information on the safety of medicines to the public
- Publish impartial and clear information about medicines and their approved uses

Drug approval process in the EU

Before gaining approval to market a drug in the EU, two regulatory steps need to be taken, akin to US FDA requirements. These two steps are:

1) Clinical trial application (CTA)

2) Marketing authorisation application (MAA)

CTA approval is done at the member state level, whereas the MAA is approved at the member state and centralised levels. Approval for the manufacture and marketing of a drug can be obtained through the following procedures, depending on the drug class and the preference of the manufacturer:

- Centralised process
- National process
- Mutual recognition
- Decentralised procedure

Centralised process

The centralised procedure allows the marketing of a medicine on the basis of a single EU-wide assessment and marketing authorisation which is valid throughout the EU. Pharmaceutical companies submit a single authorisation application to EMA, which issues its opinion within 210 days and submits the same to the European Commission for final approval. The centralised process is controlled through the EMA. Every EU member state is represented on the EMA Committee for Medicinal Products, which provides a single license valid in all EU member states.

National process

The national procedure allows applicants to attain marketing authorisation in only one member state. To obtain a marketing authorisation in a country, an application must be submitted to the competent authority of the member state. New active substances, which are not mandatory under the centralised procedure, can obtain marketing approval under this procedure. Timeline for the issue of EMA opinion is 210 days. Each EU state can have its own procedure for approving drugs that fall outside of those that need to undergo the centralised process.

Mutual recognition

The mutual recognition process permits applicants to get a marketing authorisation in a concerned member state (CMS), which is other than the reference member state (RMS), where the drug is already approved. The applicant must submit an identical dossier to all the EU member states in which they want to obtain marketing approval, along with required information. As soon as one of the member states decides to evaluate the medicinal product (at which point it will become the RMS), it will inform this decision to the other member states (which then become the CMS) to which applications have also been submitted. The RMS issues a report to other states on its own findings after completion of evaluation. The generic drug industry is the major user of this type of drug approval process. The timeline for issuing the EMA opinion under this process is 390 days.

Decentralised procedure

Under this procedure, companies can apply for the simultaneous authorisation of a medicine in more than one EU member state if it has not yet been authorised in any EU country and does not fall within the scope of the centralised procedure. The marketing authorisation in this case should be granted according to the decision taken by the RMS and CMS. Time taken for issue of EMA's opinion is 210 days.

Key players in the global generic formulations market

Name	VIartis Inc*	Teva Pharmaceutical Industries Ltd	Novartis AG	Sun Pharmaceutical Industries Ltd[1]	Aurobindo Pharma Ltd[1]	Wockhardt Ltd[1]
Headquarters	US	Israel	Switzerland	India	India	India
Year of establishment	2020	1944	1891	1993	1986	1999
Workforce	~38,000	37,851[2]	76,057[2]	19,124[3]	15,690[3]	2,637[3]
Consolidated revenue ($ billion)	2023[4]: 15.4 2022[4]: 16.2 2021[4]: 17.8	2023[5]: 15.8 2022[5]: 14.9 2021[5]: 15.9	2023[6]: 45.4 2022[4]: 50.5 2021[4]: 51.6	2023[7]: 5.6 2022[7]: 5.2 2021[7]: 4.5	2023[7]: 3.2 2022[7]: 3.2 2021[7]: 3.3	2023[7]: 0.3 2022[7]: 0.3 2021[8]: 0.4
Business segments**	Branded products, generics products, and OTC products	Generic medicines, biopharmaceuticals, innovative	Innovative medicines	Specialty products, generic products, API	Generic formulations, APIs, biosimilars, vaccines	APIs, Formulations (generics and New Chemical Entity (NCE)),

Name	VIartis Inc*	Teva Pharmaceutical Industries Ltd	Novartis AG	Sun Pharmaceutical Industries Ltd[1]	Aurobindo Pharma Ltd[1]	Wockhardt Ltd[1]
		medicines, OTC products				biosimilars, vaccines
Geographical presence**	North America, Europe, Asia, the Middle East, Africa, eastern Europe, Japan, Australia	North America, Europe, Japan, Russia and Israel	United States, Europe, Asia, Africa, Australasia Canada and Latin America	United States, India, Western Europe, Japan, Australia	India, US, Europe, Brazil, Canada, Columbia, South Africa and Canada	US, UK, Ireland, Europe, Russia, India

* *Viatris is a global healthcare company formed in November 2020 through the combination of Mylan and Upjohn. Upjohn was the generic business of Pfizer Inc. Accordingly, Mylan is considered the accounting acquirer of the Upjohn business and all historical financial information of the company prior to November 16, 2020 represents Mylan's historical results and the company's thereafter.*

** *Indictive and not exhaustive of nature*

1 *Financials are as per the Indian fiscal April to March; exchange rates used: USD: INR (FY21:74.1, FY22:73.9 ,FY23:78.6)*

2 *Full-time equivalents*

3 *Permanent employees on the company roll*

4 *Net sales*

5 *Net revenue*

6 *Net sales from continuing operations*

7 *Revenue from operations*

8 *Revenue from continuing operations*

The above list of players is indicative and not exhaustive.

Source: Company annual reports, CRISIL MI&A Consulting

5. Assessment of global vaccines market

Overview of the global vaccines market

A vaccine is a biological preparation of agents that stimulates the body's immune system that aids specific recognition of foreign agents entering the body and destroying the same. Vaccine administration strengthens the immune system and enhances the immune response against a particular disease. Scientists makes use of different approaches to design a vaccine against a particular infectious agent. The global vaccines market, based on technology, is broadly segmented into recombinant vaccines, conjugate vaccines, live attenuated vaccines, inactivated vaccines, toxoid vaccines, and others.

The inactivated vaccines are made from the organism that is killed through chemical or physical methods. These dead organisms don't cause any disease. Inactivated vaccines may not always induce a human response and the response may not always be long-lived. Inactivated vaccines are successfully employed in the prevention of various diseases such as influenza, hepatitis, and polio. Live attenuated vaccines use a weakened form of the organism that causes a disease. These types of vaccine help prevent natural infection and create a strong and long-lasting immune response. Only 1 or 2 doses of live vaccine gives lifetime protection from that germ and the disease it causes. Live vaccines are used for the prevention from measles, mumps, and rubella (MMR combined vaccine), rotavirus, chickenpox, smallpox, and yellow fever.

The subunit and conjugate vaccines are similar to inactivated vaccines that do not contain live components of the pathogen. They differ from the inactivated vaccines by containing only the antigen part of the pathogen in the vaccine. Pneumococcus vaccines, Meningococcus vaccines, H. Influenzae vaccines are applications of conjugate vaccines. Subunit vaccines are also developed using genetic engineering. For a vaccine protein, gene coding is inserted into producer cell or another virus. When the producer cell metabolises, or the carrier cell metabolises, the vaccine protein is created. Thus, the end product is a recombinant vaccine. Recombinant vaccines are considered to be the most efficient alternative to traditional vaccines in the prevention of various human diseases. Cholera, Hepatitis B, diphtheria and tetanus vaccines are examples of commercial recombinant vaccines. Certain bacterial diseases are not caused directly by the bacteria itself, but by the toxins produced by the bacteria that enter the bloodstream and cause symptoms of a particular disease. Immunisation against such infections is done by administering toxoid vaccines in which the toxins are inactivated. Toxoid vaccines are used against the protection of diphtheria and tetanus.

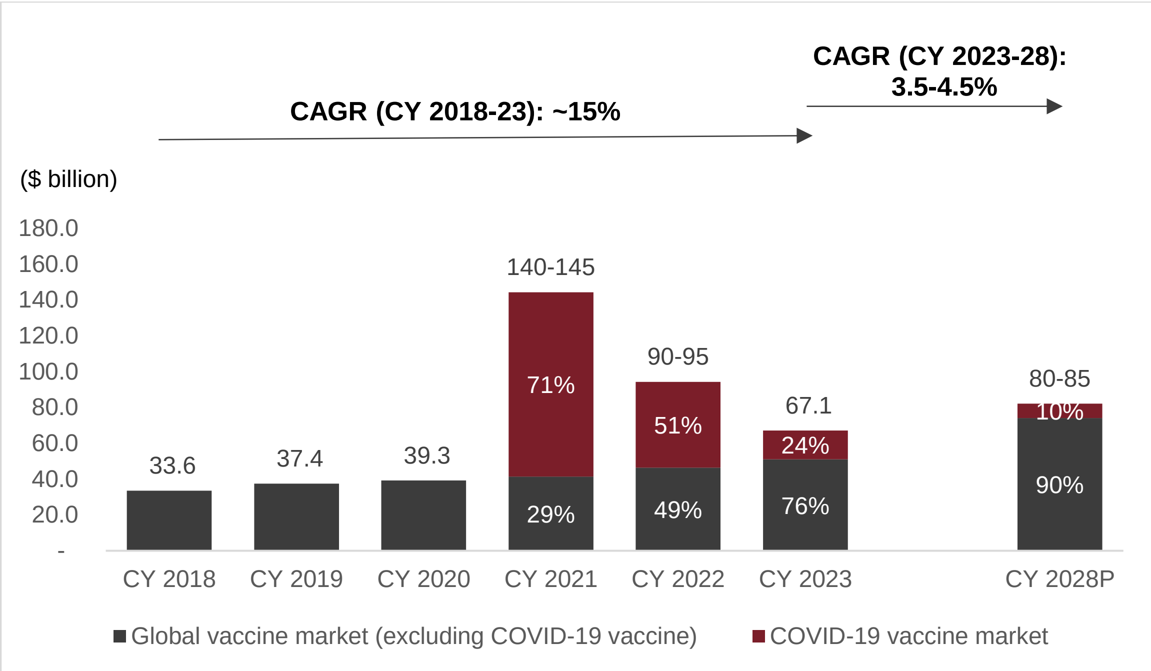
Global vaccine market expected to grow at 3.5-4.5% over 2023-28

The global vaccine market surged to significant high of USD 140-145 billion in CY2021, on account of the incremental vaccine demand driven by the COVID-19 pandemic. Nearly 71% of the industry was constituted by COVID-19 vaccine market. In CY 2021, the top 10 vaccines represented 90% of market value when including COVID-19 vaccines and 75% of market value when excluding those.

The industry dropped to USD 90-95 in CY2022 on account of improving pandemic situation and corresponding reduced spending on COVID-19 vaccines. The COVID-19 vaccines accounted for 51% of the market in CY2022. Currently, the market is estimated to be USD 67.1 billion as of CY2023, with 24% accounted by COVID-19 vaccine spending. During the medium term, the industry is expected to be driven by rising prevalence of infectious diseases, pandemic preparedness, and children/adolescent vaccination coverage efforts by World Health Organisation (WHO), Global Alliance for Vaccines and Immunization, NGOs, governments etc.

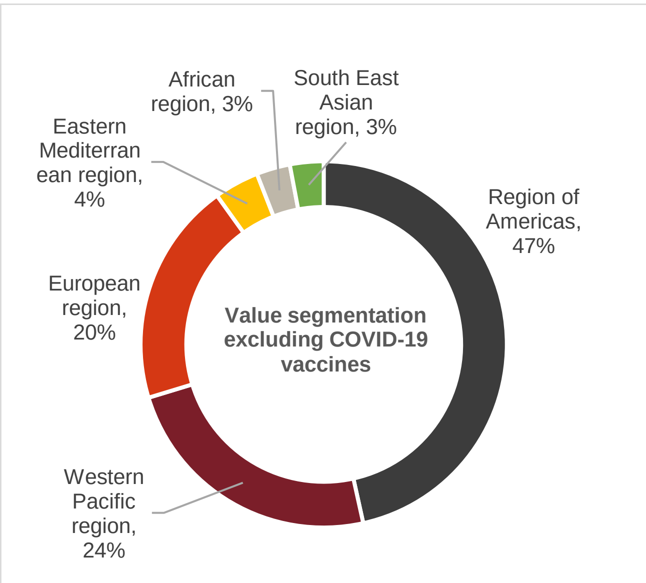
COVID-19, seasonal influenza and pneumococcal conjugate (PCV) vaccines have the highest share in global market in value terms. COVID-19 and seasonal influenza vaccines are characterised by high prices and high volumes owing to their large target population base. PCV has high prices, particularly in high-income countries (HICs), despite lower volumes. Higher prices of vaccines are reason for higher share of Americas and Europe in the global market.

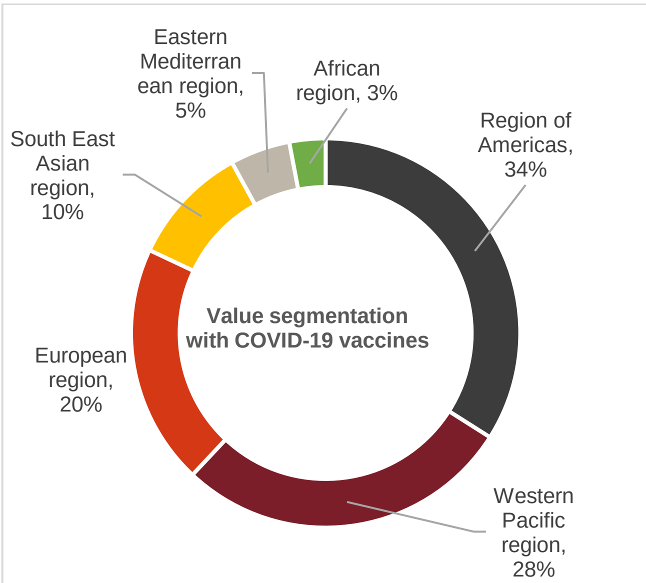
Global vaccine market



P: Projected; Source: CRISIL MI&A Consulting

Global vaccine market by geography in value terms, CY2021





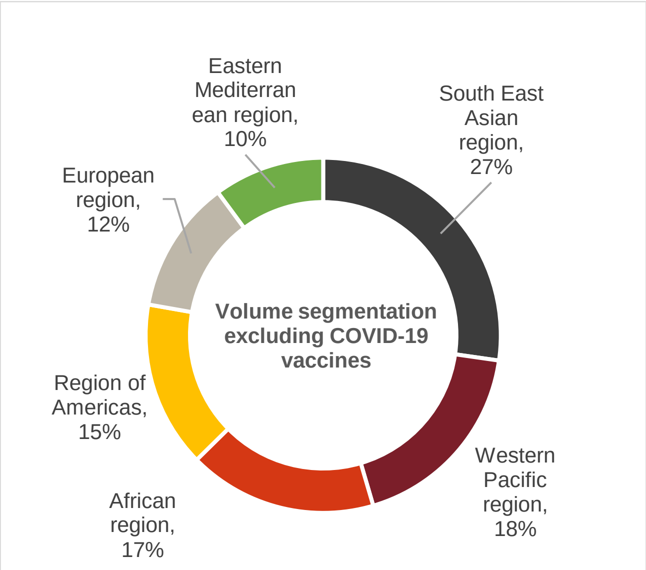
Source: WHO, CRISIL MI&A Consulting

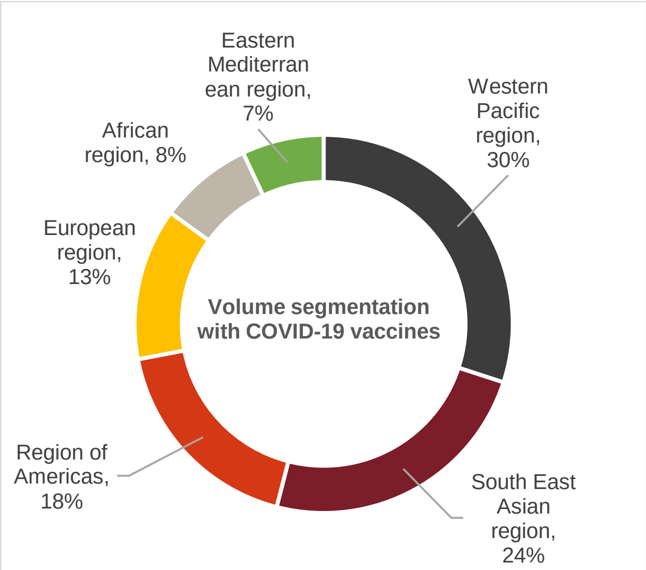
The Americas region accounts for nearly 47% of the value of vaccine market in CY 2021, excluding COVID-19 vaccines. Including the COVID-19 vaccines, the region accounted for 34% of the market. Americas, as classified by the WHO, includes countries in North and South America. The major markets in the region include the US, Canada, Mexico, and Brazil. In CY 2021, the Americas region accounted for ~2.9 billion vaccine volume globally. ~72% of the volume was accounted by COVID-19 vaccines. Increased spending on healthcare infrastructure, higher vaccine cost, implementation of the expanded program on Immunization, and intensive research and development for timely introduction of new vaccines, especially in the US, are the major drivers of the vaccine market in Americas. Substantial development has been made in the production of vaccine technology in the region, especially for HPV vaccines. Extensive research by pharmaceutical and biotechnology companies is further expected to propel growth of the vaccine market in the region.

The European vaccine market has been growing since its inception. Europe accounted for ~20% of the global vaccine market in CY21 in value terms (both with and without COVID-19 vaccines).in CY21, ~71% of the total ~2.1 billion vaccine volume accounted by Europe was COVID-19 vaccines. Several European countries, including France, Germany, the UK, Spain, and Italy, are working persistently to enhance the adoption of immunisation across Europe. Europe's vaccine market is driven by increasing healthcare expenditure and growing focus on immunisation and eradication of infectious diseases. Increasing healthcare awareness among people and vaccination programmes are the major factors propelling the growth of the European vaccine market.

Southeast Asia accounted for ~10% of the global vaccine market in CY21, while the share drops to 3% without considering COVID-19 vaccines. The region accounted for ~3.8 billion vaccine volume globally, out which ~63% were COVID-19 vaccines. The lower value in the market is on account of low vaccine cost in the region. India accounts for a major share in the region with COVID-19 vaccines among the lowest priced globally. In volume terms, Southeast region accounted for 24% and 27% including COVID-19 vaccine and excluding them, respectively. India accounted for 17% of the global volume in CY 2021 driven by its large population base and extensive coverage of COVID-19 vaccination campaign. A key factor driving growth of the market in the region is the presence of a large pool of Indian players that are developing vaccines for infectious diseases at affordable prices. In addition, India is widely involved in the export and supply of vaccines in the international market. As of June 2023, India had supplied COVID-19 vaccines to 101 countries, supplies totalling 301.2465 million. Increasing government focus on the healthcare sector and rising investment by government agencies (such as the Indian Council of Medical Research, Ministry of Health and Family Welfare, and Department of Biotechnology) in research and development of novel vaccines in the country are expected to augment growth of the Indian market in the coming years.

Global vaccine market by geography in volume terms, CY2021





Source: WHO, CRISIL MI&A Consulting

Overview of key trends and growth drivers

Prevalence of various infectious illnesses drives vaccine demand

The vaccine market growth has primarily been driven by increasing prevalence of various infectious illnesses. These include novel and re-emerging pathogens. Outbreaks and pandemics such as Zika (2015-2016), Ebola (2017), COVID-19 are the examples of recent epidemics that occurred in various regions of the world. In 2021, including COVID-19 vaccines, adult vaccines accounted for ~75% of the vaccine volume, children/adolescent accounted for 20% while local and sporadic vaccines (vaccines used for diseases with a regional/local burden or for diseases of sporadic occurrence) accounted for 5% of the market.

Globally, the governments are striving to provide immunisation to every stratum of the society, irrespective of their social and economic status. Rising demand for better healthcare infrastructure and growing awareness of immunisation benefits are mainly boosting market growth.

The rapid growth in the vaccine market has been due to increasing global spending on immunisation programmes; effort to curb the predominance of infectious diseases and newer diseases by leveraging increasing technological development; and increased government focus on general healthcare needs of the society, especially in developing countries.

- Gavi, the Vaccine Alliance, which was founded in 2000 with the goal of vaccinating children in lower-income countries, now vaccinates almost half of the world's children against deadly and debilitating infectious diseases.
- The United Nations Children's Fund (UNICEF) and partners support immunisation programmes in over 100 countries to help realise children's right to survival and good health.
- Increase in WHO activity for vaccines coupled with decreasing prices of vaccines.
- Governments across the world are increasingly focussing on national immunisation programmes.
- Outbreak of infectious diseases due to viruses such as Zika, Ebola, and coronavirus increases the demand for vaccines.
- Advanced DNA and recombinant vector vaccines are more effective than the conventional ones.

Increasing global focus on immunisation programmes

Immunisation is important to prevent severe diseases and death from vaccine-preventable diseases such as polio, measles, cervical cancer, rubella, tetanus, hepatitis B, mumps, whooping cough, diphtheria, pneumonia, rotavirus diarrhoea, and pertussis. The top widely used vaccines include BCG (Bacillus Calmette-Guérin), PCV (pneumococcal conjugate vaccine), COVID-19, Td (tetanus–diphtheria) containing , HepB (hepatitis B), IPV (inactivated polio vaccine), DTwP (diphtheria–tetanus–pertussis (whole cell)) primary, HPV (human papillomavirus), RV (Rotavirus), MMR (measles, mumps and rubella), Seasonal Influenza, OPV (oral polio vaccine) etc.

Immunisation also helps prevent epidemics that can cause massive destruction in communities. Governments across the world are actively engaged in introducing various vaccines under their national immunisation programmes. Several countries have implemented immunisation schedules for vaccines that include a dosage regimen in adults, kids, and travellers.

In 2012, the World Health Assembly approved the Global Vaccine Action Plan to achieve the Decade of Vaccines vision by delivering universal access to immunisation. CDC's Global Immunization Division provides technical and scientific support to the Ministry of Health and public and private partners to contain preventable diseases through vaccines. Gavi, the Vaccine Alliance, is a public-private global health partnership with the goal of increasing access to immunisation in poor countries. The alliance brings together developing country and donor governments, the WHO, the World Bank, UNICEF, the vaccine industry in both industrialised and developing countries, research and technical agencies, civil society, the Bill & Melinda Gates Foundation, and other private philanthropists. UNICEF is actively involved in immunising children globally. It works with other health partners to engage communities to create vaccine demand, procure and distribute vaccines, and keep vaccines safe through cold-chain logistics. All these international agencies have shown their increasing support for global immunisation and vaccination over time. Increasing focus of agencies on immunisation programmes positively impacts the global vaccine market.

Technological advancements in vaccine technology

Vaccination plays a vital role in curbing infectious diseases, by reducing both disease incidence and mortality. Various vaccines have been manufactured to fight against diseases such as polio, cholera, rubella, and measles. However, market awaits highly effective vaccines against diseases such as hepatitis C, HIV-1, tuberculosis, and malaria. Recent advances in vaccine technology present opportunities to target new diseases. Pertaining to this, there has been tremendous research and development happening in the pharmaceutical industry. Hence, the demand for improved and effective immunisation techniques has increased. Several new vaccination technologies have been developed over the past few years – ranging from targeted attenuation techniques of live pathogens to the delivery of biologically engineered protein and peptide antigens, as well as viral vector and nucleic-acid based antigens. Many of these technological developments have yielded highly promising results and drive the growth of the vaccine market.

Technological advancement helped faster development and scale-up of COVID-19 vaccines. As per WHO, 36% of COVID-19 vaccines used in 2021 were designed using innovative technologies and accounted for 59% of global volumes of COVID-19 vaccine procured by WHO Member States

Concentration in manufacturing base in the global vaccine market

The global vaccine market has nearly 94 manufacturers, out of which nearly 10 have entered the market in response to the COVID-19 pandemic. Nearly 30 of the global manufacturers are based out of China (~23 manufacturers) and India (~7 manufacturers). Furthermore, in 2021, 10 global manufacturers accounted for 70-71% of the vaccine doses (apart from COVID-19 vaccine). Globally, top 10 manufacturers account for 85-90% of the global market share in value terms.

With regards to human papillomavirus, pneumococcal conjugate and measles, mumps and rubella combination vaccines, it is estimated that nearly 100 countries are dependent on one or two suppliers accounting for more than 80% of the vaccine volume. The African and eastern mediterranean region is also dependent for its ~90% vaccine procurement on suppliers outside of the region.

The reasons behind the concentration of vaccine manufacturing is high cost of entry with regards to development of vaccine and manufacturing process, advanced technical knowledge, intellectual property rights protection etc. The vaccine product is also associated with lower returns against the capital expenditure, compared against other pharmaceutical products.

Overview of success factors for players in the segment

There are numerous factors which make the vaccine market highly complex in nature. The industry require string technological knowledge, innovative platforms for vaccine development, non-linear manufacturing cost with regards to capacity expansion, degree of competition, threat of substitution by a superior product, dependency on government procurement etc. There are few aspect which contribute to the success in the industry. The same are elaborated below.

Parameter	Description
Strong focus on innovative R&D and commercialisation	The industry mandates a continuous exercise of development of new vaccines and improvement of the existing vaccine product line in order to maintain relevance against competitors and changing health trends across the world. Strong R&D ensures market share for the company as it limits the threat of substitution by a superior. The companies need to strike a balance between R&D expenses and the commercialisation plans (product launch and adoption) for the product to return adequate yields.
Economies of scale with regards to manufacturing capabilities	Vaccine as a product is characterised by lower returns against the capital expenditure and R&D cost put up by the manufacturer. At the same time, the demand is uncertain and based on the policies of a consolidated customer base (largely governments). This requires companies to have ability to produce vaccines at a large scale to ensure sustained returns and fulfilment of bulk orders. The manufacturing abilities need to be flexible and agile to take up new vaccine production as a response to growing health threats and pandemics.
Efficient management of global supply chain	The vaccine industry requires timely distribution of vaccines across varied geographical regions. Hence, the players need to ensure a resilient supply chain in response of global pandemics and other health emergencies. This includes aspects such as cold chain logistics as numerous require lower temperatures for their preservation
Regulatory and strategic alliances	The vaccine market's distribution spans different countries and regions which requires companies to effectively manage the regulatory landscape and other bureaucratic process with respect to vaccine deployment. Alliances with local health agencies, NGOs, and healthcare stakeholders can aid the vaccine manufacturer with resources, distribution network and other expertise for expanding into newer geographies. These alliances also aid quickly adaption to the market needs in face of healthcare emergencies.
Capital management and funding	The vaccine industry requires robust and sufficient funding to sustain long term R&D process and eventual at-scale manufacturing. The longer gestation period makes capital management, funding, and management of associated operational risk, key factor for success in the industry.

Key players in the vaccine market

Company profiles of some of the key players

Name	GlaxoSmithKline PLC (GSK)	Pfizer Inc	Merck & Co. Inc	Sanofi SA	Serum Institute of India Pvt Ltd	Wockhardt Ltd
Headquarters	UK	US	US	France	India	India
Year of establishment	2000	1942	1891	1994	1966	1999

Name	GlaxoSmithKline PLC (GSK)	Pfizer Inc	Merck & Co. Inc	Sanofi SA	Serum Institute of India Pvt Ltd	Wockhardt Ltd
Ownership type	Public	Public	Public	Public	Private	Public
Workforce	70,212	~88,000	~72,000	86,088	NA	3143
Consolidated revenue - (USD billion)	2023: 37.6 2022: 36.4 2021: 34.1	2023: 58.5 2022: 100.3 2021: 81.3	2023: 60.1 2022: 59.3 2021: 48.7	2023: 46.6 2022: 45.1 2021: 44.6	2023*: 1.3 2022*: 3.4 2021*: 1.0	2023*:0.35 2022*: 0.44 2021*: 0.38
Business segments	Pharmaceuticals, Vaccines, Consumer Healthcare	Biopharma, Upjohn, Consumer Healthcare	Pharmaceutical, Animal Health, Others	Pharmaceuticals, Vaccines, Infusion Devices	Vaccines	APIs, Formulations (generics and NCE), Bio-similars, Vaccines
Geographic presence	North America, Europe, South & Central America, Australasia, Asia-Pacific, Middle East, Africa	North America, Australia, Asia-Pacific, Europe, Africa, Latin America, Middle East	LAMEA, Europe, Asia-Pacific	North America, Asia-Pacific, Europe, Middle East, Africa, Latin America, Australia	Asia-Pacific, Major supplier to WHO	EU, US, India, emerging markets

Note:
NA: Not available

$ to corresponding currency	2021	2022	2023
Euro (EUR)	0.85	0.95	0.92
Indian Rupee (INR)*	74.2	74.5	80.3
Pound Sterling (GBP)	0.72	0.81	0.81

* *2021 represents Fiscal 2021, 2022 represents Fiscal 2022 and so on*
Source: CRISIL MI&A Consulting

The other major players in the market are as follows:

- AstraZeneca PLC
- CSL Lt
- Emergent BioSolutions Inc
- Johnson & Johnson
- Moderna Inc
- Novavax Inc

Company profiles of top Covid-19 vaccine manufacturers

Name	Moderna	AstraZeneca	Johnson & Johnson	Pfizer	Novavax	Sinovac	Gamaleya
Headquarters	US	UK	US	US	US	China	Russia
Ownership type	Public	Public	Public	Public	Public	Listed on NASDAQ but not traded	Private
Product offerings	mRNA-1273. This is an RNA-based vaccine consisting of the modified RNA-encoding spike protein of Covid-19	AZD1222	It is a nucleic acid-based vaccine, which is the first single-shot vaccine for Covid-19	It is an mRNA-based Covid-19 vaccine	NVX-CoV2373	CoronaVac	Based on the human adenovirus vector-based platform

NA: Not available

Source: CRISIL MI&A Consulting

6. Assessment of global biologics and biosimilars market

Overview of the global biologics and biosimilars market

Biopharmaceuticals refer to drugs developed through the application of biotechnology on living organisms/biologics for the treatment of diseases. Traditional chemical pharmaceuticals are used to treat a particular disease or indication, while biologics are used to prevent the occurrence of a particular disease as well as for therapeutic purposes

Biologics are composed of sugars, proteins, nucleic acids or complex combinations of these substances, or may be living entities such as cells and tissues. As per the US FDA, biological products include a wide range of products such as vaccines, blood and blood components, allergenic, somatic cells, gene therapy, tissues, and recombinant therapeutic proteins. Biologics are separated from a variety of natural sources - human, animal, or microorganism - and are transformed into consumable drugs by applying biotechnology. For example, gene-based and cellular-based biologics are often at the forefront of biomedical research, and used to treat a variety of medical conditions for which no other treatments are available. Biological products differ from conventional drugs in application and delivery, pharmaceuticals are delivered mainly through tablets, capsules or injections and biological drugs are supplied primarily through injectables. Biological drugs also differ from conventional pharmaceutical (chemical) drugs in terms of their structure and manufacturing processes.

Biological products differ from conventional drugs in application and delivery

Traditional chemical drugs (pharmaceuticals) are used to treat a particular disease or indication while biologics prevent the occurrence of a particular disease. Further, pharmaceuticals are delivered mainly through tablets, capsules or injections and biological drugs are supplied primarily through injectables. Biological drugs also differ from conventional pharmaceutical (chemical) drugs in terms of their structure and manufacturing processes:

Structure - Conventional drugs are chemically synthesised and their structures are known, while most biologics are complex mixtures that are not easily identified or characterised. Biologics are obtained through the identification of targets (genes), which are mapped to prevent the occurrence of a disease.

Manufacturing - Production of biopharmaceuticals involve application of aseptic (free from contamination) principles right from the initial stages of manufacturing to the final packaging stage as they are heat sensitive and susceptible to microbial contamination, in contrast with most conventional drugs.

Reference product and biosimilar product

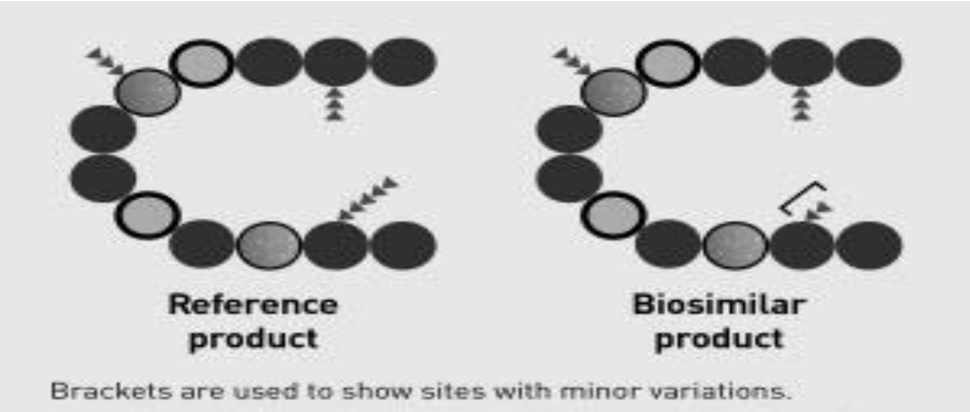
According to USFDA, a reference product is the single biological product, already approved by regulatory authorities, against which a proposed biosimilar product is compared. A reference product is approved based on, among other things, a full complement of safety and effectiveness data. A proposed biosimilar product is compared to and evaluated against a reference product to ensure that the product is highly similar and has no clinically meaningful differences. Whereas a biosimilar product is biological product that is highly similar to and has no clinically meaningful differences from an existing approved reference product.

Highly Similar Product

As per USFDA, a manufacturer developing a proposed biosimilar demonstrates that its product is highly similar to the reference product by extensively analysing (i.e., characterizing) the structure and function of both the reference product and the proposed biosimilar. State-of-the-art technology is used to compare characteristics of the products, such as purity, chemical identity, and bioactivity. The manufacturer uses results from these comparative tests, along with other information, to demonstrate that the biosimilar is highly similar to the reference product.

Minor differences between the reference product and the proposed biosimilar product in clinically inactive components are acceptable. For example, these could include minor differences in the stabilizer or buffer compared to what is used in the reference product. Any differences between the proposed biosimilar product and the reference product are carefully evaluated by regulators to ensure the biosimilar meets high approval standards.

Minor difference between reference products and proposed biosimilar



Source: USFDA, CRISIL MI&A Consulting

Interchangeable product

An interchangeable product is a biosimilar product that meets additional requirements outlined by the Biologics Price Competition and Innovation Act. As part of fulfilling these additional requirements, information is needed to show that an interchangeable product is expected to produce the same clinical result as the reference product in any given patient. Also, for products administered to a patient more than once, the risk in terms of safety and reduced efficacy of switching back and forth between an interchangeable product and a reference product will have been evaluated. An interchangeable product may be substituted for the reference product without the involvement of the prescriber.

Development cost and development timelines far greater for biosimilars than conventional generics

The biopharmaceutical new product development process follows an established pattern. Exploratory discovery research identifies a new target of potential therapeutic use, then a number of molecules are developed and optimized, and the best one amongst them is selected to be the product candidate. This product candidate then goes through the pre-clinical study phase where a range of tests are run both in vitro and in animals to characterize the likely safety and effectiveness of this molecule in treating its target disease. Upon completion of the pre-clinical phase, the drug developer applies to regulatory authorities (e.g., US Food and Drug Administration (FDA), European Medicines Agency (EMA)) for approval to commence human clinical trials. Clinical trials are required to prove that the drug is safe and effective when administered to human patients, providing an acceptable benefit-to-risk ratio. There are three major phases of clinical trials before the product receives approval for commercialization: Phase I tests the safety of the product in human, Phase II provides an initial assessment of its efficacy, and Phase III aims at definitively assessing the efficacy and dosage in a large number of patients. Upon completion of clinical trials, the drug developer is required to gather all pre-clinical and clinical data generated during the process, along with extensive details on the manufacturing process developed for the product of interest and submit an application to the regulatory authority for market entry. Once granted, the product developer can legally manufacture and sell the product.

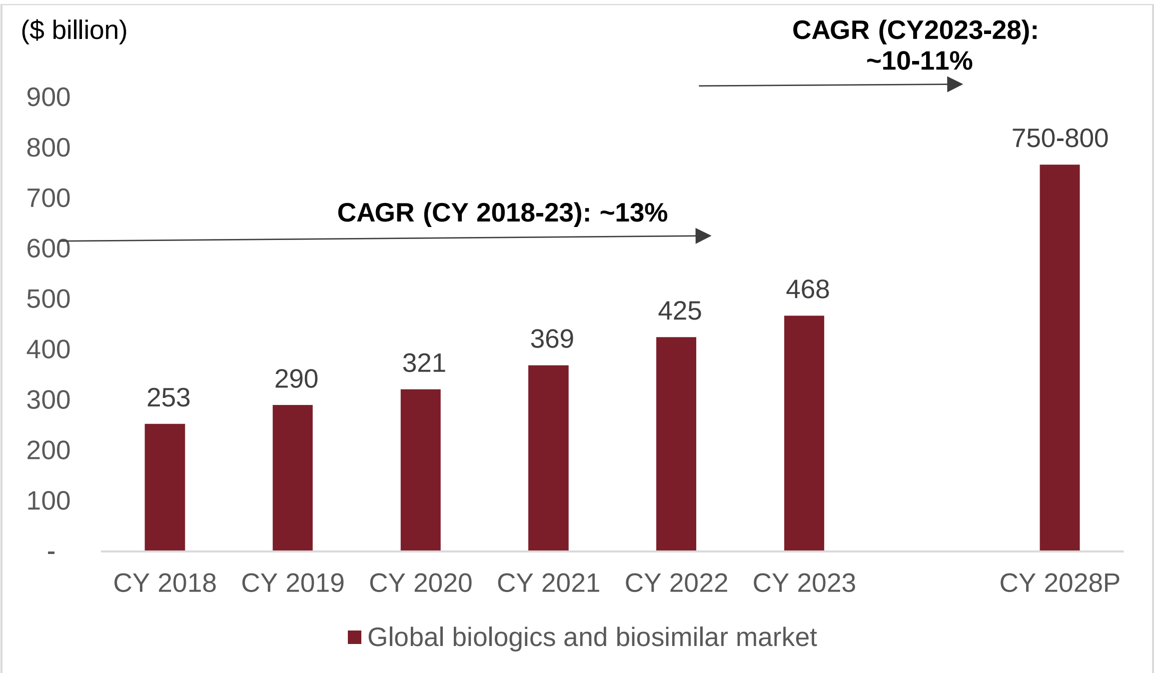
Biologics and biosimilars players faces the challenge of longer gestation periods, due to extended payback periods and uncertainties in marketing the products. It takes 5-6 years for a biopharmaceutical company to commercialise a biosimilar drug. Thus, realisation of cash flows takes longer, giving rise to liquidity risks.

Biopharmaceutical Drug development stages

Global biopharmaceuticals segment will see increase in share in pharmaceutical market

Biologics and biosimilar market is expected to reach around ~750-800 USD billion by the year 2028 growing at approximately 10-11% CAGR in the period 2023-2028, driven by the launch of new biologics. The segment is expected to clock a stronger growth than the global pharmaceutical market. Higher effectiveness of biologics over conventional drugs has prompted global players to undertake more research and development in the segment. Therefore, by 2028, CRISIL expects the share of biopharmaceuticals segment to increase to ~39-42% from ~31% in 2023. As per CRISIL estimates, of the top 50 global drugs as of 2020, 25-30 belonged to the biopharma segment. Therefore, the share of biopharma is expected to continue to increase, supported by new drug approvals coupled with the increasing sales of the current portfolio of biologics drugs.

Review and outlook of global biologics and biosimilar market

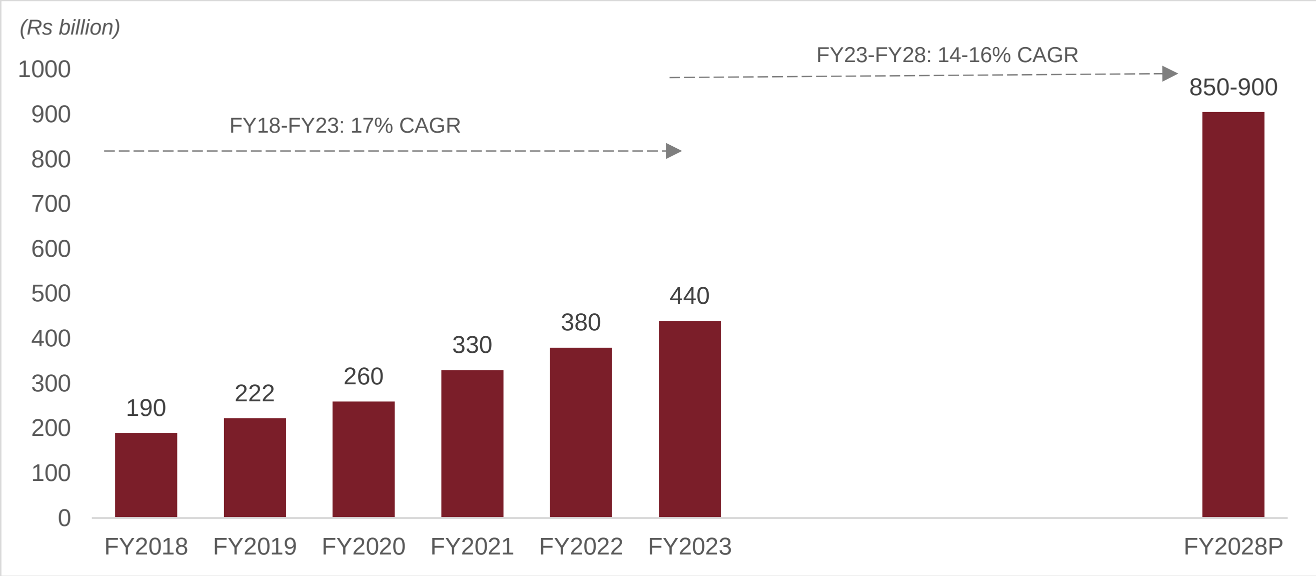


Note: P: Projected; Source: Industry, CRISIL MI&A Consulting

Overview of the biologics and biosimilars market in India

Biopharmaceuticals or biologics are substances produced by manipulating living organisms via techniques such as genomics (mapping of genes), proteomics (study of structure of proteins), mutation analysis (change in the DNA sequence of a cell) and systems biology (study of complex interactions in a biological system) intended for human/animal treatment. Globally, these techniques are referred to as biotechnology, which in other words is a process technology or a drug discovery research tool. Biopharmaceuticals are drugs developed by applying biotechnology on living organisms / biologics for treatment of diseases.

Review and outlook of Indian biopharmaceutical industry



Note: Market included domestic and export sales of biopharmaceuticals
Source: CRISIL MI&A Consulting

The Indian biologics industry can be roughly categorised under traditional vaccine makers and manufacturers focused more on therapeutic biologicals. Further, there are players primarily focusing on recombinant therapeutics and monoclonal antibodies. Erythropoietin (used in severe anemia/cancer), Streptokinase and recombinant human Insulin, Filgrastim etc. are the most common recombinant drugs currently marketed in India. In the therapeutic category, Indian companies are present in areas such as immunological, oncology, osteoarthritis, anti-diabetic etc.

During fiscal 2018 to fiscal 2023, the Indian biopharmaceuticals industry clocked a CAGR of ~17%, primarily on account of increase in sale of vaccines in the domestic as well as global markets. On the other hand, in the therapeutic segment, growth has been lower than that in the vaccines segment due to limited product launch by Indian players to enter the regulated markets of the US and Europe.

Going forward, growth is expected to be driven by new product launches in the domestic market and regulated exports market. Growth in exports is set to witness strong growth, driven by vaccines and biosimilars in the regulated and semi-regulated markets.

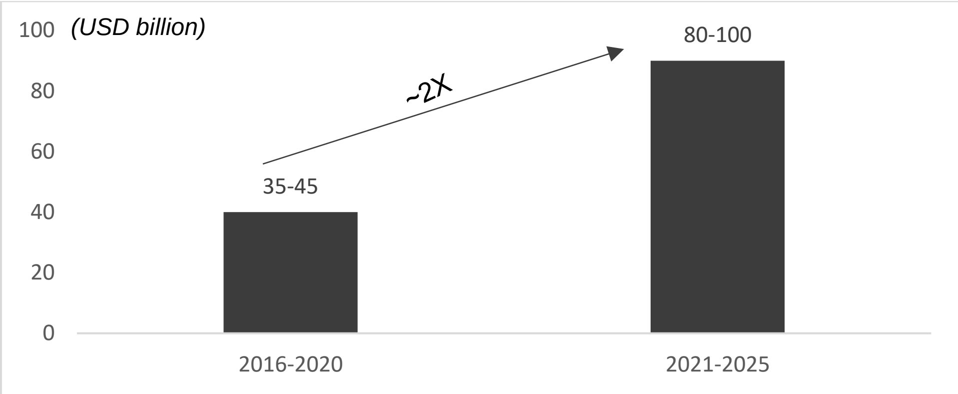
Higher effectiveness of biologics over conventional drugs has prompted global players to undertake more research and development in the segment. Therefore, the share of biopharmaceuticals segment is expected to increase to. Hence, more Indian players are likely to align their capabilities with the global trend and invest in biosimilars.

Overview of key trends and growth drivers

Patent cliff presents opportunity in regulated markets

Patented biopharmaceuticals of value nearly 80-100 are set to expire over the next 5 years globally. Further, even among the drugs where patents have already expired, the penetration of biosimilars is very low due to regulatory challenges and difficult procedural requirements of all-phase clinical trials. In core pharmaceuticals, all-phase clinical trials are not required for generic launches. These expiries will present a lucrative opportunity for Indian players to launch biosimilar versions in regulated markets. Compared with a generic chemical molecule, such biopharmaceutical drugs can contribute higher revenue and margin realisation since most products catering to critical chronic ailments.

Global value of biopharmaceutical drugs going off-patent



Source: CRISIL MI&A Consulting

Anti-diabetics and Oncology are some of the key therapy areas for biosimilars

The growth in the biosimilars space is expected to continue in the coming few years. In the Anti-diabetic therapy area insulin glargine and insulin lispro are some of the notable and some of the first biosimilars to be launched in the global market. While in oncology therapy area bevacizumab and rituximab are some of the notable biosimilars to be launched. Growing disease burden in chronic diseases such as cancer and diabetes coupled with patient awareness and affordable treatment is supporting the uptake of the biosimilars and going ahead is expected to support growth for biosimilars in these therapeutic categories. Biosimilars have grown in popularity particularly in the regulated market after it got push from regulatory authorities in US and Europe. The rate of approvals for biosimilars in these regulated markets have increased in the recent years. At a regional level, Europe and North America will continue to account for the largest share of global biosimilar volume, although greater rates of volume growth are expected in the major emerging markets like Asia, Latin America etc. over the next few years.

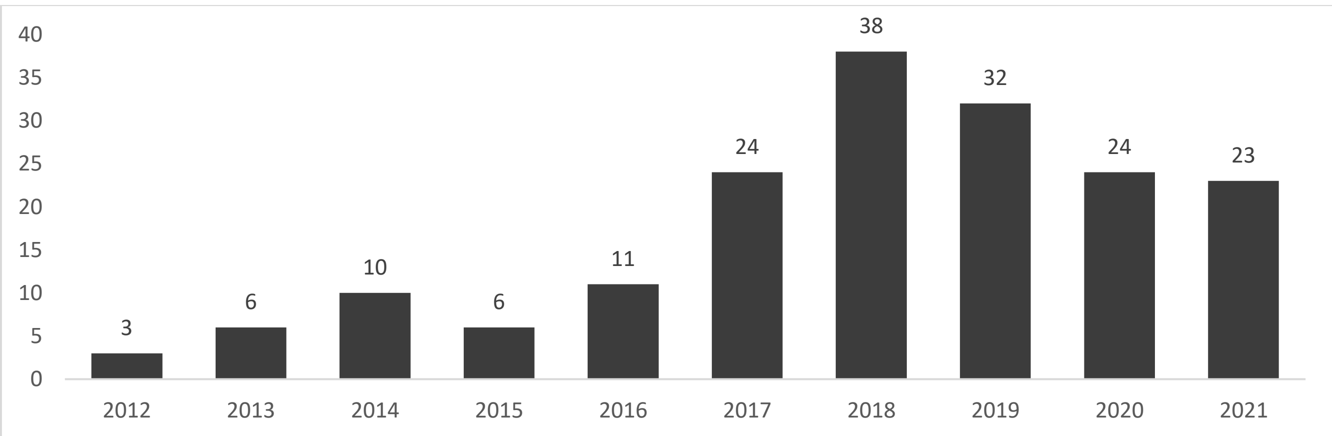
Regulated markets speed up biosimilars approvals, opportunity looms for Indian players

The regulated markets have been more cautious in allowing biosimilars, primarily due to quality concerns. Therefore, Indian players have largely concentrated on the semi-regulated markets for biosimilars launches. However, the demand and the margins enjoyed in the semi-regulated markets are substantially lower.

However, the regulated markets have now shown increased interest in promoting biosimilars in order to cut high healthcare expenditures. The first biosimilar (in regulated markets) was launched in Europe in 2007 and, till 2012, only a total of 21 biosimilars were launched. However, post 2012, over 40 biosimilars have been launched in various markets, thereby providing an opportunity to global generic players

The pace of approvals in the regulated markets has increased substantially over the last few years. Therefore, due to the opportunity visible in regulated markets, generics players have started to increase their focus on the biosimilars segment.

Number of biosimilars approvals in regulated market



Source: CRISIL MI&A Consulting

Biosimilars presents opportunity for Indian players

Biologics share in total patent expires by value is expected to be higher in next few years, signifying a tremendous opportunity for players. The top 10 biologics had a combined global sales worth over $65 billion. The top players have already started moving towards bio-similar.

Further, even among the drugs where patents have already expired, the penetration of biosimilars is very low due to regulatory challenges and difficult procedural requirements of all-phase clinical trials. These expiries will present a lucrative opportunity for Indian players to launch biosimilar versions in regulated markets. Compared with a generic chemical molecule, such biopharmaceutical drugs can contribute higher revenue and margin realization since most products catering to critical chronic ailments. Moreover, there are relatively fewer players per product on account of the higher cost of development and the drugs can be more effective.

Also in recent times there has been regulatory push for the guidelines in approving biosimilars in the regulated markets like USA and Europe. The US FDA announced the Biosimilars Action Plan in July 2018, to ease market access of biosimilars in the country. These factors are also expected to aid the growth in the biosimilars across globe.

Data on drugs going off patent

Sr.No.	Calendar year	Number of products going off patent
1	2024	447
2	2025	430
3	2026	424
4	2027	181
5	2028	163

Note: Number of products going off patent indicates products that are losing their market exclusivity
Source: US FDA, CRISIL MI&A Consulting

Rising uptake of biologics and biosimilar injectables

Biologics are making robust progress in the pharmaceutical industry which are used primarily to treat chronic diseases such as cancer, rheumatoid arthritis, kidney-related diseases, etc. Biologics Injectables in the pharmaceutical industry are witnessing increased adoption as the preferred drug delivery systems due to their ease of handling, less overfills and more safety to patients. In the US market biosimilar (generic versions of biologic drugs) penetration has been traditionally very low, despite the country creating a regulatory framework in 2010. The cautious approach of the US Food and Drugs Administration (US FDA) may be attributed to the higher level of complexity involved in biologics as compared with chemical drugs. No biosimilar was approved by the US FDA until March 2015. However, post March 2015, 34 biosimilars have been approved so far (as of April 2022). The faster approval is on account of streamlining of regulations by the US FDA. Further, rising healthcare costs makes it imperative for the US government to push biosimilars.

Key recent M&A deals in injectables pharmaceuticals industry

Sr. No.	Acquirer	Target	Deal value
1	Roche	Carmot Therapeutics	US$ 2.7 billion
2	Pfizer	Seagen Inc	US$ 43 billion
3	Astellas Pharma Inc	Iveric Bio	US$ 5.9 billion
4	Swedish Orphan Biovitrum AB	CTI Biopharma	US$ 1.7 billion
5	Merck	Prometheus Biosciences	US$ 10.8 billion
6	Sanofi	Prevention Bio	US$ 2.9 billion
7	Eli Lilly	Dice Therapeutics	US$ 2.4 billion
8	Sun Pharmaceuticals Industries Ltd	Concert Pharmaceuticals	US$ 0.4 billion

Source: CRISIL MI&A Consulting

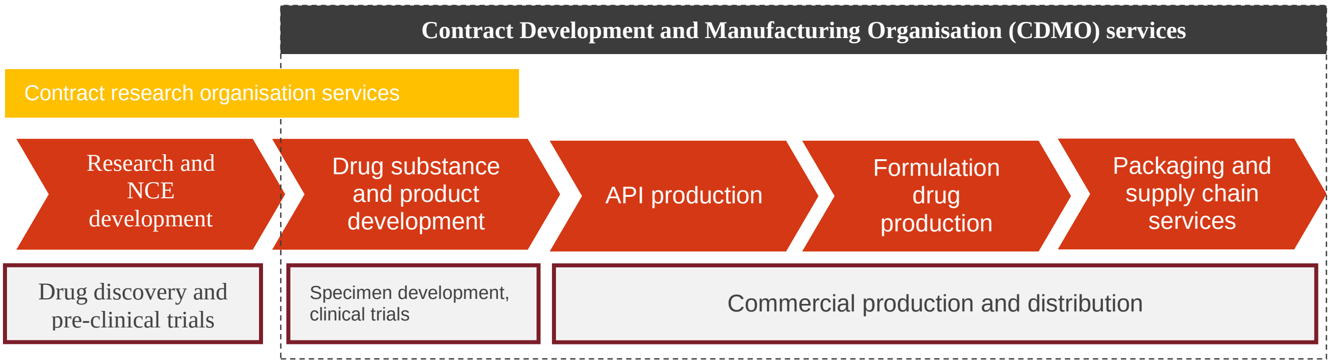
7. Assessment of the global formulations CDMO market

Overview of outsourcing in global pharma market

CDMO has emerged as a viable model for the global pharmaceutical industry. With increasing globalisation and the focus of large players on cutting costs and optimising operations, there is significant acceptance for CDMOs in the pharmaceutical industry worldwide. The growing demand for generic medicines and biologics, focus on reducing time to market, the capital-intensive business and the complex manufacturing requirements have encouraged many pharmaceutical companies to identify the potential benefits of contract manufacturing and outsourcing manufacturing activities. Other aspects include need for innovation, gaining access to specialised knowledge and technology, lower capex spends and increasing speed and agility.

Hence, pharmaceutical companies are gradually outsourcing R&D to academic entities and private contract research organisations (CROs) to reduce drug-development timelines and costs. The companies are partnering with manufacturers in some emerging countries due to the availability of skilled and low-cost manpower and quality data. With increasing outsourcing activities, CMOs are likely to gain advantages over in-house manufacturing facilities.

Overview of CDMO services



CROs and CDMOs offer outsourcing services for pharmaceutical research, development and manufacturing. CROs typically support pharmaceutical companies for drug and NCE development and clinical research and trials. They carry out patient recruitment for clinical trials, clinical monitoring, analytics of the data collected, biostatistics and regulatory consultations.

CDMOs take over formulation drug development and manufacturing activities. CDMOs which offer drugs development include companies that conduct clinical trials, develop a specimen copy of the finished formulation and offer generic drug development for drugs going off-patent. Usually, the pharmaceutical marketing companies transfer the process technology to the CDMOs, which conduct development and manufacturing activities on behalf of the marketing company.

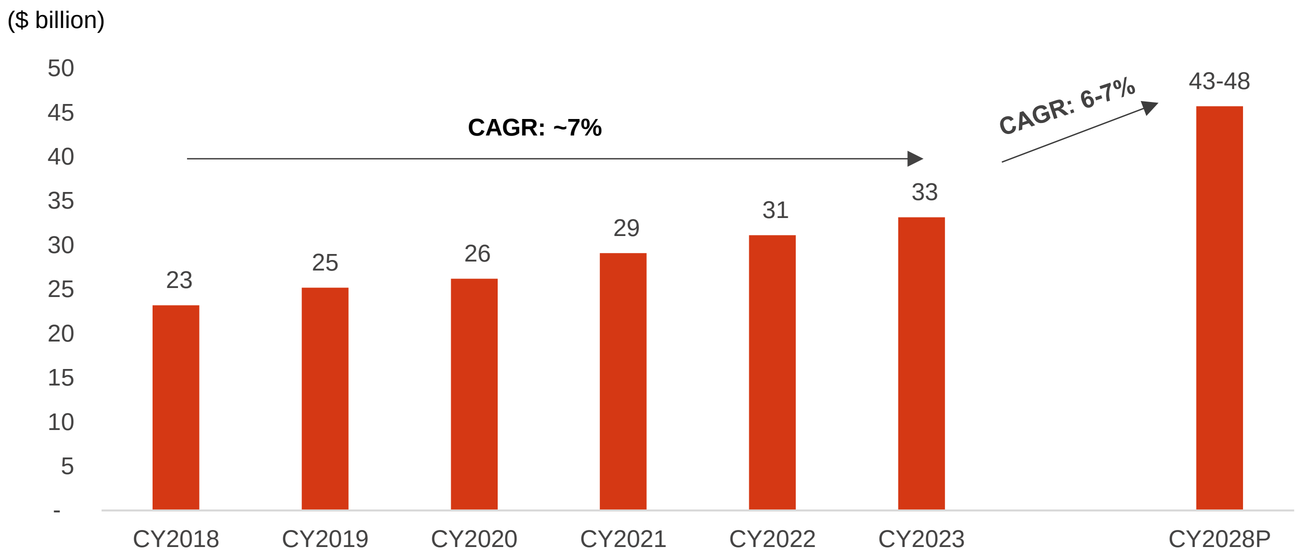
Increased outsourcing by big pharma companies driving global formulation CDMO market growth

The global formulations CDMO market caters to specimen development, clinical trials, commercial production and distribution of formulation drugs. In value terms, the global formulation CDMO market grew at ~7% CAGR from ~$23 billion in 2018 to ~$33 billion in 2023. As compared with ~4% CAGR for the global pharmaceutical industry across the period, the CDMO formulations industry grew at a faster pace, indicating increased willingness for outsourcing. This willingness is mainly driven by advantages offered by partnering CDMOs, including reduction of time to market, cost savings, ability to reallocate internal resources towards drug development, diversification of production sites and the reduction of complexity of business activities. Accordingly, we expect the CDMO market to grow not only because of the overall pharmaceutical industry, but also due to the shift towards increased penetration of outsourcing activities in the pharmaceutical industry.

Global formulations CDMO market to grow at 6-7% CAGR from 2023 to 2028

The global CDMO formulations market is expected to reach $43-48 billion by 2028 due to robust growth in the outsourcing space, aided by many large pharma players outsourcing their research and manufacturing to specialised contract manufacturing players. In addition, companies are increasingly outsourcing formulations R&D to CDMOs. Rising penetration of generics along with development of newer molecules is expected to support the growth of the CDMO market in the near to medium term.

Review and outlook on global formulations outsourcing market



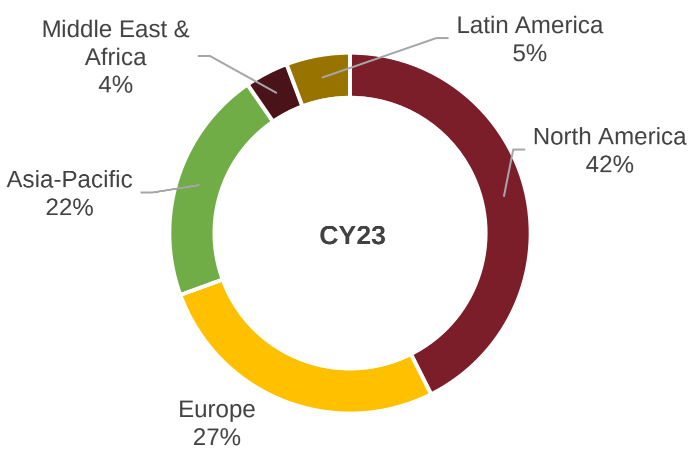
Note: E: Estimate, P-Projected
Source: CRISIL MI&A Consulting

North America leads the formulations outsourcing market

Accounting for ~42% of overall revenue, North America had the highest revenue share of the global formulations outsourcing market in 2023. It was followed by Europe with 27% of total global formulations outsourcing revenue, while the growing Asia-Pacific market's revenue share stood at 22%. The smaller Latin America and Middle East and Africa markets accounted for ~5% and 4%, respectively.

In addition to being one of the leading generics markets in the world, North America's formulations outsourcing market was estimated at ~$13.9 billion in 2023, followed by Europe and Asia-Pacific at ~$8.9 billion and ~$7.3 billion, respectively. Growth in the North American market, particularly in the US, is mainly due to higher R&D spend and big pharma companies partnering with specialised contract manufacturers.

Region-wise segmentation of global formulations outsourcing market

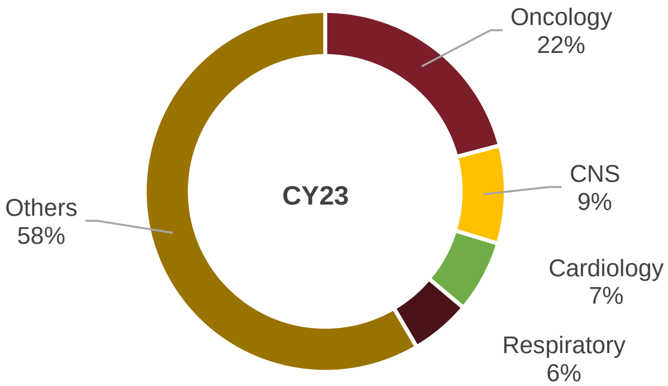


Source: CRISIL MI&A Consulting

Oncology is the largest therapy segment

Oncology is the largest therapy under the global formulations outsourcing segment. With the increased prevalence of cancer across the globe, the share of oncology is estimated to be ~$7.3 billion in 2023. Oncology is followed by central nervous system (CNS)-related therapy and cardiology at ~$2.8 billion and $~2.2 billion, respectively. In 2023, oncology had 22% share of the overall revenue of the global formulations outsourcing market, followed by CNS-related therapies and cardiology at 9% and 7%, respectively.

Therapy-wise segmentation of global formulations outsourcing market



Source: CRISIL MI&A Consulting

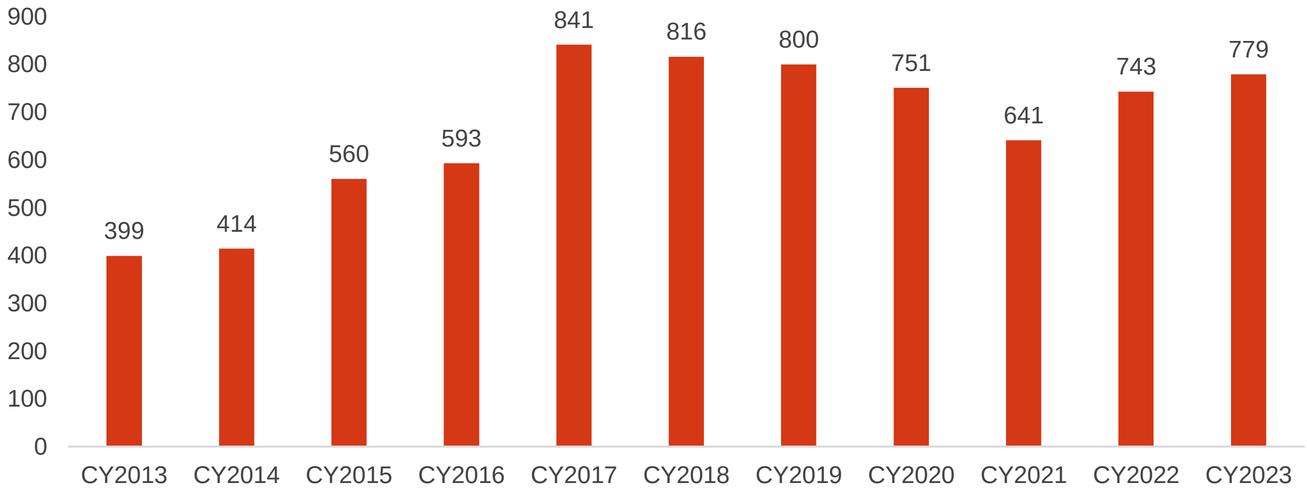
Global pharmaceutical market

Global pharmaceutical market clocked a CAGR of 4% from ~$1,200 billion in 2018 to ~$1,494 billion in 2023. After showing strong growth in 2021 and 2022 on account of pent-up demand, the market is estimated to have moderated in 2023. However, it is expected to sustain 5-6% CAGR over the next five years from 2023 to 2028 to reach $1,930–1,950 billion by 2028. Globally, pharmaceutical companies are offering drugs for customised treatment and precision medicines for different diseases, to provide medical care according to the patient's individual characteristics, needs, preferences and genetic makeup. Also, generic medicines are seeing increased uptake with cost advantages and effective treatment options.

Growing demand for generics and biologics

With the growing demand for generic medicines and biologics, which is evident from the increasing number of ANDA approvals from regulatory bodies like the US FDA, have aided the penetration of generic medicines in the regulated markets. In light of the capital-intensive nature of the business and the complex manufacturing requirements, many pharmaceutical companies have identified the potential profitability in engaging with contract manufacturing outsourcing organisations for formulation manufacturing. Pharmaceutical companies are also outsourcing R&D activities to academic and private CROs to reduce drug development timelines and costs.

ANDA approvals



Source: US FDA, CRISIL MI&A Consulting

Greater flexibility, reduced costs in the business models of large pharma companies

Pharmaceutical companies are partnering with manufacturing facilities in emerging countries to access skilled, low-cost manpower and quality data. Lower costs, greater innovation, access to specialised knowledge and technology, and increased speed and agility are key factors encouraging pharma companies to expand their formulation development outsourcing.

End-to-end service and technical specialties of contract manufacturers

CDMOs are investing in personnel, infrastructure and technology to acquire a significant revenue share of the healthcare outsourcing market. An increasing number of end-to-end service providers to meet the rising demand for low-cost drug development and manufacturing, is anticipated to propel market growth. Moreover, novel drug delivery mechanisms and new product launches are expected to drive formulation development outsourcing demand.

Increase in off-patent products to aid outsourcing segment

Patent protection expiration of effective drugs is one of the factors driving growth of the formulation development outsourcing market. The patent cliff will result in cheaper generic versions in the market, which will increase the demand for outsourcing. The expiry of patents for original products presents an opportunity for generic companies and partner CDMO firms to launch generic versions of the products.

Rise in number of drug approvals

Increase in drug approvals by regulatory bodies is expected to fuel pharmaceutical formulation manufacturing activities. For instance, the US FDA approved 59 drugs in 2018, 48 in 2019, 53 in 2020, 50 in 2021, 37 in 2022 and 55 in 2023. These new drug approvals are expected to accelerate formulation development outsourcing demand as outsourcing allows pharmaceutical clients to expand their technical resources without increased overheads. Furthermore, a large number of ongoing clinical trials have created numerous growth opportunities in the market for pharmaceutical manufacturing. For instance, according to the National Clinical Trials Registry, as of October 2023, there were more than 469,500 ongoing clinical trials worldwide across different phases of development for the treatment of several disorders.

New drug approvals

Sr no	Year	No of new products approved
1	2018	59
2	2019	48
3	2020	53
4	2021	50
5	2022	37
6	2023	55

Source: US FDA, CRISIL MI&A Consulting

CDMOs as integrated service providers

CDMOs are investing in personnel, infrastructure and technology to acquire a significant revenue share of the healthcare outsourcing market. CDMO players are investing in technology and are becoming end-to-end service providers to meet the rising demand for low-cost drug development and manufacturing. Moreover, novel drug delivery mechanisms and new product launches are anticipated to drive formulation development outsourcing demand. CDMOs are investing in novel areas like technology advancements and latest drug delivery mechanisms to provide a better value proposition and occupy larger share in the outsourcing market.

Increasing demand for diversified sourcing for supply stability

Recently, regulatory authorities across the world have strongly recommended pharmaceutical companies secure a source for stable drug production. For example, the US FDA requested pharmaceutical companies to establish a contingency plan, believing that supply stability cannot be guaranteed in case the drug is manufactured at a single site. Accordingly, pharmaceutical companies are making use of CDMOs to run multiple manufacturers for a single drug.

Asia-Pacific becoming a key outsourcing destination

The global pharmaceutical industry has been looking for new contract manufacturing regions, apart from North America and Europe. As a result, the Asia-Pacific region is becoming one of the key destinations for outsourced manufacturing with the presence of skilled workforce and certain cost advantages. Globally, industry players are looking at companies from countries like India and China for strategic partnership for outsourcing activities. Apart from cost advantages, growing consumption demand in end markets and increased expertise of region across pharma value chain are supporting the Asia-Pacific region become a key outsourcing destination.

Global CDMO market highly fragmented with several smaller players

The global CDMO market is characterised by high levels of fragmentation. Majority players in the market have annual revenue of less than $50-100 million. The CDMO industry is highly fragmented with many small players and a few large players. The industry is likely to undergo a significant degree of consolidation in the future as pharmaceutical companies prefer to work with fewer suppliers in order to achieve better accountability and quality assurance.

Major players in the global CDMO industry

Companies	Business overview	Plant locations	Revenue ($ million)			
			2020	2021	2022	2023
Lonza	Key services/products offered: Small molecule, mammalian and microbial cell and gene technologies	Across the globe	4,802	5,919	6,516	7,477
Catalent	Key services/products offered: Protein, cell and gene therapy biologics, and consumer health products	US, Europe	3,094	3,998	4,802	4,263
Recipharm	Services/products offered: Sterile fill and finish, small molecule API, and vaccine manufacturing	US, Europe, India	1,202	1,211	1,293	NA
Siegfried	Services/products offered: Oral solids, steriles, ophthalmic, and inhalation capsules	US, Europe, China	900	1,206	1,287	1,415
Cambrex Corporation	Services/products offered: Generic API, conventional dosage forms, and analytical services	US, Europe	NA	NA	NA	NA
Aenova Group	Services/products offered: Manufacture of solid, semi-solids, steriles and packaging	US, Europe	845	825	789	NA
Boehringer Ingelheim*	Biopharmaceutical contract manufacturer	US, Europe, China	893	976	1,018	NA
Samsung Biologics	Among the major players in biologics CMO services	Songdo in South Korea	987	1,370	2,323	NA

Note: The above is an indicative list, and not exhaustive
NA: Not available
* *The revenue is for the company's biopharmaceutical contract manufacturing business*

$ to corresponding currency	2020	2021	2022	2023
Euro (EUR)	0.88	0.85	0.95	0.92
Swedish krona (SEK)	9.21	8.58	10.12	10.61
Swiss franc (CHF)	0.94	0.91	0.96	0.90
South Korean won (KWR)	1,179.60	1,144.54	1,291.88	1,306.14

Source: Company annual reports and websites, CRISIL MI&A Consulting

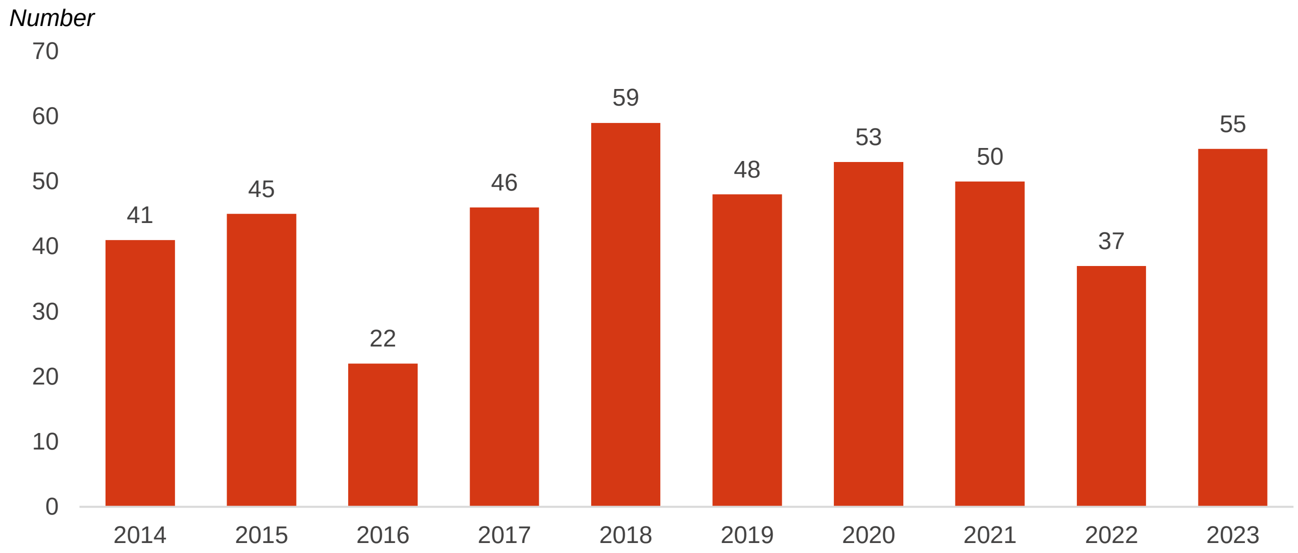
8. Assessment of R&D activities

Pharmaceutical companies across the world invest in R&D activities in order to discover and develop new molecules. Research and development activities are key to the development of new molecules and NCEs. This can lead to the development of innovative medicines useful in the treatment of various diseases. Globally, the number of clinical trials has been increasing with the prevalence of chronic diseases, and the growing demand for clinical trials in developing countries is also fuelling the market growth.

The global market is also driven by a rising number of biologics and biosimilars. The need for orphan drugs and the demand for advanced technologies, globalisation of clinical trials, and technological evolution to conduct clinical trials are further projected to drive the pharmaceutical market growth. Large formulation players employ PhD holders for R&D activities, to explore new opportunities in the generic space. Pharmaceutical players are also looking at opportunities in the biopharma segment. In India, major formulation players are into development of generics, which constitute speciality as well as complex generics portfolio. Majority of R&D spend by Indian companies is towards the development of complex molecules, particularly for marketing in the regulated market.

Novel drugs are often innovative products useful in advance treatment. 55 novel drugs were approved by the Center for Drug Evaluation and Research (CDER) in 2023, either as new therapeutic biologics under the Biologics License Applications or as new molecular entities under NDAs. Of the 55 drugs, 20, i.e., 36%, were approved as first-in-class medication, meaning that these drugs have different mechanisms of actions compared with existing therapies. Additionally, 28, i.e., 51%, received orphan drug designation as they target rare diseases. CDER approved 46, i.e., 84% of the drugs, in the first review cycle.

New molecular entity and new therapeutic biological product approvals – US FDA



Source: US FDA, CRISIL MI&A

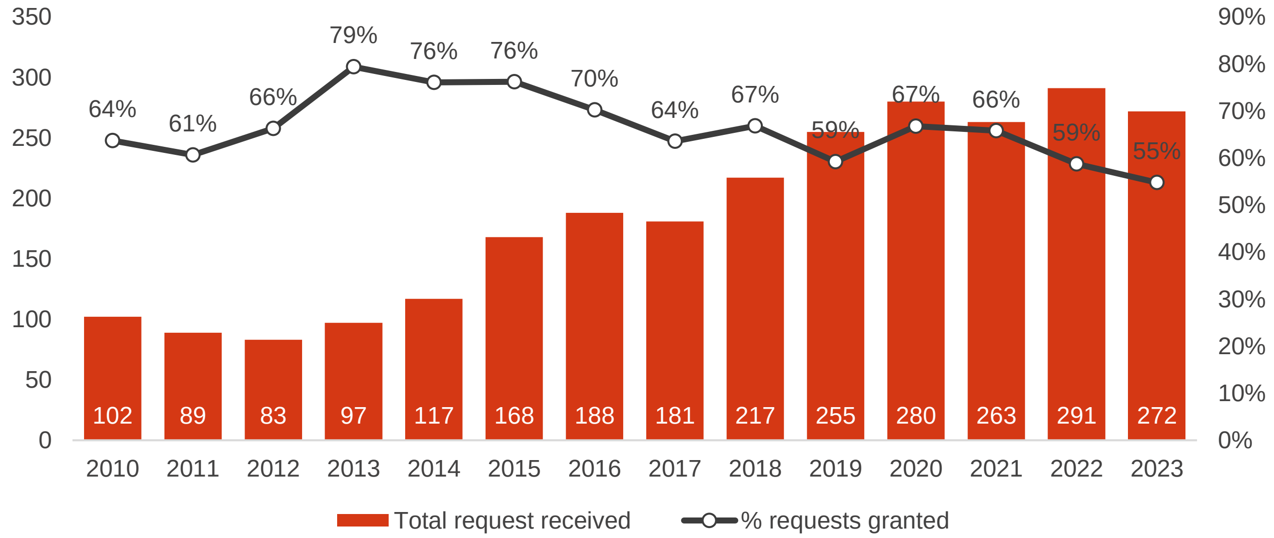
Antibiotic incentives

The Generating Antibiotic Incentives Now (GAIN) Act incentivises developing drugs that are intended for human use and are antibacterial and anti-fungal in nature for the treatment of life threating diseases. Once the drug meets all the pre-requisites under the GAIN Act, it receives the qualified infectious disease product (QIDP) status. Drugs with the QIDP status are eligible for fast development process and priority review. In general, the fast-track development process is requested during the IND phase of drug development. The fast-track process aids development and review stages of new drugs and biologics that are focused towards:

- Treatment of serious or life-threatening conditions
- Addressing unmet medical needs

Fast track designation requests – US FDA

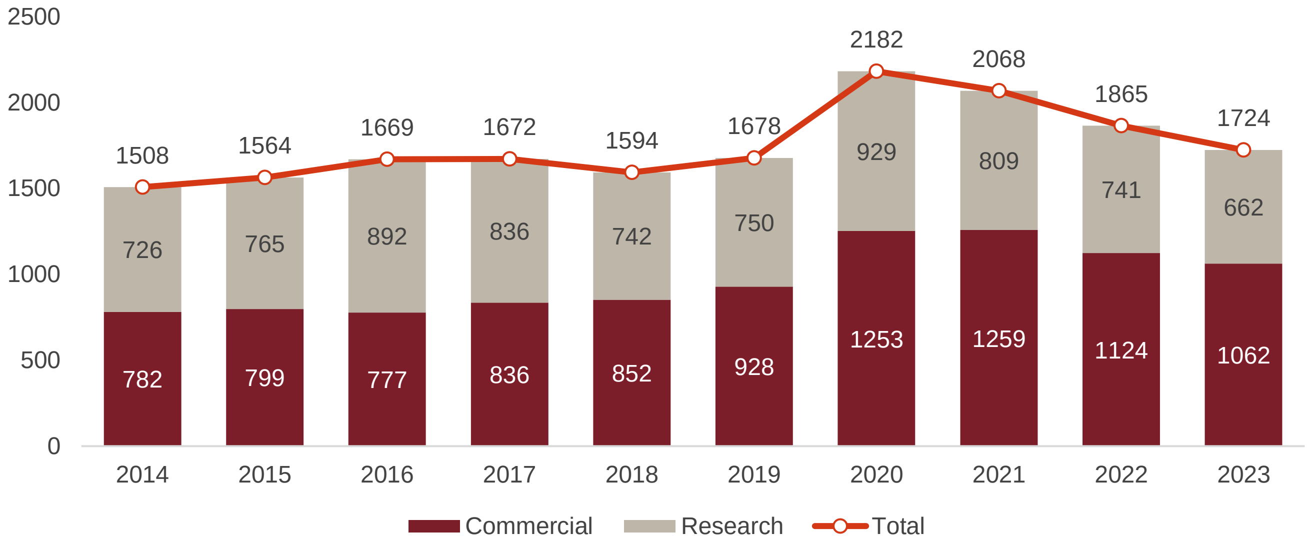
In 2023, CDER received 272 fast track requests, of which 149 were granted, 74 denied and the remaining were categorised as others, meaning the application or fast track designation request was withdrawn, or IND was inactivated. The number of requests received has seen a jump since the pandemic, owing to increased spending on R&D. However, the percentage of requests granted has seen a decline over the past 10 years, where it peaked in 2013 at 79%. Post Covid-19, the percentage of requests granted has seen a decline to the lowest level of 55% in 2023 from 67% in 2020.



Source: US FDA, CRISIL MI&A

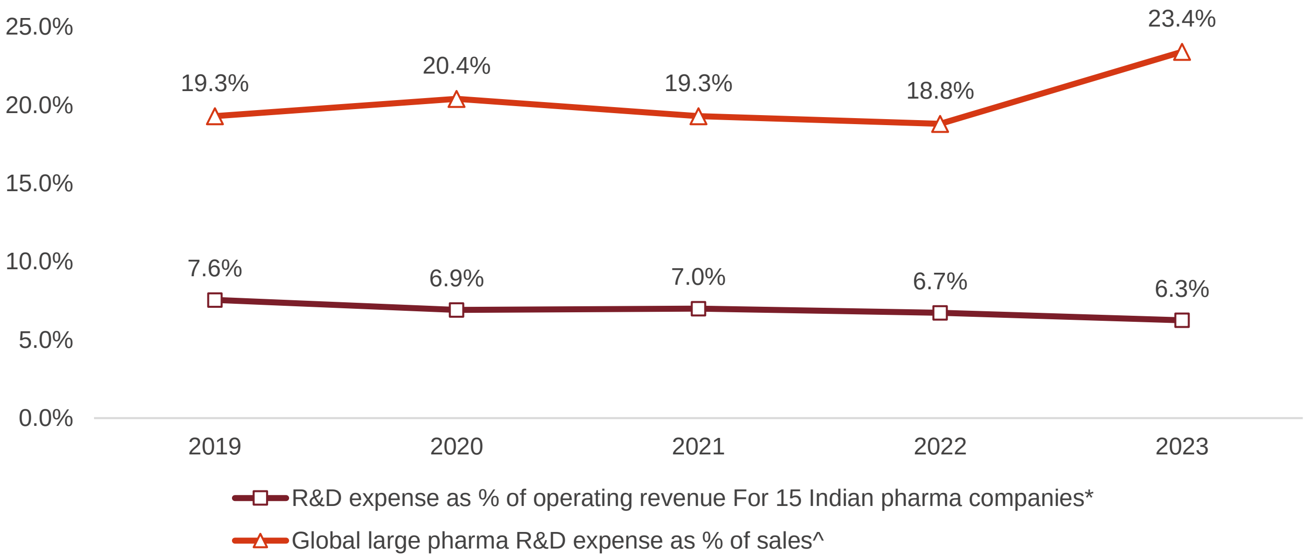
In 2023, CDER received 1,724 drug and non-biosimilar IND application receipts (662 research and 1,062 commercial). Even though the receipts decreased by ~7.5% from 2022 and by ~21% from the previous three years, peaking at 2,182 during the pandemic, they are still higher than the pre-Covid level, where the receipts were in the range of 1,500-1,700.

CDER drug and non-biosimilar IND receipts



Source: US FDA, CRISIL MI&A

R&D as a percentage of operating income for 15 Indian pharma players vs global large pharma players



*Note: *For the 15 Indian pharma players, fiscal year is considered*
^For global pharma players, calendar year is considered
Indian players considered are Sun Pharma, Aurobindo Pharma, Dr Reddy's Laboratories, Cipla Ltd, Zydus Lifesciences Ltd, Lupin Ltd, Glenmark Pharmaceuticals Ltd, Alkem Laboratories, Torrent Pharmaceuticals, Mankind Pharma, Emcure Pharma, Abbott India, GlaxoSmithKline Pharmaceuticals Ltd, Alembic Pharma and Wockhardt Ltd
Source: Company filings, IQVIA, CRISIL MI&A

R&D investments for pharmaceutical companies in India

	FY21					FY22					FY23				
Company	**Revenue R&D**	**Capex R&D**	**Total R&D**	**Revenue R&D as % of revenue**	**Total R&D as % of revenue**	**Revenue R&D**	**Capex R&D**	**Total R&D**	**Revenue R&D as % of revenue**	**Total R&D as % of revenue**	**Revenue R&D**	**Capex R&D**	**Total R&D**	**Revenue R&D as % of revenue**	**Total R&D as % of revenue**
Abbott India	8	2	11	0.02%	0.03%	8	2.5	11	0.02%	0.02%	8	1	9	0.01%	0.02%
Alembic Pharma	6,700	630	7,330	12.4%	13.6%	8,385	NA	NA	15.8%	NA	7,218	NA	NA	12.8%	NA

	FY21					FY22					FY23				
Company	**Revenue R&D**	**Capex R&D**	**Total R&D**	**Revenue R&D as % of revenue**	**Total R&D as % of revenue**	**Revenue R&D**	**Capex R&D**	**Total R&D**	**Revenue R&D as % of revenue**	**Total R&D as % of revenue**	**Revenue R&D**	**Capex R&D**	**Total R&D**	**Revenue R&D as % of revenue**	**Total R&D as % of revenue**
Aurobindo Pharma Ltd	15,096	898	15,994	6.1%	6.5%	15,814	1,400	17,213	6.7%	7.3%	14,115	1,124	15,240	5.7%	6.1%
Biocon Ltd	5,531	NA	NA	7.8%	NA	5,950	NA	NA	7.3%	NA	11,194	NA	NA	10.0%	NA
Cipla Ltd	8,667	NA	NA	4.5%	NA	10,802	NA	NA	5.0%	NA	12,922	NA	NA	5.7%	NA
Dr Reddy's Laboratories Ltd	16,541	792	17,333	8.7%	9.1%	17,482	713	18,195	8.1%	8.4%	19,381	1,152	20,533	7.9%	8.3%
GlaxoSmithKline	18	NA	NA	0.1%	NA	18	NA	NA	0.1%	NA	19	NA	NA	0.1%	NA
Glenmark Pharmaceuticals Ltd	13,187	NA	NA	12.0%	NA	12,787	NA	NA	10.4%	NA	12,500	NA	NA	9.6%	NA
Ipca Labs	1,214	53	1,267	2.2%	2.3%	1,179	235	1,415	2.0%	2.4%	1,308	257	1,565	2.1%	2.5%
Lupin Ltd[#]	14,324	NA	NA	9.4%	NA	14,024	184	14,208	8.5%	8.7%	12,800	389	13,190	7.7%	7.9
Panacea Biotech Ltd	390	36	426	6.2%	6.8%	358	21	379	5.4%	5.7%	328	45	373	7.1%	8.1%
Sun Pharmaceuticals Industries Ltd	20,972	471	21,443	6.3%	6.4%	21,235	869	22,104	5.5%	5.7%	22,257	599	22,856	5.1%	5.2%
Torrent Pharmaceuticals Ltd	4,870	NA	NA	6.1%	NA	5,160	NA	NA	6.1%	NA	5,160	NA	NA	5.4%	NA
Wockhardt Ltd	**1,725**	**930**	**2,655**	**6.2%**	**9.6%**	**1,430**	**1,580**	**3,010**	**4.4%**	**9.3%**	**1,410**	**1,320**	**2,730**	**5.3%**	**10.3%**

Note: 1) Figures are in Rs million
2) We have calculated R&D as a percentage of revenue using the formula: R&D expenditure/ (Revenue from operations + Revenue from discontinued operations)
3) NA: Not available (we have not given out total R&D spend as % wherever clear bifurcation between revenue R&D and capex R&D is not available)
Source: Company annual reports, CRISIL MI&A

Key observations

- R&D spend by key Indian pharmaceutical companies has been in the range of 5-10% of the total revenue
- Average R&D spend by the Indian pharma industry is estimated at 6-7% of revenue from operations over the past five years (2019 to 2023), whereas global pharmaceutical companies spent 18-24% of their sales on R&D
- Post peak Covid-19, both global and Indian companies have seen a decrease in R&D spending. However, R&D spend for 2023 has seen a steep increase for global companies, while that of Indian companies continues to be on a downward trend
- Wockhardt spent 10.3% of its revenue on R&D activities in fiscal 2023 compared with 9.3% in fiscal 2022. Wockhardt is among the key research-based global pharmaceutical companies based in India in terms of R&D spends as a percentage of revenue. The company has filed 3,239 cumulative patents and has been granted 810 patents as on March 31, 2023. Of these, 11 patents were filed in fiscal 2023 alone, with seven granted, of which five were for NCEs. Wockhardt is among the list of Indian pharmaceutical companies to launch NCEs in recent years
- As of fiscal 2023, the company had six QIDP category NCEs – WCK 5222, WCK 4282, WCK 4873, WCK 771 (EMROK), WCK 2349 (EMROK O) and WCK 6777 – under various stages of development/trials. QIDP status by the US FDA helps the sponsor get a fast-track designation and grants a five-year extension to market exclusivity
- Emrok (WCK 771) and Emrok O (WCK 2349) antibiotics containing Levonadifloxacin and Alalevonadifloxacin, respectively are developed by Wockhardt. Both the drugs were approved and launched in India in 2020.
- In the Indian biosimilars segment, Wockhardt's domestic competitors include Biocon, Lupin, Zydus Cadila, Dr Reddy's, Intas and others
- In the global generic formulations market, Wockhardt competes with domestic companies like Sun Pharma, Aurobindo, Cipla, Dr Reddy's, Lupin, etc. and international players like Novartis AG, Teva pharmaceuticals, Vlatris Inc. etc.

OUR BUSINESS

Certain information contained in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below in "Forward-Looking Statements" and "Risk Factors" on pages 14 and 42, respectively. You should also read ""Risk Factors", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 42, 134 and 99, respectively, as well as the financial, statistical and other information included in this Placement Document, for a discussion and analysis of factors that may affect our business, financial condition, results of operations or cash flows.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. In this section, unless the context otherwise requires, a reference to "our Company" is a reference to Wockhardt Limited on a standalone basis, while any reference to our subsidiaries, "we", "us", "our" or "our Group" is a reference to the Company on a consolidated basis.

Industry and market data used in this section has been derived from the CRISIL Report, which was exclusively prepared for the purpose of the Issue. Our Company has commissioned and paid for the CRISIL Report pursuant to the engagement letter signed with CRISIL. CRISIL is not related in any manner to our Company, its Subsidiaries, Directors, members of Senior Management or the Promoters. For more details, see "Industry and Market Data" on page 13. For risks in relation to industry data, see "Risk Factors - Third party data in this Placement Document may be incomplete or unreliable." on page 68.

Overview

We are among the key research-based global pharmaceutical companies based in India in terms of R&D spends as a percentage of revenue (*CRISIL Report*). We are engaged in the research and development, manufacture and distribution of pure and branded generics, vaccines, biosimilars, active pharmaceutical ingredients ("**APIs**"), as well as new chemical entity ("**NCE**") antibiotics targeting antimicrobial resistance ("**AMR**").

We have three key revenue streams, namely, biotechnology, NCEs and generics. Set out below are the details of our key revenue streams, along with their contribution to our revenue from operations, for the last three financial years and nine months ended December 31, 2023 and December 31, 2022:

Category	**For the year ended March 31,**						**For the nine months period ended**			
	2021		**2022**		**2023**		**December 31, 2022**		**December 31, 2023**	
	in ₹ crores	**% of revenue from operations**	**in ₹ crores**	**% of revenue from operations**	**in ₹ crores**	**% of revenue from operations**	**in ₹ crores**	**% of revenue from operations**	**in ₹ crores**	**% of revenue from operations**
Biotechnology	334	12.3	424	13.1	402	15.2	272	13.8	313	14.9
NCEs	13	0.5	30	0.9	30	1.1	23	1.2	24	1.2
Generics and Others*	2,361	87.2	2,776	86	2,219	84	1,678	85	1,760	84
Total	**2,708**	**100**	**3,230**	**100**	**2,651**	**100.00**	**1,973**	**100**	**2,098**	**100**

* *Includes vaccines.*

We have a global footprint with operations spread across approximately 45 countries as of December 31, 2023. For details of our revenues from India and international markets, please see "*Diversified product portfolio across multiple therapeutic segments with a global footprint*" on page 189.

We are also in the business of vaccine manufacturing and supply, supported by our long term supply arrangement with a global vaccine company. We also have long term arrangements with leading pharmaceutical companies for WCK 4873, Emrok and Emrok O and Methycobal in China, Russia and India, respectively.

We manufacture and distribute pharmaceutical products across acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology, as well as different drug delivery forms, including solids, injectables, biotechnology, liquids, nasal sprays and complex technologies.

We are focused on deepening our market share in chronic therapies, which typically involve medicines being prescribed over an extended period of time as opposed to once or for a limited period of time. Chronic therapeutic areas accounted for 46%, 39%, 47%, 45% and 47% of our total revenue from continuing operations for Fiscal 2021, 2022, 2023, and the nine-months period ended December 31, 2022 and December 31, 2023, respectively, as compared to acute therapeutic areas, which accounted for 49%, 51%, 47%, 49% and 45% respectively, of our revenue from operations during the same periods. For further details of our revenue from our various therapeutic areas, please see "*Our Products*" on page 193.

For Fiscal 2021, 2022, 2023, and the nine-months periods ended December 31, 2022 and December 31, 2023, biotechnology contributed 12.3%, 13.1%, 15.2%, 13.8% and 14.9% to our revenue from operations.

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31,2023. We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023.

We have more than 25 years of experience in novel antibiotics research leading to end-to-end discovery and development capabilities. We launched two NCEs in India in June 2020, namely the Emrok and Emrok O antibiotics, against the treatment of acute bacterial skin and skin structure infections; including methicillin-resistant staphylococcus aureus ("**MRSA**") infections, which are a leading cause of AMR. Additionally, six of our anti-bacterial NCEs, namely, WCK 5222, WCK 4282, WCK 4873, WCK 771, WCK 2349 and WCK 6777 have been granted the qualified infectious disease product ("**QIDP**") status by the US FDA, which provides for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity (*CRISIL Report*). Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market.

We have received US FDA approvals for 59 abbreviated new drug applications and 37 are pending approval ("**ANDAs**") as of December 31, 2023. For the years ended March 31, 2021, 2022, 2023 and the nine- months period ended December 31, 2022 and December 31, 2023, we invested ₹265 crores, ₹301 crores, ₹273 crores, ₹215 crores and ₹197 crores which contributed to 9%, 9%, 10%, 10% and 9%, respectively, of total income towards research and development.

We have also made significant investments in our manufacturing infrastructure to support the production of various products in our portfolio and regularly update and upgrade our facilities in line with regulatory requirements and in order to continue to drive efficiencies and quality in our business. As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates. Our Wockhardt Biotech Park in Aurangabad, India has dedicated units for manufacturing APIs, biosimilars, recombinant formulations and our diabetes portfolio. Our fully automated lyophilisation unit in Aurangabad is able to produce lyophilized injection dosage forms that are used to improve the bioavailability, stability, solubility and patient compliance.

Key Performance Indicators

Set forth below are our key performance indicators for the periods indicated:

(₹ in crores, unless otherwise stated)

Particulars	March 31, 2021**	March 31, 2022	March 31, 2023	Nine months period ended December 31, 2022*	Nine months period ended December 31, 2023*
Revenue from operations	2,708	3,230	2,651	1,973	2,098
EBITDA	69	318	223	188	171
Profit/ (Loss) after tax ("**PAT**")	(297)	(279)	(621)	(384)	(295)
PAT Margin (%)	(11%)	(9%)	(23%)	(19%)	(14%)

* *Not annualised.*
*** From continuing operations*

(₹ in crores, unless otherwise stated)

Particulars	March 31, 2021	March 31, 2022	March 31, 2023	Six months period ended September 30, 2022*	Six months period ended September 30, 2023*
Total equity	3,759	4,202	3,662	3,837	3,432
Total borrowings	2,332	1,862	1,887	1,856	2,003
Cash and cash equivalents and other bank balances	292	406	124	221	84
Net-Debt Equity Ratio	0.54	0.35	0.48	0.43	0.56

* *Not annualised.*

For a reconciliation of EBITDA, PAT Margin and Net-Debt Equity Ratio, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Reconciliation of Non-GAAP measures*" on page 118.

Competitive Strengths

Products in therapeutic areas that are growing quickly in India and internationally

The global pharmaceuticals market has logged a CAGR of ~4% from ~$1,200 billion in 2018 to ~$1,494 billion in 2023 *(CRISIL Report).* After clocking strong growth in 2021 and 2022 on account of pent-up demand, the market is estimated to have moderated in 2023 *(CRISIL Report).* However, it is expected to sustain 5-5.5% CAGR over the next five years from 2023 to 2028 to reach ~$1,900 to $1,950 billion by 2028 *(CRISIL Report).* We manufacture and distribute pharmaceutical products across various acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology and have a portfolio of NCE antibiotics that target AMR. Chronic therapies accounted for 46%, 39%, 47%, 45% and 47%, and anti-infectives accounted for 13%, 10%, 11%, 11% and 10%, respectively, of our revenue from operations for the Fiscals 2021, 2022, 2023 and the nine-months period ended December 31, 2022 and December 31, 2023.

Diabetes is a key chronic target market for us due to the increasing prevalence of chronic diseases globally (*CRISIL Report*). An increase in sedentary lifestyle has heightened the risk of chronic diseases, which is also raising healthcare spending. This is evident primarily in fast-growing economies (*CRISIL Report*). The growth in the biosimilars space is expected to continue in the coming few years. In the anti-diabetic therapy area insulin glargine and insulin lispro are some of the notable and some of the first biosimilars to be launched in the global market (*CRISIL Report*). Global biopharmaceutical drugs worth approximately USD 80 billion to USD 100 billion are going off patent over the next five years globally (*CRISIL Report*), which presents a great opportunity to launch biosimilars in regulated markets for us. As on December 31, 2023, our diabetes biosimilars, human insulin and insulin glargine are registered in more than 24 emerging markets, with ongoing registrations in 7 countries. Our diabetes biosimilars have direct presence in around 10 emerging markets including India. Our biosimilars portfolio consists of human insulin and insulin glargine which have been commercialised, as well as new insulin analogs (insulin aspart and insulin lispro) and GLP1 agonists (liraglutide), which are currently under development. This positions us well to harness the growing medical needs in this sector.

In India, the overall anti-infective therapy formulations market, estimated at ₹ ~229 billion as of fiscal 2023, is expected to grow at 7.5-9.5% CAGR from Fiscal 2023 to Fiscal 2028 (*CRISIL Report*). Anti-infectives, valued at ~$80-85 billion as of 2023, are expected to grow at a 3.0-3.5% CAGR between 2023 and 2028, supported by increased generic drug penetration, increased R&D on multi-drug resistant micro-organisms, but the low cost to benefit ratio will keep value growth limited. Overall, anti-infective therapy value in generic formulations is expected to reach $100-105 billion by 2028 (*CRISIL Report*). Our antibiotic drug discovery portfolio includes our anti-bacterial NCEs, namely WCK 4282, WCK 5222, WCK 6777, Emrok, Emrok O and Nafithromycin (WCK 4873), which are currently in various stages of development and testing.

Our Subsidiary, Wockhardt Bio AG, has entered into a supply and collaboration agreement in 2022, with a global vaccine company for a term of 15 years, to undertake fill and finish services for vaccines in the United Kingdom. This is a collaboration for multiple vaccines and the profit sharing arrangement of 51:49, is in favour of Wockhardt Bio AG. Further, Wockhardt Bio AG has reserved capacity of 150 million doses per annum for such collaboration. Under the terms of the collaboration agreement, the global vaccine company is required to supply the drug substance for the vaccines for fill and finish at the Company's facility in Wrexham, North Wales, UK, owned and controlled by our Subsidiary, CP Pharmaceuticals Limited.

Demand for our products and the launch of new pharmaceutical and biotechnology products has also been driven by a number of demographic and macroeconomic factors, such as changes in lifestyles which have led to more chronic diseases, in particular diabetes, cancer and cardiovascular diseases, increased uptake of medicines due to increased per capita income and awareness, the spread and availability of health insurance and population growth. These factors are expected to drive growth in the pharmaceutical industry in India *(CRISIL Report).*

Diversified product portfolio across multiple therapeutic segments with global footprint

We currently manufacture and distribute pharmaceutical products across various acute therapeutic areas, including pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, including diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology, as well as different drug delivery forms, including solids, injectables, biotechnology, liquids, nasal sprays and complex technologies. Our large diversified product portfolio, which covers various therapies and geographies, helps us to realize sales and distribution synergies, as well as help reduce the risks associated with dependence on any particular product or country. Our capabilities also spread across various segments such as branded generics, over the counter drugs, hospitals, antibiotic drug discovery, biotechnology, and pharmaceutical generics.

We have a global footprint across approximately 45 countries as of December 31, 2023, with operations in USA, Europe, UK, Ireland, India, ROW and CIS regions. The following table sets forth a breakdown of our sales in India and international markets, also expressed as a percentage of our revenue from continuing operations, for Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023:

Particulars	For the year ended March 31,						For the nine-months period ended			
	2021		2022		2023		December 31, 2022		December 31, 2023	
	In crores	%	In crores	%	In crores	%	In crores	%	In crores	%
Markets										
United States of America	444	16	342	11	303	11	253	13	132	6
Europe	1,281	47	1,615	50	1,184	45	855	43	1,081	52
United Kingdom	1,013	37	1,342	42	887	33	645	33	773	37
Ireland	145	5	153	5	158	6	115	6	134	6
Others	123	5	120	4	138	5	95	5	174	8
RoW and CIS region	557	21	612	19	555	21	382	19	441	21
International Business	**2,282**	**84**	**2,569**	**80**	**2,042**	**77**	**1,490**	**76**	**1,653**	**79**
India	**426**	**16**	**661**	**20**	**609**	**23**	**483**	**24**	**445**	**21**
Total	**2,708**	**100**	**3,230**	**100**	**2,651**	**100**	**1,973**	**100**	**2,098**	**100**

As part of our global operations, we have entered into various arrangements with foreign partners. For example, under our retail generics business, we have entered into an agreement with Poundland Limited, a variety store chain in the United Kingdom, in relation to the supply of our Ibuprofen tablets. Similarly, under our hospital generics business, pursuant to a supply contract with the National Health Service ("**NHS**"), we supply generic medicines and injectable products to wholesalers. Our Subsidiaries, CP Pharmaceuticals Limited and Wockhardt UK Limited combined have a headcount of over 390 on roll employees as on December 31, 2023.

In the United States of America, we have a broad portfolio of ANDAs for our international generics business and have received US FDA approvals for 59 ANDAs with 37 ANDAs pending; and over 674 marketing authorizations worldwide as of December 31, 2023. Our filings in the United States of America focus on injectables and value-added generics, such as novel drug delivery systems.

Integrated research and development capabilities that facilitate the drug development process.

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. Our research and development programme is primarily focused on the areas of pharmaceutical research and biotechnology, as well as novel drug delivery systems and new drug discovery. Our research and development program is also focused on genomics research. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31, 2023. Our sales of Emrok and Emrok O, which are patent-protected products, accounted for 0.5%, 0.9%, 1.1%, 1.2% and 1.2% each of our revenue from operations for Fiscals 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023.

We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023, which is indicative of our integrated research and development capabilities.

With more than 25 years in the industry, our focused commitment to novel antibiotic research has lead to end-to-end discovery and development capabilities. Our research and development activities primarily include developing new products, improving existing products, improving and innovating drug delivery systems and expanding product applications. We have invested significantly to augment our research and development capabilities specifically around major therapies (including antibiotics and diabetes), as well as injectables. Our research and development activities include the development of various dosage forms (such as injectables, oral solids, oral liquids, nasal sprays and topical products) and is supported by strong dedicated teams for analytics, documentation and intellectual property rights. We have incurred ₹ 265 crores, ₹ 301 crores, ₹ 273 crores, ₹215 crores and ₹ 197 crores in Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023 towards research and development, which contributed to 9%, 9%, 10%, 10% and 9% of the total income.

Further, six of our programs have been granted the QIDP status by the US FDA which provided for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity in the United States (*CRISIL Report*). We also have API development team focused on developing and filing our Drug Master Files ("**DMFs**") with the US FDA and regulators in other markets.

Accredited manufacturing facilities with a research and development-focused approach

We have made substantial investments in our manufacturing infrastructure to support our product portfolio needs. As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates, all of which have been built to comply with US FDA, UK MHRA and EMEA standards, as applicable. Our Wockhardt Biotech Park in Aurangabad, India has dedicated manufacturing units for APIs, biosimilars, our diabetes portfolio as well as recombinant formulations. Our fully automated lyophilisation unit in Aurangabad is able to produce lyophilized injection dosage forms that are used to improve the bioavailability, stability, solubility and patient compliance.

We have invested in the technology at our manufacturing facilitates with the aim of ensuring compliance with regulatory requirements in India, the United States of America, United Kingdom and Europe and all other countries where we market our products; and intend to continue to invest and upgrade our facilities as our business grows and technologies evolve. Our manufacturing facilities in Waluj, Shendra, Bhimpore, Kadaiya and Ankleshwar are compliant with GMP manufacturing standards across multiple jurisdictions. We also maintain a UK-MHRA approved manufacturing facility in Wrexham, Wales.

We believe that our in-house manufacturing capabilities, which adopt uniform manufacturing standards to achieve standardized product quality, provide us with a competitive advantage by helping us maintain quality control, mitigate the demand-supply fluctuations that routinely affect generics markets and ensure consistency and reliability of supply. In December 2021, our Company was selected under the pharmaceuticals category of the Production Linked Incentive ("**PLI**") Scheme of the Government of India and will be granted incentives amounting to a maximum of ₹ 250 crores towards strengthening our manufacturing capabilities. We continue to improve and assess our research and development programmes to increase efficiency and enhance economies of scale in order to further reduce costs.

We are led by a qualified and experienced management team.

We are led by a qualified and experienced management team with the vision and expertise to help manage and grow our business. In particular, our management team is led by our Founder and Executive Chairman, Habil Fakhruddin Khorakiwala, through whose leadership we have established ourselves as a key research-based global pharmaceutical companies based in India. He has served as the president of the Federation of Indian Chambers of Commerce and Industry ("**FICCI**") and as president of the Indian Pharmaceutical Alliance. He was also the chairman of the board of governors at the Centre for Organisation Development in Hyderabad and the chancellor of the Jamia Hamdard University, New Delhi. We also have a qualified strong senior management team that has significant experience in all aspects of our business. Our Managing Director, Murtaza Habil Khorakiwala was the president of the International Chamber of Commerce, India and our Whole-time Director, Huzaifa Habil Khorakiwala is the founder of the World Peacekeepers Movement. We have also been able to attract and retain senior management from top tier organizations. For instance, our Independent Director, Davinder Singh Brar has served as director of the Reserve Bank of India and is currently the chairman of Aragen Life Sciences Private Limited. Our Independent Director, Akhilesh Krishna Gupta was the chairman of Blackstone India. Over the past year, our management and operations in our domestic and international businesses have been spearheaded by a renewed form of leadership, with senior and experienced executives joining our Company. We believe that the knowledge and experience of our senior management in healthcare and business provides us with a strong platform as we seek to expand our business in existing markets and into new markets.

Strategies

Continue to focus our business on the chronic market segment and expand into new chronic therapies.

Chronic therapies are a growing focus of our business, accounting for 46%, 39%, 47%, 45% and 47% of our revenue from operations in Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, respectively. In particular, we target areas that have recently seen increased demand for chronic therapies, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology. In particular, we target areas that have recently seen increased demand for chronic therapies, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology. The treatments for these diseases typically involve medicines being prescribed over an extended period of time as opposed to once or for a limited period of time. Further, an increase in sedentary lifestyle has heightened the risk of chronic diseases, which is also raising healthcare spending (*CRISIL Report*). We intend to grow our presence in chronic therapeutic areas by expanding our current product portfolio in a targeted manner. Diabetes is a key chronic target market for us due to the increasing prevalence of diabetes globally. Additionally, based on our presence, we intend to expand into new chronic therapeutic areas. Oncology is the largest therapy under the global formulations outsourcing segment (*CRISIL Report*). With the increased prevalence of cancer across the globe, the share of oncology is estimated to be ~$7.3 billion in 2023 (*CRISIL Report*). Oncology is followed by central nervous system ("**CNS**")-related therapy and cardiology at ~$2.8 billion and $~2.2 billion, respectively (*CRISIL Report*). In 2023, oncology had 22% share of the overall revenue of the global formulations outsourcing market, followed by CNS-related therapies and cardiology at 9% and 7%, respectively (*CRISIL Report*).

Focus on developing novel antibiotics designed to be effective against serious and life-threatening infections caused by multi-drug resistant bacteria.

We are developing antibiotic treatments designed to be effective against the most common and serious life-threatening infections, including resistant strains such as MRSA, a leading cause of AMR. According to WHO Global Antimicrobial Resistance and Use Surveillance System (GLASS) Report 2022, AMR is among the top 10 global health threats. Recent studies position AMR as one of the leading causes of death worldwide, with the highest mortality in low resource settings (*CRISIL*

Report). We launched two NCEs in India in June 2020, namely the Emrok and Emrok O antibiotics, against the treatment of acute bacterial skin and skin structure infections such as, among others, MRSA, methicillin-susceptible staphylococcus aureus, quinolone-resistant staphylococcus aureus, quinolone-susceptible staphylococcus aureus, streptococcus pyogenes, enterococcus faecalis, streptococcus dysgalactiae and streptococcus agalactiae. We also have four NCEs, namely WCK 4282, WCK 5222, WCK 6777, and Nafithromycin (WCK 4873), which are currently in various stages of development. Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market.

We have also entered into agreements with notable partners similarly engaged in the research and development of novel antibiotics against resistant infections. For instance, our Subsidiary, Wockhardt Bio AG, entered into a development, license and supply agreement with a leading pharmaceutical company in China, to develop WCK 4873, which is currently under development. Wockhardt Bio AG has also entered into a development, license and supply agreement with a Russian pharmaceutical company, to develop and market Emrok and Emrok O dosage forms in the Russian Federation.

Set forth below is a snapshot of our novel antibiotics which are currently in pipeline:

Novel Antibiotics pipeline encompassing all the Resistant Organisms

	Gram Negative Portfolio				Gram Positive Portfolio	
	WCK 5222		WCK 4282	WCK 6777	Emrok / Emrok O	Nafithromycin
Status	Global *Phase III* ongoing	Meropenem resistant pathogen study (India)	*Phase III* ready	*Phase I* *In collaboration with NIH (US)*	**Launched in India**; Filed in Emerging Markets	*Phase III* completion in India
Potential Indication	cUTI, HABP / VABP (Global) + Carbapenem Resistant infections (India)		cUTI HABP / VABP	cUTI	ABSSSI	CABP / RTI
Target Market	Global		Global	Global	Emerging Market	Emerging Market
Positioning	Destination therapy for difficult-to-treat Gram-ve Klebsiella, Acinetobacter and Pseudomonas		Empiric-use; Carbapenem-sparing Gram-ve	Out-patient therapy for MDR Gram -ve	MDR Gram+ve Anti-MRSA	Macrolide-resistant Respiratory Pathogens, Quinolone-Sparing

HABP: Hospital Acquired Bacterial Pneumonia; VABP: Ventilator Acquired Bacterial Pneumonia cUTI : Complicated urinary tract infections; CABP: Community-acquired bacterial pneumonia ; RTI: Respiratory Tract Infection; ABSSSI: Acute bacterial skin and skin structure infections; MDR: Multidrug resistance ; Gram –ve: Gram Negative ; Gram +ve: Gram Positive

Continue to invest in manufacturing and related technological capabilities to meet future demand.

As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates.

We aim to continue investing in manufacturing technologies to build new capabilities to support our current vaccine manufacturing capacity as well as increase the production of our future portfolio of products, primarily in chronic therapeutic areas. For example, we commenced our business for contract manufacturing of vaccines in 2020, and have entered into a long term supply arrangement with a global vaccine company, which provides for a stable visibility of revenue. We will continue to invest in innovative technologies to enhance and grow our manufacturing capabilities.

We will continue to expand and upgrade our manufacturing capabilities to augment our product portfolio.

We expect that our expanded manufacturing capabilities will help us further penetrate our existing markets as well as expand into new markets.

Increase current geographic market presence and enter new markets.

As on December 31, 2023, we had approximately 4,150 employees, including approximately 3,100 employees on the payroll of our Company globally and approximately 1,050 contract employees working off roll with us across locations, either through third party contractors or on consultancy basis. Over 20% of our employees on the payroll of our Company are based outside India. We intend to maintain our strategic emphasis on India, the United States of America, the United Kingdom and Europe, while continuing to pursue growth opportunities in emerging markets and other countries. We plan to grow our business in

India, the United States of America, the United Kingdom and Europe by maintaining an appropriate product mix in our portfolio with products which we consider will improve our profitability as well as utilise our capacities more efficiently. Particularly, we intend to expand our antibiotics and diabetes biosimilars portfolio in the United States of America, Europe and in emerging markets. We plan to expand our presence in these markets by increasing our portfolio of product registrations and by increasing our customer and distributor base through marketing arrangements with local distributors and pharmaceutical companies. As on December 31, 2023, our diabetes biosimilars, human insulin and insulin glargine are registered in more than 24 emerging markets, with ongoing registrations in 7 countries. Our diabetes biosimilars have direct presence in around 10 emerging markets including India. Our biosimilars portfolio consists of human insulin and insulin glargine which have been commercialised, as well as new insulin analogs (insulin aspart and insulin lispro) and GLP1 agonists (liraglutide), which are currently under development. This positions us well to harness the growing medical needs in this sector. Based on market opportunity, we have also recently filed for market authorisation/registration for Emrok and Emrok O in the emerging markets including, Thailand, Philippines, Vietnam, Kenya, Tanzania, Nigeria and Uganda. With our current experience in novel antibiotics research, discovery and development capabilities, we believe that we are in a position to leverage to our advantage the need for AMR targeting drugs in the market. As we are able to leverage our product portfolio for markets in India, the United States of America, the United Kingdom and Europe across several other markets, we expect to be able to continue to introduce products to these additional markets. To expand our reach to new markets, we are constantly looking for new business partnerships for growth. We will continue to evaluate new product opportunities leveraging the local market knowledge of our partners and initiate the development of products focused on such local market if we identify viable market opportunities and demand.

Continued focus on cost management

We aim to maintain our cost management focus through our in-house integrated manufacturing capabilities, across our business to deliver growth as well as to achieve economies of scale. In addition, we aim to achieve supply chain efficiencies through lifecycle management of products, including in-house research and development and manufacture processes. In particular, our quality assurance and quality control team will continue to support the lifecycle management of our products to improve manufacturing efficiencies, such as by shifting manufacturing lines and our internal project team will continue to seek to ensure timely execution of projects in a cost-efficient manner. Realizing these efficiencies will also support our ability to make regulatory filings promptly and consistently. In addition, our products benefit from our ability to integrate backwards to manufacture our own APIs, providing us with security and cost advantages in our supply chain. We intend to leverage the backward integration for our APIs in order to gain greater market competitiveness. We also intend to continue to manage our supply chain costs through optimal inventory levels, economic orders and other measures.

Our Products

We manufacture and distribute pharmaceutical products across various acute therapeutic areas, such as pain management, cough, nutrition, steroids, anti-infective and acute dermatology, and chronic therapeutic areas, such as diabetes, nephrology, neuropsychiatry, chronic pain and chronic dermatology. Our business strategy is to continue to deepen our market share in chronic therapeutic areas, which accounted for 46%, 39%, 46% and 47% of our revenue from operations in Fiscal 2021, 2022, 2023 and the nine-months period ended December 31, 2023, respectively, compared to acute therapeutic areas, which accounted for 49%, 51%, 47% and 45% of our revenue from operations in Fiscal 2021, 2022, 2023 and the nine-months period ended December 31, 2023, respectively, of our revenue from operations during the same periods.

The following table sets forth a breakdown of our revenue from continuing operations, by amount and as a percentage of our revenue from operations, from the sale of products in each of our main therapeutic areas for the periods indicated:

Therapeutic Areas	**For the year ended March 31,**						**For the nine-months period ended**			
	2021		**2022**		**2023**		**December 31, 2022**		**December 31, 2023**	
	in crores	**%**	**in crores**	**%**	**in crores**	**%**	**in crores**	**%**	**in crores**	**%**
Pain/Analgesic	435	16.1	459	14.2	553	20.8	418	21.2	493	23.5
Anti-infective	343	12.7	305	9.5	283	10.7	207	10.5	206	9.8
Anti-diabetic	363	13.4	460	14.2	466	17.6	316	16.0	363	17.3
Respiratory	180	6.7	149	4.6	135	5.1	113	5.7	65	3.1
Cardiology	343	12.7	351	10.9	326	12.3	247	12.5	280	13.4
CNS/Neurology	181	6.7	178	5.5	169	6.4	130	6.6	118	5.6
Gastroenterology	176	6.5	156	4.8	162	6.1	117	5.9	148	7.0
Vitamins & nutrients	70	2.6	92	2.8	81	3.1	59	3.0	54	2.6
Dermatology	50	1.8	44	1.4	35	1.3	26	1.3	19	0.9
Hormones / Fertility	53	2.0	60	1.8	40	1.5	29	1.5	40	1.9
Nephrology	39	1.4	35	1.1	23	0.9	18	0.9	10	0.5
Oncology	35	1.3	16	0.5	12	0.5	9	0.4	12	0.6

Therapeutic Areas	For the year ended March 31,						For the nine-months period ended			
	2021		2022		2023		December 31, 2022		December 31, 2023	
	in crores	%	in crores	%	in crores	%	in crores	%	in crores	%
Others	438	16.2	926	28.7	365	13.8	285	14.4	291	13.9
Total Reported	2,708	100	3,230	100	2,651	100	1,973	100	2,098	100

The following table sets forth a breakdown of our revenue from continuing operations, by amount and as a percentage of our revenue from operations, from the sale of our acute and chronic products in different geographies for the periods indicated:

Particulars	For the year ended March 31,						For the nine-months period ended			
	2021		2022		2023		December 31, 2022		December 31, 2023	
	in crores	%	in crores	%	in crores	%	in crores	%	in crores	%
USA										
Acute therapeutic business	324	71.7	202	57.4	221	69.9	184	69.0	54	47.2
Chronic therapeutic business	128	28.3	150	42.6	95	30.1	83	31.0	60	52.8
Sub total	452	100.0	352	100.0	316	100.0	266	100.0	114	100.0
United Kingdom										
Acute therapeutic business	595	56.0	917	68.0	489	54.9	359	54.1	400	52.9
Chronic therapeutic business	470	44.3	420	31.2	413	46.4	311	46.8	358	47.3
Others	(3)	(0.3)	11	0.8	(12)	(1.3)	(6)	(0.9)	(2)	(0.3)
Sub total	1,062	100.0	1,348	100.0	890	100.0	664	100.0	756	100.0
India & Generics										
Acute therapeutic business (India branded)	113	31.1	211	39.8	217	41.9	175	43.2	176	43.4
Chronic therapeutic business (India branded)	175	48.2	212	39.8	217	42.0	173	42.7	131	32.4
Generics	62	17.1	78	14.7	70	13.5	54	13.3	61	15.2
Domestic APIs	13	3.6	30	5.7	14	2.6	3	0.7	36	8.9
Sub total	363	100.0	531	100.0	517	100.0	405	100.0	405	100.0
Ireland										
Acute therapeutic business	224	46.9	220	50.2	234	49.1	168	49.9	227	50.7
Chronic therapeutic business	237	49.6	206	47.0	242	50.9	169	50.1	216	48.2
Others	17	3.6	12	2.7			0	0	5	1.1
Sub total	478	100.0	438	100.0	476	100.0	337	100.0	447	100.0
Emerging markets										
Acute therapeutic business	80	20.9	94	21.8	98	25.7	74	30.9	77	24.5
Chronic therapeutic business	224	58.5	284	65.9	272	71.6	160	66.9	230	73.0
Export APIs	79	20.6	53	12.3	10	2.7	5	2.2	8	2.6
Sub total	383	100.0	430	100.0	380	100.0	239	100.0	315	100.0
Total (excluding discontinued operations)										
Acute therapeutic business	1,336	49.3	1,644	50.9	1,258	47.4	960	48.6	934	44.5
Chronic therapeutic business	1,234	45.6	1,272	39.4	1,240	46.8	896	45.4	995	47.4
Export APIs	79	2.9	53	1.6	10	0.4	5	0.3	8	0.4
Domestic APIs	13	0.5	30	0.9	14	0.5	3	0.2	36	1.7
Generics	62	2.3	78	2.4	70	2.6	54	2.7	61	2.9
Others	(16)	(0.6)	153	4.7	60	2.3	56	2.8	64	3.0
Total Reported	**2,708**	**100.0**	**3,230**	**100.0**	**2,651**	**100.0**	**1,973**	**100.0**	**2,098**	**100.0**

Pain/Analgesics

Analgesics are provided to patients to alleviate pain, and the therapies in this product category are broadly classified as anti-rheumatic agents, topical non-steroidal anti-inflammatory pharmaceutical drugs and muscle relaxants. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of pain/analgesic products accounted for 16.1%, 14.2%, 20.8%, 21.2% and 23.5% respectively, of our revenue from operations. Our key products in this therapy area include Spasmo Proxyvon, Paracetamol, Spasgan, Codeine, Codamol, Ibuprofen, Methadone, Diamorphine Hydrochloride, Morphine, Remifentanil, Oxycodone and Naproxen.

Anti-diabetic

Diabetes is a condition in which the body does not produce enough insulin or the insulin produced is unable to exert its effects. Anti-diabetic therapy is provided to rectify insulin deficiencies or to enable the insulin to exert its effects. The therapies under this category are broadly classified as oral hypoglycemic agents, neutraceuticals, diabetic neuropathy and anti-obesity agents. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of anti-diabetic products accounted for 13.4%, 14.2%, 17.6%, 16.0% and 17.3% respectively, of our revenue from operations. Our key products in this therapy area include Human Insulin & Recombinant Glargine, Wosulin, Glaritus, Hypurin, Metformin and Valvey.

Respiratory

Respiratory therapy is provided to treat disorders of the respiratory tract and include anti-allergics, anti-asthmatics, antibiotics, antihistamines, bronchodilators and nasal sprays. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of respiratory products accounted for 6.7%, 4.6%, 5.1%, 5.7% and 3.1% respectively, of our revenue from operations. Our key products in this therapy area include Promethazine, Fluticasone and Montewok.

Cardiology

Cardiology therapy is provided as a means to control or prevent certain forms of ailments relating to the heart and blood vessels. The therapies in this category are broadly classified as anti-hypertensives, lipid lowering agents, anti-platelets, anti-coagulants, anti-anginals and such other therapies. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of cardiology products accounted for 12.7%, 10.9%, 12.3%, 12.5% and 13.4% respectively, of our revenue from operations. Our key products in this therapy area include Heparin, Hyalase, Enalapril, Atorvastatin, Multiparin, Monoparin, Ephedrine, Metoprolol and Adenosine.

Vitamins & Nutrients

In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of vitamin and nutrient products accounted for 2.6%, 2.8%, 3.1%, 3% and 2.6% respectively, of our revenue from operations. Our key products in this therapy area include Pyridoxine, Methycobal, Trineurosol and Ferrous Sulphate.

Anti-infective

Anti-infective therapy is provided to fight against infection caused by micro-organisms such as bacteria, viruses and parasites. Anti-infectives function by inhibiting the growth of the micro-organism or by killing the micro-organisms. The therapies under this category are broadly classified as anti-bacterials, anti-fungals, anti-protozoans and anti-virals. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of anti-infective products accounted for 12.7%, 9.5%, 10.7%, 10.5% and 9.8% respectively, of our revenue from operations. Our key products in this therapy area include Piptaz, Emrok, Trimethoprim, Flucloxacillin, Amoxiclav, Gentamicin, Erythromycin, Oxacillin, Amoxicillin, Ceftriaxone, Flucloxacillin and Magenta.

CNS/Neurology

Neurology therapy is used to help relieve symptoms of depression, social anxiety disorder, anxiety disorders, seasonal affective disorder and dysthymia, or mild chronic depression. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of CNS/neurology products accounted for 6.7%, 5.5%, 6.4%, 6.6% and 5.6% respectively, of our revenue from operations. Our key products in this therapy area include Buproprion, Sodium Valproate, Amitriptyline, Sulpiride, Sodium Valproate, Divalproex Sodium, Carbamazepine and Doxepin.

Gastroenterology

Gastrointestinal therapy is provided to treat ailments relating to the stomach and the intestines (alimentary tract). The therapies in this category are broadly classified as anti-ulcerants, laxatives, prokinetics, hepatobiliary, anti-inflammatory, pre-probiotics and anti-spasmodics. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales of gastroenterology products accounted for 6.5%, 4.8%, 6.1%, 5.9% and 7.0% respectively, of our revenue from operations. Our key products in this therapy area include Acidex, Esomeprazole, Generlac and Pentowok.

Others

The Company also has presence in the areas of hormones/ fertility, gynaecology, dermatology, nephrology, oncology, endocrinology and Anti-Allergic segment. In Fiscal 2021, 2022, 2023 and for the nine- months period ended December 31, 2022 and December 31, 2023, our sales of products in the aforementioned segments accounted for 22.7%, 33.5%, 18%, 18.6% and 17.7% respectively, of our revenue from operations.

Novel Antibiotics Pipeline

WCK 5222

WCK 5222 is a hospital injectable product and is part of our Gram-negative pathogens targeting the NCE product portfolio. It is positioned as a destination therapy for difficult to treat Gram-negative klebsiella pneumonia, acinetobacter baumannii and pseudomonas pathogens with potential indications of complicated urinary tract infections ("**cUTI**"), hospital acquired bacterial pneumonia ("**HABP**")/ ventilator acquired bacterial pneumonia ("**VABP**"), globally and any of the infections involving carbapenem resistant pathogens in India.

Currently, carbapenem resistant pseudomonas and acinetobacter (20%-95%) infections are desperately treated with efficacy and safety-compromised colistin/polymyxin/tigecycline. WCK 5222 would provide a safer and consistently efficacious therapy for such life-threatening infections. The product has been granted QIDP status by the US FDA and makes it eligible for fast track development process and priority review. The QIDP status also grants five year extension to the market exclusivity in the United States of America. In addition to the above:

- WCK 5222 has completed multiple Phase I studies including Pulmonary PK, renal impairment and cardiovascular safety studies;
- the product is currently under Phase III global clinical trials and more than 50% patient recruitment has been completed;
- phase III clinical study has been designed based on US FDA accepted development path;
- a clinical trial involving patients with meropenem-resistant infections is also set for enrolling first patient in India; and
- patents for WCK 5222 have been secured by us in key global markets.

<u>Compassionate use:</u>

We have received several requests from Indian doctors treating serious bacterial infections for procuring WCK 5222 under compassionate use for patients who have failed multiple available therapies like Meropenem, Piperacillin + Tazobactam, Ceftazidime + Avibactam with Aztreonam, Polymyxin B, Colistin, Tigecycline, and Fosfomycin. We have supplied WCK 5222 to 15 such patients (including 2 paediatric patients) after appropriate and relevant approvals of the DCGI, which is the apex drug regulatory authority in India. These patients suffered from various infections such as Complicated Intra-abdominal infections, HABP/VABP, Blood Stream Infections and Bone and Joint Infections caused by multi drug resistant pathogens (Pseudomonas aeruginosa, Acinetobacter baumannii, Escherichia coli, Klebsiella pneumoniae and Serratia marcescens), and many had undergone organ transplant or cancer treatment. WCK 5222 was able to achieve 100% clinical and microbiological success in 15 patients with extremely difficult to treat infections, where all the available therapies failed. WCK 5222 was well-tolerated in these patients even when used for longer duration.

The table below provides a summary of life-threatening conditions of the 15 patients, which include failed treatments, drug resistance levels and time taken for WCK 5222 to achieve 100% clinical and microbiological success:

WCK 5222: Compassionate use results in 15 patients (incl. 2 paediatric) (1/2)

#.	Patients with Life threatening infections	Failed treatment	Pathogen and Drug Resistance		DRUG RESISTANCE Drug 1	Drug 2	Drug 3	Drug 4	Treat-ment Duration	WCK 5222 Efficacy	Safety
1	Complicated intra-abdominal infection induced-sepsis	Polymyxin-B (2 weeks)	XDR	Pseudomonas aeruginosa	R	R	R	R	10 days	✓	✓
2	Febrile neutropenia, Thalassemia major, failed bone marrow transplant, bloodstream infection	PIP/TAZ, Meropenem, CAZ/AVI & Aztreonam	XDR	Escherichia coli	R	R	R	R	20 days	✓	✓
3	Acute T cell lymphoblastic leukaemia, pneumonia, bloodstream infection	Polymyxin-B & Meropenem therapy	XDR	Pseudomonas aeruginosa	R	R	R	R	32 days	✓	✓
4	Lung infection leading to empyema, lung part excision with chronic pulmonary TB	CAZ/AVI & Aztreonam (3 weeks) as well as Colistin (1 week)	Pan-drug resistant	Pseudomonas aeruginosa	R	R	R	R	22 days	✓	✓
5	Bilateral sequential lung transplant, osteomyelitis,	Multiple rounds of Tigecycline, CAZ/AVI, Meropenem	MDR	Serratia marcescens	R	R	S	R	22 days	✓	✓
6	Osteomyelitis + maxillary sinusitis & pneumonia	Colistin, Fosfomycin (6 weeks), Meropenem (2 weeks)	MDR	Pseudomonas Resistant to>>	R	R	R	R	70 days	✓	✓
7	Osteomyelitis (bone infection of chest wall)	Colistin therapy	MDR	Pseudomonas Resistant to>>	R	R	R	R	49 days	✓	✓
8	Bronchopleural fistula, Ventilated Pneumonia	Polymyxin-B and ceftazidime/avibactam therapy	MDR	Pseudomonas & Acinetobacter	R	R	R	R	10 days	✓	✓

Outcomes

- Complete resolution of infection
- Patient's Clinical condition improved
- Well tolerated
- WCK 5222 was well tolerated even at adult doses in paediatric patients

100% clinical and microbiological success

Drug 1: Carbapenems ; Drug 2. Ceftazidime/ Avibactam (CAZ/AVI) Drug 3.Imipenem/ Relebactam; Drug 4.Ceftolozane/ Tazobactam R: Resistant; S: Susceptible
MDR: Multi Drug Resistant; XDR: Extensive Drug Resistant

WCK 5222: Compassionate use results in 15 patients (incl. 2 paediatric) (2/2)

#	Patients with Life threatening infections	Failed treatment	Pathogen and Drug Resistance		DRUG RESISTANCE Drug 1	Drug 2	Drug 3	Drug 4	Treat-ment Duration	WCK 5222 Efficacy	Safety
9	Liver Transplant, HTN, Hypothroidism, Hospital-acquired Pneumonia on Ventilation	Colistin and Doripenem therapy	MDR	Pseudomonas Resistant	R	R	R	R	12 Days	✓	✓
10	Endovascular Infection Post Arterial graft	Multiple rounds of CAZ/AVI+Aztreonam	MDR	Pseudomonas Resistant	R	R	R	R	14 Days	✓	✓
11	Urosepsis & septic shock, on ventilation & inotropic support	Colistin, Meropenem, PIP/TAZ	MDR	Pseudomonas aeruginosa	R	R	R	R	30 Days	✓	✓
12	Pancytopenia, abscess in liver, consistent fever spikes	Colistin, CAZ/AVI+Aztreonam, Meropenem	MDR	Klebsiella pneumoniae	Isolate not available for WCK 5222 susceptibility testing. Patient treated with WCK 5222 empirically at the discretion of clinician				30 Days	✓	✓
13	Severe septic shock, fever spikes, lung infection and required inotropic support	Fosfomycin, Colistin and Levofloxacin	Pan-drug resistant	Pseudomonas aeruginosa	R	R	R	R	5 Days	✓	✓
14	Bone and Joint Infection: Left malignant otitis externa w/ lateral skull base osteomyelitis	No other antibiotics tried based on past experience of treating physician	MDR	Pseudomonas aeruginosa	R	R	R	R	42 Days	✓	✓
15	Complicated Intra Abdominal Infection with Spleen abscess (Recurrent abscess/sepsis)	with Fosfomycin	MDR	Pseudomonas aeruginosa	R	R	R	R	28 Days	✓	✓

Outcomes

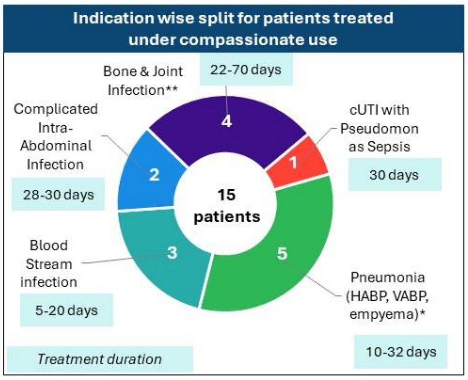
- Complete resolution of infection
- Patient's Clinical condition improved
- Well tolerated
- WCK 5222 was well tolerated even at adult doses in paediatric patients

100% clinical and microbiological success

Drug 1: Carbapenems ; Drug 2. Ceftazidime/ Avibactam (CAZ/AVI) Drug 3.Imipenem/ Relebactam; Drug 4.Ceftolozane/ Tazobactam R: Resistant; S: Susceptible
MDR: Multi Drug Resistant; XDR: Extensive Drug Resistant

Pathogens inflicting infections and associated indications while treating 15 patients with WCK 5222 in compassionate setting

Complete clinical as well as microbiological cure attained in all patients



Pathogen	15 Patients treated	Treatment duration
Pseudomonas aeruginosa	11[a]	5 to 70 days
Acinetobacter baumannii + Pseudomonas aeruginosa	1[b]	10 days
Escherichia coli	1[c]	20 days
Serratia marcescens	1[d]	22 days
Klebsiella pneumoniae	1[e]	30 days

a. 9/11 patients had Colistin / Polymyxin failure; 3/11 patients had CAZ/AVI & Aztreonam failure; 1/11 patients had Fosfomycin IV failure
b. Patient had Polymyxin & CAZ/AVI failure
c. Patient had CAZ/AVI + Aztreonam failure
d. Patient had CAZ/AVI & Tigecycline failure
e. Patient had CAZ/AVI + Aztreonam & Colistin failure

* 1/5 patients also had cIAI, 1/5 patients also had cSSSTI & BSI
** 1/4 patients also had pneumonia

Polymyxin-B / Colistin therapy had already failed in 10 out of these 15 patients; WCK 5222 dose adjustment was required in only 4 out of these 10 patients

WCK 5222 was also able to achieve complete resolution of infection with improvement in patients' clinical condition, even in cases where treatment duration with WCK 5222 was up to 70 days and where Polymyxin-B / Colistin therapy had already failed in 10 out of the 15 patients.

WCK 4282

As part of our Gram Negative pathogens targeting product portfolio, we have another hospital injectable, WCK 4282. WCK 4282 is targeted towards global markets and is positioned as empiric use Carbapenem sparing therapy for Gram-negative infections. It is currently ready to enter the Phase III study.

Potential indications of the products are complicated cUTIs, HABP/ VABP.

WCK 6777

WCK 6777 is a part of our NCE pipeline targeting the Gram Negative pathogens for the global markets. It is positioned as an out-patient parenteral antibiotic therapy for Multi Drug Resistant Gram negative infections. Currently, the potential indication of WCK 6777 is cUTIs. WCK 6777 has completed Phase I which was sponsored by National Institutes of Health ("**NIH**"), USA.

Emrok and Emrok O

As part of the multi drug resistant Gram positive pathogen targeting portfolio, we have launched Emrok and Emrok O, belonging to Benzoquinolizine sub-class, in India in 2020. The product is also under registrations in select emerging markets. Emrok and Emrok O is positioned for multi drug resistance Gram positive anti-Methicillin-Resistant Staphylococcus aureus (MRSA) with indication of acute bacterial skin and skin structure infections ("**ABSSSI**") including diabetic foot infections and concurrent bacteraemia.

Emrok and Emrok O have multi-spectrum activity and is the only IV oral and safe antibiotic with rapid bactericidal action. These antibiotics show penetration in MRSA Biofilms associated with bone and joint infections, prosthetic joint infections and catheter-associated infections.

We have undertaken several studies as part of efforts to expand the indications of Emrok and Emrok O. We have also conducted two prescription event monitoring ("**PEM**") studies, post the launch, in 2020 and 2021, to assess the safety and efficacy of Emrok and Emrok O in real-world patients. The study conducted in year 2020, involved 117 pan-India hospital sites and 1,229 patients, while the 2021 study was based on 76 sites and 1,266 patients. Both these studies established safety and efficacy of Emrok and Emrok O in patients with wide range of difficult-to-treat infections such as acute bacterial skin and skin structure infections, CABP, blood stream infection, diabetic foot infections and catheter associate blood stream infections.

Nafithromycin (WCK 4873)

Nafithromycin (WCK 4873) is a NCE targeted at community respiratory pathogens and is being prioritized for the emerging markets. Nafithromycin has recently completed Phase III in India and is targeted towards Macrolide resistant respiratory pathogens and is a Quinolone sparing product. Nafithromycin is a broad spectrum novel lactone ketolide for CABP and upper respiratory tract infections(“**RTI**”).

The current treatment options in India are impacted by increasing resistance and incomplete pathogen coverage leading to a huge unmet need:

- Azithromycin resistance in S. pneumoniae of ~65% in India; and
- lack of atypical pathogen coverage by Amoxicillin/Clavulanic acid

Nafithromycin has broad spectrum of coverage (Gram positive, Gram negative and atypicals) enabling monotherapy. Further it is also effective against Azithromycin resistance strains & multi drug resistant bacteria with 100% coverage based on its high lung concentrations. It offers an ultra short duration therapy of 3 days with Once daily dosing treatment regimen for improved patient compliance. Nafithromycin has completed Phase I and Phase II in USA & Europe through globally reputed CRO’s. It has completed Phase III in India and commercialization is expected in short term.

Sales and Distribution

We market and distribute our products in several countries, either directly through our subsidiaries or indirectly, through supply, distribution and other arrangements with various global companies and local distributors in such countries. We predominantly sell our products to the end customers through distributors or stockists. We identify and assess the suitability of potential distribution partners on the basis of their strengths in the market.

In India, our sales team includes a field force of over 750 employees as of December 31, 2023. Our distribution network in India also includes clearing and forwarding agents, distributors and stockists. We have dedicated marketing teams for specific categories such as pharma, merind, antibiotic discovery, metabolics, key accounts team, diabetes and nephrology that focus on our various acute and chronic therapeutic segments in India.

Sales and Marketing

We market our products in India and over approximately 45 countries internationally as on December 31, 2023.Our ability to market and sell our products is contingent upon us receiving marketing authorizations, the requirements for which may vary across jurisdictions. In Fiscal year 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our sales from international markets amounted to ₹2,282 crores, ₹2,569 crores, ₹2,042 crores, ₹1,490 crores and ₹1,653 crores, respectively and 84.3%, 79.5%, 77%, 75.5% and 78.8%, respectively, in terms of our revenue from operations.

United States of America

We market our products in the United States of America through our Subsidiary Wockhardt USA LLC. *All these products are sourced through contract manufacturing sites.* As of December 31, 2023, we have 96 product dossiers in the United States of America of which 59 have been approved and 37 are pending for approval. In Fiscal year 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our business in the United States of America accounted for 16.4%, 10.6%, 11.4%, 12.8% and 6.3% respectively of our revenue from operations.

United Kingdom

We manufacture and market our products in the United Kingdom through our subsidiaries, CP Pharmaceuticals Limited and Wockhardt UK Limited. CP Pharmaceuticals Limited maintains a UK MHRA-approved manufacturing facility at Wrexham, Wales for the manufacturing and import of medicinal products such as lyophilisates and small volume liquids. As of December 31, 2023, we have 283 product dossiers/ marketing authorizations in the United Kingdom. In Fiscal year 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our business in the United Kingdom accounted for 37.4%, 41.5%, 33.5%, 32.7% and 36.9% respectively of our revenue from operations.

Ireland

We manufacture and market our products in Ireland through our subsidiary Pinewood Laboratories Limited, which maintains EU GMP compliant manufacturing facilities for products such as oral liquids, creams, ointments, gels and powders. As of December 31, 2023, we have 236 product dossiers/ marketing authorizations by Pinewood Laboratories Limited, of which all have been registered/ approved across jurisdictions.

Emerging Markets

We also have marketing capabilities in emerging markets in Southeast Asia, East Asia, Africa, the CIS region and Latin America countries. We have established a manufacturing facility in South Dubai, United Arab Emirates through our subsidiary, Wockhardt Bio AG; where manufacturing operations are yet to commence. In Fiscal year 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our business in the RoW markets and the CIS region accounted for 20.6%, 18.9%, 20.9%, 19.4% and 21.0% respectively of our revenue from operations.

RESEARCH AND DEVELOPMENT

We have leveraged our established capabilities in manufacturing and distribution of pharmaceutical and biotechnology products to build innovative and multi-disciplinary research and development capabilities. We have two research and development facilities in India and the United Kingdom. We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023.

Our research and development facility at Wockhardt Research Centre, Chikalthana, India has been accredited with the ISO 15189:2012 certification by the National Accreditation Board for Testing and Calibration Laboratories for its medical testing. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, we invested ₹265 crores, ₹301 crores, ₹273 crores, ₹215 crores and ₹197 crores, respectively, in research and development, amounting to 9%, 9%, 10%, 10%and 9%, respectively, of the total income.

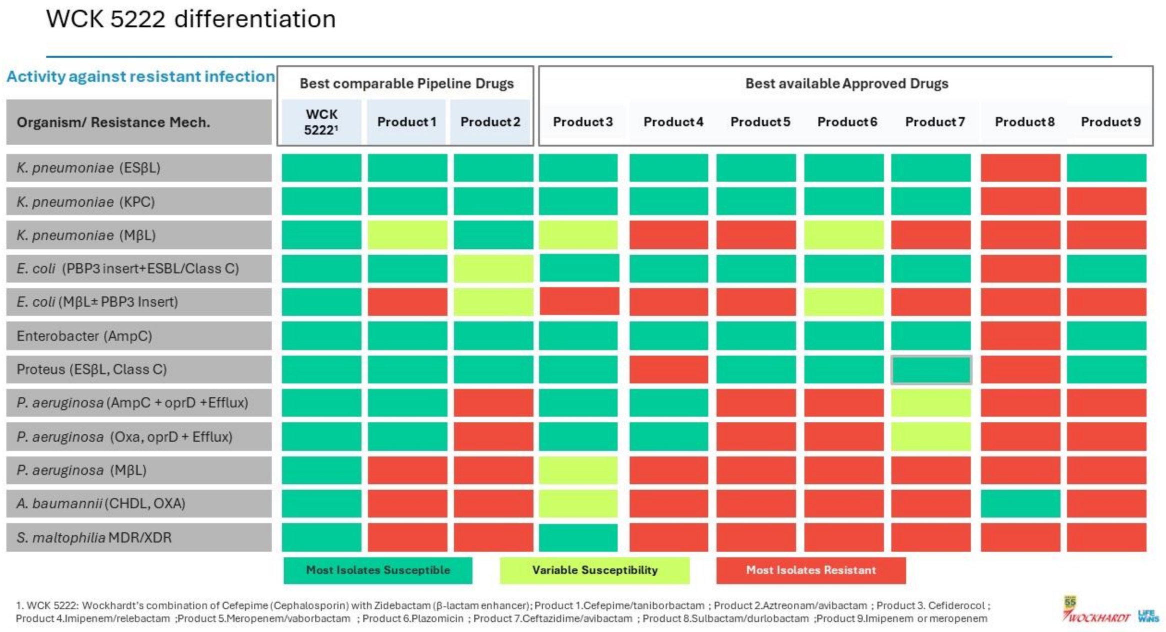
Our research and development programme is primarily focused on the areas of pharmaceutical research, biotechnology and genomics research, as well as novel drug delivery systems and new drug discovery. Research and development activities are key to the development of new molecules and NCEs *(CRISIL Report)*, and a key focus of our research and development has been our novel antibiotics programme. We launched two NCEs in India in June 2020, namely the Emrok and Emrok O antibiotics, against the treatment of acute bacterial skin and skin structure infections such as, among others, MRSA which is a leading cause of AMR, methicillin-susceptible staphylococcus aureus, quinolone-resistant staphylococcus aureus, quinolone-susceptible staphylococcus aureus, streptococcus pyogenes, enterococcus faecalis, streptococcus dysgalactiae and streptococcus agalactiae. Additionally, six of our anti-bacterial NCEs, namely, WCK 5222, WCK 4282, WCK 4873, WCK 771, WCK 2349 and WCK 6777 have been granted the qualified infectious disease product ("**QIDP**") status by the US FDA, which provides for fast track clinical development process and priority review, coupled with a 5 year extension to market exclusivity (*CRISIL Report*). For risks associated with clinical trials of our NCEs, see *"Risk Factors – If we fail to comply fully with government regulations or to maintain continuing regulatory oversight applicable to our research and development activities or regarding the manufacture of our products, or if a regulatory agency amends or withdraws existing approvals to market our products, it may delay or prevent us from developing or manufacturing our products, which could materially adversely affect our business, results of operations, financial condition and cash flows. "* on page 42. We have also received US FDA approvals for 59 ANDAs with 37 ANDAs pending; and 674 marketing authorizations worldwide as of December 31, 2023.

WCK 5222, has displayed the broadest coverage of multi drug resistant ("**MDR**")/ extensive drug resistant ("**XDR**") gram negative pathogens. For risks associated with timely completion of our clinical trials, see *"Risk Factors – If we fail to comply fully with government regulations or to maintain continuing regulatory oversight applicable to our research and development activities or regarding the manufacture of our products, or if a regulatory agency amends or withdraws existing approvals to market our products, it may delay or prevent us from developing or manufacturing our products, which could materially adversely affect our business, results of operations, financial condition and cash flows."* on page 42. The analysis and differentiation of WCK 5222 reproduced below is based on the following:

(i) independent scientific investigations undertaken by international antibiotic researchers, comparing WCK 5222's antimicrobial pathogen coverage with several marketed and underdevelopment newer antibiotics;

(ii) published information on FDA granted susceptibility break point (expressed as drug concentration in terms of pg per millilitre or mg per litre) of competing drugs and the extent (percentage) of various pathogen inhibition reported at susceptibility break point for respective competing drugs as accepted by FDA, versus the percentage of pathogen inhibition realized by WCK 5222 at its potential susceptibility break point and also supported by independent investigations from leading investigators. These studies have appeared as publicly available peer reviewed scientific papers in various scientific journals from United States Of America and United Kingdom; and

(iii) WHO's report analyzing novel antibiotics in global development, which sets out the potential of WCK 5222 for the coverage of MDR/XDR gram negative pathogens and also shows that such comprehensive pathogen coverage is not realizable for other novel products.



For risks associated with reliance on the abovementioned data, see *"Risk Factors – Third party data in this Placement Document may be incomplete or unreliable"* on page 68. Our research and development capabilities also focus on medicinal chemistry, process scaling, analysis and formulation/NDDS, microbiology, DMPK2, pharmacology and toxicology; as well as gene cloning, bio-informatics, protein modelling and major expression systems**.** Our research and development on APIs focuses on process innovation, process development and process optimization. Our API research wing primarily focuses on the development of processes to manufacture high-value, technologically complex APIs for the treatment of cancer, cardiovascular, psychotic and other human diseases. Our API research includes research and development laboratories for the synthesis of APIs.

MANUFACTURING

As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates, and which have been built to comply with UK MHRA and EMEA standards, as applicable. Our Wockhardt Biotech Park in Aurangabad, India, has dedicated manufacturing units for APIs, biosimilars, our diabetes portfolio as well as recombinant formulations. Our fully automated lyophilisation unit in Aurangabad is able to produce lyophilized injection dosage forms that are used to improve the bioavailability, stability, solubility and patient compliance.

Our manufacturing facilities in Waluj, Shendra, Bhimpore, Kadaiya and Ankleshwar are compliant with GMP manufacturing standards across multiple jurisdictions. The management systems of our Wockhardt Biotech Park and our Bhimpore facility are each accredited with the ISO 13485:2016 and EN ISO 13485:2016 certifications for the design, development, manufacture and packaging of assembled reusable injection pen devices. We also maintain a UK-MHRA approved manufacturing facility in Wrexham, Wales and an EU-GMP compliant manufacturing facility in Ballymacarby, Ireland.

We have made significant investments in our manufacturing infrastructure to support the production of the various products in our portfolio and regularly update and upgrade our facilities in line with the regulatory requirements and in order to continue to drive efficiencies and quality in our business.

RAW MATERIALS INCLUDING PURCHASE OF STOCK IN TRADE

Our manufacturing processes require various raw materials, including APIs, excipients, colorants, packaging materials (such as primary, printed and other materials) and services from GMP service providers. We purchase these raw materials from a list of sources, which has been approved by our internal quality control department after a quality assurance approval process. In Fiscal 2021, 2022, 2023 and for the nine-months period ended December 31, 2022 and December 31, 2023, our expenditures on consumption of raw materials including purchase of stock in trade and changes in inventories of finished goods, work-in-progress and stock in trade change accounted for 41.9% 39.2%, 41.9%, 40.8% and 41.5% of our revenue from operations, respectively.

Set out below are the details of our revenue from operations for the periods ended March 31, 2021, 2022, 2023, nine-months ended December 31, 2022 and December 31, 2023, respectively:

(₹ in crores, unless otherwise stated)

Particulars	March 31, 2021		March 31, 2022		March 31, 2023		Nine-months period ended December 31, 2022*		Nine-months period ended December 31, 2023*	
	Expenditure (in ₹ crores)	% of expenditure of the revenue from operations	Expenditure (in ₹ crores)	% of expenditure of the revenue from operations	Expenditure (in ₹ crores)	% of expenditure of the revenue from operations	Expenditure (in ₹ crores)	% of expenditure of the revenue from operations	Expenditure (in ₹ crores)	% of expenditure of the revenue from operations
Cost of materials consumed	682	25.2	612	18.9	518	19.5	382	19.4	476	22.7
Purchases of stock in trade	580	21.4	568	17.6	509	19.2	384	19.5	405	19.3
Changes in inventories of finished goods, work in progress and stock in trade	(127)	(4.7)	87	2.7	84	3.2	39	2	(10)	(0.5)

We follow the below procedures prior to approving any vendor:

- ensuring that the raw materials are produced and supplied according to the quality standards specified and that the vendor is able to maintain the same standard of quality for all its supplies in the future;
- conducting a risk assessment in relation to the vendor to reduce the risk with respect to finished product formulation, conducting vendor audits to ensure that regulatory and legal requirements are complied with, and identifying any potential for improvement;
- periodical re-evaluation by the vendors to ensure compliance with all our requirements; and
- entering into a spot buying contract to purchase raw material, obtain it through backward integration with our in-house API division or have such raw material manufactured on a product- to-product basis.

INTELLECTUAL PROPERTY

We have a dedicated intellectual property team that manages our intellectual property and enables us to file for patents and other intellectual property protections in India and internationally. Our research and development efforts have resulted in 3,262 patents filed and 837 patents held worldwide as of December 31, 2023. In addition, six of our antibiotic products indicated for the treatment of bacterial infection have been granted patent protection as on December 31, 2023.

COMPETITION

Our products face competition from products commercialized or under development by competitors in all our business segments based in India and overseas. We generally compete with companies based on therapeutic and product categories, and also within each category. Our competitors include Viatris Inc., Biocon, Zydus Cadila, Aurobindo Pharma Limited, Cipla Limited, Dr. Reddy's Laboratories Limited, Lupin Limited, Sun Pharmaceutical Industries Limited and Novatis AG *(CRISIL Report).* In our export markets, we compete with local companies, multinational corporations and companies from other emerging markets.

QUALITY CONTROL

We believe that quality control is critical to our continued success. Across our manufacturing sites, we have put in place quality management systems that ensure sustainable and consistent quality as well as the safety of our products. We engage in continuous feedback and improvement as part of our quality improvement process. Regular audit programs measure and validate our attempts to deliver consistent quality. These quality audits are regularly updated and reviewed to comply with GMP standards and other regulatory requirements.

Our quality controls are mandated and supported by people at all levels within our Company and we strive to ensure that our people are adequately trained and skilled on an ongoing basis. We have adopted a quality policy, which describes the philosophy, structure and key elements of our quality systems. This is translated into various quality policies and procedures that are implemented at all operational levels to assure product quality.

INSURANCE

We maintain a wide range of insurance policies including policies for, among other things, crimes on our premises by employees, depositors or during transit, cyber security, business guard commercial against perils such as earthquakes, fires and burglary, industrial all risk insurance which includes insurance against material damage and business interruption, and marine insurance. We have public and product liability insurance coverage for our products. We also have a money insurance policy in respect of money in safe and our Directors are insured under our directors' and officers' liability insurance policy.

ENVIRONMENTAL MATTERS

We are subject to significant Indian national and state environmental laws and regulations, including regulations relating to the prevention and control of water pollution and air pollution, environment protection, hazardous waste management and noise pollution. These regulations govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. The costs associated with compliance with these environmental laws, regulations and guidelines may be substantial and, although we believe that we are in compliance with all applicable environmental standards, we may discover currently unknown environmental problems or conditions.

EMPLOYEES

As on December 31, 2023, we had approximately 4,150 employees, including approximately 3,100 employees on the payroll of our Company globally and approximately 1,050 contract employees working off roll with us across locations, either through third party contractors or on consultancy basis. Over 20% of our employees on the payroll of our Company are based outside India. We have over 315 scientists with 56 PhDs and more than 125 associates in the drug discovery team across our two research and development centres (one R&D centre each in India and United Kingdom) and other locations as of December 31, 2023.Our sales team in India includes a field force of over 765 employees as on December 31, 2023.

PROPERTIES

Our Registered Office is located at D-4, MIDC, Chikalthana, Maharashtra on a leasehold basis from MIDC for a term of 95 years from March 1, 1974. Our Corporate Office is located at Wockhardt Tower, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, pursuant to a leave and license agreement between our Company and Carol Info Services Limited for a term of five years until March 31, 2027.

Our properties serve as locations for our offices, manufacturing facilities and research and development centres. As of December 31, 2023, we have 12 manufacturing facilities, nine of which are located in India and one each in the United Kingdom, Ireland and the United Arab Emirates. Out of the 12 manufacturing facilities, 8 facilities are located on leased premises and 4 facilities are owned by us.

The following table sets out key details of our manufacturing facilities:

Sr. No.	Facility	Country and location	Area	Owned / leased	Purpose
1.	Plot 138- Ankleshwar	India, Ankleshwar, Gujrat	75,153 Sq.mtrs	Leased	Manufacturing Facility
2.	Bhimpore, Plot- 87/A	India, Daman	7,096 Sq.mtrs	Leased	Manufacturing Facility
3.	Kadiya- Plot No- 106/4, 106-5 and 106-7	India, Daman	6,530 Sq.mtrs	Owned	Manufacturing Facility
4.	Shendra- Unit-1- Plot- E-1/1	India, Aurangabad	31,000 Sq.mtrs	Sub-lease	Manufacturing Facility
5.	Shendra- Unit-2- Plot- 6A	India, Aurangabad	1,400 Sq.mtrs	Sub-lease	Manufacturing Facility
6.	Shendra- Unit-3- Plot- E-1/2	India, Aurangabad	59,000 Sq.mtrs	Sub-lease	Manufacturing Facility
7.	L-1 Chikalthana*	India, Aurangabad	24,000 Sq.mtrs	Leased	Manufacturing Facility

Sr. No.	Facility	Country and location	Area	Owned / leased	Purpose
8.	H-14/2, Waluj	India, Aurangabad	66,011 Sq.mtrs	Leased	Manufacturing Facility
9.	Jagraon	India, Punjab	41 acres 3 Kanal and 9 marla.	Owned	Manufacturing Facility
10.	Jebel Ali Free Zone Dubai	Dubai- UAE	99,64 Sq.mtrs	Leased	Manufacturing Facility
11.	Wrexham	UK	13.645 acres	Owned	Manufacturing Facility
12.	Ballymacarby	Ireland	4 acres and 3 roods	Owned	Manufacturing Facility

**We have entered into a memorandum of understanding for part premises at L-1 Chikalthana, Aurangabad.*

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of the Board is governed by the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles. In accordance with the Articles, our Company shall not have less than three Directors and more than 15 Directors. As of the date of this Placement Document, our Company has 11 Directors, of which three are Executive Directors, one is Non-Executive Non-Independent Director and seven are Non-Executive Independent Directors (including two woman Independent Director).

Pursuant to the provisions of the Companies Act, 2013, at least two-thirds of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each annual general meeting. A retiring Director is eligible for re-election. Further, pursuant to the Companies Act, 2013, the Independent Directors may be appointed for a maximum of two consecutive terms of up to five consecutive years each and thereafter have a cooling off period of three years prior to re-appointment. Any re-appointment of Independent Directors shall be on the basis of, *inter alia*, the performance evaluation report and approval by the shareholders of our Company, by way of a special resolution.

The following table sets forth details regarding our Board as of the date of this Placement Document:

Name, Address, Occupation, Nationality Term and DIN	Age	Designation
Habil Fakhruddin Khorakiwala ***Address***: 31-E, Vakil Lane, Casa Khorakiwala, Dr. G Deshmukh Marg, Near Russian Cultural Centre, Pedder Road, Cumballa Hill, Mumbai – 400 026 ***Occupation****:* Industrialist ***Nationality***: Indian ***Term****:* For a period of five years with effect from March 1, 2020 and not liable to retire by rotation. ***Period of Directorship:*** Since July 8, 1999 ***DIN***: 00045608 ***Date of Birth:*** September 22, 1942	81 years	Executive Chairman
Aman Mehta ***Address***: 115A, Second floor, Jor Bagh, Lodhi Road, Central Delhi, Delhi – 110 003 ***Occupation****:* Independent Director ***Nationality***: Indian ***Term****:* For a period of five years with effect from April 1, 2019 ***Period of Directorship:*** Since February 12, 2004 ***DIN***: 00009364 ***Date of Birth:*** September 1, 1946	77 years	Independent Director
Davinder Singh Brar ***Address***: Greenfields Farm, Gadaipur – Jaunapur Road, Gadaipur, Mehrauli, Hauz Khas, South Delhi, Delhi – 110 030 ***Occupation****:* Business ***Nationality***: Indian	71 years	Independent Director

Name, Address, Occupation, Nationality Term and DIN	Age	Designation
Term**: For a period of five years with effect from April 1, 2019 ***Period of Directorship: Since August 6, 2012 ***DIN***: 00068502 ***Date of Birth:*** August 21, 1952		
Sanjaya Baru ***Address***: D-44, Third Floor, Near Chirag Delhi Fly Over, Panchsheel Enclave, South Delhi, New Delhi – 110 017 ***Occupation**: Writer ***Nationality***: Indian ***Term**: For a period of five years with effect from April 1, 2019 ***Period of Directorship:*** Since August 6, 2012 ***DIN***: 05344208 ***Date of Birth:*** May 28, 1954	69 years	Independent Director
Tasneem Mehta ***Address***: 4404/4504 India bulls Sky, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. ***Occupation**: Professional ***Nationality***: Indian ***Term**: For a period of five years with effect from September 30, 2019 ***Period of Directorship:*** Since September 30, 2014 ***DIN***: 05009664 ***Date of Birth:*** November 22, 1953	70 years	Independent Director
Vinesh Kumar ***Address***: 194 B, Kalpataru Horizon, S.K Ahire Marg, Worli, Mumbai – 400 018 ***Occupation**: Retired IAS Officer ***Nationality***: Indian ***Term**: For a period of five years with effect from November 10, 2021 ***Period of Directorship:*** Since November 10, 2016 ***DIN***: 00391684 ***Date of Birth:*** December 27, 1958	65 years	Independent Director
Akhilesh Krishna Gupta	71 years	Independent Director

Name, Address, Occupation, Nationality Term and DIN	Age	Designation
Address: South Tower Apartment 4403, The Imperial, B B Nakashe Marg, Tardeo, Mumbai – 400034 ***Occupation****:* Service ***Nationality***: Indian ***Term****:* For a period of five years with effect from August 29, 2020 ***Period of Directorship:*** Since August 29, 2020 ***DIN***: 00359325 ***Date of Birth:*** July 20, 1952		
Amelia Fernandes ***Address***: 15B Harmony Towers Dr. E Moses Road, Worli Naka, Mumbai, Maharashtra, India 400018 ***Occupation****:* Director ***Nationality***: Indian ***Term****:* For a period of five years with effect from July 18, 2023 ***Period of Directorship:*** Since July 18, 2023 ***DIN***: 08821072 ***Date of Birth:*** April 14, 1957	66 years	Independent Director
Huzaifa Habil Khorakiwala* ***Address***: 31-E, Vakil Lane, Off Pedder Road, Near Russian Cultural Centre, Cumballa Hill, Mumbai – 400 026 ***Occupation****:* Industrialist ***Nationality***: Indian ***Term****:* Five years with effect from March 31, 2019 and liable to retire by rotation. ***Period of Directorship:*** Since June 29, 2009 ***DIN***: 02191870 ***Date of Birth:*** November 4, 1970	53 years	Executive Director
Murtaza Habil Khorakiwala** ***Address***: 31-E, Vakil Lane, Casa Khorakiwala, Dr. G Deshmukh Marg, Off Pedder Road, Cumballa Hill, Mumbai – 400 026 ***Occupation****:* Industrialist ***Nationality***: Indian ***Term****:* Five years with effect from March 31, 2019 and liable to retire by rotation. ***Period of Directorship:*** Since June 29, 2009	51 years	Managing Director

Name, Address, Occupation, Nationality Term and DIN	Age	Designation
DIN: 00102650 ***Date of Birth:*** September 7, 1972		
Zahabiya Habil Khorakiwala ***Address***: Flat No. 14-15, Om Ratan Co-op Housing Society, 70/71 Sir Pochkhanwala Road, Worli, Mumbai – 400 025 ***Occupation****:* Business ***Nationality***: Indian ***Term****:* Office of Director, liable to retire by rotation ***Period of Directorship:*** Since October 30, 2017 ***DIN***: 00102689 ***Date of Birth:*** September 16, 1982	41 years	Non- Executive Director

** Pursuant to the board resolution dated May 26, 2023 and shareholder's resolution dated August 14, 2023, Huzaifa Habil Khorakiwala is re-appointed for the term of five years with effect from March 31, 2024.*
***Pursuant to the board resolution dated May 26, 2023 and shareholder's resolution dated August 14, 2023, Murtaza Habil Khorakiwala is re-appointed for the term of five years with effect from March 31, 2024.*

Relationship with other Directors

Except as disclosed below, none of our Directors are related to each other.

Director	Relationship
Habil Fakhruddin Khorakiwala	Father of Huzaifa Habil Khorakiwala, Murtaza Habil Khorakiwala and Zahabiya Habil Khorakiwala
Huzaifa Habil Khorakiwala	Son of Habil Fakhruddin Khorakiwala and brother of Murtaza Habil Khorakiwala and Zahabiya Habil Khorakiwala
Murtaza Habil Khorakiwala	Son of Habil Fakhruddin Khorakiwala and brother of Huzaifa Habil Khorakiwala and Zahabiya Habil Khorakiwala
Zahabiya Habil Khorakiwala	Daughter of Habil Fakhruddin Khorakiwala and sister of Murtaza Habil Khorakiwala and Huzaifa Habil Khorakiwala

Borrowing powers of our Board

In accordance with the Articles of Association of our Company, our Board of Directors has been empowered to borrow funds in accordance with applicable law. Pursuant to the special resolution dated August 14, 2023, passed by our Shareholders, our Board of Directors is authorized to borrow, for the purpose of the business of the Company, monies in excess of the aggregate of the paid up share capital, free reserves and securities premium to the extent that the maximum amount of monies so borrowed and outstanding shall not exceed ₹ 3,000 crores, at any time. Our borrowing limits may be changed from time to time, subject to approval of the Board and our Shareholders.

Interests of the Directors

All the Directors may be deemed to be interested to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and fees payable to them for attending meetings of our Board or committees thereof, as well as to the extent of reimbursement of expenses, and the Executive Directors of our Company may be deemed to be interested to the extent of remuneration paid to them for services rendered and to the extent of the Equity Shares held by them directly or indirectly in our Company or stock options granted to them, if any, and any dividend payable to them and other distributions in respect of such Equity Shares.

Except for Habil Fakhruddin Khorakiwala, Huzaifa Habil Khorakiwala, Murtaza Habil Khorakiwala, and Zahabiya Habil Khorakiwala, none of our Directors have any interest in the promotion or formation of our Company.

Further, none of our Directors are interested in any property acquired or proposed to be acquired by our Company.

All of the Directors may also be regarded as interested in any Equity Shares held by them and to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them. All Directors may also be regarded as interested in the Equity Shares held by, or subscribed by and allotted to, the companies, firms, HUFs, and trusts, in which they are interested as directors, members, partners, karta, trustees, etc.

Except as stated and provided in "***Related Party Transactions***" on page 41, our Company has not entered into any contract, agreement or arrangement during the three Fiscals immediately preceding the date of this Placement Document, in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested.

Shareholding of Directors

As per our Articles, our Directors are not required to hold any qualification shares.

Except as disclosed below, none of our Directors hold Equity Shares in our Company as of the date of this Placement Document.

Sr. No.	Name of the Director	Designation	Number of Equity Shares	Percentage (%) shareholding
1.	Habil Fakhruddin Khorakiwala	Executive Chairman	5,97,286	0.41
2.	Huzaifa Habil Khorakiwala	Executive Director	2,80,800	0.19
3.	Murtaza Habil Khorakiwala	Managing Director	2,94,060	0.20
4.	Amelia Fernandes	Independent Director	100	Negligible
5.	Davinder Singh Brar	Independent Director	500	Negligible

Terms of Appointment of Executive Directors

Habil Fakhruddin Khorakiwala

Pursuant to the board resolution dated May 30, 2022 and shareholders' resolution dated August 12, 2022, Habil Fakhruddin Khorakiwala is entitled to the following remuneration and perquisites:

- Basic salary: ₹ 0.24 crore per month for a period commencing from March 1, 2023 to February 28, 2025;

- 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 and allowances shall not exceed in aggregate of ₹ 4.00 crores per annum.

- 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, 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. This item shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

Huzaifa Habil Khorakiwala

Pursuant to the board resolution dated May 26, 2023 and shareholder's resolution dated August 14, 2023, Huzaifa Habil Khorakiwala is entitled to the following remuneration and perquisites:

- Basic salary: ₹ 0.17 crore per month for a period commencing from March 31, 2024 to March 30, 2026;

- 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 and allowances shall not exceed in aggregate of ₹ 2.80 crores per annum.

- 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. This item shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

Murtaza Habil Khorakiwala

Pursuant to the board resolution dated May 26, 2023 and shareholder's resolution dated August 14, 2023, Murtaza Habil Khorakiwala is entitled to the following remuneration and perquisites:

- Basic salary: ₹ 0.17 crore per month commencing from March 31, 2024 to March 30, 2026;

- 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 ₹ 2.80 crores per annum.

- 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. This item shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

Remuneration of the Executive Directors

The following tables set forth the details of remuneration paid by our Company to the Executive Directors of our Company for Fiscal 2021, Fiscal 2022, Fiscal 2023 and for six months ended September 30, 2023:

(in ₹ crore)

Sr. No.	Name of the Director	Remuneration for Fiscal 2021	Remuneration for Fiscal 2022	Remuneration for Fiscal 2023	Remuneration for six-months ended September 30, 2023
1.	Habil Fakhruddin Khorakiwala	2.80	2.80	2.90	1.23
2.	Huzaifa Habil Khorakiwala	2.40	2.40	2.40	1.00
3.	Murtaza Habil Khorakiwala	2.40	2.40	2.40	1.00

Terms of appointment of the Non-Executive Non-Independent Directors

Pursuant to the Board resolution dated May 26, 2014, and May 4, 2017, Non-Executive Non-Independent Director, is entitled to receive sitting fees of ₹ 1,00,000 per meeting for attending meetings of the Board, ₹ 1,00,000 per meeting for attending meetings of the Audit Committee, and ₹ 1,00,000 per meeting each for attending meetings of Stakeholders Relationship Committee, Capital Raising Committee and Risk Management Committee of the Board.

Remuneration of the Non-Executive Non-Independent Directors

The following table set forth the details of remuneration, in the form of sitting fees, paid by our Company to the Non-Executive Non-Independent Director of our Company for Fiscal 2021, Fiscal 2022, Fiscal 2023 and for six months ended September 30, 2023:

(in ₹ crore)

Sr. No.	Name of the Director	Remuneration for Fiscal 2021	Remuneration for Fiscal 2022	Remuneration for Fiscal 2023	Remuneration for six-months ended September 30, 2023
1.	Zahabiya Habil Khorakiwala	0.06	0.06	0.04	0.02

Terms of appointment of the Non-Executive Independent Directors

Pursuant to the Board resolution dated May 26, 2014, and May 4, 2017, Non-Executive Independent Director, is entitled to receive sitting fees of ₹ 1,00,000 per meeting for attending meetings of the Board, ₹ 1,00,000 per meeting for attending meetings of the Audit Committee, and ₹ 1,00,000 per meeting each for attending meetings of Stakeholders Relationship Committee, Capital Raising Committee and Risk Management Committee of the Board.

Remuneration of the Non-Executive Independent Directors

The following tables set forth the details of remuneration, in the form of sitting fees, paid by our Company to the Non-Executive Independent Directors of our Company for Fiscal 2021, Fiscal 2022, Fiscal 2023 and for six months ended September 30, 2023:

(in ₹ crore)

Sr. No.	Name of the Director	Remuneration for Fiscal 2021	Remuneration for Fiscal 2022	Remuneration for Fiscal 2023	Remuneration for six-months ended September 30, 2023
1.	Aman Mehta	0.11	0.14	0.16	0.08
2.	Amelia Fernandes*	Nil	Nil	Nil	0.04
3.	Davinder Singh Brar	0.16	0.15	0.17	0.09
4.	Sanjaya Baru	0.14	0.14	0.16	0.08
5.	Tasneem Mehta	0.15	0.14	0.16	0.08
6.	Vinesh Kumar Jairath	0.15	0.15	0.16	0.08
7.	Akhilesh Gupta	0.07	0.14	0.16	0.08

**Amelia Fernandes was appointed on July 18, 2023.*

Prohibition by SEBI or Other Governmental Authorities

Neither our Company, nor our Directors or Promoters are debarred from accessing capital markets under any order or direction made by SEBI or any other governmental authority.

None of the Directors of the companies with which they are or were associated as promoters, directors or persons in control have been debarred from accessing the capital market under any order or direction passed by SEBI or any other governmental authority.

Key Managerial Personnel

The Key Managerial Personnel are permanent employees of our Company. In addition to the Executive Directors, the details of our other Key Managerial Personnel in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as on the date of this Placement Document are set forth below:

Sr. No.	Name	Age	Designation
1.	Deepak Rajkumar Madnani	51 years	Chief Financial Officer
2.	Rashmi Dinesh Mamtura	37 years	Company Secretary and Compliance Officer

Members of Senior Management

The members of Senior Management are permanent employees of our Company. In addition to Deepak Rajkumar Madnani, the Chief Financial Officer of our Company and Rashmi Dinesh Mamtura, the Company Secretary and Compliance Officer of our Company, the details of our members of Senior Management, as on the date of this Placement Document are set forth below:

Sr. No.	Name	Age	Designation
1.	Mahesh Vithalbhai Patel	72 years	Chief Scientific Officer-Drug Discovery
2.	Sanjeev Kumar Sharma	51 years	President - Biologics and Global Quality
3.	Debolina Partap	57 years	Senior Vice President - Legal
4.	Amrut Medhekar	50 years	President - India Business

Shareholding of Key Managerial Personnel and members of Senior Management

S. No	Name	Number of Equity Shares	Percentage (%) shareholding
1.	Habil Fakhruddin Khorakiwala	5,97,286	0.41
2.	Huzaifa Habil Khorakiwala	2,80,800	0.19
3.	Murtaza Habil Khorakiwala	2,94,060	0.20
4.	Deepak Rajkumar Madnani	11,501	Negligible
5.	Mahesh Vithalbhai Patel	58,260	Negligible
6.	Sanjeev Kumar Sharma	15,000	Negligible
7.	Debolina Partap	12,570	Negligible

Relationship with other Key Managerial Personnel, members of Senior Management and Directors

Except as disclosed in "***Relationship with other Directors***" on page 208, none of our Key Managerial Personnel or members of Senior Management are related to any of our Directors, Key Managerial Personnel or members of Senior Management ot inter-se.

Interests of Key Managerial Personnel and members of Senior Management

None of our Key Managerial Personnel and members of Senior Management have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business and to the extent of the Equity Shares held by them directly or indirectly in our Company or stock options granted to them, if any, and any dividend payable to them and other distributions in respect of such Equity Shares.

None of our Key Managerial Personnel and members of Senior Management have any interest in any property acquired or proposed to be acquired of our Company or by our Company. For details on interest of our Executive Directors (in their capacity as key managerial personnel), please see "***Interests of the Directors***" on page 208.

Except as provided in "***Financial Information***" on page 270, and except as disclosed in this Placement Document, our Company has not entered into any contract, agreement or arrangement during the three Fiscals immediately preceding the date of this Placement Document in which any of the Key Managerial Personnel and members of Senior Management other than the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them.

Corporate Governance

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, including constitution of our Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of our Board committees, as required under law.

Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company's executive management provides our Board detailed reports on its performance periodically.

Committees of our Board of Directors

Our Board has constituted statutory committees, which function in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The statutory committees of our Board are: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Stakeholders' Relationship Committee; (iv) Risk Management Committee; and (v) Corporate Social Responsibility Committee.

The following table sets forth details of members of the aforesaid committees, as on the date of this Placement Document:

Sr. No.	Committee	Name and Designation of Members
1.	Audit Committee	i. Aman Mehta (Chairman); ii. Davinder Singh Brar (Member); iii. Sanjaya Baru (Member); iv. Tasneem Mehta (Member); v. Vinesh Kumar Jairath (Member);

Sr. No.	Committee	Name and Designation of Members
		vi. Akhilesh Gupta (Member); and vii. Amelia Fernandes (Member).
2.	Nomination and Remuneration Committee	i. Davinder Singh Brar (Chairman); ii. Habil Fakhruddin Khorakiwala (Member); and iii. Aman Mehta (Member); and iv. Sanjaya Baru (Member).
3.	Stakeholders Relationship Committee	i. Sanjaya Baru, (Chairman); ii. Aman Mehta, (Member); iii. Davinder Singh Brar, (Member); iv. Tasneem Mehta (Member); v. Vinesh Kumar Jairath (Member); viii. Akhilesh Gupta (Member); and vi. Amelia Fernandes (Member).
4.	Risk Management Committee	i. Habil Fakhruddin Khorakiwala, (Chairman); ii. Murtaza Khorakiwala, (Member); and iii. Davinder Singh Brar, (Member).
5.	Corporate Social Responsibility Committee	i. Davinder Singh Brar (Chairman); ii. Habil Fakhruddin Khorakiwala (Member); iii. Aman Mehta (Member); iv. Huzaifa Khorakiwala (Member); and v. Amelia Fernandes (Member).

Other Confirmations

None of our Directors, Promoters or Key Managerial Personnel or members of Senior Management have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

Neither our Company, nor the Directors or Promoters have ever been identified as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters and Fraudulent Borrowers issued by the RBI.

None of our Promoters or Directors have been declared as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of the Directors, Promoters, Key Managerial Personnel or members of Senior Management of our Company intend to subscribe to the Issue.

No change in control in our Company will occur consequent to the Issue.

Policy on disclosures and internal procedure for prevention of insider trading

SEBI Insider Trading Regulations applies to our Company and our employees and requires our Company to implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and conduct for the prevention of insider trading. Our Company has implemented a code of practices and procedures for fair disclosure of unpublished price sensitive information in accordance with the SEBI Insider Trading Regulations.

Related Party Transactions

For details in relation to the related party transactions entered into by our Company during Fiscals 2021, 2022 and 2023, see "***Financial Information***" and "***Related Party Transactions***" beginning on pages 270 and 41, respectively.

ORGANISATIONAL STRUCTURE OF OUR COMPANY

Corporate History

Our Company was incorporated as '*Wockhardt Pharmaceuticals Limited*' on July 8, 1999, as a public limited company under the Companies Act, 1956, as amended, pursuant to a certificate of incorporation granted by the RoC. Our Company received the certificate of commencement of business from the RoC on September 1, 1999. Subsequently, pursuant to a board resolution passed on December 3, 1999, and special resolution passed at the meeting of the shareholders held on December 3, 1999, the name of our Company was changed to '*Wockhardt Limited*' and consequently, a fresh certificate of incorporation, dated December 28, 1999, was issued by the RoC.

Our Company's CIN is L24230MH1999PLC120720

The registered of our Company is located at Wockhardt Research Centre, D-4, MIDC, Chikalthana, Aurangabad, Maharashtra, India 431 006.

The corporate office of our Company is located at Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

Our Equity Shares are listed on BSE and NSE since February 21, 2000 and February 23, 2000 respectively.

Organizational Structure

As of the date of this Placement Document, we have 28 Subsidiaries. Further, as on the date of this Placement Document, our Company does not have any joint ventures or associate companies. For further details, see "***Definitions and Abbreviations***" and "***Financial Information***" on pages 19 and 270, respectively.

SHAREHOLDING PATTERN OF OUR COMPANY

Shareholding pattern of our Company as on December 31, 2023

The following table sets forth the details regarding the equity shareholding pattern of our Company as on December 31, 2023:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoters and Promoter Group	13	7,91,56,076	0	0	7,91,56,076	54.93	7,91,56,076	0	7,91,56,076	54.93	0	54.93	0	0.00	5,89,77,700	74.51	7,91,56,076
(B)	Public	1,61,800	6,49,45,397	0	0	6,49,45,397	45.07	6,49,45,397	0	6,49,45,397	45.07	0	45.07	0	0.00	NA	NA	6,44,98,972
(C)	Non-Promoter-Non-Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(C1)	Shares underlying depository receipts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(C2)	Shares held by employee trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total	**1,61,813**	**14,41,01,473**	**0**	**0**	**14,41,01,473**	**100.00**	**14,41,01,473**	**0**	**14,41,01,473**	**100.00**	**0**	**100.00**	**0**	**0.00**	**5,89,77,700**	**40.93**	**14,36,55,048**

Notes:

1. *It is clarified that due to legal restrictions on holding shares by the actual shareholders i.e. trusts and partnership firms, the trustee companies namely Ananke Trustee Company Private Limited, Callirhoe Trustee Company Private Limited, Pasithee Trustee Company Private Limited and Themisto Trustee Company Private Limited holds shares in Wockhardt Limited on behalf of other entities as follows:*
   a. *The shares appearing under Category "Any Other - Promoters' Trust" are held by trustee companies in the capacity as trustee of the trusts as follows: Name of trustee company (1st holder) - holding shares on behalf of (trusts): i) Ananke Trustee Company Private Limited on behalf of Amalthea Discretionary Trust, ii) Callirhoe Trustee Company Private Limited on behalf of Lysithea Discretionary Trust, iii) Pasithee Trustee Company Private Limited on behalf of HNZ Discretionary Trust, iv) Themisto Trustee Company Private Limited on behalf of Habil Khorakiwala Trust;*
   b. *The shares appearing under Category "Any Other - Partnership Firm" are held by the said Companies in capacity as a trustee of the respective partnership firm as follows: Name of company (1st holder) - holding shares on behalf of (partnership firms): i) Ananke Trustee Company Pvt. Ltd. On behalf of Amalthea Consultants ii) Callirhoe Trustee Company Pvt. Ltd. On behalf of Lysithea Consultants iii) Pasithee Trustee Company Pvt. Ltd. On behalf of HNZ Consultants iv) Themisto Trustee Company Pvt. Ltd. On behalf of Humuza Consultants.*

2. *Ms. Zahabiya Khorakiwala, Dartmour Holdings Private Limited, Palanpur Holdings and Investments Private Limited and Khorakiwala Holdings and Investments Private Limited does not currently hold any equity share in the Company, however, they form part of Promoters and Promoter Group of the Company and are accordingly disclosed with Nil holding in the shareholding pattern. They are also not considered in calculation of total number of shareholders.*

3. *Details of Shares which remain in Unclaimed Escrow Account on account of rejection due to technical error during Right Issue 2022 corporate action: No. of shareholders - 6 and No. of Shares - 247 (considered under the catagory of Bodies Corporate).*

4. *Shares shown in "any other (Directors and their relatives)" are held by Independent Directors of the Company.*

5. *Guardian Finance Private Limited wrongfully invoked pledge on 20,00,000 equity shares of the Company which are under dispute and promoters are in the process of recovering these shares through necessary legal actions. The above event was intimated to the stock exchanges on 28th July, 2023 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company.*

Statement showing shareholding pattern of our Promoters and Promoter Group

The following table sets forth the details regarding the equity shareholding pattern of our Promoters and Promoter Group as on December 31, 2023:

Category	Category & Name of shareholder (I)	Entity type (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
									Number of Voting Rights: Class e.g.: Equity Shares	Number of Voting Rights: Class e.g.: Others	Number of Voting Rights: Total	Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(1)	**Indian**																		
(a)	**Individuals**		5	11,80,051	0	0	11,80,051	0.82	11,80,051	0	11,80,051	0.82	0	0.82	0	0.00	0	0.00	11,80,051
	Habil F Khorakiwala	Promoter	1	5,97,286	0	0	5,97,286	0.41	59,72,86	0	5,97,286	0.41	0	0.41	0	0.00	0	0.00	5,97,286
	Murtaza Habil Khorakiwala	Promoter Group	1	2,94,060	0	0	2,94,060	0.20	2,94,060	0	2,94,060	0.20	0	0.20	0	0.00	0	0.00	2,94,060
	Huzaifa Habil Khorakiwala	Promoter Group	1	2,80,800	0	0	2,80,800	0.19	2,80,800	0	2,80,800	0.19	0	0.19	0	0.00	0	0.00	2,80,800
	Nafisa Habil Khorakiwala	Promoter Group	1	5,565	0	0	5,565	0.00	5,565	0	5,565	0.00	0	0.00	0	0.00	0	0.00	5,565
	Miqdad H Khorakiwala	Promoter Group	1	2,340	0	0	2,340	0.00	2,340	0	2,340	0.00	0	0.00	0	0.00	0	0.00	2,340
	Zahabiya H Khorakiwala	Promoter Group	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0
(d)	**Any Other (specify)**		8	7,79,76,025	0	0	7,79,76,025	54.11	7,79,76,025	0	7,79,76,025	54.11	0	54.11	0	0.00	5,89,77,700	75.64	7,79,76,025
(i)	**Promoter Trust**	Promoter Group	4	19,91,281	0	0	19,91,281	1.38	19,91,281	0	19,91,281	1.38	0	1.38	0	0.00	0	0	19,91,281
(ii)	**Bodies Corporate**	Promoter Group	4	7,59,84,744	0	0	7,59,84,744	52.73	7,59,84,744	0	7,59,84,744	52.73	0	52.73	0	0.00	5,89,77,700	77.62	7,59,84,744
	Sub Total (A)(1)		**13**	**7,91,56,076**	**0**	**0**	**7,91,56,076**	**54.93**	**7,91,56,076**	**0**	**7,91,56,076**	**54.93**	**0**	**54.93**	**0**	**0.00**	**5,89,77,700**	**74.51**	**7,91,56,076**
(2)	**Foreign**																		
	Sub Total (A)(2)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and		**13**	**7,91,56,076**	**0**	**0**	**7,91,56,076**	**54.93**	**7,91,56,076**	**0**	**7,91,56,076**	**54.93**	**0**	**54.93**	**0**	**0.00**	**5,89,77,700**	**74.51**	**7,91,56,076**

Category	Category & Name of shareholder (I)	Entity type (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
									Number of Voting Rights			Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
									Class e.g.: Equity Shares	Class e.g.: Others	Total								
	Promoter Group (A)= (A)(1)+(A)(2																		

Statement showing shareholding pattern of the Public Shareholders

The following table sets forth the details regarding the equity shareholding pattern of the Public Shareholders as on December 31, 2023:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)	Sub-categorization of Equity Shares (XV)		
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)		Shareholding (no. of Equity Shares) under		
								Class e.g.: Equity Shares	Class e.g.: Others	Total									Sub-category I	Sub-category II	Sub-category III
1.	**Institutions (Domestic)**																		-	-	-
(a)	**Mutual Funds/**	4	1,36,671	0	0	1,36,671	0.09	1,36,671	0	1,36,671	0.09	0	0.09	0	0.00	NA	NA	1,36,671	-	-	-
(b)	**Alternate Investment Funds**	4	3,09,062	0	0	30,09,062	0.21	3,09,062	0	3,09,062	0.21	0	0.21	0	0.00	NA	NA	3,09,062			
(c)	**Banks**	4	630	0	0	630	0.00	630	0	630	0.00	0	0.00	0	.00	NA	NA	130			
(d)	**Insurance Companies**	2	1,475	0	0	1,475	0.00	1,475	0	1,475	0.00	0	0.00	0	0.00	NA	NA	75			
(e)	**NBFCs registered with RBI**	3	44,546	0	0	44,546	0.03	44,546	0	44,546	0.03	0	0.03	0	0.00	NA	NA	44,546			
	Sub Total B1	**17**	**4,92,384**	**0**	**0**	**4,92,384**	**0.34**	**4,92,384**	**0**	**4,92,384**	**0.34**	**0**	**0.34**	**0**	**0.00**	**NA**	**NA**	**4,90,484**	-	-	-
2.	**Institutions (Foreign)**																				
(a)	**Foreign Portfolio Investors Category I**	75	57,00,429	0	0	57,00,429	3.96	57,00,429	0	57,00,429	3.96	0	3.96	0	0.00	NA	NA	57,00,429			
(b)	**Foreign Portfolio Investors Category II**	4	2,96,406	0	0	2,96,406	0.21	2,96,406	0	2,96,406	0.21	0	0.21	0	0.00	NA	NA	2,96,406			
(c)	**Any other (specify)**	5	11,400	0	0	11,400	0.01	11,400	0	11,400	0.01	0	0.01	0	0.00	NA	NA	10,200			
(i)	**Foreign Institutional Investors**	3	1,200	0	0	1,200	0.00	1,200	0	1,200	0.00	0	0.00	0	0.00	NA	NA	0			
(ii)	**Foreign Bank**	2	10,200	0	0	10,200	0.01	10,200	0	10,200	0.01	0	0.01	0	0.00	NA	NA	10,200			
	Sub Total B2	**84**	**60,08,235**	**0**	**0**	**60,08,235**	**4.17**	**60,08,235**	**0**	**60,08,235**	**4.17**	**0**	**4.17**	**0**	**0.00**	**NA**	**NA**	**60,07,035**	-	-	-
3.	**B3) Central Government/ State Government(s)/**	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0			

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)	Sub-categorization of Equity Shares (XV)		
								Number of Voting Rights			Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)		Shareholding (no. of Equity Shares) under		
								Class e.g.: Equity Shares	Class e.g.: Others	Total									Sub-category I	Sub-category II	Sub-category III
	President of India																				
	Sub Total B3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	-	-	-
4.	**B4) Non-Institutions**																				
(a)	Key managerial personnel	1	6,501	0	0	6,501	0.00	6,501	0	6,501	0.00	0	0.00	0	0.00	NA	NA	6,501			
(b)	Investor education and protection fund	1	2,26,844	0	0	2,26,844	0.52	2,26,844	0	2,26,844	0.16	0	0.16	0	0.00	NA	NA	2,26,844			
(c)	Resident individual holding nominal share capital up to ₹ 2 lakhs	1,54,655	3,66,68,731	0	0	3,66,68,731	25.45	3,66,68,731	0	3,66,68,731	25.45	0	25.45	0	0.00	NA	NA	3,62,31,906			
(d)	Resident individual holding nominal share capital in excess of ₹ 2 lakhs	70	1,07,98,599	0	0	1,07,98,599	7.49	1,07,98,599	0	1,07,98,599	7.49	0	7.49	0	0.00	NA	NA	1,07,98,599			
(e)	Non-resident Indians	2,312	19,29,452	0	0	19,29,452	1.34	19,29,452	0	19,29,452	1.34	0	1.34	0	0.00	NA	NA	19,25,252			
(f)	Bodies Corporate	791	61,68,406	0	0	61,68,406	4.28	61,68,406	0	61,68,406	4.29	0	4.28	0	0.00	NA	NA	61,66,106			
(g)	Any Other (specify)	3,869	26,46,245	0	0	26,46,245	1.83	26,46,245	0	26,46,245	1.83	0	1.83	0	0.00	NA	NA	26,46,245			
	Sub Total B4	**1,61,699**	**5,84,44,778**	**0**	**0**	**5,84,44,778**	**40.56**	**5,84,44,778**	**0**	**5,84,44,778**	**40.56**	**0**	**40.56**	**0**	**0.00**	**NA**	**NA**	**5,80,01,453**	-	-	-
	B=B1+B2+B3+B4	**1,61,800**	**6,49,45,397**	**0**	**0**	**6,49,45,397**	**45.07**	**6,49,45,397**	**0**	**6,49,45,397**	**45.07**	**0**	**45.07**	**0**	**0.00**	**NA**	**NA**	**6,44,98,972**	-	-	-

Statement showing shareholding pattern of Non-Promoter-Non-Public Shareholders

The following table sets forth the details regarding the equity shareholding pattern of Non-Promoter-Non-Public Shareholders as on December 31, 2023:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights: Class e.g.: Equity Shares	Number of Voting Rights: Class e.g.: Others	Number of Voting Rights: Total	Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
1	**Custodian / DR Holder**	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
2	**Employee Benefit Trust**	0	0	0	0	0	0.00	0	0	0.00	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1) + (C)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the application, payment of Application Amount, Allocation and Allotment of the Equity Shares pursuant to the Issue. The procedure followed in the Issue may differ from the one mentioned below, and Bidders are assumed to have apprised themselves of the same from our Company or the BRLM.

Our Company, the BRLM and its directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Bidders were advised to make their independent investigations and satisfy themselves that they were eligible to apply. Bidders were advised to ensure that any single Bid from them did not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Bidders were required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations and other applicable laws.

*Bidders are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. Bidders that applied in the Issue have deemed to confirm and represent to our Company, the BRLM and its directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the BRLM and its directors, officers, agents, advisors, shareholders, employees, counsels, affiliates, and representatives accept no responsibility or liability for advising any Bidder on whether such Bidder is eligible to acquire the Equity Shares. For further details, please see the sections titled "**Selling Restrictions**" and "**Transfer Restrictions and Purchaser Representations**" on pages* 237 *and* 243 *respectively.*

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBS ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

The Preliminary Placement Document has not been, and this Placement Document will not be, filed as a prospectus with the RoC and, no Equity Shares have been offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue was made to Eligible QIBs in accordance with Chapter VI of the SEBI ICDR Regulations, Section 42 and Section 62 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules thereunder, to the extent applicable, through the mechanism of a qualified institutions placement. Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, to the extent applicable, our Company, being a listed company in India may issue Equity Shares to Eligible QIBs, provided, inter alia that:

- a special resolution approving the qualified institutions placement has been passed by its shareholders. Such special resolution must specify (i) that the allotment of the securities is proposed to be made pursuant to the qualified institutions placement; and (ii) the relevant date for the qualified institutions placement;

- the explanatory statement to the notice to the shareholders for convening the general meeting must disclose, amongst others, the particulars of the issue including the date of passing the board resolution, the kind of securities being offered, amount which the company intends to raise by way of such securities and the material terms of raising such securities, proposed issue schedule, the purpose or objects of offer, the contribution made by the promoters or directors either as part of the offer or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the equity shares of the same class of such issuer, which are proposed to be allotted through the qualified institutions placement or pursuant to conversion or exchange of eligible securities, are listed on a recognized stock exchange in India that has nation-wide trading terminals for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the above-mentioned special resolution, except for Equity Shares allotted during the preceding one year from the date of this Placement Document. For details, please see the section titled "***Capital Structure***" on page 89;

- issuance and allotment of Equity Shares shall be done in dematerialised form only;

- invitation to apply in the Issue was made through a private placement offer-cum-application (i.e., the Preliminary Placement Document) and an Application Form serially numbered and addressed specifically to the Eligible QIBs to whom the Issue was made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue;

- our Company shall have completed allotments with respect to any offer or invitation made by our Company or has withdrawn or abandoned any such invitation or offer, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed;

- our Promoters and Directors are not Fugitive Economic Offenders;

- an offer to Eligible QIBs was not subject to a limit of 200 persons. Prior to circulating the private placement offer-cum- application (i.e., the Preliminary Placement Document), our Company had prepared and recorded a list of Eligible QIBs to whom the offer was made. The offer must be made only to such Eligible QIBs whose names were recorded by our Company prior to the invitation to subscribe;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilization of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited;

- At least 10% of the Equity Shares offered to Eligible QIBs was made available for Allocation to Mutual Funds, provided that, if this portion or any part thereof available for allotment to Mutual Funds remained unsubscribed, it may be allotted to other Eligible QIBs; and

- The Issuer shall not issue or allot partly-paid up shares.

Bidders were allowed to withdraw or revise their Bids downwards after the Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price of the Equity Shares offered under this Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" referred to above means the date of the meeting in which the Board decides to open the Issue and "stock exchange" means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. Further, in accordance with Regulation 176(1) of the SEBI ICDR Regulations and the resolution of our Board on May 26, 2023, and the shareholders of our Company on August 14, 2023, our Company has offered a discount of ₹ 27.02 per Equity Share, equivalent to 4.97% on the Floor Price.

In accordance with Regulation 172(1)(a) of the SEBI ICDR Regulations, the Equity Shares will be Allotted within 365 days from the date of the shareholders' resolution approving the Issue, being August 14, 2023, and within 60 days from the date of receipt of Bid Amount from the Successful Bidders. For details of refund of Bid Amount, please see section titled **"*Issue Procedure – Refunds*"** on page 233.

The subscription to the Equity Shares offered pursuant to the Issue was made by Eligible QIBs on the basis of the Preliminary Placement Document and this Placement Document which contained all material information required under applicable law including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under Form PAS-4. The Preliminary Placement Document and this Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an offer to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Placement Document addressed to you, you may not rely on the Preliminary Placement Document or this Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

This Issue was authorized and approved by our Board of Directors by way of resolution dated May 26, 2023, and by our Shareholders through special resolution on August 14, 2023.

The minimum number of Allottees for each qualified institutions placement shall not be less than:

- two, where the issue size is less than or equal to ₹ 250 crore; and

- five, where the issue size is greater than ₹ 250 crores.

No single Allottee shall be Allotted more than 50% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes "same group" or "common control", see "***Bid Process —Application Form***" on page 228.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognised stock exchange. In addition, purchasers of the Equity Shares Allotted pursuant to the Issue shall comply with the resale restrictions set forth in the sections titled, "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 237 and 243, respectively.

We had applied for, and received, the in-principle approvals of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares on the Stock Exchanges on March 19, 2024. We had filed a copy of the Preliminary Placement Document and will file a copy of this Placement Document with the Stock Exchanges.

We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules, to the extent applicable.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.

The Equity Shares issued pursuant to this Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see "*Selling Restrictions*" on page 237. The Equity Shares sold in the Issue are transferable only in accordance with the restrictions set forth under the sections "*Selling Restrictions*" and "*Transfer Restrictions and Purchase Representations*" on pages 237 and 243, respectively.

Issue Procedure

1. On the Issue Opening Date, our Company and the BRLM had circulated serially numbered copies of the Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to identified Eligible QIBs and the Application Form was specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company has maintained complete records of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to the extent applicable, to whom the Preliminary Placement Document and the serially numbered Application Form were dispatched. Our Company will make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules, if and to the extent applicable. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form were delivered was determined by our Company in consultation with the BRLM, at their sole discretion.

2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Bid Amount was to be deposited, was addressed to a particular Eligible QIB, no invitation to make an offer to subscribe was deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer was deemed to have been made to such person and any application that does not comply with this requirement was treated as invalid.

3. Eligible QIBs were required to submit the Application Form, including any revisions thereof along with the Bid Amount transferred to the Escrow Account specified in the Application form and a copy of the PAN card or PAN allotment letter (as applicable) and/or any other documents mentioned in the Application Form, during the Issue Period to the BRLM. The Application Form was required to be be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB was allowed to submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount had been transferred to the Escrow Account, such Application Form constituted an irrevocable offer and could not have been withdrawn or revised downwards after the Issue Closing Date. In case Bids were made on behalf of the Eligible QIB and the Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so.

4. Bidders were required to indicate the following in the Application Form:

    - full official name of the Eligible QIB to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), contact number and bank account details;

- number of Equity Shares Bid for;
- price at which they are agreeable to subscribe for the Equity Shares and the aggregate Bid Amount for the number of Equity Shares Bid for;
- details of the depository / beneficiary account maintained by the Depository Participant to which the Equity Shares should be credited;
- Equity Shares held by the Eligible QIBs in our Company prior to the Issue; and
- a representation that it is outside the United States and has agreed to certain other representations set forth in the "***Representations by Investors***" on page 3 and "***Transfer Restrictions and Purchaser Representations***" on page 243 and certain other representations made in the Application Form.

***Note**: Eligible FPIs were required to indicate the SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodians of Mutual Funds were required to specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid was allowed to be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund were not treated as multiple Bids provided that the Bids clearly indicated the scheme for which the Bid had been made. Application by various schemes or funds of a Mutual Fund was treated as one application from the Mutual Fund. Bidders were advised to ensure that any single Bid from them did not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.*

5. Eligible QIBs were required to make the entire payment of the Bid Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of "*Wockhardt Limited - Escrow Account QIP 2024*" with the Escrow Agent, within the Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Bid Amount for the Equity Shares was required to be made from the bank accounts of the relevant Bidders and our Company has kept a record of the bank account from where such payment has been received. Bid Amount payable on Equity Shares to be held by joint holders were required to be paid from the bank account of the person whose name appears first in the Application Form. Pending Allotment, and the filing of return of Allotment by our Company with the RoC, or receipt of final listing and trading approvals from the Stock Exchanges, whichever is later, Application Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event (a) any Bidder is not Allocated Equity Shares in the Issue, (b) the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, (c) the Application Amount was in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, or the Application Amount has been arrived at using an indicative price higher than the Issue Price, or (d) any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "***Issue Procedure – Refunds***" on page 233.

6. Once a duly completed Application Form was submitted by a Bidder and the Bid Amount was transferred to the Escrow Account, such Application Form constituted an irrevocable offer and the Bid could not have been withdrawn or revised downwards after the Issue Closing Date. The Issue Closing Date was notified to the Stock Exchanges and the Eligible QIBs were deemed to have been given notice of such date after receipt of the Application Form.

7. Upon receipt of the duly completed Application Form and the Bid Amount in the Escrow Account, after the Issue Closing Date, our Company shall, in consultation with the BRLM determined the final terms, including the Issue Price of the Equity Shares to be offered pursuant to the Issue and Allocation. Upon such determination, the BRLM sent the serially numbered CAN to the Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN, and this Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated. **Please note that the Allocation will be at the absolute discretion of our Company and will be in consultation with the BRLM.**

8. The Bidder acknowledges that in terms of the requirements of the Companies Act, 2013 upon Allocation, our Company is required to disclose the names of proposed allottees and the percentage of their post-Issue shareholding in this Placement Document and consents to such disclosure, if any Equity Shares are allocated to it.

9. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the BRLM, on our behalf, sent a serially numbered Placement Document either in electronic form

or through physical delivery to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

10. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.

11. After passing the resolution for Allotment, and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the depository participant, as indicated in their respective Application Form, our Company shall submit relevant documents to the Stock Exchanges in respect of the Equity Shares Allotted pursuant to the Issue.

12. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

13. Our Company shall then apply for the final listing and trading permissions from the Stock Exchanges.

14. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant accounts of the Successful Bidders shall be eligible for trading on the Stock Exchanges only upon the receipt of final listing and trading approvals from the Stock Exchanges.

15. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt the receipt of the listing and trading approvals to those Successful Bidders to whom the Equity Shares have been Allotted. Our Company, and the BRLM shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

16. A representation that it is outside the United States and is acquiring the Equity Shares in an "*offshore transaction*" as defined in, and in reliance on, Regulation S, is not an affiliate of the Company or the BRLM or a person acting on behalf of such an affiliate and it has agreed to certain other representations set forth in the Application Form.

Eligible Qualified Institutional Buyers

Only Eligible QIBs were eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Rules or a multilateral or bilateral development financial institution eligible to invest in India under applicable law, were considered as Eligible QIBs. FVCIs were not permitted to participate in the Issue. Currently, QIBs, who were eligible to participate in the Issue and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- mutual funds, venture capital fund and alternate investment funds registered with SEBI;
- a foreign portfolio investor other than individuals, corporate bodies and family offices, registered with SEBI;
- insurance companies registered with the Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions (which are resident in India);
- pension funds with minimum corpus of ₹ 25 crore;
- provident funds with minimum corpus of ₹ 25 crore;
- public financial institutions as defined under Section 2(72) of the Companies Act, 2013;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005, of the Government published in the Gazette of India; and
- systemically important non-banking financial companies.

Eligible FPIs were permitted to participate under Schedule II of FEMA Rules in this Issue. Eligible FPIs were permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of the FPIs do not exceed specified limits as prescribed under applicable laws in this regard. FVCIs were permitted to participate in this Issue.

In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) were not permitted to exceed 10% of our post-Issue Equity Share capital of our Company. Further, in terms of the FEMA Rules, the total holding by each FPI or investor group shall be below 10% of the total paid-up Equity Share capital of our Company. Hence, Eligible FPIs were allowed to invest in such number of Equity Shares in the Issue such that (i) the individual investment of the FPI in our Company did not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis, and (ii) the aggregate investment by FPIs in our Company did not exceed the sectoral cap applicable to our Company on a fully diluted basis. In case the holding of an FPI or investor group increased to 10% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done within the aforementioned prescribed time, the total investment made by such FPI together with its investor group will be re-classified as FDI as per the procedure specified by SEBI, and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates (i.e., 100% in greenfield and in brownfield, 74% via automatic route and Government route beyond 74%.). However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (i) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable.

Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (Circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

As per the circular issued by SEBI on November 5, 2019, these investment restrictions shall also apply to subscribers of P-Notes. Two or more subscribers of P-Notes having a common beneficial owner shall be considered together as a single subscriber of the P-Note. In the event an investor has investments as a FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying company.

Eligible FPIs were permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs was included.

Restriction on Allotment

Pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any Eligible QIB being, or any person related to, our Promoters. QIBs which have all or any of the following rights shall be deemed to be persons related to our Promoters:

- rights under a shareholders' agreement or voting agreement entered into with our Promoters or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on our Board.

Provided, however, that an Eligible QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to our Promoters.

Our Company and the BRLM and any of its shareholders, employees, counsels, officers, directors, representatives, agents, advisors or affiliates are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations.

A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Note: *Affiliates or associates of the BRLM who are QIBs were allowed to participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs were permitted to only use the serially numbered Application Forms (which are specifically addressed to them) supplied by our Company and/or the BRLM in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of the Preliminary Placement Document and this Placement Document. The Application Form was to be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB could submit an unsigned copy of the Application Form, as long as the Application Amount was paid along with submission of the Application Form within the Issue Period, and in such case, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Placement Document, the Eligible QIB has been deemed to have made the following representations, warranties, acknowledgements and undertakings given or made under "***Notice to Investors***", "***Representations by Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 1, 3, 237 and 243, respectively:

1. The Bidder confirmed that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

2. The Bidder confirmed that it is not a Promoter of our Company and is not a person related to the Promoters of our Company, either directly or indirectly and its Application Form does not directly or indirectly represent our Promoter or Promoter Group or persons related to our Promoter;

3. The Bidder confirmed that it has no rights under a shareholders' agreement or voting agreement with the Promoters of our Company or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares, which was not deemed to be a person related to our Promoters;

4. The Bidder acknowledged that it had no right to withdraw or revise its Bid downwards after the Issue Closing Date;

5. The Bidder confirmed that if the Equity Shares are Allotted through the Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the floor of the Stock Exchanges;

6. The Bidder confirmed that the QIB is eligible to Bid for and hold the Equity Shares so Allotted and together with any Equity Shares held by the QIB prior to the Issue. The Bidder further confirmed that the holding of the QIB, did not, exceed the level permissible as per any regulations applicable to the QIB;

7. The Bidder confirmed that the Application would not result in triggering a tender offer under the SEBI Takeover Regulations;

8. The Bidder confirmed that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

9. The Bidder agreed and made payment of its Bid Amount, along with submission of the Application Form within the Issue Period. The Bidder agrees that once a duly filled Application Form is submitted by itself, whether signed or not,

and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date;

10. The Bidder agreed that although the Bid Amount was required to be paid by it, along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the BRLM. The Bidder further acknowledges and agrees that the payment of Bid Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

11. The Bidder acknowledged that in terms of the requirements of the Companies Act, 2013 upon Allocation, the Company is required to disclose their names as "proposed Allottees" and percentage of post-Issue shareholding of the proposed Allottees in this Placement Document and consents of such disclosure, if any Equity Shares are Allocated to it. However, the Bidder further acknowledged and agreed, disclosure of such details in relation to the proposed Allottees in this Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the discretion of the Company, in consultation with the BRLM;

12. The Bidder confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue size. For the purposes of this representation:

    a. The expression "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and Independent Directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB ; and

    b. 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations.

13. The Eligible QIB confirmed that:

    c. It is outside the United States and subscribing to the Equity Shares in an "offshore transaction" in reliance upon Regulation S, and is not our affiliate or a person acting on behalf of such an affiliate; and

    d. It has agreed to the other representations set forth in the sections titled, "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 237 and 243 respectively, and the other representations made in the Application Form.

14. The Bidder acknowledged that no Allotment shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price;

15. The Bidder confirms that it shall not undertake any trade in the Equity Shares credited into the beneficiary account maintained with the Depository Participant by the QIBs until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

16. The Bidder acknowledged, represented and agreed that in the event its total interest in the paid-up share capital of our Company or voting rights in our Company, whether direct or indirect, beneficial or otherwise (any such interest, your "**Holding**"), when aggregated together with any existing Holding and/or Holding of any of the persons acting in concert, results in Holding of 5% or more of the total paid-up share capital of, or voting rights in, our Company a disclosure of the aggregate shareholding and voting rights will have to be made under the SEBI Takeover Regulations. In case such Eligible QIB is an existing shareholder who, together with persons acting in concert, holds 5% or more of the underlying paid up share capital of, or voting rights in our Company a disclosure will have to be made under the SEBI Takeover Regulations in the event of a change of 2% or more in the existing Holding of the Eligible QIB and persons acting in concert;

17. The Eligible FPI, confirmed that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis. The Bidder confirmed that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations; and

18. The Bidder has read and understood, and by making a Bid for the Equity Shares through the Application Forms and pursuant to the terms of the Placement Document, have deemed to have made the representations, warranties and

agreements made under "***Notice to Investors***", "***Representations by Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on page 1, 3, 237 and 243, respectively.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India and the FDI Policy, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route. Further, the sectoral cap applicable to the sector in which our Company operates is 100% in greenfield and 74% in brownfield, via automatic route and Government route beyond 74%.

ELIGIBLE QIBS WERE REQUIRED TO PROVIDE THEIR NAME, COMPLETE ADDRESS, EMAIL ID, PHONE NUMBER, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN / PAN ALLOTMENT LETTER (IF APPLICABLE), DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS WERE REQUIRED TO ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM WAS EXACTLY THE SAME AS THE NAME IN WHICH THEIR DEPOSITORY / BENEFICIARY ACCOUNT WAS HELD.

IF SO, REQUIRED BY THE BRLM, THE ELIGIBLE QIBS SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WERE ALSO REQUIRED TO SUBMIT REQUISITE DOCUMENT(S) TO THE BRLM TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.

IF SO, REQUIRED BY THE BRLM, THE ESCROW AGENT OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSING DATE, THE ELIGIBLE QIBS SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WERE ALSO REQUIRED REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account were obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Bid Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Bid Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Bid Amount pursuant to the Application Form by a Bidder was be deemed a valid, binding and irrevocable offer for such Bidder to pay the entire Issue Price for the Equity Shares and becomes a binding contract on a Successful Bidder upon issuance of the CAN and this Placement Document (when dispatched) by our Company or by the BRLM in favour of the Successful Bidder.

Submission of Application Form

All Application Forms were required to be duly completed with information including the name of the Bidder, the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter (if applicable). The Bid Amount were required to be deposited in the Escrow Account as is specified in the Application Form and the Application Form were required to be submitted to the BRLM either through electronic form or through physical delivery at either of the following addresses:

Name of the BRLM	Address	Contact Person	Email	Contact Number
DAM Capital Advisors Limited	One BKC, Tower C, 15th Floor, Unit No.1511 Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India	Chandresh Sharma/ Puneet Agnihotri	wockhardt.qip@damcapital.in	+91 22 4202 2500

The BRLM was not required to provide any written acknowledgement of the receipt of the Application Form and the Bid Amount.

Bidders Bidding in the Issue were required to pay the entire Bid Amount along with the submission of the Application Form, within the Issue Period.

Payment of Bid Amount

Our Company has opened the Escrow Account in the name of "*Wockhardt Limited - Escrow Account QIP 2024*" with the Escrow Agent, in terms of the arrangement among our Company, the BRLM and the Escrow Agent. Each Bidder was required to deposit the Bid Amount payable for the Equity Shares Bid by it along with the submission of the Application Form and during the Bidding Period. Bidders were required to make payment of the Bid Amount only through electronic transfer of funds from their own bank account.

Note: Payments were required to be made only through electronic fund transfer. Payments made through cash or cheques were liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form was liable to be cancelled and rejected.

Pending Allotment, our Company undertakes to utilise the amount deposited in "*Wockhardt Limited - Escrow Account QIP 2024"* only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of Bid Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount was in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, or the Application Amount has been arrived at using an indicative price higher than the Issue Price, or any Bidder lowers or withdraws their Bid after submission of the Application Form but prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in *"**Issue Procedure – Refunds***" on page 233.

Pricing and Allocation

There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price was not less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the stock exchange during the two weeks preceding the Relevant Date. However, a discount of ₹ 27.02 per Equity Share, equivalent to 4.97% on the Floor Price has been offered by our Company in accordance with the provisions of the SEBI ICDR Regulations.

Our Company, in consultation with the BRLM, has determined the Issue Price, which was at or above the Floor Price.

The "Relevant Date" referred to above, for Allotment, is the date of the meeting in which the Board decided to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares of the Company of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date.

Build-up of the Book

The Eligible QIBs were required to submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the BRLM. Such Bids were not allowed to be withdrawn or revised downwards after the Issue Closing Date. The book shall be maintained by the BRLM.

Price Discovery, Terms and Allocation

Our Company, in consultation with the BRLM, has determined the Issue Price, and in compliance with Chapter VI of the SEBI ICDR Regulations. However, our Company offere a discount of ₹ 27.02 per Equity Share, equivalent to 4.97% on the Floor Price in terms of Regulation 176 of the SEBI ICDR Regulations as approved by the Board pursuant to resolution dated May 26, 2023, and the resolution of our Shareholders on August 14, 2023.

After finalisation of the Issue Price, our Company updated the Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as this Placement Document.

Method of Allocation

Our Company has determined the Allocation in consultation with the BRLM on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price were grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size was undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company, in consultation with the BRLM, have the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY, IN CONSULTATION WITH THE BRLM, IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL BIDDERS. BIDDERS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY, IN CONSULTATION WITH THE BRLM, AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE BID AMOUNT AT OR ABOVE THE ISSUE PRICE. NEITHER OUR COMPANY NOR THE BRLM ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

Confirmation of Allocation Note (CAN)

Based on receipt of the serially numbered Application Forms and Bid Amount, our Company, in consultation with the BRLM, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price and the Bid Amount for the Equity Shares Allocated to them shall be notified to such Successful Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in the Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and this Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIBs to subscribe to the Equity Shares Allocated to such Successful Bidders. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees in consultation with the BRLM.

Successful Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, an Eligible QIB would have deemed to have made the representations and warranties as specified in "***Notice to Investors***" on page 1 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by Stock Exchanges.

Designated Date and Allotment of Equity Shares

1. Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the respective CANs.

2. In accordance with the SEBI ICDR Regulations, the Equity Shares were offered, and Allotment shall be made only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, no transfer in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.

3. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reasons whatsoever.

4. Following the Allotment of the Equity Shares pursuant to the Issue, our Company shall submit the necessary documents with the Stock Exchanges in relation to the Issue and post that our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

5. Following the credit of Equity Shares into the Successful Bidders' beneficiary accounts (a) the Successful Bidders will be eligible for trading on the Stock Exchanges immediately upon such credit, and (b) the monies lying to the credit of the Escrow Account shall be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and the Company files the return of Allotment in connection with the Issue with the RoC.

6. After finalization of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and file it with the Stock Exchanges as this Placement Document, including the details of names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company. Pursuant to a circular dated March 5, 2010 issued by the SEBI, the Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, namely, names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with this Placement Document.

7. In the event that we are unable to issue and Allot the Equity Shares offered in the Issue or if the Issue is cancelled within the timelines prescribed under the applicable laws, our Company shall repay the application monies within the timelines prescribed under the applicable laws, failing which our Company shall repay that monies with interest at such rate and in such manner as prescribed under the Companies Act, 2013 and SEBI ICDR Regulations. The application monies to be refunded by us shall be refunded to the same bank account from which application monies was remitted by the Bidders, as mentioned in the Application Form.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, or Equity Shares are not Allocated to a Bidder for any reasons, or the Application Amount paid by a Bidder is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to such Bidder and the Issue Price, or a Bidder lowers or withdraws the Bid prior to the Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted (as set out in the Application in the form and manner set out in the Refund Intimation Letter. The Refund Amount will be transferred to the relevant Bidders within two Working Days from the issuance of the CAN.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue or on cancellation of the Issue within the timelines prescribed under the applicable laws, our Company shall repay the Bid Amount as per the timelines prescribed under the applicable laws, failing which our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013 and SEBI ICDR Regulations.

Release of Funds to our Company

The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares issued pursuant to the Issue are received by our Company and the Company files the return of Allotment in connection with the Issue with the RoC. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

Other Instructions

Submission of Documents

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form were submitted as soon as practicable.

Permanent Account Number or PAN

Each Bidder was required to mention its PAN allotted under the Income Tax Act, 1961 ("**IT Act**") in the Application Form. A copy of PAN card was required to be submitted with the Application Form. However, this requirement did not apply to certain Bidders who were exempted from the requirement of obtaining a PAN under the IT Act. Further, the Application Forms without this information were considered incomplete and were liable to be rejected. It was to be specifically noted that applicants were not to submit the GIR number instead of the PAN as the Application Form was liable to be rejected on this ground.

Bank account details

Each Bidder mentioned the details of the bank account from which the payment of Bid Amount was made along with confirmation that such payment has been made from such account.

Right to Reject Applications

Our Company, in consultation with the BRLM, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the BRLM in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Bid Amount paid by the Bidder shall be refunded to the same bank account from which the Bid Amount was remitted by such Bidder, as set out in the Application Form. For details see "***Issue Procedure – Refund***" on page 233. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Equity Shares in dematerialised form with the Depositories

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode). Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013, the Depositories Act and other applicable laws. However, no transfer in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.

The Bidders applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either of the Depositories prior to making the Bid. Equity Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with the Depositories. The Stock Exchanges have electronic connectivity with the Depositories. The trading of the Equity Shares would be in dematerialised form only for all Allottees in the respective demat segment of the Stock Exchanges. Our Company and the BRLM will not be responsible or liable for the delay in the credit of the Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on part of the Bidder.

PLACEMENT

No assurance can be given as to the liquidity or sustainability of the trading market for the Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

Placement Agreement

The BRLM has entered into the Placement Agreement dated March 20, 2024 with our Company, pursuant to which the BRLM has agreed, subject to certain conditions, to manage the Issue and to act as placement agent in connection with the proposed Issue and procure subscription, on a reasonable efforts basis, for Equity Shares to be placed with the Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, to the extent applicable, as amended and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. The Placement Agreement contains customary representations, warranties and indemnities from our Company, and it is subject to satisfaction of certain conditions and subject to termination in accordance with the terms contained therein.

The Preliminary Placement Document and this Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares offered pursuant to the Issue, were offered in India or overseas to the public or any members of the public or any other class of prospective investors, other than Eligible QIBs.

No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. For further information, see "***Selling Restrictions***" and "***Transfer Restrictions and Purchase Representations***" on pages 237 and 243, respectively.

Applications shall be made to list the Equity Shares issued pursuant to the Issue and admit them to trading on the Stock Exchanges.

In connection with the Issue, the BRLM (or their affiliates) may, for its own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be offered pursuant to the Issue at the same time as the offer and sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the BRLM may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. The Affiliates of the BRLM may purchase Equity Shares and be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of P-Notes. For further details, see "***Offshore Derivative Instruments***" on page 8.

From time to time, the BRLM, and its affiliates may be engaged in or may in the future engage in transactions with and perform services, including but not limited to investment banking, advisory, banking, trading services for our Company, its Subsidiaries, its group companies, affiliates and the shareholders of our Company, as well as to their respective affiliates, pursuant to which fees and commissions have been paid or will be paid to the BRLM and its affiliates.

Lock-up

Under the Placement Agreement, our Company undertakes that it will not, for a period till 90 days from the date of allotment of Equity Shares pursuant to the Issue ("**Lock-up Period**"), without the prior written consent of the Placement Agent, do the following:

(a) directly or indirectly, offer, issue, contract to issue, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any of the Equity Shares or any securities convertible into or exercisable for the Equity Shares or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing;

(b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for the Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of the Equity Shares or such other securities, in cash or otherwise);

(c) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or

(d) publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above.

In addition, the undersigned agree that, without the prior written consent of the Placement Agent, it shall not, during the Lock-up Period, make any demand for or exercise any right with respect to, the registration of any Equity Shares or any other securities of the Company substantially similar to the Equity Shares, including, but not limited to options, warrants or other securities that are convertible into, exercisable or exchangeable for, or that represent the right to receive Equity Shares or any such substantially similar securities, whether now owned or hereinafter acquired, except for preferential or rights issue or allotment of Equity Shares pursuant to an employee stock option scheme or in the ordinary course of business.

This lock-up undertaking shall stand terminated if the Placement Agreement terminates in accordance with its terms prior to the date of the issuance of the Equity Shares under the Issue or upon the expiration of the Lock-up Period.

Promoter's and Promoter Group's lock-up

Under the Placement Agreement, to encourage the Placement Agent to enter into the Agreement and continue their effort in connection with the Issue and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, our Promoter and Promoter Group hereby agree that, without the prior written consent of the Placement Agent (which such consent shall not be unreasonably withheld), our Promoter and Promoter Group will not, for a period till 90 days after the date of allotment of the Equity Shares pursuant to the Issue (the "**Lock-up Period**", which shall be communicated by the Placement Agent in writing immediately on the completion of the allotment of the Equity Shares), directly or indirectly:

a) sell, lend, pledge, contract to sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose off, directly or indirectly, any Lock-up Shares or publicly announce an intention with respect to any of the foregoing (regardless of whether any of the transactions described in this clause (a) is to be settled by the delivery of the Lock-up Shares or such other securities, in cash or otherwise);

b) enter into any swap or other agreement or any transaction that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of the Lock-up Shares or any securities convertible into or exercisable or exchangeable for any of the Lock-up Shares (regardless of whether any of the transactions described in this clause (b) is to be settled by the delivery of the Lock-up Shares or such other securities, in cash or otherwise);

c) deposit any of the Lock-up Shares with any depository receipt facilities or enter into any such transactions (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Lock-up Shares in any depository receipt facility; or

d) publicly announce any intention to enter into any transaction whether any such transaction described in (a), (b) or (c) above is to be settled by delivery of the Lock-up Shares, or such other securities, in cash or otherwise;

provided however that the foregoing restrictions will not be applicable to (i) pledge or mortgage of the Lock-up Shares already existing on the date of this lock-up undertaking or transfer of such existing pledge or mortgage; (ii) any inter group transfer made to any member of Promoter Group, subject to compliance with Applicable Laws and subject to observance by the transferee Promoter Group entities of the foregoing restrictions on transfer of the Lock-up Shares until the expiry of the Lock-up Period; (iii) preferential or rights issue or allotment of Equity Shares pursuant to an employee stock option scheme or in the ordinary course of business and (iv) pledge or mortgage of the Promoter's Lock-up Shares, if the circumstances require, in the best interest of the Company, for funding business requirements of the Company.

SELLING RESTRICTIONS

*This Issue was made only to Eligible QIBs through this Issue, in reliance upon Chapter VI of the SEBI ICDR Regulations the Companies Act, 2013 and Rule 14 of the PAS Rules. Each purchaser of the Equity Shares in this Issue is deemed to have made acknowledgments and agreements as described under sections entitled "**Notice to Investors**" and "**Representations by Investors**" on pages 1 and 3, respectively.*

General

Except for in India, no action has been taken or will be taken by our Company or the BRLM that would permit the offering of the Equity Shares in the Issue into occur in any jurisdiction, or the possession, circulation or distribution of this Placement Document or any other material relating to the Issue in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and none of this Placement Document, any offering materials and any advertisements in connection with the offering of the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction.

Each purchaser of the Equity Shares in this Issue is deemed to have made representations, warranties, acknowledgments and agreements as described in this section and under "***Notice to Investors***", "***Representations by Investors***" and "***Transfer Restrictions and Purchase Representations***" on page 1, 3 and 243, respectively.

Republic of India

The Issue has been made in compliance with the SEBI ICDR Regulations, Section 42 and 62 of the Companies Act, 2013, read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act and the rules made thereunder.

This Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public or any other class of investors other than Eligible QIBs. The Preliminary Placement Document and this Placement Document has not been and will not be filed as a prospectus with the RoC, or an advertisement and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

Bahrain

This Placement Document may only be distributed to Accredited Investors as defined by the Central Bank of Bahrain and the Equity Shares offered in the Issue may be offered and sold only to Accredited Investors as defined by the Central Bank of Bahrain by way of private placement in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to purchase the Equity Shares in the Issue may be to the public in the Kingdom of Bahrain and this Placement Document may not be issued, passed to, or made available to the public generally.

The Central Bank of Bahrain, the Bahrain Bourse and the Ministry of Industry, Commerce and Tourism of the Kingdom of Bahrain take no responsibility for the accuracy of the statements and information contained in this Placement Document or the performance of the Equity Shares, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein.

Cayman Islands

No offer or invitation to subscribe for Equity Shares may be made to the public in the Cayman Islands to subscribe for any of the Equity Shares but an invitation or offer may be made to sophisticated persons (as defined in the Cayman Islands Securities Investment Business Law (the "**SIBL**"), high net worth persons (as defined in the SIBL) or otherwise in accordance with the SIBL.

European Economic Area

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), an offer to the public of any Equity Shares in the Issue may not be made in that Relevant State, except if the Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the "**Prospectus Regulation**"):

- to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the Book Running Lead Manager for any such offer;

- or in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Book Running Lead Manager of a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Except for each person who is not a qualified investor and who has notified the Book Running Lead Manager of such fact in writing and has received the consent of the Book Running Lead Manager in writing to subscribe for or purchase Equity Shares in the Issue, each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Book Running Lead Manager has been obtained to each such proposed offer or resale.

Our Company, the Book Running Lead Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Hong Kong

This Placement Document has not been reviewed or approved by any regulatory authority in Hong Kong. In particular, this Placement Document has not been, and will not be, registered as a "prospectus" in Hong Kong under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) ("**CO**") nor has it been authorised by the Securities and Futures Commission ("**SFC**") in Hong Kong pursuant to the Securities and Futures Ordinance (Cap 571) ("**SFO**"). Recipients are advised to exercise caution in relation to the Issue. If recipients are in any doubt about any of the contents of this Placement Document, they should obtain independent professional advice.

This Placement Document does not constitute an offer or invitation to the public in Hong Kong to acquire any Equity Shares nor an advertisement of the Equity Shares in Hong Kong. This Placement Document must not be issued, circulated or distributed in Hong Kong other than:

(a) to "professional investors" within the meaning of the SFO and any rules made under that ordinance ("**Professional Investors**"); or

(b) in other circumstances which do not result in this Placement Document being a prospectus as defined in the CO nor constitute an offer to the public which requires authorization by the SFC under the SFO.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to Professional Investors.

Any offer of the Equity Shares will be personal to the person to whom relevant offer documents are delivered, and a subscription for the Equity Shares will only be accepted from such person. No person who has received a copy of this Placement Document may issue, circulate or distribute this Placement Document in Hong Kong or make or give a copy of this Placement Document to any other person. No person allotted Equity Shares may sell, or offer to sell, such Equity Shares to the public in Hong Kong within six months following the date of issue of such Equity Shares.

Japan

No securities registration statement in relation to the solicitations of the Equity Shares offered in the Issue in Japan (the "**Solicitations**") has been or will be filed pursuant to Article 4, Paragraph 1 of the Financial Instrument and Exchange Law of Japan (the "**FIEL**"). The Solicitations shall only be made (i) to Qualified Institutional Investors and (ii) to no more than 49 persons (excluding any Qualified Institutional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Any Qualified Institutional Investors who acquire Equity Shares in the Issue (a) may not, directly or indirectly, resell, assign, transfer, or otherwise dispose of the Equity Shares to any person in Japan or to or for the benefit of any resident of Japan, including any corporation or other entity organised under the laws of Japan, except to Qualified Institutional Investors; and (b) shall deliver a notification indicating (a) and (b) herein to any transferee of the Equity Shares.

Capitalized terms used in this sub-section and not defined in this Placement Document have the meanings given to those terms in the FIEL.

Kuwait

This Placement Document has not been licensed for the offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of securities in the State of Kuwait ("**Kuwait Securities Laws**"). Therefore, in accordance with the Kuwait Securities Laws, no private or public offering of the Equity Shares has been made in the State of Kuwait, no agreement relating to the sale of the Equity Shares have been concluded in the State of Kuwait and no marketing or solicitation or inducement activities have been used to offer or market the Equity Shares in the State of Kuwait.

Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the Equity Shares offered in the Issue may be made to the public in Mauritius without, amongst other things, the prior approval of the Mauritius Financial Services Commission. This Placement Document has not been approved or registered by the Mauritius Financial Services Commission. Accordingly, this Placement Document does not constitute a public offering. This Placement Document is for the exclusive use of the person to whom it has been given by the Book Running Lead Manager and is a private concern between the sender and the recipient.

Oman

This Placement Document does not constitute an offer to sell or the solicitation of any offer to buy non-Omani securities in the Sultanate of Oman. This Placement Document is strictly private and confidential and is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of the Sultanate of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient.

This Placement Document has not been approved by the Capital Market Authority of Oman (the "**CMA**") or any other regulatory body or authority in the Sultanate of Oman ("**Oman**"), nor has the Book Running Lead Manager received authorisation, licensing or approval from the CMA or any other regulatory authority in Oman, to market, offer, sell, or distribute the Equity Shares in Oman.

No marketing, offering, selling or distribution of any Equity Shares has been made from within Oman and no subscription for any Equity Shares have been consummated within Oman. The Book Running Lead Manager is not a company licensed by the CMA to provide investment advisory, brokerage, or portfolio management services in Oman, nor a bank licensed by the Central Bank of Oman to provide investment banking services in Oman. The Book Running Lead Manager does not advise persons or entities resident or based in Oman as to the appropriateness of investing in or purchasing or selling securities or other financial products.

The Equity Shares offered in the Issue have not and will not be listed on any stock exchange in the Sultanate of Oman.

Nothing contained in this Placement Document is intended to constitute Omani investment, legal, tax, accounting or other professional advice. This Placement Document is for your information only, and nothing herein is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice on the basis of your situation.

Qatar (excluding the Qatar Financial Centre)

This Placement Document does not, and is not intended to, constitute an invitation or an offer of Equity Shares in the State of Qatar and accordingly should not be construed as such. The Equity Shares offered in the Issue have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of the Equity Shares in the State of Qatar.

By receiving this Placement Document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, or any other authority or agency in the State of Qatar; (b) our Company and the Book Running Lead Manager are not authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Issue has been or will be made from within the State of Qatar and no subscription to the Equity Shares have been consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. Our Company and the Book Running Lead Manager are not, by distributing this Placement Document, advising individuals resident in the State of Qatar as to the appropriateness of purchasing Equity Shares in the Issue. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar Financial Centre

This Placement Document does not, and is not intended to, constitute an invitation or offer of Equity Shares from or within the Qatar Financial Centre ("**QFC**"), and accordingly should not be construed as such. This Placement Document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC. This Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Company has not been approved or licenced by or registered with any licensing authorities within the QFC.

Singapore

This Placement Document has not been and will not be filed as a prospectus with the Monetary Authority of Singapore ("**MAS**") under the Securities and Futures Act (Chapter 289) of Singapore ("**SFA**"). Accordingly, the Equity Shares offered in the Issue may not be offered or sold, or made the subject of an invitation for subscription or purchase nor may this Placement Document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Equity Shares be circulated or distributed, whether directly or indirectly, in Singapore other than (i) to an "institutional investor" within the meaning of Section 274 of the SFA and in accordance with the conditions of an exemption invoked under Section 274, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) other pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights or interest in that trust are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for a corporation, in accordance with the conditions specified in Section 275 of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Equity Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

South Korea (Republic of Korea)

No securities registration statement in relation to the Solicitations (as defined under Financial Investment Services and Capital Markets Act of the Republic of Korea ("**South Korea**") (the "**FISCMA**")) of the Equity Shares offered in the Issue in South Korea has been or will be filed pursuant to the FISCMA. The Solicitations shall only be made (i) to certain professionals as prescribed in the FISCMA and the enforcement decree promulgated thereunder ("**Professional Investors**") and (ii) to no more than 49 persons (excluding any Professional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Furthermore, the Equity Shares may not be offered, sold, transferred or delivered for reoffering or resale, directly or indirectly, in South Korea or to, or for the account or benefit of, any resident (as defined under the Foreign Exchange Transactions Act of South Korea and the decree, rules and regulations promulgated thereunder) thereof for a period of one year from the date of the issuance of the Equity Shares, except as otherwise permitted under applicable South Korean laws and regulations.

Switzerland

The offering of the Equity Shares offered in the Issue in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("**FinSA**") because such offering in Switzerland is directed only at investors classified as "professional clients" within the meaning of the FinSA and the Equity Shares offered in the Offer will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the Issue.

No key information document under article 58 of the FinSA or article 59(2) of the FinSA in respect of the Issue has been prepared and published. Accordingly, the Equity Shares offered in the Issue may not be offered to "private clients" within the meaning of the FinSA in Switzerland.

Each person in Switzerland who acquires Equity Shares in the Issue shall be deemed to have represented to our Company and the Book Running Lead Manager that it is a "professional client" within the meaning of the FinSA and that it has not opted-in to be treated as a "private client" on the basis of article 5(5) of the FinSA.

This document is not intended to constitute an advertising document within the meaning of article 68 of the FinSA and article 95 of the Swiss Federal Financial Services Ordinance.

The Equity Shares do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not licensed by the Swiss Financial Market Supervisory Authority ("**FINMA**") thereunder. Accordingly, neither the Equity Shares nor the Shareholders benefit from protection under the Swiss Federal Act on Collective Investment Schemes or supervision by FINMA.

United Arab Emirates (excluding the Dubai International Financial Centre)

No offering, marketing, promotion, advertising or distribution (collectively, "**Promotion**") of this Placement Document or the Equity Shares may be made in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE.

The Promotion of this Placement Document and the Equity Shares has not been and will not be approved by the SCA and, as such, this Placement Document does not constitute an offer to the general public in the UAE to acquire any Equity Shares. Except where the Promotion of this Placement Document and the Equity Shares is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE, the Promotion of this Placement Document and the Equity Shares in the UAE is being made only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations).

None of the SCA, the Central Bank of the United Arab Emirates or any other regulatory authority in the UAE has reviewed or approved the contents of this Placement Document and nor does any such entity accept any liability for the contents of this Placement Document.

Dubai International Financial Centre

The Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial Centre except on that basis that an offer is: (i) an "Exempt Offer" in accordance with the Markets Rules (MKT) (the "**Markets Rules**") adopted by the Dubai Financial Services Authority (the "**DFSA**"); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. This Placement Document must not be delivered to, or relied on by, any other person. The DFSA has not approved this Placement Document nor taken steps to verify the information set out in it and has no responsibility for it. Capitalised terms not otherwise defined in this Placement Document have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Equity Shares offered in the Issue should conduct their own due diligence on the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

United Kingdom

No Equity Shares have been offered or will be offered pursuant to the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus

(Amendment etc.) (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Equity Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Book Running Lead Manager for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Equity Shares shall require our Company or the Book Running Lead Manager to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). This Placement Document is directed only at relevant persons. Other persons should not act on this Placement Document or any of its contents. This Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

United States

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S. To help ensure compliance with Regulation S, each purchaser of Equity Shares in the Issue will be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "***Transfer Restrictions and Purchaser Representations***" on page 243. The Equity Shares purchased in the Issue are transferable only in accordance with the restrictions described in "***Transfer Restrictions and Purchaser Representations***" on page 243.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of Equity Shares offered in the Issue within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the U.S. Securities Act.

TRANSFER RESTRICTIONS AND PURCHASER REPRESENTATIONS

Due to the following restrictions, investors are advised to consult legal counsel prior to purchasing Equity Shares or making any resale, pledge or transfer of Equity Shares.

Purchasers are not permitted to sell the Equity Shares Allotted pursuant to the Issue, for a period of one year from the date of Allotment, except on the Stock Exchanges. Allotments made to Eligible QIBs in the Issue (including to FPIs, VCFs, and AIFs) are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements. Additional transfer restrictions applicable to the Equity Shares are listed below.

United States

Each purchaser of the Equity Shares offered in the Issue shall be deemed to have represented, warranted and acknowledged to and agreed with our Company and the Book Running Lead Manager as follows:

- It understands that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.
- It was outside the United States at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States when its buy order for the Equity Shares offered in the Issue was originated.
- It did not purchase the Equity Shares offered in the Issue as a result of any "directed selling efforts" (as defined in Regulation S).
- It is buying the Equity Shares offered in the Issue for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer the Equity Shares offered in the Issue except in transactions complying with Rule 903 or Rule 904 of Regulation S or an available exemption from registration under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- Where it is subscribing to the Equity Shares offered in the Issue as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is subscribing to the Equity Shares offered in the Issue for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It agrees to indemnify and hold our Company and the Book Running Lead Manager harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.
- It acknowledges that our Company, the Book Running Lead Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Our Company, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the respective websites of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the BRLM or any of its affiliates or advisors.

The Indian Securities Market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in India in terms of the number of listed companies, market capitalisation and trading activity.

Indian Stock Exchanges

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. On October 9, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "**SCR (SECC) Regulations**"), which regulate *inter alia* the recognition, ownership and governance of stock exchanges and clearing corporations in India together with providing for minimum net-worth requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by listed companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, with effect from August 19, 2005, BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

NSE

NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

Listing and delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013 the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations, as well as pursuant to the listing agreements entered into by our Company with the Stock Exchanges. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Delisting of equity shares from the stock exchanges, whether by way of a compulsory or a voluntary delisting, is governed by the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended (the "**Delisting Regulations**"). Following a compulsory delisting of equity shares, a company, its executive directors, its promoters, person(s) responsible for ensuring compliance with the securities laws and the companies promoted by any of them cannot directly or indirectly access the securities market or seek listing of any equity shares for a period of 10 years from the date of such delisting. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Minimum Level of Public Shareholding

All listed companies (except exempted public sector undertakings) are required to maintain a minimum public shareholding of 25%. Where the public shareholding in a listed company falls below 25% at any time, such company shall bring the public shareholding to 25% within a maximum period of 12 months from the date of such the public shareholding having fallen below the 25% threshold. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

Disclosures under the Companies Act and securities regulations

Under the Companies Act, 2013 a public offering of securities in India must be made by means of a prospectus, which must contain information specified in the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI ICDR Regulations. The prospectus must be filed with the relevant registrar of companies having jurisdiction over the place where a company's registered office is situated. A company's directors and promoters shall be subject to civil and criminal liability for misrepresentation in a prospectus. The Companies Act, 2013 also sets forth procedures for the acceptance of subscriptions and payment of commission rates for the sale of securities. Pursuant to the provisions of the SEBI Act, SEBI has issued detailed guidelines concerning disclosures by public companies and to further investor protection. The SEBI ICDR Regulations permit companies to price their domestic issues of securities in consultation with the lead merchant banker or through the book building process.

Public limited companies are required under the Companies Act, 2013 and other applicable guidelines to prepare, file with the RoC and circulate to their shareholders audited annual accounts which comply with the Companies Act's disclosure requirements and regulations governing their manner of presentation and which include sections pertaining to corporate governance, related party transactions and the management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations. Accordingly, companies are required to publish unaudited financial results (subject to a limited review by the company's auditors) on a quarterly basis and are required to inform stock exchanges immediately regarding any unpublished price sensitive information.

Insider Trading Regulations

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the "**Insider Trading Regulations**") have been notified by SEBI to amongst other things, prohibit and penalize insider trading in India and prohibit dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**").

The Insider Trading Regulations also impose certain restrictions on the communication of UPSI relating to a company or securities listed or proposed to be listed. In terms of the Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. It also provides disclosure obligations for promoters, employees and directors, with regard to their shareholding in the company, and the changes therein. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the Insider Trading Regulations.

The Insider Trading Regulations define the term "unpublished price sensitive information" to mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of its securities and ordinarily includes but not restricted to information relating to the following: (a) financial results; (b) dividends; (c) change in capital structure; (d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and (e) changes in key managerial personnel. Further, in terms of the Insider Trading Regulations, "generally available information" is defined as information that is accessible to the public on a non-discriminatory basis. An "insider" means any person who is i) a connected person; or ii) in possession of or having access to unpublished price sensitive information. The term "connected person" means any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holding any position, including a professional or business relationship between himself and the company, whether temporary or permanent, that allows such person, directly or indirectly, to have access to unpublished price sensitive information or is reasonably expected to allow such access.

The Insider Trading Regulations make it compulsory for listed companies and certain other entities (including fiduciaries and intermediaries) that are required to handle UPSI in the course of business operations to establish (i) an internal code of practices and procedures for fair disclosure of UPSI; (ii) an internal code to regulate, monitor and report trading by designated persons and immediate relatives of designated persons; and (iii) a policy for procedures to be adopted by a company in case of any leak of UPSI. There are also initial and continuing shareholding disclosure obligations under the Insider Trading Regulations.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. These circuit breakers, when triggered, bring about a coordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of BSE or the NIFTY 50 of NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 20% movements either up or down, for all scrips in the compulsory rolling settlement. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

Settlement

The stock exchanges in India operate on a trading day plus one, or T+1 rolling settlement system. At the end of the T+1 period, obligations are settled with buyers of securities paying for and receiving securities, while sellers transfer and receive payment for securities. For example, trades executed on a Monday would typically be settled on a Tuesday.

Trading Hours

Trading on both BSE and NSE normally occurs from Monday through Friday between 9:15 a.m. IST and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9.00 a.m. IST to 9.15 a.m. IST that has been introduced). BSE and NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Internet-Based Securities Trading and Security Trading using Wireless Technology Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. This permits clients throughout the country to trade using brokers' internet trading systems. Stock brokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated under applicable law. NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of NSE.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading ("**BOLT**") facility in 1995. This totally automated screen based trading in securities was put into practice nationwide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation trading platform, BOLT Plus.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time / price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

Depositories

The Depositories Act, 1996 provides a legal framework for the establishment of depositories to record ownership details and effect transfers in electronic book-entry form. Further, SEBI has framed the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 in relation to, among other things, the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners.

Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the specific regulations in relation to substantial acquisition of shares and takeover. After listing on the stock exchanges, the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**Takeover Regulations**") will apply to our Company, which provide specific regulations in relation to substantial acquisition of shares and takeovers. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the Takeover Regulations will apply to any acquisition of the company's shares/voting rights/control. The Takeover Regulations prescribes certain thresholds or trigger points in the shareholding that a person or entity (along with persons acting in concert with such person or entity) has in the listed Indian company, which give rise to certain obligations on the part of the acquirer. Acquisition of shares or voting rights up to a certain threshold prescribed under the Takeover Regulations mandate specific disclosure requirements, while acquisitions (direct or indirect, along with persons acting in concert with such acquirer) crossing particular thresholds may result in the acquirer having to make an open offer for the shares of the target company.

Buy-back

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act, 2013, as amended and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, 2013, as amended, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term “securities”, as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

DESCRIPTION OF THE EQUITY SHARES

The following is the information relating to the Equity Shares including a brief summary of the Memorandum of Association and Articles of Association and the Companies Act, 2013. The prospective investors are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share capital

The authorised share capital of the Company is ₹ 11,250,000,000 comprising of 250,000,000 Equity Shares (of face value of ₹5 each) and 2,000,000,000 Preference Shares (of face value of ₹5 each). As on the date of this Placement Document, the issued, subscribed and paid-up capital of the Company is ₹ 76,70,04,680* comprising of 15,34,00,936* Equity Shares (of face value of ₹5 each). The Equity Shares are listed on BSE and NSE.

**Subject to the allotment pursuant to the Issue*

Main objects of our Company

1. To carry on either as manufacturers, processors, traders, dealers, exporters, importers, warehousing agents, commission agents, owners, agents, conductors, loan licensers, loan licenses, re packagers, or factors, and either wholesale or retail, of chemicals, bulk drugs, chemical intermediaries, and other pharmaceutical and veterinary products including allopathic, ayurvedic, homeopathic and Unani or Combinations thereof, patent medicines, scientific chemicals, organic, Inorganic, biological, immunological, and therapeutic and surgical preparations, antibiotics, herbal and veterinary medicines and surgical equipment.

2. To establish, undertake, develop, maintain, or otherwise subsidise Research & Development Laboratories research centres or institutions, medical centres, experimental workshops for scientific, technical, bio-technological, chemical, peptide, Novel Drug technologies, Novel Drug Discoveries, pharmacological, toxicological research, development and experiments and to undertake and carry on with scientific and technical research of all kinds and clinical trials on animals and humans and scientific investigations and inventions by providing or subsidising, undertaking or supporting, endowing or assisting laboratories, workshops, research institutions, libraries, lectures, meetings and conferences, Research and Development programmes and scientists in India and worldwide and hold meetings, exhibitions, conferences and seminars in all fields of medicines and science.

Dividends

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of its shareholders at the annual general meeting of its shareholders. The shareholders have the right to decrease but not increase the dividend amount recommended by the board of directors. Dividends are generally declared as a percentage of par value (on per share basis) and distributed and paid to shareholders. The Companies Act provides that shares of the same class of a company must receive equal dividend treatment.

These distributions and payments are required to be paid to or claimed by shareholders within 30 days of the date of declaration of dividend. The Companies Act states that any dividends that remain unpaid or unclaimed after that period are to be transferred to a special bank account within seven days from the date of expiry of the period of 30 days. Any dividend amount that remains unclaimed for seven years from the date of such transfer is to be transferred by our Company to a fund, called the Investor Education and Protection Fund, created by the Government of India.

The Articles authorize the Board to pay to the members such interim dividends as in their judgement the position of our Company justifies. Under the Companies Act, dividends payable can be paid only in cash to the registered shareholder at a record date fixed prior to the relevant AGM, to his order or to the order of his banker. However, any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

No dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company, or otherwise than in accordance with the provisions of the Act and no dividend shall carry interest as against the Company.

Bonus shares

In addition to permitting dividends to be paid as described above, the Companies Act, permits the Board, subject to the approval of the Shareholders of our Company, to distribute to the Shareholders, in the form of fully paid-up bonus shares, an amount transferred from the company’s free reserves, securities premium account or the capital redemption reserve account. These bonus equity shares must be distributed to the Shareholders in proportion to the number of equity shares owned by them.

Bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus or principal/interest payments on fixed deposits or debt securities issued by it. Bonus shares shall not be issued in lieu of dividend.

Pre-emptive rights and offer of additional shares

The Companies Act, gives shareholders the right to subscribe for new shares in proportion to their existing shareholdings unless otherwise determined by a resolution passed members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting. Under the Companies Act and the Articles, in the event of an issuance of securities, subject to the limitations set forth above, our Company must first offer the new Equity Shares to the holders of Equity Shares at the date of offer. The offer shall be made by notice specifying the number of Equity Shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. The offer, required to be made by notice, shall include a statement that the right exercisable by the Shareholders to renounce the Equity Shares offered in favour of any other person.

Our Board is permitted to dispose the Equity Shares not accepted by existing shareholders in such manner which is not disadvantageous to the Shareholders and our Company, in accordance with the Articles.

Issuance of preference shares

Subject to Section 80 of the Companies Act, and in accordance with the Articles, any new shares may be issued as redeemable preference shares which are liable to be redeemed in any manner permissible under the Companies Act.

General meetings of shareholders

There are two types of general meetings of shareholders: (i) AGM; and (ii) EGM. Our Company must hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between the AGM and next one, unless extended by the RoC at its request for any special reason for a period not exceeding three months. Our Board may convene an EGM when necessary or at the request of Shareholders in accordance with the Companies Act. Written notice or notice via electronic mode means setting out the business to be transacted at the meeting must be given at least 21 days prior to the date set for the general meeting to the Shareholders. Shorter notice is permitted if consent is received from 95% of the Shareholders entitled to vote at such meeting. Five Shareholders or such other number of Shareholders as required under the Companies Act or applicable law personally present shall constitute quorum for a general meeting.

Buy-back

Our Company may buy back its own Equity Shares or other specified securities subject to the provisions of the Companies Act and any related SEBI guidelines issued in connection therewith.

Voting rights

A shareholder has one vote for each equity share and voting may be on a poll or through electronic means or postal ballot.

Ordinary resolutions may be passed by simple majority if the votes cast in favour exceeds the votes cast against the resolution. Special resolutions require that the votes cast in favour of the resolution must be at least three times the votes cast against the resolution.

A shareholder may exercise his voting rights by proxy to be given in the form required by the Companies Act read with the rules issued thereunder. The instrument appointing a proxy is required to be lodged with our Company at least 48 hours before the time of the meeting.

Transfer and transmission of shares

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are subject to STT (levied on and collected by the stock exchanges on which such equity shares are sold), however, are exempt from stamp duty. Our Company has entered into an agreement for such depository services with the Depositories. SEBI requires that the shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. Our Company shall keep a book in which every transfer or transmission of shares will be entered.

Pursuant to the SEBI Listing Regulations, except in case of transmission or transposition of Equity Shares, requests for effecting transfer of Equity Shares shall not be processed unless the Equity Shares are held in dematerialized form with a depository.

The Equity Shares shall be freely transferable, subject to applicable laws.

Winding up

Our Articles of Association provide that on winding up, the liquidator may, with the sanction of a special resolution and any other sanction required under the Companies Act, divide amongst the members, in specie or kind, the whole or any part of the assets of our Company and vest the whole or any part of the assets of the Company in trustees upon such trust for the benefit of the contributories if considered necessary.

TAXATION

The Board of Directors
Wockhardt Limited
Wockhardt Towers,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400051
Maharashtra, India

Date: March 20, 2024

Dear Sirs.

Subject: Statement on possible special tax benefits (the "Statement") available to Wockhardt Limited (the "Company"), its shareholders and its material subsidiaries prepared in connection with the proposed qualified institutions placement of equity shares of face value of INR 5 each of the Company (the "Proposed Issue") in accordance with the requirement of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated March 06, 2024.

We hereby report that the enclosed **Annexure II** prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company, its shareholders and its material subsidiaries, which are defined in Annexure I (**List of material subsidiaries considered as part of the Statement**) ("**Material Subsidiaries**"), under direct and indirect taxes (together the **"Tax Laws**") presently in force in India and respective jurisdictions of Material Subsidiaries as on the date of this certificate. These possible special tax benefits are dependent on the Company, its shareholders and its Material Subsidiaries, fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, its shareholders and its Material Subsidiaries to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company and its Material Subsidiaries may face in the future and accordingly, the Company, its shareholders and its Material Subsidiaries may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company, its shareholders and its Material Subsidiaries and do not cover any general tax benefits available to the Company, its shareholders and its Material Subsidiaries. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Proposed Issue, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i. the Company, its shareholders and its Material Subsidiaries will continue to obtain the possible special tax benefits included in Annexure II in future; or

ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed annexures are based on the information, explanation and representations obtained from the Company and its Material Subsidiaries, and on the basis of our understanding of the business activities and operations of the Company and its Material Subsidiaries.

We have not verified the special tax benefits available to the list of Material Subsidiaries given in Annexure I. The statement of possible special tax benefits for the list of Material Subsidiaries given in Annexure I has been verified by the auditors/accountants of the respective Material Subsidiaries, whose reports have been furnished to us by the management of the

Company, and our opinion, insofar as it relates to the special tax benefits included in respect of such subsidiaries, is based solely on the reports of such other auditors/accountants.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable laws.

We hereby give consent to include this certificate along with the annexures in the Preliminary Placement Document and Placement Document and in any other material used in connection with the Proposed Issue, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

Koosai Lehery
Partner
Membership No.: 112399
UDIN: 24112399BKFRHQ7298

Place: Mumbai
Date: March 20, 2024

ANNEXURE I

LIST OF MATERIAL SUBSIDIARIES CONSIDERED AS PART OF THE STATEMENT (Note 1)

Name of Material subsidiary	Date of Statement of Tax Benefits	Name of other auditor/ accountant
i. Wockhardt Bio AG	March 20, 2024	BDO AG, Switzerland
ii. CP Pharmaceuticals Limited	March 19, 2024	Menzies LLP
iii. Pinewood Laboratories Limited	March 19, 2024	BDO, Ireland
iv. Wockpharma Ireland Limited	March 19, 2024	BDO, Ireland
v. Wockhardt UK Limited	March 19, 2024	Menzies LLP
vi. Morton Grove Pharmaceuticals Inc	March 19, 2024	Harshil Patel & Co.
vii. Wockhardt USA LLC	March 19, 2024	Harshil Patel & Co.

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended includes a subsidiary whose income or net worth in the immediately preceding year (i.e. March 31, 2023) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the immediate preceding year.

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO WOCKHARDT LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the possible special tax benefits available to the Company, its material subsidiaries and its shareholders under the direct tax and indirect tax laws in India and respective direct tax and indirect tax laws in jurisdictions of material subsidiaries (together referred to as "Tax Law") applicable for the Financial Year 2023-24, presently in force in India and respective jurisdictions of material subsidiaries as on the signing date. These possible special tax benefits are dependent on the Company, its material subsidiaries or its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company, its material subsidiaries or its shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

A. Special tax benefits available to the Company

Except as mentioned herein, there are no possible special tax benefits available to the company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Act, 1962 and the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the Foreign Trade Policy 2015-2020.

Deduction under Section 35(2AB)

The Company has duly approved Research and Development Center ('said unit') located at D-4, MIDC Area, Chikalthana, Aurangabad, Maharashtra. The company has made application for renewal of the approval to DSIR authorities. The said unit is eligible to claim weighted deduction under section 35(2AB) of the Act. Presently, no weighted deduction of revenue expenditure is available under the said provision. The said R&D unit is also entitled for the concessional GST rate of 5% on procurement of specified goods required for the research purposes.

Deduction in respect of inter-corporate dividends – Section 80M of the IT Act

Up to 31st March, 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source ("TDS") at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a new section 80M has been inserted in the IT Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the IT Act.

The Company have not availed the benefit of section 80M for the Financial Year 2023-24 (Assessment Year 2024-25).

Deduction in respect of employment of new employees – Section 80JJAA of the IT Act

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the IT Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

However, the Company have not availed any benefit under the above section.

The SEZ unit is entitled for exemption from customs duty and IGST on procurement (both import and domestic) of goods and/or services for use in authorized operations subject to achieving positive net foreign exchange earnings from exports.

The Company has also set up a Bio-tech unit at Aurangabad which is operating as an Export Oriented Unit ('EOU'). The Letter of Permission is currently valid till financial year 2023-2024 and is eligible for extension as per the terms and conditions stated in the Foreign Trade Policy and Procedures/circular/instructions as the case may be. The Company is availing the benefit of exemption from Customs Duties and Integrated GST on import of goods for use in the authorized operations in the said EOU.

The Company is also entitled to zero rated benefit on the goods and services exported by them either with payment of tax (rebate) or without payment of IGST, as the case may be, and claiming the refund of Input Tax Credit in accordance with the prescribed procedure, conditions and limitations.

B. Special tax benefits available to its material subsidiaries

a) Wockhardt Bio AG- Switzerland

- *Cantonal and communal taxes*

  The tax benefits on confirmed step-up amount relating to the lowering of future profit relating to the existing business can be amortized under the cantonal and communal taxes effectively within a maximum of 5 years after the Swiss tax reforms coming into effect from 1 January 2020 or up to and including the tax period 2024 (in case the tax period does not match the calendar year, the full calendar year is applicable). The amortization is subject to maximum tax relief of 70% of the taxable profit before such amortization, before deduction of any other tax reliefs and loss set-off and excluding the net investment income from qualifying investments.

- *Direct federal taxes*

  The tax benefits on confirmed step-up amount relating to the lowering of future profit relating to the existing business can be amortized under the direct federal taxes effectively within a maximum of 10 years after the Swiss tax reforms coming into effect from 1 January 2020 or up to and including the tax period 2029 (in case the tax period does not match the calendar, for 2024 the full calendar year is applicable). For direct federal tax purposes there is no maximum tax relief stipulated relating to the step-up for principal companies. The maximum potential tax relief is subject to the taxed hidden reserves confirmation by the Swiss Federal Tax Administration and the tax free allocation quota (not more than 35%) in the final tax assessment process.

- *Swiss VAT regulation*

  There are no special tax benefits availed/ to be availed under the Swiss VAT regulations.

b) C P Pharmaceuticals Limited- United Kingdom

Research and Development (R&D) expenditure credit (RDEC) is claimed by C P Pharmaceuticals Limited, the Material Subsidiary of Wockhardt Limited (the "**Company**") which is calculated at:

- 13% of the Company's qualifying R&D expenditure (this rate applies in expenditure incurred from 1 April 2020 up to and including 31 March 2023).

- 20% on the Company's qualifying R&D expenditure incurred from 1 April 2023.

This benefit is not relating to a particular period and may be claimed in future years if the credit continues to be made available. A claim must be made within 2 years from the end of an accounting period and after this no such claim for a period is allowed to be submitted.

There are no special indirect tax benefits.

c) Pinewood Laboratories Limited - Ireland

- There are no tax benefits available under Taxes Consolidation Act, 1997 (Irish tax law) for Pinewood Laboratories Limited.

- There are no special tax benefits availed/ to be availed under the Value-Added Tax Consolidation Act 2010 (VATCA 2010).

d) Wockpharma Ireland Limited - Ireland

- There are no tax benefits available under Taxes Consolidation Act, 1997 (Irish tax law) for Wockpharma Ireland Limited.

- There are no special tax benefits availed/ to be availed under the Value-Added Tax Consolidation Act 2010 (VATCA 2010).

e) Wockhardt UK Limited- United Kingdom

- There are no special direct or indirect tax benefits available to Wockhardt UK Limited.

f) Morton Grove Pharmaceuticals Inc- United States

- There are no special tax benefits availed/ to be availed under US tax law for MGP (outside of general tax benefits)

g) Wockhardt USA LLC- United States

- There are no special tax benefits availed/ to be availed under US tax law for WUSA (outside of general tax benefits).

C. Special tax benefits available to Shareholders

a) Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the IT Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend.

b) As per Section 112A of the IT Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied only where such capital gains exceed INR 1,00,000.

c) As per Section 111A of the IT Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfilment of prescribed conditions under the IT Act.

d) In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

e) Where the gains arising on transfer of shares of the Company are included in the business income of a shareholder and assessable under the head "Profits and Gains from Business or Profession" and such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the IT Act.

f) As regards the shareholders that are Mutual Funds, under section 10(23D) of the IT Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

Except for the above, the Shareholders of the Company are not entitled to any other special tax benefits under the IT Act.

Notes

1. This Annexure sets out only the possible special tax benefits available to the Company, its material subsidiaries and the shareholders under the below mentioned tax laws currently in force in the jurisdiction of the respective entities

2.

Name of Entity	Tax laws considered
Wockhardt Limited	— Income-tax Act, 1961 and Income-tax Rules, 1962 — Central Goods and Services Tax Act, 2017 — Integrated Goods and Services Tax Act, 2017 — Goods and Services Tax legislations as promulgated by various states — Customs Act, 1962 — Customs Tariff Act, 1975
Pinewood Limited Wockphharma Ireland Limited	— Taxes Consolidation Act, 1997 — Value-Added Tax Consolidation Act 2010
Wockhardt UK Limited CP Pharma Limited	— Income Tax Act, 1952 — The Value Added Tax Act 1983
Wockhardt Bio AG	— Swiss Cantonal and Communal taxes and Direct Federal Tax — Swiss Value Added Tax Act
Morton Grove Pharmaceuticals Inc Wockhardt USA LLC	— Internal Revenue Code of 1986, As Amended

3. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

4. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.

5. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the proposed rights issue.

6. This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income tax consequences that apply to them.

***For* Wockhardt Limited**

Authorized Signatory
Mumbai
20th March 2024

LEGAL PROCEEDINGS

Our Company is involved in various legal proceedings from time to time, mostly arising in the ordinary course of business. These legal proceedings are primarily in the nature of, amongst others, tax disputes and civil proceedings, which are pending before various adjudicating forums.

As on the date of this Placement Document, except as disclosed below, there is no outstanding legal proceeding which has been considered material in accordance with our Company's policy in relation to disclosure of material events framed in accordance with Regulation 30 of the SEBI Listing Regulations and adopted by the Board.

Except as disclosed in this section, such disclosures having been made solely for the purpose of the Issue, in accordance with the resolution passed by our Capital Raising Committee dated March 20, 2024, there are no:

*(i) outstanding criminal proceedings involving our Company, our Subsidiaries, our Directors, and our Promoters (**"Relevant Parties"**);*

(ii) outstanding actions (including show-cause notices) initiated by any regulatory and/or statutory authorities such as SEBI, the RBI or such similar authorities or stock exchanges, involving the Relevant Parties;

*(iii) outstanding civil proceedings involving the Relevant Parties, where the amount involved in such proceeding exceeds ₹ 26.47 crores (**"Materiality Threshold"**), being 5% of the average of absolute value of profit or loss after tax, as per the Company's audited consolidated financial statements for Fiscals 2023, 2022 and 2021;*

(iv) outstanding direct and indirect tax matters involving the Relevant Parties, disclosed in a consolidated manner;

(v) any other outstanding litigation involving the Relevant Parties wherein the amount involved cannot be determined or is below the Materiality Threshold, but an adverse outcome of which could, individually or in the aggregate, materially and adversely affect the reputation, operations or financial position of our Company on a consolidated basis;

*(vi) any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of the Preliminary Placement Document and this Placement Document (**"Issue Documents"**) and directions, if any, issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;*

(vii) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of circulation of the Issue Documents involving our Company or our Subsidiaries, or any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of the Issue Documents involving our Company or our Subsidiaries;

(viii) defaults by our Company or our Subsidiaries including therein the amount involved, duration of default and present status in repayment of (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interests thereon; (d) any loan obtained from any bank or financial institution and interest thereon by our Company, as of the date of the Issue Documents;

(ix) material frauds committed against the Company in the last three years;

(x) defaults in annual filing of our Company or our Subsidiaries under the Companies Act, 2013 and the rules made thereunder; and

(xi) significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company on a consolidated basis.

Further, pre-litigation notices received by any of the Relevant Parties from third parties (excluding statutory / regulatory / governmental authorities or notices threatening criminal action) shall, not be considered as litigation proceedings and accordingly shall not be disclosed in the Issue Documents till such time that any of the Relevant Parties, are impleaded as parties in any such litigation proceedings before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Capitalised terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.

A. Litigation involving our Company

Outstanding criminal litigation involving our Company

1. The Drug Inspector, Thane ("**Inspector**") filed a complaint before the Judicial Magistrate, First Class, WADA, District Thane ("**JMFC**") against our Company and its Directors namely, Habil Fakhruddin Khorakiwala and Aman Mehta, among others, pursuant to an inspection on the premises of the Company in Thane on December 15, 2004, wherein it was alleged that our Company did not have adequate details of purchase and sale of certain drugs, including "Spasmopoxyvon", "Proxyvon", "Butaproxyvon" among others ("**Complaint**"). The Inspector alleged that our Company and others accused in the Compliant have contravened the provisions of the Drug and Cosmetics Act 1940 ("**DCA**") by supplying products without verifying the payers' details, falsified sale records and had failed to furnish information regarding the sale of certain drugs. The JMFC passed an order dated March 19, 2008 ("**Order**") issuing process. Thereafter, our Company and our Directors filed separate criminal revision petitions under the relevant provisions of the Code of Criminal Procedure, 1973, as amended against the Order. The criminal revision applications of our Company and certain directors were dismissed by separate judgements dated September 21, 2010, by the Court of Extra Joint Ad hoc Additional Sessions Judge, Thane. Further, for certain directors including Mr. Habil Fakhruddin Khorakiwala and Aman Mehta the Order was subsequently quashed by separate judgements dated July 17, 2014, by the Second Additional Session Judge, Thane on procedural grounds. The matter is currently pending.

2. The Drug Inspector, Durg, Chhattisgarh filed a criminal complaint against our Company and others ("**Respondents**"), before the Court of the Chief Judicial Magistrate, Durg, Raipur alleging the sale of drug 'Inj Atrowok', which were allegedly 'Not of Standard Quality' as declared by the Government Analyst, Kolkata, resulting in commission of an offence under Section 18(a)(i) of DCA. The matter is currently pending.

3. The Drug Inspector, Aurangabad, Maharashtra filed a criminal complaint ("**Complaint**") against our Company, Habil Fakhruddin Khorakiwala and others, before the Court of the Chief Judicial Magistrate, Aurangabad, Maharashtra ("**CJM**") alleging the sale of a banned drug 'Butaproxyon capsules' by our Company, resulting in commission of an offence under the Section 26-A of DCA (**"Offence"**). Thereafter, our Company and others filed an application before the CJM under Section 204 read with Section 203 of the Code of Criminal Procedure, 1973 praying for dismissal of the Complaint. Further, Habil Fakhruddin Khorakiwala and others were discharged of the Offence through order dated September 21, 2000 passed by the CJM. The matter is currently pending.

4. The Drug Inspector, Aurangabad, Maharashtra filed a criminal complaint against our Company and others before the Court of the Chief Judicial Magistrate, First Class, Aurangabad, Maharashtra ("**CJM**") alleging the manufacture and sale of a sub-standard quality drug 'Bloatosil-Antibloat' by our Company, resulting in commission of an offence under Section 18(a)(i) of the DCA. Pursuant to orders passed by the CJM on February 29, 2000 and September 21, 2000, certain accused were discharged of the offence, however, the matter is currently pending against our Company and others.

5. The Drug Inspector, Srinagar, Jammu and Kashmir filed a criminal complaint against our Company and others ("**Respondents**"), before the Court of the Chief Judicial Magistrate, Srinagar, Jammu and Kashmir alleging the sale of sub-standard quality drug 'CefiWok XL-200', resulting in commission of an offence under Section 18(a)(i) of DCA. The matter is currently pending.

6. On August 20, 1999, Our Company and Tanishq Pharmaceuticals ("**Tanishq**") entered into an agreement ("**Agreement**") whereby Tanishq was appointed as an agent for the purpose of carrying, storing, and forwarding our Company's products. Subsequently, Our Company filed a criminal complaint against S.K. Agarwal (proprietor of Tanishq), and Tanishq (**"Respondents"**) before the Court of Judicial Magistrate Ghaziabad (**"Court"**), alleging that upon termination of the Agreement, the Respondents unlawfully withheld lifesaving medicines with limited shelf life, despite continuous demands by Our Company for the return of the stock. Our Company in its prayer requested the Court to allow the application under section 156(3) of the Code of Criminal Procedure, 1973 ("**CrPC**"), section 91 read with section 94 of the CrPC allowing the seizure of the goods withheld by the Respondents and give directions under section 457 of the CrPC to deliver the perishable products taken into custody by the authorities to our Company. The matter is currently pending.

7. The Drug Inspector, Food & Drugs Administration, Greater Mumbai Division (**"Respondent"**) filed a criminal complaint (**"Complaint"**) against our Company and others before the Metropolitan Magistrate Court, 15th Court, Mazgaon, Mumbai (**"MM Court"**) alleging the manufacture and sale of a sub-standard quality drug 'Decdan' by our Company, resulting in commission of an offence under section 18(a)(i) of the DCA. Subsequently, MM

court passed an order on January 23, 2009 (**"Order"**) and issued process against our Company for contravention of the provisions of the DCA. Our Company filed a criminal application dated July 9, 2009 before the High Court of Bombay (**"High Court"**) challenging the Order on the grounds that, *inter alia,* (i) our Company is not a manufacturer and merely a distributor of the drug 'Decdan'; (ii) the Order and the Complaint is bad in law; (iii) the Company is not in violation of section 18(a)(i) of the DCA as the Company satisfies the conditions prescribed in section 19(3) of the DCA. The Company prayed for, *inter alia*, (i) to quash and set aside the Order; (ii) to direct the MM to stay the proceedings pending before it. The matter is currently pending.

8. Based on the publicly available information, our Company filed a complaint against M/s Purbasha on May 26, 2003, before the Chief Judicial Magistrate, Alipur. Subsequently, the case has been declared dormant.

9. Certain criminal cases have been filed by the Company against various parties in relation to alleged violations arising in the ordinary course of our business operations, especially in relation to dishonour of cheques and recovery of amount, under, among others, the Indian Penal Code, 1860, Code of Criminal Procedure, 1973 and the Negotiable Instruments Act, 1881. These matters are currently pending at various stages of adjudication.

Material Civil Proceedings involving our Company

1. Our Company entered into a clearing and forwarding agency agreement with T.A.I. Pharma Limited ("**Defendant**") wherein the Defendant was responsible for importing of stock and selling and distribution of products manufactured by our Company in the territory of Russia. Our Company had supplied diverse products to the Defendant and raised multiple invoices and drew bills of exchange in favour of the Defendant which were accepted by the Defendant. However, the Defendant avoided to pay the dues of the Company and thus our Company had filed the suit for a sum of ₹ 28.39 crores (including interest till May 31, 2011) and a further interest at the rate of 18% annum. The Defendant had filed notice of motions for referring the matter to arbitration, which were rejected by the High Court of Bombay ("**High Court**"). The High Court, pursuant to its order dated January 31, 2018 ("**Decree**"), decreed the suit in favour of our Company. Thereafter, our Company has filed an execution application before the High Court for execution of the Decree and payment of a sum of ₹ 67.56 crores (due and payable as on January 28, 2019). Thereafter, our Company filed an interim application to disclose TAI Pharma director's assets, in December 2021. The matter is currently pending.

2. The promoter group of our Company, Humuza Consultants and others (**"Plaintiffs"**), executed a master loan agreement with Guardian Finance Private Limited (**"Defendant No. 1"**), wherein the Defendant No. 1 agreed to lend an amount up to ₹ 57.83 crores to the Plaintiffs. To secure the loan amount, the Plaintiffs created a pledge of 40,00,000 shares of our Company in favour of Defendant No. 1. On July 24, 2023, the Defendant No. 1 illegally invoked the pledge in respect of 20,00,000 shares and transferred into its own account. On being inquired, Defendant No. 1 by letter dated July 28, 2023 confirmed that the shares were pledged for securitisation and that steps were being taken for reversing the transfer of shares. Thereafter, despite assurance of reversal, the Defendant No.1 illegally sold 10,00,000 of the invoked pledged shares without informing the Plaintiffs on July 30, 2023. Consequently, the Plaintiffs filed a commercial suit along with a leave petition and an interim application before the High Court of Bombay ("**High Court**") on July 31, 2023, against Defendant No. 1 and others praying for *inter alia* setting aside of both the invocation of pledge and the sale of invoked shares by Defendant No. 1. The High Court through order dated July 31, 2023, directed to maintain the *status-quo* in respect of the invoked and uninvoked shares ("**Order**"). Despite the Order, Defendant No.1 further disposed of 4,75,000 of the invoked shares. Following this, Humuza Consultants filed a complaint before the Kurla Police Station against Defendant No. 1 and its directors ("**Complaint**") and pursuant thereto Economics Offences Wing, Mumbai registered an FIR dated August 25, 2023 against Defendant No. 1 and its directors and promoters. The High Court on August 3, 2023, passed a further ad-interim order freezing the bank accounts of Defendant No.1 in relation to the sale proceeds received from the invoked pledged shares. Additionally, the Plaintiffs filed another interim application dated October 11, 2023, before the High Court seeking *inter alia* deposit of amounts and transfer of invoked and uninvoked pledged shares to the Plaintiffs. The interim application was listed on March 13, 2024 and the High Court took on record, the statement of the officer from economic offences wing ("**EOW Officer**") stating that the unsold invoked pledged shares amounting to 6,02,772 equity shares and balance amount in demat linked account amounting to ₹ 23.52 crores being part of the sale proceeds generated from the alleged unlawful sale of the illegally invoked pledged shares can be released in favour of Humuza Consultants. Further, the High Court directed the EOW Officer to submit the said statement on a notarised affidavit and, directed the Defendant No. 1 to comply with the directions issued by the High Court on February 28, 2024 and submit an affidavit disclosing the appropriate details of the bank accounts in which the amount of ₹ 2.14 crores realised from the wrongful gain made by Defendant No. 1 from the alleged illegal sale of the invoked pledged shares has been transferred. The matter is currently pending.

Outstanding actions by statutory or regulatory authorities involving our Company

1. M/s Amit Agencies ("**Applicant**") filed an application before the Competition Commission of India ("**CCI**") for anti-competitive practices undertaken by our Company, among others (**"Respondents"**), whereby allegedly any pharmaceutical company was required to obtain a no-objection certificate from the Respondents before appointing a distributor and stockiest. The Applicant approached our Company for appointment as stockist and the same was refused by our Company subject to certain approvals to be obtained by the Applicant. The CCI initiated investigation against our Company for alleged violation of Section 3 of Competition Act, 2002 as amended ("**Competition Act**"). Our Company received a notice dated April 06, 2018, from Director General's Office ("**DG Office**") wherein it was stated that the CCI, vide order dated November 28, 2017, under Section 26(1) of the Competition Act, directed the DG Office to conduct an investigation ("**Order**") ("**Notice**"). Pursuant to the Notice, our Company was directed to furnish information pertaining to appointment of the Applicant as our stockist. Our Company filed a reply to the Notice on April 24, 2018, furnishing the information sought. Our Company further received a notice dated October 13, 2021, wherein additional information was sought ("**Notice One**"). Our Company filed a reply to Notice One on October 21, 2021 ("**October Reply**") furnishing the requested information. A further reply dated November 22, 2021, was filed furnishing additional information in furtherance of October Reply. Furthermore, our Company furnished additional information on January 12, 2024 and January 29, 2024, in response to email dated December 15, 2023 and January 9, 2024, respectively, received from the DG Office. The matter is currently pending.

2. Chemist and Druggist Association of Goa ("**Appellant**") filed an appeal under Section 53B of the Competition Act, 2002 ("**Competition Act**") before the erstwhile Competition Appellate Tribunal, New Delhi against the CCI, our Company and others against the order dated October 27, 2014 ("**Order**") passed by the CCI. Pursuant to the Order, the CCI has imposed a penalty on the Appellant for indulging in anti-competitive practices in terms of Section 3 of the Competition Act by mandating the supply of medicines through only authorized stockists. The Appellant has contended *inter alia* that supply through authorized stockists is not anti-competitive and would prevent the supply of fake and spurious medicines. Subsequently, our Company filed written submission on March 28, 2022 *inter alia* praying that the Appellant is not entitled to any relief. The matter is currently pending.

3. Our Company ("**Petitioner**") filed a writ petition before the High Court of Judicature of Bombay, against the Union of India, Department of Pharmaceuticals ("**DoP**") and National Pharmaceutical Pricing Authority ("**NPPA**"), (together with DoP, "**Respondents**") challenging (a) the price fixation notification dated June 14, 2013 and June 28, 2013 ("**Notifications**") issued by the NPPA whereby it has fixed the ceiling prices in respect of the formulations, being Povidone Iodine Solutions 5% and Povidone Iodine Ointment 5%, and (b) order dated December 23, 2013 ("**Order**") passed by DoP rejecting the review application filed by our Company against the Notification. Our Company has contended that the NPPA has not followed the objective criteria as laid down under the Drugs (Prices Control) Order ("**DPCO**") while fixing the ceiling price in respect to the said formulations and therefore the Notifications and Order are illegal and *ultra vires* of the provisions of the DPCO and Articles 14 and19(1)(g) of the Constitution of India. Further, our Company has prayed, *inter alia*, for quashing the Notification and Order, and implementing fresh price notifications, and prohibiting the Respondents from taking any action against our Company in furtherance to the implementation of the Notifications and the Order. The matter is currently pending.

4. Our Company ("**Petitioner**") filed a writ petition before the High Court of Delhi at New Delhi ("**Delhi HC**"), against the Union of India, Ministry of Chemicals and Fertilizers ("**MoCF**") and NPPA (together with MoCF "**Respondents**") challenging the notes to notifications dated March 2, 2016 and March 29, 2016 ("**Impugned Notifications**") issued by the NPPA whereby NPPA mandated the manufacturer of scheduled formulations to sell the said formulations at a price lower than the revised ceiling price under the provision of DPCO. Our Company has contended that the Impugned Notifications are *inter alia* illegal, arbitrary, *ultra vires*, unconstitutional and violative of the Constitution of India. Further, our Company has prayed, *inter alia*, either for quashing para 13(3) and para 16(4) of DPCO 2013, or to declare that meaning, scope and interpretation of the Impugned Notifications do not require a manufacturer of scheduled formulations to sell the said formulations at a price lower than the revised ceiling price to make a further reduction taking into account the decline in the wholesale price index. The matter is currently pending.

5. A show cause notice was issued by the Assistant Commissioner, Food and Drugs Administration, Maharashtra ("**FDA Commissioner**") dated July 26, 2013 ("**SCN**") for cancellation of the license of our Company on the allegations of stocking and selling the drugs containing Dextropropoxyphene which was prohibited by the Central Government under the DCA through its notification dated May 23, 2013 ("**Notification**"). Pursuant to the hearings under the SCN, the license of our Company was cancelled by the FDA Commissioner pursuant to an order dated January 3, 2014 ("**Order**"). Thereafter, our Company filed an appeal against the Order before the

Additional Chief Secretary, Food and Drugs Administration ("**ACS**"), however, the Order was upheld by ACS vide its order dated February 4, 2014 ("**Appeal Order**"). Aggrieved by this, our Company filed a writ petition before the High Court of Bombay ("**Bombay High Court**") seeking directions for, *inter alia*, quashing the Appeal Order on the grounds that the drugs were recalled as soon as the Notification was widely disseminated by the official sources. The Bombay High Court, pursuant to its order dated June 17, 2014, set aside the Appeal Order and restored the appeal filed by our Company before the ACS. However, the ACS upheld the Order by way of order dated August 30, 2014 ("**Impugned Order**"). Our Company filed a writ petition before the Bombay High Court seeking to quash and set aside the Impugned Order. The Bombay High Court by way of its order dated September 19, 2014 upheld the part of its previous order, setting aside the decision of the ACS to suspend Company's license. The matter is currently pending.

6. Our Company ("**Petitioner**") filed a writ petition before the High Court of Karnataka at Bangalore ("**Karnataka HC**"), against the Union of India, Ministry of Chemicals and Fertilizers ("**MoCF**") and NPPA (together with MoCF "**Respondents**") challenging communication dated July 21, 2011, June 20, 2011 and July 26, 2011 ("**Impugned Communications**") issued by the NPPA whereby NPPA has held that the Glargine Insulin comes under the ambit of price control under the provision of Drug Prices Control Order, 1995 ("**DPCO 1995**"). Our Company has contended that the Impugned Communications are illegal, without authority of law, arbitrary and contrary to express provisions of DPCO 1995 and that finding of NPPA that Glargine is a derivative of bulk drug 'Insulin' is within the ambit of price control under DPCO 1995 is erroneous and opposed to established principles. Further, our Company has prayed, *inter alia*, for quashing the Impugned Communications and declare that Petitioner's product 'GLARITUS' is not a schedule bulk and/or schedule formation covered within the ambit of DPCO 1995. The Karnataka HC granted interim relief by way of its order dated September 6, 2011 granting stay on any further proceedings pursuant to Impugned Communications. Subsequently, NPPA has filed an interlocutory application against the writ petition filed by the Company *inter alia* praying for vacating the interim order passed by Karnataka HC. The matter is currently pending.

7. A show cause notice dated October 7, 2005 and an order dated May 19, 2006 ("**Order**") were issued by the Joint Commissioner and Drugs Controller, Food and Drug Administration ("**FDA Commissioner**") whereby sale of Freecad Softgel and Winofit Softgel ("**Medicines**") by our Company was disallowed on the grounds of not having requisite licenses under DCA. Thereafter, our Company filed a writ petition before the Bombay High Court challenging the Order on the grounds, *inter alia*, that the Medicines are food supplements and not drugs and relevant licenses under the Prevention of Food Adulteration Act, 1954 have been obtained for the same and the Order is arbitrary, unfair, unreasonable, irrational, *ultra vires* and violative of the Constitution of India. The Bombay High Court has granted interim reliefs. The matter is currently pending.

8. Our Company and Rupali Lonkar ("**Petitioners**") filed a writ petition before the High Court of Judicature of Bombay, against the Union of India, Department of Pharmaceuticals ("**DoP**") and NPPA, (together with DoP, "**Respondents**") challenging (a) the price fixation notification dated April 28, 2014 ("**Notification**") issued by the NPPA whereby NPPA has fixed the ceiling prices in respect of the formulations, being Gentamicin Injection 40 ml and Dexamethasone Injection 4 ml, and (b) order dated July 7, 2014 ("**Order**") passed by DoP rejecting the review application filed by our Company against the Notification. Our Company has contended that the NPPA has not followed the objective criteria as laid down under the DPCO while fixing the ceiling price in respect to the said formulations and therefore the Notification and Order are illegal and *ultra vires* of the provision of the DPCO and are violative Articles 14 and 19(1)(g) of the Constitution of India. Further, our Company has prayed, *inter alia,* for quashing the Notification and setting aside the Order and prohibiting the Respondents from taking any action against our Company in furtherance to the implementation of Notification and Order. The matter is currently pending.

9. Our Company ("**Petitioner**") filed a writ petition before the High Court of Delhi at New Delhi, against the Union of India, Department of Pharmaceuticals ("**DoP**") and NPPA, (together with DoP, "**Respondents**") challenging (a) the price fixation notifications dated March 29, 2016 and March 10, 2017 ("**Price Fixation Notifications**") issued by the NPPA whereby NPPA has fixed the ceiling prices in respect of the formulations, Alphadopa 500mg tablets/Methyldopa 500 mg; (b) show cause notices dated April 8, 2015, September 9, 2015 and April 12, 2016 ("**SCNs**"); (c) demand notice dated July 10, 2017 ("**Demand Notice**") and (d) order dated August 25, 2021 ("**Order**") passed by DoP demanding payment of ₹ 61.35 crores. Our Company has contended that the Price Fixation Notifications, SCNs, Demand Notice and Order are illegal and ultra vires of the provision of the Articles 14 and 19(1)(g) of the Constitution of India. Further, our Company has prayed, *inter alia*, for quashing the Price Fixation Notifications, SCNs, Demand Notice and Order and prohibiting the Respondents from taking any action against our Company in furtherance to the implementation of Price Fixation Notifications, SCNs, Demand Notice and Order. The matter is currently pending.

10. A show cause notice dated January 29, 2018 ("**SCN**") was issued against the Company by the Commissioner of Customs (Export), Air Cargo Complex, Mumbai ("**Commissioner**") alleging the misclassification of the product, 'Divalproex Sodium', by our Company. In terms of the SCN, the Additional Commissioner of Customs (Export) hold that our Company deliberately misclassified the product to avail 2% incentive under the Focus Product Scheme ("**FPS**") benefit under Chapter 3 of the Foreign Trade Policy and thereafter imposed a penalty of ₹ 0.75 crore through its order dated September 18, 2018. Subsequently, our Company had filed an appeal before the Office of the Commissioner of Customs (Appeals), Mumbai ("**Appellate Tribunal**") against the said order. Our Company contended, *inter alia,* that the original shipping bills were submitted by the Company after the extended period for claiming the benefits of FPS and therefore the Company was not eligible for the availing the FPS. However, the Appellate Tribunal vide its order dated July 12, 2019 ("**Order**") rejected the appeal and reduced the penalty amount to ₹ 0.25 crore. Aggrieved by the Order, our Company has filed an appeal against the Commissioner before the Customs, Excise and Service Tax Appellate Tribunal, West Zonal Bench, Mumbai praying, *inter alia,* to set aside the Order. The matter is currently pending.

11. Our Company ("**Petitioner**") filed a writ petition (**"Petition"**) before the High Court of Judicature of Bombay Bench at Aurangabad (**"High Court"**), against Maharashtra State Electricity Distribution Limited ("**MSEDCL**") challenging the validity and legality of the order passed by Electricity Ombudsmen dated July 25, 2012 ("**Impugned Order**") which incorrectly assessed the category under which the electricity was supplied to our Company and wrongly categorized Company's research and development centre as commercial unit rather than an industrial unit. Our Company contended that the Impugned Order was *inter alia* erroneous and against principles of natural justice. Further, our Company has prayed, *inter alia*, to quash and set aside the Impugned order and prohibit the MSEDCL from taking any action against our Company in furtherance to the implementation of Impugned Order. Further, MSEDCL also filed a writ petition against the Impugned Order before the High Court ("**Petition Two**") and prayed, *inter alia*, that till the disposal of the Petition Two, our Company shall pay electricity charges as per revised tariff in commercial unit category. The matter is currently pending.

12. Our Company filed an appeal before the Supreme Court of India ("**Supreme Court**") against the order dated February 21, 2013 ("**Impugned Order**") passed by the Appellate Tribunal for Electricity ("**Appellate Tribunal**") which had upheld the order and judgment of Maharashtra Electricity Regulatory Commission ("**MERC**") dated August 16, 2012, relating to incorrect categorization of Research and Development centers and imposition of different tariff as determined by Maharashtra State Electricity Distribution Limited ("**MSEDCL**"). Our Company has contended that the Appellate Tribunal in its Impugned Order *inter alia* failed to recognize the burden of high tariff cost on the Company, to be arbitrary, discriminatory and violative of Article 19 of the Constitution of India among other grounds. Further, our Company has prayed, *inter alia*, to admit and allow the civil appeal filed by it and to quash and set aside the Impugned Order of the Appellate Tribunal. The matter is currently pending.

13. A show cause notice dated June 5, 2021 ("**SCN**") was issued against the Company by the Commissioner of Customs (Import), Air Cargo Complex, Sahar, Andheri, Mumbai ("**Commissioner, Andheri**") alleging the misclassification of the product, 'Dextromethorphan Hydroromide by our Company. In terms of the SCN, the Commissioner, Andheri alleged that our Company deliberately misclassified the product to avail benefits under the Merchandise Exports from India Scheme ("**MEIS**") from April 2015 to at least July 2017 to the tune of ₹ 9.47 crores and claimed and demanded ₹ 5.99 crores as duty amount ("**Claimed amount**"). Subsequently, our Company replied to SCN seeking working of the Claimed amount and two months extension to file the reply. Additionally, our Company has received a letter dated February 1, 2022, affixing the date of personal hearing. Our Company further received show cause notices dated July 28, 2021, November 30, 2021and March 28, 2022, from Commissioner of Customs, Nhava Sheva ("**Commissioner, Nhava Sheva**"), on August 17, 2021 from Commissioner of Customs, Chennai ("**Commissioner, Chennai**") and on December 06, 2022 from the Office of the Principal Commissioner of Customs, ACC (Import), New Delhi ("**Other SCN(s)**" and together with SCN, "**All SCNs**") on the identical subject matter. Our Company replied on February 10, 2022 to the Commissioner, Andheri requesting adjudication of the Other SCNs received till date by a single authority to avoid multiplicity of proceedings and seeking adjournment of hearing and extension of further two months. Subsequently, in light of the Supreme Court order dated March 9, 2021, in the Canon India case, Other SCNs dated July 28, 2021, and June 05, 2021, were kept in the call book and the proceedings were kept in abeyance. Following this, our Company requested the Commissioner, Chennai and Commissioner, Nhava Sheva by letters dated May 04, 2022, and February 10, 2023, respectively to keep the Other SCNs dated August 17, 2021 and March 28, 2022 in the call book as well and further requested for consolidation of proceedings under All SCNs. Our Company received corrigendum to certain Other SCNs, to which our Company replied on February 21, 2023, seeking extension of at least two months to file the reply. Lastly, Commissioner, Andheri vide its letter dated October 26, 2023, fixed the date for personal hearing in the month of November 2023 to which our Company replied on November 3,

2023 seeking adjournment of the hearing till our Company filed its reply subject to furnishing of particulars sought from the commissioners. The matter is currently pending.

14. A show cause notice dated June 16, 2014 ("**SCN**") was issued against the Company by the National Pharmaceutical Pricing Authority ("**NPPA**") alleging selling Tryptomer 25mg tablets (referred to as "**Tablets**") at a price higher than the ceiling price stipulated in the price fixation notification dated June 14, 2013 (the "**Price Fixation Notification**") issued by the NPPA. This notification fixed the ceiling prices for formulation of Amitriptyline 25mg tablets. According to the SCN, the NPPA initiated a case of overcharging and subsequently issued a demand notice dated August 28, 2014, requiring a total deposit of ₹ 3.54 crores including interest amounting to ₹ 0.42 crores. In response, our Company, through its letter dated April 22, 2015 ("**Letter**"), asserted that it had consistently and diligently taken steps to ensure compliance with the Price Fixation Notification and highlighted that it had taken measures to adjust the price. Furthermore, our Company in the Letter also cited an interim order issued by the High Court of Delhi on August 5, 2013 (the "**Order**"), which resulted from a writ petition filed by our Company against the Union of India, the Department of Pharmaceuticals, and the NPPA challenging certain provisions of the Drugs (Prices Control) Order, 2013, which restrained NPPA from taking any coercive actions against our Company. Consequently, our Company requested the NPPA in the Letter to withdraw the SCN. The matter is currently pending.

Other notices by statutory or regulatory authorities involving our Company

1. Our Company, our Directors and our Promoters in the ordinary course of our business receives from various statutory and/ or regulatory authorities *inter alia* State Drugs Controller, Health and Family Welfare Department, Narcotics Control Bureau: (i) show cause notices for misbranding with respect to labelling requirements, non-compliance with quality and specifications under the Drugs and Cosmetics Act, 1940 and Drugs and Cosmetic Rules, 1945; (ii) notices to furnish information/ clarifications (a) under Section 91 of the Code of Criminal Procedure, 1973 for the purpose of investigation; (b) under Narcotic Drugs and Psychotropic Substances Act, 1985 and under Section 18B and 22 of the Drugs and Cosmetics Act, 1940 and rules made thereunder for verifying *inter alia* the genuineness and manufacturer of the products/drugs being seized, diversion of products into illicit channels, marketing and distribution of misbranded drugs; and (c) pertaining to price to retailer and moving annual turnover by the National Pharmaceutical Pricing Authority to enable the said authority to fix the retail price and ceiling price, ensure compliance of ceiling price, etc.; and (iv) notices for providing expert opinion on sample seized by the authorities identified as counterfeit products. We routinely address all notices received from statutory and regulatory authorities.

2. The Joint Commissioner of Drugs & Licensing Authority, Food and Drug Administration, M.S., Chh. Sambhajinagar ("**Joint Commissioner**") issued show cause notices against the Company dated January 15, 2024 and January 16, 2024 ("**SCNs**"). The SCNs allege that the Company failed to comply with the pharmaceutical quality system requirements of the Drugs and Cosmetic Act, 1940 and good manufacturing practices, including inadequate material segregation, labelling, and activity recording. The SCNs demand a written explanation as to why the Company's license should not be cancelled. The matter is currently pending.

3. A show cause notice dated July 5, 2023 ("**SCN**") was issued against our Company and our cost auditor, namely Kirit Mehta & Co. ("**Cost Auditor**"), by the Cost Audit Branch of the Ministry of Corporate Affairs ("**MCA**") under section 148 of the Company Act, 2013 alleging that in the prescribed unit of measurement ("**UoM**") i.e. kilogram ("**Kg**") has not been used in the cost audit report filed for financial year 2021-22 as per the provisions of the Companies (Cost Records and Audit) Amendment Rules, 2018 ("**Rules**"). Our Company replied to SCN clarifying that our Company follows the practise of maintaining cost records based on the UoM approved and implemented by the relevant authority for GST purposes and reflects the industry practices which provides more accurate representation of the product for cost analysis purposes. However, MCA found the said clarifications provided by the Company unsatisfactory and issued a show cause notice dated February 13, 2024 ("**Second SCN**") against our Company, the Cost Auditor and our Directors alleging that the cost audit report filed for financial year 2021-22, the UoM for the product 'Losartan' was not reported in accordance with the Customs Tariff Act, 1975. Our Company replied to the Second SCN on March 1, 2024, clarifying that the practice followed by our Company reflects the industry practices which provides more accurate representation of the product for cost analysis purposes and also, submitted the cost audit report in the UoM as instructed in the Second SCN but requested MCA to consider the practical implication of using Kg as UoM for pharmaceutical formulations. The matter is currently pending.

Other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

1. Merck Life Sciences Private Limited (**"Operational Creditor**") filed a company petition dated November 3, 2023 under section 8 of the Insolvency and Bankruptcy Code, 2016 (**"IBC"**) against our Company before the National Company Law Tribunal, Mumbai Bench (**"NCLT"**) to initiate corporate insolvency resolution process under section 9 of the IBC for default of ₹ 20.25 crores (including interest till November 2, 2023). The Operational Creditor received a purchase order dated November 1, 2021 (**"PO Order"**) from our Company to purchase 100 units of benzonase enzyme. However, our Company sent an email dated January 19, 2022 to Operational Creditor to not process the PO Order and thereafter, on February 28, 2022, our Company requested the Operational Creditor to cancel the PO Order. The Operational Creditor vide email dated April 13, 2022 refused to cancel/terminate the order on the ground that the goods were manufactured according to the Company's requirements and the same has been imported from Germany. The Company filed a suit (**"Suit"**) before the City Civil Court at Bombay ("**Court**") dated October 14, 2022 against the Operational Creditor praying for, *inter alia*, to declare that the PO Order does not constitute a conclude contract between the parties and the PO Order was validly terminated and/or rightfully cancelled. The matter is currently pending. Further, the Operational Creditor filed a notice of motion in the Suit before the Court against our Company. Subsequently, the Operational Creditor issued demand notice dated March 14, 2023 to our Company to pay a sum of ₹ 18.55 crores including interest calculated upto March 15, 2023. The matter is currently pending.

Material tax proceedings involving our Company

1. The Company received assessment orders from the Assistant Commissioner of Income Tax (the "**CIT**") for various assessment years (2002-03 to 2018-19) (the "**Assessment Orders**") along with the demand notices amounting to ₹ 270.41 crores. Assessment Orders were issued in relation to disallowance of weighted deduction under Section 35 (2AB) of the Income Tax Act, 1961, which was claimed by Company under the head of R&D expenses at 200% on the capital expenditure. In terms of the Assessment Orders, the CIT, inter alia, disallowed the deduction of 200% of the capital and revenue expenditure claimed by our Company under Section 35(2AB) of the Income Tax Act, 1961. The matter is currently pending.

2. The Company received assessment orders from the Assistant Commissioner of Income Tax (the "**CIT**") for various assessment years (2012-13 to 2021- 22) (the "**Assessment Orders**") along with the demand notices amounting to ₹ 95.93 crores. Assessment Orders were issued in relation to computation of arm's length price for transfer pricing adjustment under Section 92CA of the Income Tax Act, 1961, In terms of the, assessment orders, the CIT, inter alia, enhanced the total income of Company for calculation of tax payable by it. The matter is currently pending.

3. The Company received assessment order from the Assistant Commissioner of Income Tax (the "**CIT**") for the assessment year 2012-13, (the "**Assessment Order**") along with the demand notices amounting to ₹ 74.21 crores. Assessment Orders were issued in relation to the issue of CDR recompense expense under Explanation 1 to Section 115JB of the Income Tax Act, 1961, In terms of the assessment order, the CIT, *inter alia*, disallowed CDR recompense expense due to calculation being done on ad-hoc rather than scientific basis. The matter is currently pending.

4. The Company received assessment orders from the Assistant Commissioner of Income Tax (the "**ACIT**") for various assessment years (2010-11 to 2016- 17) (the "**Assessment Orders**") along with the demand notices amounting to ₹ 162.55 crores. The Company appealed that the Assessment Orders failed to appreciate that in the absence of "Principal and Agent" relationship between the Company and its distributors, as required for deducting of tax at source under section 194H of the Income Tax Act, 1961 (**"Act"**), the Company cannot be held as an "assessee in default" under section 201(1) of the Act. The matter is currently pending.

5. The Company received assessment orders from the Deputy Commissioner of Income Tax (the "**DCIT**") for various assessment years (2001-02 to 2011-12) (the "**Assessment Orders**") along with the demand notices amounting to ₹ 28.74 crores. Assessment Orders were issued in relation to granting deduction under section 80-IB of the Income Tax Act, 1961, without allocating the R&D and interest expenditure to eligible units. In terms of the Assessment Orders, the DCIT, inter alia, disallowed the deduction claimed by our Company under Section 80(IB) of the Income Tax Act, 1961. The matter is currently pending.

B. Litigation involving our Subsidiaries

Criminal litigation involving our Subsidiaries

Nil

Material civil proceedings involving our Subsidiaries

Nil

Outstanding actions (including show-cause notices) initiated by statutory or regulatory authorities involving our Subsidiaries

Nil

Other pending matters involving our Subsidiaries which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

1. *Sergeants Benevolent Association Health & Welfare Fund v. Actavis et al.* (1:15-cv-06549-CM, S.D.N.Y.) – Plaintiff Sergeants Benevolent Association Health & Welfare fund filed a purported Class Action Complaint in the United States District Court for the Southern District of New York against Actavis, PLC and Forest Laboratories, LLC, Merz Pharma Gmbh & Co., KGAA, Amneal Pharmaceuticals, LLC, Teva Pharmaceuticals USA, Inc., Teva Pharmaceutical Industries, Inc., Barr Pharmaceuticals, Inc., Cobalt Laboratories, Inc., Upsher-Smith Laboratories, Inc., Wockhardt Limited, Wockhardt USA LLC, Sun India Pharmaceuticals Industries, Ltd., Dr. Reddy's Laboratories Ltd., and Dr. Reddy's Laboratories Inc. The Plaintiff alleges that settlement agreements between Actavis and the generic defendants in Hatch-Waxman patent litigation concerning Namenda IR (memantine hydrochloride) were unlawful "pay-for-delay" settlements that allowed Actavis to improperly maintain a monopoly on the market. The Plaintiff further alleges that the agreements were part of an overall anticompetitive scheme and alleges conspiracy to monopolize under antitrust, consumer protection, and deceptive trade practices statutes. Wockhardt Limited, Wockhardt USA LLC and Plaintiff settled this action and the settlement was approved by the Court on March 23, 2023.

2. *In re Generic Pharmaceuticals Pricing Antitrust Litigation, MDL No. 2724 (E.D. Pa.), parallel litigation pending in Pennsylvania state court, and Kathyrn Eaton v. Teva Canada Limited, et al. (Federal Court, Toronto, Ontario, Canada)* – Wockhardt USA LLC and Morton Grove Pharmaceuticals, Inc. (together, "**Wockhardt U.S. Companies**") are defendants in class action and individual lawsuits by private companies and the States, Counties, and Territories of the United States alleging that the Wockhardt U.S. Companies and other generic drug manufacturers pursued a common goal of achieving artificially-inflated generic drug prices through the allocation of markets and through price-fixing agreements. The generic drug companies allegedly accomplished this goal through an overarching, industry-wide conspiracy and various drug-specific conspiracies. The plaintiffs allege claims under antitrust, competition, consumer protection, and deceptive trade practices statutes (among other common law claims).

3. *Standing Rock Sioux Tribe v. Purdue Pharma L.P., et al.* (1:18-op-45220, N. D. Ohio) - Plaintiff Standing Rock Sioux Tribe brought an action against Morton Grove Pharmaceuticals, Inc. and other manufacturers and distributors of opioid and other drugs for alleged health care costs incurred from, inter alia, health care services provided to patients allegedly suffering from addiction or disease, overdose, or death. The case is presently stayed pending the outcome of other cases pending in the multidistrict litigation pending in the U.S. District Court for the Northern District of Ohio, In re: National Prescription Opiate Litigation, Case No. 1:17-md-02804-DAP. Plaintiffs allege claims under public nuisance, unlawful sales or advertising practices, and deceptive trade practices statutes and the Racketeer Influenced and Corrupt Organizations Act (among other common law claims).

4. *In re: Zantac (Ranitidine) Products Liability Litigation*, MDL No. 2924 (S.D. Fla.), parallel litigation pending in California, Illinois and Pennsylvania state courts – Wockhardt USA LLC, Wockhardt Limited and other brand and generic pharmaceutical companies, distributors and retailers are defendants in multiple litigations alleging ranitidine (Zantac) products liability claims. Most of these cases are consolidated in a multidistrict litigation (MDL) in the U.S. District Court for the Southern District of Florida. On December 31, 2020, the Court dismissed all claims against the generic defendants, including Wockhardt USA LLC and Wockhardt Limited, with the opportunity for plaintiffs to re-plead certain claims. On January 28, 2021, the third party-payors filed a Notice of Appeal with respect to the Court's decision dismissing their class action complaint. On February 8, 2021, Plaintiffs filed an Amended Personal Injury Complaint, naming Wockhardt USA LLC, Wockhardt Limited and other pharmaceutical companies, distributors and retailers as defendants. On July 8, 2021, the Court granted the generic defendants' motion to dismiss, dismissing all claims against the generic defendants, including Wockhardt USA LLC and Wockhardt Limited. On December 6, 2022, the MDL court held that plaintiffs failed to prove general causation with respect to the five cancers selected by plaintiffs. Multiple plaintiffs have appealed the district court decisions. Plaintiffs filed actions in California, Illinois and Pennsylvania state courts making substantially the same claims and allegations as those alleged in the federal MDL court. On October 25, 2022, the Supreme Court of

Illinois consolidated the Illinois state court actions in the Circuit Court of Cook County, Illinois under the lead case, No. 2020 L 004916. The Illinois Circuit Court dismissed the actions against the generic pharmaceutical companies, including Wockhardt USA LLC and Wockhardt Limited, on October 6, 2023. The California state court actions have been consolidated in the Superior Court of the State of California, County of Alameda, JCCP NO. 5150. The Pennsylvania state court actions have been consolidated in the Court of Common Pleas, Philadelphia County, June Term 2022, No. 1364. Plaintiffs also filed state court actions in New York and Ohio against Wockhardt USA LLC and other brand and generic pharmaceutical companies. The plaintiffs voluntarily dismissed these actions against the generic pharmaceutical companies.

C. Litigation involving our Promoters

Outstanding litigation involving our Promoters

Except as disclosed under "*Litigation involving our Company*", and, on page 259, there are no pending litigation involving our Promoters.

D. Litigation involving our Directors

Outstanding litigation involving our Directors

Except as disclosed in *"Litigation involving our Company"* on page 259, there are no pending litigation involving our Directors.

E. Tax litigation

As on the date of this Placement Document, except as disclosed below, there are no outstanding tax litigations, involving the Relevant Parties:

Nature of case	Number of cases	Amount involved (in ₹ crores)*
Tax litigation involving our Company		
Direct tax	27	1,026.00
Indirect tax	57	157.00
Total	84	1,183.00
Tax litigation involving our Subsidiaries		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	Nil	Nil
Tax litigation involving our Directors		
Direct tax	-	-
Indirect tax	-	-
Total	-	-
Tax litigation involving our Promoters		
Direct tax	-	-
Indirect tax	-	-
Total	-	-

**To the extent quantifiable, including interest and penalty thereon.*

F. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of this Placement Document and directions, if any, issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action

Our Company received a show cause notice dated September 15, 2022, from SEBI ("**SCN**") regarding non-disclosure of interim outcome of USFDA inspection conducted in the year 2013. Subsequently, our Company and the concerned directors including our Promoter namely, Habil Fakhruddin Khorakiwala, filed a settlement application on December 2, 2022, without admitting or denying to any allegations, with the sole aim of resolving the matter in accordance with applicable law. The matter has been disposed of by SEBI *vide* its settlement order dated May 23, 2023 ("**Settlement Order**"). Our Company and the concerned directors including our Promoter namely, Habil Fakhruddin Khorakiwala, complied with the Settlement Order by paying the prescribed penalty. As a result, the matter has been resolved, and there is no pending action. Furthermore, the Settlement Order do not have any material impact on the financial position of the Company.

Except as disclosed above and under *'Litigation involving our Promoters'* on page 267,there have been no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of this Placement Document and directions, if any, issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

G. Details of inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years involving our Company or our Subsidiaries, or any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years involving our Company or our Subsidiaries

Except as disclosed under *'Litigation involving our Company'* and *'Litigation involving our Subsidiaries'* on page 259 and 265, respectively, there have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 or any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years preceding the year of this Placement Document involving our Company and its Subsidiaries.

H. Details of default, if any, by our Company or our Subsidiaries including therein the amount involved, duration of default and present status, in repayment of (a) statutory dues; (b) debentures and interests thereon; (c) deposits and interest thereon; and (d) any loan from any bank or financial institution and interest thereon

As on the date of this Placement Document, our Company or our Subsidiaries has no outstanding defaults in relation to repayment of statutory dues, dues payable to holders of any debentures and interest thereon, or in respect of deposits and interest thereon, or in repayment of loans obtained from any bank or financial institution and interest thereon.

I. Details of acts of material frauds committed against our Company in the last three years, if any, and if so, the action taken by our Company

There have been no material frauds committed against our Company in the last three years preceding the date of this Placement Document.

J. Details of defaults in annual filing of our Company or our Subsidiaries under the Companies Act, 2013 and the rules made thereunder

As on the date of this Placement Document, our Company or our Subsidiries has not made any default in annual filings under the Companies Act, 2013 and the rules made thereunder.

K. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company on a consolidated basis

As on the date of this Placement Document, there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company on a consolidated basis.

STATUTORY AUDITORS

Our Company's current Statutory Auditors, B S R & Co. LLP, Chartered Accountants, are independent auditors with respect to our Company as required by the Companies Act, 2013 and in accordance with the guidelines prescribed by the ICAI and have been appointed as the statutory auditors of our Company, pursuant to the approval of the shareholders of our Company at the general meeting held on August 14, 2019.

The Fiscal 2021 Audited Consolidated Financial Statements, the Fiscal 2022 Audited Consolidated Financial Statements, the Fiscal 2023 Audited Consolidated Financial Statements and the Unaudited Consolidated Financial Results together with the respective reports thereon issued by our current Statutory Auditors, B S R & Co. LLP, Chartered Accountants, have been included in this Placement Document.

The peer review certificate of our current Statutory Auditor, B S R & Co. LLP, Chartered Accountants is valid till July 31, 2025.

FINANCIAL INFORMATION

To the Members of Wockhardt Limited

Report on the Audit of 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 2021, 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 a summary of significant 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 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 2021, of its consolidated profit 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 audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph 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, 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

The Key Audit Matter	**How the matter was addressed in our audit**
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. 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. Group's assessment of accrual towards rebates, discounts, returns, service level penalties and allowances require significant estimates and judgement and change in these estimates can have a significant financial impact. Given the risk of overstatement of revenue due to fraud and significant estimates and judgement required to assess various accruals referred above, this is a key audit matter. Refer note 3(j) of accounting policy, note 24 and 37 in consolidated financial statements.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to revenue recognition by comparing with applicable accounting standards. • We have evaluated the design, implementation and operating effectiveness of the Group's key internal control over revenue recognition and measurement of rebates, discounts, returns, service level penalties and allowances. • We have examined the samples, selected using statistical sampling, of revenue recorded during the year with the underlying documentation. • We have performed cut off procedures by selecting samples, using statistical sampling, of revenue recorded as at the period end. • We have verified Group's assessment of accruals of rebates, discounts, returns, service level penalties and allowances in line with the past practices to identify bias. • We have examined the manual journals posted to revenue at period end to identify unusual or irregular items. • We have assessed the adequacy of the disclosures made in respect of revenue from sale of goods.

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

The Key Audit Matter	How the matter was addressed in our audit
Certain property, plant and equipment and capital work in progress of the Group are affected by lower capacity utilization mainly due to regulatory alert from U.S. Food and Drug Administration ("US FDA") and are currently not being used for alternate purposes. The Group's investment in these facilities was made considering market feasibility and potential of existing/ future products. As at 31 March 2021, carrying value of such Property, Plant and Equipment and Capital Work in Progress amounts to ₹ 293.38 crores and ₹ 285.81 crores respectively. The Group's remediation work of such facilities is underway and is expected to fully utilise the facilities post necessary approvals from the regulator. During the year Group has reassessed the commercial prospects of Nutrition business and has classified the related assets as held for sale. 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. Refer note 3(d) and 3(q) of accounting policy and note 4, 38 and 44 in consolidated financial statements.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to impairment by comparing with applicable accounting standards. • We have inquired the progress made on remediation work with key managerial personnel. • We have verified the reports of physical verification of property, plant and equipment and capital work in progress (those assets affected by alerts from US FDA) by the Company, including those done by external experts. • We have assessed the competence, 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. • We have challenged the significant assumptions considered by the Group while carrying out impairment assessment for assets held for sale. • We have verified the impairment calculation by the Group basis the recoverable amount determined. • We have involved our valuation specialists to assess the valuation methodologies applied by the Holding Company to determine the recoverable amount for the impairment calculation for assets held for sale. • We have evaluated adequacy of presentation and disclosure of assets held for sale and related impairment loss in accordance with applicable accounting standards.

Divestment of identified domestic branded business

The Key Audit Matter	How the matter was addressed in our audit
During the year, the Group has completed divestment of its identified domestic branded business (Business Undertaking) to Dr. Reddy's Laboratories Limited. The Group has disclosed the results of operations of this Business Undertaking during the year as discontinued operations and the profit from the aforesaid Transfer of Business Undertaking (excluding the Holdback Amount of ₹ 300 crore) amounting to ₹ 1,470.32 crores has been reported as ' Exceptional Items - Discontinued operations. Given the size and complexity of transaction, this is considered to be a key audit matter. Refer note 3(q) of accounting policy and note 38 in consolidated financial statements.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to discontinued operations by comparing with applicable accounting standards. • We have read the minutes of meetings of Board of Directors of the Holding Company, Business Transfer Agreement and the Company's related press releases. • We have inquired with the key managerial personnel to obtain an understanding of the disposal process and the key terms of sale. • We have verified the computation of gain on sale of Business Undertaking with underlying sale agreement and carrying value of net assets. • We have verified the computation of tax, including deferred tax adjustments on sale of Business Undertaking. • We have evaluated the adequacy of the presentation and disclosures of discontinued operations and gain on sale of Business Undertaking in accordance with applicable accounting standards.

Recoverability of carrying value of Intangible assets under development

The Key Audit Matter	How the matter was addressed in our audit
The Group has Intangible assets under development amounting to ₹ 776.12 crores as at 31 March 2021. The aforesaid development expenditure is incurred on clinical development programme in relation to the New Chemical Entity (NCE). The carrying value of such Intangible assets under development is tested for recoverability, based on the estimated future cash flows, market conditions, etc. Changes in these assumptions could lead to an impairment to the carrying value of these Intangible assets under development. Given the significance of amount involved and the estimates and judgements involved in assessment of capitalisation of such costs and their recoverability, this is considered to be a key audit matter. Refer note 3(b) of accounting policy,note 6 and 44(a) in consolidated financial statements.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to Intangible assets under development by comparing with applicable accounting standards. • We have inquired the progress made on NCE development with key managerial personnel. • We have inspected the correspondences with regulatory authorities, third parties, scientific documentation and the market releases made by the Group. • We have tested, on a sample basis, the project related expenditure with underlying documents. • We have evaluated the criteria for capitalisation of development expenditure with those set out in the applicable accounting standard. • We have challenged the Group's assessment of estimated future cash flows relating to the NCE project and their recoverability plans.

Assessment of recoverability of the carrying value of Goodwill

The Key Audit Matter	How the matter was addressed in our audit
The Group has Goodwill amounting to ₹ 904.04 crores as at 31 March 2021 in respect of acquired businesses. The carrying value of Goodwill will be recovered through future cash flows. There is inherent risk of impairment in case future cash flows do not meet the Group's expectations. 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. Refer note 3(g) of accounting policy and note 5 in consolidated financial statements.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to impairment of Goodwill by comparing with applicable accounting standards. • 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. • We have involved our valuation specialists to assess the valuation methodologies applied by the Group. • 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. • We have evaluated the adequacy of disclosures made in the consolidated financial statements with respect to key assumptions and judgements.

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 our auditors' report 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 work done/audit report 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 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 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 is 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 the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- 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 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 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 believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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 auditors' 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/financial information of twenty-six subsidiaries whose financial statements/financial information reflect total assets (before consolidation adjustments) of ₹ 7,283.40 crores as at 31 March 2021, total revenues (before consolidation adjustments) of ₹ 2,849.15 crores and net cash inflows amounting to ₹ 26.29 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information 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 audit 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 consolidated financial statements as at and for the year ended 31 March 2021 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

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 reports of the other auditors.

   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 31 March 2021 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 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f) 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 A".

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 Auditor's) 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:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group. Refer Note 45 to the consolidated financial statements.

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. 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 2021.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2021.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, incorporated in India which were 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) 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 Lehery
Partner
Membership No: 112399

Place : Mumbai
Date : 27 May 2021
ICAI UDIN: 21112399AAAABP4949

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2021

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 Companies Act, 2013

(Referred to in paragraph A(f)) 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 2021, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, 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 consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies 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 Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated 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 consolidated 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 consolidated 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated 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 consolidated financial statements includes 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 consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated 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 Lehery
Partner
Membership No: 112399

Place : Mumbai
Date : 27 May 2021
ICAI UDIN: 21112399AAAABP4949

CONSOLIDATED FINANCIAL STATEMENTS - BALANCE SHEET

As at March 31, 2021

	Notes	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
ASSETS					
NON-CURRENT ASSETS					
Property, Plant and Equipment	4	**1,718.97**	**235.12**	1,856.69	245.66
Right of use assets	4	**592.48**	**81.01**	622.20	82.32
Capital work-in-progress	4	**602.82**	**82.45**	836.46	110.67
Goodwill on consolidation	5	**904.04**	**123.65**	875.19	115.80
Other Intangible Assets	6	**127.63**	**17.46**	148.21	19.61
Intangible assets under Development	6	**776.12**	**106.16**	748.07	98.98
Financial Assets					
Investments	7	**0.45**	**0.06**	0.45	0.06
Other non-current financial assets	8	**44.82**	**6.13**	46.02	6.09
Non-current tax assets (Net)		**116.60**	**15.95**	118.95	15.74
Deferred tax assets (net)	9	**397.50**	**54.37**	429.42	56.82
Other non-current assets	10	**66.88**	**9.14**	67.42	8.92
		5,348.31	**731.50**	5,749.08	760.67
CURRENT ASSETS					
Inventories	11	**798.88**	**109.26**	689.83	91.27
Financial Assets					
Trade receivables	12	**917.65**	**125.51**	1,242.69	164.42
Cash and cash equivalents	13.1	**232.25**	**31.76**	219.34	29.02
Bank balances (other than cash and cash equivalents)	13.2	**59.54**	**8.13**	49.12	6.50
Other current financial assets	14	**33.18**	**4.54**	8.85	1.17
Other current assets	15	**238.59**	**32.64**	163.36	21.61
Asset classified as held for sale	31 & 38B	**144.29**	**19.73**	56.64	7.49
		2,424.38	**331.57**	2,429.83	321.48
Total Assets		**7,772.69**	**1,063.07**	8,178.91	1,082.15
EQUITY AND LIABILITIES					
EQUITY					
Equity Share Capital	16	**55.39**	**7.57**	55.37	7.32
Other Equity		**3,321.37**	**454.27**	2,616.30	346.16
Equity attributable to the share holders of the Company		**3,376.76**	**461.84**	2,671.67	353.48
Non-controlling interests	40	**383.49**	**52.45**	385.79	51.04
Total Equity		**3,760.25**	**514.29**	3,057.46	404.52
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	17	**502.85**	**68.77**	1,240.90	164.19
Lease Liabilities	33	**278.55**	**38.10**	306.52	40.56
Provisions	18	**84.37**	**11.54**	45.60	6.04
Deferred tax liabilities (net)	9	**28.45**	**3.89**	31.25	4.13
		894.22	**122.30**	1,624.27	214.92
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	19	**1,066.11**	**145.81**	903.86	119.58
Trade payables	20				
Total outstanding dues of micro enterprises and small enterprises		**22.21**	**3.04**	34.89	4.62
Total outstanding dues of creditors other than micro enterprises and small enterprises		**555.76**	**76.01**	860.38	113.84
Lease Liabilities	33	**62.67**	**8.57**	62.51	8.27
Other current financial liabilities	21	**1,108.65**	**151.63**	1,387.93	183.64
Other current liabilities	22	**174.17**	**23.82**	117.94	15.61
Provisions	23	**59.79**	**8.18**	117.28	15.51
Current tax liabilities (net)		**68.86**	**9.42**	0.97	0.13
Liabilities classified as held for sale	31 & 38B	**–**	**–**	11.42	1.51
		3,118.22	**426.48**	3,497.18	462.71
Total Liabilities		**4,012.44**	**548.78**	5,121.45	677.63
Total Equity and Liabilities		**7,772.69**	**1,063.07**	8,178.91	1,082.15
Significant 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 Lehery
Partner
Membership No. 112399

Gajanand Sahu
Company Secretary

Manas Datta
Chief Financial Officer

Place : Mumbai
Date : May 27, 2021

For and on behalf of the Board of Directors

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Tasneem Mehta
DIN: 05009664

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

CONSOLIDATED FINANCIAL STATEMENTS - STATEMENT OF PROFIT AND LOSS

For the Year Ended March 31, 2021

		Notes	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
	Income from Continuing operations					
I	Revenue from Continuing operations	24	**2,708.30**	**370.41**	2,843.99	376.30
II	Other income	25	**132.27**	**18.09**	38.81	5.13
III	**Total Income (I + II)**		**2,840.57**	**388.50**	2,882.80	381.43
IV	**Expenses from Continuing operations**					
	Cost of materials consumed		**682.43**	**93.34**	621.72	82.26
	Purchases of Stock-in-Trade		**579.90**	**79.31**	507.70	67.17
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	26	**(126.84)**	**(17.34)**	74.03	9.78
	Employee benefits expense	27	**762.95**	**104.35**	743.33	98.35
	Finance costs	28	**249.08**	**34.06**	275.74	36.49
	Depreciation and amortisation expense	4 & 6	**246.02**	**33.65**	224.14	29.66
	Exchange fluctuation (gain)/loss, net		**2.46**	**0.34**	(21.27)	(2.81)
	Other expenses	29	**870.43**	**119.06**	799.45	105.77
	Total Expenses (IV)		**3,266.43**	**446.77**	3,224.84	426.67
V	**Loss before exceptional items and tax from Continuing Operations (III- IV)**		**(425.86)**	**(58.27)**	(342.04)	(45.24)
VI	**Discontinued Operations**	38				
	Profit before exceptional items and tax from Discontinued Operations		**13.87**	**1.90**	145.36	19.23
VII	**Exceptional items- credit/(charge)**					
	a) Continuing Operations	31	**(142.48)**	**(19.49)**	–	–
	b) Discontinued Operations	38	**1,470.32**	**201.10**	–	–
	Total Exceptions Items		**1,327.84**	**181.61**	–	–
VIII	**Loss after exceptional items before tax from Continuing Operations (V + VIIa)**		**(568.34)**	**(77.76)**	(342.04)	(45.24)
IX	**Tax expense of Continuing Operations**	9				
	Current tax - credit		**(120.82)**	**(16.52)**	(48.42)	(6.41)
	Tax pertaining to earlier years		**–**	**–**	3.69	0.49
	Deferred tax - credit (Net)		**(150.79)**	**(20.62)**	(159.36)	(21.08)
X	**Net Loss from Continuing Operations (VIII - IX)**		**(296.73)**	**(40.62)**	(137.95)	(18.24)
XI	**Profit after exceptional items before tax from Discontinued Operations (VI + VIIb)**		**1,484.19**	**203.00**	145.36	19.23
XII	**Tax expense of discontinued operations**	9 & 38A				
	Current tax - charge		**311.49**	**42.60**	50.80	6.72
	Deferred tax - charge (Net)		**187.37**	**25.63**	–	–
XIII	**Profit from Discontinued Operations (XI - XII)**		**985.33**	**134.77**	94.56	12.51
XIV	**Profit/(Loss) for the year (X + XIII)**		**688.60**	**94.15**	(43.39)	(5.73)
	Attributable to:					
	Equity holders of the Company		**686.06**	**93.80**	(69.22)	(9.15)
	Non-controlling interests		**2.54**	**0.35**	25.83	3.42
			688.60	**94.15**	(43.39)	(5.73)
XV (i)	**Other Comprehensive Income - Continuing Operations**					
	(i) Items that will not be reclassified to profit or loss - (charge)/credit Consisting of remeasurement of net defined benefit (liability)/asset		**(23.21)**	**(3.18)**	(2.95)	(0.39)
	(ii) Income tax relating to items that will not be reclassified to profit or loss- (charge)/credit		**4.47**	**0.61**	(3.45)	(0.46)
	Items that will be reclassified to profit or loss (Consisting of Exchange differences on translating the financial statements of a foreign operation)		**14.79**	**2.02**	107.38	14.21
	Other Comprehensive Income (Net of tax) from continuing operations		**(3.95)**	**(0.55)**	100.98	13.36
XV (ii)	**Other Comprehensive Income - Discontinued Operations**					
	(i) Items that will not be reclassified to profit or loss - (charge)/credit Consisting of remeasurement of net defined benefit (liability)/asset		**(0.04)**	**(0.01)**	(0.17)	(0.02)
	(ii) Income tax relating to items that will not be reclassified to profit or loss- (charge)/credit		**0.01**	**–**	0.06	0.01
	Other Comprehensive Income (Net of tax) from discontinued operations		**(0.03)**	**(0.01)**	(0.11)	(0.01)
XVI	**Total Comprehensive Income (XIV+XV (i)+XV(ii)) (Comprising Profit/(Loss) and other comprehensive income for the year)**		**684.62**	**93.59**	57.48	7.62
	Total comprehensive income attributable to:					
	Equity holders of the Company		**686.92**	**93.90**	1.52	0.21
	Non-controlling interests		**(2.30)**	**(0.31)**	55.96	7.41
			684.62	**93.59**	57.48	7.62
	Earnings per equity share of face value of ₹ 5 each	30				
A.	Earnings per equity share (for continuing operations)					
	Basic earnings per share ₹/USD		**(27.02)**	**(0.37)**	(14.79)	(0.20)
	Diluted earnings per share ₹/USD		**(27.02)**	**(0.37)**	(14.79)	(0.20)
B.	Earnings per equity share (for discontinued operations)					
	Basic earnings per share ₹/USD		**88.97**	**1.22**	8.54	0.11
	Diluted earnings per share ₹/USD		**88.58**	**1.21**	8.50	0.11
C.	Earnings per equity share (for continuing and discontinued operations)					
	Basic earnings per share ₹/USD		**61.95**	**0.85**	(6.25)	(0.08)
	Diluted earnings per share ₹/USD		**61.68**	**0.84**	(6.25)	(0.08)
	Significant accounting policies	3				
	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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 27, 2021

Gajanand Sahu
Company Secretary

Manas Datta
Chief Financial Officer

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Tasneem Mehta
DIN: 05009664

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

A. Equity Share Capital

As at April 01, 2019 ₹ in crore	Changes in equity share capital during the year ₹ in crore	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million	Changes in equity share capital during the year ₹ in crore	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million
			Supplementary information-convenience translation (See Note 2(C))			**Supplementary information-convenience translation (See Note 2(C))**
55.34	0.03	55.37	7.32	0.02	**55.39**	**7.57**

B. Other equity

	Reserves and Surplus								Other comprehensive income	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	Exchange differences on translating the financial statements of a foreign operation			
	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	₹ in crore
Balance as on April 01, 2019	**172.78**	**65.57**	**489.35**	**68.59**	**32.27**	**262.57**	**(14.98)**	**1,263.49**	**279.82**	**2,619.46**	**329.83**	**2,949.29**
Loss for the year	–	–	–	–	–	–	–	(69.22)	–	(69.22)	25.83	(43.39)
Other comprehensive income/(Loss) for the year	–	–	–	–	–	–	–	(5.05)	75.79	70.74	30.13	100.87
Total comprehensive Income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(74.27)**	**75.79**	**1.52**	**55.96**	**57.48**
Net additions/(deductions) on ESOP options (Also Refer note 36)	–	–	–	4.19	(2.30)	0.37	–	–	–	2.26	–	2.26
Additions in Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	(27.23)	–	–	(27.23)	–	(27.23)
Amortisation from Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	20.29	–	–	20.29	–	20.29
Balance as on March 31, 2020	**172.78**	**65.57**	**489.35**	**72.78**	**29.97**	**262.94**	**(21.92)**	**1,189.22**	**355.61**	**2,616.30**	**385.79**	**3,002.09**
Profit/(Loss) for the year	–	–	–	–	–	–	–	686.06	–	686.06	2.54	688.60
Transfer to CRR on account of Redemption of preference shares	–	–	–	–	–	–	–	(330.00)	–	(330.00)	–	(330.00)
Other comprehensive income/(Loss) for the year	–	–	–	–	–	–	–	(16.16)	17.02	0.86	(4.84)	(3.98)
Total comprehensive Income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**339.90**	**17.02**	**356.92**	**(2.30)**	**354.62**
Net additions/(deductions) on ESOP options (Also Refer note 36)	–	–	–	3.67	(2.45)	0.53	–	–	–	1.75	–	1.75
Additions in Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	6.84	–	–	6.84	–	6.84
Amortisation from Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	9.55	–	–	9.55	–	9.55
Transfer from Retained earnings on account of Redemption of preference shares	–	–	330.00	–	–	–	–	–	–	330.00	–	330.00
Balance as on March 31, 2021	**172.78**	**65.57**	**819.35**	**76.45**	**27.52**	**263.47**	**(5.53)**	**1,529.12**	**372.63**	**3,321.37**	**383.49**	**3,704.86**
Balance as on March 31, 2021 (USD in million) Supplementary information-convenience translation (See Note 2(C))	**23.63**	**8.97**	**112.06**	**10.46**	**3.76**	**36.04**	**(0.76)**	**209.14**	**50.97**	**454.27**	**52.45**	**506.72**
Balance as on March 31, 2020 (USD in million) Supplementary information-convenience translation (See Note 2(C))	**22.86**	**8.68**	**64.75**	**9.63**	**3.97**	**34.79**	**(2.92)**	**157.35**	**47.05**	**346.16**	**51.04**	**397.20**

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 36 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.

Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 27, 2021

Gajanand Sahu
Company Secretary

Manas Datta
Chief Financial Officer

For and on behalf of the Board of Directors

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
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DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

CONSOLIDATED FINANCIAL STATEMENTS - CASH FLOW STATEMENT

For the Year Ended March 31, 2021

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES				
Loss before tax from Continuing Operations	**(568.34)**	**(77.73)**	(342.04)	(45.24)
Profit before tax from Discontinued Operations	**1,484.19**	**202.99**	145.36	19.23
Adjustments for:				
Depreciation and amortisation expense	**246.04**	**33.65**	225.70	29.86
Allowance for credit loss	**(21.16)**	**(2.89)**	27.80	3.68
Bad Debts	**25.74**	**3.52**	4.16	0.55
Doubtful advances	**1.67**	**0.23**	–	–
(Profit)/Loss on assets sold/write off of fixed assets (net)	**10.22**	**1.40**	(0.40)	(0.05)
Profit from Transfer of Business Undertaking	**(1,470.32)**	**(201.10)**	–	–
Profit from sale of intellectual property and marketing rights	**(94.70)**	**(12.95)**	–	–
Finance costs	**249.08**	**34.07**	275.74	36.49
Exchange loss/(gain)	**2.46**	**0.34**	(21.27)	(2.81)
Interest income	**(20.56)**	**(2.81)**	(9.99)	(1.32)
Employee share based payments expenses	**1.75**	**0.24**	2.26	0.30
Liabilities no longer required written back	**(14.97)**	**(2.05)**	(20.77)	(2.77)
Impairment loss on nutrition business assets	**142.48**	**19.49**	–	–
	(26.42)	**(3.60)**	**286.53**	**37.92**
Movements in Working capital				
(Increase)/Decrease in Inventories	**(106.68)**	**(14.59)**	129.53	17.14
Decrease in trade receivables	**346.56**	**47.40**	53.45	7.07
(Increase)/Decrease in Loans and Advances and other assets	**(96.46)**	**(13.19)**	108.05	14.30
(Decrease)/Increase in Liabilities and provisions	**(277.00)**	**(37.89)**	83.65	11.07
Adjustment for translation difference	**(10.01)**	**(1.37)**	4.90	0.65
Cash (used in)/generated from operations	**(170.01)**	**(23.24)**	666.12	88.15
Income tax paid	**(117.31)**	**(16.04)**	(17.16)	(2.27)
Net cash (outflow)/inflow from Operating activities	**(287.32)**	**(39.28)**	648.96	85.88
CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment and Capital work-in progress	**(80.54)**	**(11.02)**	(30.65)	(4.06)
Purchase of Intangible assets and Addition in Intangible assets under development	**(85.19)**	**(11.65)**	(141.74)	(18.75)
Proceeds from sale of property, plant and equipment	**0.80**	**0.11**	8.94	1.18
Consideration received from Transfer of Business Undertaking, net	**1,534.50**	**209.87**	–	–
Consideration on sale of intellectual property and marketing rights, net	**95.96**	**13.12**	–	–
Margin money under lien and Bank balances (other than cash and cash equivalents)	**(9.60)**	**(1.31)**	0.43	0.06
Interest received	**14.17**	**1.94**	7.48	0.99
Net cash inflow/(outflow) from Investing activities	**1,470.10**	**201.06**	(155.53)	(20.58)

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (REFER NOTE 46)				
Proceeds from Issuance of Equity share capital	**0.02**	**–**	0.03	–
Proceeds from long-term borrowings (other than preference shares)	**–**	**–**	280.55	37.12
Redemption of preference shares	**(330.00)**	**(45.13)**	–	–
Repayment of long-term borrowings (other than preference shares above)	**(783.06)**	**(107.10)**	(881.88)	(116.68)
Short-term borrowings (net)	**29.23**	**4.00**	1.69	0.22
Loans from related parties	**410.00**	**56.08**	231.89	30.68
Repayment of loans taken from Related parties	**(172.16)**	**(23.55)**	–	–
Repayment of Lease liabilities (Refer note 3 below)	**(64.98)**	**(8.89)**	(64.46)	(8.53)
Finance costs paid (including preference dividend)	**(235.10)**	**(32.15)**	(247.72)	(32.78)
Premium on redemption of preference shares	**(24.24)**	**(3.32)**	–	–
Equity Dividend paid (including dividend distribution tax, if any) to IEPF	**(0.53)**	**(0.07)**	0.32	0.04
Net cash outflow from Financing activities	**(1,170.82)**	**(160.13)**	(679.58)	(89.93)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**11.96**	**1.65**	(186.15)	(24.62)
Cash and cash equivalents as at the beginning of the year	**219.34**	**30.00**	397.34	52.57
Effects of exchange rate changes on cash and cash equivalents	**(1.81)**	**(0.25)**	0.16	0.02
Exchange difference on translation of foreign cash and cash equivalent	**2.76**	**0.36**	7.99	1.06
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	**232.25**	**31.76**	219.34	29.02
Reconciliation of cash and cash equivalents as per the cash flow statement				
Cash and cash equivalents as per above comprise of the following				
Cash on hand	**0.10**	**0.01**	0.05	0.01
Balance with banks:				
– in current account	**232.15**	**31.75**	219.29	29.01
Balance as per the Statement of cash flows	**232.25**	**31.76**	219.34	29.02

Notes:

1. The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.
2. Income taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. Repayment of lease liabilities consists of:
   Payment of interest ₹ 32.62 crore (Previous year: ₹ 34.36 crore)
   Payment of Principal ₹ 32.36 crore (Previous year: ₹ 30.10 crore)
4. Refer Note 38 for cash flows of the discontinued operations.
5. Figures in bracket indicate cash outflow.

Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 27, 2021

Gajanand Sahu
Company Secretary

Manas Datta
Chief Financial Officer

For and on behalf of the Board of Directors

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Tasneem Mehta
DIN: 05009664

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

1. CORPORATE INFORMATION

Wockhardt Limited (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. The Group has a significant presence in USA, Europe and India.

Background

Wockhardt Limited ('WL' or 'Company') has controlling interest, directly or through subsidiaries in the following entities:

	Entity	Country of Incorporation	Name of Parent	Percentage of holding (%) *
	Subsidiaries			
1	Wockhardt Infrastructure Development Limited	India	Wockhardt Limited	100%
2	Wockhardt Medicines Limited	India	Wockhardt Limited	100%
3	Wockhardt UK Holdings Limited	England & Wales	Wockhardt Limited	100%
4	Wockhardt Bio AG [Formerly, Wockhardt EU Operations (Swiss) AG]	Switzerland	Wockhardt Limited	85.85%
5	Wockhardt Europe Limited	British Virgin Islands	Wockhardt Limited	100%
	Step-down subsidiaries			
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	Niverpharma S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
14	Laboratoires Pharma 2000 S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
15	Laboratoires Negma S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
16	Negma Beneulex S.A.	Belgium	Wockhardt France (Holdings) S.A.S.	53.97%
			Laboratoires Negma S.A.S.	46.03%
17	Phytex S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
18	Wockhardt Holding Corp.	USA	Wockhardt Bio AG	100%
19	Morton Grove Pharmaceuticals Inc.	USA	Wockhardt Holding Corp.	100%
20	MGP Inc	USA	Wockhardt Holding Corp.	100%
21	Wockhardt USA LLC	USA	Morton Grove Pharmaceuticals Inc.	100%
22	Wockhardt Farmaceutica SA DE CV	Mexico	Wockhardt Bio AG	100%
23	Wockhardt Services SA DE CV	Mexico	Wockhardt Bio AG	100%
24	Wockhardt Nigeria Limited	Nigeria	Wockhardt Europe Limited	100%
25	Wockhardt Bio (R) LLC	Russia	Wockhardt Bio AG	100%
26	Wockhardt Bio Pty Ltd	Australia	Wockhardt Bio AG	100%
27	Wockhardt Bio Ltd #	New Zealand	Wockhardt Bio AG	100%

Wockhardt Bio Ltd 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 twelve manufacturing locations and there are three 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 27, 2021

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 for share data and per share data, unless otherwise stated.

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 (including derivative financial instruments) 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 (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. Solely for the convenience of the reader, the financial statements as of March 31, 2021 and March 31, 2020 have been translated into United States dollars at the closing rate USD 1 = ₹ 73.1150 (previous year: USD 1 = ₹ 75.5800). 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.

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 retains 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 in applying accounting policies:

The following are the critical judgements, apart from those involving 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 consolidated financial statements.

(i) *Day 1 gain/loss on initial measurement:*

As part of the Corporate Debt Restructuring Scheme in 2008-09, the Group has issued preference shares at below market rate in lieu of the then outstanding interest accrued and net derivative losses. The fair value of these preference shares at initial measurement is computed as the present value of all future cash payments discounted using the prevailing market rate of interest for a similar instrument (similar as to currency, term, type of interest rate, credit risk and other factors). The difference between the fair value and transaction amount at initial measurement has been recorded as day 1 gain in retained earnings and capital contribution, as the fair value has been computed based on valuation techniques, which uses data from observable markets. Significant judgement is involved in assessing whether all the data used for valuation has been derived from observable markets and it has been determined that use of certain unobservable data (minor adjustments to observable data to match the term, interest rate, credit risk and other factors of preference shares) in these valuations are insignificant to the entire day 1 gain. Accordingly, the entire day 1 gain on initial measurement has been recognized upfront (to retained earnings) and not deferred.

(ii) *Lease arrangements:*

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.

(iii) *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.

(iv) *Legal 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.

(v) *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.

(vi) *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 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. 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.

(vii) *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.

(viii) 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 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.

(ix) 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.

(x) 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.

(xi) Intangible asset under development:

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

3. SIGNIFICANT ACCOUNTING POLICIES:

a) Property, Plant and Equipment and Depreciation

I. Recognition and Measurement:

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.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation which the Group incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

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 Consolidated 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.

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**
Leasehold land	Over the period of lease
Buildings	10 – 61 years
Plant and Equipment	4 – 21 years
Furniture and Fixtures	6 – 20 years
Office Equipments	4 – 20 years
Information Technology Equipments	3 – 20 years
Vehicles	5 years

Depreciation method, useful live 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 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 3 to 15 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. 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 (CGU) 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.

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.

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 invoice price as the sales arrangements do not contain any significant financing component. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(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.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

(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.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

(ii) Financial liabilities: Classification:

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities'. 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 expired. 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. Accounting for day 1 differences:

If the fair value of the financial asset at initial recognition differs from the transaction price, this difference if it is not consideration for goods or services or a deemed capital contribution or deemed distribution, is accounted as follows:

- if the fair value is evidenced by a quoted price in an active market for an identical asset or liability (ie a Level 1 input) or based on a valuation technique that uses only data from observable market, the entire day 1 gain/loss is recorded immediately in the Consolidated Statement of Profit and Loss; or
- in all other cases, the difference between the fair value at initial recognition and the transaction price is deferred. After initial recognition, the deferred difference is recorded as gain or loss in the Consolidated Statement of Profit and Loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability

In case the difference represents:

(i) deemed capital contribution - it is recorded as capital contribution in Capital Reserve

(ii) deemed distribution - It is recorded in equity

(iii) deemed consideration for goods and services - it is recorded as an asset or a liability. This amount is amortized/accredited to the Consolidated Statement of Profit and Loss as per the substance of the arrangement (generally straight-line basis over the duration of the arrangement)

V. Embedded derivatives

If the hybrid contract contains a host that is a financial asset within the scope of Ind-AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in Consolidated Statement of Profit and Loss, unless designated as effective hedging instruments.

VI. 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) Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Profit and Loss.

vi) 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.

vii) 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.

viii) Any goodwill that arises on account of such business combination is tested annually for impairment.

ix) Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

x) 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. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

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.

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.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, sales tax/ Goods and Service Tax and applicable trade discounts and allowances, chargebacks, rebates and service level penalties. Revenue includes shipping and handling costs billed to the customer. 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/factories 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.

Sale of Services, Outlicensing fees, sale of intellectual property and Assignment of New Chemical Entity

Revenues from services, Outlicensing fees and Assignment of New Chemical Entity 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.

Royalties

Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreement.

Revenue is recognised when it is reasonable to expect that the ultimate collection will be made.

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.

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

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 and discontinued operations

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.

Discontinued operations are reported when a component of the Group comprising operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group operations is classified as held for sale or has been disposed of, if the component either (1) represents a separate major line of business or geographical area of operations and (2) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or (3) is a subsidiary acquired exclusively with a view to resale.

In the consolidated statement of profit and loss, income/(loss) from discontinued operations is reported separately from income and expenses from continuing operations. The comparative consolidated statement of profit and loss is re-presented; as if the operation had been discontinued from the start of the comparative period. The cash flows from discontinued operations are presented separately in Notes.

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 each Group's normal operating cycle and other criteria set out in the Schedule III to the Act.

v) Recent pronouncements related to Division II of Schedule III

Ministry of Corporate Affairs ("MCA") vide notification dated March 24, 2021 has amended Schedule III of the Companies Act, 2013, which shall be effective from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

Ageing schedule of trade receivables, trade payables, capital work-in-progress in specified format.

Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.

Security deposits to be presented under other financial assets

Current maturities of long-term borrowings to be disclosed separately under borrowings

Disclosure of prescribed ratios e.g. current ratio, debt-equity ratio

Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held, disclosure relating to ratios etc.

Enhanced disclosure for borrowings from banks or financial institutions on the basis of security of current assets such as agreement of quarterly returns or statements of current assets filed by the Company with banks or financial institutions with books of accounts and if not, summary of reconciliation and reason of material discrepancies, if any.

Statement of profit and loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of financial statements.

The Group is in the process of evaluating the above amendments.

4. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Block (At Cost)						Accumulated Depreciation							Net Block			
	As at April 01, 2020	Additions	Deductions/ Adjustments (Refer Note 4.5)	Exchange gain/(loss)	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2021**	As at April 01, 2020	Charge for the year	Deductions/ Adjustments (Refer Note 4.5)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2021**	**As at March 31, 2021 (Refer Note 4.5)**	**As at March 31, 2021**	As at March 31, 2020	As at March 31, 2020
	₹ 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**	₹ in crore	USD in million
															Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Freehold Land	151.66	–	–	(1.73)	(88.95)	**60.98**	–	–	–	–	–	–	**–**	**60.98**	**8.34**	151.66	20.07
Buildings	630.82	83.33	(0.14)	4.55	(52.66)	**665.90**	199.08	17.99	0.01	2.32	19.11	(23.71)	**214.80**	**451.10**	**61.70**	431.74	57.12
Plant and Equipment	2,500.63	213.03	(7.63)	22.57	(172.20)	**2,556.40**	1,265.51	131.63	(2.05)	16.64	123.37	(145.81)	**1,389.29**	**1,167.11**	**159.64**	1,235.12	163.42
Furniture and Fixtures	57.37	4.60	(0.03)	1.58	(0.48)	**63.04**	38.10	3.25	(0.02)	1.42	–	(0.48)	**42.27**	**20.77**	**2.84**	19.27	2.55
Vehicles	6.97	–	–	–	(0.31)	**6.66**	6.47	0.24	–	(0.01)	–	(0.31)	**6.39**	**0.27**	**0.04**	0.50	0.07
Office Equipment	45.43	1.74	(0.28)	1.34	(0.53)	**47.70**	27.29	4.02	(0.13)	0.93	–	(0.53)	**31.58**	**16.12**	**2.20**	18.14	2.40
Information Technology Equipments	90.51	5.94	(0.40)	0.43	(2.07)	**94.41**	90.25	3.85	(0.35)	0.11	–	(2.07)	**91.79**	**2.62**	**0.36**	0.26	0.03
Total	**3,483.39**	**308.64**	**(8.48)**	**28.74**	**(317.20)**	3,495.09	**1,626.70**	**160.98**	**(2.54)**	**21.41**	**142.48**	**(172.91)**	1,776.12	1,718.97	235.12	1,856.69	**245.66**
Capital work-in-progress (Refer Note 4.2 below)	**836.46**	**72.27**	**(296.42)**	**(9.49)**	**–**	602.82								602.82	82.45	836.46	**110.67**

Right of use assets

Particulars	Gross Block (At Cost)						Accumulated Depreciation							Net Block			
	As at April 01, 2020	Additions	Deductions/ Adjustments	Exchange gain/(loss)	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2021**	As at April 01, 2020	Charge for the year	Deductions/ Adjustments (Refer Note 4.5)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2021**	**As at March 31, 2021 (Refer Note 4.5)**	**As at March 31, 2021**	As at March 31, 2020	As at March 31, 2020
	₹ 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**	₹ in crore	USD in million
															Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Buildings	398.82	9.79	(4.11)	(0.44)	–	**404.06**	50.77	54.84	(2.14)	(0.09)	–	–	**103.38**	**300.68**	**41.12**	348.05	46.05
Plant and Equipment	–	29.02	–	–	–	**29.02**	–	2.90	–	–	–	–	**2.90**	**26.12**	**3.57**	–	–
Vehicles	2.33	–	–	–	–	**2.33**	0.99	0.87	–	–	–	–	**1.86**	**0.47**	**0.06**	1.34	0.18
Office Equipment	0.76	–	–	–	–	**0.76**	0.28	0.20	–	–	–	–	**0.48**	**0.28**	**0.04**	0.48	0.06
Leasehold Land	295.05	–	(0.74)	–	–	**294.31**	22.72	6.67	–	–	–	–	**29.39**	**264.92**	**36.23**	272.33	36.03
Total	**696.96**	**38.81**	**(4.85)**	**(0.44)**	**–**	730.48	**74.76**	**65.48**	**(2.14)**	**(0.09)**	**–**	**–**	138.01	592.48	81.01	622.20	**82.32**

Property, Plant and Equipment

Particulars	Gross Block (At Cost)						Accumulated Depreciation							Net Block			
	As at April 01, 2019	Additions	Deductions/ Adjustments (Refer Note 4.5)	Exchange gain/(loss)	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2020**	As at April 01, 2019	Charge for the year (Refer Note 4.3)	Deductions/ Adjustments (Refer Note 4.5)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2020**	**As at March 31, 2020 (Refer Note 4.5)**	**As at March 31, 2020**	As at March 31, 2019	As at March 31, 2019
	₹ 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**	₹ in crore	USD in million
															Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Freehold Land	153.25	–	–	4.92	(6.51)	**151.66**	–	–	–	–	–	–	**–**	**151.66**	**20.07**	153.25	22.14
Leasehold Land	–	–	–	–	–	**–**	–	–	–	–	–	–	**–**	**–**	**–**	–	–
Buildings	628.85	4.51	(5.54)	14.35	(11.35)	**630.82**	184.32	18.66	(5.54)	5.98	–	(4.34)	**199.08**	**431.74**	**57.12**	444.53	64.23
Plant and Equipment	2,423.31	152.36	(73.34)	31.15	(32.85)	**2,500.63**	1,213.11	121.92	(72.61)	21.21	–	(18.12)	**1,265.51**	**1,235.12**	**163.42**	1,210.20	174.87
Furniture and Fixtures	64.78	4.01	(11.91)	1.54	(1.05)	**57.37**	45.61	3.64	(11.46)	1.04	–	(0.73)	**38.10**	**19.27**	**2.55**	19.17	2.77
Vehicles	7.27	–	(0.32)	0.02	–	**6.97**	6.46	0.31	(0.32)	0.02	–	–	**6.47**	**0.50**	**0.07**	0.81	0.12
Office Equipment	45.11	1.84	(2.44)	1.35	(0.43)	**45.43**	21.99	4.92	(0.43)	1.21	–	(0.40)	**27.29**	**18.14**	**2.40**	23.12	3.34
Information Technology Equipments	94.55	2.60	(6.81)	1.28	(1.11)	**90.51**	86.17	5.00	(1.46)	1.64	–	(1.10)	**90.25**	**0.26**	**0.03**	8.38	1.21
Total	**3,417.12**	**165.32**	**(100.36)**	**54.61**	**(53.30)**	**3,483.39**	**1,557.66**	**154.45**	**(91.82)**	**31.10**	**–**	**(24.69)**	**1,626.70**	**1,856.69**	**245.66**	1,859.46	**268.68**
Capital work-in-progress (Refer Note 4.2 below)	**899.72**	**47.07**	**(151.17)**	**41.34**	**(0.50)**	**836.46**								**836.46**	**110.67**	899.72	**130.00**

Right of use assets

Particulars	Gross Block (At Cost)						Accumulated Depreciation							Net Block			
	As at April 01, 2019 (on account of transition to Ind AS 116)	Additions	Deductions/ Adjustments	Exchange gain/(loss)	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2020**	As at April 01, 2019 (on account of transition to Ind AS 116)	Charge for the year	Deductions/ Adjustments (Refer Note 4.5)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2020**	**As at March 31, 2020 (Refer Note 4.5)**	**As at March 31, 2020**	As at March 31, 2019	As at March 31, 2019
	₹ 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**	₹ in crore	USD in million
															Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Buildings	401.70	–	(3.20)	0.32	–	**398.82**	–	51.41	(0.71)	0.07	–	–	**50.77**	**348.05**	**46.05**	–	–
Vehicles	2.33	–	–	–	–	**2.33**	–	0.99	–	–	–	–	**0.99**	**1.34**	**0.18**	–	–
Office Equipment	0.76	–	–	–	–	**0.76**	–	0.28	–	–	–	–	**0.28**	**0.48**	**0.06**	–	–
Leasehold Land	294.54	–	–	0.51	–	**295.05**	16.09	6.58	–	0.05	–	–	**22.72**	**272.33**	**36.03**	–	–
Total	**699.33**	**–**	**(3.20)**	**0.83**	**–**	**696.96**	**16.09**	**59.26**	**(0.71)**	**0.12**	**–**	**–**	**74.76**	**622.20**	**82.32**	–	**–**

Notes:

4.1- Exchange differences arising on long term foreign currency monetary items relating to depreciable asset adjusted in additions and deductions/adjustments above amounts to (₹ 2.94) crore (Previous year - ₹ 8.23 crore)

4.2 - Addition to Capital Work-In-Progress includes expenditure incurred during construction period pending allocation aggregating ₹ 6.37 crore (Previous year: ₹ 15.34 crore). These expenses include employee and material cost ₹ 0.59 crore (Previous year: ₹ 1.36 crore), Interest Cost ₹ 5.04 crore (Previous year: ₹ 11.87 crore) and Other operating cost ₹ 0.67 crore (Previous year: ₹ 2.12 crore). [Other operating cost includes repairs and maintenance ₹ 0.07 crore (Previous year: ₹ 0.15 crore), legal and professional charges ₹ 0.07 crore (Previous year: ₹ 0.08 crore) and Other general expenses ₹ 0.52 crore (Previous year: ₹ 1.89 crore)].

4.3- Depreciation pertaining to Discontinued operations included above ₹ Nil (Previous year - ₹ 1.56 crore)

4.4- Charge has been created against the aforesaid assets for the borrowings taken by the Company and its subsidiary (Refer note 17, 19 and 21).

4.5 - Deductions/Adjustments include reclassification to Plant and Machinery from Office Equipments and Information Technology Equipments amounting ₹ 0.55 crore (Previous year ₹ 7.32 crore).

4.6 - During the year, the Company, based on its review of useful lives for certain fixed assets, being considered for calculation of depreciation, has revised the same and has accordingly provided for an additional depreciation of ₹ 8.05 crore.

5. GOODWILL ON CONSOLIDATION

Particulars	Gross Block (At Cost)					Accumulated Impairment					Net Block			
	As at April 01, 2020	Additions	Deductions/ Adjustments	Exchange Gain/(Loss)	**As at March 31, 2021**	As at April 01, 2020	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	**As at March 31, 2021**	**As at March 31, 2021**	**As at March 31, 2021**	As at March 31, 2020	As at March 31, 2020
	₹ 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**	₹ in crore	USD in million
												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Goodwill on consolidation	1,922.36	–	(1,047.17)	28.85	**904.04**	1,047.17	–	(1,047.17)	–	**–**	**904.04**	**123.65**	875.19	115.80

Particulars	Gross Block (At Cost)					Accumulated Impairment					Net Block			
	As at April 01, 2019	Additions	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2020	As at April 01, 2019	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2020	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019	As at March 31, 2019
	₹ 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	₹ in crore	USD in million
												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Goodwill on consolidation	1,867.73	–	–	54.63	1,922.36	1,047.17	–	–	–	1,047.17	875.19	115.80	820.56	118.57

5. GOODWILL ON CONSOLIDATION

Movement of carrying amount – Refer Schedule of Goodwill

Impairment testing of Goodwill on Consolidation

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, 2021 ₹ in crore**	As at March 31, 2020 ₹ in crore
Pinewood	**765.74**	738.32
	765.74	738.32

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 2% 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 10.67% (Previous year - 12.5%).

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, 2021 ₹ in crore**	As at March 31, 2020 ₹ in crore
CP Pharmaceuticals	**54.82**	50.78
	54.82	50.78

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 2% 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 10.67% (Previous year - 12.5%).

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, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Morton Grove	**83.48**	86.09
	83.48	86.09

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 8.75% (Previous year - 12.5%).

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

Particulars	Gross Block (At Cost)						Accumulated Amortization						Net Block			
	As at April 01, 2020	Additions/ Adjustments	Deductions/ Adjustments	Exchange Gain/ (Loss)	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2021**	As at April 01, 2020	Charge for the year	Deductions/ Adjustments	Exchange Gain/ (Loss)	Asset classified as held for sale (Refer note 38B)	**As at March 31, 2021**	**As at March 31, 2021**	As at March 31, 2021	As at March 31, 2020	As at March 31, 2020
	₹ 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	₹ in crore	USD in million
														Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Brands/Trademarks/ Technical know-how	468.76	42.65	(80.36)	(9.07)	–	421.98	387.03	11.17	(62.40)	(7.39)	**–**	**328.41**	93.57	12.80	81.73	10.81
Computer software	131.81	3.67	(32.50)	1.00	–	103.98	65.33	8.39	(3.18)	(0.62)	**–**	**69.92**	34.06	4.66	66.48	8.80
Total	**600.57**	**46.32**	**(112.86)**	**(8.07)**	**–**	**525.96**	**452.36**	**19.56**	**(65.58)**	**(8.01)**	**–**	**398.33**	**127.63**	**17.46**	**148.21**	**19.61**
Intangible assets under Development	748.07	86.94	(31.73)	(27.16)	–	776.12							776.12	106.16	748.07	98.98

Particulars	Gross Block (At Cost)						Accumulated Amortization						Net Block			
	As at April 01, 2019	Additions/ Adjustments	Deductions/ Adjustments	Exchange Gain/ (Loss)	Asset classified as held for sale (Refer note 38B)	As at March 31, 2020	As at April 01, 2019	Charge for the year	Deductions/ Adjustments	Exchange Gain/ (Loss)	Asset classified as held for sale (Refer note 38B)	As at March 31, 2020	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019	As at March 31, 2019
	₹ 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	₹ in crore	USD in million
														Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Brands/Trademarks/ Technical know-how	432.93	1.39	(0.21)	34.65	–	468.76	355.82	3.13	(0.21)	28.29	–	387.03	81.73	10.81	77.11	11.14
Computer software	113.98	37.55	(24.20)	4.94	(0.46)	131.81	78.22	8.86	(24.20)	2.73	(0.28)	65.33	66.48	8.80	35.76	5.17
Total	**546.91**	**38.94**	**(24.41)**	**39.59**	(0.46)	**600.57**	**434.04**	**11.99**	**(24.41)**	**31.02**	(0.28)	**452.36**	**148.21**	**19.61**	**112.87**	**16.31**
Intangible assets under Development	545.76	143.50	(1.39)	60.20	–	748.07							748.07	98.98	545.76	78.86

7. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Investments carried at fair value through profit or loss				
Unquoted Equity Shares:				
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**	**0.06**	0.44	0.06
(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**	**0.00**	0.01	0.00
(Transaction Value: ₹ 0.01 Crore; Previous year: ₹ 0.01 Crore)				
Total	**0.45**	**0.06**	0.45	0.06
Aggregate book value of unquoted investments	**0.45**	**0.06**	0.45	0.06

8. NON-CURRENT FINANCIAL ASSETS - OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Margin money (under lien)	**0.82**	**0.11**	1.76	0.23
Deposit with maturity of more than 12 months (under Lien)	**0.12**	**0.02**	–	–
Security Deposits	**43.88**	**6.00**	44.26	5.86
(includes deposits with Related parties ₹ 37.73 crore (Previous year: ₹ 35.26 crore) - Refer Note 39				
Total	**44.82**	**6.13**	46.02	6.09

9. INCOME TAX

Tax recognised in profit or loss for continuing operations

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2020 ₹ in crore
Current tax charge/(credit)	**(120.82)**	(48.42)
Current tax charge pertaining to earlier years	**–**	3.69
Deferred tax charge/(credit), net	–	–
Origination and reversal of temporary differences including Minimum Alternate Tax (MAT) credit entitlement	**(150.79)**	(150.26)
Recognition of previously unrecognised tax losses	**–**	(5.18)
Change in tax rate/tax laws	**–**	(3.91)
Deferred tax charge/(credit)	**(150.79)**	(159.36)
Tax charge/(credit) for the year	**(271.61)**	(204.09)

Tax recognised in profit or loss for discontinued operations

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2020 ₹ in crore
Current tax charge/(credit)	**311.49**	50.80
Deferred tax charge/(credit), net		
Origination and reversal of temporary differences including Minimum Alternate Tax (MAT) credit entitlement	**187.37**	–
Deferred tax charge/(credit)	**187.37**	–
Tax charge/(credit) for the year	**498.86**	50.80

Tax recognised in other comprehensive income- continuing operations

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2020 ₹ in crore
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans -(charge)/credit	**4.47**	(3.45)
Total	**4.47**	(3.45)

Tax recognised in other comprehensive income- discontinued operations

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2020 ₹ in crore
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans -(charge)/credit	**0.01**	0.06
Total	**0.01**	0.06

Reconciliation of effective tax rate

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2020 ₹ in crore
Profit/(Loss) before tax (a)	**915.85**	(196.68)
Tax using the Company's domestic tax rate (Current year - 34.944% and Previous year - 34.944%)	**320.04**	(68.73)
Differences in tax rates of foreign jurisdictions/tax status and intercompany adjustments	**(83.90)**	(37.98)
Current tax charge pertaining to earlier years	**–**	3.69
Impact of changes in tax rates/tax laws	**4.08**	(3.91)
Non-deductible tax expenses	**4.24**	17.30
Deferred tax asset not created on losses	**81.98**	1.13
Incremental deduction allowed for research and development costs	**(1.28)**	(12.53)
Recognition of previously unrecognised tax losses	**–**	(5.18)
Income not taxable for tax purposes	**(11.32)**	(4.81)
Remeasurement of opening deferred tax liability basis expected reversals at lower tax rate	**(30.05)**	–
Profit chargeable to/losses utilised at lower tax rate	**(57.36)**	–
Additional tax benefit due to change in tax laws	**–**	(47.30)
Other temporary differences	**0.82**	5.03
Tax expense as per profit or loss (b)	**227.25**	(153.29)
Effective average tax rate for the year (b)/(a)	**24.81%**	77.94%

Deferred tax assets and liabilities are attributable to the followings

	Deferred tax assets		Deferred tax liabilities	
	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Property, Plant and Equipment	**(248.38)**	(275.46)	**(48.82)**	(48.57)
Unabsorbed losses	**218.62**	376.94	**–**	–
Unrealised profit on inventory/assets	**92.07**	15.25	**–**	–
Employee benefits	**12.43**	21.36	**–**	0.05
Deferred income/expenses	**21.99**	19.32	**–**	–
Additional tax benefit due to change in tax laws	**48.67**	50.31	**–**	–
Allowance for credit loss	**30.49**	44.82	**–**	0.02
Lease arrangement	**11.43**	8.57	**–**	–
Loans and Borrowings	**(0.91)**	(6.42)	**–**	–
Other items	**(4.62)**	7.70	**(0.87)**	(0.86)
Minimum Alternate Tax (MAT) credit entitlement	**215.71**	167.03	**21.24**	18.11
Deferred tax assets/(liabilities)	**397.50**	429.42	**(28.45)**	(31.25)
Deferred tax assets/(liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	**54.37**	56.82	**(3.89)**	(4.13)

Movement in deferred tax assets and liabilities

Particulars	Net balance April 01, 2020	Recognised in profit or loss	Recognised in Other Comprehensive Income	March 31, 2021		
				Net Deferred tax asset/ (liability)	**Deferred tax asset**	**Deferred tax liability**
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Deferred tax asset/(liabilities)						
Property, Plant and Equipment	(324.03)	23.85	2.98	**(297.20)**	**–**	**(297.20)**
Unabsorbed losses	376.94	(158.31)	–	**218.62**	**218.62**	**–**
Unrealised profit on inventory/assets	15.25	76.82	–	**92.07**	**92.07**	**–**
Employee benefits	21.41	(13.47)	4.48	**12.43**	**12.43**	**–**
Deferred income/expenses	19.32	2.67	–	**21.99**	**21.99**	**–**
Additional tax benefit due to change in tax laws	50.31	(1.64)	–	**48.67**	**48.67**	**–**
Allowance for credit loss	44.84	(14.35)	–	**30.49**	**30.49**	**–**
Lease arrangement	8.57	2.86	–	**11.43**	**11.43**	**–**
Loans and Borrowings	(6.42)	5.51	–	**(0.91)**	**–**	**(0.91)**
Other items	6.84	(12.33)	–	**(5.49)**	**–**	**(5.49)**
Tax assets/(Liabilities)	213.03	(88.39)	7.46	**132.10**	**435.70**	**(303.60)**
Minimum Alternate Tax (MAT) credit entitlement	185.14	51.81	–	**236.95**	**236.95**	**–**
Net tax assets/(Liabilities)	398.17	(36.58)	7.46	**369.05**	**672.65**	**(303.60)**
Net tax assets/(Liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	52.69	(5.00)	1.02	**50.49**	**92.00**	**(41.52)**

Particulars	Net balance April 01, 2019	Recognised in profit or loss	Recognised in Other Comprehensive Income	March 31, 2020		
				Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Deferred tax asset/(liabilities)						
Property, Plant and Equipment	(304.22)	(19.81)	–	(324.03)	–	(324.03)
Unabsorbed losses	254.27	122.67	–	376.94	376.94	–
Unrealised profit on inventory	21.28	(6.03)	–	15.25	15.25	–
Employee benefits	24.63	0.17	(3.39)	21.41	21.41	–
Deferred income/expenses	22.01	(2.69)	–	19.32	19.32	–
Additional tax benefit due to change in tax laws	–	50.31	–	50.31	50.31	–
Allowance for credit loss	35.44	9.40	–	44.84	44.84	–
Lease arrangement	–	8.57	–	8.57	8.57	–
Loans and Borrowings	(2.74)	(3.68)	–	(6.42)	–	(6.42)
Other items	9.32	(2.48)	–	6.84	6.84	–
Tax assets/(Liabilities)	59.99	156.43	(3.39)	213.03	543.48	(330.45)
Minimum Alternate Tax (MAT) credit entitlement	182.21	2.93	–	185.14	185.14	–
Net tax assets/(Liabilities)	242.20	159.36	(3.39)	398.17	728.62	(330.45)
Net tax assets/(Liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	35.00	21.09	(0.45)	52.69	96.40	(43.72)

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, 2021 amounts to ₹ 236.95 crore (Previous year: ₹ 185.14 crore). Based on existing contracts and future business prospects, 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 the land on an individual basis, hence deferred tax asset on the indexation benefit on land has not been recognised.

iv) 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.

v) Aggregate carried forward tax losses for which no deferred tax has been created amounted to ₹ 142.48 crore (Previous year - ₹ Nil). These tax losses are available for set off against future taxable profits over next 8 years.

10. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Capital Advances	**5.66**	**0.77**	4.52	0.60
Security Deposits (Refer note 10.1 below)	**13.15**	**1.80**	12.94	1.71
Other advances (Refer note 10.2 below)	**48.07**	**6.57**	49.96	6.61
Total	**66.88**	**9.14**	67.42	8.92

The above amounts are net of provision amounting ₹ 6.85 crore (Previous year - ₹. 6.85 crore)

Note 10.1

Includes balances with Government and Semi-Government authorities amounting ₹ 11.02 crore (Previous year - ₹ 11.08 crore)

Note 10.2

Includes balances with Government authorities amounting ₹ 47.03 crore (Previous year - ₹ 49.29 crore)

11. INVENTORIES

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Raw Materials, packing materials and components	**226.47**	**30.97**	261.54	34.6
Goods-in-transit	**6.70**	**0.92**	5.69	0.75
	233.17	**31.89**	267.23	35.35
Work-in-progress	**45.21**	**6.18**	75.85	10.04
Stock-in-trade	**142.56**	**19.50**	85.32	11.29
Finished goods	**285.57**	**39.06**	192.63	25.49
Stores and spares	**92.37**	**12.63**	68.80	9.10
Total	**798.88**	**109.26**	689.83	91.27

Notes:

a) Inventories are valued at cost or net realizable value, whichever is lower.

b) Write down of inventories to net realisable value, and provision of slow moving and non moving items for the year ₹ 49.82 crore (Previous year: ₹ -4.21 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. The aforesaid balance includes balance pertaining to discontinued operations refer Note 38 ₹ -1.21 crore (Previous year- ₹ 0.19 crore)

12. CURRENT FINANCIAL ASSETS-TRADE RECEIVABLES

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Unsecured, considered good	**979.87**	**134.02**	1,328.62	175.79
Less: Allowance for credit loss	**(62.22)**	**(8.51)**	(85.93)	(11.37)
Unsecured considered doubtful	**94.45**	**12.92**	94.48	12.50
Total	**1,012.10**	**138.43**	1,337.17	176.92
Less: Provisions for Doubtful Debts	**(94.45)**	**(12.92)**	(94.48)	(12.50)
Total	**917.65**	**125.51**	1,242.69	164.42

Trade receivables include dues from private companies in which any director is a director or a member ₹ 2.48 crore (Previous year: ₹ 2.26 crore). [Also refer Note 42 for information about credit risk and market risk of trade receivables].

13.1 CURRENT FINANCIAL ASSETS-CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Bank balances				
In current accounts	**232.15**	**31.75**	219.29	29.01
Cash on hand	**0.10**	**0.01**	0.05	0.01
	232.25	**31.76**	219.34	29.02

13.2 CURRENT FINANCIAL ASSETS-OTHER BANK BALANCES

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million
In current accounts (balances subject to restrictions under Business transfer agreement)	**2.00**	**0.27**	–	–
Deposits with original maturity of less than 3 months (under lien/balances subject to restrictions under Business transfer agreement)	**2.21**	**0.30**	–	–
Deposits with original maturity of more than 3 months but less than 12 months (under lien - ₹ 0.31 crore; Previous year:₹ Nil)	**0.32**	**0.04**	0.01	–
Deposits with original maturity equal to 12 months (under lien - ₹ Nil; Previous year: ₹ 0.01 crore)	**5.43**	**0.74**	0.01	–
Deposits with original maturity of more than 12 months (under lien)	**45.46**	**6.22**	45.71	6.05
Margin money (under lien)	**2.42**	**0.33**	1.16	0.15
Unpaid dividend accounts	**1.70**	**0.23**	2.23	0.30
Total	**59.54**	**8.13**	49.12	6.50

14. CURRENT FINANCIAL ASSETS-OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Deposits and other receivables	**33.18**	**4.54**	8.85	1.17
Total	**33.18**	**4.54**	8.85	1.17

15. OTHER CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Advances to suppliers (Refer note 15.1 below)	**32.27**	**4.42**	22.04	2.92
Balances with/receivable from statutory/government authorities	**167.59**	**22.92**	99.31	13.13
Other advances (Refer note 15.2 below)	**38.73**	**5.30**	42.01	5.56
Total	**238.59**	**32.64**	163.36	21.61

Note 15.1

Advances to suppliers include dues from private companies in which any director is a director or a member ₹ 0.58 crore (Previous year: ₹ 0.49 crore).

Note 15.2

Other advances includes inventory of Saleable goods ₹ 0.89 crore (Previous year: ₹ 5.23 crore).

Further the above balances are net of provisions amounting ₹ 25.44 crore (Previous year- ₹ 25.14 crore)

16. EQUITY SHARE CAPITAL

(a) Authorised share capital

Particulars	As at March 31, 2021		As at March 31, 2020	
	₹ 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	**125.00**	**17.10**	125.00	16.54
	125.00	**17.10**	125.00	16.54

(b) Issued, Subscribed and Paid up

Particulars	As at March 31, 2021			As at March 31, 2020		
	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))
Equity:						
Outstanding as at the beginning of the year	**110,735,003**	55.37	7.57	110,686,203	55.34	7.32
Add: Shares issued during the year pursuant to ESOS	**46,150**	0.02	0.00	48,800	0.03	0.00
Outstanding as at the end of the year	**110,781,153**	55.39	7.57	110,735,003	55.37	7.32

a) 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.

b) Shares reserved for issue under options:

553,500 (Previous year - 621,250) equity shares of face value ₹ 5 each have been reserved for issue under Wockhardt Stock Option Scheme -2011.

c) Details of equity shares held by each shareholders holding more than 5% of total equity shares:

Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	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.*	**60,495,957**	**54.61%**	60,497,757	54.63%

* includes 14,950,000 Equity Shares (Previous year - 29,650,000) pledged

17. NON-CURRENT FINANCIAL LIABILITY-BORROWINGS

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Secured				
Term loans				
from banks/financial institutions (Refer Note 17.1 to 17.4 below)	**500.19**	**68.41**	1,237.44	163.73
	500.19	**68.41**	1,237.44	163.73
Unsecured				
Loans from Department of Science and Technology, Government of India ['GOI'] (Refer note 17.5 below)	**2.66**	**0.36**	3.46	0.46
Total	**502.85**	**68.77**	1,240.90	164.19

Note 17.1

The term loan of USD 30.00 million (Previous year - USD 40.00 million) amounting to ₹ 219.35 crore (Previous year - ₹ 302.32 crore) is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Units at Kadaiya in Daman. This term loan carries interest rate of 6 months USD LIBOR plus 325 BPS p.a. and is repayable in 6 equal quarterly instalments by July 2022.

The term loan of ₹ 100.00 crore (Previous year - ₹ 125.00 crore) from IDBI Bank is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Units at Kadaiya in Daman. This term loan carries interest rate at Bank Base Rate plus 75 BPS p.a. and is repayable in 4 equal half yearly instalments by December 2022.

The term loan of ₹ 95.13 Crore (Previous year - ₹ 150.00 crore) from Bank of Maharashtra ('BOM') is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Units at Kadaiya in Daman.This term loan carries interest rate at One Year's MCLR plus 185 BPS p.a and is repayable in 7 equal quarterly instalments and Interest pertaining to Covid Moratorium Period (₹ 7.63 crore) will be served in 2 parts along with last 2 Instalments by December 2022.

Further, the term loan of ₹ 130.00 Crore (Previous year - ₹ 160.00 Crore) from Bank of Baroda ('BOB') is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Units at Kadaiya in Daman. This term loan carries interest rate at One Year's MCLR plus 110 BPS and is repayable in 13 equal quarterly instalments by June 2024.

Note 17.2

Term loan availed by Wockhardt France (Holdings) S.A.S. of Nil (Previous year: Euro 13.64 million) amounting to ₹ Nil (Previous year: ₹ 112.97 crore) is secured by pledge of shares of Negma Group of companies. The loan carried interest of 6 months EURO LIBOR plus 175 BPS p.a. and was fully repaid.

Note 17.3

Term Loan availed by Pinewood Laboratories Limited of Euro 33.25 million (Previous year: Euro 35 million) amounting to ₹ 285.61 crore (Previous year: ₹ 289.87 crore) is secured by:

(i) First Ranking fixed and floating charge over all the present and future assets and undertakings of Pinewood Laboratories Limited

(ii) First Ranking charge over ordinary shares of Pinewood Laboratories Limited and other investments held by Wockpharma Ireland Limited

The loan carries an interest of 3 months EURIBOR + Cash Margin 7% p.a. (3 months EURIBOR floor of 0.50%) and is repayable in 8 equal half yearly instalments of Euro 1.75 million each commencing from December 2020 and balance outstanding in June 2025.

Note 17.4

Term Loan availed by Wockhardt Bio AG of USD 62.50 million (Previous year: USD 125.00 million) amounting to ₹ 456.90 crore (Previous year : ₹ 944.75 crore) is secured as under:

(i) First ranking charge on fixed assets (excluding Intangible assets) and current assets of Wockhardt Bio AG and its subsidiaries (except Wockpharma Ireland Ltd. and its Subsidiaries and Wockhardt France (Holdings) S.A.S. and its Subsidiaries)

(ii) First ranking charge on fixed assets of Wockhardt Limited situated at Kadaiya in Daman and on Fixed Deposits of ₹ 45 crore (Previous year : ₹ 45 crore) in India.

This term loan carrying interest rate of 6 months USD LIBOR plus a margin in a range of 275 BPS to 300 BPS p.a. is repayable in 2 equal half yearly installments by March 2022.

Note 17.5

Loans from GOI carry interest rate of 3% p.a. Loan amounting ₹ 0.42 crore (Previous year : ₹ 0.85 crore) is repayable by October 2021 and balance ₹ 3.42 crore (Previous year : ₹ 3.80 crore) is repayable in equal annual instalments by March 2029.

Note 17.6

Current maturities of the above borrowings have been disclosed under Note 21.

18. PROVISIONS (NON-CURRENT)

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Provision for employee benefits (Refer note 35)				
Leave encashment (unfunded)	**12.59**	**1.72**	15.71	2.08
Gratuity (unfunded)	**20.60**	**2.82**	24.17	3.20
Provision for pension/other benefits	**–**	**–**	5.72	0.76
Provision for claims	**51.18**	**7.00**	–	–
Total	**84.37**	**11.54**	45.60	6.04

19. CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
SECURED				
Loans repayable on demand				
Working capital facilities from banks (Refer Note 19.1 below)	**574.47**	**78.57**	558.19	73.85
Buyers' credit/Supplier's credit (Refer Note 19.2 below)	**19.69**	**2.69**	9.56	1.26
Unsecured				
Loan from related party (Refer Note 19.4 below)	**471.95**	**64.55**	236.27	31.26
Preference shares (Refer Note 21.1)	**–**	**–**	99.84	13.21
Total	**1,066.11**	**145.81**	903.86	119.58

Note 19.1

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 19.2

Buyers' credit/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 19.3

Refer note 12 to 14 for carrying amount of current financial assets on which charge has been created.

Note 19.4

Loans from related parties carrying interest rate in the rate of 8.5% p.a to 9.5% p.a are repayable on demand and subject to rollover by mutual consent.

20. CURRENT FINANCIAL LIABILITY-TRADE PAYABLES

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Trade payables				
Total outstanding dues of micro enterprises and small enterprises	**22.21**	**3.04**	34.89	4.62
Total outstanding dues of creditors other than micro enterprises and small enterprises	**555.76**	**76.01**	860.38	113.84
Total	**577.97**	**79.05**	895.27	118.46
The carrying amount of trade payables as at reporting date approximates fair value				
Note 20.1 Details of dues to micro, small and medium enterprises as per MSMED Act, 2006:				
a) Principal amount due to suppliers under MSMED Act, 2006	**22.21**	**3.04**	34.89	4.62
b) Interest accrued, due to suppliers under MSMED Act on the above amount, and unpaid	**1.44**	**0.20**	0.11	0.01
c) Payment made to suppliers (other than interest) beyond the appointed day during the year	**49.12**	**6.72**	10.01	1.32
d) Interest paid to suppliers under MSMED Act (Section 16)	**–**	**–**	–	–
e) Interest due and payable towards suppliers under MSMED Act for payments already made	**13.75**	**1.88**	13.64	1.80
f) Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act (including interest mentioned in (e) above)	**15.19**	**2.08**	13.75	1.82

The above information is given to the extent available with the Company and relied upon by the auditor.

21. CURRENT FINANCIAL LIABILITY-OTHERS

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Current maturities of long-term debt (Refer note 17 and 21.1 below)	**762.77**	**104.32**	1,068.47	141.37
Unpaid dividends	**1.70**	**0.23**	2.23	0.30
Other payables				
Security Deposit	**14.37**	**1.97**	19.64	2.60
Employee liabilities	**113.97**	**15.59**	146.95	19.44
Payable for capital goods	**21.64**	**2.96**	19.46	2.57
Others liabilities (includes interest under MSMED Act referred in Note 20.1)	**194.20**	**26.56**	131.18	17.36
Total	**1,108.65**	**151.63**	1,387.93	183.64

21.1 Preference share

Note 21.1 (i) Details of preference share:

	As at March 31, 2021 No. of Shares	As at March 31, 2020 No. of Shares
AUTHORISED		
Preference shares of ₹ 5/- each	2,000,000,000	2,000,000,000
Non-Convertible Cumulative Redeemable Preference shares (NCRPS) of ₹ 5/- each fully paid up:		
Shares outstanding as at the beginning of the year	160,000,000	160,000,000
Less: Shares redeemed during the year	(160,000,000)	–
Shares outstanding as at the end of the year.	–	160,000,000
Non-Convertible Non-Cumulative Redeemable Preference shares (NCCRPS) of ₹ 5/- each fully paid up:		
Shares outstanding as at the beginning of the year	500,000,000	500,000,000
Less: Shares redeemed during the year	(500,000,000)	–
Shares outstanding as at the end of the year	–	500,000,000

Note 21.1 (ii)

During the previous year ended March 31, 2020, the Company had extended the redemption period by a year from existing redemption period on March 31, 2020 to March 31, 2021 of 160,000,000, 0.01% Non-Convertible Cumulative Redeemable Preference Shares (NCRPS Series 5) together with the redemption premium amounting to ₹ 99.84 crore, held by the Promoter Group with a right to earlier redemption by giving one month notice by the either parties. Premium of 8% p.a. was payable for the extended period upto the date of redemption on the redemption value. The entire preference shares have been redeemed on October 19, 2020.

Also Refer Note 19.

Note 21.1 (iii)

The Company had allotted 500,000,000 4% Non-Convertible Non-Cumulative Redeemable Preference Shares ('NCCRPS') of Face Value of ₹ 5/- each, at par, on preferential basis, to the Promoter Group for an aggregate amount of ₹ 250.00 crore in accordance with the approval of the Shareholders of the Company obtained on December 14, 2018. These preference shares have been redeemed on October 19, 2020.

22. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Payable for statutory dues	**69.71**	**9.53**	85.23	11.28
Advance received from customers against supplies	**24.61**	**3.37**	32.71	4.33
Deferred revenue	**79.85**	**10.92**	–	–
Total	**174.17**	**23.82**	117.94	15.61

23. PROVISIONS (CURRENT)

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Provision for employee benefits (Refer note 35)				
Leave Encashment (unfunded)	**4.96**	**0.68**	4.18	0.55
Gratuity (unfunded)/Pension and other benefits	**7.39**	**1.01**	1.83	0.24
	12.35	**1.69**	6.01	0.79
Other provisions				
Provision for sales return (Refer note 23.1 below)	**23.42**	**3.20**	47.95	6.34
Provision for medicaid rebates (Refer note 23.2 below)	**24.02**	**3.29**	63.32	8.38
Total	**59.79**	**8.18**	117.28	15.51
Note 23.1				
Movement of provision for sales return				
Opening Balance	**47.95**	**6.56**	29.88	3.95
Recognised during the year	**23.66**	**3.24**	52.82	6.99
Utilised during the year	**(47.78)**	**(6.53)**	(36.18)	(4.79)
Foreign currency translation	**(0.41)**	**(0.07)**	1.43	0.19
Closing Balance	**23.42**	**3.20**	47.95	6.34

Provision has been recognised for expected sales return on date expiry of products sold during 2-3 years.

Particulars	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million
Note 23.2				
Movement of provision for Medicaid rebates				
Opening Balance	**63.32**	**8.66**	47.29	6.26
Recognised during the year	**66.84**	**9.14**	40.04	5.30
Utilised during the year	**(104.59)**	**(14.30)**	(29.06)	(3.84)
Foreign currency translation	**(1.55)**	**(0.21)**	5.05	0.66
Closing Balance	**24.02**	**3.29**	63.32	8.38

Provision for Medicaid Rebate made based on the past trend of expected settlements of these claims in the future.

24. REVENUE FROM CONTINUING OPERATIONS (REFER NOTE 37)

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Sale of products	**2,691.45**	**368.11**	2,819.34	373.03
Sale of services	**3.72**	**0.51**	0.04	0.01
Sale of intellectual property	**4.04**	**0.55**	13.65	1.81
Other operating income - export incentives	**9.09**	**1.24**	10.96	1.45
Total	**2,708.30**	**370.41**	2,843.99	376.30

25. OTHER INCOME

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Interest income	**20.56**	**2.81**	9.99	1.32
Dividend received*	**–**	**–**	–	–
* ₹ 14,569 (Previous year- ₹ 12,600)				
Other non-operating income (Refer note below)	**111.71**	**15.28**	28.82	3.81
Total	**132.27**	**18.09**	38.81	5.13

Note:

Other non-operating income includes:

(a) Liabilities no longer required written back of ₹ 14.67 crore (Previous year: ₹ 20.77 crore).

(b) Gain on selling of trademarks and marketing authorisation rights of subsidiaries of ₹ 94.70 crore (Previous year: ₹ Nil)

26. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Opening Inventories				
Finished goods	**192.63**	**26.35**	255.17	33.76
Stock in trade	**85.32**	**11.67**	149.12	19.73
Work-in-progress	**75.85**	**10.37**	50.90	6.73
Less: Discontinued operation	**–**	**–**	(22.13)	(2.93)
Add: Inventory for Saleable Returns	**5.23**	**0.72**	–	–
Total	**359.03**	**49.11**	433.06	57.29
Closing Inventories				
Finished goods	**297.21**	**40.65**	192.63	25.49
Stock in trade	**142.56**	**19.50**	85.32	11.29
Work-in-progress	**45.21**	**6.18**	75.85	10.04
Add: Inventory for Saleable Returns	**0.89**	**0.12**	5.23	0.69
Total	**485.87**	**66.45**	359.03	47.51
(Increase)/Decrease in Inventories	**(126.84)**	**(17.34)**	74.03	9.78

27. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Salaries and wages (Refer note 35)	**665.35**	**91.00**	646.63	85.56
Contribution to provident and other funds (Refer note 35)	**67.88**	**9.28**	67.65	8.95
Share based payments to employees (Refer note 36)	**1.75**	**0.24**	2.26	0.30
Staff welfare expenses	**27.97**	**3.83**	26.79	3.54
Total	**762.95**	**104.35**	743.33	98.35

28. FINANCE COSTS

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Interest expense				
On term loan	**132.26**	**18.09**	184.23	24.38
On lease liabilities	**32.62**	**4.46**	34.36	4.55
Others	**97.79**	**13.37**	98.51	13.03
Other borrowing costs	**5.84**	**0.80**	5.58	0.74
Net loss on foreign currency transactions and translation	**0.14**	**0.02**	0.52	0.07
	268.65	**36.74**	323.20	42.77
Less: Finance costs capitalised*	**(19.57)**	**(2.68)**	(47.46)	(6.28)
*weighted average capitalisation rate- 2.41% (Previous year: 5.02%)				
Total	**249.08**	**34.06**	275.74	36.49

29. OTHER EXPENSES

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Traveling and conveyance	**19.26**	**2.63**	37.41	4.95
Freight and forwarding charges	**79.53**	**10.88**	78.72	10.42
Sales promotion and other selling cost	**29.37**	**4.02**	35.33	4.67
Commission on sales	**22.72**	**3.11**	27.13	3.59
Power and fuel	**82.37**	**11.27**	85.41	11.30
Stores and spare parts consumed	**50.80**	**6.95**	39.26	5.19
Chemicals	**18.94**	**2.59**	14.35	1.90
Rent (Refer note 39)	**30.17**	**4.13**	27.05	3.58
Rates and taxes	**65.67**	**8.98**	18.78	2.48
Repairs to buildings	**5.51**	**0.75**	4.56	0.60
Repairs to Plant and machinery	**28.85**	**3.95**	22.31	2.95
Repairs and Maintenance - others	**40.24**	**5.50**	36.70	4.86
Insurance	**29.99**	**4.10**	22.37	2.96
Legal and professional fees	**105.31**	**14.40**	80.03	10.59
Directors' sitting fees (Refer note 39)	**0.93**	**0.13**	0.91	0.12
Material for test batches	**7.51**	**1.03**	3.72	0.49
Allowance for credit loss	**(21.16)**	**(2.89)**	27.80	3.68
Bad Debts	**25.74**	**3.52**	4.16	0.55
Miscellaneous expenses (Refer Note 47 and Note 48)	**248.68**	**34.01**	233.45	30.89
Total	**870.43**	**119.06**	799.45	105.77

30. 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, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Loss attributable to equity holders of the Company from Continuing Operations	**(299.27)**	**(40.97)**	(163.78)	(21.67)
Profit attributable to equity holders of the Company from Discontinued Operations	**985.33**	**134.77**	94.56	12.51
Profit/(loss) attributable to equity holders of the Company	**686.06**	**93.80**	(69.22)	(9.16)

Reconciliation of number of equity shares

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2020
Weighted average number of shares in calculating Basic EPS	**110,752,502**		110,718,437	
Add: Weighted average number of shares under ESOS	**479,264**		491,427	
Total	**111,231,766**		111,209,864	
Earnings per share (face value ₹ 5/- each) from Continuing operations				
Earnings per share - Basic in ₹/USD	**(27.02)**	**(0.37)**	(14.79)	(0.20)
Earnings per share - Diluted in ₹/USD	**(27.02)**	**(0.37)**	(14.79)	(0.20)
Earnings per share (face value ₹ 5/- each) from Discontinued operations				
Earnings per share - Basic in ₹/USD	**88.97**	**1.22**	8.54	0.11
Earnings per share - Diluted in ₹/USD	**88.58**	**1.21**	8.50	0.11
Earnings per share (face value ₹ 5/- each)				
Earnings per share - Basic in ₹/USD	**61.95**	**0.85**	(6.25)	(0.08)
Earnings per share - Diluted in ₹/USD	**61.68**	**0.84**	(6.25)	(0.08)

31. During the year ended March 31, 2021, the Company reassessed the commercial prospects of the Nutrition Business and decided not to pursue it in near future and therefore, the Nutrition Business assets were classified as assets held for disposal and an impairment loss of ₹ 142.48 crore has been recognised under the head 'Exceptional items - Continuing Operations'. Further the aforesaid business assets have been classified as ' Assets held for disposal' as disclosed in Note 4 & 38 amounting to ₹ 144.29 crore.

32. SEGMENT REPORTING

The Group is primarily engaged in pharmaceutical business which is considered as the only reportable business segment.

The Chief operating decision maker monitors 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:

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
External revenue from continuing operation in the above reportable business segment	**2,708.30**	**370.41**	2,843.99	376.30

Information about geographical areas:

a) Revenue from continuing operation from external customers:

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
India	**426.28**	**58.30**	402.38	53.25
USA	**444.09**	**60.74**	733.60	97.06
Europe	**1,281.12**	**175.22**	1,161.24	153.64
Rest of the world and Commonwealth of Independent States	**556.81**	**76.15**	546.77	72.35
Total	**2,708.30**	**370.41**	2,843.99	376.30

Revenue from continuing operations 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)

	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
India	**2,086.17**	**285.33**	2,505.74	331.53
USA	**394.16**	**53.91**	422.48	55.90
Europe	**2,014.73**	**275.56**	1,932.30	255.66
Rest of the world and Commonwealth of Independent States	**293.88**	**40.19**	293.72	38.87
Total	**4,788.94**	**654.99**	5,154.24	681.95

c) Information about major customer:

There are no major customers contributing to more than 10% of the total revenue.

33. LEASES

Effective April 1, 2019, the Group adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 01, 2019 using the modified retrospective method. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at value equal to the lease liability subject to the adjustments for prepayments and accruals and also the Group has also not restated the comparative information. For leases classified as finance lease, the carrying value of the lease asset and lease liability as at April 01, 2019, has been carried forward without change under the new standard.

Consequent to the new standard, the Group has reported Right-of-Use assets amounting ₹ 683.24 crore (including reclassification of Lease hold land) and Lease liability amounting to ₹ 397.93 crore as on April 01, 2019.

Also refer Note 4 for details of Right-of-Use Assets and Depreciation there on.

Lease liability as on the balance sheet date is as follows:

	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Non -current portion	**278.55**	306.52
Current	**62.67**	62.51
Total	**341.22**	369.03

The weighted average incremental borrowing rate used for discounting is in the range of 3.37% to 9.65%

Refer Note 28 for interest on lease liabilities

The summary of practical expedients elected on initial application are as follows

1) 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.

2) The Group has applied Ind AS 116 only to contracts that were previously identified as leases under Ind AS 17.

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 lease.

Rental expenses on leases for a period of less than 12 months amounting to ₹ 0.76 crore (Previous year: ₹ 0.35 crore) and rent for low value assets amounting to ₹ 0.54 crore (Previous year: ₹ 0.50 crore) have been included under Note 29 - Other expenses under Rent.

Further, Refer Note 42 for maturity profile of lease liabilities.

34. EXPENDITURE ON RESEARCH AND DEVELOPMENT

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Capital*	**92.99**	**12.72**	146.02	19.32
Revenue	**172.45**	**23.59**	208.09	27.53
	265.44	**36.31**	354.11	46.85

*Including Intangible Assets under Development

35. 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 from Continuing and Discontinued business:

(A) Particulars	For the year ended March 31, 2021 Gratuity (Non-funded) ₹ in crore	For the year ended March 31, 2020 Gratuity (Non-funded) ₹ in crore
I. Expenses recognised in Profit or Loss:		
1. Current Service Cost	**3.03**	3.24
2. Interest cost	**1.66**	2.16
3. Past service cost	**–**	–
Total Expenses [(1)]	**4.69**	5.40
(1) balances pertaining to discontinued operations: Gratuity ₹ 0.44 crore (Previous year- ₹ 1.79 crore)		
II. Expenses recognised in Other Comprehensive income:		
1. Actuarial changes arising from changes in demographic assumptions	**–**	(0.40)
2. Actuarial changes arising from changes in financial assumptions	**0.33**	(5.25)
3. Actuarial changes arising from changes in experience adjustments	**0.14**	(0.20)
Total Expenses [(@)]	**0.47**	(5.85)
@ balances pertaining to discontinued operations: Gratuity ₹ 0.04 crore (Previous year- ₹ 0.17 crore)		

(A) Particulars	For the year ended March 31, 2021 Gratuity (Non-funded) ₹ in crore	For the year ended March 31, 2020 Gratuity (Non-funded) ₹ in crore
III. Net Asset/(Liability) recognised as at balance sheet date:		
1. Present value of defined benefit obligation	**27.99**	32.95
Net Asset/(Liability) *	**(27.99)**	(32.95)
* includes Balance pertaining to discontinued operations classified as Liabilities held for sale ₹ 6.95 crore in previous year		
IV. Reconciliation of Net Asset/(Liability) recognised as at balance sheet date:		
1. Net Asset/(Liability) at the beginning of year	**(32.95)**	(37.62)
2. Expense as per (I) & (II) above	**(5.16)**	0.45
3. Net transfer out due to discontinuance of Domestic business	**7.42**	–
4. Benefit paid	**2.70**	4.22
5. Net asset/(liability) at the end of the year	**(27.99)**	(32.95)
V. Maturity profile of defined benefit obligation		
1. Within the next 12 months (next annual reporting period)	**7.39**	14.64
2. Between 2 and 5 years	**15.26**	14.29
3. Between 6 and 10 years	**8.47**	7.80
VI. Quantitative sensitivity analysis for significant assumptions is as below:		
1. Increase/(decrease) on present value of defined benefit obligation at the end of the year		
(i) One percent point increase in discount rate	**(0.49)**	(0.59)
(ii) One percent point decrease in discount rate	**0.51**	0.59
(iii) One percent point increase in rate of salary increase	**0.48**	0.57
(iv) One percent point decrease in rate of salary increase	**(0.46)**	(0.57)
(v) One percent point increase in attrition rate	**0.13**	0.13
(vi) One percent point decrease in attrition rate	**(0.15)**	(0.18)
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.		
VII. Actuarial Assumptions:		
1. Discount rate	**5.70%**	6.00%
2. Expected rate of salary increase	**3.00% p.a**	4.00% p.a for next 1 years & 3.00% p.a thereafter
3. Attrition rate	**35% at lower service reducing to 16% at higher service**	35% at lower service reducing to 16% 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%

(a) Amount recognised as an expense in the Statement of Profit and Loss and included in Note 27 under Salaries and wages: Gratuity ₹ 4.69 Crore (Previous year - ₹ 5.40 crore) and Leave encashment ₹ 3.20 crore (Previous year - ₹ 5.22 crore)

(The above balances include balances pertaining to discontinued operations: Gratuity ₹ 0.44 crore (Previous year- ₹ 1.79 crore); Leave encashment ₹ 0.95 crore (Previous year - ₹ 4.00 crore)

(b) The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(c) 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.

(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 27 - Contribution to provident and other funds:

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2020 ₹ in crore
Provident fund	**10.67**	17.87
Others (Employee State insurance and other funds)	**0.46**	2.24
Total	**11.13**	20.11

Amount pertaining to discontinued operations mentioned in Note 38 ₹ 1.07 crore (Previous year- ₹ 5.67 crore)

The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(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 ₹ 10.33 crores (Previous year: ₹ 8.23 crores). The outstanding pensions creditor is ₹ 1.49 crore (Previous year: ₹ 1.19 crores).

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, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Present value of defined benefit obligations	**(472.55)**	(367.24)
Fair value of plan assets	**504.48**	378.43
	31.93	11.19
Less: Restriction to the amount that can be recognised	**(31.93)**	(11.19)
	–	–

Changes in the present value of the defined benefit obligations are as follows:

	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Defined benefit obligation, beginning of the year	**367.24**	380.72
Interest expense	**8.31**	9.07
Benefits paid	**(10.77)**	(6.04)
Remeasurements: Actuarial gains and losses	**78.16**	(30.26)
Past service costs including curtailments	**0.45**	–
Foreign currency translation	**29.17**	13.75
Defined benefit obligation, end of the year	**472.56**	367.24

Changes in the fair value of plan assets are as follows:

	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Fair value of plan assets, beginning of the year	**378.43**	373.03
Interest income	**8.80**	9.08
Benefits paid	**(10.77)**	(6.04)
Contributions by employer	**21.56**	16.34
Remeasurements: Actuarial gains and losses	**75.65**	(28.04)
Foreign currency translation	**30.81**	14.06
Fair value of plan assets, end of the year	**504.48**	378.43

The total costs for the year in relation to defined benefit plans are as follows:

	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Recognised in profit or loss:		
Net interest/(income) expense	**(0.49)**	(0.01)
	(0.49)	(0.01)
Recognised in other comprehensive income:		
Remeasurements actuarial gains and losses on fair value of plan asset	**(75.65)**	28.04
Remeasurements actuarial gains and losses on define benefit obligation	**78.16**	(30.26)
Remeasurements gains and losses- changes to the restriction on the amount that can be recognised.	**20.31**	11.19
Remeasurement of the net defined benefit plan	**22.82**	8.97

The breakup of major categories of plan assets are as follows:

	As at March 31, 2021 %	As at March 31, 2020 %
Equity instruments	**48.10**	46.90
Debt instruments	**10.20**	10.00
Annuity policy	**17.90**	21.00
Other assets	**23.80**	22.10

The return on plan assets are as follows:

	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Interest income	**8.80**	9.08
Remeasurements: Actuarial gains and losses	**75.65**	(28.04)
Return on assets of benefit plan	**84.45**	(18.96)

The principal actuarial assumptions as at Balance Sheet date were:

	As at March 31, 2021 %	As at March 31, 2020 %
Discount rate	**1.95**	2.20
Expected rate of increase in salary	**3.30**	2.60
Inflation rate	**2.55**	1.60
Mortality rates		
Current pensioners at 65 - male	**21.50**	21.40
Current pensioners at 65 - female	**24.00**	23.80
Future pensioners at 65 - male	**22.60**	22.50
Future pensioners at 65 - female	**25.10**	25.00

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2020 ₹ in crore
Quantitative sensitivity analysis for significant assumptions is as below:		
(Increase)/decrease on net defined benefit obligation at the end of the year		
(i) One percent point increase in discount rate	**68.22**	53.48
(ii) One percent point decrease in discount rate	**(90.38)**	(70.94)
(iii) One percent point increase in inflation rate	**(69.03)**	(64.34)
(iv) One percent point decrease in inflation rate	**56.63**	49.55

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.

36. SHARE BASED PAYMENTS TO EMPLOYEES

The 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) and 76,000 options @ ₹ 5/- per option (Grant 8) 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 and 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, 2021	For the year ended March 31, 2020
(a) Outstanding at beginning of the year	**621,250**	599,300
(b) Granted during the year	**–**	76,000
(c) Lapsed during the year (re -issuable) *	**21,600**	5,250
(d) Exercised during the year *	**46,150**	48,800
(e) Outstanding at the end of the year:	**553,500**	621,250
of which Options vested and exercisable at the end of the year	**402,100**	428,350
* weighted average exercise price ₹ 5 per share		
Range of weighted average share price on the date of exercise per share	**₹ 299.82 - ₹ 528.69**	₹ 263.00 - ₹ 393.35
Weighted average share price for the period	**352.21**	311.61
Range of weighted average fair value of options on the date of grant per share	**₹ 106.47 - ₹ 1,949.76**	
No option have been forfeited during the year or in the previous year.		

	For the year ended March 31, 2021	For the year ended March 31, 2020
Net profit as reported in Statement of Profit and Loss (from continuing operations)	**(299.27)**	(163.78)
Basic earnings per share as reported (₹)	**(27.02)**	(14.79)
Diluted earnings per share as reported (₹)	**(27.02)**	(14.79)
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)	**₹ 414 - ₹ 1,954.20**	₹ 414 - ₹ 1,954.20
Range of expected life	**1.50 years - 7.75 years**	1.50 years - 7.75 years
Range of risk free interest rate	**5.80% - 8.64%**	7.43% - 8.64%
Range of Volatility	**36% - 88%**	36% - 88%
Range of weighted average exercise price (₹ Per share)	**₹ 5.00 - ₹ 37.65**	₹ 5.00 - ₹ 37.65
Range of Weighted average remaining contractual life	**0.2 years - 11.97 years**	1.01 years - 8.03 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.

37. 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, service level penalty 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. Shelf stock adjustments which primarily cover the inventory held at the time the price decline becomes effective are recorded when the decline becomes effective. 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, service level penalty, sales returns etc. continues to be recognised as deductions from revenue in compliance with Ind AS 115.

(b) Disaggregation of Revenue from continuing operations:

Particulars (for details refer note 24)	**For the year ended March 31, 2021 ₹ in crore**	**For the year ended March 31, 2021 USD in million**	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Total revenue from Customers	**2,699.21**	**369.17**	2,833.03	374.85
Other Operating income	**9.09**	**1.24**	10.96	1.45
Total	**2,708.30**	**370.41**	2,843.99	376.30

Reconciliation of revenue from continuing operations as per contract price and as recognised in statement of profit and loss:

Particulars	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Total Gross revenue, net of estimated returns and medicate rebate as refered in Note 23	**4,627.97**	**632.97**	5,637.10	745.86
Less: Discounts, rebates, chargeback, service level penalty and other adjustments	**(1,928.76)**	**(263.80)**	(2,804.07)	(371.01)
Revenue from contract with customers	**2,699.21**	**369.17**	2,833.03	374.85
Other Operating income	**9.09**	**1.24**	10.96	1.45
Total	**2,708.30**	**370.41**	2,843.99	376.30

38. DISCONTINUED OPERATIONS AND ASSET CLASSIFIED AS HELD FOR SALE:

The Board of Directors, in their meeting held on June 09, 2020, concluded the Business transfer agreement ("BTA") entered into between the Company and Dr. Reddy's Laboratories Limited ("Purchaser") dated February 12, 2020 read with amendments made time to time for the transfer of the business comprising 62 products and line extensions along with related assets and liabilities, contracts, permits, intellectual properties, employees, marketing, sales and distribution of the same in the Domestic Branded Division in India, Nepal, Bhutan, Sri Lanka and Maldives, and the manufacturing facility at Baddi, Himachal Pradesh, where some of the products which are being transferred were manufactured (together the "Business Undertaking"), to the Purchaser. The consideration for the above said transfer of Business Undertaking for ₹ 1,850 crore was structured as per following:

a) an amount equal to ₹ 1,550 crore (including a deposit of ₹ 67 crore in escrow account towards adjustments for, inter alia, Net working capital, employee liabilities and certain other contractual and statutory liabilities) to be paid on the Closing Date under the BTA. The said amount has been paid by the Purchaser to the Company during the year ended March 31, 2021 including release of ₹ 63 crore out of the original escrow account of ₹ 67 crore and,

b) balance amount equal to ₹ 300 crore out of total consideration of ₹ 1,850 crore has been held back ("Holdback Amount"), by the Purchaser on the Closing Date (i.e., June 09, 2020) for assessment of the impact of the COVID-19 pandemic on the Business Undertaking and shall be released as equal to 2 (two) times the amount by which the revenue exceeds ₹ 480 crore from sales of the products forming part of the said Business Undertaking by the Purchaser during the 12 months post-closing date.

The profit from aforesaid Transfer of Business Undertaking (excluding the Holdback Amount of ₹ 300 crore) amounting to ₹ 1,470.32 crore has been shown as 'Exceptional Items - discontinued operations'.

A) The Results of the discontinued operations for the year are presented below:

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Revenue including other income	**53.74**	**7.35**	481.16	63.66
Expenses	**39.87**	**5.45**	335.80	44.43
Profit before exceptional items and tax	**13.87**	**1.90**	145.36	19.23
Exceptional items-Profit on sale of business	**1,470.32**	**201.10**	–	–
Profit before income tax	**1,484.19**	**202.99**	145.36	19.23
Income tax (expense)/credit				
Current tax- charge	**311.49**	**42.60**	50.80	6.72
Deferred tax- charge	**187.37**	**25.63**	–	–
Profit after income tax	**985.33**	**134.76**	94.56	12.51

The cash flows of the discontinued operations for the year are presented below:

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Net cash inflow from operating activities	**5.82**	**0.80**	153.14	20.26
Net cash inflow/(outflow) from investing activities	**1,534.50**	**209.87**	(0.41)	(0.05)
Net cash inflow from financing activities	**–**	**–**	–	–

Note: The result and cash flows of the discontinued operations for the year ended March 31, 2021 is for the period April 01, 2020 to June 09, 2020.

B) Assets and liabilities classified as held for sale:

	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Non-Current Assets:				
Property, Plant and Equipments*	**144.29**	**19.73**	28.61	3.78
Capital Work-in-Progress	**–**	**–**	0.50	0.07
Other Intangible Assets	**–**	**–**	0.18	0.02
Current Assets:				
Inventories	**–**	**–**	26.37	3.49
Other Financial Assets	**–**	**–**	0.96	0.13
Other Current Assets	**–**	**–**	0.02	–
Assets classified as held for sale	**144.29**	**19.73**	56.64	7.49
Non current Liabilities	**–**	**–**	–	–
Current Liabilities:				
Other financial liabilities	**–**	**–**	0.06	0.01
Provisions	**–**	**–**	11.36	1.50
Liability classified held for sale	**–**	**–**	11.42	1.51

*₹ 144.29 crore pertains to Nutrition business as specifed in Note 31

Note: Fair value of assets as on March 31, 2021 and March 31, 2020 is more than its carrying value.

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 significant influence/control exits

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 Khorakiwala 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 relationships where transactions have taken place during the year*

Enterprises over which Key Managerial Personnel exercise significant influence/control

The Peace Mission Private Limited (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]

Corival Lifesciences Private Limited (w.e.f. June 06, 2020)

Key managerial personnel

H.F.Khorakiwala- Chairman

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 (resigned w.e.f. May 27, 2020)

Vinesh Kumar Jairath - Non-Executive Independent Director

Zahabiya Khorakiwala - Non-Executive Non-Independent Director

Huzaifa Khorakiwala - Executive Director

Murtaza Khorakiwala - Managing Director

Rima Marphatia - (Nominee Director from EXIM)

Akhilesh Gupta - Non-Executive Independent Additional Director (w.e.f. August 29, 2020)

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, 2021 ₹ in crore	**For the year ended March 31, 2021 USD in million**	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Key managerial personnel				
Remuneration [Chairman ₹ 2.43 crore (Previous year - ₹ 2.80 crore), Managing Director ₹ 2.03 crore (Previous year - ₹ 2.40 crore), Executive Director ₹ 2.03 crore (Previous year - ₹ 2.40 crore)]	**6.49**	**0.89**	7.60	1.01
Contribution to Provident fund [Chairman ₹ 0.45 crore (Previous year - ₹ 0.20 crore), Managing Director ₹ 0.45 crore (Previous year - ₹ 0.20 crore), Executive Director ₹ 0.45 crore (Previous year - ₹ 0.20 crore)]	**1.35**	**0.18**	0.60	0.08
Remuneration payable [Chairman ₹ Nil (Previous year - ₹ 0.13 crore), Managing Director ₹ Nil (Previous year - ₹ 0.09 crore), Executive Director ₹ Nil (Previous year - ₹ 0.09 crore)]	**–**	**–**	0.31	0.04
Director sitting fee paid [D S Brar ₹ 0.16 crore (Previous year - ₹ 0.14 crore), Sanjaya Baru ₹ 0.14 crore (Previous year - ₹ 0.14 crore), Tasneem Mehta ₹ 0.15 crore (Previous year - ₹ 0.15 crore), Baldev Raj Arora ₹ 0.03 crore (Previous year - ₹ 0.15 crore), Aman Mehta ₹ 0.11 crore (Previous year - ₹0.09 crore), Vinesh Kumar Jairath ₹ 0.15 crore (Previous year - ₹0.15 crore), Zahabiya Khorakiwala ₹ 0.06 crore (Previous year- ₹ 0.04 crore), Rima Marphatia ₹ 0.06 crore (Previous year - ₹ 0.05 crore), Akhilesh K Gupta ₹ 0.07 crore (Previous year - ₹ Nil)]	**0.93**	**0.13**	0.91	0.12
Reimbursement of Expenses to D S Brar	**–**	**–**	0.01	–
Other parties exercising control				
Dividend on preference shares to Humuza Consultants	**4.41**	**0.60**	8.00	1.06
Loan taken from Humuza Consultants and other parties related to subsidiary companies	**335.00**	**45.82**	148.49	19.65
Loan repaid to Humuza Consultants and other parties related to subsidiary companies	**118.13**	**16.16**	–	–
Interest cost on Loan taken from Humuza Consultants and other parties related to subsidiary companies	**9.68**	**1.32**	2.72	0.36
Redemption of Non-Convertible Non-Cumulative Redeemable Preference Shares (NCCRPS) issued to Humuza Consultants	**200.00**	**27.35**	–	–

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))	For the year ended March 31, 2020 ₹ in crore	For the year ended March 31, 2020 USD in million Supplementary information-convenience translation (See Note 2(C))
Enterprise over which Key Managerial Personnel exercise significant influence/ Control				
Rent paid [Palanpur Holdings and Investments Private Limited ₹ 0.92 crore (Previous year - ₹ 0.92 crore), Wockhardt Hospitals Limited ₹ Nil (Previous year - ₹ 0.36 crore), Carol Info Services Limited ₹ 80.07 crore (Previous year - ₹ 75.08 crore)]*	**80.99**	**11.08**	76.36	10.10
* rent paid has been disclosed as Right of use assets and Lease liabilities in accrodance with Ind AS 116				
Donation given to Wockhardt Foundation	**2.12**	**0.29**	0.56	0.07
Donation paid to Dr. Habil Khorakiwala Education and Health Foundation (Trust)	**0.69**	**0.09**	1.08	0.14
Reimbursement of Expenses [Wockhardt Hospitals Limited ₹ Nil (Previous year - ₹ 0.02 crore), Carol Info Services Limited ₹ 0.60 crore (Previous year - ₹ 1.68 crore), The Peace Mission Private Limited (formerly Tohfaa Gifting Private Limited) ₹ Nil (Previous year - ₹ 0.09 crore)]	**0.60**	**0.08**	1.79	0.24
Rent and other miscellaneous income [Wockhardt Hospitals Limited ₹ 0.06 crore (Previous year - ₹ 0.04 crore), Wockhardt Foundation ₹ 0.002 crore (Previous year - ₹ 0.003 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 0.0003 crore (Previous year - ₹ 0.003 crore)]	**0.06**	**0.01**	0.05	0.01
Sale of Finished goods to Wockhardt Hospitals Limited	**0.05**	**0.01**	0.02	–
Sale of Fixed asset to Wockhardt Hospitals Limited	**0.16**	**0.02**	**–**	**–**
Salary paid to the teaching staff of Wockhardt Global School	**2.79**	**0.38**	2.59	0.34
Recovery of Utility Fees from Wockhardt Global School	**0.75**	**0.10**	–	–
The Company has given school premises on lease to Wockhardt Global School without rent				
Premium/Dividend on preference shares to Khorakiwala Holdings and Investments Private Limited	**5.51**	**0.75**	5.84	0.77
Loan taken from [Khorakiwala Holdings and Investments Private Limited ₹ 30.00 crore (Previous year - ₹ 25.00 crore), Merind Limited ₹ 45.00 crore (Previous year - ₹ 58.40 crore)]	**75.00**	**10.26**	83.40	11.03
Interest on loan taken [Khorakiwala Holdings and Investments Private Limited ₹ 0.85 crore (Previous year - ₹ 1.39 crore), Merind Limited ₹ 2.84 crore (Previous year - ₹ 1.25 crore)]	**3.69**	**0.50**	**2.64**	**0.35**
Loan repaid [Khorakiwala Holdings and Investments Private Limited ₹ 26.25 crore (Previous year - ₹ Nil), Merind Limited ₹ 32.53 crore (Previous year - ₹ Nil)]	**58.78**	**8.04**	**–**	**–**
Rent recovery on behalf of Merind Limited	**0.01**	**–**	–	–
Purchase of Consumables from Corival Life Sciences Private Limited	**0.01**	**–**	–	–
Redemption of Non-Convertible Non-Cumulative Redeemable Preference Shares (NCCRPS) issued to Khorakiwala Holdings and Investments Private Limited	**50.00**	**6.84**	–	–
Redemption of Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) issued to Khorakiwala Holdings and Investments Private Limited	**80.00**	**10.94**	–	–

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, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Enterprise over which Key Managerial Personnel exercise significant influence/Control				
Trade receivables [Wockhardt Hospitals Limited ₹ 0.37 crore (Previous year - ₹ 0.05 crore), Wockhardt Foundation ₹ 0.005 crore (Previous year - ₹ 0.003 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 0.79 crore (Previous year - ₹ 0.04 crore)]	**1.17**	**0.16**	0.09	0.01
Trade Payables [Wockhardt Hospitals Limited ₹ 0.63 crore (Previous year - ₹ 0.63 crore), Carol Info Services Limited ₹ 3.18 crore (Previous year - ₹ 2.68 crore), Palanpur Holdings and Investments Private Limited ₹ 2.66 crore (Previous year - ₹ 1.65 crore), The Peace Mission Private Limited ₹ Nil (Previous year- ₹ 0.02 crore), Merind Limited ₹ 0.01 crore (Previous year - ₹ Nil)]	**6.48**	**0.89**	4.98	0.66
Loan taken [Merind Limited ₹ 74.20 crore (Previous year - ₹ 59.53 crore), Khorakiwala Holdings and Investments Private Limited ₹ 30.46 crore (Previous year - ₹ 26.25 crore), Humuza Consultants ₹367.29 crore (Previous year - ₹ 127.44 crore), Other parties related to subsidiary companies ₹ Nil (Previous year - ₹ 23.05 crore)]	**471.95**	**64.55**	236.27	31.26
Preference shares [Khorakiwala Holdings and Investments Private Limited ₹ Nil (Previous year - ₹ 130.00 crore), Humuza Consultants ₹ Nil (Previous year - ₹ 200.00 crore)]	**–**	**–**	330.00	43.66
[Carrying amount: Khorakiwala Holdings and Investments Private Limited ₹ Nil (Previous year - ₹ 149.62 crore), Humuza Consultants ₹ Nil (Previous year - ₹ 200.30 crore)]				
Security deposit given to Carol Info Services Limited - Transaction value	**55.50**	**7.59**	55.50	7.34
[Carrying amount ₹ 34.98 crore (Previous year - ₹ 32.51 crore)]				
Security deposit given to Palanpur Holdings and Investments Private Limited	**2.75**	**0.38**	2.75	0.36

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, 2021	As at March 31, 2020
Wockhardt Bio AG	Switzerland	**14.15%**	14.15%

	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Revenue from operations	**1,961.52**	**268.28**	2,239.39	296.29
Profit/(Loss) for the year	**17.95**	**2.45**	182.54	24.15
Profit/(Loss) allocated to Non - Controlling Interests	**2.54**	**0.35**	25.83	3.42
Total comprehensive income/(loss) allocated to Non - Controlling Interests	**(2.30)**	**(0.30)**	55.96	7.41

	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Non current asset and current asset	**5,003.30**	**684.30**	5,458.35	722.19
Non current liabilities and current liabilities	**2,293.15**	**313.64**	2,731.89	361.46
Net assets	**2,710.14**	**370.67**	2,726.46	360.74
Net assets attributable to Non - Controlling Interests	**383.49**	**52.45**	385.79	51.04

	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2020 ₹ in crore	As at March 31, 2020 USD in million Supplementary information- convenience translation (See Note 2(C))
Cash flows from/(used in) operating activities	**510.85**	**69.87**	447.31	59.18
Cash flows from/(used in) investing activities	**4.23**	**0.58**	(227.63)	(30.12)
Cash flows from/(used in) financing activities	**(515.64)**	**(70.52)**	(357.71)	(47.33)
Foreign currency translation differences	**49.00**	**6.70**	6.15	0.81
Net increase/(decrease) in cash and cash equivalents	**48.44**	**6.63**	(131.88)	(17.46)

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, 2021	Carrying Value				Total Fair value ₹ in crore
	Fair value through profit or loss ₹ in crore	Fair value through other comprehensive income ₹ in crore	Amortised Cost ₹ in crore	Total ₹ in crore	
Financial Assets					
Investments	**0.45**	–	–	**0.45**	**0.45**
Other Non-Current Financial Assets	–	–	**44.82**	**44.82**	**56.07**
Trade receivables	–	–	**917.65**	**917.65**	**917.65**
Cash and cash equivalents	–	–	**232.25**	**232.25**	**232.25**
Bank balance (other than above)	–	–	**59.54**	**59.54**	**59.54**
Other Current Financial Assets	–	–	**33.18**	**33.18**	**33.18**
Total	**0.45**	–	**1,287.44**	**1,287.89**	**1,299.14**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	**0.06**	–	**176.09**	**176.15**	**177.68**
Financial Liabilities					
Borrowings	–	–	**1,568.96**	**1,568.96**	**1,568.96**
Trade payables	–	–	**577.97**	**577.97**	**577.97**
Lease Liabilities	–	–	**341.22**	**341.22**	**362.85**
Other Current Financial Liabilities	–	–	**1,108.65**	**1,108.65**	**1,108.65**
Total	–	–	**3,596.80**	**3,596.80**	**3,618.43**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	–	–	**491.94**	**491.94**	**494.90**

(₹ in crore)

As at March 31, 2021	Fair value			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets				
Investments	–	–	**0.45**	**0.45**
Other Non-Current Financial Assets	–	**56.07**	–	**56.07**
Trade receivables	–	–	–	–
Cash and cash equivalents	–	–	–	–
Bank balance (other than above)	–	–	–	–
Other Current Financial Assets	–	–	–	–
Total	–	**56.07**	**0.45**	**56.52**
Financial Liabilities				
Borrowings	–	**1,568.96**	–	**1,568.96**
Lease Liabilities	–	**362.85**	–	**362.85**
Total	–	**1,931.81**	–	**1,931.81**

As at March 31, 2020	Carrying Value				Total Fair value ₹ in crore
	Fair value through profit or loss ₹ in crore	Fair value through other comprehensive income ₹ in crore	Amortised Cost ₹ in crore	Total ₹ in crore	
Financial Assets					
Investments	0.45	–	–	0.45	0.45
Other Non-Current Financial Assets	–	–	46.02	46.02	56.28
Trade receivables	–	–	1,242.69	1,242.69	1,242.69
Cash and cash equivalents	–	–	219.34	219.34	219.34
Bank balance (other than above)	–	–	49.12	49.12	49.12
Other Current Financial Assets	–	–	8.85	8.85	8.85
Total	**0.45**	**–**	**1,566.02**	**1,566.47**	**1,576.73**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	0.06	–	207.20	207.26	208.62
Financial Liabilities					
Borrowings	–	–	2,144.76	2,144.76	2,144.76
Trade payables	–	–	895.27	895.27	895.27
Lease Liabilities	–	–	369.03	369.03	386.16
Other Current Financial Liabilities	–	–	1,387.93	1,387.93	1,387.93
Total	**–**	**–**	**4,796.99**	**4,796.99**	**4,814.12**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	–	–	634.70	634.70	636.96

(₹ in crore)

As at March 31, 2020	Fair value			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets				
Investments	–	–	0.45	0.45
Other Non-Current Financial Assets	–	56.28	–	56.28
Trade receivables	–	–	–	–
Cash and cash equivalents	–	–	–	–
Bank balance (other than above)	–	–	–	–
Other Current Financial Assets	–	–	–	–
Total	–	56.28	0.45	56.73
Financial Liabilities				
Borrowings	–	2,144.76	–	2,144.76
Lease Liabilities	–	386.16	–	386.16
Total	–	2,530.92	–	2,530.92

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, and preference shares 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 fair value of Investment in Unquoted Equity shares of Narmada Clean Tech Limited (formerly known as Bharuch Eco-Aqua Infrastructure Limited) and Bharuch Enviro Infrastructure Limited are taken as cost of acquisition considering the statutory requirement of regulatory authorities relating to purchase and restriction on transfer. The change in the unobservable inputs for unquoted equity 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
Preference shares	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.
Lease deposits and Lease liabilities	
Mark to Market on Derivatives	Forward pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currency.

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 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 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 and investments.

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, 2021 and March 31, 2020, 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 2021 and 31 March 2020:

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.

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, 2021				As at March 31, 2020			
	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	**691.50**	**(0.72)**	**690.78**	**0.10%**	983.21	(2.04)	981.17	0.22%
Past due 1-180 days	**155.64**	**(1.23)**	**154.41**	**0.79%**	212.84	(12.46)	200.38	2.91%
Past due 181-360 days	**70.52**	**(12.01)**	**58.50**	**17.03%**	53.95	(24.21)	29.74	32.23%
More than 360 days	**156.67**	**(142.71)**	**13.96**	**91.09%**	173.10	(141.70)	31.40	82.26%
Total	**1,074.32**	**(156.67)**	**917.65**		1,423.10	(180.41)	1,242.69	
Total (USD in million) Supplementary information - convenience translation (See Note 2(C))	**146.94**	**(21.43)**	**125.51**		188.29	(23.87)	164.42	

The movement in the loss allowance in respect of trade and other receivables during the year was as follows:

	As at March 31, 2021 ₹ in crore	As at March 31, 2020 ₹ in crore
Opening balance	**180.41**	150.26
Impairment loss recognised (including exchange fluctuation)	**2.00**	34.31
Impairment loss utilised	**(25.74)**	(4.16)
Closing balance	**156.67**	180.41
Closing balance (USD in million) Supplementary information - convenience translation (See Note 2(C))	**21.43**	23.87

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 ₹ 291.79 crore (Previous year - ₹ 268.46 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. Considering this access and ongoing business contract, Group is confident of meeting its liability as and when they are due.

The following are the remaining contractual maturities of financial asset and 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, 2021		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial assets					
Other non current financial assets	44.82	44.82	–	44.82	–
Trade receivables	917.65	917.65	917.65	–	–
Cash and cash equivalents	232.25	232.25	232.25	–	–
Bank balances (other than cash and cash equivalents)	59.54	59.54	59.54	–	–
Other current financial assets	33.18	33.18	33.18	–	–
Total	**1,287.44**	**1,287.44**	**1,242.62**	**44.82**	**–**

(₹ in crore)

As at March 31, 2021		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities					
Term loans from banks/Financial Institutions (including interest)*	1,261.48	1,423.69	843.15	580.54	–
Other borrowings (excluding preference shares)	23.83	24.24	21.17	1.86	1.21
Loan from related party	471.95	471.95	471.95	–	–
Working capital loans from banks (repayable on demand)	574.47	574.47	574.47	–	–
Lease Liabilities	341.22	460.46	67.17	288.69	104.60
Trade payables and other Current Financial Liabilities	923.85	923.85	923.85	–	–
Total	**3,596.80**	**3,878.66**	**2,901.76**	**871.09**	**105.81**

As at March 31, 2020		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial assets					
Other non current financial assets	46.02	46.02	–	46.02	–
Trade receivables	1,242.69	1,242.69	1,242.69	–	–
Cash and cash equivalents	219.34	219.34	219.34	–	–
Bank balances (other than cash and cash equivalents)	49.12	49.12	49.12	–	–
Other current financial assets	8.85	8.85	8.85	–	–
Total	1,566.02	1,566.02	1,520.00	46.02	–

As at March 31, 2020		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities					
Term loans from banks/Financial Institutions (including interest)*	2,054.40	2,335.94	943.63	1,392.31	–
Other borrowings (excluding preference shares)	14.45	14.98	10.96	2.39	1.63
Loan from related party	236.27	236.27	236.27	–	–
Preference shares	349.92	367.05	367.05	–	–
Working capital loans from banks (repayable on demand)	558.19	558.19	558.19	–	–
Lease Liabilities	369.03	527.76	65.94	271.99	189.83
Trade payables and other Current Financial Liabilities	1,214.73	1,214.73	1,214.73	–	–
Total	4,796.99	5,254.92	3,396.77	1,666.69	191.46

* 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.

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 partly balanced by foreign exchange contracts and through natural hedge. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

As per the policy defined by the Board of Directors and monitored by a committee as nominated by Board, the Group enters into foreign currency forward contracts which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables/receivables.

The Group also enters into derivative contracts in order to hedge and manage its foreign currency exposures towards future loan repayment. The Group has not entered into any derivative contracts during the year.

Exposure to currency risk

The currency profile of financial assets and financial liabilities (including intercompany receivables and payables) as at March 31, 2021 and March 31, 2020 are as below:

Particulars	Currency	As at March 31, 2021		As at March 31, 2020	
		Amount in Foreign Currency (in million)	₹ in crore	Amount in Foreign Currency (in million)	₹ in crore
Loan Availed	EUR	**0.10**	**0.85**	0.05	0.41
	USD	**32.87**	**240.32**	44.83	338.80
Trade Receivables	ACU	–	–	0.08	0.59
	AUD	**0.08**	**0.47**	0.93	4.30
	EUR	**3.10**	**26.64**	2.62	21.70
	GBP	**54.19**	**546.61**	51.52	481.35
	USD	**102.44**	**748.95**	94.44	713.74
	RUB	**178.81**	**17.35**	131.52	12.70
	MXN	**64.74**	**23.12**	64.74	20.56
Loans and Other Receivables	EUR	**45.97**	**394.89**	43.17	357.54
	USD	**9.92**	**72.55**	8.96	67.72
	CHF	**0.05**	**0.36**	0.06	0.44
	GBP	**0.03**	**0.28**	0.18	1.67
	AED	–	–	0.29	0.60
Trade payables and Other Liabilities	ACU	**0.00**	**0.01**	0.01	0.04
	AUD	**0.55**	**3.09**	0.25	1.15
	EUR	**11.33**	**97.33**	15.01	124.28
	GBP	**33.79**	**340.84**	33.23	310.46
	MXN	**13.25**	**4.73**	13.25	4.21
	USD	**11.85**	**86.67**	12.62	95.34
	JPY	**1.55**	**0.10**	7.64	53.22
	CAD	**0.01**	**0.06**	0.02	0.12
	CHF	**1.81**	**14.10**	5.38	42.09
	AED	**0.58**	**1.15**	0.60	1.24
	RUB	**55.38**	**5.37**	11.46	1.11
Bank	GBP	**4.67**	**47.09**	1.99	18.60
	EUR	**0.32**	**2.79**	0.05	0.45
	USD	**1.60**	**11.68**	0.07	0.50
	JPY	–	–	0.01	0.04
	AED	**0.03**	**0.06**	0.02	0.03
	CHF	**0.08**	**0.60**	0.16	1.27
	AUD	**0.03**	**0.14**	0.00	–

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)	
March 31, 2021	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	**33.90**	**(33.90)**	**29.61**	**(29.61)**
GBP	**12.66**	**(12.66)**	**12.66**	**(12.66)**
EUR	**16.31**	**(16.31)**	**16.31**	**(16.31)**
RUB	**0.60**	**(0.60)**	**0.60**	**(0.60)**
MXN	**0.92**	**(0.92)**	**0.92**	**(0.92)**
Others	**(0.85)**	**0.85**	**(0.85)**	**0.85**
Total	**63.53**	**(63.53)**	**59.24**	**(59.24)**

(₹ in crore)

Effect in ₹	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
March 31, 2020	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	29.51	(29.51)	17.39	(17.39)
GBP	9.56	(9.56)	9.56	(9.56)
EUR	12.75	(12.75)	12.75	(12.75)
RUB	0.58	(0.58)	0.58	(0.58)
MXN	0.82	(0.82)	0.82	(0.82)
Others	(4.53)	4.53	(4.53)	4.53
Total	48.69	(48.69)	36.57	(36.57)

The Company has been receiving Advance for Supply of Goods from Wockhardt Bio AG, a majorly held foreign subsidiary of the Company {as on March 31, 2021 USD 88.06 million (₹ 483.79 crore) [Previous year- USD 90.83 million (₹ 498.83 crore) was outstanding}. In accordance with the direction of Reserve Bank of India (RBI)/Authorised Dealer (AD) Bank, such advance was supposed to be adjusted against Supply of goods by December 31, 2020.

The Company, as part of normal business has 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 as on March 31, 2021 USD 91.24 million (₹ 667.09 crore) [Previous year - USD 85.30 million (₹ 644.72 crore) is outstanding receivables towards the same, of which USD 64.99 million (₹ 475.19 crore) is outstanding for more than the prescribed period as per the master circulars issued by the Reserve Bank of India (RBI).

Since the Advance received as mentioned above can not be adjusted against the outstanding receivables, the Company has time to time (including as in June 2020) approached to RBI/concerned Authorized Dealer (AD) for approval of adjustment of these receivables with the advance received from the said foreign subsidiary. The decision in this regard is yet awaited from RBI/AD.

As the Company has been submitting requisite disclosures to RBI/AD as required under relevant statute(s) for the above, in its opinion it is in compliance with applicable regulations. Any decision for the aforesaid adjustment will depend on RBI/AD's final decision/approval of the matter which is presently awaited.

Pending receipt of this approval, these balances are reported gross in the balance sheet and the receivables are restated at year end exchange rate, whereas the advance for supply of goods is accounted at the historical transaction exchange rate in accordance with the requirements of Ind AS 21.

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)

	Nominal amount	
	As at March 31, 2021	As at March 31, 2020
Variable-rate instruments		
Financial liabilities	**1,835.95**	2,612.96
	1,835.95	2,612.96
Fixed-rate instruments		
Financial liabilities	**495.78**	600.27
	495.78	600.27

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)

Variable-rate instruments	Impact on Profit/(loss)- Increase/(Decrease) in Profit (before tax)	
Particulars	**For the year ended March 31, 2021**	For the year ended March 31, 2020
100 bp increase	**(18.36)**	(26.13)
100 bp decrease	**18.36**	26.13

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, 2021	As at March 31, 2020
Total Borrowings	**2,331.73**	3,213.23
Less: Cash and cash equivalent and other bank balances	**291.79**	268.46
Adjusted net debt	**2,039.94**	2,944.77
Total equity	**3,760.25**	3,057.46
Adjusted net debt to adjusted equity ratio	**0.54**	0.96

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, 2021 is ₹ 190.70 crore (Previous year: ₹ 199.26 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 2020-21. Development Expenses incurred during the year ₹ 74.37 crores (Previous Year: ₹ 142.11 crores) has been capitalised and included under 'Intangible assets under development' as at March 31, 2021.

b) Certain manufacturing facilities, having net book value of ₹ 293.38 crore (Previous year ₹ 183.55 crore) and capital work in progress amounting to ₹ 285.81 crore (Previous year ₹ 426.14 crores), of the Group continues to be affected due to regulatory alert from US FDA and are currently not being used for alternate purposes. The investment in these plants had been made considering the market feasibility and the potential of existing/future products in pipeline. Upon approval from regulatory authority, the Group would be able to utilise the above mentioned manufacturing facilities to produce and supply products to US market.

45. CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)

(a) 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 ₹ 44.64 crore (Previous year - ₹ 44.64 crore).(1)

(b) Demand by Income tax authorities ₹ 310.37 crore (Previous year - ₹ 266.78 crore) disputed by the Company.

(c) Demand by Sales Tax authorities (including GST) ₹ 89.90 crore (Previous year - ₹ 88.20 crore) disputed by the Company. (1)

(d) Demand by Service tax authorities in respect of non-payment of Service Tax on Import of certain services disputed by the Company ₹ 0.88 crore (Previous year - ₹ 0.88 crore).

(e) Demand by Municipal Corporation, Local body Tax on inputs used for manufacture of exported goods ₹ 2.00 crore (Previous year : Nil)

(f) Differential custom duty for misclassification/penalty disputed by the Company ₹ 0.65 crore (Previous year - Nil)

(g) Commercial dispute on a supply contract filed with London Court of International Arbitration disputed by the Company ₹ Nil [Previous year - ₹ 46.72 crore (GBP 5 million)].

(h) Claims against Company not acknowledged as debt in respect of:
– electricity expense ₹ 7.56 crore (Previous year - ₹ 7.12 crore)
– remediation against the pollution of ground water ₹ 0.85 crore (Previous year - ₹ 0.85 crore)
– environmental compensation against non-compliance of water/air pollution measures ₹ 2.00 crore (Previous year: ₹ 2.00 crore)

(i) Demand from National Pharmaceutical Pricing Authority (NPPA) in respect of overcharging of certain products disputed by the Company ₹ 80.51 crore (Previous year - ₹ 75.04 crore).

(j) 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 pharma 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.

(k) During the year, the Texas Attorney General's office served Wockhardt USA LLC ('WUSA'), Morton Grove Pharmaceuticals Inc ('MGP') and Wockhardt Limited (collectively 'Wockhardt') with a settlement demand of USD 90 million after review of documents and data produced by Wockhardt in response to Civil Investigative Demand ('CID') with respect to submission of price information and updates to Texas Medicaid. The parties continue to discuss resolution through settlement. The Group has made provision of ₹ 51.18 crore (USD 7.0 million) towards settlement, being the management's best estimate of the expected payout.

(l) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 97.64 crore (Previous year - ₹ 108.85 crore) after deducting advance on capital account of ₹ 8.22 crore (Previous year - ₹ 7.10 crore).

(m) Claims against the Group not acknowledged as debts:

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 ₹ 12.97 crore (USD 1.8 million) [Previous year - ₹ 48.33 crore (USD 6.4 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, 2021	As at April 01, 2020	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)	1,265.62	2,309.37	(21.55)	(9.82)	–	0.84	(1,013.22)
Short-term borrowings (Net)	1,066.11	903.86	0.05	–	–	(5.03)	167.23

Particulars	As at March 31, 2020	As at April 01, 2019	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)	2,309.37	2,812.89	165.44	23.44	(99.84)	8.78	(601.33)
Short-term borrowings (Net)	903.86	561.71	0.27	–	99.84	8.47	233.58

47. As part of Corporate Social Responsibility (CSR), the Company has made voluntary contribution of ₹ 2.81 crore during the year (Previous year - ₹ 1.64 crore) for spending on CSR activities to Wockhardt Foundation and Dr. Habil Khorakiwala Education and Health Foundation. The aforesaid amount has been included in Note 29 under 'Miscellaneous expenses', being contribution and other expenses (Also Refer note 39).

48. Donations for Political purpose made during previous year and included in Note 29 under "Miscellaneous expenses":

Purchase of Electoral Bonds ₹ Nil (Previous year - ₹ 2 crore)

49. 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
Parent								
Wockhardt Limited	27.38	1,605.76	132.53	593.29	1.70	(0.32)	138.25	592.97
SUBSIDIARIES								
Indian								
1. Wockhardt Infrastructure Development Limited	3.86	226.67	3.75	16.81	–	–	3.92	16.81
2. Wockhardt Medicines Limited	–	(0.02)	(0.01)	(0.03)	–	–	(0.01)	(0.03)
Foreign								
1. Z&Z Services GmbH	(0.03)	(1.56)	(0.01)	(0.03)	–	–	(0.01)	(0.03)
2. Wockhardt Europe Limited	0.17	10.00	–	(0.01)	–	–	–	(0.01)
3. Wockhardt Nigeria Limited	–	(0.13)	–	–	–	–	–	–
4. Wockhardt UK Holdings Limited	1.77	104.03	–	(0.02)	–	–	–	(0.02)
5. CP Pharmaceuticals Limited	3.06	179.69	10.41	46.60	98.30	(18.45)	6.56	28.15
6. CP Pharma (Schweiz) AG	0.02	1.19	(0.01)	(0.03)	–	–	(0.01)	(0.03)
7. Wallis Group Limited	0.49	28.96	–	–	–	–	–	–
8. The Wallis Laboratory Limited	(0.04)	(2.43)	(0.01)	(0.06)	–	–	(0.01)	(0.06)
9. Wockhardt Farmaceutica do Brasil Ltda	(0.02)	(0.99)	0.05	0.21	–	–	0.05	0.21
10. Wallis Licensing Limited	(0.19)	(11.40)	–	–	–	–	–	–
11. Wockhardt USA LLC	1.02	59.78	(4.96)	(22.19)	–	–	(5.17)	(22.19)
12. Wockhardt Bio AG	47.79	2,803.41	43.56	194.99	–	–	45.46	194.99
13. Wockhardt UK Limited	2.74	160.46	2.25	10.06	–	–	2.35	10.06
14. Wockpharma Ireland Limited	13.46	789.46	0.46	2.06	–	–	0.48	2.06
15. Pinewood Laboratories Limited	5.08	297.79	5.15	23.06	–	–	5.38	23.06
16. Wockhardt Holding Corp	2.84	166.63	(0.76)	(3.41)	–	–	(0.80)	(3.41)
17. Morton Grove Pharmaceuticals Inc	5.36	314.14	1.94	8.69	–	–	2.03	8.69

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
18. MGP Inc	0.54	31.39	0.60	2.69	–	–	0.63	2.69
19. Wockhardt France (Holdings) S.A.S	(12.26)	(718.79)	(43.71)	(195.66)	–	–	(45.63)	(195.66)
20. Laboratoires Pharma 2000 S.A.S	(0.50)	(29.16)	(0.96)	(4.32)	–	–	(1.01)	(4.32)
21. Laboratoires Negma S.A.S	(0.09)	(5.23)	(49.46)	(221.43)	–	–	(51.63)	(221.43)
22. Niverpharma S.A.S	(0.58)	(33.98)	(2.51)	(11.22)	–	–	(2.62)	(11.22)
23. Negma Beneulex S.A	–	0.05	(0.01)	(0.05)	–	–	(0.01)	(0.05)
24. Phytex S.A.S	0.01	0.60	–	(0.02)	–	–	–	(0.02)
25. Wockhardt Farmaceutica SA DE CV	(2.11)	(123.98)	(0.25)	(1.10)	–	–	(0.26)	(1.10)
26. Wockhardt Services SA DE CV	(0.03)	(2.02)	–	–	–	–	–	–
27. Pinewood Healthcare Limited	–	(0.06)	(0.01)	(0.06)	–	–	(0.01)	(0.06)
28. Wockhardt Bio (R) LLC	0.23	13.53	1.95	8.74	–	–	2.04	8.74
29. Wockhardt Bio Pty Ltd	0.03	1.99	0.02	0.11	–	–	0.03	0.11
30. Wockhardt Bio Ltd #	–	–	–	–	–	–	–	–
Sub Total	**100.00**	**5,865.78**	**100.00**	**447.67**	**100.00**	**(18.77)**	**100.00**	**428.90**
Add/(Less): Effect of Inter Company elimination/ adjustment		(2,105.53)		240.93		14.79		255.72
Non-controlling interests in all subsidiaries		(383.49)		(2.54)		4.84		2.30
Total	**100.00**	**3,376.76**	**100.00**	**686.06**	**100.00**	**0.86**	**100.00**	**686.92**

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, incorporated in New Zealand, is yet to commence the business.

50. There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

51. Previous year figures have been regrouped wherever necessary to conform to current year classification.

52. The Group continues to monitor the impact of COVID-19 on it businesses across the globe, its customers, vendors, employees, productions, supply chain and logistics etc. The Group has exercised due care in significant accounting judgements and estimates in relation to recoverability of receivables, investments and inventories based on the information available to date, both internal and external, while preparing the Group's financial statements for the current year.

As per our attached report of even date

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

Koosai Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 27, 2021

Gajanand Sahu
Company Secretary

Manas Datta
Chief Financial Officer

For and on behalf of the Board of Directors

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Tasneem Mehta
DIN: 05009664

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

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 2022, 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 a summary of significant 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 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 2022, 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.

Description of Key Audit Matter

Revenue recognition

The Key Audit Matter	How the matter was addressed in our audit
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. 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. Group's assessment of accrual towards returns, service level penalties, chargeback, discount and allowances require estimation and judgement and change in these estimates can have a significant financial impact. Given the risk of overstatement of revenue due to fraud, estimates and judgement required to assess various accruals, this is a key audit matter. Refer note 3(j) of accounting policy and note 25 in consolidated financial statements.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to revenue recognition by comparing with applicable accounting standard. • We have evaluated the design, implementation and operating effectiveness of the Group's internal control over revenue recognition and measurement of returns, service level penalties and allowances. • We have examined the samples, selected using statistical sampling, of revenue recorded during the year with the underlying documentation. • We have performed cut off procedures by selecting samples, using statistical sampling, of revenue recorded as at the period end. • We have verified Group's assessment of accruals of chargebacks, rebates, discounts, returns, service level penalties and allowances in line with the past practices to identify bias. • We have examined the manual journals posted to revenue during the year to identify unusual or irregular items. • We have assessed the adequacy of the disclosures made in respect of revenue from sale of goods.

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

The Key Audit Matter	How the matter was addressed in our audit
Certain property, plant and equipment of the Group are affected by lower capacity utilization. Further, the Group has made investments in certain projects which has been deferred. These are lying in capital work in progress. The Group's investment in these facilities was made considering market feasibility and potential of existing / future products. As at 31 March 2022, carrying value of such Property, Plant and Equipment and Capital Work in Progress amounting to ₹ 556 crores and ₹ 58 crore respectively. 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. Refer note 3(d) and 3(q) of accounting policy and note 4, 39 and 45 in consolidated financial statements	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to impairment by comparing with applicable accounting standard. • We have inquired the progress made on remediation work (for facilities impacted due to regulatory approvals) with key managerial personnel. • We have verified the reports of physical verification of property, plant and equipment and capital work in progress by the Company. • 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. • We have evaluated the basis applied by the Group in determining cash generating unit for impairment testing purpose. • We have challenged the significant assumptions considered by the Group while making impairment assessment with respect to revenue forecast, margin and discount rate. • We have involved our valuation specialists to assess the valuation methodologies applied by the Group to determine the recoverable amount for certain assets.

Recoverability of carrying value of Intangible assets under development

The Key Audit Matter	How the matter was addressed in our audit
The Group has intangible assets under development amounting to ₹ 953 crores as at 31 March 2022. The carrying value of such intangible under development is tested for recoverability, based on the estimates future cash flows, market conditions, etc. Changes in these assumptions could lead to an impairment to the carrying value of these intangible under development. 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. Refer note 3(b) of accounting policy and note 6 in consolidated financial statements.	Our audit procedures included the following: • We have evaluated the criteria for capitalisation of development expenditure with those set out in the applicable accounting standard. • We have inquired the progress made on NCE development with the key managerial personnel. • We have inspected the correspondences with regulatory authorities, third parties, scientific documentation and the market release made by the Company. • We have evaluated the Group's assessment of estimated future cash flows relating to the NCE project and their recoverability plans. • We have tested, on a sample basis, the project related expenditure with underlying documents.

Assessment of recoverability of the carrying value of Goodwill

The Key Audit Matter	How the matter was addressed in our audit
The Group has Goodwill amounting to ₹ 891 crores as at 31 March 2022 in respect of acquired businesses. The carrying value of Goodwill will be recovered through future cash flows. There is inherent risk of impairment in case future cash flows do not meet the Group's expectations. 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. Refer note 3(g) of accounting policy and note 5 in consolidated financial statements.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to impairment of Goodwill by comparing with applicable accounting standards. • We have evaluated the design, implementation and operating effectiveness of the Group's internal control over impairment assessment of goodwill. • 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. • We have involved our valuation specialists to assess the valuation methodologies applied by the Group. • 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. • We have evaluated the adequacy of disclosures made in the consolidated financial statements with respect to key assumptions and judgements.

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 consolidated financial statements and our auditor's report 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, 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 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 statements 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 twenty two (22) subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 6,906 crores as at 31 March 2022, total revenue (before consolidation adjustments) of ₹ 2,632 crores and net cash inflows (before consolidation adjustments) of ₹ 44 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements information 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.

(b) The financial information of four (4) subsidiaries, whose financial information reflect total assets (before consolidation adjustments) of ₹ 102 crores as at 31 March 2022, total revenue (before consolidation adjustments) of ₹ 0 crores and net cash flows inflow (before consolidation adjustments) amounting to ₹ 0 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-sections (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 the above matters with respect to our reliance on the work done and the reports of other auditors and the financial information certified by the Management.

(c) The consolidated financial statements as at and for the year ended 31 March 2022 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 reports of the other auditors.

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 31 March 2022 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 2022 from being appointed as a director in terms of Section 164(2) of the Act.

f) 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 Auditor's) 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 2022 on the consolidated financial position of the Group. Refer Note 46 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 2022.

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 2022.

d) (i) The management has represented that, to the best of its knowledge and belief, 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 its subsidiary companies incorporated in India to or in any other persons or entities, 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 ("Ultimate Beneficiaries") by or on behalf of the Holding 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 management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding 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 ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or

- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material mis-statement.

e) The Holding Company and its subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.

(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 during the current year by the Holding Company and its subsidiary companies in India 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 in India 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 Lehery
Partner
Membership No: 112399

Place : Mumbai
Date : 30 May 2022
ICAI UDIN: 22112399AJWDUX5985

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

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

(xxi) According to the information and explanations given to us, of the following companies incorporated in India and included in consolidated financial statements, has qualification by the respective auditors in its report under Companies (Auditor's Report) Order, 2020 ('CARO'):

Name of the entities	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is unfavourable or qualified or adverse
Wockhardt Limited	L24230MH1999PLC120720	Holding Company	Clause i(c) and xvii

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

Koosai Lehery
Partner
Membership No: 112399

Place : Mumbai
Date : 30 May 2022
ICAI UDIN: 22112399AJWDUX5985

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2022

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 Companies Act, 2013 ("the Act")

(Referred to in paragraph 2A(f) 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 the Group as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies as of that date.

In our opinion, 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 consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies 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 Responsibility for Internal Financial Controls

The Holding 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 consolidated financial statements criteria established by the Holding 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated 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 consolidated 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 consolidated financial statements were established and maintained and whether 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of such internal financial controls, 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 auditors of the relevant subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated 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 consolidated financial statements.

Inherent Limitations of Internal Financial controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated 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 Lehery
Partner
Membership No: 112399

Place : Mumbai
Date : 30 May 2022
ICAI UDIN: 22112399AJWDUX5985

CONSOLIDATED FINANCIAL STATEMENTS - BALANCE SHEET

As at March 31, 2022

	Notes	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
ASSETS					
NON-CURRENT ASSETS					
Property, Plant and Equipment	4	**1,908**	**251**	1,719	235
Right of use assets	4	**563**	**74**	592	81
Capital work-in-progress	4	**389**	**51**	603	82
Goodwill	5	**891**	**118**	904	124
Other Intangible Assets	6	**100**	**13**	128	18
Intangible assets under Development	6	**953**	**126**	776	106
Financial Assets					
Investments*	7	**–**	**–**	–	–
* ₹ 0.45 crore (Previous year ₹ 0.45 crore)					
Other non-current financial assets	8	**62**	**8**	42	6
Non-current tax assets (net)		**112**	**15**	117	16
Deferred tax assets (net)	9	**573**	**76**	398	54
Other non-current assets	10	**103**	**13**	70	10
		5,654	**745**	5,349	732
CURRENT ASSETS					
Inventories	11	**769**	**101**	799	110
Financial Assets					
Trade receivables	12	**918**	**121**	918	126
Cash and cash equivalents	13.1	**370**	**49**	232	32
Bank balances (other than cash and cash equivalents)	13.2	**36**	**5**	60	7
Other current financial assets	14	**12**	**2**	33	5
Other current assets	15	**340**	**45**	239	32
Asset classified as held for sale	32 & 39B	**144**	**19**	144	20
		2,589	**342**	2,425	332
Total Assets		**8,243**	**1,087**	7,774	1,064
EQUITY AND LIABILITIES					
EQUITY					
Equity Share Capital	16	**72**	**9**	55	8
Other Equity		**3,777**	**498**	3,321	454
Equity attributable to the share holders of the Company		**3,849**	**507**	3,376	462
Non-controlling interests	41	**353**	**47**	383	52
Total Equity		**4,202**	**554**	3,759	514
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	17	**355**	**46**	503	68
Lease Liabilities	34	**267**	**35**	279	38
Other non-current financial liabilities	18	**152**	**20**	–	–
Provisions	19	**32**	**4**	84	12
Deferred tax liabilities (net)	9	**28**	**4**	28	4
		834	**109**	894	122
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	20	**1,507**	**198**	1,829	251
Lease Liabilities	34	**69**	**9**	63	9
Trade payables	21	**921**	**123**	696	95
Other current financial liabilities	22	**554**	**74**	229	32
Other current liabilities	23	**101**	**13**	175	24
Provisions	24	**37**	**5**	60	8
Current tax liabilities (net)		**18**	**2**	69	9
		3,207	**424**	3,121	428
Total Liabilities		**4,041**	**533**	4,015	550
Total Equity and Liabilities		**8,243**	**1,087**	7,774	1,064
Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 30, 2022

Debashis Dey
Company Secretary

Pramod Gupta
Chief Financial Officer

For and on behalf of the Board of Directors

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

CONSOLIDATED FINANCIAL STATEMENTS - STATEMENT OF PROFIT AND LOSS

For the Year Ended March 31, 2022

		Notes	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
	Income from Continuing operations					
I	Revenue from Continuing operations	25	**3,230**	**426**	2,708	371
II	Other income	26	**20**	**2**	132	18
III	Total Income (I + II)		**3,250**	**428**	2,840	389
IV	**Expenses from Continuing operations**					
	Cost of materials consumed		**612**	**81**	682	93
	Purchases of Stock-in-Trade		**568**	**75**	580	79
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	**87**	**12**	(127)	(18)
	Employee benefits expense	28	**749**	**99**	763	104
	Finance costs	29	**299**	**39**	249	34
	Depreciation and amortisation expense	4 & 6	**247**	**33**	246	34
	Exchange fluctuation loss, net		**–**	**–**	2	–
	Other expenses	30	**916**	**121**	871	119
	Total Expenses (IV)		**3,478**	**460**	3,266	445
V	Loss before exceptional items and tax from Continuing Operations (III- IV)		**(228)**	**(32)**	(426)	(56)
VI	Discontinued Operations	39				
	Profit before exceptional items and tax from Discontinued Operations		**–**	**–**	14	2
VII	Exceptional items- credit/(charge)					
	a) Continuing Operations	32	**(183)**	**(24)**	(142)	(19)
	b) Discontinued Operations	39	**–**	**–**	1,470	201
	Total Exceptions Items		**(183)**	**(24)**	1,328	182
VIII	Loss after exceptional items before tax from Continuing Operations (V + VIIa)		**(411)**	**(56)**	(568)	(75)
IX	Tax expense of Continuing Operations	9				
	Current tax - Charge/ (credit)		**33**	**4**	(120)	(16)
	Tax pertaining to earlier years		**5**	**1**	–	–
	Deferred tax - credit (Net)		**(170)**	**(22)**	(151)	(21)
X	Net Loss from Continuing Operations (VIII - IX)		**(279)**	**(39)**	(297)	(38)
XI	Profit after exceptional items before tax from Discontinued Operations (VI + VIIb)		**–**	**–**	1,484	203
XII	Tax expense of discontinued operations	9 & 39A				
	Current tax - charge		**–**	**–**	312	43
	Deferred tax - charge (Net)		**–**	**–**	187	26
XIII	Profit from Discontinued Operations (XI - XII)		**–**	**–**	985	134
XIV	Profit / (Loss) for the year (X + XIII)		**(279)**	**(39)**	688	96
	Attributable to:					
	Equity holders of the Company		**(244)**	**(33)**	686	96
	Non-controlling interests		**(35)**	**(6)**	2	–
			(279)	**(39)**	688	96
XV (i)	Other Comprehensive Income - Continuing Operations					
	(i) Items that will not be reclassified to profit or loss - (charge)/credit Consisting of remeasurement of net defined benefit (liability)/asset		**(24)**	**(3)**	(23)	(3)
	(ii) Income tax relating to items that will not be reclassified to profit or loss- (charge)/credit		**5**	**1**	4	1
	(iii) Items that will be reclassified to profit or loss (Consisting of Exchange differences on translating the financial statements of a foreign operation)		**(8)**	**(1)**	15	2
	Other Comprehensive Income (Net of tax) from continuing operations		**(27)**	**(3)**	(4)	–
XV (ii)	Other Comprehensive Income - Discontinued Operations					
	(i) Items that will not be reclassified to profit or loss - (charge)/credit Consisting of remeasurement of net defined benefit (liability)/asset* * ₹ Nil [Previous year - ₹ (0.04) crore]		**–**	**–**	–	–
	(ii) Income tax relating to items that will not be reclassified to profit or loss - (charge)/credit* * ₹ Nil (Previous year - ₹ 0.01 crore)		**–**	**–**	–	–
	Other Comprehensive Income (Net of tax) from discontinued operations		**–**	**–**	–	–
XVI	Total Comprehensive Income (XIV+XV (i)+XV(ii)) (Comprising Profit/ (Loss) and other comprehensive income for the year)		**(306)**	**(42)**	684	96
	Total comprehensive income attributable to:					
	Equity holders of the Company		**(276)**	**(37)**	686	96
	Non-controlling interests		**(30)**	**(5)**	(2)	–
			(306)	**(42)**	684	96
	Earnings per equity share of face value of ₹ 5 each	31				
A.	Earnings per equity share (for continuing operations)					
	Basic earnings per share ₹/ USD		**(20.24)**	**(0.27)**	(24.90)	(0.34)
	Diluted earnings per share ₹/ USD		**(20.24)**	**(0.27)**	(24.90)	(0.34)
B.	Earnings per equity share (for discontinued operations)					
	Basic earnings per share ₹/ USD		**–**	**–**	82.01	1.12
	Diluted earnings per share ₹/ USD		**–**	**–**	81.69	1.12
C.	Earnings per equity share (for continuing and discontinued operations)					
	Basic earnings per share ₹/ USD		**(20.24)**	**(0.27)**	57.11	0.78
	Diluted earnings per share ₹/ USD		**(20.24)**	**(0.27)**	56.88	0.78
	Significant 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 Lehery
Partner
Membership No. 112399

Debashis Dey
Company Secretary

Pramod Gupta
Chief Financial Officer

Place : Mumbai
Date : May 30, 2022

For and on behalf of the Board of Directors

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Directors

A. Equity Share Capital

As at April 01, 2020 ₹ in crore	Changes in equity share capital during the year* ₹ in crore	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million	Changes in equity share capital during the year ₹ in crore	**As at March 31, 2022 ₹ in crore**	**As at March 31, 2022 USD in million**
			Supplementary information-convenience translation (See Note 2(C))			**Supplementary information-convenience translation (See Note 2(C))**
55	–	55	8	17	**72**	**9**

* ₹ 0.02 crore

B. Other equity

	Reserves and Surplus								Other comprehensive income	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	Exchange differences on translating the financial statements of a foreign operation			
	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	₹ in crore
Balance as on April 01, 2020	**173**	**66**	**489**	**72**	**30**	**263**	**(22)**	**1,189**	**356**	**2,616**	**386**	**3,002**
Profit for the year	–	–	–	–	–	–	–	686	–	686	2	688
Transfer to CRR on account of Redemption of preference shares	–	–	–	–	–	–	–	(330)	–	(330)	–	(330)
Other comprehensive income / (loss) for the year	–	–	–	–	–	–	–	(16)	17	1	(5)	(4)
Total comprehensive Income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**340**	**17**	**357**	**(3)**	**354**
Net additions/(deductions) on ESOP options (Also Refer note 37)	–	–	–	3	(2)	1	–	–	–	2	–	2
Additions in Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	7	–	–	7	–	7
Amortisation from Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	9	–	–	9	–	9
Transfer from Retained earnings on account of Redemption of preference shares	–	–	330	–	–	–	–	–	–	330	–	330
Balance as on March 31, 2021	**173**	**66**	**819**	**75**	**28**	**264**	**(6)**	**1,529**	**373**	**3,321**	**383**	**3,704**
Loss for the year	–	–	–	–	–	–	–	(244)	–	(244)	(35)	(279)
Other comprehensive income / (loss) for the year	–	–	–	–	–	–	–	(17)	(15)	(32)	5	(27)
Total comprehensive Income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(261)**	**(15)**	**(276)**	**(30)**	**(306)**
Net additions/(deductions) on ESOP options (Also Refer note 37)	–	–	–	(5)	(10)	8	–	8	–	1	–	1
Additions in Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	(3)	–	–	(3)	–	(3)
Amortisation from Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	8	–	–	8	–	8
Right Issue of Equity Shares (Refer note 16)	–	–	–	731	–	–	–	–	–	731	–	731
Right Issue expenses (Refer note 16)	–	–	–	(5)	–	–	–	–	–	(5)	–	(5)
Balance as on March 31, 2022	**173**	**66**	**819**	**796**	**18**	**272**	**(1)**	**1,276**	**358**	**3,777**	**353**	**4,130**
Balance as on March 31, 2022 (USD in million) Supplementary information-convenience translation (See Note 2(C))	**23**	**9**	**108**	**105**	**2**	**36**	**–**	**168**	**47**	**498**	**47**	**545**
Balance as on March 31, 2021 (USD in million) Supplementary information-convenience translation (See Note 2(C))	**24**	**9**	**112**	**10**	**4**	**36**	**(1)**	**209**	**51**	**454**	**52**	**506**

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.

Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 30, 2022

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For and on behalf of the Board of Directors

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Rima Marphatia
DIN: 00444343

Directors

CONSOLIDATED FINANCIAL STATEMENTS - CASH FLOW STATEMENT

For the Year Ended March 31, 2022

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES				
Loss before tax from Continuing Operations	**(411)**	**(56)**	(568)	(78)
Profit before tax from Discontinued Operations	**–**	**–**	1,484	203
Adjustments for:				
Profit from transfer of Business Undertaking	**–**	**–**	(1,470)	(201)
Impairment loss on nutrition business assets	**–**	**–**	142	19
Depreciation and amortisation expense	**247**	**33**	246	34
Allowance for expected credit loss, doubtful advances and bad debts provision	**20**	**3**	7	1
Loss on assets sold/write off of fixed assets (net)	**6**	**1**	10	1
Profit from sale of intellectual property and marketing rights	**–**	**–**	(95)	(13)
Finance costs	**299**	**39**	249	34
Exchange loss/ (gain)	**(11)**	**(1)**	2	–
Interest income	**(6)**	**(1)**	(21)	(3)
Employee share based payments expenses	**1**	**–**	2	–
Liabilities no longer required written back	**(2)**	**–**	(15)	(2)
	143	**18**	**(27)**	**(5)**
Movements in Working capital				
Decrease/(Increase) in Inventories	**30**	**4**	(107)	(15)
Decrease in trade receivables	**7**	**1**	347	48
(Increase) in Loans and Advances and other assets	**(113)**	**(15)**	(96)	(13)
Increase/(Decrease) in Liabilities and provisions	**457**	**61**	(277)	(38)
Adjustment for translation difference	**(14)**	**(2)**	(10)	(1)
Cash generated from/ (used in) operations	**510**	**67**	(170)	(24)
Income tax paid	**(97)**	**(13)**	(117)	(16)
Net cash inflow/ (outflow) from Operating activities	**413**	**54**	(287)	(40)
CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment and Capital work-in progress	**(118)**	**(16)**	(81)	(11)
Purchase of Intangible assets and Addition in Intangible assets under development	**(94)**	**(12)**	(85)	(12)
Proceeds from sale of property, plant and equipment	**1**	**–**	1	–
Consideration received from Transfer of Business Undertaking, net	**–**	**–**	1,535	210
Consideration on sale of intellectual property and marketing rights, net	**–**	**–**	96	13
Margin money under lien and Bank balances (other than cash and cash equivalents)	**7**	**1**	(10)	(1)
Interest received	**3**	**–**	14	2
Net cash (outflow)/ inflow from Investing activities	**(201)**	**(27)**	1,470	201
CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES (REFER NOTE 47)				
Proceeds from Issuance of Equity share capital under ESOP	**–**	**–**	–	–
* ₹ 0.02 crore (Previous year- ₹ 0.02 crore)				
Proceeds from Issuance of Equity share capital under Right Issue	**748**	**99**	–	–
Transaction cost related to Right Issue	**(1)**	**–**	–	–
Proceeds from long-term borrowings	**49**	**6**	–	–
Redemption of preference shares	**–**	**–**	(330)	(45)
Issue of Non-convertible debentures	**237**	**31**	–	–

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Repayment of long-term borrowings (other than preference shares above)	**(786)**	**(104)**	(783)	(107)
Short-term borrowings (net)	**(101)**	**(13)**	29	4
Loans from related parties	**1,348**	**178**	410	56
Repayment of loans taken from Related parties	**(1,302)**	**(172)**	(172)	(23)
Repayment of Lease liabilities (Refer note 3 below)	**(71)**	**(9)**	(65)	(9)
Finance costs paid (including preference dividend)	**(190)**	**(25)**	(235)	(32)
Premium on redemption of preference shares	**–**	**–**	(24)	(3)
Equity Dividend paid to IEPF	**(2)**	**–**	(1)	–
Net cash outflow from Financing activities	**(71)**	**(9)**	(1,171)	(159)
NET INCREASE IN CASH AND CASH EQUIVALENTS	**141**	**18**	12	2
Cash and cash equivalents as at the beginning of the year	**232**	**31**	219	30
Effects of exchange rate changes on cash and cash equivalents	**(3)**	**–**	(2)	–
Exchange difference on translation of foreign cash and cash equivalent*	**–**	**–**	3	–
*Current year ₹ 0.09 crore				
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	**370**	**49**	232	32
Reconciliation of cash and cash equivalents as per the cash flow statement				
Cash and cash equivalents as per above comprise of the following				
Cash on hand	**–**	**–**	–	–
(* ₹ 0.09 crore (Previous year - ₹ 0.10 crore)				
Balance with banks:				
- in current account	**370**	**49**	232	32
Balance as per the Statement of cash flows	**370**	**49**	232	32

Notes:

1. The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.
2. Income taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. Repayment of lease liabilities consists of:
   Payment of interest ₹ 31 crore (Previous year: ₹ 33 crore)
   Payment of Principal ₹ 40 crore (Previous year: ₹ 32 crore)
4. Refer Note 39 for cash flows of the discontinued operations.
5. Figures in bracket indicate cash outflow.

Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 30, 2022

Debashis Dey
Company Secretary

Pramod Gupta
Chief Financial Officer

For and on behalf of the Board of Directors

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

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, USA & 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 (%) *
	Subsidiaries			
1	Wockhardt Infrastructure Development Limited	India	Wockhardt Limited	100%
2	Wockhardt Medicines Limited#	India	Wockhardt Limited	100%
3	Wockhardt Biologics Limited (w.e.f. July 2, 2021)#	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%
	Step-down subsidiaries			
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	Niverpharma S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
14	Laboratoires Pharma 2000 S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
15	Laboratoires Negma S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
16	Negma Beneulex S.A.	Belgium	Wockhardt France (Holdings) S.A.S.	53.97%
			Laboratoires Negma S.A.S.	46.03%
17	Phytex S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
18	Wockhardt Holding Corp.	USA	Wockhardt Bio AG	100%
19	Morton Grove Pharmaceuticals Inc.	USA	Wockhardt Holding Corp.	100%
20	MGP Inc	USA	Wockhardt Holding Corp.	100%
21	Wockhardt USA LLC	USA	Morton Grove Pharmaceuticals Inc.	100%
22	Wockhardt Farmaceutica SA DE CV	Mexico	Wockhardt Bio AG	100%
23	Wockhardt Services SA DE CV	Mexico	Wockhardt Bio AG	100%
24	Wockhardt Nigeria Limited	Nigeria	Wockhardt Europe Limited	100%
25	Wockhardt Bio (R) LLC	Russia	Wockhardt Bio AG	100%
26	Wockhardt Bio Pty Ltd	Australia	Wockhardt Bio AG	100%
27	Wockhardt Bio Ltd #	New Zealand	Wockhardt Bio AG	100%

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

* % holding is same as of previous year other than Wockhardt Biologics Limited.

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 twelve manufacturing locations and there are three 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 30, 2022.

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. Till March 31, 2021 all the amount have been rounded off to the nearest crore and two decimal thereof 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. Solely for the convenience of the reader, the financial statements as of March 31, 2022 and March 31, 2021 have been translated into United States dollars at the closing rate USD 1 = ₹ 75.7975 (previous year: USD 1 = ₹ 73.1150). 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.

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 retains 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 in applying accounting policies:

The following are the critical judgements, apart from those involving 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 consolidated financial statements.

(i) *Day 1 gain/loss on initial measurement:*

As part of the Corporate Debt Restructuring Scheme in 2008-09, the Group has issued preference shares at below market rate in lieu of the then outstanding interest accrued and net derivative losses. The fair value of these preference shares at initial measurement is computed as the present value of all future cash payments discounted using the prevailing market rate of interest for a similar instrument (similar as to currency, term, type of interest rate, credit risk and other factors). The difference between the fair value and transaction amount at initial measurement has been recorded as day 1 gain in retained earnings and capital contribution, as the fair value has been computed based on valuation techniques, which uses data from observable markets. Significant judgement is involved in assessing whether all the data used for valuation has been derived from observable markets and it has been determined that use of certain unobservable data (minor adjustments to observable data to match the term, interest rate, credit risk and other factors of preference shares) in these valuations are insignificant to the entire day 1 gain. Accordingly, the entire day 1 gain on initial measurement has been recognized upfront (to retained earnings) and not deferred.

(ii) *Lease arrangements:*

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.

(iii) *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.

(iv) *Legal 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.

(v) *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.

(vi) *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.

(vii) *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.

(viii) 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 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.

(ix) 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.

(x) 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.

(xi) Intangible asset under development :

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

(xii) 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. SIGNIFICANT ACCOUNTING POLICIES:

a) Property, Plant and Equipment and Depreciation

I. Recognition and Measurement

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 Consolidated 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.

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**
Leasehold land	Over the period of lease
Buildings	10 – 61 years
Plant and Equipment	4 – 21 years
Furniture and Fixtures	6 – 20 years
Office Equipments	4 – 20 years
Information Technology Equipments	3 – 20 years
Vehicles	5 years

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 3 to 15 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. 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.

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.

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 invoice price as the sales arrangements do not contain any significant financing component. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(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.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

(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.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

(ii) Financial liabilities: Classification:

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities'. 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. Accounting for day 1 differences:

If the fair value of the financial asset at initial recognition differs from the transaction price, this difference if it is not consideration for goods or services or a deemed capital contribution or deemed distribution, is accounted as follows:

- if the fair value is evidenced by a quoted price in an active market for an identical asset or liability (ie a Level 1 input) or based on a valuation technique that uses only data from observable market, the entire day 1 gain/loss is recorded immediately in the Consolidated Statement of Profit and Loss; or
- in all other cases, the difference between the fair value at initial recognition and the transaction price is deferred. After initial recognition, the deferred difference is recorded as gain or loss in the Consolidated Statement of Profit and Loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability

In case the difference represents:

(i) deemed capital contribution - it is recorded as capital contribution in Capital Reserve

(ii) deemed distribution - It is recorded in equity

(iii) deemed consideration for goods and services - it is recorded as an asset or a liability. This amount is amortized/accredited to the Consolidated Statement of Profit and Loss as per the substance of the arrangement (generally straight-line basis over the duration of the arrangement)

V. Embedded derivatives

If the hybrid contract contains a host that is a financial asset within the scope of Ind-AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in Consolidated Statement of Profit and Loss, unless designated as effective hedging instruments.

VI. 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) Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Profit and Loss.

vi) 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.

vii) 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.

viii) Any goodwill that arises on account of such business combination is tested annually for impairment.

ix) Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

x) 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. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

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.

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.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, sales tax/ Goods and Service Tax and applicable trade discounts and allowances, chargebacks, rebates and service level penalties. Revenue includes shipping and handling costs billed to the customer. 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.

Sale of Services, Outlicensing fees, sale of intellectual property and Assignment of New Chemical Entity

Revenues from services, Outlicensing fees and Assignment of New Chemical Entity 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.

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

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 and discontinued operations

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.

Discontinued operations are reported when a component of the Group comprising operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group operations is classified as held for sale or has been disposed of, if the component either (1) represents a separate major line of business or geographical area of operations and (2) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or (3) is a subsidiary acquired exclusively with a view to resale.

In the consolidated statement of profit and loss, income/ (loss) from discontinued operations is reported separately from income and expenses from continuing operations. The comparative consolidated statement of profit and loss is re-presented; as if the operation had been discontinued from the start of the comparative period. The cash flows from discontinued operations are presented separately in Notes.

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 each Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act 2013.

v) Reclassifications consequent to amendments to Schedule III

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021.

Consequent to above, the group has made appropriate changes in the classification/ presentation of prior year comparative financial information as well.

w) Recent pronouncements related to Division II of Schedule III

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments require an entity to deduct from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use instead of recognising such sales proceeds in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Group does not expect the amendment to have any significant impact in its financial statements.

4.

Property, Plant and Equipment	Gross Block (At Cost)						Accumulated Depreciation/Impairment							Net Block			
	As at April 01, 2021	Additions/ Adjustments	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/(loss)	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2022**	As at April 01, 2021	Charge for the year	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2022**	**As at March 31, 2022 (Refer Note 4.4)**	**As at March 31, 2022**	As at March 31, 2021	As at March 31, 2021
	₹ 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**	₹ in crore	USD in million
															Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Freehold Land	61	–	–	2	–	**63**	–	–	–	–	–	–	**–**	**63**	**8**	61	8
Buildings	666	81	(1)	2	–	**748**	214	20	(1)	–	–	–	**233**	**515**	**68**	452	62
Plant and Equipment	2,556	246	(10)	1	–	**2,793**	1,390	134	(9)	(1)	–	–	**1,514**	**1,279**	**169**	1,166	160
Furniture and Fixtures	63	15	–	(1)	–	**77**	42	5	–	–	–	–	**47**	**30**	**4**	21	3
Vehicles	7	–	–	–	–	**7**	6	–	–	–	–	–	**6**	**1**	**–**	1	–
Office Equipment	48	3	–	–	–	**51**	32	2	–	–	–	–	**34**	**17**	**2**	16	2
Information Technology Equipments	94	5	(2)	–	–	**97**	92	4	(2)	–	–	–	**94**	**3**	**–**	2	–
Total	**3,495**	**350**	**(13)**	**4**	**–**	**3,836**	**1,776**	**165**	**(12)**	**(1)**	**–**	**–**	**1,928**	**1,908**	**251**	1,719	**235**
Capital work-in-progress (Refer Note 4.2 below)	**603**	**127**	**(344)**	**3**	**–**	**389**								**389**	**51**	603	**82**

Right of use assets	Gross Block (At Cost)						Accumulated Depreciation/ Impairment							Net Block			
	As at April 01, 2021	Additions/ Adjustments	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/ (loss)	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2022**	As at April 01, 2021	Charge for the year	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2022**	**As at March 31, 2022 (Refer Note 4.4)**	**As at March 31, 2022**	As at March 31, 2021	As at March 31, 2021
	₹ 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**	₹ in crore	USD in million
															Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Buildings	405	33	–	–	–	**438**	104	54	–	–	–	–	**158**	**280**	**37**	301	41
Plant and Equipment	29	–	–	–	–	**29**	3	3	–	–	–	–	**6**	**23**	**3**	26	4
Vehicles	2	1	–	–	–	**3**	2	1	–	–	–	–	**3**	**–**	**–**	–	–
Office Equipment* * Opening accumulated depreciation ₹ 0.48 crore * Charge for the year ₹ 0.16 crore * Net block as at March 31, 2022 ₹ 0.12 crore	1	–	–	–	–	**1**	0	0	–	–	–	–	**1**	**0**	**–**	1	–
Leasehold Land	294	1	–	–	–	**295**	30	5	–	–	–	–	**35**	**260**	**34**	264	36
Total	**731**	**35**	**–**	**–**	**–**	**766**	**139**	**63**	**–**	**–**	**–**	**–**	**203**	**563**	**74**	592	**81**

Property, Plant and Equipment	Gross Block (At Cost)						Accumulated Depreciation/ Impairment							Net Block			
	As at April 01, 2020	Additions/ Adjustments	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/ (loss)	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2021**	As at April 01, 2020	Charge for the year	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2021**	**As at March 31, 2021 (Refer Note 4.4)**	**As at March 31, 2021**	As at March 31, 2020	As at March 31, 2020
	₹ 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 Supplementary information- convenience translation (See Note 2(C))**	₹ in crore	USD in million Supplementary information- convenience translation (See Note 2(C))
Freehold Land	152	–	–	(2)	(89)	**61**	–	–	–	–	–	–	**–**	**61**	**8**	152	20
Buildings	631	83	–	5	(53)	**666**	199	18	–	2	19	(24)	**214**	**452**	**62**	432	57
Plant and Equipment	2,500	213	(8)	23	(172)	**2,556**	1,266	132	(2)	17	123	(146)	**1,390**	**1,166**	**160**	1,234	163
Furniture and Fixtures	57	5	–	2	(1)	**63**	38	3	–	1	–	–	**42**	**21**	**3**	19	3
Vehicles	7	–	–	–	–	**7**	6	–	–	–	–	–	**6**	**1**	**–**	1	–
Office Equipment	46	2	–	1	(1)	**48**	28	4	–	1	–	(1)	**32**	**16**	**2**	18	2
Information Technology Equipments	91	6	(1)	–	(2)	**94**	90	4	–	–	–	(2)	**92**	**2**	**–**	1	–
Total	**3,484**	**309**	**(9)**	**29**	**(318)**	**3,495**	**1,627**	**161**	**(2)**	**21**	**142**	**(173)**	**1,776**	**1,719**	**235**	1,857	**245**
Capital work-in-progress (Refer Note 4.2 below)	**836**	**72**	**(296)**	**(9)**	**-**	**603**								**603**	**82**	836	**111**

Right of use assets	Gross Block (At Cost)						Accumulated Depreciation/ Impairment							Net Block			
	As at April 01, 2020	Additions/ Adjustments	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/ (loss)	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2021**	As at April 01, 2020	Charge for the year	Deductions/ Adjustments (Refer Note 4.4)	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer note 39B)	**As at March 31, 2021**	**As at March 31, 2021 (Refer Note 4.4)**	**As at March 31, 2021**	As at March 31, 2020	As at March 31, 2020
	₹ 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 Supplementary information- convenience translation (See Note 2(C))**	₹ in crore	USD in million Supplementary information- convenience translation (See Note 2(C))
Buildings	399	10	(4)	–	–	**405**	51	55	(2)	–	–	–	**104**	**301**	**41**	348	46
Plant and Equipment	–	29	–	–	–	**29**	–	3	–	–	–	–	**3**	**26**	**4**	–	–
Vehicles	2	–	–	–	–	**2**	1	1	–	–	–	–	**2**	**–**	**–**	1	–
Office Equipment* * Opening accumulated depreciation ₹ 0.28 crore * Charge for the year ₹ 0.20 crore * Closing accumulated depreciation ₹ 0.48 crore	1	–	–	–	–	**1**	0	0	–	–	–	–	**0**	**1**	**–**	1	–
Leasehold Land	295	–	(1)	–	–	**294**	23	7	–	–	–	–	**30**	**264**	**36**	272	36
Total	**697**	**39**	**(5)**	**–**	**–**	**731**	**75**	**66**	**(2)**	**–**	**–**	**–**	**139**	**592**	**81**	622	**82**

Notes:

4.1 - Exchange differences arising on long term foreign currency monetary items relating to depreciable asset adjusted in additions and deductions/adjustments above amounts to ₹ 1 crore (Previous year - (₹ 3) crore)

4.2 - Addition to Capital Work-In-Progress includes expenditure incurred during construction period pending allocation aggregating ₹ 4 crore (Previous year : ₹ 6 crore). These expenses include employee and material cost ₹ 1 crore (Previous year : ₹ 1 crore), Interest Cost ₹ 2 crore (Previous year : ₹ 5 crore) and Other operating cost ₹ 1 crore (Previous year : ₹ 1 crore). [Other operating cost includes repairs and maintenance ₹ 0.07 crore (Previous year: ₹ 0.07 crore), legal and professional charges ₹ 0.07 crore (Previous year : ₹ 0.07 crore) and Other general expenses ₹ 1 crore (Previous year : ₹ 1 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 - Deductions/ Adjustments include reclassification to Plant and Equipment from Office Equipments and Information Technology Equipments amounting ₹ Nil (Previous year ₹ 1 crore).

4.5 - During previous year, the Company, based on its review of useful lives for certain fixed assets, has provided for an additional depreciation of ₹ 8 crore.

4.6 - Capital-work-in progress ageing schedule.

Particulars	As at March 31, 2022					As at March 31, 2021				
	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
Project in progress*	91	19	4	275	389	30	5	16	552	603
Total	91	19	4	275	389	30	5	16	552	603

* CWIP less than 1 year includes ₹ 58 Crore (Previous year- ₹ 1 crore) incurred for contract manufacturing agreement. The supply related to this agreement has been deferred. The Company expects to capitalise these assets during FY 2022-23. Capitalisation of previous year CWIP in current year ₹ 294 crore

** The Group expects to capitalise amounting ₹ 275 crore by FY 2023-24.

5. GOODWILL

Particulars	Gross Block (At Cost)					Accumulated Impairment					Net Block			
	As at April 01, 2021	Additions	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2022	As at April 01, 2021	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021
	₹ 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	₹ in crore	USD in million
												Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Goodwill	904	–	–	(13)	891	–	–	–	–	–	891	118	904	124

Particulars	Gross Block (At Cost)					Accumulated Impairment					Net Block			
	As at April 01, 2020	Additions	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2021	As at April 01, 2020	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2020
	₹ 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	₹ in crore	USD in million
												Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Goodwill	1,922	–	(1,047)	29	904	1,047	–	(1,047)	–	–	904	124	875	116

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, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Pinewood	**751**	766
	751	766

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 2% 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 10.84% (Previous year - 10.67%).

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, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
CP Pharmaceuticals	**54**	55
	54	55

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 2% 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 10.84% (Previous year - 10.67%).

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, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Morton Grove	**86**	83
	86	83

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 9.63% (Previous year - 8.75%).

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, 2021	Additions/ Adjustments	Deductions/ Adjustments	Exchange Gain/(Loss)	**As at March 31, 2022**	As at April 01, 2021	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	**As at March 31, 2022**	**As at March 31, 2022**	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021
	₹ 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	₹ in crore	USD in million
												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Brands/Trademarks/Technical know-how	422	8	(5)	(5)	420	328	10	(1)	9	**346**	74	10	94	13
Computer software	104	1	–	1	106	70	9	–	1	**80**	26	3	34	5
Total	**526**	**9**	**(5)**	**(4)**	**526**	**398**	**19**	**(1)**	**10**	**426**	**100**	**13**	**128**	**18**
Intangible assets under Development	776	152	(7)	32	953						953	126	776	106

Other Intangible assets	Gross Block (At Cost)					Accumulated Amortisation					Net Block			
	As at April 01, 2020	Additions/ Adjustments	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2021	As at April 01, 2020	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2020
	₹ 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	₹ in crore	USD in million
												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Brands/Trademarks/Technical know-how	469	43	(81)	(9)	422	387	11	(63)	(7)	328	94	13	82	11
Computer software	132	4	(33)	1	104	65	8	(2)	(1)	70	34	5	67	9
Total	**601**	**47**	**(114)**	**(8)**	**526**	**452**	**19**	**(65)**	**(8)**	**398**	**128**	**18**	**149**	**20**
Intangible assets under Development	748	87	(32)	(27)	776						776	106	748	99

Note:

Intangible assets under development ageing schedule.

Particulars	As at March 31, 2022					As at March 31, 2021				
	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
Project in progress	184	60	204	505	953	60	204	153	359	776
Total	184	60	204	505	953	60	204	153	359	776

The Group expects to capitalise NCE 5222 amounting ₹ 422 crore by FY 2024-25, NCE 4873 amounting ₹ 202 crore by FY 2023-24 and NCE 4282 amounting ₹ 282 crore by FY 2026-27

7. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Investments carried at fair value through profit or loss				
Unquoted Equity Shares:				
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)				
Total	–	–	–	–
Aggregate book value of unquoted investments* *** ₹ 0.45 crore (Previous year - ₹ 0.45 crore)**	–	–	–	–

8. NON-CURRENT FINANCIAL ASSETS - OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Margin money (under lien)	2	–	1	–
Deposit with maturity of more than 12 months	16	2	–	–
(under lien ₹ 16 crore ; Previous year - ₹ 0.12 crore)				
Security Deposits	44	6	41	6
(Includes deposits with Related parties ₹ 41 crore ; Previous year- ₹ 38 crore) - Also refer Note 40				
Total	62	8	42	6

9. INCOME TAX

Tax recognised in profit or loss for continuing operations

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2021 ₹ in crore
Current tax charge/ (credit)	33	(120)
Current tax charge pertaining to earlier years	5	–
Deferred tax charge/ (credit), net		
Origination and reversal of temporary differences including Minimum Alternate Tax (MAT) credit entitlement	(170)	(151)
Deferred tax charge/ (credit)	(170)	(151)
Tax charge/ (credit) for the year	(132)	(271)

Tax recognised in profit or loss for discontinued operations

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2021 ₹ in crore
Current tax charge/ (credit)	–	312
Deferred tax charge/ (credit), net		
Origination and reversal of temporary differences including Minimum Alternate Tax (MAT) credit entitlement	–	187
Deferred tax charge/ (credit)	–	187
Tax charge/ (credit) for the year	–	499

Tax recognised in other comprehensive income from continuing operations

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2021 ₹ in crore
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans - (charge)/ credit	5	4
Total	5	4

Tax recognised in other comprehensive income from discontinued operations

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2021 ₹ in crore
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans - (charge)/ credit*	–	–
* ₹ Nil (Previous year - ₹ 0.01 crore)		
Total	–	–

Reconciliation of effective tax rate

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2021 ₹ in crore
Profit/(Loss) before tax (a)	(411)	916
Tax using the Company's domestic tax rate (Current year - 34.944% and Previous year - 34.944%)	(144)	320
Differences in tax rates of foreign jurisdictions/ tax status and intercompany adjustments	(21)	(84)
Current tax charge pertaining to earlier years	5	–
Impact of changes in tax rates/ tax laws	(3)	4
Non-deductible tax expenses	21	4
Deferred tax asset not created on losses	2	82
Incremental deduction allowed for research and development costs	(1)	(1)
Income not taxable for tax purposes	2	(11)
Remeasurement of opening deferred tax liability basis expected reversals at lower tax rate	–	(30)
Profit chargeable to/ losses utilised at lower tax rate	–	(57)
Reversal of MAT credit entitlement	7	–
Other temporary differences	–	1
Tax expense as per profit or loss (b)	(132)	228
Effective average tax rate for the year (b)/(a)	32%	25%

Deferred tax assets and liabilities are attributable to the followings

	Deferred tax assets		Deferred tax liabilities	
	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Property, Plant and Equipment	(267)	(248)	(47)	(49)
Unabsorbed losses	323	219	–	–
Unrealised profit on inventory/ assets	139	92	–	–
Employee benefits	15	12	–	–
Income/ expenses deferred for tax	58	22	–	–
Additional tax benefit due to change in tax laws	50	49	–	–
Allowance for credit loss	27	30	–	–
Lease arrangement	20	11	–	–
Loans and Borrowings	(2)	(1)	–	–
Other items	1	(4)	–	–
Deferred tax assets/ (liabilities)	364	182	(47)	(49)
MAT credit entitlement	209	216	19	21
Net deferred tax assets/ (liabilities)	573	398	(28)	(28)
Net deferred tax assets/ (liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	76	54	(4)	(4)

Movement in deferred tax assets and liabilities

Particulars	Net balance April 01, 2021	Recognised in profit or loss	Recognised in Other Comprehensive Income	March 31, 2022		
				Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Deferred tax asset/ (liabilities)						
Property, Plant and Equipment	(297)	(17)	–	**(314)**	**–**	**(314)**
Unabsorbed losses	219	104	–	**323**	**323**	**–**
Unrealised profit on inventory/ assets	92	47	–	**139**	**139**	**–**
Employee benefits	12	(2)	5	**15**	**15**	**–**
Income/ expenses deferred for tax	22	36	–	**58**	**58**	**–**
Additional tax benefit due to change in tax laws	49	1	–	**50**	**50**	**–**
Allowance for credit loss	30	(3)	–	**27**	**27**	**–**
Lease arrangement	11	9	–	**20**	**20**	**–**
Loans and Borrowings	(1)	(1)	–	**(2)**	**–**	**(2)**
Other items	(4)	5	–	**1**	**1**	**–**
Deferred tax assets/ (liabilities)	133	179	5	**317**	**633**	**(316)**
MAT credit entitlement	237	(9)	–	**228**	**228**	**–**
Net deferred tax assets/ (Liabilities)	370	170	5	**545**	**861**	**(316)**
Net deferred tax assets/ (Liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	50	22	1	**72**	**114**	**(42)**

Particulars	Net balance April 01, 2020	Recognised in profit or loss	Recognised in Other Comprehensive Income	March 31, 2021		
				Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Deferred tax asset/(liabilities)						
Property, Plant and Equipment	(324)	23	4	(297)	–	(297)
Unabsorbed losses	377	(158)	–	219	219	–
Unrealised profit on inventory/ assets	15	77	–	92	92	–
Employee benefits	21	(13)	4	12	12	–
Income/ expenses deferred for tax	19	3	–	22	22	–
Additional tax benefit due to change in tax laws	50	(1)	–	49	49	–
Allowance for credit loss	45	(15)	–	30	30	–
Lease arrangement	9	2	–	11	11	–
Loans and Borrowings	(6)	5	–	(1)	–	(1)
Other items	7	(11)	–	(4)	–	(4)
Deferred tax assets/ (Liabilities)	213	(88)	8	133	435	(302)
MAT credit entitlement	185	52	–	237	237	–
Net deferred tax assets/ (Liabilities)	398	(36)	8	370	672	(302)
Net deferred tax assets/ (Liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	54	(5)	1	50	91	(41)

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.

MAT credit balance as on March 31, 2022 amounts to ₹ 228 crore (Previous year: ₹ 237 crore). Based on existing contracts and future business prospects, 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 the land on an individual basis, hence deferred tax asset on the indexation benefit on land has not been recognised.

iv) 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.

v) Aggregate carried forward tax losses for which no deferred tax has been created amounted to ₹ 142 crore (Previous year - ₹ 142 crore). These tax losses are available for set off against future taxable profits over next 8 years.

10. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Capital Advances	**10**	**1**	6	1
Security Deposits(Refer note 10.1 below)	**16**	**2**	16	2
Other advances (Refer note 10.2 below)	**77**	**10**	48	7
Total	**103**	**13**	70	10

The above amounts are net of provision amounting ₹ 7 crore (Previous year - ₹ 7 crore)

Note 10.1

Includes balances with Government and Semi-Government authorities amounting ₹ 14 crore (Previous year - ₹ 14 crore)

Note 10.2

Includes balances with Government authorities amounting ₹ 76 crore (Previous year - ₹ 47 crore)

11. INVENTORIES

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Raw Materials, packing materials and components	**262**	**35**	226	31
Goods-in-transit	**3**	**–**	7	1
	265	**35**	233	32
Work-in-progress	**49**	**6**	45	6
Stock-in-trade	**100**	**13**	143	20
Finished goods	**249**	**33**	286	39
Stores and spares	**106**	**14**	92	13
Total	**769**	**101**	799	110

Notes:

a) Inventories are valued at cost or net realizable value, whichever is lower.

b) Write down of inventories to net realisable value, and provision of slow moving and non moving items for the year ₹ 6 crore (Previous year: ₹ 50 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. The aforesaid balance includes balance pertaining to discontinued operations refer Note 39 ₹ Nil [Previous year- ₹ (1) crore]

12. CURRENT FINANCIAL ASSETS-TRADE RECEIVABLES

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Unsecured, considered good	**932**	**123**	980	134
Less: Allowance for expected credit loss	**(14)**	**(2)**	(62)	(8)
Total	**918**	**121**	918	126
Unsecured credit impaired	**99**	**13**	95	13
Less: Allowance for expected credit loss	**(99)**	**(13)**	(95)	(13)
Total	**–**	**–**	–	–
Total	**918**	**121**	918	126

Notes:

12.1 Trade receivables include dues from private companies in which any director is a director or a member ₹ 4 crore (Previous year: ₹ 2 crore). [Also refer Note 43 for information about credit risk and market risk of trade receivables].

12.2 Trade Receivables ageing schedule

Particulars	As at March 31, 2022						
	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	Total ₹ in crore
(i) Undisputed Trade receivables – considered good	**573**	**202**	**48**	**53**	**34**	**22**	**932**
(ii) Undisputed Trade Receivables – credit impaired	**–**	**–**	**–**	**–**	**–**	**99**	**99**
	573	**202**	**48**	**53**	**34**	**121**	**1031**
Less: Allowance for expected credit loss	**(1)**	**(3)**	**(1)**	**(2)**	**(7)**	**(99)**	**(113)**
Total	**572**	**199**	**47**	**51**	**27**	**22**	**918**

Particulars	As at March 31, 2021						
	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	Total ₹ in crore
(i) Undisputed Trade receivables – considered good	679	101	80	66	33	21	980
(ii) Undisputed Trade Receivables – credit impaired	–	–	–	–	–	95	95
	679	101	80	66	33	116	1075
Less: Allowance for expected credit loss	(1)	(1)	(11)	(25)	(17)	(102)	(157)
Total	678	100	69	41	16	14	918

13.1 CURRENT FINANCIAL ASSETS-CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Bank balances				
In current accounts	**370**	**49**	232	32
Cash on hand*	**–**	**–**	–	–
(* ₹ 0.09 crore, (Previous year - ₹ 0.10 crore)				
	370	**49**	232	32

13.2 CURRENT FINANCIAL ASSETS-OTHER BANK BALANCES

In current accounts (balances subject to restrictions under Business transfer agreement and NCDs)	**3**	**–**	2	–
Deposits with original maturity of less than 3 months (under lien/balances subject to restrictions under Business transfer agreement and NCDs)	**5**	**1**	2	–
Deposits with original maturity of more than 3 months but less than 12 months* (under lien - ₹ 12 crore; Previous year: ₹ 0.31 crore) * ₹ 0.32 crore in previous year	**12**	**2**	–	–
Deposits with original maturity equal to 12 months (under lien - ₹ 1 crore; Previous year: ₹ Nil)	**1**	**–**	6	1
Deposits with original maturity of more than 12 months (under lien)	**11**	**1**	46	6
Margin money (under lien)	**4**	**1**	2	–
Unpaid dividend accounts*	**–**	**–**	2	–
* ₹ 0.50 crore in current year				
Total	**36**	**5**	60	7

14. CURRENT FINANCIAL ASSETS-OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Deposits and other receivables	**12**	**2**	33	5
Total	**12**	**2**	33	5

15. OTHER CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Advances to suppliers (Refer note 15.1 below)	**73**	**10**	32	4
Balances with / receivable from statutory / government authorities	**175**	**23**	168	23
Contract assets (Refer note 15.3 below).	**50**	**6**	–	–
Other advances (Refer note 15.2 below)	**42**	**6**	39	5
Total	**340**	**45**	239	32

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: ₹ 1 crore).

Note 15.2

Other advances includes inventory of Saleable goods ₹ 1 crore (Previous year: ₹ 1 crore).

Further the above balances are net of provisions amounting ₹ 25 crore (Previous year: ₹ 25 crore).

Note 15.3

During the year, the Company has incurred ₹ 50 crore for contract assets.

16. EQUITY SHARE CAPITAL

(a) Authorised share capital

Particulars	As at March 31, 2022		As at March 31, 2021	
	₹ in crore	USD in million Supplementary information-convenience translation (See Note 2(C))	₹ in crore	USD in million Supplementary information-convenience translation (See Note 2(C))
250,000,000 (Previous Year - 250,000,000) Equity shares of ₹ 5/- each	**125**	**16**	125	17
	125	**16**	125	17

(b) Issued, Subscribed and Paid up

Particulars	As at March 31, 2022			As at March 31, 2021		
	No. of Shares	₹ in crore	USD in million Supplementary information- convenience translation (See Note 2(C))	No. of Shares	₹ in crore	USD in million Supplementary information- convenience translation (See Note 2(C))
Equity:						
Outstanding as at the beginning of the year	**110,781,153**	55	7	110,735,003	55	8
Add: Shares issued during the year on rights basis	**33,244,650**	17	2	–	–	–
Add: Shares issued during the year pursuant to ESOS*	**34,350**	–	–	46,150	–	–
* ₹ 0.02 crore (Previous year- ₹ 0.02 crore)						
Outstanding as at the end of the year	**144,060,153**	72	9	110,781,153	55	8

a) During the year, in accordance with provisions of the Companies Act, 2013 and other related laws, the Company offered its shareholders to subscribe to a right issue of 33,244,650 equity shares at an issue price of ₹ 225 per share. The issue was fully subscribed.

Details of utilization of proceeds from Right issue is as follows:

Purpose of Utilization	₹ in crore
Loan repayment	**500**
General Corporate purpose	**55**
	555

As on the balance sheet date, balance of ₹ 189 crore after adjusting right issue expenses has been parked in bank accounts.

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:

362,225 (Previous year - 553,500) 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, 2022		As at March 31, 2021	
	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.*	**77,344,744**	**53.69%**	60,495,957	54.61%

* includes 42,167,000 Equity Shares (Previous year - 14,950,000) pledged

e) Details of equity shares held by Promoters:

Name of the Promoters	As at March 31, 2022		As at March 31, 2021		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Habil F Khorakiwala	**597,286**	**0.41%**	459,451	0.41%	-0.0001%
Themisto Trustee Company Private Limited	**77,344,744**	**53.69%**	60,495,957	54.61%	-0.92%
	77,942,030	**54.10%**	60,955,408	55.02%	

Name of the Promoters	As at March 31, 2021		As at March 31, 2020		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Habil F Khorakiwala	**459,451**	**0.41%**	442,785	0.40%	0.01%
Themisto Trustee Company Private Limited	**60,495,957**	**54.61%**	60,497,757	54.61%	-0.002%
	60,955,408	**55.02%**	60,940,542	55.01%	

17. NON-CURRENT FINANCIAL LIABILITY-BORROWINGS

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Secured				
Term loans				
from banks / financial institutions (Refer Note 17.1 to 17.4 below)	**260**	**34**	500	68
	260	**34**	500	68
Unsecured				
Non-convertible debentures (Refer note 17.5 below)	**49**	**6**	–	–
Loans from Department of Science and Technology, Government of India ['GOI'] (Refer note 17.6 below)	**2**	**–**	3	–
Others term loan (Refer note 17.7 below)	**44**	**6**	–	–
Total	**355**	**46**	503	68

Note 17.1

The term loan of USD 10 million (Previous year - USD 30 million) amounting to ₹ 76 crore (Previous year: ₹ 219 crore) is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Plants at Kadaiya in Daman. This term loan carries interest rate of 6 months USD LIBOR plus 325 BPS p.a. and is repayable in 2 equal quarterly instalments by July 2022.

Note 17.2

The term loan of ₹ 50 crore (Previous year - ₹ 100 crore) from IDBI Bank is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Plants at Kadaiya in Daman. This term loan carries interest rate at Bank Base Rate plus 75 BPS p.a. and is repayable in 2 equal half yearly instalments by December 2022.

The term loan of ₹ 45 crore (Previous year - ₹ 95 crore) from Bank of Maharashtra ('BOM') is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Plants at Kadaiya in Daman. This term loan carries interest rate at One Year's MCLR plus 185 BPS p.a and is repayable in 3 quarterly instalments (along with interest pertaining to Covid Moratorium Period) by December 2022.

Further, the term loan of ₹ 90 crore (Previous year - ₹ 130 crore) from Bank of Baroda ('BOB') is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than Plants at Kadaiya in Daman. This term loan carries interest rate at One Year's MCLR plus 110 BPS and is repayable in 9 equal quarterly instalments by June 2024.

Note 17.3

Term Loan availed by Pinewood Laboratories Limited of Euro 29.75 million (Previous year: Euro 33 million) amounting to ₹ 251 crore (Previous year: ₹ 286 crore) is secured by:

(i) First Ranking fixed and floating charge over all the present and future assets and undertakings of Pinewood Laboratories Limited

(ii) First Ranking charge over ordinary shares of Pinewood Laboratories Limited and other investments held by Wockpharma Ireland Limited

The loan carries an interest of 3 months EURIBOR + Cash Margin 7% p.a. (3 months EURIBOR floor of 0.50%) and is repayable in 8 equal half yearly instalments of Euro 2 million each commencing from December 2020 and balance outstanding in June 2025.

Addition to above, during the current year Pinewood Laboratories Limited has availed a loan of Euro 4 million amounting to ₹ 34 crore secured as mentioned above in (i) and (ii) and carries an interest of 3 months EURIBOR + Cash Margin 10% p.a. (3 months EURIBOR floor of 0.50%) and is repayable in 1 instalment by March 2023.

Note 17.4

Term Loan availed by Wockhardt Bio AG of USD Nil (Previous year: USD 63 million) amounting to ₹ Nil (Previous year: ₹ 457 crore) is secured as under:

(i) First ranking charge on fixed assets (excluding Intangible assets) and current assets of Wockhardt Bio AG and its subsidiaries (except Wockpharma Ireland Ltd. and its Subsidiaries and Wockhardt France (Holdings) S.A.S. and its Subsidiaries)

(ii) First ranking charge on fixed assets of Wockhardt Limited situated at Kadaiya in Daman and on Fixed Deposits of ₹ Nil (Previous year: ₹ 45 crore) in India.

This term loan carrying interest rate of 6 months USD LIBOR plus a margin in a range of 275 BPS to 300 BPS p.a. and was fully repaid.

Note 17.5

25,000 (Previous year - Nil), 11.75% (excluding additional coupon) Unsecured Non-Convertible Debentures of ₹ 1,00,000 each aggregating ₹ 250 crore are repayable at par as per below repayment schedule:

Redemption on	No. of debentures
October, 2024	1,700
June, 2024	1,650
May, 2024	4,250
April, 2024	2,550
December, 2023	8,250
June, 2023	6,600

Put/Call option:

Put/Call option for 5,000 debentures (alloted in October 2021) will vest on June 15, 2023, and each date falling at the expiry of 6 months thereafter. For the balance 20,000 debentures (alloted in April/May 2021), the Put/Call option will vest on 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 173,75,000 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.

Note 17.6

Loans from GOI carry interest rate of 3% p.a. Loan amounting to ₹ 3 crore (Previous year- ₹ 3 crore) is repayable in equal annual instalments by March 2029. Loan amounting to ₹ 0.42 crore has been repaid in full in October 2021.

Note 17.7

Loan others consists ₹ 50 crore (Previous year - Nil) loan from Arka Fincap Limited carrying interest rate of 11.75% p.a. repayable as per below repayment schedule:

Redemption on	Redemption amount (₹ in crore)
June, 2024	25
June, 2023	20
June, 2022	5

The above loan has been secured against pledge of 2,511,000 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.

Note 17.8

Current maturities of the above borrowings have been disclosed under Note 20.

18. NON-CURRENT FINANCIAL LIABILITY-OTHERS

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Payable for claims (Refer note 32(ii) and note 22)	152	20	–	–
Total	**152**	**20**	–	–

19. PROVISIONS (NON-CURRENT)

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Provision for employee benefits (Refer note 36)				
Leave encashment (unfunded)	**11**	**1**	12	2
Gratuity (unfunded)	**21**	**3**	21	3
Provision for claims (Refer note 32(ii))	**–**	**–**	51	7
Total	**32**	**4**	84	12

20. CURRENT FINANCIAL LIABILITIES - BORROWINGS

	Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million
			Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
(a)	**Secured**				
	Working capital facilities from banks (Refer Note 20.1 below)	**450**	**59**	574	79
	Buyers' credit/ Supplier's credit (Refer Note 20.2 below)	**10**	**1**	20	3
(a)	**Unsecured**				
	Loan from related party (Refer Note 20.4 below)	**574**	**76**	472	65
(c)	**Current maturities of long-term debt (Refer note 17)**	**473**	**62**	763	104
	Total	**1,507**	**198**	1,829	251

Note 20.1

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 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

Buyers' credit/ 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 Plants at Kadaiya in Daman.

Note 20.3

Refer note 12 to 14 for carrying amount of current financial assets on which charge has been created.

Note 20.4

Loans from related parties carrying interest rate in the rate of 8.5% p.a to 11.75% p.a are repayable on demand and subject to rollover by mutual consent.

21. CURRENT FINANCIAL LIABILITY-TRADE PAYABLES

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Trade payables	**921**	**123**	696	95
Total	**921**	**123**	696	95
The carrying amount of trade payables as at reporting date approximates fair value				

Note:
Trade Payables ageing schedule

Particulars	As at March 31, 2022					
	Not Due** ₹ in crore	Less than 1 Year ₹ in crore	1- 2 Years ₹ in crore	2- 3 Years ₹ in crore	More than 3 Years ₹ in crore	Total ₹ in crore
Undisputed outstanding dues of creditors*	**116**	**714**	**31**	**33**	**27**	**921**
Total	**116**	**714**	**31**	**33**	**27**	**921**

* Above includes dues of MSMED companies having place of business in India for ₹ 45 crore

** Trade payables includes accrued expenses.

Particulars	As at March 31, 2021					
	Not due** ₹ in crore	Less than 1 Year ₹ in crore	1- 2 Years ₹ in crore	2- 3 Years ₹ in crore	More than 3 Years ₹ in crore	Total ₹ in crore
Undisputed outstanding dues of creditors*	109	515	41	15	16	696
Total	109	515	41	15	16	696

* Above includes dues of MSMED companies having place of business in India for ₹ 22 crore

** Trade payables includes accrued expenses.

22. CURRENT FINANCIAL LIABILITY-OTHERS

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Unpaid dividends*	**–**	**–**	2	–
*₹ 0.50 crore in current year				
Other payables				
Security deposits	**14**	**2**	14	2
Employee liabilities	**66**	**9**	114	16
Payable for capital goods	**96**	**13**	22	3
Payable for claims (Refer note 32(ii))	**65**	**9**	–	–
Others liabilities	**313**	**41**	77	11
Total	**554**	**74**	229	32

23. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Payable for statutory dues	**33**	**4**	70	10
Advance received from customers against supplies	**51**	**7**	25	3
Deferred revenue	**17**	**2**	80	11
Total	**101**	**13**	175	24

24. PROVISIONS (CURRENT)

Particulars	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Provision for employee benefits (Refer note 36)				
Leave Encashment (unfunded)	**5**	**1**	6	1
Gratuity (unfunded)/ Pension and other benefits	**8**	**1**	7	1
	13	**2**	13	2
Other provisions				
Provision for sales return (Refer note 24.1 below)	**17**	**2**	23	3
Provision for medicaid rebates (Refer note 24.2 below)	**7**	**1**	24	3
Total	**37**	**5**	60	8

Note 24.1				
Movement of provision for sales return				
Opening Balance	**23**	**3**	48	7
Recognised during the year	**37**	**5**	24	3
Utilised during the year	**(44)**	**(6)**	(49)	(7)
Foreign currency translation	**1**	**–**	–	–
Closing Balance	**17**	**2**	23	3

Provision has been recognised for expected sales return on date expiry of products sold during 2-3 years.

Note 24.2				
Movement of provision for Medicaid rebates				
Opening Balance	**24**	**3**	63	9
Recognised during the year	**91**	**12**	67	8
Utilised during the year	**(109)**	**(14)**	(104)	(14)
Foreign currency translation	**1**	**–**	(2)	–
Closing Balance	**7**	**1**	24	3

Provision for Medicaid Rebate made based on the past trend of expected settlements of these claims in the future.

25. REVENUE FROM CONTINUING OPERATIONS (REFER NOTE 38)

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Sale of products	**3,138**	**414**	2,691	368
Sale of services	**3**	**–**	4	1
Sale of intellectual property	**69**	**9**	4	1
Other operating income - export incentives/cost recovery	**20**	**3**	9	1
Total	**3,230**	**426**	2,708	371

26. OTHER INCOME

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Interest income	**6**	**1**	21	3
Dividend received*	**–**	**–**	–	–
* ₹ 0.0014 crore (Previous year- ₹ 0.0015 crore)				
Exchange fluctuation gain, net	**11**	**1**	–	–
Other non-operating income (Refer note below)	**3**	**–**	111	15
Total	**20**	**2**	132	18

Note:

Other non-operating income includes:

(a) Liabilities no longer required written back of ₹ 2 crore (Previous year : ₹ 14 crore).

(b) Gain on selling of trademarks and marketing authorisation rights of subsidiaries of ₹ Nil (Previous year : ₹ 95 crore)

27. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Opening Inventories				
Finished goods	**297**	**39**	193	26
Stock in trade	**143**	**19**	85	12
Work-in-progress	**45**	**6**	76	10
Add: Inventory for Saleable Returns	**1**	**–**	5	1
Total	**486**	**64**	359	49
Closing Inventories				
Finished goods	**249**	**33**	297	41
Stock in trade	**100**	**13**	143	20
Work-in-progress	**49**	**6**	45	6
Add: Inventory for Saleable Returns	**1**	**–**	1	–
Total	**399**	**52**	486	67
Decrease/(Increase) in Inventories	**87**	**12**	(127)	(18)

28. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Salaries and wages (Refer note 36)	**641**	**85**	665	91
Contribution to provident and other funds (Refer note 36)	**70**	**9**	68	9
Share based payments to employees (Refer note 37)	**1**	**–**	2	–
Staff welfare expenses	**37**	**5**	28	4
Total	**749**	**99**	763	104

29. FINANCE COSTS

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Interest expense				
On term loan	**77**	**10**	132	18
On lease liabilities	**31**	**4**	33	5
Others	**181**	**24**	98	13
Other borrowing costs	**17**	**2**	6	1
Net loss on foreign currency transactions and translation*	**–**	**–**	–	–
*(₹ 0.13 crore (Previous year - ₹ 0.14 crore)				
	306	**40**	269	37
Less: Finance costs capitalised*	**(7)**	**(1)**	(20)	(3)
*weighted average capitalisation rate- 2.05% (Previous year : 2.41%)				
Total	**299**	**39**	249	34

30. OTHER EXPENSES

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Traveling and conveyance	**28**	**4**	19	3
Freight and forwarding charges	**71**	**9**	80	11
Sales promotion and other selling cost	**86**	**11**	29	4
Commission on sales	**23**	**3**	23	3
Power and fuel	**98**	**13**	82	11

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Stores and spare parts consumed	**61**	**8**	51	7
Chemicals	**26**	**3**	19	3
Rent (Refer note 34)	**31**	**4**	30	4
Rates and taxes	**16**	**2**	66	9
Repairs to buildings	**6**	**1**	6	1
Repairs to Plant and machinery	**32**	**4**	29	4
Repairs and Maintenance - others	**44**	**6**	40	5
Insurance	**30**	**4**	30	4
Legal and professional fees	**118**	**16**	105	14
Directors' sitting fees (Refer note 40)	**1**	**–**	1	–
Allowance for expected credit loss/Bad debts provision	**20**	**3**	5	1
Miscellaneous expenses	**225**	**30**	256	35
Total	**916**	**121**	871	119

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, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million Supplementary information-convenience translation (See Note 2(C))
Loss attributable to equity holders of the Company from Continuing Operations	**(244)**	**(32)**	(299)	(41)
Profit attributable to equity holders of the Company from Discontinued Operations	**–**	**–**	985	135
Profit / (loss) attributable to equity holders of the Company	**(244)**	**(32)**	686	94

Reconciliation of number of equity shares

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2021
Weighted average number of shares in calculating Basic EPS	**120,560,315**		120,143,716	
Add: Weighted average number of shares under ESOS	**404,692**		479,264	
Earnings per share (face value ₹ 5/- each) from Continuing operations				
Earnings per share - Basic in ₹/ USD	**(20.24)**	**(0.27)**	(24.90)	(0.34)
Earnings per share - Diluted in ₹/ USD	**(20.24)**	**(0.27)**	(24.90)	(0.34)
Earnings per share (face value ₹ 5/- each) from Discontinued operations				
Earnings per share - Basic in ₹/ USD	**–**	**–**	82.01	1.12
Earnings per share - Diluted in ₹/ USD	**–**	**–**	81.69	1.12
Earnings per share (face value ₹ 5/- each)				
Earnings per share - Basic in ₹/ USD	**(20.24)**	**(0.27)**	57.11	0.78
Earnings per share - Diluted in ₹/ USD	**(20.24)**	**(0.27)**	56.88	0.78

Basic and diluted earnings per share for the year ended March 31, 2022 and March 31, 2021 have been adjusted appropriately for the bonus element in respect of rights issue made during the year ended March 31, 2022.

32. (i) During the previous year ended March 31, 2021 , the Company reassessed the commercial prospects of the Nutrition Business and decided not to pursue it in near future and therefore, the Nutrition Business assets were classified as assets held for disposal and an impairment loss of ₹ 142 crore has been recognised under the head 'Exceptional items - Continuing Operations'. Further the aforesaid business assets have been classified as ' Assets held for disposal' as disclosed in note 4 & 39 amounting to ₹ 144 crore.

(ii) 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) has 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.

WUSA has made provision of ₹ 51 crores in the previous year ended March 31, 2021. During the year ended March 31, 2022 WUSA has created additional provision and presented ₹ 183 crores (charge for the year) based on its present value as an 'Exceptional Items- Continuing operations'.

Further ₹ 22 crore (USD 3 million) has been paid by WUSA during the current year.

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:

	For the year ended March 31, 2022 ₹ in crore	**For the year ended March 31, 2022 USD in million**	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
External revenue from continuing operation in the above reportable business segment	**3,230**	**426**	2,708	371

Information about geographical areas:

a) Revenue from continuing operation from external customers:

	For the year ended March 31, 2022 ₹ in crore	**For the year ended March 31, 2022 USD in million**	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
India	**661**	**87**	426	58
USA	**342**	**45**	444	61
Europe	**1,615**	**213**	1,281	176
Rest of the world and Commonwealth of Independent States	**612**	**81**	557	76
Total	**3,230**	**426**	2,708	371

Revenue from continuing operations 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)

	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
India	**2,027**	**267**	2,089	286
USA	**375**	**49**	394	54
Europe	**2,230**	**294**	2,015	276
Rest of the world and Commonwealth of Independent States	**275**	**36**	294	40
Total	**4,907**	**646**	4,792	656

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:

	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Non-current portion	**267**	279
Current	**69**	63
Total	**336**	342

The weighted average incremental borrowing rate used for discounting is in the range of 3.37% to 10 %

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 ₹ 1.41 crore (Previous year : ₹ 0.76 crore) and rent for low value assets amounting to ₹ 0.46 crore (Previous year : ₹ 1 crore) have been included under Note 30 - Other expenses under Rent.

Further, Refer Note 43 for maturity profile of lease liabilities.

35. EXPENDITURE ON RESEARCH AND DEVELOPMENT

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Capital*	**158**	**21**	93	13
Revenue	**143**	**19**	172	24
	301	**40**	265	37

* 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 from Continuing and Discontinued business:

(A) Particulars	**As at March 31, 2022 Gratuity (Non-funded) ₹ in crore**	As at March 31, 2021 Gratuity (Non-funded) ₹ in crore
I. Expenses recognised in Profit or Loss:		
1. Current Service Cost	**3**	3
2. Interest cost	**1**	2
3. Past service cost	**–**	–
Total Expenses (1)	**4**	5
(1) balances pertaining to discontinued operations : Gratuity ₹ Nil (Previous year- ₹ 0.44 crore)		
II. Expenses recognised in Other Comprehensive income:		
1. Actuarial changes arising from changes in demographic assumptions	**–**	–
2. Actuarial changes arising from changes in financial assumptions*	**(1)**	–
* ₹ (1) crore (Previous year- ₹ 0.33 crore)		
3. Actuarial changes arising from changes in experience adjustments*	**2**	–
* ₹ 2 crore (Previous year- ₹ 0.14 crore)		
Total Expenses (@)	**1**	–
@ balances pertaining to discontinued operations : Gratuity ₹ Nil (Previous year- ₹ 0.04 crore)		
III. Net Asset/(Liability) recognised as at balance sheet date:		
1. Present value of defined benefit obligation	**30**	28
Net Asset/(Liability)	**(30)**	(28)
IV. Reconciliation of Net Asset / (Liability) recognised as at balance sheet date:		
1. Net Asset/(Liability) at the beginning of year	**(28)**	(33)
2. Expense as per (I) & (II) above	**(5)**	(5)
3. Net transfer out due to discontinuance of Domestic business	**–**	7
4. Benefit paid	**3**	3
5. Net asset/(liability) at the end of the year	**(30)**	(28)
V. Maturity profile of defined benefit obligation		
1. Within the next 12 months (next annual reporting period)	**8**	7
2. Between 2 and 5 years	**16**	15
3. Between 6 and 10 years	**9**	8
4 Weighted average duration (years)	**4**	4
VI. Quantitative sensitivity analysis for significant assumptions is as below:		
1. Increase/(decrease) on present value of defined benefit obligation at the end of the year		
(i) One percent point increase in discount rate	**(0.51)**	(0.48)
(ii) One percent point decrease in discount rate	**0.53**	0.51
(iii) One percent point increase in rate of salary increase	**0.51**	0.48
(iv) One percent point decrease in rate of salary increase	**(0.51)**	(0.46)

(A) Particulars	As at March 31, 2022 Gratuity (Non-funded) ₹ in crore	As at March 31, 2021 Gratuity (Non-funded) ₹ in crore
(v) One percent point increase in attrition rate	**0.16**	0.13
(vi) One percent point decrease in attrition rate	**(0.19)**	(0.15)
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.		
VII. Actuarial Assumptions:		
1. Discount rate	**6.20%**	5.70%
2. Expected rate of salary increase	**3% p.a**	3% p.a
3. Attrition rate	**35% at lower service reducing to 16% at higher service**	35% at lower service reducing to 16% 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%

(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 - ₹ 5 crore) and Leave encashment ₹ 3 crore (Previous year - ₹ 3 crore)

(The above balances include balances pertaining to discontinued operations : Gratuity ₹ Nil (Previous year- ₹ 0.44 crore); Leave encashment ₹ Nil (Previous year - ₹ 1 crore)

(b) The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(c) 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.

(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, 2022 ₹ in crore	For the year ended March 31, 2021 ₹ in crore
Provident fund	**12**	10
Others (Employee State insurance and other funds)*	**2**	1
* ₹ 0.46 crore in Previous year		
Total	**14**	11

Amount pertaining to discontinued operations mentioned in Note 39 ₹ Nil (Previous year - ₹ 1 crore)

The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(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 crores (Previous year : ₹ 10 crores). The outstanding pensions creditor is ₹ 2 crore (Previous year : ₹ 1 crores).

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, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Present value of defined benefit obligations	**(448)**	(473)
Fair value of plan assets	**536**	505
	88	32
Less: Restriction to the amount that can be recognised	**(88)**	(32)
	–	–

Changes in the present value of the defined benefit obligations are as follows:

	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Defined benefit obligation, beginning of the year	**473**	367
Interest expense	**9**	8
Benefits paid	**(9)**	(11)
Remeasurements: Actuarial gains and losses	**(19)**	78
Past service costs including curtailments	**–**	1
Foreign currency translation	**(6)**	30
Defined benefit obligation, end of the year	**448**	473

Changes in the fair value of plan assets are as follows:

	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Fair value of plan assets, beginning of the year	**505**	378
Interest income	**10**	9
Benefits paid	**(9)**	(11)
Contributions by employer	**23**	22
Remeasurements: Actuarial gains and losses	**14**	76
Foreign currency translation	**(7)**	31
Fair value of plan assets, end of the year	**536**	505

The total costs for the year in relation to defined benefit plans are as follows:

	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Recognised in profit or loss:		
Net interest/(income) expense*	**(1)**	–
* [Previous year - ₹ (0.49) crore]		
	(1)	–
Recognised in other comprehensive income:		
Remeasurements actuarial gains and losses on fair value of plan asset	**(14)**	(76)
Remeasurements actuarial gains and losses on define benefit obligation	**(19)**	78
Remeasurements gains and losses- changes to the restriction on the amount that can be recognised.	**57**	21
Remeasurement of the net defined benefit plan	**24**	23

The breakup of major categories of plan assets are as follows:

	As at March 31, 2022 %	As at March 31, 2021 %
Equity instruments	**50.50**	48.10
Debt instruments	**7.60**	10.20
Annuity policy	**15.90**	17.90
Other assets	**26.00**	23.80

The return on plan assets are as follows:

	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Interest income	**10**	9
Remeasurements: Actuarial gains and losses	**14**	76
Return on assets of benefit plan	**24**	85

The principal actuarial assumptions as at Balance Sheet date were:

	As at March 31, 2022 %	As at March 31, 2021 %
Discount rate	**2.65**	1.95
Expected rate of increase in salary	**3.70**	3.30
Inflation rate	**3.15**	2.55
Mortality rates		
Current pensioners at 65 - male	**21.50**	21.50
Current pensioners at 65 - female	**24.00**	24.00
Future pensioners at 65 - male	**22.50**	22.60
Future pensioners at 65 - female	**25.20**	25.10

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2021 ₹ in crore
Quantitative sensitivity analysis for significant assumptions is as below:		
(Increase)/decrease on net defined benefit obligation at the end of the year		
(i) One percent point increase in discount rate	**65**	68
(ii) One percent point decrease in discount rate	**(85)**	(90)
(iii) One percent point increase in inflation rate	**(63)**	(69)
(iv) One percent point decrease in inflation rate	**52**	57

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

ESOS 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), and 90,750 options @ ₹ 5/- per option (Grant 9) 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 ESOS compensation committee of Board of directors.

The options issued vests in periods ranging 11 months 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, 2022	For the year ended March 31, 2021
a)	Outstanding at beginning of the year	**553,500**	621,250
b)	Granted during the year	**90,750**	–
c)	Lapsed during the year (re-issuable)*	**247,675**	21,600
d)	Exercised during the year (and shares allotted)*	**34,350**	46,150
e)	Outstanding at the end of the year :	**362,225**	553,500
	of which		
	Options vested and exercisable at the end of the year	**245,925**	402,100
* weighted average exercise price ₹ 5 per share			
Range of weighted average share price on the date of exercise per share		**₹ 452 - ₹ 510**	₹ 300 - ₹ 529
Weighted average share price for the period		**₹ 466**	₹ 352
Range of weighted average fair value of options on the date of grant per share		**₹ 297 - ₹ 967**	₹ 106 - ₹ 1,950
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

	For the year ended March 31, 2022	For the year ended March 31, 2021
The key assumptions used to estimate the fair value of options are :		
Range of stock price at the time of option grant (₹ Per share)	**₹ 301 - ₹ 971**	₹ 414 - ₹ 1,954
Range of expected life	**1 years - 8 years**	2 years - 8 years
Range of risk free interest rate	**4% - 9 %**	6% - 9 %
Range of Volatility	**36% - 88%**	36% - 88%
Range of weighted average exercise price (₹ Per share)	**₹ 5**	₹ 5
Range of Weighted average remaining contractual life	**1 year - 12 years**	0.2 years - 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. 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 continuing operations:**

Particulars (for details refer note 25)	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Total revenue from Customers	3,210	423	2,699	370
Other Operating income	20	3	9	1
Total	**3,230**	**426**	2,708	371

Reconciliation of revenue from continuing operations as per contract price and as recognised in statement of profit and loss:

Particulars	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 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 as refered in Note 24	5,112	674	4,628	634
Less: Discounts, rebates, chargeback and other adjustments	(1,902)	(251)	(1,929)	(264)
Revenue from contract with customers	**3,210**	**423**	2,699	370
Other Operating income	20	3	9	1
Total	**3,230**	**426**	2,708	371

39. DISCONTINUED OPERATIONS AND ASSET CLASSIFIED AS HELD FOR SALE:

During previous year, the Board of Directors, in their meeting held on June 09, 2020, concluded the Business transfer agreement ("BTA") entered into between the Company and Dr. Reddy's Laboratories Limited ("Purchaser") dated February 12, 2020 read with amendments made time to time for the transfer of the business comprising 62 products and line extensions along with related assets and liabilities, contracts, permits, intellectual properties, employees, marketing, sales and distribution of the same in the Domestic Branded Division in India, Nepal, Bhutan, Sri Lanka and Maldives, and the manufacturing facility at Baddi, Himachal Pradesh, where some of the products which are being transferred were manufactured (together the "Business Undertaking"), to the Purchaser. The consideration for the above said transfer of Business Undertaking for ₹ 1,850 crore was structured as per following :

a) an amount equal to ₹ 1,550 crore (including a deposit of ₹ 67 crore in escrow account towards adjustments for, inter alia, Net working capital, employee liabilities and certain other contractual and statutory liabilities) to be paid on the Closing Date under the BTA. The said amount has been paid by the Purchaser to the Company during the year ended March 31, 2021 including release of ₹ 63 crore out of the original escrow account of ₹67 crore and,

b) balance amount equal to ₹ 300 crore out of total consideration of ₹ 1,850 crore has been held back ("Holdback Amount"), by the Purchaser on the Closing Date (i.e., June 09, 2020) for assessment of the impact of the COVID-19 pandemic on the Business Undertaking and shall be released as equal to 2 (two) times the amount by which the revenue exceeds ₹ 480 crore from sales of the products forming part of the said Business Undertaking by the Purchaser during the 12 months post-closing date.

The profit from aforesaid Transfer of Business Undertaking (excluding the Holdback Amount of ₹ 300 crore) amounting to ₹ 1,470 crore has been shown as ' Exceptional Items - discontinued operations' during previous year ended March 31, 2021.

The Company and Purchaser, in accordance with the BTA, are in the process of determining the value of the Holdback Amount receivable, if any, by the Company. Pending determination of such amount between the parties, no gain has been recognised in the Profit and Loss account during the year ended March 31, 2022.

A) The Results of the discontinued operations for the year are presented below:

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information- convenience translation (See Note 2(C))
Revenue including other income	54	7
Expenses	40	5
Profit before exceptional items and tax	14	2
Exceptional items-Profit on sale of business	1,470	201
Profit before income tax	1,484	203
Income tax (expense)/credit		
Current tax- charge	312	43
Deferred tax- charge	187	26
Profit after income tax	985	135

The cash flows of the discontinued operations for the year are presented below:

	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information- convenience translation (See Note 2(C))
Net cash inflow from operating activities	6	1
Net cash inflow from investing activities	1,534	210
Net cash inflow from financing activities	–	–

Note: The result and cash flows of the discontinued operations for the year ended March 31, 2021 is for the period April 01, 2020 to June 09, 2020

B) Assets and liabilities classified as held for sale:

	As at March 31, 2022 ₹ in crore	**As at March 31, 2022 USD in million**	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Non-Current Assets:				
Property, Plant and Equipments*	**144**	**19**	144	20

* ₹ 144 crore pertains to Nutrition business as specified in Note 32(i)

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 significant influence/control exits

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 Khorakiwala 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 relationships where transactions have taken place during the year*

Enterprises over which Key Managerial Personnel exercise significant influence/control

The Peace Mission 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]

Corival Lifesciences Private Limited (w.e.f. June 06, 2020)

Wockhardt Regenerative Private Limited (w.e.f. November 26, 2020)

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

Key managerial personnel

H.F. Khorakiwala - Chairman

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 (resigned w.e.f. May 27, 2020)

Vinesh Kumar Jairath - Non-Executive Independent Director

Akhilesh Gupta - Non-Executive Independent Director

Rima Marphatia (Nominee Director from Export-Import Bank of India)

Huzaifa Khorakiwala - Executive Director

Murtaza Khorakiwala - Managing Director

Zahabiya Khorakiwala - Non-Executive Non-Independent Director

Relatives of Key managerial personnel

N.H. Khorakiwala

Miqdad H Khorakiwala

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, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Key managerial personnel				
Remuneration [Chairman ₹ 2 crore (Previous year - ₹ 2 crore), Managing Director ₹ 2 crore (Previous year - ₹ 2 crore), Executive Director ₹ 2 crore (Previous year - ₹ 2 crore)]	**6**	**1**	6	1
Contribution to Provident fund [Chairman ₹ 0.45 crore (Previous year - ₹ 0.45 crore), Managing Director ₹ 0.42 crore (Previous year - ₹ 0.45 crore), Executive Director ₹ 0.42 crore (Previous year - ₹ 0.45 crore)]	**1**	**–**	1	–
Director sitting fee paid [D S Brar ₹ 0.15 crore (Previous year - ₹ 0.16 crore), Sanjaya Baru ₹ 0.14 crore (Previous year - ₹ 0.14 crore), Tasneem Mehta ₹ 0.14 crore (Previous year - ₹ 0.15 crore), Baldev Raj Arora ₹ Nil (Previous year - ₹ 0.03 crore), Aman Mehta ₹ 0.14 crore (Previous year - ₹ 0.11 crore), Vinesh Kumar Jairath ₹ 0.15 crore (Previous year - ₹ 0.15 crore), Zahabiya Khorakiwala ₹ 0.06 crore (Previous year- ₹ 0.06 crore), Rima Marphatia ₹ 0.05 crore (Previous year - ₹ 0.06 crore), Akhilesh Gupta ₹ 0.14 crore (Previous year - ₹ 0.07 crore)]	**1**	**–**	1	–
Proceeds from Right issue of Equity shares [Chairman ₹ 3 crore (Previous year - ₹ Nil), Managing Director ₹ 2 crore (Previous year - ₹ Nil) and Executive Director ₹ 1 crore (Previous year - ₹ Nil)]	**6**	**1**	–	–
Relatives of Key managerial personnel				
Proceeds from Right issue of Equity shares [N.H. Khorakiwala ₹ 0.02 crore (Previous year - ₹ Nil), Miqdad H Khorakiwala ₹ 0.01 crore (Previous year - ₹ Nil)]	**0**	**–**	–	–
Other parties exercising control				
Dividend on preference shares to Humuza Consultants	**–**	**–**	4	1
Loan taken from Humuza Consultants	**177**	**23**	335	46
Loan repaid to Humuza Consultants and other parties related to subsidiary companies	**544**	**72**	118	16
Interest cost on Loan taken from Humuza Consultants	**41**	**5**	10	1
Redemption of Non-Convertible Non-Cumulative Redeemable Preference Shares (NCCRPS) issued to Humuza Consultants	**–**	**–**	200	27
Proceeds from Right issue of Equity shares [Humuza Consultants ₹ 402 crore (Previous year - ₹ Nil) and Habil Khorakiwala Trust ₹ 15 crore (Previous year - ₹ Nil)]	**417**	**55**	–	–
Enterprise over which Key Managerial Personnel exercise significant influence/ Control				
Rent paid [Palanpur Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 85 crore (Previous year - ₹ 80 crore)]*	**86**	**11**	81	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**	**–**	2	–
* ₹ 0.08 crore in current year				
Donation paid to Dr. Habil Khorakiwala Education and Health Foundation (Trust)	**–**	**–**	1	–
Reimbursement of Expenses to Carol Info Services Limited	**1**	**–**	1	–
Rent and other miscellaneous income [Wockhardt Hospitals Limited ₹ 0.01 crore (Previous year - ₹ 0.06 crore), Wockhardt Foundation ₹ 0.0002 crore (Previous year - ₹ 0.002 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 0.0006 crore (Previous year - ₹ 0.0003 crore)]	**–**	**–**	–	–
Sale of Finished goods to Wockhardt Hospitals Limited*	**0**	**–**	**0**	**–**
* ₹ 0.001 crore (Previous year - ₹ 0.05 crore)				

	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million	For the year ended March 31, 2021 ₹ in crore	For the year ended March 31, 2021 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Sale of Fixed asset [Wockhardt Regenerative Private Limited ₹ 0.03 crore (Previous year - ₹ Nil), Wockhardt Hospitals Limited ₹ Nil (Previous year - ₹ 0.16 crore)	**–**	**–**	–	–
Salary paid to the teaching staff of Wockhardt Global School	**3**	**–**	3	–
Recovery of Utility Fees from Wockhardt Global School	**1**	**–**	1	–
The Company has given school premises on lease to Wockhardt Global School without rent		**–**		
Premium/Dividend on preference shares to Khorakiwala Holdings and Investments Private Limited	**–**	**–**	**6**	**1**
Loan taken from [Khorakiwala Holdings and Investments Private Limited ₹ 270 crore (Previous year - ₹ 30 crore), Merind Limited ₹ 15 crore (Previous year - ₹ 45 crore), Amalthea Consultants ₹ 185 crore (Previous year - ₹ Nil), Themisto Trustee Company Private Limited ₹ 214 crore (Previous year - ₹ Nil), Ananke Trustee Company Private Limited ₹ 277 crore (Previous year - ₹ Nil), Callirhoe Trustee Company Private Limited ₹ 211 crore (Previous year - ₹ Nil)]	**1,172**	**155**	**75**	**10**
Interest on loan taken [Khorakiwala Holdings and Investments Private Limited ₹ 8 crore (Previous year - ₹ 1 crore), Merind Limited ₹ 7 crore (Previous year - ₹ 3 crore), Amalthea Consultants ₹ 8 crore (Previous year - ₹ Nil), Themisto Trustee Company Private Limited ₹ 4 crore (Previous year - ₹ Nil), Ananke Trustee Company Private Limited ₹ 4 crore (Previous year - ₹ Nil), Callirhoe Trustee Company Private Limited ₹ 2 crore (Previous year - ₹ Nil)]	**33**	**4**	4	1
Loan repaid [Khorakiwala Holdings and Investments Private Limited ₹ 49 crore (Previous year - ₹ 26 crore), Merind Limited ₹ Nil (Previous year - ₹ 33 crore), Amalthea Consultants ₹ 185 crore (Previous year - ₹ Nil), Themisto Trustee Company Private Limited ₹ 214 crore (Previous year - ₹ Nil), Ananke Trustee Company Private Limited ₹ 277 crore (Previous year - ₹ Nil), Callirhoe Trustee Company Private Limited ₹ 34 crore (Previous year - ₹ Nil)]	**759**	**100**	59	8
Rent recovery on behalf of Merind Limited*	**–**	**–**	0	–
* ₹ 0.01 crore in previous year				
Purchase of Consumables from Corival Life Sciences Private Limited*	**–**	**–**	0	–
* ₹ 0.01 crore in previous year				
Redemption of Non-Convertible Non-Cumulative Redeemable Preference Shares (NCCRPS) issued to Khorakiwala Holdings and Investments Private Limited	**–**	**–**	50	7
Redemption of Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) issued to Khorakiwala Holdings and Investments Private Limited	**–**	**–**	80	11
Proceeds from Right issue of Equity shares [Amalthea Consultants ₹ 22 crore (Previous year- ₹ Nil), HNZ Consultants ₹ 23 crore (Previous year- ₹ Nil), HNZ Discretionary trust ₹ 3 crore (Previous year- ₹ Nil), Amalthea Discretionary trust ₹ 4 crore (Previous year- ₹ Nil), Lysithea Consultants ₹ 22 crore (Previous year- ₹ Nil), Lysithea Discretionary trust ₹ 5 crore (Previous year- ₹ Nil)	**79**	**10**	–	–

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, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Enterprise over which Key Managerial Personnel exercise significant influence/Control				
Trade receivables [Wockhardt Hospitals Limited ₹ 0.27 crore (Previous year - ₹ 0.37 crore), Wockhardt Foundation ₹ 0.01 crore (Previous year - ₹ 0.005 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 2 crore (Previous year - ₹ 1 crore)]	**2**	**–**	1	–
Trade Payables [Wockhardt Hospitals Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 4 crore (Previous year - ₹ 3 crore), Palanpur Holdings and Investments Private Limited ₹ 4 crore (Previous year - ₹ 3 crore), Merind Limited ₹ 0.01 crore (Previous year - ₹ 0.01 crore)]	**9**	**1**	6	1
Loan taken [Merind Limited ₹ 96 crore (Previous year - ₹ 74 crore), Khorakiwala Holdings and Investments Private Limited ₹ 258 crore (Previous year- ₹ 31 crore), Amalthea Consultants ₹ 7 crore (Previous year - ₹ Nil), Themisto Trustee Company Private Limited ₹ 4 crore (Previous year - ₹ Nil), Ananke Trustee Company Private Limited ₹ 4 crore (Previous year - ₹ Nil), Callirhoe Trustee Company Private Limited ₹ 179 crore (Previous year - ₹ Nil)]	**548**	**72**	105	14
Other Receivables against sale of fixed asset from Wockhardt Regenerative Private Limited *	**0**	**–**	–	–
* ₹ 0.03 crore in current year				
Security deposit given to Carol Info Services Limited - Transaction value	**56**	**7**	56	8
[Carrying amount ₹ 38 crore (Previous year - ₹ 35 crore)]				
Security deposit given to Palanpur Holdings and Investments Private Limited	**3**	**–**	3	–
Other parties exercising control				
Loan taken - Humuza Consultants	**26**	**3**	367	50

41. 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, 2022	As at March 31, 2021
Wockhardt Bio AG	Switzerland	**14.15%**	14.15%

	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Revenue from operations	**2,210**	**292**	1,962	268
Profit / (Loss) for the year	**(247)**	**(33)**	18	2
Profit / (Loss) allocated to Non - Controlling Interests	**(35)**	**(5)**	2	–
Total comprehensive income / (loss) allocated to Non - Controlling Interests	**(30)**	**(4)**	(2)	–

	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Non current asset and current asset	**5,034**	**664**	5,003	684
Non current liabilities and current liabilities	**2,540**	**335**	2,293	314
Net assets	**2,494**	**329**	2,710	370
Net assets attributable to Non - Controlling Interests	**353**	**47**	383	52

	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2021 ₹ in crore	As at March 31, 2021 USD in million Supplementary information- convenience translation (See Note 2(C))
Cash flows from operating activities	**700**	**92**	511	70
Cash flows (used in)/ from investing activities	**(44)**	**(6)**	4	1
Cash flows used in financing activities	**(570)**	**(75)**	(516)	(71)
Foreign currency translation differences	**(46)**	**(6)**	49	7
Net increase in cash and cash equivalents	**40**	**5**	48	7

The Group has control of 85.85% in the Wockhardt Bio AG and its subsidiaries.

42. 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, 2022	Carrying Value		Fair value
	Fair value through profit or loss ₹ in crore	Amortised Cost ₹ in crore	Significant observable inputs (Level 2) ₹ in crore
Financial Assets			
Investments*	**0**	**–**	**0**
* Fair value through profit or loss ₹ 0.45 crore			
Other Non-Current Financial Assets	**–**	**62**	**71**
Trade receivables	**–**	**918**	
Cash and cash equivalents	**–**	**370**	
Bank balance (other than above)	**–**	**36**	
Other Current Financial Assets	**–**	**12**	
Total	**0**	**1,398**	**71**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	**0**	**185**	
Financial Liabilities			
Borrowings	**–**	**1,862**	
Other Non-Current Financial Liabilities	**–**	**152**	
Trade payables	**–**	**921**	
Lease Liabilities	**–**	**336**	**351**
Other Current Financial Liabilities	**–**	**554**	
Total	**–**	**3,825**	**351**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	**–**	**505**	

As at March 31, 2021	Carrying Value		Fair value
	Fair value through profit or loss ₹ in crore	Amortised Cost ₹ in crore	Significant observable inputs (Level 2) ₹ in crore
Financial Assets			
Investments*	0	–	0
* Fair value through profit or loss ₹ 0.45 crore			
Other Non-Current Financial Assets	–	42	56
Trade receivables	–	918	
Cash and cash equivalents	–	232	
Bank balance (other than above)	–	60	
Other Current Financial Assets	–	33	
Total	**0**	**1,285**	**56**
Total (USD in million) Supplementary information - convenience translation (See Note 2(C))	0	176	
Financial Liabilities			
Borrowings	–	2,332	
Trade payables	–	696	
Lease Liabilities	–	342	363
Other Current Financial Liabilities	–	229	
Total	**–**	**3,599**	**363**
Total (USD in million) Supplementary information - convenience translation (See Note 2(C))	–	493	

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 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 laibilities	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.

43. 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 and Independent Director 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 Group 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, 2022 and March 31, 2021, 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 2022 and 31 March 2021:

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, 2022				As at March 31, 2021			
	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	573	(1)	572	0.17%	679	(1)	678	0.15%
Past due 1-180 days	202	(3)	199	1.49%	101	(1)	100	0.99%
Past due 181-360 days	48	(1)	47	2.08%	80	(11)	69	13.75%
More than 360 days	208	(108)	100	51.92%	215	(144)	71	66.98%
Total	1,031	(113)	918		1,075	(157)	918	
Total (USD in million) Supplementary information - convenience translation (See Note 2(C))	136	(15)	121		147	(21)	126	

The movement in the loss allowance in respect of trade and other receivables during the year was as follows:

	As at March 31, 2022 ₹ in crore	As at March 31, 2021 ₹ in crore
Opening balance	157	180
Impairment loss reversed/ utilized, net (including exchange fluctuation)	(44)	(23)
Closing balance	113	157
Closing balance (USD in million) Supplementary information - convenience translation (See Note 2(C))	15	21

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 ₹ 406 crore (Previous year - ₹ 292 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 with bank in fixed deposit. Considering this access and ongoing business contract, Group is confident of meeting its liability as and when they are due.

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, 2022		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings (other than loan from related party)*	1,288	1,423	1,007	415	1
Loan from related party	574	574	574	–	–
Lease Liabilities	336	426	74	315	37
Trade payables and other financial liabilities	1,627	1,721	1,484	237	–
Total	**3,825**	**4,144**	**3,139**	**967**	**38**

As at March 31, 2021		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings (other than loan from related party)*	1,860	2,022	1,438	583	1
Loan from related party	472	472	472	–	–
Lease Liabilities	342	461	67	289	105
Trade payables and other financial liabilities	925	925	925	–	–
Total	3,599	3,880	2,902	872	106

* 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.

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 partly balanced by foreign exchange contracts and through natural hedge. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The Group also enters into derivative contracts in order to hedge and manage its foreign currency exposures towards future loan repayment. 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, 2022 and March 31, 2021 are as below:

Particulars	Currency	As at March 31, 2022		As at March 31, 2021	
		Amount in Foreign Currency (in million)	₹ in crore	Amount in Foreign Currency (in million)	₹ in crore
Loan Availed	EUR*	–	–	0	1
	USD	11	86	33	240
Trade Receivables	ACU	–	–	–	–
	AUD*	0	0	0	0
	AED*	0	0	–	–
	EUR	6	49	3	27
	GBP	15	152	54	547
	USD	126	958	102	749
	RUB	201	18	179	17
	MXN	65	25	65	23
Loans and Other Receivables	EUR	–	–	46	395
	USD	10	79	10	73
	CHF*	0	0	0	0
	GBP*	0	2	0	0
	AED	–	–	–	–
Trade payables and Other Liabilities	ACU*	0	0	0	0
	AUD	1	5	1	3
	EUR	22	188	11	97
	GBP	28	279	34	341
	MXN	13	5	13	5
	USD	38	287	12	87
	JPY*	1	0	2	0
	CAD*	0	0	0	0
	CHF	2	15	2	14
	AED	1	1	1	1
	SEK*	0	0	–	–
	RUB	141	13	55	5
Bank	GBP	3	26	5	47
	EUR	2	16	0	3
	USD	1	5	2	12
	JPY	–	–	–	–
	AED*	0	0	0	0
	CHF*	0	3	0	1
	AUD*	0	0	0	0

* less than ₹ 0.5 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 ₹ March 31, 2022	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	**36**	**(36)**	**34**	**(34)**
GBP	**(5)**	**5**	**(5)**	**5**
EUR	**(6)**	**6**	**(6)**	**6**
RUB*	**–**	**–**	**–**	**–**
MXN	**1**	**(1)**	**1**	**(1)**
Others	**(1)**	**1**	**(1)**	**1**
Total	**25**	**(25)**	**23**	**(23)**

*₹ 0.28 crore, ₹ (0.28) crore, ₹ 0.28 crore, ₹ (0.28) crore respectively

(₹ in crore)

Effect in ₹ March 31, 2021	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
	Strengthening	Weakening	Strengthening	Weakening
5 % movement				
USD	34	(34)	30	(30)
GBP	13	(13)	13	(13)
EUR	16	(16)	16	(16)
RUB	1	(1)	1	(1)
MXN	1	(1)	1	(1)
Others	(1)	1	(1)	1
Total	64	(64)	60	(60)

The Company has been receiving Advance for Supply of Goods from Wockhardt Bio AG, a majorly held foreign subsidiary of the Company {as on March 31, 2022 USD 88 million (₹ 487 crore) [Previous year- USD 88 million (₹ 484 crore) was outstanding}. In accordance with the direction of Reserve Bank of India (RBI) / Authorised Dealer (AD) Bank, such advance was supposed to be adjusted against Supply of goods by December 31, 2020. The advance amount received by the Company is accounted for only at the historical transaction exchange rate in accordance with the Ind AS 21.

The Company, as part of normal business has 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 as on March 31, 2022 USD 120 million (₹ 913 crore) [Previous year- USD 91 million (₹ 667 crore) is outstanding receivables towards the same, of which USD 74 million (₹ 564 crore) is outstanding for more than the prescribed period as per the master circulars issued by the Reserve Bank of India (RBI).

Since the Advance received as mentioned above can not be adjusted against the outstanding receivables, the Company has time to time (including as in June 2020) approached to RBI/ concerned Authorized Dealer (AD) for approval of adjustment of these receivables with the advance received from the said foreign subsidiary. The decision in this regard is yet awaited from RBI/AD.

As the Company has been submitting requisite disclosures to RBI/ AD as required under relevant statute(s) for the above, in its opinion it is in compliance with applicable regulations. Any decision for the aforesaid adjustment will depend on RBI/ AD's final decision/ approval of the matter which is presently awaited.

Pending receipt of this approval, these balances are reported gross in the balance sheet and the receivables are restated at year end exchange rate, whereas the advance for supply of goods is accounted at the historical transaction exchange rate in accordance with the requirements of Ind AS 21. On receipt of the RBI approval, Company may need to recognise foreign exchange translation loss on the advance of USD 88 million depending on the then prevailing exchange rate.

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)

	Nominal amount	
	As at March 31, 2022	As at March 31, 2021
Variable-rate instruments		
Financial liabilities	**983**	1,836
	983	1,836
Fixed-rate instruments		
Financial liabilities	**879**	496
	879	496

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)

Variable-rate instruments	Impact on Profit/(loss)- Increase/(Decrease) in Profit (before tax)	
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
100 bp increase	**(10)**	(18)
100 bp decrease	**10**	18

44. 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, 2022	As at March 31, 2021
Total Borrowings	**1,862**	2,332
Less: Cash and cash equivalent and other bank balances	**406**	292
Adjusted net debt	**1,456**	2,040
Total equity	**4,202**	3,759
Adjusted equity	**4,202**	3,759
Adjusted net debt to adjusted equity ratio	**0.35**	0.54

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, 2022 is ₹ 188 crore (Previous year: ₹ 191 crore) and is not available for distribution as dividend

45. a) The Group's New Chemical Entity ('NCE') research program continued to progress in their Clinical Trials during the Financial Year 2021-22. Development Expenses incurred during the year ₹ 149 crores (Previous Year : ₹ 74 crores) has been capitalised and included under 'Intangible assets under development' as at March 31, 2022.

b) Certain manufacturing facilities, having net book value of ₹ 556 crore (Previous year - ₹ 293 crore) and capital work-in-progress amounting to ₹ Nil (Previous year - ₹ 286 crore), of the Group are having low utilisation of assets and the Group is evaluating various alternate purposes of these assets. The Group is also working on remediation of some plants

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:

(a) 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

(b) 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:

(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.

46. CONTINGENT LIABILITIES (claims not acknowledged as debts) AND COMMITMENTS (to the extent not provided for)

(a) 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).(1)

(b) Demand by Income tax authorities ₹ 413 crore (Previous year - ₹ 310 crore) disputed by the Company.

(c) Demand by Sales Tax authorities (including GST) ₹ 95 crore (Previous year - ₹ 90 crore) disputed by the Company.(1)

(d) Demand by Service tax authorities in respect of non-payment of Service Tax on Import of certain services disputed by the Company ₹ 1 crore (Previous year - ₹ 1 crore).

(e) Demand by Municipal Corporation, Local body Tax on inputs used for manufacture of exported goods ₹ 3 crore (Previous year: ₹ 2 crore).

(f) Differential custom duty for misclassification/ penalty disputed by the Company ₹ 1 crore (Previous year - ₹ 1 crore).

(g) Differential MEIS for misclassification disputed by the Company ₹ 9 crore.

(h) Others matters:

- electricity expense ₹ 8 crore (Previous year - ₹ 8 crore)
- remediation against the pollution of ground water ₹ 1 crore (Previous year - ₹ 1 crore)
- environmental compensation against non-compliance of water/air pollution measures ₹ 2 crore (Previous year : ₹ 2 crore)

(i) Demand from National Pharmaceutical Pricing Authority (NPPA) in respect of overcharging of certain products disputed by the Company ₹ 96 crore (Previous year - ₹ 81 crore).

(j) 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 pharma 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.

(k) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 166 crore (Previous year - ₹ 98 crore) after deducting advance on capital account of ₹ 8 crore (Previous year - ₹ 8 crore).

(l) 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 ₹ 29 crore (USD 3.80 million) [Previous year - ₹ 13 crore (USD 2 million)].

(1) Note: Amounts mentioned excludes interest after the date of the order, if any.

47. RECONCILIATION OF THE OPENING AND CLOSING BALANCES OF LIABILITIES ARISING FROM FINANCING ACTIVITIES:

Particulars	As at March 31, 2022	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)	794	1,266	9	19	–	–	(500)
Short-term borrowings (Net)*	1,068	1,066	–	1	–	56	(55)

* Non cash changes on account of exchange fluctuation ₹ (0.21) crore
# Includes reclassification of interest accrued

Particulars	As at March 31, 2021	As at April 01, 2020	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)	1,266	2,309	(21)	(10)	–	1	(1,013)
Short-term borrowings (Net)*	1,066	904	0	–	–	(5)	167

* Non cash changes on account of exchange fluctuation ₹ 0.06 crore

48. 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
Parent								
Wockhardt Limited	36.57	2,212	22.12	(140)	5.26	(1)	21.63	(141)
SUBSIDIARIES								
Indian								
1. Wockhardt Infrastructure Development Limited	3.93	238	(1.74)	11	–	–	(1.69)	11
2. Wockhardt Medicines Limited #	–	0	–	0	–	–	–	0
3. Wockhardt Biologics Limited (w.e.f. July 2, 2021) #	–	0	–	0	–	–	–	0
Foreign								
1. Z&Z Services GmbH	(0.03)	(2)	–	0	–	–	–	0
2. Wockhardt Europe Limited	0.17	10	–	0	–	–	–	0
3. Wockhardt Nigeria Limited	–	0	–	–	–	–	–	–
4. Wockhardt UK Holdings Limited	1.70	103	–	0	–	–	–	0
5. CP Pharmaceuticals Limited	6.71	406	(39.81)	252	94.74	(18)	(35.89)	234
6. CP Pharma (Schweiz) AG	0.02	1	–	0	–	–	–	0
7. Wallis Group Limited	0.48	29	–	–	–	–	–	–
8. The Wallis Laboratory Limited	(0.03)	(2)	–	0	–	–	–	0
9. Wockhardt Farmaceutica do Brasil Ltda	(0.02)	(1)	–	0	–	–	–	0
10. Wallis Licensing Limited	(0.18)	(11)	–	–	–	–	–	–
11. Wockhardt USA LLC	(1.88)	(114)	27.33	(173)	–	–	26.53	(173)
12. Wockhardt Bio AG	37.43	2,264	99.53	(630)	–	–	96.63	(630)
13. Wockhardt UK Limited	2.76	167	(1.42)	9	–	–	(1.38)	9
14. Wockpharma Ireland Limited	12.80	774	–	–	–	–	–	–
15. Pinewood Laboratories Limited	5.19	314	(3.63)	23	–	–	(3.53)	23
16. Wockhardt Holding Corp	2.79	169	0.47	(3)	–	–	0.46	(3)
17. Morton Grove Pharmaceuticals Inc	5.65	342	(2.53)	16	–	–	(2.45)	16
18. MGP Inc	0.58	35	(0.32)	2	–	–	(0.31)	2
19. Wockhardt France (Holdings) S.A.S	(11.77)	(711)	1.26	(8)	–	–	1.24	(8)
20. Laboratoires Pharma 2000 S.A.S	(0.48)	(29)	–	0	–	–	–	0
21. Laboratoires Negma S.A.S	(0.08)	(5)	–	0	–	–	–	0
22. Niverpharma S.A.S	(0.56)	(34)	0.16	(1)	–	–	0.15	(1)
23. Negma Beneulex S.A	–	0	–	–	–	–	–	–
24. Phytex S.A.S	–	0	0.16	(1)	–	–	0.15	(1)
25. Wockhardt Farmaceutica SA DE CV	(2.13)	(129)	0.16	(1)	–	–	0.15	(1)
26. Wockhardt Services SA DE CV	(0.03)	(2)	–	–	–	–	–	–
27. Pinewood Healthcare Limited	–	0	–	0	–	–	–	0
28. Wockhardt Bio (R) LLC	0.38	23	(1.74)	11	–	–	(1.69)	11
29. Wockhardt Bio Pty Ltd	0.03	2	–	0	–	–	–	0
30. Wockhardt Bio Ltd #	–	–	–	–	–	–	–	–
Sub Total	**100.00**	**6,049**	**100.00**	**(633)**	**100.00**	**(19)**	**100.00**	**(652)**
Add / (Less): Effect of Inter Company elimination/ adjustment		(1,847)		354		(8)		346
Non-controlling interests in all subsidiaries		(353)		35		(5)		30
Total	**100.00**	**3,849**	**100.00**	**(244)**	**100.00**	**(32)**	**100.00**	**(276)**

The above amount/percentage of net assets and net profit or (loss) in respect of Wockhardt Limited 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 Biologics Limited and Wockhardt Medicines Limited is yet to commence the business.

0 represents less than ₹ 0.50 crore

49. There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

50. Previous year figures have been regrouped wherever necessary to conform to current year classification.

51. The Group continues to monitor the impact of COVID-19 on it businesses across the globe, its customers, vendors, employees, productions, supply chain and logistics etc. The Group has exercised due care in significant accounting judgements and estimates in relation to recoverability of receivables, investments and inventories based on the information available to date, both internal and external, while preparing the Group's financial statements for the current year.

As per our attached report of even date

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

Koosai Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 30, 2022

Debashis Dey
Company Secretary

Pramod Gupta
Chief Financial Officer

For and on behalf of the Board of Directors

H. F. Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Rima Marphatia
DIN: 00444343

Directors

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 2023, 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 a summary of significant 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 2023, 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 26 to consolidated financial statements

The Key Audit Matter	How the matter was addressed in our audit
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. 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. Group's assessment of accrual towards returns, service level penalties, chargeback, discount and allowances require estimation and judgement and change in these estimates can have a significant financial impact. Given the risk of overstatement of revenue due to fraud, estimates and judgement required to assess various accruals, this is a key audit matter.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to revenue recognition by comparing with applicable accounting standard. • We have evaluated the design, implementation and operating effectiveness of the Group's internal control over revenue recognition. • We have examined the samples, selected using statistical sampling, of revenue recorded during the year with the underlying documentation. • We have performed cut off procedures by selecting samples, using statistical sampling, of revenue recorded as at the period end. • We have verified Group's assessment of accruals of chargebacks, rebates, discounts, returns, service level penalties and allowances in line with the past practices to identify bias. • We have examined the manual journals posted to revenue during the year to identify unusual or irregular items. • We have assessed the adequacy of the disclosures made in respect of revenue from sale of goods.

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

See Note 3(d) and 3(q) of accounting policy and Note 4,39 and 45 to consolidated financial statements

The Key Audit Matter	**How the matter was addressed in our audit**
Certain property, plant and equipment of the Group are affected by lower capacity utilization. Further, the Group has made investments in certain projects which has been deferred. These are lying in capital work in progress. The Group's investment in these facilities was made considering market feasibility and potential of existing / future products. As at 31 March 2023, carrying value of such Property, Plant and Equipment and Capital Work in Progress amounting to ₹ 417 crores and ₹ 48 crores respectively. Further as on 31 March 2023 company has assets held for sale having a carrying value of ₹ 294 crores. 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.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to impairment by comparing with applicable accounting standard. • We have verified the reports of physical verification of property, plant and equipment and capital work in progress by the Company. • 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. • We have evaluated the basis applied by the Group in determining cash generating unit for impairment testing purpose. • We have challenged the significant assumptions considered by the Group while making impairment assessment with respect to revenue forecast, margin and discount rate. • We have involved our valuation specialists to assess the valuation methodologies applied by the Group to determine the recoverable amount for certain assets.

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**
The Group has intangible assets under development amounting to ₹ 1,125 crores as at 31 March 2023. The carrying value of such intangible under development is tested for recoverability, based on the estimates of future cash flows, market conditions, etc. Changes in these assumptions could lead to an impairment to the carrying value of these intangible under development. 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.	Our audit procedures included the following: • We have evaluated the criteria for capitalisation of development expenditure with those set out in the applicable accounting standard. • We have inquired the progress made on NCE development with the key managerial personnel. • We have inspected the correspondences with regulatory authorities, third parties, scientific documentation and the market release made by the Company. • We have evaluated the Group's assessment of estimated future cash flows relating to the NCE project and their recoverability plans. • We have assessed the capabilities and objectivity of the external expert used by the Company in determining the fair value of the NCE under development. • We have tested, on a sample basis, the project related expenditure with underlying documents. • We have involved our valuation specialists to assess the valuation methodologies applied by the Company to determine the recoverable amount for the NCE.

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
The Group has Goodwill amounting to ₹ 945 crores as at 31 March 2023 in respect of acquired businesses. The carrying value of Goodwill will be recovered through future cash flows. There is inherent risk of impairment in case future cash flows do not meet the Group's expectations. 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.	Our audit procedures included the following: • We have assessed the Group's accounting policies relating to impairment of Goodwill by comparing with applicable accounting standards. • We have evaluated the design, implementation and operating effectiveness of the Group's internal control over impairment assessment of goodwill. • 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. • We have involved our valuation specialists to assess the valuation methodologies applied by the Group. • 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. • We have evaluated the adequacy of disclosures made in the consolidated financial statements with respect to key assumptions and judgements.

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 report(s) 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 ₹ 6,655 crores as at 31 March 2023, total revenues (before consolidation adjustments) of ₹ 2,427 crores and net cash outflows (before consolidation adjustments) amounting to ₹ 159 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 mattes with respect to our reliance on the work done and the reports of the other auditors.

(b) The financial information of 12 subsidiaries, whose financial information reflect total assets (before consolidation adjustments) of ₹ 108 crores as at 31 March 2023, total revenues (before consolidation adjustments) of ₹ 0 crores and net cash outflows (before consolidation adjustments) amounting to ₹ 2 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 2023 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 reports of the other auditors.

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 2023 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 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f) 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 discloses the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group. Refer Note 46 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 2023.

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 2023.

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 45(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 incorporated in India 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 incorporated in India ("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 45(c)(ii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies incorporated in India 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 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 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) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of such subsidiary companies incorporated in India only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

(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 Lehery
Partner
Membership No.: 112399

Place : Mumbai
Date : 26 May 2023
ICAI UDIN: 23112399BGXWIS6324

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF WOCKHARDT LIMITED FOR THE YEAR ENDED 31 MARCH 2023

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

Sr. No.	Name of the entities	CIN	Holding Company	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Wockhardt Limited	L24230MH1999PLC120720	Holding Company	Clause i(c), ix(d) and xvii

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

Koosai Lehery
Partner
Membership No.: 112399

Place : Mumbai
Date : 26 May 2023
ICAI UDIN: 23112399BGXWIS6324

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)(f) 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 2023, 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 2023, 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 auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters 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 consolidated 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 consolidated 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 consolidated 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 are companies incorporated in India, is based on the corresponding reports of the auditors of such companies 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 Lehery
Partner
Membership No.: 112399

Place : Mumbai
Date : 26 May 2023
ICAI UDIN: 23112399BGXWIS6324

CONSOLIDATED FINANCIAL STATEMENTS - BALANCE SHEET

As at March 31, 2023

	Notes	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
ASSETS					
NON-CURRENT ASSETS					
Property, Plant and Equipment	4	**1,558**	**190**	1,908	251
Right of use assets	4	**464**	**56**	563	74
Capital work-in-progress	4	**414**	**50**	389	51
Goodwill	5	**945**	**115**	891	118
Other Intangible Assets	6	**75**	**9**	100	13
Intangible assets under Development	6	**1,125**	**137**	953	126
Financial Assets					
Investments*	7	**0**	**–**	0	–
* ₹ 0.45 crore (Previous year ₹ 0.45 crore)					
Other non-current financial assets	8	**64**	**8**	62	8
Non-current tax assets (net)		**115**	**14**	112	15
Deferred tax assets (net)	9	**608**	**74**	573	76
Other non-current assets	10	**107**	**13**	103	13
		5,475	**666**	5,654	745
CURRENT ASSETS					
Inventories	11	**658**	**80**	769	101
Financial Assets					
Trade receivables	12	**797**	**97**	918	121
Cash and cash equivalents	13.1	**90**	**11**	370	49
Bank balances (other than cash and cash equivalents)	13.2	**34**	**4**	36	5
Other current financial assets	14	**26**	**3**	12	2
Other current assets	15	**309**	**38**	340	45
		1,914	**233**	2,445	323
Asset classified as held for sale	39	**294**	**36**	144	19
Total Assets		**7,683**	**935**	8,243	1,087
EQUITY AND LIABILITIES					
EQUITY					
Equity Share Capital	16	**72**	**9**	72	9
Other Equity		**3,282**	**399**	3,777	498
Equity attributable to the share holders of the Company		**3,354**	**408**	3,849	507
Non-controlling interests	41	**308**	**37**	353	47
Total Equity		**3,662**	**445**	4,202	554
LIABILITIES					
NON-CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	17	**224**	**27**	355	46
Lease Liabilities	35	**226**	**27**	267	35
Other non-current financial liabilities	18	**–**	**–**	152	20
Other non-current liabilities	19	**78**	**9**	–	–
Provisions	20	**26**	**3**	32	4
Deferred tax liabilities (net)	9	**32**	**4**	28	4
		586	**71**	834	109
CURRENT LIABILITIES					
Financial Liabilities					
Borrowings	21	**1,663**	**202**	1,507	198
Lease Liabilities	35	**71**	**9**	69	9
Trade payables	22	**867**	**105**	921	123
Other current financial liabilities	23	**642**	**78**	554	74
Other current liabilities	24	**126**	**15**	101	13
Provisions	25	**44**	**5**	37	5
Current tax liabilities (net)		**22**	**3**	18	2
		3,435	**418**	3,207	424
Total Liabilities		**4,021**	**489**	4,041	533
Total Equity and Liabilities		**7,683**	**935**	8,243	1,087
Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 26, 2023

Deepak Madnani
Chief Financial Officer

Debashis Dey
Company Secretary

For and on behalf of the Board of Directors

Habil Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Aman Mehta
DIN: 00009364

Sanjaya Baru
DIN: 05344208

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Directors

CONSOLIDATED FINANCIAL STATEMENTS - STATEMENT OF PROFIT AND LOSS

For the Year Ended March 31, 2023

		Notes	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
	Income					
I	Revenue from operations	26	**2,651**	**322**	3,230	426
II	Other income	27	**122**	**15**	20	2
III	**Total Income (I + II)**		**2,773**	**337**	3,250	428
IV	**Expenses**					
	Cost of materials consumed		**518**	**63**	612	81
	Purchases of Stock-in-Trade		**509**	**62**	568	75
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	**84**	**10**	87	12
	Employee benefits expense	29	**637**	**77**	749	99
	Finance costs	30	**302**	**37**	299	39
	Depreciation and amortisation expense	4 & 6	**251**	**31**	247	33
	Other expenses	31	**802**	**98**	916	121
	Total Expenses		**3,103**	**377**	3,478	460
V	**Loss before exceptional items and tax (III- IV)**		**(330)**	**(40)**	(228)	(32)
VI	**Exceptional items- (charge)**	39	**(294)**	**(36)**	(183)	(24)
VII	**Loss after exceptional items before tax (V + VI)**		**(624)**	**(76)**	(411)	(56)
VIII	**Tax expense**	9				
	Current tax - Charge		**12**	**1**	33	4
	Tax pertaining to earlier years		**–**	**–**	5	1
	Deferred tax - credit (Net)		**(15)**	**(2)**	(170)	(22)
IX	**Net Loss after tax for the year (VII - VIII)**		**(621)**	**(76)**	(279)	(39)
	Attributable to:					
	Equity holders of the Company		**(559)**	**(68)**	(244)	(33)
	Non-controlling interests		**(62)**	**(8)**	(35)	(6)
			(621)	**(76)**	(279)	(39)
X	**Other Comprehensive Income**					
	(i) Items that will not be reclassified to profit or loss - (charge)/ credit (Consisting of remeasurement of net defined benefit (liability)/ asset)		**(12)**	**(1)**	(24)	(3)
	(ii) Income tax relating to items that will not be reclassified to profit or loss- (charge)/ credit		**3**	**–**	5	1
	(iii) Items that will be reclassified to profit or loss (Consisting of exchange differences on translating the financial statements of a foreign operation)		**87**	**11**	(8)	(1)
	Other Comprehensive Income (Net of tax)		**78**	**9**	(27)	(3)
XI	**Total Comprehensive Income (IX+X) (Comprising Profit/ (Loss) and other comprehensive income for the year)**		**(543)**	**(66)**	(306)	(42)
	Total comprehensive income attributable to:					
	Equity holders of the Company		**(498)**	**(61)**	(276)	(37)
	Non-controlling interests		**(45)**	**(5)**	(30)	(5)
			(543)	**(66)**	(306)	(42)
	Earnings per equity share of face value of ₹ 5 each	32				
	Earnings per equity share					
	Basic earnings per share ₹/ USD		**(38.79)**	**(0.47)**	(20.24)	(0.27)
	Diluted earnings per share ₹/ USD		**(38.79)**	**(0.47)**	(20.24)	(0.27)
	Significant accounting policies The accompanying notes form an integral part of these Financial Statements.	3				

As per our attached report of even date

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

Koosai Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 26, 2023

Deepak Madnani
Chief Financial Officer

Debashis Dey
Company Secretary

For and on behalf of the Board of Directors

Habil Khorakiwala
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DIN: 00009364

Sanjaya Baru
DIN: 05344208

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Directors

A. Equity Share Capital

As at April 01, 2021 ₹ in crore	Changes in equity share capital during the year ₹ in crore	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million	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**
			Supplementary information-convenience translation (See Note 2(C))			**Supplementary information-convenience translation (See Note 2(C))**
55	17	72	8	0	**72**	**9**

* ₹ 0.01 crore

B. Other equity

	Reserves and Surplus								Other comprehensive income	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	Exchange differences on translating the financial statements of a foreign operation			
	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	₹ in crore
Balance as on April 01, 2021	**173**	**66**	**819**	**75**	**28**	**264**	**(6)**	**1,529**	**373**	**3,321**	**383**	**3,704**
Loss for the year	–	–	–	–	–	–	–	(244)	–	(244)	(35)	(279)
Other comprehensive income / (loss) for the year	–	–	–	–	–	–	–	(17)	(15)	(32)	5	(27)
Total comprehensive Income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(261)**	**(15)**	**(276)**	**(30)**	**(306)**
Net additions/(deductions) on ESOS options (Also Refer note 38)	–	–	–	(5)	(10)	8	–	8	–	1	–	1
Additions in Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	(3)	–	–	(3)	–	(3)
Amortisation from Foreign Currency Monetary Items Translation Difference Account (FCMITDA)	–	–	–	–	–	–	8	–	–	8	–	8
Right Issue of Equity Shares (Refer note 16)	–	–	–	731	–	–	–	–	–	731	–	731
Right Issue expenses (Refer note 16)	–	–	–	(5)	–	–	–	–	–	(5)	–	(5)
Balance as on March 31, 2022	**173**	**66**	**819**	**796**	**18**	**272**	**(1)**	**1,276**	**358**	**3,777**	**353**	**4,130**
Loss for the year	–	–	–	–	–	–	–	(559)	–	(559)	(62)	(621)
Other comprehensive income / (loss) for the year	–	–	–	–	–	–	–	(7)	68	61	17	78
Total comprehensive Income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(566)**	**68**	**(498)**	**(45)**	**(543)**
Net additions/(deductions) on ESOS options (Also Refer note 38)	–	–	–	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
Balance as on March 31, 2023	**173**	**66**	**819**	**799**	**16**	**273**	**–**	**710**	**426**	**3,282**	**308**	**3,590**
Balance as on March 31, 2023 (USD in million) Supplementary information-convenience translation (See Note 2(C))	**21**	**8**	**100**	**97**	**2**	**33**	**–**	**86**	**52**	**399**	**37**	**436**
Balance as on March 31, 2022 (USD in million) Supplementary information-convenience translation (See Note 2(C))	**23**	**9**	**108**	**105**	**2**	**36**	**–**	**168**	**47**	**498**	**47**	**545**

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 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.

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.

Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 26, 2023

Deepak Madnani
Chief Financial Officer

Debashis Dey
Company Secretary

For and on behalf of the Board of Directors

Habil Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Aman Mehta
DIN: 00009364

Sanjaya Baru
DIN: 05344208

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Directors

CONSOLIDATED FINANCIAL STATEMENTS - CASH FLOW STATEMENT

For the Year Ended March 31, 2023

	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES				
Loss before tax	**(624)**	**(76)**	(411)	(56)
Adjustments for:				
Provision for contract asset	**50**	**6**	–	–
Provision for impairment of property, plant and equipment	**33**	**4**	–	–
Depreciation and amortisation expense	**251**	**31**	247	33
Capital work in progress write off	**4**	**–**	–	–
Allowance for expected credit loss, doubtful advances and bad debts provision	**22**	**3**	20	3
Loss on assets sold/write off of fixed assets (net)	**59**	**7**	6	1
Finance costs	**302**	**37**	299	39
Exchange loss/ (gain)	**(80)**	**(10)**	(11)	(1)
Interest income	**(4)**	**–**	(6)	(1)
Employee share based payments expenses	**1**	**–**	1	–
Liabilities no longer required written back	**(3)**	**–**	(2)	–
	11	**1**	**143**	**18**
Movements in Working capital				
Decrease in Inventories	**141**	**17**	30	4
Decrease in trade receivables	**199**	**24**	7	1
Decrease/(Increase) in Loans and Advances and other assets	**18**	**2**	(113)	(15)
(Decrease)/Increase in Liabilities and provisions	**(205)**	**(25)**	457	61
Adjustment for translation difference for working capital movement	**–**	**–**	(14)	(2)
Cash generated from operations	**164**	**20**	510	67
Income tax paid	**(11)**	**(1)**	(97)	(13)
Net cash inflow from Operating activities	**153**	**19**	413	54
CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment and Capital work-in progress	**(42)**	**(5)**	(118)	(16)
Purchase of Intangible assets and Addition in Intangible assets under development	**(167)**	**(20)**	(94)	(12)
Proceeds from sale of property, plant and equipment	**79**	**10**	1	–
Margin money under lien and Bank balances (other than cash and cash equivalents)	**3**	**–**	7	1
Interest received	**2**	**–**	3	–
Net cash outflow from Investing activities	**(125)**	**(15)**	(201)	(27)
CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES (REFER NOTE 47)				
Proceeds from Issuance of Equity share capital under ESOS* * ₹ 0.01 crore (Previous year- ₹ 0.02 crore)	**0**	**–**	0	–
Proceeds from Issuance of Equity share capital under Right Issue	–	–	748	99
Transaction cost related to Right Issue	**(3)**	**–**	(1)	–
Proceeds from long-term borrowings	**–**	**–**	49	6
Issue of Non-convertible debentures	**–**	**–**	237	31
Repayment of long-term borrowings	**(290)**	**(35)**	(786)	(104)
Short-term borrowings (net)	**81**	**10**	(101)	(13)
Loans from related parties	**328**	**40**	1,348	178

	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Repayment of loans taken from related parties	**(116)**	**(14)**	(1,302)	(172)
Repayment of Lease liabilities (Refer note 3 below)	**(73)**	**(9)**	(71)	(9)
Finance costs paid	**(242)**	**(29)**	(190)	(25)
Equity Dividend paid to IEPF	**–**	**–**	(2)	–
Net cash outflow from Financing activities	**(315)**	**(38)**	(71)	(9)
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS	**(287)**	**(35)**	141	18
Cash and cash equivalents as at the beginning of the year	**370**	**45**	232	31
Effects of exchange rate changes on cash and cash equivalents	**2**	**–**	(3)	–
Exchange difference on translation of foreign cash and cash equivalent*	**5**	**1**	0	–
* Previous year ₹ 0.09 crore				
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	**90**	**11**	370	49

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

	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
CASH AND CASH EQUIVALENTS AS PER ABOVE COMPRISE OF THE FOLLOWING				
Cash on hand*	**–**	**–**	0	–
* Previous year - ₹ 0.09 crore				
Balance with banks:				
- in current account	**90**	**11**	370	49
Balance as per the Statement of cash flows	**90**	**11**	370	49

Notes:

1. The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.
2. Income taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. Repayment of lease liabilities consists of:
   Payment of interest ₹ 27 crore (Previous year: ₹ 31 crore)
   Payment of Principal ₹ 46 crore (Previous year: ₹ 40 crore)
4. Figures in bracket indicate cash outflow.

Significant 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 Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 26, 2023

Deepak Madnani
Chief Financial Officer

Debashis Dey
Company Secretary

For and on behalf of the Board of Directors

Habil Khorakiwala
Chairman
DIN: 00045608

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Sanjaya Baru
DIN: 05344208

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Directors

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 (%) *
	Subsidiaries			
1	Wockhardt Infrastructure Development Limited	India	Wockhardt Limited	100%
2	Wockhardt Medicines Limited #	India	Wockhardt Limited	100%
3	Wockhardt Biologics Limited #	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%
	Step-down subsidiaries			
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	Niverpharma S.A.S. (upto September 26, 2022)	France	Wockhardt France (Holdings) S.A.S.	100%
14	Laboratoires Pharma 2000 S.A.S. (upto September 26, 2022)	France	Wockhardt France (Holdings) S.A.S.	100%
15	Laboratoires Negma S.A.S.	France	Wockhardt France (Holdings) S.A.S.	100%
16	Negma Beneulex S.A. (upto September 23, 2022)	Belgium	Wockhardt France (Holdings) S.A.S.	53.97%
			Laboratoires Negma S.A.S.	46.03%
17	Phytex S.A.S. (upto September 26, 2022)	France	Wockhardt France (Holdings) S.A.S.	100%
18	Wockhardt Holding Corp.	USA	Wockhardt Bio AG	100%
19	Morton Grove Pharmaceuticals Inc.	USA	Wockhardt Holding Corp.	100%
20	MGP Inc	USA	Wockhardt Holding Corp.	100%
21	Wockhardt USA LLC	USA	Morton Grove Pharmaceuticals Inc.	100%
22	Wockhardt Farmaceutica SA DE CV	Mexico	Wockhardt Bio AG	100%
23	Wockhardt Services SA DE CV	Mexico	Wockhardt Bio AG	100%
24	Wockhardt Nigeria Limited	Nigeria	Wockhardt Europe Limited	100%
25	Wockhardt Bio (R) LLC	Russia	Wockhardt Bio AG	100%
26	Wockhardt Bio Pty Ltd	Australia	Wockhardt Bio AG	100%
27	Wockhardt Bio Ltd #	New Zealand	Wockhardt Bio AG	100%

Wockhardt Bio Ltd, Wockhardt Biologics 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 26, 2023.

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, 2023 and March 31, 2022 have been translated into United States dollars at the closing rate USD 1 = ₹ 82.2090 as on March 31, 2023 (March 31, 2022: USD 1 = ₹ 75.7975) 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 ₹ 1,227 crores. Of these current liabilities, ₹ 788 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 Group, unless the Group confirms that it has adequate surplus liquidity available and Promoter entities have confirmed to provide required financial support to the Group to repay the liabilities of the Group. Group 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 Group is confident of repayment of liabilities as and when they fall due and accordingly the Group has prepared the financial statements on a going concern basis. Subsequent to March 31, 2023 the terms of borrowings of ₹ 600 crores from related parties, which were current have been revised and now the repayment tenure for such borrowings have been extended to March 31, 2025 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 in applying accounting policies:

The following are the critical judgements, apart from those involving 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 consolidated financial statements.

(i) Lease arrangements:

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) Legal 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.

(iv) 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.

(v) 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.

(vi) *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.

(vii) *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 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.

(viii) *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.

(ix) *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 determine the recoverable value of CGU's basis the estimated future cash flows for assessment of potential impairment.

(x) *Intangible asset under development :*

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

(xi) *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. SIGNIFICANT ACCOUNTING POLICIES:

a) Property, Plant and Equipment and Depreciation

I. *Recognition and Measurement*

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 Consolidated 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.

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**
Leasehold land	Over the period of lease
Buildings	10 – 61 years
Plant and Equipment	4 – 21 years
Furniture and Fixtures	6 – 20 years
Office Equipments	4 – 20 years
Information Technology Equipments	3 – 20 years
Vehicles	5 years

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 3 to 15 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. . 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.

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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(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.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

(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.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

(ii) Financial liabilities: - Classification:

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities'. 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. Accounting for day 1 differences

If the fair value of the financial asset at initial recognition differs from the transaction price, this difference if it is not consideration for goods or services or a deemed capital contribution or deemed distribution, is accounted as follows:

- if the fair value is evidenced by a quoted price in an active market for an identical asset or liability (ie a Level 1 input) or based on a valuation technique that uses only data from observable market, the entire day 1 gain/loss is recorded immediately in the Consolidated Statement of Profit and Loss; or
- in all other cases, the difference between the fair value at initial recognition and the transaction price is deferred. After initial recognition, the deferred difference is recorded as gain or loss in the Consolidated Statement of Profit and Loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability

In case the difference represents:

(i) deemed capital contribution - it is recorded as capital contribution in Capital Reserve

(ii) deemed distribution - It is recorded in equity

(iii) deemed consideration for goods and services - it is recorded as an asset or a liability. This amount is amortized/accredited to the Consolidated Statement of Profit and Loss as per the substance of the arrangement (generally straight-line basis over the duration of the arrangement)

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) 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) Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Profit and Loss.

vi) 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.

vii) 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.

viii) Any goodwill that arises on account of such business combination is tested annually for impairment.

ix) Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

x) 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.

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 Company 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.

Sale of Services, Outlicensing fees, sale of intellectual property and Assignment of New Chemical Entity

Revenues from services, Outlicensing fees, sale of intellectual property and Assignment of New Chemical Entity 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.

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

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 and discontinued operations

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.

Discontinued operations are reported when a component of the Group comprising operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group operations is classified as held for sale or has been disposed of, if the component either (1) represents a separate major line of business or geographical area of operations and (2) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or (3) is a subsidiary acquired exclusively with a view to resale.

In the consolidated statement of profit and loss, income/ (loss) from discontinued operations is reported separately from income and expenses from continuing operations. The comparative consolidated statement of profit and loss is re-presented; as if the operation had been discontinued from the start of the comparative period. The cash flows from discontinued operations are presented separately in Notes.

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.

v) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

4.

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)	Asset classified as held for sale (Refer Note 39 (iii))	As at March 31, 2023	As at April 01, 2022	Charge for the year	Deductions/ Adjustments	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer Note 39 (iii))	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	₹ in crore	₹ 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))
Freehold Land	63	–	–	5	(48)	**20**	–	–	–	–	14	–	**14**	**6**	**1**	63	8
Buildings	748	2	(2)	18	(124)	**642**	233	19	(1)	7	19	(57)	**220**	**422**	**51**	515	68
Plant and Equipment	2,793	41	(286)	35	–	**2,583**	1,514	135	(159)	22	–	–	**1,512**	**1,071**	**130**	1,279	169
Furniture and Fixtures	77	13	(1)	2	–	**91**	47	5	–	1	–	–	**53**	**38**	**5**	30	4
Vehicles	7	–	(1)	–	–	**6**	6	–	(1)	–	–	–	**5**	**1**	**–**	1	–
Office Equipment	51	2	–	1	–	**54**	34	2	–	1	–	–	**37**	**17**	**2**	17	2
Information Technology Equipments	97	4	–	2	–	**103**	94	4	–	2	–	–	**100**	**3**	**–**	3	–
Total	**3,836**	**62**	**(290)**	**63**	**(172)**	**3,499**	**1,928**	**165**	**(161)**	**33**	**33**	**(57)**	**1,941**	**1,558**	**190**	1,908	**251**
Capital work-in-progress (Refer Note 4.2 below)														**414**	**50**	389	**51**

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)	Asset classified as held for sale (Refer Note 39 (i))	As at March 31, 2023	As at April 01, 2022	Charge for the year	Deductions/ Adjustments	Exchange gain/ (loss)	Impairment	Asset classified as held for sale (Refer Note 39 (i))	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	₹ in crore	₹ 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))
Buildings	438	6	–	2	–	**446**	158	55	–	1	–	–	**214**	**232**	**28**	280	37
Plant and Equipment	29	–	–	–	–	**29**	6	3	–	–	–	–	**9**	**20**	**2**	23	3
Vehicles	3	–	–	–	–	**3**	3	–	–	–	–	–	**3**	**–**	**–**	–	–
Office Equipment* *Net block as at March 31, 2022 ₹ 0.12 crore	1	–	–	–	–	**1**	1	–	–	–	–	–	**1**	**–**	**–**	0	–
Leasehold Land	295	–	(11)	–	(38)	**246**	35	4	(2)	–	–	(3)	**34**	**212**	**26**	260	34
Total	**766**	**6**	**(11)**	**2**	**(38)**	**725**	**203**	**62**	**(2)**	**1**	**–**	**(3)**	**261**	**464**	**56**	563	**74**

Property, Plant and Equipment	Gross Block (At Cost)						Accumulated Depreciation/ Impairment							Net Block			
	As at April 01, 2021	Additions/ Adjustments	Deductions/ Adjustments	Exchange gain/ (loss)	Asset classified as held for sale	**As at March 31, 2022**	As at April 01, 2021	Charge for the year	Deductions/ Adjustments	Exchange gain/ (loss)	Impairment	Asset classified as held for sale	**As at March 31, 2022**	**As at March 31, 2022**	**As at March 31, 2022**	As at March 31, 2021	As at March 31, 2021
	₹ 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 Supplementary information- convenience translation (See Note 2(C))**	₹ in crore	USD in million Supplementary information- convenience translation (See Note 2(C))
Freehold Land	61	–	–	2	–	**63**	–	–	–	–	–	–	**–**	**63**	**8**	61	8
Buildings	666	81	(1)	2	–	**748**	214	20	(1)	–	–	–	**233**	**515**	**68**	452	62
Plant and Equipment	2,556	246	(10)	1	–	**2,793**	1,390	134	(9)	(1)	–	–	**1,514**	**1,279**	**169**	1,166	160
Furniture and Fixtures	63	15	–	(1)	–	**77**	42	5	–	–	–	–	**47**	**30**	**4**	21	3
Vehicles	7	–	–	–	–	**7**	6	–	–	–	–	–	**6**	**1**	**–**	1	–
Office Equipment	48	3	–	–	–	**51**	32	2	–	–	–	–	**34**	**17**	**2**	16	2
Information Technology Equipments	94	5	(2)	–	–	**97**	92	4	(2)	–	–	–	**94**	**3**	**–**	2	–
Total	**3,495**	**350**	**(13)**	**4**	**–**	**3,836**	**1,776**	**165**	**(12)**	**(1)**	**–**	**–**	**1,928**	**1,908**	**251**	1,719	**235**
Capital work-in-progress (Refer Note 4.2 below)														**389**	**51**	603	**82**

Right of use assets	Gross Block (At Cost)						Accumulated Depreciation/ Impairment							Net Block			
	As at April 01, 2021	Additions/ Adjustments	Deductions/ Adjustments	Exchange gain/ (loss)	Asset classified as held for sale	**As at March 31, 2022**	As at April 01, 2021	Charge for the year	Deductions/ Adjustments	Exchange gain/ (loss)	Impairment	Asset classified as held for sale	**As at March 31, 2022**	**As at March 31, 2022**	**As at March 31, 2022**	As at March 31, 2021	As at March 31, 2021
	₹ 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 Supplementary information- convenience translation (See Note 2(C))**	₹ in crore	USD in million Supplementary information- convenience translation (See Note 2(C))
Buildings	405	33	–	–	–	**438**	104	54	–	–	–	–	**158**	**280**	**37**	301	41
Plant and Equipment	29	–	–	–	–	**29**	3	3	–	–	–	–	**6**	**23**	**3**	26	4
Vehicles	2	1	–	–	–	**3**	2	1	–	–	–	–	**3**	**–**	**–**	–	–
Office Equipment* *Opening accumulated depreciation ₹ 0.48 crore * Charge for the year ₹ 0.16 crore *Net block as at March 31, 2022 ₹ 0.12 crore	1	–	–	–	–	**1**	0	0	–	–	–	–	**1**	**0**	**–**	1	–
Leasehold Land	294	1	–	–	–	**295**	30	5	–	–	–	–	**35**	**260**	**34**	264	36
Total	**731**	**35**	**–**	**–**	**–**	**766**	**139**	**63**	**–**	**–**	**–**	**–**	**203**	**563**	**74**	592	**81**

Notes:

4.1 - Exchange differences arising on long term foreign currency monetary items relating to depreciable asset adjusted in additions/ adjustments above amounts to ₹ 0.45 crore (Previous year - ₹ 1 crore).

4.2- Addition to Capital Work-In-Progress includes expenditure incurred during construction period pending allocation aggregating ₹ 2 crore (Previous year : ₹ 4 crore). These expenses include employee and material cost ₹ 1 crore (Previous year : ₹ 1 crore), Interest Cost ₹ Nil (Previous year : ₹ 2 crore) and Other operating cost ₹ 1 crore (Previous year : ₹ 1 crore). [Other operating cost includes repairs and maintenance ₹ 0.2 crore (Previous year: ₹ 0.07 crore), legal and professional charges ₹ 0.08 crore (Previous year : ₹ 0.07 crore) and Other general expenses ₹ 0.7 crore (Previous year : ₹ 1 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 21).

4.4- Capital-work-in progress ageing schedule.

Particulars	As at March 31, 2023					As at March 31, 2022				
	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
Project in progress*	**26**	**70**	**–**	**318**	**414**	91	19	4	275	389
Total	**26**	**70**	**–**	**318**	**414**	91	19	4	275	389

* Project in progess includes ₹ 47 Crore (Previous year- ₹ 58 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 2024-25.

** The Group expects to capitalise capital-work-in progress amounting ₹ 318 crore by FY 2024-25.

5. GOODWILL

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, 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**	**USD in million**	₹ in crore	USD in million
												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Goodwill	891	–	–	54	**945**	–	–	–	–	**–**	**945**	**115**	891	118

Particulars	Gross Block (At Cost)					Accumulated Impairment					Net Block			
	As at April 01, 2021	Additions	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2022	As at April 01, 2021	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021
	₹ 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	₹ in crore	USD in million
												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Goodwill	904	–	–	(13)	891	–	–	–	–	–	891	118	904	124

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, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Pinewood	**797**	751
	797	751

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. The planning horizon reflects the assumptions for short-to-mid term market developments.

The Group has used 2% 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% (Previous year - 10.84%).

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, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
CP Pharmaceuticals	**55**	54
	55	54

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 2% 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% (Previous year - 10.84%).

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, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Morton Grove	**93**	86
	93	86

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 - 9.63%).

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, 2022	Additions/ Adjustments	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, 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	USD in million	₹ in crore	USD in million
												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Brands/Trademarks/Technical know-how	420	9	(28)	13	414	346	10	(28)	27	**355**	59	7	74	10
Computer software	106	3	–	4	113	80	14	–	3	**97**	16	2	26	3
Total	**526**	**12**	**(28)**	**17**	**527**	**426**	**24**	**(28)**	**30**	**452**	**75**	**9**	**100**	**13**
Intangible assets under Development											1,125	137	953	126

Other Intangible Assets	Gross Block (At Cost)					Accumulated Amortisation					Net Block			
	As at April 01, 2021	Additions/ Adjustments	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2022	As at April 01, 2021	Charge for the year	Deductions/ Adjustments	Exchange Gain/(Loss)	As at March 31, 2022	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021
	₹ 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	₹ in crore	USD in million
445												Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Brands/Trademarks/Technical know-how	422	8	(5)	(5)	420	328	10	(1)	9	346	74	10	94	13
Computer software	104	1	–	1	106	70	9	–	1	80	26	3	34	5
Total	**526**	**9**	**(5)**	**(4)**	**526**	**398**	**19**	**(1)**	**10**	**426**	**100**	**13**	**128**	**18**
Intangible assets under Development											953	126	776	106

Note:

Intangible assets under development ageing schedule.

Particulars	As at March 31, 2023					As at March 31, 2022				
	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
Project in progress	181	184	60	700	1,125	184	60	204	505	953
Total	**181**	**184**	**60**	**700**	**1,125**	**184**	**60**	**204**	**505**	**953**

The Group expects to capitalise key NCE's, i.e. NCE 5222 amounting ₹ 531 crore by FY 2024-25, NCE 4873 amounting ₹ 230 crore by FY 2024-25 and NCE 4282 amounting ₹ 285 crore by FY 2027-28

7. NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Investments carried at fair value through profit or loss				
Unquoted Equity Shares:				
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)				
(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**	**–**	0	–
* ₹ 0.01 crore (Previous year- ₹ 0.01 crore)				
(Transaction Value: ₹ 0.01 Crore; Previous year: ₹ 0.01 Crore)				
Total	**0**	**–**	0	–
Aggregate book value of unquoted investments* *** ₹ 0.45 crore (Previous year - ₹ 0.45 crore)**	**0**	**–**	0	–

8. NON-CURRENT FINANCIAL ASSETS - OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Margin money (under lien)	**3**	**–**	2	–
Deposit with maturity of more than 12 months	**14**	**2**	16	2
(under lien ₹ 14 crore ; Previous year - ₹ 16 crore)				
Security Deposits	**47**	**6**	44	6
(Includes deposits with Related parties ₹ 44 crore ; Previous year- ₹ 41 crore) - Also refer Note 40				
Total	**64**	**8**	62	8

9. INCOME TAX

Tax recognised in statement of profit and loss

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2022 ₹ in crore
Current tax charge	**12**	33
Tax charge pertaining to earlier years	**–**	5
Deferred tax charge/ (credit), net		
Origination and reversal of temporary differences including Minimum Alternate Tax (MAT) credit entitlement	**(15)**	(170)
Deferred tax charge/ (credit)	**(15)**	(170)
Tax charge/ (credit) for the year	**(3)**	(132)

Tax expense recognised in other comprehensive income

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2022 ₹ in crore
Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans - (charge)/ credit	**3**	5
Total	**3**	5

Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2022 ₹ in crore
Loss before tax (a)	**(624)**	(411)
Tax using the Company's domestic tax rate (Current year - 34.944% and Previous year - 34.944%)	**(218)**	(144)
Differences in tax rates of foreign jurisdictions/ tax status and intercompany adjustments	**(29)**	(21)
Current tax charge pertaining to earlier years	**–**	5
Impact of changes in tax rates/ tax laws	**20**	(3)
Non-deductible tax expenses	**4**	21
Tax deductible expenses	**1**	–
Deferred tax asset not created on unabsorbed depreciation/ losses	**190**	2
Incremental deduction allowed for research and development costs	**(4)**	(1)
Income not taxable for tax purposes	**20**	2
Reversal of MAT credit entitlement	**13**	7
Tax expense as per statement of profit and (loss) (b)	**(3)**	(132)
Effective average tax rate for the year (b)/(a)	**0.48%**	32%

Deferred tax assets and liabilities are attributable to the followings

Particulars	Deferred tax assets		Deferred tax liabilities	
	As at March 31, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore	As at March 31, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Property, Plant and Equipment	**(288)**	(267)	**(49)**	(47)
Unabsorbed depreciation/ losses	**439**	323	**–**	–
Unrealised profit on inventory/ assets	**131**	139	**–**	–
Employee benefits	**12**	15	**–**	–
Income/ expenses deferred for tax	**63**	58	**–**	–
Additional tax benefit due to change in tax laws	**31**	50	**–**	–
Allowance for credit loss	**17**	27	**–**	–
Lease arrangement	**20**	20	**–**	–
Loans and Borrowings	**(2)**	(2)	**–**	–
Other items	**(11)**	1	**–**	–
Deferred tax assets/ (liabilities)	**412**	364	**(49)**	(47)
MAT credit entitlement	**196**	209	**17**	19
Net deferred tax assets/ (liabilities)	**608**	573	**(32)**	(28)
Net deferred tax assets/ (liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	**74**	76	**(4)**	(4)

Movement in deferred tax assets and liabilities

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	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Deferred tax asset/ (liabilities)							
Property, Plant and Equipment	(314)	(22)	(1)	–	**(319)**	**–**	**(319)**
Unabsorbed depreciation/ losses	323	107	9	–	**410**	**410**	**–**
Unrealised profit on inventory/ assets	139	(8)	–	–	**131**	**131**	**–**
Employee benefits	15	(6)	3	–	**14**	**14**	**–**
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)	–	–	**25**	**25**	**–**
Lease arrangement	20	–	–	–	**21**	**21**	**–**
Loans and Borrowings	(2)	–	–	–	**(2)**	**–**	**(2)**
Other items	1	(11)	(1)	–	**(11)**	**–**	**(11)**
Deferred tax assets/ (liabilities)	317	28	18	–	**363**	**695**	**(332)**

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	₹ in crore	₹ in crore	₹ in crore	₹ in crore
MAT credit entitlement	228	(13)	–	(2)	**213**	**213**	**–**
Net deferred tax assets/ (Liabilities)	545	15	18	(2)	**576**	**908**	**(332)**
Net deferred tax assets/ (Liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	66	2	2	–	**70**	**110**	**(40)**

Particulars	Net balance April 01, 2021	Recognised in profit or loss	Recognised in Other Comprehensive Income	March 31, 2022		
				Net Deferred tax asset/ (liability)	Deferred tax asset	Deferred tax liability
	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore	₹ in crore
Deferred tax asset/(liabilities)						
Property, Plant and Equipment	(297)	(17)	–	(314)	–	(314)
Unabsorbed losses	219	104	–	323	323	–
Unrealised profit on inventory/ assets	92	47	–	139	139	–
Employee benefits	12	(2)	5	15	15	–
Income/ expenses deferred for tax	22	36	–	58	58	–
Additional tax benefit due to change in tax laws	49	1	–	50	50	–
Allowance for credit loss	30	(3)	–	27	27	–
Lease arrangement	11	9	–	20	20	–
Loans and Borrowings	(1)	(1)	–	(2)	–	(2)
Other items	(4)	5	–	1	1	–
Deferred tax assets/ (Liabilities)	133	179	5	317	633	(316)
MAT credit entitlement	237	(9)	–	228	228	–
Net deferred tax assets/ (Liabilities)	370	170	5	545	861	(316)
Net deferred tax assets/ (Liabilities) (USD in million) Supplementary information- convenience translation (See Note 2(C))	50	22	1	72	114	(42)

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.

MAT credit balance as on March 31, 2023 amounts to ₹ 213 crore (Previous year: ₹ 228 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.

ii) 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.

iii) 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.

iv) 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.

v) Aggregate temporary differences and carried forward tax losses for which the Company has not created deferred tax amounted to ₹ 455 crore (Previous year - ₹ 142 crore). These tax losses are available for set off against future taxable profits over next 8 years.

vi) Carried forward tax losses

Tax losses for which the Company does not recognised deferred tax asset expire as follows.

Particulars (₹ in crore)	Expiring within 5 years	Expiring within 6-8 years	Total
Losses for which no deferred tax is recognised	–	313	313

vii) 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 ₹ 344 crore (Previous year - ₹ Nil).

viii) 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)	Never Expire	Expiring between 2025-2036	Total
Losses for which no deferred tax is recognised	122	59	181

10. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Capital Advances	**12**	**1**	10	1
Security Deposits (Refer note 10.1 below)	**15**	**2**	16	2
Other advances (Refer note 10.2 below)	**80**	**10**	77	10
Total	**107**	**13**	103	13

The above amounts are net of provision amounting ₹ 7 crore (Previous year - ₹ 7 crore)

Note 10.1

Includes balances with Government and Semi-Government authorities amounting ₹ 12 crore (Previous year - ₹ 14 crore)

Note 10.2

Includes balances with Government authorities amounting ₹ 76 crore (Previous year - ₹ 76 crore)

11. INVENTORIES

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Raw Materials, packing materials and components	**231**	**28**	262	35
Goods-in-transit	**2**	**–**	3	–
	233	**28**	265	35
Work-in-progress	**54**	**7**	49	6
Stock-in-trade	**105**	**13**	100	13
Finished goods (Including Goods-in-transit of ₹ 4 crore (Previous year: ₹ Nil)	**155**	**19**	249	33
Stores and spares	**111**	**14**	106	14
Total	**658**	**80**	769	101

Notes:

a) Inventories are valued at cost or net realizable value, whichever is lower.

b) Write down of inventories to net realisable value, and provision of slow moving and non moving items for the year ₹ (9) crore (Previous year: ₹ 6 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.

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 March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Unsecured, considered good	803	98	932	123
Less: Allowance for expected credit loss	(6)	(1)	(14)	(2)
Total	797	97	918	121
Unsecured credit impaired	107	13	99	13
Less: Allowance for expected credit loss	(107)	(13)	(99)	(13)
Total	–	–	–	–
Total	797	97	918	121

Notes:

12.1 Trade receivables include dues from private companies in which any director is a director or a member ₹ 6 crore (Previous year: ₹ 4 crore). [Also refer note 43 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 21).

The following information shows the carrying amount of net trade receivables at the reporting date that have been transferred but have not been derecognised.

	As at March 31, 2023 ₹ in crore
Carrying amount of net trade receivable transferred to bank	55

12.3 Trade Receivables ageing schedule

Particulars	As at March 31, 2023						
	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	Total ₹ 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)
Total	327	359	33	20	19	39	797

Particulars	As at March 31, 2022						
	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	Total ₹ in crore
(i) Undisputed Trade receivables – considered good	573	202	48	53	34	22	932
(ii) Undisputed Trade Receivables – credit impaired	–	–	–	–	–	99	99
	573	202	48	53	34	121	1,031
Less: Allowance for expected credit loss	(1)	(3)	(1)	(2)	(7)	(99)	(113)
Total	572	199	47	51	27	22	918

13.1 CURRENT FINANCIAL ASSETS-CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Bank balances				
In current accounts	**90**	**11**	370	49
Cash on hand*	**–**	**–**	0	–
* ₹ Nil (Previous year - ₹ 0.09 crore)				
	90	**11**	370	49

13.2 CURRENT FINANCIAL ASSETS-OTHER BANK BALANCES

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million
In current accounts (balances subject to restrictions under Business transfer agreement and NCDs)* * ₹ 0.01 crore in current year	**0**	**–**	3	–
Deposits with original maturity of less than 3 months (under lien/balances subject to restrictions under Business transfer agreement and NCDs)	**1**	**–**	5	1
Deposits with original maturity of more than 3 months but less than 12 months (under lien)	**18**	**2**	12	2
Deposits with original maturity equal to 12 months (under lien)	**8**	**1**	1	–
Deposits with original maturity of more than 12 months (under lien)	**4**	**–**	11	1
Margin money (under lien)	**3**	**–**	4	1
Unpaid dividend accounts*	**0**	**–**	0	–
* ₹ 0.50 crore (Previous year - ₹ 0.50 crore)				
Total	**34**	**4**	36	5

14. CURRENT FINANCIAL ASSETS-OTHERS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Deposits and other receivables	**26**	**3**	12	2
Total	**26**	**3**	12	2

15. OTHER CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Advances to suppliers (Refer note 15.1 below)	**68**	**8**	73	10
Balances with / receivable from statutory / government authorities	**172**	**21**	175	23
Contract assets (Refer note 15.3 below)	**–**	**–**	50	6
Other advances (Refer note 15.2 below)	**69**	**8**	42	6
Total	**309**	**38**	340	45

Note 15.1

Advances to suppliers include dues from private companies in which any director is a director or a member ₹ 3 crore (Previous year: ₹ 1 crore).

Note 15.2

Other advances includes inventory of Saleable goods ₹ 1 crore (Previous year: ₹ 1 crore).

Further the above balances are net of provisions amounting ₹ 25 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 has provided for this contract assets during the year and has disclosed it as 'Exceptional items'.

16. EQUITY SHARE CAPITAL

(a) Authorised share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	₹ 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	16
	125	**15**	125	16

(b) Issued, Subscribed and Paid up

Particulars	As at March 31, 2023			As at March 31, 2022		
	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))
Equity :						
Outstanding as at the beginning of the year	**144,060,153**	72	9	110,781,153	55	7
Add: Shares issued during the year on rights basis	**–**	–	–	33,244,650	17	2
Add: Shares issued during the year pursuant to ESOS*	**28,170**	0	–	34,350	0	–
* ₹ 0.01 crore (Previous year- ₹ 0.02 crore)						
Outstanding as at the end of the year	**144,088,323**	72	9	144,060,153	72	9

a) During the previous year, in accordance with provisions of the Companies Act, 2013 and other related laws, the Company had offered its shareholders to subscribe to a right issue of 33,244,650 equity shares at an issue price of ₹ 225 per share. The issue was fully subscribed.

Details of utilization of proceeds from Right issue is as follows:

Purpose of Utilization	Current year ₹ in crore	Previous year ₹ in crore
Loan repayment	**90**	**500**
General Corporate purpose	**99**	**55**
	189	**555**
Amount parked in bank account as on the balance sheet date (after adjusting right issue expenses)	–	189

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:**

293,455 (Previous year - 362,225) 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, 2023		As at March 31, 2022	
	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.*	**69,544,744**	**48.27%**	77,344,744	53.69%

* includes 55,943,000 Equity Shares (Previous year - 42,167,000) pledged

e) Details of equity shares held by Promoters:

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 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%	–
	85,456,076	**59.31%**	96,713,943	67.13%	

Name of the Promoters	As at March 31, 2022		As at March 31, 2021		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Habil Khorakiwala	**597,286**	**0.41%**	459,451	0.41%	30.00%
Themisto Trustee Company Private Limited on behalf of Humuza Consultants	**77,344,744**	**53.69%**	60,495,957	54.61%	27.85%
Themisto Trustee Company Private Limited on behalf of Habil Khorakiwala Trust	**2,990,000**	**2.08%**	4,400,000	3.97%	-32.05%
Murtaza Habil Khorakiwala	**294,060**	**0.20%**	226,200	0.20%	30.00%
Huzaifa Habil Khorakiwala	**280,800**	**0.19%**	216,000	0.19%	30.00%
Nafisa Habil Khorakiwala	**3,432**	**0.002%**	2,640	0.002%	30.00%
Miqdad H Khorakiwala	**2,340**	**0.002%**	1,800	0.002%	30.00%
Callirhoe Trustee Company Private Limited on behalf of Lysithea Discretionary Trust	**936,751**	**0.65%**	1,320,578	1.19%	-29.07%
Callirhoe Trustee Company Private Limited on behalf of Lysithea Consultants	**4,160,000**	**2.89%**	3,200,000	2.89%	30.00%
Pasithee Trustee Company Private Limited on behalf of HNZ Discretionary Trust	**650,000**	**0.45%**	1,500,000	1.35%	-56.67%
Pasithee Trustee Company Private Limited on behalf of HNZ Consultants	**4,420,000**	**3.07%**	3,400,000	3.07%	30.00%
Ananke Trustee Company Private Limited on behalf of Amalthea Discretionary Trust	**874,530**	**0.61%**	1,472,716	1.33%	-40.62%
Ananke Trustee Company Private Limited on behalf of Amalthea Consultants	**4,160,000**	**2.89%**	3,200,000	2.89%	30.00%
	96,713,943	**67.13%**	79,895,342	72.12%	

17. NON-CURRENT FINANCIAL LIABILITY-BORROWINGS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information-convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Secured				
Term loans				
from banks / financial institutions (Refer Note 17.1 to 17.3 below)	**222**	**27**	260	34
	222	**27**	260	34
Unsecured				
Non-convertible debentures (Refer note 17.4 below)	**–**	**–**	49	6
Loans from Department of Science and Technology, Government of India ['GOI'] (Refer note 17.5 below)	**2**	**–**	2	–
Others term loan (Refer note 17.6 below)	**–**	**–**	44	6
Total	**224**	**27**	355	46

Note 17.1

The term loan of USD Nil (Previous year - USD 10 million) amounting to ₹ Nil (Previous year - ₹ 76 crore) was secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than plants at Kadaiya in Daman. This term loan carried interest rate of 6 months USD LIBOR plus 325 BPS p.a. and is fully repaid and the charge created has been released.

Note 17.2

The term loan of ₹ Nil (Previous year - ₹ 50 crore) from IDBI Bank was secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than plants at Kadaiya in Daman. This term loan carried interest rate at Bank Base Rate plus 75 BPS p.a. and is fully repaid and the Company is in the process of releasing the charge created on the fixed assets (present and future, located at all locations other than plants at Kadaiya, Daman) of the Company for the IDBI loan based on the "No Dues certificate' received.

The term loan of ₹ Nil (Previous year - ₹ 45 crore) from Bank of Maharashtra ('BOM') was secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than plants at Kadaiya in Daman.This term loan carried interest rate at One Year's MCLR plus 185 BPS p.a and is fully repaid and the charge created has been released.

The term loan of ₹ 50 crore (Previous year - ₹ 90 crore) from Bank of Baroda ('BOB') is secured by first charge on pari passu basis on fixed assets, present and future, located at all locations other than plants at Kadaiya in Daman. This term loan carries interest rate at One Year's MCLR plus 185 BPS and is repayable in 5 equal quarterly instalments by June 2024.

Note 17.3

Term Loan availed by Pinewood Laboratories Limited of Euro 26.25 million (Previous year: Euro 29.75 million) amounting to ₹ 235 crore (Previous year: ₹ 251 crore) is secured by:

(i) First Ranking fixed and floating charge over all the present and future assets and undertakings of Pinewood Laboratories Limited.

(ii) First Ranking charge over ordinary shares of Pinewood Laboratories Limited and other investments held by Wockpharma Ireland Limited.

The loan carries an interest of 3 months EURIBOR + Cash Margin 7% p.a. (3 months EURIBOR floor of 0.50%).

Further, Pinewood Laboratories Limited had availed a loan of Euro 3 million (Previous year: Euro 4 million) amounting to ₹ 27 crore (Previous year: ₹ 34 crore) secured as mentioned above in (i) and (ii) and carries an interest of 3 months EURIBOR + Cash Margin 10% p.a. (3 months EURIBOR floor of 0.50%).

The revised repayment schedule as confirmed by the lender subsequent to the year end is as follows: Euro 4.5 million payable per annum (payable quarterly), starting from June 30, 2023 and an additional installment of Euro 3 million payable by December 2024.

The Company and the lender are working to finalise the revised loan facility documentation.

Note 17.4

25,000 (Previous year - 25,000), 13.75% (Previous year- 11.75%) Unsecured Non-Convertible Debentures of 90,000 each aggregating ₹ 225 crore are repayable at par as per below repayment schedule:

Redemption on	No. of debentures
Octerber, 2024	**1,334**
June, 2024	**1,833**
May, 2024	**4,722**
April, 2024	**2,833**
December, 2023	**9,167**
June, 2023	**5,111**

Put/Call option:

Put/Call option for 5,000 debentures (alloted in October 2021) will vest in June 15, 2023, and each date falling at the expiry of 6 months thereafter. For the balance 20,000 debentures (alloted 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 19,875,000 equity shares of the 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 exisitng 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- ₹ 3 crore) is repayable in equal annual instalments by March 2029.

Note 17.6

Loan others consists ₹ 35 crore (Previous year - ₹ 50 crore) loan from Arka Fincap Limited carrying interest rate of 12.50% (Previous year- 11.75%) p.a. repayable in June 2023

The above loan has been secured against pledge of 3,502,000 equity shares of the 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 the aforesaid loan are also secured by way of

a) first ranking charge/hypothecation of movable assets (all present and future rights) and paripassu with the exisitng lenders/charge holders of movable assets.

b) first ranking and exclusive charge/hypothecation of fixed deposit - ISRA accounts and Cash top -Up account, and monies lying therein.

Note 17.7

Current maturities of the above borrowings have been disclosed under Note 21.

18. NON-CURRENT FINANCIAL LIABILITY-OTHERS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Payable for claims [Refer note 39 (ii) and note 23]	–	–	152	20
Total	–	–	152	20

19. NON-CURRENT LIABILITY-OTHERS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Deferred revenue	**78**	**9**	–	–
Total	**78**	**9**	–	–

20. PROVISIONS (NON-CURRENT)

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Provision for employee benefits (Refer note 37)				
Leave encashment (unfunded)	**9**	**1**	11	1
Gratuity (unfunded)	**17**	**2**	21	3
Total	**26**	**3**	32	4

21. CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
(a) Secured				
Working capital facilities from banks (Refer Note 21.1 below)	**492**	**60**	450	59
Buyers' credit/ Supplier's credit (Refer Note 21.2 below)	**16**	**2**	10	1
Purchase financing (Refer Note 21.3 below)	**19**	**2**	–	–
Trade Receivables financing (Refer Note 21.4 below)	**15**	**2**	–	–
(b) Unsecured				
Loan from related party (Refer Note 21.6 below and Refer Note 40)	**788**	**96**	574	76
(c) Current maturities of long-term debt (Refer note 17)	**333**	**41**	473	62
Total	**1,663**	**202**	1,507	198

Note 21.1

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 on immovable properties and movable fixed assets, both present and future, located at all locations (other than plants at Kadaiya in Daman).

Note 21.2

Buyers' credit/ 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 21.3

Purchase financing from financial institution is secured against unconditional and irrevocable Bank Guarantees that stands as guarantee under this facility.

Note 21.4

Trade receivable financing is secured against the book debts, present and future, with carrying amount of ₹ 55 crores.

Note 21.5

Refer note 12 to 14 for carrying amount of current financial assets on which charge has been created.

Note 21.6

Loans from related parties carrying interest rate in the range of 6.05 % p.a to 15.10 % p a with a tenure of 1 year and subject to rollover by mutual consent. Subsequent to March 31, 2023, the terms of borrowings of ₹ 600 crores from related parties, which were current have been revised and now the repayment tenure for such borrowings have been extended to March 31, 2025 with an option to the Company to further renew the loan basis Company's assessment of cash flows and liquidity position on that date.

22. CURRENT FINANCIAL LIABILITY-TRADE PAYABLES

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Trade payables	**867**	**105**	921	123
Total	**867**	**105**	921	123
The carrying amount of trade payables as at reporting date approximates fair value				

Note:

Trade Payables ageing schedule

Particulars	As at March 31, 2023					
	Not Due** ₹ in crore	Less than 1 Year ₹ in crore	1- 2 Years ₹ in crore	2- 3 Years ₹ in crore	More than 3 Years ₹ in crore	Total ₹ in crore
Undisputed outstanding dues of creditors*	**160**	**557**	**51**	**71**	**28**	**867**
Total	**160**	**557**	**51**	**71**	**28**	**867**

* Above includes dues of MSMED companies having place of business in India for ₹ 33 crore

** Trade payables includes accrued expenses.

Particulars	As at March 31, 2022					
	Not due** ₹ in crore	Less than 1 Year ₹ in crore	1- 2 Years ₹ in crore	2- 3 Years ₹ in crore	More than 3 Years ₹ in crore	Total ₹ in crore
Undisputed outstanding dues of creditors*	116	714	31	33	27	921
Total	116	714	31	33	27	921

* Above includes dues of MSMED companies having place of business in India for ₹ 45 crore

** Trade payables includes accrued expenses.

23. CURRENT FINANCIAL LIABILITY-OTHERS

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Unpaid dividends*	**–**	**–**	–	–
* ₹ 0.50 crore (Previous year- ₹ 0.50 crore)				
Other payables				
Security deposits	**13**	**2**	14	2
Employee liabilities	**52**	**6**	66	9
Payable for capital goods	**81**	**10**	96	13
Payable for claims [Refer note 39 (ii)]	**175**	**21**	65	9
Others liabilities	**321**	**39**	313	41
Total	**642**	**78**	554	74

24. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Payable for statutory dues	**53**	**6**	33	4
Advance received from customers against supplies	**66**	**8**	51	7
Deferred revenue	**7**	**1**	17	2
Total	**126**	**15**	101	13

25. PROVISIONS (CURRENT)

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Provision for employee benefits (Refer note 37)				
Leave Encashment (unfunded)	**5**	**1**	5	1
Gratuity (unfunded)/ Pension and other benefits	**8**	**1**	8	1
	13	**2**	13	2
Other provisions				
Provision for sales return (Refer note 25.1 below)	**21**	**3**	17	2
Provision for medicaid rebates (Refer note 25.2 below)	**10**	**1**	7	1
Total	**44**	**5**	37	5
Note 25.1				
Movement of provision for sales return				
Opening Balance	**17**	**2**	23	3
Recognised during the year	**26**	**3**	37	5
Utilised during the year	**(23)**	**(3)**	(44)	(6)
Foreign currency translation	**1**	**–**	1	–
Closing Balance	**21**	**3**	17	2

Provision has been recognised for expected sales return on date expiry of products sold during 2-3 years.

Note 25.2				
Movement of provision for Medicaid rebates				
Opening Balance	**7**	**1**	24	3
Recognised during the year	**28**	**3**	91	12
Utilised during the year	**(25)**	**(3)**	(109)	(14)
Foreign currency translation	**–**	**–**	1	–
Closing Balance	**10**	**1**	7	1

Provision for Medicaid Rebate made based on the past trend of expected settlements of these claims in the future.

26. REVENUE FROM OPERATIONS (REFER NOTE 33)

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Sale of products	**2,561**	**312**	3,138	414
Sale of services	**11**	**1**	3	–
Sale of intellectual property	**74**	**9**	69	9
Other operating income - export incentives/ cost recovery	**5**	**1**	20	3
Total	**2,651**	**322**	3,230	426

27. OTHER INCOME

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Interest income	**4**	**–**	6	1
Dividend received*	**0**	**–**	0	–
* ₹ 0.0014 crore (Previous year- ₹ 0.0014 crore)				
Exchange fluctuation gain, net	**80**	**10**	11	1
Other non-operating income (Refer note below)	**38**	**5**	3	–
Total	**122**	**15**	20	2

Note:

Other non-operating income includes:

(a) Liabilities no longer required written back of ₹ 3 crore (Previous year : ₹ 2 crore).

(b) Profit on sale of properties ₹ 29 crore (Previous year- ₹ Nil)

28. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million
		Supplementary information- convenience translation (See Note 2(C))		Supplementary information- convenience translation (See Note 2(C))
Opening Inventories				
Finished goods	**249**	**30**	297	39
Stock in trade	**100**	**12**	143	19
Work-in-progress	**49**	**6**	45	6
Add: Inventory for Saleable Returns	**1**	**–**	1	–
Total	**399**	**49**	486	64
Closing Inventories				
Finished goods	**155**	**19**	249	33
Stock in trade	**105**	**13**	100	13
Work-in-progress	**54**	**7**	49	6
Add: Inventory for Saleable Returns	**1**	**–**	1	–
Total	**315**	**38**	399	52
Decrease in Inventories	**84**	**10**	87	12

29. EMPLOYEE BENEFITS EXPENSE

Particulars	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Salaries and wages (Refer note 37)	**550**	**67**	641	85
Contribution to provident and other funds (Refer note 37)	**60**	**7**	70	9
Share based payments to employees (Refer note 38)	**1**	**–**	1	–
Staff welfare expenses	**26**	**3**	37	5
Total	**637**	**77**	749	99

30. FINANCE COSTS

Particulars	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Interest expense				
On term loan	**44**	**5**	77	10
On lease liabilities	**28**	**3**	31	4
Others	**219**	**27**	181	24
Other borrowing costs	**11**	**1**	17	2
Net loss on foreign currency transactions and translation*	**0**	**–**	0	–
*₹ 0.40 crore (Previous year - ₹ 0.14 crore)				
	302	**37**	306	40
Less: Finance costs capitalised*	**–**	**–**	(7)	(1)
*weighted average capitalisation rate Nil (Previous year : 2.05%)				
Total	**302**	**37**	299	39

31. OTHER EXPENSES

Particulars	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Traveling and conveyance	**35**	**4**	28	4
Freight and forwarding charges	**61**	**7**	71	9
Sales promotion and other selling cost	**45**	**5**	86	11
Commission on sales	**28**	**3**	23	3
Power and fuel	**103**	**13**	98	13
Stores and spare parts consumed	**48**	**6**	61	8
Chemicals	**17**	**2**	26	3

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Rent and amenity charges (Refer note 35)	**34**	**4**	31	4
Rates and taxes	**12**	**1**	16	2
Repairs to buildings	**4**	**–**	6	1
Repairs to Plant and machinery	**19**	**2**	32	4
Repairs and Maintenance - others	**38**	**5**	44	6
Insurance	**30**	**4**	30	4
Legal and professional fees	**80**	**10**	118	16
Directors' sitting fees (Refer note 40)	**1**	**–**	1	–
Allowance for expected credit loss/Bad debts provision	**22**	**3**	20	3
Miscellaneous expenses	**225**	**27**	225	30
Total	**802**	**98**	916	121

32. 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, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 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	**(559)**	**(68)**	(244)	(32)

Reconciliation of number of equity shares

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2022
Weighted average number of shares in calculating Basic EPS	**144,064,321**		120,560,315	
Add: Weighted average number of shares under ESOS	**241,372**		404,692	
Earnings per share (face value ₹ 5/- each)				
Earnings per share - Basic in ₹/ USD	**(38.79)**	**(0.47)**	(20.24)	(0.27)
Earnings per share - Diluted in ₹/ USD	**(38.79)**	**(0.47)**	(20.24)	(0.27)

Basic and diluted earnings per share for the year ended March 31, 2022 have been adjusted appropriately for the bonus element in respect of rights issue made during previous year.

33. 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 26)	**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))**	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Total revenue from Customers	**2,646**	**321**	3,210	423
Other Operating income	**5**	**1**	20	3
Total	**2,651**	**322**	3,230	426

Reconciliation of revenue from operations as per contract price and as recognised in statement of profit and loss:

Particulars	**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))**	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Total Gross revenue, net of estimated returns and medicate rebate	**4,268**	**519**	5,112	674
Less: Discounts, rebates, chargeback and other adjustments	**(1,622)**	**(197)**	(1,902)	(251)
Revenue from contract with customers	**2,646**	**322**	3,210	423
Other Operating income	**5**	**1**	20	3
Total	**2,651**	**322**	3,230	426

34. 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 March 31, 2023 ₹ in crore**	**For the year ended March 31, 2023 USD in million Supplementary information-convenience translation (See Note 2(C))**	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
External revenue in the above reportable business segment	**2,651**	**322**	3,230	426

Information about geographical areas:

a) Revenue from external customers:

Particulars	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
India	**609**	**74**	661	87
USA	**303**	**37**	342	45
Europe	**1184**	**143**	1,615	213
Rest of the world	**555**	**68**	612	81
Total	**2,651**	**322**	3,230	426

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)

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
India	**2,233**	**272**	2,027	267
USA	**99**	**12**	375	49
Europe	**2,053**	**250**	2,230	294
Rest of the world	**303**	**37**	275	36
Total	**4,688**	**571**	4,907	646

c) Information about major customer:

There are no major customers contributing to more than 10% of the total revenue.

35. LEASES

Lease liability as on the balance sheet date is as follows:

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Non-current portion	**226**	267
Current	**71**	69
Total	**297**	336

The weighted average incremental borrowing rate used for discounting is in the range of 3.37% to 9.65 %

Refer Note 30 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 ₹ 0.88 crore (Previous year : ₹ 1.41 crore) and rent for low value assets amounting to ₹ 0.14 crore (Previous year : ₹ 0.46 crore) have been included under Note 31 - Other expenses under Rent and amenity charges.

Further, Refer Note 43 for maturity profile of lease liabilities.

36. EXPENDITURE ON RESEARCH AND DEVELOPMENT

Particulars	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Capital*	**132**	**16**	158	21
Revenue	**141**	**17**	143	19
Total	**273**	**33**	301	40

* Including intangible assets under development and excluding foreign currency translation reserve on intangible assets under development.

37. 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 March 31, 2023 Gratuity (Non-funded) ₹ in crore	As at March 31, 2022 Gratuity (Non-funded) ₹ in crore
I.	**Expenses recognised in Profit or Loss:**			
	1.	Current Service Cost	**2**	3
	2.	Interest cost	**2**	1
		Total Expenses	**4**	4
II.	**Expenses recognised in Other Comprehensive income:**			
	1.	Actuarial changes arising from changes in demographic assumptions*	**0**	–
		* ₹ 0.23 crore in current year		
	2.	Actuarial changes arising from changes in financial assumptions	**(3)**	(1)
	3.	Actuarial changes arising from changes in experience adjustments	**(1)**	2
		Total Expenses	**(4)**	1
III.	**Net Asset /(Liability) recognised as at balance sheet date:**			
	1.	Present value of defined benefit obligation	**25**	30
		Net Asset/(Liability)	**(25)**	(30)
IV.	**Reconciliation of Net Asset / (Liability) recognised as at balance sheet date:**			
	1.	Net Asset/(Liability) at the beginning of year	**(30)**	(28)
	2.	Expense as per (I) & (II) above	**–**	(5)
	3.	Benefit paid	**5**	3
	4.	Net asset/(liability) at the end of the year	**(25)**	(30)
V.	**Maturity profile of defined benefit obligation**			
	1.	Within the next 12 months (next annual reporting period)	**8**	8
	2.	Between 2 and 5 years	**14**	16
	3.	Between 6 and 10 years	**8**	9
	4.	Weighted average duration (years)	**4**	4
VI.	**Quantitative sensitivity analysis for significant assumptions is as below:**			
	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	**(0.39)**	(0.51)

(A) Particulars	As at March 31, 2023 Gratuity (Non-funded) ₹ in crore	As at March 31, 2022 Gratuity (Non-funded) ₹ in crore
(ii) 0.5 percent point decrease in discount rate	**0.41**	0.53
(iii) 0.5 percent point increase in rate of salary increase	**0.41**	0.51
(iv) 0.5 percent point decrease in rate of salary increase	**(0.40)**	(0.51)
(v) 10 percent point increase in attrition rate	**0.30**	0.16
(vi) 10 percent point decrease in attrition rate	**(0.33)**	(0.19)
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.		
VII. Actuarial Assumptions:		
1. Discount rate	**7.30%**	6.20%
2. Expected rate of salary increase	**1% p.a**	3% p.a
3. Attrition rate	**40% at lower service reducing to 15% at higher service**	35% at lower service reducing to 16% 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%

(a) Amount recognised as an expense in the Statement of Profit and Loss and included in Note 29 under Salaries and wages: Gratuity ₹ 4 Crore (Previous year - ₹ 4 crore) and Leave encashment ₹ 3 crore (Previous year - ₹ 3 crore)

(b) The estimates of future salary increases considered in the actuarial valuation take account of seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(c) 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.

(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 29 - Contribution to provident and other funds:

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2022 ₹ in crore
Provident fund	**12**	12
Others (Employee State insurance and other funds)	**2**	2
Total	**14**	14

The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(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 ₹ 11 crore (Previous year : ₹ 13 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, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Present value of defined benefit obligations	**(326)**	(448)
Fair value of plan assets	**507**	536
Total	**181**	88
Less: Restriction to the amount that can be recognised	**(181)**	(88)
Total	**–**	–

Changes in the present value of the defined benefit obligations are as follows:

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Defined benefit obligation, beginning of the year	**448**	473
Interest expense	**11**	9
Benefits paid	**(10)**	(9)
Remeasurements: Actuarial (gains) and losses	**(133)**	(19)
Past service costs including curtailments		–
Foreign currency translation	**10**	(6)
Defined benefit obligation, end of the year	**326**	448

Changes in the fair value of plan assets are as follows:

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Fair value of plan assets, beginning of the year	**536**	505
Interest income	**14**	10
Benefits paid	**(10)**	(9)
Contributions by employer	**13**	23
Remeasurements: Actuarial gains and losses	**(58)**	14
Foreign currency translation	**12**	(7)
Fair value of plan assets, end of the year	**507**	536

The total costs for the year in relation to defined benefit plans are as follows:

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2022 ₹ in crore
Recognised in profit or loss:		
Net interest/ (income) expense	**(3)**	(1)
	(3)	(1)
Recognised in other comprehensive income:		
Remeasurements actuarial gains and losses on fair value of plan asset	**58**	(14)
Remeasurements actuarial gains and losses on define benefit obligation	**(133)**	(19)
Remeasurements gains and losses- changes to the restriction on the amount that can be recognised.	**91**	57
Remeasurement of the net defined benefit plan	**16**	24

The breakup of major categories of plan assets are as follows:

Particulars	As at March 31, 2023 %	As at March 31, 2022 %
Equity instruments	**0**	50.50
Debt instruments	**40.50**	7.60
Annuity policy	**13.40**	15.90
Other assets	**46.10**	26.00

The return on plan assets are as follows:

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2022 ₹ in crore
Interest income	**14**	10
Remeasurements: Actuarial gains and losses	**(58)**	14
Return on assets of benefit plan	**(44)**	24

The principal actuarial assumptions as at Balance Sheet date were:

Particulars	As at March 31, 2023 %	As at March 31, 2022 %
Discount rate	**4.65**	2.65
Expected rate of increase in salary	**3.30**	3.70
Inflation rate	**2.60**	3.15
Mortality rates		
Current pensioners at 65 - male	**21.60**	21.50
Current pensioners at 65 - female	**24.10**	24.00
Future pensioners at 65 - male	**22.60**	22.50
Future pensioners at 65 - female	**25.20**	25.20

Particulars	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2022 ₹ in crore
Quantitative sensitivity analysis for significant assumptions is as below:		
(Increase)/decrease on net defined benefit obligation at the end of the year		
(i) One percent point increase in discount rate	**37**	65
(ii) One percent point decrease in discount rate	**(47)**	(85)
(iii) One percent point increase in inflation rate	**(36)**	(63)
(iv) One percent point decrease in inflation rate	**30**	52

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.

38. SHARE BASED PAYMENTS TO EMPLOYEES

ESOS 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 ESOS 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, 2023**	For the year ended March 31, 2022
a) Outstanding at beginning of the year	**362,225**	553,500
b) Granted during the year	**19,300**	90,750
c) Lapsed during the year (re-issuable) *	**59,900**	247,675
d) Exercised during the year (and shares allotted) *	**28,170**	34,350
e) Outstanding at the end of the year :	**293,455**	362,225
of which	**193,855**	245,925
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	**₹ 206- ₹ 224**	₹ 452- ₹ 510
Weighted average share price for the period	**₹ 232**	₹ 466
Range of weighted average fair value of options on the date of grant per share	**₹ 264 - ₹ 967**	₹ 297 - ₹ 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, 2023**	For the year ended March 31, 2022
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**	₹ 301 - ₹ 971
Range of expected life	**1 years - 8 years**	1 years - 8 years
Range of risk free interest rate	**5% -9 %**	4% -9 %
Range of Volatility	**36% - 88%**	36% - 88%
Range of weighted average exercise price (₹ Per share)	**₹ 5**	₹ 5
Range of Weighted average remaining contractual life	**0.01 year - 12 years**	1 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. (i) The Company had reassessed the commercial prospects of the Nutrition Business and decided not to pursue it in near future and therefore, the Nutrition Business assets were classified as assets held for disposal (Property, Plant and Equipments) ₹ 144 crore.

Also the Company is in the process of disposing certain land located at Aurangabad and Ankaleshwar amounting ₹ 35 crore, and has accordingly classified the same as 'Asset held for Sale'.

(ii) Persuant to a settlement agreement entered with the State of Texas on February 8, 2022 in regard to Civil Investigative Demand ('CID') with respect to submission of price information and updates to Texas Medicaid programme in US, Wockahrdt USA LLC (WUSA) has agreed to pay USD 36 million and interest over nine instalments between 2022 and 2025. Basis the repyament schedule, during the previous year ended March 31, 2022 WUSA had created provision and presented ₹ 183 crores (charge for the year) based on its present value as an 'Exceptional Item' and paid ₹ 22 crore (USD 3 million).

During the year ended March 31, 2023, the WUSA has agreed for an early payment schedule for the settlement of the liability. Pursuant to this revision, WUSA has recorded an additional cost of ₹11 crores due to unwinding of the discount (basis the original payment schedule) as an 'Exceptional Items'.

Further ₹ 93 crore (USD 11.5 million) has been paid by WUSA during the current year and ₹ 177 crore (USD 21.5 million) is outstanding as on March 31, 2023.

(iii) In view of changed pharmaceutical market situation in USA, the Group has initiated various measures including restructuring its business model in US inter-alia by closing down its manufacturing facility in Illinois from September 2022 and undertaking its business in USA through contract manufacturing the products sold by it in US/ North America by engaging USFDA approved manufacturing partners, meeting the quality standards acceptable to the Group. Accordingly the Group has provided/ incurred loss of ₹ 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 pursuing to this restructuring and has disclosed these as an 'Exceptional items' for the year ended March 31, 2023.

Further ₹ 115 crores (USD 14 million) w.r.t. land and buildings have been classified as 'Assets held for Sale'.

(iv) The Company had accounted for a contract asset of ₹ 50 crore pursuant to a contract manufacturing agreement. 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, the Company has provided for this contract asset and has disclosed it as 'Exceptional items'.

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 significant influence/control exits**

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 Khorakiwala 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 relationships where transactions have taken place during the year***

Enterprises over which Key Managerial Personnel exercise significant influence/control

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

Habil Khorakiwala - Chairman

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

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

Relatives of Key managerial personnel

N.H. Khorakiwala

Miqdad H Khorakiwala

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, 2023 ₹ in crore	**For the year ended March 31, 2023 USD in million**	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Key managerial personnel				
Remuneration [Chairman ₹ 3 crore (Previous year - ₹ 2 crore), Managing Director ₹ 2 crore (Previous year - ₹ 2 crore), Executive Director ₹ 2 crore (Previous year - ₹ 2 crore)]	**7**	**1**	6	1
Contribution to Provident fund [Chairman ₹ 0.42 crore (Previous year - ₹ 0.45 crore), Managing Director ₹ 0.36 crore (Previous year - ₹ 0.42 crore), Executive Director ₹ 0.36 crore (Previous year - ₹ 0.42 crore)]	**1**	**–**	1	–
Director sitting fee paid [D S Brar ₹ 0.17 crore (Previous year - ₹ 0.15 crore), Sanjaya Baru ₹ 0.16 crore (Previous year - ₹ 0.14 crore), Tasneem Mehta ₹ 0.16 crore (Previous year - ₹ 0.14 crore), Aman Mehta ₹ 0.16 crore (Previous year - ₹ 0.14 crore), Vinesh Kumar Jairath ₹ 0.16 crore (Previous year - ₹ 0.15 crore), Zahabiya Khorakiwala ₹ 0.04 crore (Previous year- ₹ 0.06 crore), Rima Marphatia ₹ 0.03 crore (Previous year - ₹ 0.05 crore), Akhilesh Gupta ₹ 0.16 crore (Previous year - ₹ 0.14 crore)]	**1**	**–**	1	–
Proceeds from Right issue of Equity shares [Chairman ₹ Nil (Previous year - ₹ 3 crore), Managing Director ₹ Nil (Previous year - ₹ 2 crore) and Executive Director ₹ Nil (Previous year - ₹ 1 crore)]	**–**	**–**	6	1
Relatives of Key managerial personnel				
Proceeds from Right issue of Equity shares [N.H. Khorakiwala ₹ Nil (Previous year- ₹ 0.02 crore), Miqdad H Khorakiwala ₹ Nil (Previous year- ₹ 0.01 crore)]	**–**	**–**	0	–
Other parties exercising control				
Loan taken from Humuza Consultants	**–**	**–**	177	23
Loan repaid to Humuza Consultants	**–**	**–**	544	72
Interest accrued in previous year, paid during the year on loan from Humuza Consultants	**26**	**3**	–	–
Interest cost on Loan taken from Humuza Consultants	**–**	**–**	41	5
Proceeds from Right issue of Equity shares [Humuza Consultants ₹ Nil (Previous year - ₹ 402 crore) and Habil Khorakiwala Trust ₹ Nil (Previous year - ₹ 15 crore)]	**–**	**–**	417	55
Recovery of Support Service Cost [Humuza Consultants ₹ 0.05 crore (Previous year- ₹ Nil), Habil Khorakiwala Trust ₹ 0.05 crore (Previous year- ₹ Nil)]	**0**	**–**	–	–
Lease rent income [Humuza Consultants ₹ 0.04 crore (Previous year- ₹ Nil), Habil Khorakiwala Trust ₹ 0.04 crore (Previous year- ₹ Nil)]	**0**	**–**	–	–

	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information-convenience translation (See Note 2(C))
Enterprise over which Key Managerial Personnel exercise significant influence/ Control				
Rent paid [Palanpur Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 91 crore (Previous year - ₹ 85 crore)]*	**92**	**11**	86	11
* rent paid has been disclosed as Right of use assets and Lease liabilities in accrodance with Ind AS 116				
Donation given to [Wockhardt Foundation ₹ Nil (Previous year- ₹ 0.08 crore), Dr. Habil Khorakiwala Education and Health Foundation ₹ 0.16 crore (Previous year- ₹ Nil)	**0**	**–**	0	–
Reimbursement of Expenses to Carol Info Services Limited	**1**	**–**	1	–
Accruals on account of re-imbursement of costs and use of property	**7**	**1**	–	–
Rent and other miscellaneous income [Wockhardt Hospitals Limited ₹ Nil (Previous year - ₹ 0.01 crore), Wockhardt Foundation ₹ 0.0003 crore (Previous year - ₹ 0.0002 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 0.002 crore (Previous year - ₹ 0.0006 crore)] Dr. Habil Khorakiwala Education and Health Foundation (Company) ₹ 0.04 crore (Previous year -₹ Nil)	**0**	**–**	0	–
Sale of Finished goods to Wockhardt Hospitals Limited*	**–**	**–**	0	–
* Previous year - ₹ 0.001 crore				–
Sale of Fixed asset to Wockhardt Regenerative Private Limited ₹ Nil (Previous year - ₹ 0.03 crore)	**–**	**–**	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	**1**	**–**	1	–
The Company has given school premises on lease to Wockhardt Global School without rent.				
Loan taken from [Khorakiwala Holdings and Investments Private Limited ₹ 7 crore (Previous year - ₹ 270 crore), Merind Limited ₹ 17 crore (Previous year - ₹ 15 crore), Amalthea Consultants ₹ 7 crore (Previous year - ₹ 185 crore), Themisto Trustee Company Private Limited ₹ Nil (Previous year - ₹ 214 crore), Ananke Trustee Company Private Limited ₹ 142 crore (Previous year - ₹ 277 crore), Callirhoe Trustee Company Private Limited ₹ 155 crore (Previous year - ₹ 211 crore)]	**328**	**40**	1,172	155
Interest on loan taken [Khorakiwala Holdings and Investments Private Limited ₹ 18 crore (Previous year - ₹ 8 crore), Merind Limited ₹ 6 crore (Previous year - ₹ 7 crore), Amalthea Consultants ₹ 0.22 crore (Previous year - ₹ 8 crore), Themisto Trustee Company Private Limited ₹ 0.001 crore (Previous year - ₹ 4 crore), Ananke Trustee Company Private Limited ₹ 5 crore (Previous year - ₹ 4 crore), Callirhoe Trustee Company Private Limited ₹ 19 crore (Previous year - ₹ 2 crore)]	**48**	**6**	33	4
Loan repaid [Khorakiwala Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ 49 crore), Merind Limited ₹ 8 crore (Previous year - ₹ Nil), Amalthea Consultants ₹ 7 crore (Previous year - ₹ 185 crore), Themisto Trustee Company Private Limited ₹ 0.41 crore (Previous year - ₹ 214 crore), Ananke Trustee Company Private Limited ₹ Nil (Previous year - ₹ 277 crore), Callirhoe Trustee Company Private Limited ₹ 100 crore (Previous year - ₹ 34 crore)]	**116**	**14**	759	100
Payment of Accrued interest [Amalthea Consultants ₹ 7 crore (Previous year - ₹ Nil), Themisto Trustee Company Private Limited ₹ 4 crore (Previous year- ₹ Nil); Ananke Trustee Company Private Limited ₹ 4 crore (Previous year- ₹ Nil)	**15**	**2**	–	–
Lease rent income [Khorakiwala Holdings and Investments Private Limited ₹1 crore (Previous year - ₹ Nil), Merind Limited ₹ 1 crore (Previous year - ₹ Nil), Amalthea Consultants ₹ 0.04 crore (Previous year -₹ Nil), Themisto Trustee Company Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Ananke Trustee Company Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Callirhoe Trustee Company Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Denarius Estate Deveopment Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Adrastea Trading and Services LLP ₹ 0.04 crore (Previous year - ₹ Nil), Lysithea Consultants ₹ 0.04 crore (Previous year - ₹ Nil), Lysithea Discretionary Trust ₹ 0.04 crore (Previous year - ₹ Nil) , Banneret Trading Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), HZ Trading and Services LLP ₹ 0.04 crore (Previous year - ₹ Nil), HNZ Discretionary Trust ₹ 0.04 crore (Previous year - ₹ Nil), Dartmour Holdings Private Limited ₹ 0.04 crore (Previous year - ₹ Nil),	**4**	**1**	–	–

	For the year ended March 31, 2023 ₹ in crore	For the year ended March 31, 2023 USD in million	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million
		Supplementary information-convenience translation (See Note 2(C))		Supplementary information-convenience translation (See Note 2(C))
Amadou Estate Development Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Shravan Constructions Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Sharanya Chemicals and Pharmaceuticals Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), HNZ Trading Services LLP ₹ 0.04 crore (Previous year - ₹ Nil), HNZ Consultants ₹ 0.04 crore (Previous year - ₹ Nil), Khorakiwala Foundation ₹ 0.04 crore (Previous year - ₹ Nil), Pasithee Trustee Company Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Megaclite Trading Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Genista Trading and Services Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Impala Advisory Services Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Sinope Advisory Services Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Step Forward Advisory Services Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Kendo Advisory Services Private Limited ₹ 0.04 crore (Previous year - ₹ Nil), Lysithea Trading and Services LLP ₹ 0.04 crore (Previous year - ₹ Nil), Helike Trading and Services LLP ₹ 0.04 crore (Previous year - ₹ Nil), Amalthea Trading and Services LLP ₹ 0.04 crore (Previous year - ₹ Nil), Amalthea Discretionary Trust ₹ 0.04 crore (Previous year - ₹ Nil), Wockhardt Hospitals Limited ₹ 0.05 crore (Previous year- ₹ Nil), Wockhardt Regenerative Private Limited ₹ 0.02 crore (Previous year- ₹ Nil), Palanpur Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ Nil)].				
Recovery of Support Service Cost [Khorakiwala Holdings and Investments Private Limited ₹1 crore (Previous year - ₹ Nil), Merind Limited ₹ 1 crore (Previous year - ₹ Nil), Amalthea Consultants ₹ 0.05 crore (Previous year -₹ Nil), Themisto Trustee Company Private Limited ₹0.05 crore (Previous year - ₹ Nil), Ananke Trustee Company Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Callirhoe Trustee Company Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Denarius Estate Deveopment Private Limited ₹ 0.05 crore (Previous year -₹ Nil), Adrastea Trading and Services LLP ₹ 0.05 crore (Previous year - ₹ Nil), Lysithea Consultants ₹ 0.05 crore (Previous year - ₹ Nil), Lysithea Discretionary Trust ₹ 0.05 crore (Previous year - ₹ Nil) , Banneret Trading Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), HZ Trading and Services LLP ₹ 0.05 crore (Previous year - ₹ Nil), HNZ Discretionary Trust ₹ 0.05 crore (Previous year - ₹ Nil), Dartmour Holdings Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Amadou Estate Development Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Shravan Constructions Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Sharanya Chemicals and Pharmaceuticals Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), HNZ Trading Services LLP ₹ 0.05 crore (Previous year - ₹ Nil), HNZ Consultants ₹ 0.05 crore (Previous year - ₹ Nil), Khorakiwala Foundation ₹ 0.05 crore (Previous year - ₹ Nil), Pasithee Trustee Company Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Megaclite Trading Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Genista Trading and Services Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Impala Advisory Services Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Sinope Advisory Services Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Step Forward Advisory Services Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Kendo Advisory Services Private Limited ₹ 0.05 crore (Previous year - ₹ Nil), Lysithea Trading and Services LLP ₹ 0.05 crore (Previous year - ₹ Nil), Helike Trading and Services LLP ₹ 0.05 crore (Previous year - ₹ Nil), Amalthea Trading and Services LLP ₹ 0.05 crore (Previous year - ₹ Nil), Amalthea Discretionary Trust ₹ 0.05 crore (Previous year - ₹ Nil), Carol Info Services Limited ₹ 2.40 crore (Previous year- ₹ Nil), Wockhardt Hospitals Limited ₹ 0.05 crore (Previous year- ₹ Nil), Wockhardt Regenerative Private Limited ₹ 3.31 crore (Previous year- ₹ Nil) , Palanpur Holdings and Investments Private Limited ₹ 1 crore (Previous year - ₹ Nil), Dr. Habil Khorakiwala Education and Health Foundation ₹ 0.05 crore (Previous year- ₹ Nil)].	**10**	**1**	–	–
Expenses recovery from Holmdene Constructions* * ₹ 0.01 crore in current year	**0**	**–**	–	–
Proceeds from Right issue of Equity shares [Amalthea Consultants ₹ Nil (Previous year- ₹ 22 crore), HNZ Consultants ₹ Nil (Previous year- ₹ 23 crore), HNZ Discretionary trust ₹ Nil (Previous year- ₹ 3 crore), Amalthea Discretionary trust ₹ Nil (Previous year- ₹ 4 crore), Lysithea Consultants ₹ Nil (Previous year- ₹ 22 crore), Lysithea Discretionary trust ₹ Nil (Previous year- ₹ 5 crore)	**–**	**–**	79	10

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, 2023 ₹ in crore	**As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))**	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Enterprise over which Key Managerial Personnel exercise significant influence/Control				
Trade receivables [Wockhardt Hospitals Limited ₹ 0.26 crore (Previous year - ₹ 0.27 crore), Wockhardt Foundation ₹ 0.01 crore (Previous year - ₹ 0.01 crore), Dr. Habil Khorakiwala Education and Health Foundation (Trust) ₹ 1 crore (Previous year - ₹ 2 crore), Wockhardt Regenerative Private Limited ₹ 1.88 crore (Previous year- ₹ Nil)]	**3**	**–**	2	–
Trade Payables [Wockhardt Hospitals Limited ₹ 1 crore (Previous year - ₹ 1 crore), Carol Info Services Limited ₹ 3 crore (Previous year - ₹ 4 crore), Palanpur Holdings and Investments Private Limited ₹ 5 crore (Previous year - ₹ 4 crore), Merind Limited ₹ 0.01 crore (Previous year - ₹ 0.01 crore)]	**9**	**1**	9	1
Loan taken inlcuding interest [Merind Limited ₹ 110 crore (Previous year - ₹ 96 crore), Khorakiwala Holdings and Investments Private Limited ₹ 281 crore (Previous year- ₹ 258 crore), Amalthea Consultants ₹ Nil (Previous year - ₹ 7 crore), Themisto Trustee Company Private Limited ₹ Nil (Previous year - ₹ 4 crore), Ananke Trustee Company Private Limited ₹ 146 crore (Previous year - ₹ 4 crore), Callirhoe Trustee Company Private Limited ₹ 252 crore (Previous year - ₹ 179 crore)]	**789**	**96**	548	72
Security deposit given to Carol Info Services Limited - Transaction value [Carrying amount ₹ 41 crore (Previous year - ₹ 38 crore)]	**56**	**7**	56	7
Payable to Carol Info Services Limited	**7**	**1**	–	–
Security deposit given to Palanpur Holdings and Investments Private Limited	**3**	**–**	3	–
Other receivables [Khorakiwala Holdings and Investments Private Limited ₹ 2 crore (Previous year - ₹ Nil), Merind Limited ₹ 2 crore (Previous year - ₹ Nil), Amalthea Consultants ₹ 0.10 crore (Previous year -₹ Nil), Themisto Trustee Company Private Limited ₹0.10 crore (Previous year - ₹ Nil), Ananke Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Callirhoe Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Denarius Estate Deveopment Private Limited ₹ 0.10 crore (Previous year -₹ Nil), Adrastea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ Nil), Lysithea Consultants ₹ 0.10 crore (Previous year - ₹ Nil), Lysithea Discretionary Trust ₹ 0.10 crore (Previous year - ₹ Nil) , Banneret Trading Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), HZ Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ Nil), HNZ Discretionary Trust ₹ 0.10 crore (Previous year - ₹ Nil), Dartmour Holdings Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Amadou Estate Development Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Shravan Constructions Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Sharanya Chemicals and Pharmaceuticals Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), HNZ Trading Services LLP ₹ 0.10 crore (Previous year - ₹ Nil), HNZ Consultants ₹ 0.10 crore (Previous year - ₹ Nil), Khorakiwala Foundation ₹ 0.10 crore (Previous year - ₹ Nil), Pasithee Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Megaclite Trading Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Genista Trading and Services Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Impala Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Sinope Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Step Forward Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Kendo Advisory Services Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Lysithea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ Nil), Helike Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ Nil), Amalthea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ Nil), Amalthea Trading and Services LLP ₹ 0.10 crore (Previous year - ₹ Nil), Amalthea Discretionary Trust ₹ 0.10 crore (Previous year - ₹ Nil), , Wockhardt Hospitals Limited ₹ 0.10 crore (Previous year- ₹ Nil), Wockhardt Regenerative Private Limited ₹ 4 crore (Previous year- ₹ 0.03 crore), Holmdene Constructions ₹ 0.14 crore (Previous year- ₹ Nil), Palanpur Holdings and Investment Private Limited ₹ 2 crore (Previous year- ₹ Nil), Dr. Habil Khorakiwala Education and Health Foundation ₹ 0.10 crore (Previous year- ₹ Nil)] , Pasithee Trustee Company Private Limited ₹ 0.10 crore (Previous year - ₹ Nil), Megaclite Trading Private Limited ₹ 0.10 crore (Previous year- ₹ Nil)	**13**	**2**	0	–
Payable to Key managerial personnel				
Remuneration payable [Chairman ₹ 0.35 crore (Previous year - ₹ Nil), Managing Director ₹ 0.27 crore (Previous year - ₹ Nil), Executive Director ₹ 0.27 crore (Previous year - ₹ Nil)]	**1**	**–**	–	–
Other parties exercising control				
Loan taken - Humuza Consultants	**–**	**–**	26	3
Other Receivables [Humuza Consultants ₹ 0.10 crore (Previous year- ₹ Nil), Habil Khorakiwala Trust ₹ 0.10 crore (Previous year- ₹ Nil)]	**0**	**–**	–	–

41. 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, 2023	As at March 31, 2022
Wockhardt Bio AG	Switzerland	**14.15%**	14.15%

Particulars	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Revenue from operations	**1715**	**209**	2,210	292
Profit / (Loss) for the year	**(438)**	**(53)**	(247)	(33)
Profit / (Loss) allocated to Non - Controlling Interests	**(62)**	**(8)**	(35)	(5)
Total comprehensive income / (loss) allocated to Non - Controlling Interests	**(45)**	**(5)**	(30)	(4)

Particulars	As at March 31, 2023 ₹ in crore	As at March 31, 2023 USD in million Supplementary information- convenience translation (See Note 2(C))	As at March 31, 2022 ₹ in crore	As at March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Non current asset and current asset	**3,650**	**444**	5,034	664
Non current liabilities and current liabilities	**1,473**	**179**	2,540	335
Net assets	**2,177**	**265**	2,494	329
Net assets attributable to Non - Controlling Interests	**308**	**37**	353	47

Particulars	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))	For the year ended March 31, 2022 ₹ in crore	For the year ended March 31, 2022 USD in million Supplementary information- convenience translation (See Note 2(C))
Cash flows from operating activities	**1**	**–**	700	92
Cash flows used in investing activities	**(9)**	**(1)**	(44)	(6)
Cash flows used in financing activities	**(138)**	**(17)**	(570)	(75)
Foreign currency translation differences	**–**	**–**	(46)	(6)
Net increase/ (decrease) in cash and cash equivalents	**(146)**	**(18)**	40	5

The Group has control of 85.85% in the Wockhardt Bio AG and its subsidiaries.

42. 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, 2023	Carrying Value		Fair value
	Fair value through profit or loss ₹ in crore	Amortised Cost ₹ in crore	Significant observable inputs (Level 2) ₹ in crore
Financial Assets			
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	
Bank balance (other than above)	–	34	
Other Current Financial Assets	–	26	
Total	**0**	**1,011**	**67**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	**0**	**123**	
Financial Liabilities			
Borrowings	–	1,887	
Trade payables	–	867	
Lease Liabilities	–	297	300
Other Current Financial Liabilities	–	642	
Total	**–**	**3,693**	**300**
Total (USD in million) Supplementary information- convenience translation (See Note 2(C))	**–**	**448**	

As at March 31, 2022	Carrying Value		Fair value
	Fair value through profit or loss ₹ in crore	Amortised Cost ₹ in crore	Significant observable inputs (Level 2) ₹ in crore
Financial Assets			
Investments*	0	–	0
* Fair value through profit or loss ₹ 0.45 crore			
Other Non-Current Financial Assets	–	62	71
Trade receivables	–	918	
Cash and cash equivalents	–	370	
Bank balance (other than above)	–	36	
Other Current Financial Assets	–	12	
Total	**0**	**1,398**	**71**
Total (USD in million) Supplementary information - convenience translation (See Note 2(C))	0	185	
Financial Liabilities			
Borrowings	–	1,862	
Other Non- Current Financial Liabilities	–	152	
Trade payables	–	921	
Lease Liabilities	–	336	351
Other Current Financial Liabilities	–	554	
Total	**–**	**3,825**	**351**
Total (USD in million) Supplementary information - convenience translation (See Note 2(C))	–	505	

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 laibilities	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.

43. 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, 2023 and March 31, 2022, 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 2023 and 31 March 2022:

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, 2023				As at March 31, 2022			
	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	**327**	**(0)**	**327**	**0.07%**	573	(1)	572	0.17%
Past due 1-180 days	**360**	**(1)**	**359**	**0.28%**	202	(3)	199	1.49%
Past due 181-360 days	**36**	**(3)**	**33**	**8.33%**	48	(1)	47	2.08%
More than 360 days	**187**	**(109)**	**78**	**58.11%**	208	(108)	100	51.92%
Total	**910**	**(113)**	**797**		1,031	(113)	918	
Total (USD in million) Supplementary information - convenience translation (See Note 2(C))	**111**	**(14)**	**97**		136	(15)	121	

The movement in the loss allowance in respect of trade and other receivables during the year was as follows:

	As at March 31, 2023 ₹ in crore	As at March 31, 2022 ₹ in crore
Opening balance	**113**	157
Impairment loss provided/ reversed/ utilized, net (including exchange fluctuation)*	**–**	(44)
Closing balance	**113**	113
Closing balance (USD in million) Supplementary information - convenience translation (See Note 2(C))	**14**	15

* During the current year, the Group has created a provision of ₹ 26 crore and reversed/ utilised the provsion of ₹ 29 crore. Further there is 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 ₹ 124 crore (Previous year - ₹ 406 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 liabilties, ₹ 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.

Subsequent to March 31, 2023, the terms of borrowings of ₹ 600 crores from related parties, which were current have been revised and now the repayment tenure for such borrowings have been extended to March 31, 2025 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, 2023		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities					
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	–	–
Total	**3,693**	**3,871**	**3,208**	**603**	**60**

As at March 31, 2022		Contractual cash flows			
	Carrying amount	Total	0-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings (other than loan from related party)*	1,288	1,423	1,007	415	1
Loan from related party	574	574	574	–	–
Lease Liabilities	336	426	74	315	37
Trade payables and other financial liabilities	1,627	1,721	1,484	237	–
Total	3,825	4,144	3,139	967	38

* 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.

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, 2023 and March 31, 2022 are as below:

Particulars	Currency	As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency (in million)	₹ in crore	Amount in Foreign Currency (in million)	₹ in crore
Loan Availed	USD	**3**	**21**	11	86
Trade Receivables	AUD*	**1**	**4**	0	0
	AED*	**0**	**0**	0	0
	EUR	**2**	**19**	6	49
	GBP	**15**	**150**	15	152
	USD	**30**	**250**	126	958
	RUB	**54**	**6**	201	18
	MXN	**65**	**29**	65	25
Loans and Other Receivables	EUR	**2**	**22**	–	–
	USD	**11**	**87**	10	79
	CHF*	**0**	**0**	0	0
	GBP	**8**	**77**	0	2
	AED*	**0**	**0**	–	–
Trade payables and Other Liabilities	ACU*	**0**	**0**	0	0
	AUD*	**0**	**0**	1	5
	EUR	**5**	**43**	22	188
	GBP	**11**	**108**	28	279
	MXN	**13**	**6**	13	5
	USD	**29**	**240**	38	287
	JPY*	**–**	**–**	1	0
	CAD*	**–**	**–**	0	0
	CHF	**2**	**14**	2	15
	AED	**–**	**–**	1	1
	SEK*	**0**	**0**	0	0
	RUB	**108**	**11**	141	13
Bank	GBP	**0**	**5**	3	26
	EUR	**0**	**4**	2	16
	USD*	**0**	**0**	1	5
	AED*	**0**	**0**	0	0
	CHF	**0**	**3**	0	3
	AUD*	**0**	**0**	0	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 ₹ March 31, 2023	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	**4**	**(4)**	**4**	**(4)**
GBP	**6**	**(6)**	**6**	**(6)**
EUR*	–	–	–	–
*₹ 0.12 crore, ₹ (0.12) crore, ₹ 0.12 crore, ₹ (0.12) crore respectively				
RUB*	–	–	–	–
*₹ (0.28) crore, ₹ 0.28 crore, ₹ (0.28) crore, ₹ 0.28 crore respectively				
MXN	**1**	**(1)**	**1**	**(1)**
Others	–	–	–	–
*₹ (0.34) crore, ₹ 0.34 crore, ₹ (0.34) crore, ₹ 0.34 crore respectively				
Total	**11**	**(11)**	**11**	**(11)**

(₹ in crore)

Effect in ₹ March 31, 2022	Profit or loss before tax Gain/(Loss)		Equity, gross of tax Increase/(Decrease)	
	Strengthening	Weakening	Strengthening	Weakening
5% movement				
USD	36	(36)	34	(34)
GBP	(5)	5	(5)	5
EUR	(6)	6	(6)	6
RUB*	–	–	–	–
*₹ 0.28 crore, ₹ (0.28) crore, ₹ 0.28 crore, ₹ (0.28) crore respectively				
MXN	1	(1)	1	(1)
Others	(1)	1	(1)	1
Total	25	(25)	23	(23)

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, has 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.

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 for the current year.

The Company has other overdue receivables from Wockhardt Bio AG amounting to ₹ 114 crore, including ₹ 75 crore for guarantee fees receivable. Also the Company has outstanding payable amounting to ₹ 203 crore 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 2023-24

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, 2023	As at March 31, 2022
Variable-rate instruments		
Financial liabilities	**828**	983
	828	983
Fixed-rate instruments		
Financial liabilities	**1,059**	879
	1,059	879

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)

Variable-rate instruments	Impact on Profit/(loss)- Increase/(Decrease) in Profit before tax	
Particulars	**For the year ended March 31, 2023**	For the year ended March 31, 2022
100 bp increase	**(8)**	(10)
100 bp decrease	**8**	10

44. 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, 2023	As at March 31, 2022
Total Borrowings	**1,887**	1,862
Less: Cash and cash equivalent and other bank balances	**124**	406
Adjusted net debt	**1,763**	1,456
Total equity	**3,662**	4,202
Adjusted equity	**3,662**	4,202
Adjusted net debt to adjusted equity ratio	**0.48**	0.35

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, 2023 is ₹ 180 crore (Previous year: ₹ 188 crore) and is not available for distribution as dividend.

45. a) The Group's New Chemical Entity ('NCE') research program continued to progress in their Clinical Trials during the Financial Year 2022-23. Development Expenses incurred during the year ₹ 116 crores (Previous Year : ₹ 149 crores) has been capitalised and included under 'Intangible assets under development' as at March 31, 2023.

b) Certain manufacturing facilities, having net book value of ₹ 417 crore (Previous year - ₹ 556 crore) and capital work-in-progress amounting to ₹ 48 crore (Previous year - ₹ Nil), 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:

(a) 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

(b) 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:

(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.

46. CONTINGENT LIABILITIES (claims not acknowledged as debts) AND COMMITMENTS (to the extent not provided for)

(a) 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).[(1)]

(b) Demand by Income tax authorities ₹ 416 crore (Previous year - ₹ 413 crore) disputed by the Company.

(c) Demand by Sales Tax authorities (including GST) ₹ 96 crore (Previous year - ₹ 95 crore) disputed by the Company.[(1)]

(d) Demand by Service tax authorities in respect of non-payment of Service Tax on Import of certain services disputed by the Company ₹ 3 crore (Previous year - ₹ 1 crore).

(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 - ₹ 1 crore).

(g) Differential MEIS for misclassification disputed by the Company ₹ 9 crore (Previous year - ₹ 9 crore).

(h) Others matters:

- electricity expense ₹ 8 crore (Previous year - ₹ 8 crore)
- remediation against the pollution of ground water ₹ 1 crore (Previous year - ₹ 1 crore)
- environmental compensation against non-compliance of water/air pollution measures ₹ Nil (Previous year : ₹ 2 crore)
- compensation for products ordered and not purchased, under dispute ₹ 19 crore (Previous year - ₹ Nil)

(i) Demand from National Pharmaceutical Pricing Authority (NPPA) in respect of overcharging of certain products disputed by the Company ₹ 103 crore (Previous year - ₹ 96 crore).

(j) 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.

(k) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 163 crore (Previous year - ₹ 166 crore) after deducting advance on capital account of ₹ 9 crore (Previous year - ₹ 8 crore).

(l) 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 ₹ 15 crore (USD 1.8 million) [Previous year - ₹ 29 crore (USD 3.80 million)].

(1) Note: Amounts mentioned excludes interest after the date of the order, if any.

47. RECONCILIATION OF THE OPENING AND CLOSING BALANCES OF LIABILITIES ARISING FROM FINANCING ACTIVITIES:

Particulars	As at March 31, 2023	As at April 01, 2022	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)

Particulars	As at March 31, 2022	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)	794	1,266	9	19	–	–	(500)
Short-term borrowings (Net)*	1,068	1,066	–	1	–	56	(55)
Lease Liabilities	336	342	–	65	–	–	(71)

* Non cash changes on account of exchange fluctuation ₹ (0.21) crore

Includes reclassification of interest accrued

48. 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
Parent								
Wockhardt Limited	31.89	1,753	52.34	(466)	(44.44)	4	51.37	(462)
SUBSIDIARIES								
Indian								
1. Wockhardt Infrastructure Development Limited	4.49	247	(1.12)	10	–	–	(1.11)	10
2. Wockhardt Medicines Limited #	–	(0)	0.01	(0)	–	–	0.01	(0)
3. Wockhardt Biologics Limited #	–	(0)	–	(0)	–	–	–	(0)
Foreign								
1. Z&Z Services GmbH	(0.04)	(2)	–	(0)	–	–	–	(0)
2. Wockhardt Europe Limited	0.18	10	–	–	–	–	–	–
3. Wockhardt Nigeria Limited	–	(0)	–	–	–	–	–	–
4. Wockhardt UK Holdings Limited	1.91	105	–	–	–	–	–	–
5. CP Pharmaceuticals Limited	7.42	408	(0.79)	7	144.44	(13)	0.67	(6)
6. CP Pharma (Schweiz) AG	0.02	1	–	(0)	–	–	–	(0)
7. Wallis Group Limited	0.53	29	–	–	–	–	–	–
8. The Wallis Laboratory Limited	(0.04)	(2)	–	–	–	–	–	–
9. Wockhardt Farmaceutica do Brasil Ltda	(0.04)	(2)	0.02	(0)	–	–	0.02	(0)
10. Wallis Licensing Limited	(0.20)	(11)	–	–	–	–	–	–
11. Wockhardt USA LLC	(4.82)	(265)	15.50	(138)	–	–	15.35	(138)
12. Wockhardt Bio AG	40.75	2,239	23.82	(212)	–	–	23.58	(212)
13. Wockhardt UK Limited	3.29	181	(1.12)	10	–	–	(1.11)	10
14. Wockpharma Ireland Limited	14.94	821	–	(0)	–	–	–	(0)
15. Pinewood Laboratories Limited	6.53	359	(2.70)	24	–	–	(2.67)	24
16. Wockhardt Holding Corp	3.27	180	0.45	(4)	–	–	0.44	(4)
17. Morton Grove Pharmaceuticals Inc	4.86	267	14.60	(130)	–	–	14.46	(130)
18. MGP Inc	0.75	41	(0.34)	3	–	–	(0.33)	3
19. Wockhardt France (Holdings) S.A.S	(13.68)	(752)	0.45	(4)	–	–	0.44	(4)
20. Laboratoires Pharma 2000 S.A.S (upto September 26, 2022)	–	–	–	–	–	–	–	–
21. Laboratoires Negma S.A.S	(0.15)	(8)	0.34	(3)	–	–	0.33	(3)
22. Niverpharma S.A.S (upto September 26, 2022)	–	–	–	–	–	–	–	–
23. Negma Beneulex S.A (upto September 23, 2022)	–	–	–	–	–	–	–	–
24. Phytex S.A.S (upto September 26, 2022)	–	–	–	–	–	–	–	–
25. Wockhardt Farmaceutica SA DE CV	(2.55)	(140)	–	–	–	–	–	–
26. Wockhardt Services SA DE CV	(0.04)	(2)	–	–	–	–	–	–
27. Pinewood Healthcare Limited	–	(0)	0.01	(0)	–	–	0.01	(0)
28. Wockhardt Bio (R) LLC	0.69	38	(1.46)	13	–	–	(1.45)	13
29. Wockhardt Bio Pty Ltd	0.04	2	(0.01)	0	–	–	(0.01)	0
30. Wockhardt Bio Ltd #	–	–	–	–	–	–	–	–
Sub Total	**100.00**	**5,497**	**100.00**	**(890)**	**100.00**	**(9)**	**100.00**	**(899)**
Add / (Less): Effect of Inter Company elimination/ adjustment		(1,835)		269		87		356
Non-controlling interests in all subsidiaries		(308)		62		(17)		45
Total	**100.00**	**3,354**	**100.00**	**(559)**	**100.00**	**61**	**100.00**	**(498)**

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 Biologics Limited and Wockhardt Medicines Limited is yet to commence the business.

0 represents less than ₹ 0.50 crore

49. There are no other significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

As per our attached report of even date

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

Koosai Lehery
Partner
Membership No. 112399

Place : Mumbai
Date : May 26, 2023

Deepak Madnani
Chief Financial Officer

Debashis Dey
Company Secretary

For and on behalf of the Board of Directors

Habil Khorakiwala
Chairman
DIN: 00045608

Huzaifa Khorakiwala
Executive Director
DIN: 02191870

Murtaza Khorakiwala
Managing Director
DIN: 00102650

Zahabiya Khorakiwala
Non Executive Director
DIN: 00102689

Aman Mehta
DIN: 00009364

Sanjaya Baru
DIN: 05344208

Vinesh Kumar Jairath
DIN: 00391684

Akhilesh Gupta
DIN: 00359325

Directors

B S R & Co. LLP

Chartered Accountants

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Limited Review Report on unaudited consolidated financial results of Wockhardt Limited for the quarter ended 30 September 2023 and year to date results for the period from 1 April 2023 to 30 September 2023 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of Wockhardt Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Wockhardt Limited (hereinafter referred to as "the Parent"), and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter ended 30 September 2023 and year to date results for the period from 1 April 2023 to 30 September 2023 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "*Interim Financial Reporting*" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity",* issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

Sr. No.	Name of component	Relationship
1	Wockhardt Limited	Parent Company
2	Wockhardt UK Holdings Limited (including its following subsidiaries and its step-down subsidiaries) a) Wallis Group Limited b) The Wallis Laboratory Limited c) Wallis Licensing Limited d) Wockhardt Farmaceutica Do Brasil Ltda	Wholly Owned Subsidiary

3	Wockhardt Infrastructure Development Limited	Wholly Owned Subsidiary
4	Wockhardt Europe Limited (including its following wholly owned subsidiary) a) Wockhardt Nigeria Limited	Wholly Owned Subsidiary
5	Wockhardt Medicines Limited	Wholly Owned Subsidiary
6	Wockhardt Biologics Limited	Wholly Owned Subsidiary
7	Wockhardt Bio AG (including its following subsidiaries and its step-down subsidiaries) a) CP Pharmaceuticals Limited b) CP Pharma (Schweiz) AG c) Z & Z Services GmbH d) Wockhardt UK Limited e) Wockpharma Ireland Limited f) Pinewood Laboratories Limited g) Pinewood Healthcare Limited h) Laboratories Negma S.A.S. (Upto 4 August 2023) i) Wockhardt France (Holdings) S.A.S. j) Wockhardt Holding Corp. k) Wockhardt USA LLC l) Morton Grove Pharmaceuticals Inc. m) MGP Inc. n) Wockhardt Farmaceutica SA DE CV o) Wockhardt Services SA DE CV p) Wockhardt Bio (R) LLC q) Wockhardt Bio Pty Limited r) Wockhardt Bio Limited	Subsidiary

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial information of Five Subsidiaries included in the Statement, whose interim financial information reflect total assets (before consolidation adjustments) of Rs. 6,928 crores as at 30 September 2023 and total revenues (before consolidation adjustments) of Rs. 826 crores and Rs. 1,427 crores, total net profit after tax (before consolidation adjustments) of Rs. 178 crores and Rs. 172 crores and total comprehensive income (before consolidation adjustments) of Rs. 178 crores and Rs. 172 crores, for the quarter ended 30 September 2023 and for the period from 1 April 2023 to 30 September 2023 respectively, and cash outflows (net) (before consolidation adjustments) of Rs 14 crores for the period from 1 April 2023 to 30 September 2023, as considered in the Statement. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Parent's management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

   Our conclusion is not modified in respect of this matter.

7. The Statement includes the interim financial information of Eighteen Subsidiaries which have not been reviewed, whose interim financial information reflect total assets (before consolidation adjustments) of Rs. 179 crores as at 30 September 2023 and total revenues (before consolidation adjustments) of Rs. 15 crores and Rs. 33 crores, total net profit / (loss) after tax (before consolidation adjustments) of Rs. (3) crores and Rs. 3 crores and total comprehensive income / (loss) (before consolidation adjustments) of Rs. (3) crores and Rs. 3 crores, for the quarter ended 30 September 2023 and for the period from 1 April 2023 to 30 September 2023 respectively, and cash outflows (net) (before consolidation adjustments) of Rs. 5 crores for the period from 1 April 2023 to 30 September 2023, as considered in the Statement. According to the information and explanations given to us by the Parent's management, these interim financial information are not material to the Group.

   Our conclusion is not modified in respect of this matter.

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

Chartered Accountants

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

Koosai Lehery

Partner

Mumbai

Membership No.: 112399

14 November 2023

UDIN:23112399BGXWKK7703

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
Tel: 91 22 2653 4444; Fax: 91 22 2652 3905; e-mail id: investorrelations@wockhardt.com, Website: www.wockhardt.com

(Rs. In Crore except per share data)

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2023

	PARTICULARS	3 MONTHS ENDED 30/09/2023	3 MONTHS ENDED 30/06/2023	3 MONTHS ENDED 30/09/2022	6 MONTHS ENDED 30/09/2023	6 MONTHS ENDED 30/09/2022	YEAR ENDED 31/03/2023
	(Refer Notes Below)	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Income**						
	(a) Revenue from operations	753	644	679	1,397	1,274	2,651
	(b) Other income	24	14	57	36	114	122
	Total income	**777**	**658**	**736**	**1,433**	**1,388**	**2,773**
2	**Expenses**						
	(a) Cost of materials consumed	179	137	108	316	248	518
	(b) Purchase of stock-in-trade	105	150	136	255	251	509
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	3	(5)	14	(2)	(14)	84
	(d) Employee benefits expense	166	154	163	320	343	637
	(e) Finance costs	76	79	70	155	143	302
	(f) Depreciation and amortisation expense	55	55	65	110	129	251
	(g) Exchange fluctuation loss, net	-	2	-	-	-	-
	(h) Other expenses	228	190	215	418	419	802
	Total expenses	**812**	**762**	**771**	**1,572**	**1,519**	**3,103**
3	**Loss before exceptional items and tax (1-2)**	**(35)**	**(104)**	**(35)**	**(139)**	**(131)**	**(330)**
4	Exceptional items- charge (Refer note 3, 4 and 5)	-	(14)	(195)	(14)	(195)	(294)
5	**Loss after exceptional items and before tax (3 ± 4)**	**(35)**	**(118)**	**(230)**	**(153)**	**(326)**	**(624)**
6	Tax expense:						
	Current tax - charge	2	9	4	11	8	12
	Deferred tax - charge/ (credit) - (Net)	36	9	(27)	45	(52)	(15)
7	**Loss after tax (5 ± 6)**	**(73)**	**(136)**	**(207)**	**(209)**	**(282)**	**(621)**
	Attributable to :						
	Equity shareholders of the Company	(77)	(134)	(189)	(211)	(256)	(559)
	Non - Controlling Interest	4	(2)	(18)	2	(26)	(62)
8	**Other Comprehensive Income**						
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability) / asset)	0.44	1	(5)	1	(11)	(12)
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	-	-	1	-	2	3
	(c) Items that will be reclassified to Profit or Loss - (charge)/ credit (Consisting of Exchange differences on translating the financial statements of foreign operations)	(20)	(2)	(61)	(22)	(76)	87
	(d) Other Comprehensive Income (net of tax) (a ± b ± c)	(20)	(1)	(65)	(21)	(85)	78
9	**Total Comprehensive Income (7 ± 8 (d))**	**(93)**	**(137)**	**(272)**	**(230)**	**(367)**	**(543)**
	Attributable to :						
	Equity shareholders of the Company	(95)	(134)	(263)	(229)	(357)	(498)
	Non - Controlling Interest	2	(3)	(9)	(1)	(10)	(45)
10	Paid-up equity share capital (face value of Rs. 5/- each)	72	72	72	72	72	72
11	Other Equity excluding Revaluation Reserves as per Balance Sheet						3,282
12	Earnings per equity share (face value of Rs. 5/- each) (*not annualised)						
	(a) Basic (Rs.)	(5.37)*	(9.28)*	(13.15)*	(14.65)*	(17.80)*	(38.79)
	(b) Diluted (Rs.)	(5.37)*	(9.28)*	(13.15)*	(14.65)*	(17.80)*	(38.79)

Notes To Consolidated Results:-

1) The results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on November 14, 2023. The results have been subjected to limited review by the Statutory Auditors of the Company.

2) The Consolidated Results relate to Wockhardt Limited ('the Company' or 'the Holding Company') and its Subsidiaries (together constitute 'the Group') and are prepared by applying Ind AS 110 - "Consolidated Financial Statements".

3) 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 Rs.11 crores due to unwinding of the discount (basis the original payment schedule) and has disclosed this as 'Exceptional items'.

4) During the previous year ended March 31, 2023, the Group has provided/ incurred loss of Rs. 123 crores w.r.t property , plant and equipment sold/ held for sale, Rs. 17 crores for inventory, Rs. 80 crores for claims incurred/ expected claims from customers and Rs. 13 crores for other costs pursuant to the restructuring of business in USA and has disclosed these as 'Exceptional items'.

5) The Company had accounted for a contract asset of Rs. 50 crores pursuant to a contract manufacturing agreement 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 asset in the previous year and this was disclosed as 'Exceptional items'. Company had also purchased certain specific inventory for this contract which has not been used. Company is continuing to evaluate alternate options to liquidate/ utilize such inventory, pending which, during the previous quarter, the Company has made a provision of Rs. 14 crores for such inventory basis the current assessment and information available as on date. This expenditure is also reported as 'Exceptional items'.

6) During the quarter ended September 30, 2023 , the Company has allotted Nil (Year to date: 6,250) Equity shares of face value of Rs. 5/- each pursuant to exercise of employee stock options.

7) **Key Financials on Standalone basis:**

(Rs. in Crore)

PARTICULARS	3 MONTHS ENDED 30/09/2023	3 MONTHS ENDED 30/06/2023	3 MONTHS ENDED 30/09/2022	6 MONTHS ENDED 30/09/2023	6 MONTHS ENDED 30/09/2022	YEAR ENDED 31/03/2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Total Income	266	257	287	523	577	1,139
Loss before tax	(107)	(115)	(115)	(222)	(169)	(513)
Loss after tax	(107)	(115)	(75)	(222)	(112)	(466)

Note: The unaudited standalone results have been filed with the Stock Exchanges under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are available on the Stock Exchanges websites (www.nseindia.com and www.bseindia.com) and also on the Company's website www.wockhardt.com.

8) The Group is exclusively into Pharmaceutical business Segment.

9) For List of Subsidiaries as on September 30, 2023 please refer Annexure.

FOR WOCKHARDT LIMITED

Mumbai
Date : November 14, 2023

H F KHORAKIWALA
CHAIRMAN
DIN: 00045608

WOCKHARDT LIMITED
Registered Office: D-4 MIDC, Chikalthana, Aurangabad - 431 006
Global Headquarters: Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES

(Rs. in Crore)

	PARTICULARS	As at Period Ended 30/09/2023	As at Year End 31/03/2023
		Unaudited	Audited
A)	**ASSETS**		
1	**Non- Current assets**		
	(a) Property, Plant and Equipment	1,497	1,558
	(b) Right of use assets	432	464
	(c) Capital work-in-progress	419	414
	(d) Goodwill	933	945
	(e) Other Intangible assets	58	75
	(f) Intangible assets under development	1,197	1,125
	(g) Financial assets		
	(i) Investments	-	-
	Rs. 0.45 crore (Previous year - Rs. 0.45 crore)		
	(ii) Other non- current Financial assets	62	64
	(h) Non-current tax assets (Net)	114	115
	(i) Deferred tax assets (Net)	564	608
	(j) Other non-current assets	107	107
	Sub-total - Non-current assets	**5,383**	**5,475**
2	**Current assets**		
	(a) Inventories	635	658
	(b) Financial assets		
	(i) Trade receivables	714	797
	(ii) Cash and cash equivalents	54	90
	(iii) Bank balance (other than Cash and cash equivalents)	30	34
	(iv) Other current Financial assets	31	26
	(c) Other current assets	275	309
	Sub-total - Current assets	**1,739**	**1,914**
3	Asset classified as held for sale	298	294
	TOTAL ASSETS	**7,420**	**7,683**
B)	**EQUITY AND LIABILITIES**		
1	**Equity**		
	(a) Equity share capital	72	72
	(b) Other Equity	3,053	3,282
	Equity attributable to the share holders of the Company	**3,125**	**3,354**
	(c) Non - Controlling Interest	307	308
	Sub-total- Equity	**3,432**	**3,662**
2	**Liabilities**		
I.	**Non- Current liabilities**		
	(a) Financial liabilities		
	i) Borrowings	968	224
	ii) Lease Liabilities	199	226
	(b) Other non-current liabilities	75	78
	(c) Provisions	28	26
	(d) Deferred tax liabilities (Net)	33	32
	Sub-total- Non-current liabilities	**1,303**	**586**
II.	**Current liabilities**		
	(a) Financial liabilities		
	(i) Borrowings	1,035	1,663
	(ii) Lease Liabilities	72	71
	(iii) Trade payables	800	867
	(iv) Other current financial liabilities	585	642
	(b) Other current liabilities	133	126
	(c) Provisions	46	44
	(d) Current tax liabilities (Net)	14	22
	Sub-total- Current liabilities	**2,685**	**3,435**
	Total Liabilities	**3,988**	**4,021**
	TOTAL EQUITY AND LIABILITIES	**7,420**	**7,683**

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CONSOLIDATED UNAUDITED CASH FLOW STATEMENT FOR SIX MONTHS ENDED SEPTEMBER 30, 2023

(Rs in crore)

	PARTICULARS	6 MONTHS ENDED 30/09/2023	6 MONTHS ENDED 30/09/2022
	(Refer notes below)	Unaudited	Unaudited
A	**CASH FLOWS FROM / (USED IN) OPERATING ACTIVITIES:**		
	Loss after exceptional items and before tax	(153)	(326)
	Adjustments for :		
	Exceptional items - Provision against inventories/ contract assets	14	50
	Provision for impairment on property, plant and equipment	-	123
	Depreciation and amortization expense	110	129
	Allowance/(Reversal of allowance) for expected credit loss and Bad debts	18	-
	(Profit)/ Loss on assets sold/ write off of fixed assets (net) Rs. 0.09 crore (Previous period - Rs. 0.27 crore)	-	-
	Finance costs	155	143
	Foreign exchange exchange loss/ (gain), net	(13)	(106)
	Interest income	(2)	(3)
	Employee share based payments expenses	1	1
	Liabilities no longer required written back	(1)	(4)
		129	**7**
	Movements in Working capital		
	Decrease in Inventories	12	21
	Decrease in trade receivables	67	163
	Decrease/(Increase) in Loans and Advances and other assets	35	(25)
	(Decrease)/Increase in Liabilities and provisions	(121)	18
	Adjustment for translation difference on working capital	-	(115)
	Cash generated from operations	**122**	**69**
	Income taxes paid	(18)	(8)
	Net cash inflow from Operating activities (A)	**104**	**61**
B	**CASH FLOWS FROM / (USED IN) INVESTING ACTIVITIES:**		
	Purchase of Property, Plant and Equipment and Capital work-in progress	(12)	(9)
	Purchase of Intangible assets and Addition in Intangible assets under development	(82)	(100)
	Proceeds from sale of property, plant and equipment Rs. 0.01 crore (Previous period - Rs. 0.003 crore)	-	-
	Margin money under lien and Bank balances (other than cash and cash equivalents)	5	5
	Interest received	1	1
	Net cash outflow Investing activities (B)	**(88)**	**(103)**
C	**CASH FLOWS FROM / (USED IN) FINANCING ACTIVITIES**		
	Transaction cost related to Right Issue	(1)	(1)
	Proceeds from Issuance of Equity share capital under ESOS Rs. 0.003 crore (Previous period- Rs. Nil)	-	-
	Repayment of long-term borrowings	(121)	(170)
	Short-term borrowings (net)	35	66
	Loans from related parties- Short term	-	187
	Loans from related parties- Long term	222	-
	Repayment of loans taken from related parties- Long term	(47)	-
	Repayment of loans taken from related parties- Short term	(11)	(68)
	Repayment of Lease liabilities (Refer note 2 below)	(38)	(35)
	Finance costs paid	(89)	(120)
	Net cash outflow from Financing activities (C)	**(50)**	**(141)**
	NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**(34)**	**(183)**
	Cash and cash equivalents as at the beginning of the year	90	370
	Effects of exchange rate changes on cash and cash equivalents	-	(2)
	Exchange difference on translation of foreign cash and cash equivalent	(2)	2
	Cash and cash equivalents as at the end of the year	**54**	**187**
	Cash and cash equivalents as per above comprise of the following		
	Cash on hand (Previous period - Rs. 0.004 crore)	-	-
	Balance with banks:		
	- in current accounts	54	187
		54	**187**

Notes:

1. The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.
2. Repayment of lease liabilities consists of:

   Payment of interest Rs. 12 crore (Previous year - Rs. 14 crore)

   Payment of Principal Rs. 26 crore (Previous year - Rs. 21 crore)

3. Figures in bracket indicate cash outflow.

FOR WOCKHARDT LIMITED

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Annexure to Note 9 of Consolidated Unaudited Results for the Quarter and Six Months ended September 30, 2023

List of Subsidiaries as on September 30, 2023

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 GmbH
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. (upto August 04, 2023)
18 Wockhardt France (Holdings) S.A.S.
19 Wockhardt Holding Corp.
20 Morton Grove Pharmaceuticals Inc.
21 MGP Inc.
22 Wockhardt Farmaceutica SA DE CV
23 Wockhardt Services SA DE CV
24 Wockhardt Bio AG
25 Wockhardt Bio (R) LLC
26 Wockhardt Bio Pty Limited
27 Wockhardt Bio Limited
28 Wockhardt Medicines Limited
29 Wockhardt Biologics Limited

B S R & Co. LLP
Chartered Accountants

14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway
Goregaon (East), Mumbai – 400 063, India
Telephone: +91 (22) 6257 1000
Fax: +91 (22) 6257 1010

Limited Review Report on unaudited consolidated financial results of Wockhardt Limited for the quarter ended 31 December 2023 and year to date results for the period from 1 April 2023 to 31 December 2023 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of Wockhardt Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Wockhardt Limited (hereinafter referred to as “the Parent”), and its subsidiaries (the Parent and its subsidiaries together referred to as “the Group”) for the quarter ended 31 December 2023 and year to date results for the period from 1 April 2023 to 31 December 2023 (“the Statement”), being submitted by the Parent pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

2. This Statement, which is the responsibility of the Parent’s management and approved by the Parent’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 “*Interim Financial Reporting*” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 *“Review of Interim Financial Information Performed by the Independent Auditor of the Entity”,* issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

Sr. No.	Name of component	Relationship
1	Wockhardt Limited	Parent Company
2	Wockhardt UK Holdings Limited (including its following subsidiaries and its step-down subsidiaries) a) Wallis Group Limited b) The Wallis Laboratory Limited c) Wallis Licensing Limited d) Wockhardt Farmaceutica Do Brasil Ltda	Wholly Owned Subsidiary

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

3	Wockhardt Infrastructure Development Limited	Wholly Owned Subsidiary
4	Wockhardt Europe Limited (including its following wholly owned subsidiary) a) Wockhardt Nigeria Limited	Wholly Owned Subsidiary
5	Wockhardt Medicines Limited	Wholly Owned Subsidiary
6	Wockhardt Biologics Limited	Wholly Owned Subsidiary
7	Wockhardt Bio AG (including its following subsidiaries and its step-down subsidiaries) a) CP Pharmaceuticals Limited b) CP Pharma (Schweiz) AG c) Z & Z Services GmbH d) Wockhardt UK Limited e) Wockpharma Ireland Limited f) Pinewood Laboratories Limited g) Pinewood Healthcare Limited h) Laboratories Negma S.A.S. (Upto 4 August 2023) i) Wockhardt France (Holdings) S.A.S. j) Wockhardt Holding Corp. k) Wockhardt USA LLC l) Morton Grove Pharmaceuticals Inc. m) MGP Inc. n) Wockhardt Farmaceutica SA DE CV o) Wockhardt Services SA DE CV p) Wockhardt Bio (R) LLC q) Wockhardt Bio Pty Limited r) Wockhardt Bio Limited	Subsidiary

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial information of Five Subsidiaries included in the Statement, whose interim financial information reflect total revenues (before consolidation adjustments) of Rs. 632 crores and Rs. 2,059 crores, total net profit/ (loss) after tax (before consolidation adjustments) of Rs. (5) crores and Rs. 167 crores and total comprehensive income/ (loss) (before consolidation adjustments) of Rs. (5) crores and Rs. 167 crores, for the quarter ended 31 December 2023 and for the period from 1 April 2023 to 31 December 2023 respectively, as considered in the Statement. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Parent's management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

   Our conclusion is not modified in respect of this matter.

7. The Statement includes the interim financial information of Eighteen Subsidiaries which have not been reviewed, whose interim financial information reflect total revenues (before consolidation adjustments) of Rs. 25 crores and Rs. 58 crores, total net profit after tax (before consolidation adjustments) of Rs. 3 crores and Rs. 6 crores and total comprehensive income (before consolidation adjustments) of Rs. 3 crores and Rs. 6 crores, for the quarter ended 31 December 2023 and for the period from 1 April 2023 to 31 December 2023 respectively, as considered in the Statement. According to the information and explanations given to us by the Parent's management, these interim financial information are not material to the Group.

   Our conclusion is not modified in respect of this matter.

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

Chartered Accountants

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

Koosai Lehery

Partner

Mumbai

Membership No.: 112399

14 February 2024

UDIN:24112399BKFRHP6474

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
Tel: 91 22 2653 4444; Fax: 91 22 2652 3905; e-mail id: investorrelations@wockhardt.com, Website: www.wockhardt.com

(Rs. In Crore except per share data)

STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023

	PARTICULARS	3 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 30/09/2023	3 MONTHS ENDED 31/12/2022	9 MONTHS ENDED 31/12/2023	9 MONTHS ENDED 31/12/2022	YEAR ENDED 31/03/2023
	(Refer Notes Below)	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Income**						
	(a) Revenue from operations	701	753	699	2,098	1,973	2,651
	(b) Other income	8	24	2	31	102	122
	Total income	**709**	**777**	**701**	**2,129**	**2,075**	**2,773**
2	**Expenses**						
	(a) Cost of materials consumed	160	179	134	476	382	518
	(b) Purchase of stock-in-trade	150	105	133	405	384	509
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(8)	3	53	(10)	39	84
	(d) Employee benefits expense	152	166	150	472	493	637
	(e) Finance costs	77	76	83	232	226	302
	(f) Depreciation and amortisation expense	55	55	66	165	195	251
	(g) Exchange fluctuation loss, net	15	-	14	2	-	-
	(h) Other expenses	195	228	170	613	589	802
	Total expenses	**796**	**812**	**803**	**2,355**	**2,308**	**3,103**
3	**Loss before exceptional items and tax (1-2)**	**(87)**	**(35)**	**(102)**	**(226)**	**(233)**	**(330)**
4	Exceptional items- charge (Refer note 3, 4 and 5)	-	-	(3)	(14)	(198)	(294)
5	**Loss after exceptional items and before tax (3 ± 4)**	**(87)**	**(35)**	**(105)**	**(240)**	**(431)**	**(624)**
6	Tax expense:						
	Current tax - charge	3	2	2	14	10	12
	Deferred tax - charge/ (credit) - (Net)	(4)	36	(5)	41	(57)	(15)
7	**Loss after tax (5 ± 6)**	**(86)**	**(73)**	**(102)**	**(295)**	**(384)**	**(621)**
	Attributable to :						
	Equity shareholders of the Company	(83)	(77)	(96)	(294)	(352)	(559)
	Non - Controlling Interest	(3)	4	(6)	(1)	(32)	(62)
8	**Other Comprehensive Income**						
	(a) Items that will not be reclassified to Profit or Loss - (charge)/ credit (consisting of re-measurement of net defined benefit (liability) / asset)	1	0.44	(4)	2	(15)	(12)
	(b) Income tax relating to items that will not be reclassified to Profit or Loss - credit/(charge)	-	-	-	-	2	3
	(c) Items that will be reclassified to Profit or Loss - (charge)/ credit (Consisting of Exchange differences on translating the financial statements of foreign operations)	66	(20)	145	44	69	87
	(d) Other Comprehensive Income (net of tax) (a ± b ± c)	67	(20)	141	46	56	78
9	**Total Comprehensive Income (7 ± 8 (d))**	**(19)**	**(93)**	**39**	**(249)**	**(328)**	**(543)**
	Attributable to :						
	Equity shareholders of the Company	(27)	(95)	48	(256)	(309)	(498)
	Non - Controlling Interest	8	2	(9)	7	(19)	(45)
10	Paid-up equity share capital (face value of Rs. 5/- each)	72	72	72	72	72	72
11	Other Equity excluding Revaluation Reserves as per Balance Sheet						3,282
12	Earnings per equity share (face value of Rs. 5/- each) (*not annualised)						
	(a) Basic (Rs.)	(5.75)*	(5.37)*	(6.62)*	(20.40)*	(24.42)*	(38.79)
	(b) Diluted (Rs.)	(5.75)*	(5.37)*	(6.62)*	(20.40)*	(24.42)*	(38.79)

Notes To Consolidated Results:-

1) The results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on February 14, 2024. The results have been subjected to limited review by the Statutory Auditors of the Company.

2) The Consolidated Results relate to Wockhardt Limited ('the Company' or 'the Holding Company') and its Subsidiaries (together constitute 'the Group') and are prepared by applying Ind AS 110 - "Consolidated Financial Statements".

3) 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 Rs.11 crores due to unwinding of the discount (basis the original payment schedule) and has disclosed this as 'Exceptional items'.

4) During the previous year ended March 31, 2023, the Group has provided/ incurred loss of Rs. 123 crores w.r.t property , plant and equipment sold/ held for sale, Rs. 17 crores for inventory, Rs. 80 crores for claims incurred/ expected claims from customers and Rs. 13 crores for other costs pursuant to the restructuring of business in USA and has disclosed these as 'Exceptional items'.

5) The Company had accounted for a contract asset of Rs. 50 crores pursuant to a contract manufacturing agreement 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 asset in the previous year and this was disclosed as 'Exceptional items'. Company had also purchased certain specific inventory for this contract which has not been used. Company is continuing to evaluate alternate options to liquidate/ utilize such inventory, pending which, during the current period, the Company has made a provision of Rs. 14 crores for such inventory basis the current assessment and information available as on date. This expenditure is also reported as 'Exceptional items'.

6) During the quarter ended December 31, 2023 , the Company has allotted 6,900 (Year to date: 13,150) Equity shares of face value of Rs. 5/- each pursuant to exercise of employee stock options.

7) **Key Financials on Standalone basis:**

(Rs. in Crore)

PARTICULARS	3 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 30/09/2023	3 MONTHS ENDED 31/12/2022	9 MONTHS ENDED 31/12/2023	9 MONTHS ENDED 31/12/2022	YEAR ENDED 31/03/2023
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Total Income	293	266	300	816	877	1,139
Loss before tax	(74)	(107)	(55)	(296)	(224)	(513)
Loss after tax	(74)	(107)	(55)	(296)	(167)	(466)

Note: The unaudited standalone results have been filed with the Stock Exchanges under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are available on the Stock Exchanges websites (www.nseindia.com and www.bseindia.com) and also on the Company's website www.wockhardt.com.

8) The Group is exclusively into Pharmaceutical business Segment.

9) For List of Subsidiaries as on December 31, 2023 please refer Annexure.

FOR WOCKHARDT LIMITED

Mumbai
Date : February 14, 2024

H F KHORAKIWALA
CHAIRMAN
DIN: 00045608

WOCKHARDT LIMITED

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Global Headquarters: Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Annexure to Note 9 of Consolidated Unaudited Results for the Quarter and Nine Months ended December 31, 2023

List of Subsidiaries as on December 31, 2023

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 GmbH
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. (upto August 04, 2023)
18. Wockhardt France (Holdings) S.A.S.
19. Wockhardt Holding Corp.
20. Morton Grove Pharmaceuticals Inc.
21. MGP Inc.
22. Wockhardt Farmaceutica SA DE CV
23. Wockhardt Services SA DE CV
24. Wockhardt Bio AG
25. Wockhardt Bio (R) LLC
26. Wockhardt Bio Pty Limited
27. Wockhardt Bio Limited
28. Wockhardt Medicines Limited
29. Wockhardt Biologics Limited

GENERAL INFORMATION

- Our Company was incorporated as '*Wockhardt Pharmaceuticals Limited*' on July 8, 1999, as a public limited company under the Companies Act, 1956, as amended pursuant to a certificate of incorporation granted by the RoC. Our Company received the certificate of commencement of business from the RoC on September 1, 1999. Subsequently, pursuant to a board resolution passed on December 3, 1999, and special resolution passed at the meeting of the shareholders held on December 3, 1999, the name of our Company was changed to '*Wockhardt Limited*' and consequently, a fresh certificate of incorporation, dated December 28, 1999, was issued by the RoC. For further details, see the sections titled, "***Organisational Structure of our Company***" on page 214.
- The Equity Shares of our Company were listed on BSE Limited and the NSE Limited on February 21, 2000 and February 23, 2000, respectively. Our Company has received in-principle approvals to list the Equity Shares to be issued pursuant to the Issue from each BSE and NSE on March 19, 2024, under Regulation 28(1) of the SEBI Listing Regulations.
- Our Registered Office is located at Wockhardt Research Centre, D-4, MIDC, Chikalthana, Aurangabad 431 006, Maharashtra, India.
- The CIN of the Company is L24230MH1999PLC120720.
- The website of our Company is www.wockhardt.com.
- The authorised share capital of our Company is ₹ 11,250,000,000 divided into 250,000,000 Equity Shares of ₹5 each and 2,000,000,000 Preference Shares of ₹5 each.
- The Issue was authorised and approved by the Board pursuant to the resolution dated May 26, 2023, by the shareholders pursuant to the special resolution dated August 14, 2023. Our Company has been authorised to raise funds up to ₹ 1,600 crores by way of issue of securities including the Equity Shares.
- In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CRISIL Ratings Limited as the Monitoring Agency, for monitoring the utilisation of the proceeds in relation to the Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.
- Copies of our Memorandum of Association and Articles of Association will be available for inspection between 9:30 am to 5:30 pm on any weekday (except Saturdays and public holidays) at our Registered Office.
- Except as disclosed in this Placement Document, our Company has obtained all necessary consents, approvals and authorisations as may be required in connection with the Issue.
- There has been no material change in the financial or trading position of our Company since December 31, 2023, the date of the Unaudited Consolidated Financial Results prepared in accordance with applicable accounting standards included in this Placement Document, except as disclosed herein.
- Except as disclosed in this Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see "***Legal Proceedings***" on page 258.
- As on the date of this Placement Document, B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022 is the statutory auditor of our Company.
- Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.
- The Floor Price is ₹ 544.02 per Equity Share, calculated in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, as certified by the Independent Chartered Accountant, M/s Harshil Patel & Co., Chartered Accountant. Our Company has offered a discount of ₹ 27.02 per Equity Share, equivalent to 4.97% on the Floor Price in accordance with the approval of our Board resolution dated May 26, 2023, and the shareholders of the Company accorded through a special resolution dated August 14, 2023 and Regulation 176(1) of the SEBI ICDR Regulations.
- Our Company and the BRLM accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including our website, would be doing so at their own risk.

- Rashmi Dinesh Mamtura is the Company Secretary and Compliance Officer of our Company. Her details are as follows:

  Rashmi Dinesh Mamtura
  Company Secretary and Compliance Officer
  Wockhardt Towers, Bandra Kurla Complex,
  Bandra (East), Mumbai 400 051
  Maharashtra, India
  Tel: +91 22 2653 4444
  E-mail: rashmim@wockhardt.com

DETAILS OF PROPOSED ALLOTTEES

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made at the sole and absolute discretion of our Company, in consultation with the BRLM, to Eligible QIBs. The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them is set forth below. These details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, will be included in this Placement Document to be sent to such proposed Allottees.

S. No.	Name of the proposed Allottees	Percentage of the post-Issue share capital held (%)(1)(2)(3)
1.	ICICI PRUDENTIAL ELSS TAX SAVER FUND	0.40
2.	ICICI PRUDENTIAL EQUITY & DEBT FUND	0.48
3.	ICICI PRUDENTIAL PHARMA HEALTHCARE AND DIAGANOSTICS (P.H.D) FUND	0.38
4.	TATA INDIAN OPPORTUNITIES FUND	0.88
5.	TATA INDIA PHARMA & HEALTHCARE FUND	0.13
6.	3P INDIA EQUITY FUND 1	0.97
7.	3P INDIA EQUITY FUND 1M	0.04
8.	MIRAE ASSET HEALTHCARE FUND MIRAHCFD	0.32
9.	MIRAE ASSET FLEXI CAP FUND	0.10
10.	MIRAE ASSET MULTICAP FUND	0.15
11.	COHESION MK BEST IDEAS SUB-TRUST	0.38
12.	INEVSCO INDIA SMALLCAP FUND	0.38
13.	GAGANDEEP CREDIT CAPITAL PVT LTD	0.33
14.	SUBHKAM VENTURES I PVT LTD	0.33
15.	HDFC MUTUAL FUND - HDFC PHARMA AND HEALTHCARE FUND	0.15
16.	SOCIETE GENERALE - ODI	0.27
17.	QUANTUM-STATE INVESTMENT FUND	0.13
18.	BRESCON SPECIAL SITUATIONS FUND	0.10
19.	ALCHEMY LONG TERM VENTURES FUND	0.08
20.	CARNELIAN STRUCTURAL SHIFT FUND	0.19

(1) Based on beneficiary position as on March 22, 2024.

(2) Based on the proposed Allotment in the Issue, subject to completion of Allotment.

(3) The post-Issue shareholding (in percentage terms) of the proposed Allottees has been disclosed on the basis of their respective PAN, except in case of Mutual Funds, insurance companies, and Eligible FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.

DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with. Our Company further certifies that all the statements in this Placement Document are true and correct.

Signed by:

____

Habil Fakhruddin Khorakiwala
Executive Chairman

Date: March 26, 2024
Place: Mumbai, Maharashtra

DECLARATION

We, the Board of the Company, certify that:

(i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

(ii) the compliance with the Companies Act, 2013 and the rules thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government;

(iii) the monies received under the Issue shall be used only for the purposes and objects indicated in this Placement Document (which includes disclosures prescribed under Form PAS-4).

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

Signed by:

____

Habil Fakhruddin Khorakiwala
Executive Chairman

I am authorized by the Capital Raising Committee, *vide* resolution dated March 26, 2024 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed:

____

Habil Fakhruddin Khorakiwala
Executive Chairman

Date: March 26, 2024
Place: Mumbai, Maharashtra

WOCKHARDT LIMITED

CIN: L24230MH1999PLC120720

Registered Office
Wockhardt Research Centre,
D-4, MIDC, Chikalthana,
Aurangabad 431 006
Maharashtra, India.

Corporate Office
Wockhardt Towers
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India

Tel: +91 240 6694 444/ +91 22 2653 4444
Email: investorrelations@wockhardt.com
Website: www.wockhardt.com

Contact Person:
Rashmi Dinesh Mamtura
Designation: Company Secretary and Compliance Officer
Tel: +91 22 2653 4444
Email: rashmim@wockhardt.com
Address: Wockhardt Towers
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India

BOOK RUNNING LEAD MANAGER

DAM Capital Advisors Limited
One BKC, Tower C, 15th Floor, Unit No.1511
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India

STATUTORY AUDITORS OF OUR COMPANY

B S R & Co. LLP, Chartered Accountants
14th Floor, Central B Wing and North C Wing
Nesco IT Park 4, Nesco Center
Western Express Highway, Goregaon (East)
Mumbai 400 063

LEGAL COUNSEL TO OUR COMPANY

Trilegal
One World Centre
10th Floor, Tower 2A and 2B
Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Maharashtra, India

LEGAL COUNSELS TO THE BOOK RUNNING LEAD MANAGER

Indian Legal Counsel

Saraf and Partners Law Offices
2402, Tower 2,
One International Centre
Senapati Bapat Marg,
Prabhadevi West, Mumbai 400013,
Maharashtra, India
Tel: +91 11 4405 0600

Special International Legal Counsel

Duane Morris & Selvam LLP
16 Collyer Quay, # 17-00
Singapore 049318

APPLICATION FORM

<table>
<tr><td>WOCKHARDT LIMITED</td><td>APPLICATION FORM</td></tr>
<tr><td>(Incorporated in the Republic of India under the provisions of the Companies Act, 1956)
Wockhardt Limited (the "Company" or the "Issuer") was incorporated as 'Wockhardt Pharmaceuticals Limited' on July 8, 1999, as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai (the "RoC"). Our Company received the certificate of commencement of business from the RoC on September 1, 1999. Subsequently, pursuant to a board resolution passed on December 3, 1999, and special resolution passed at the meeting of the shareholders held on December 3, 1999, the name of our Company was changed to 'Wockhardt Limited' and consequently, a fresh certificate of incorporation, dated December 28, 1999, was issued by the RoC.
Registered Office: Wockhardt Research Centre, D – 4, MIDC, Chikalthana, Aurangabad 431 006, Maharashtra, India. | Corporate Office: Wockhardt Towers, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.
CIN: L24230MH1999PLC120720; Website: www.wockhardt.com
Telephone: +91 240 6694 444/+91 22 2653 4444; Email: investorrelations@wockhardt.com
LEI No: 3358001OC2OX7OZAHZ33 | ISIN: INE049B01025</td><td>Name of the Bidder: ________________________

Form. No.: ________________________________

Date:______________________________________</td></tr>
</table>

QUALIFIED INSTITUTIONS PLACEMENT OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH (THE "EQUITY SHARES") FOR CASH, AT A PRICE OF ₹[●] PER EQUITY SHARE (THE "ISSUE PRICE"), INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE, AGGREGATING UP TO ₹[●] CRORES* UNDERTAKEN IN ACCORDANCE WITH CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND UNDER SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY WOCKHARDT LIMITED (THE "COMPANY" OR THE "ISSUER", AND SUCH ISSUE, THE "ISSUE"). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 544.02 PER EQUITY SHARE AND OUR COMPANY MAY OFFER A DISCOUNT OF UPTO 5% ON THE FLOOR PRICE, AS APPROVED BY ITS SHAREHOLDERS.

** Subject to allotment of Equity Shares pursuant to the Issue.*

Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws; (ii) hold a valid and existing registration under the applicable laws in India (as applicable); (iii) are eligible to invest in the Issue and submit this Application Form, and (iv) are (a) residents in India or (b) foreign portfolio investors participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Rules"), the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 (the "SEBI FPI Regulations") and any other applicable law (other than individuals, corporate bodies and family offices), defined hereinafter ("Eligible FPIs") or a (c) multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules; can submit this Application Form. Further, in terms of the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended, foreign venture capital investors ("FVCIs") are not permitted to participate in the Issue. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act ("Regulation S") and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. You should note and observe the selling and transfer restrictions contained in the sections entitled "*Selling Restrictions*" and "*Transfer Restrictions and Purchaser Representations*" in the accompanying preliminary placement document dated March 20, 2024 (the "PPD").

ONLY ELIGIBLE QIBs ARE PERMITTED TO PARTICIPATE IN THE ISSUE. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THIS ISSUE, THROUGH PORTFOLIO INVESTMENT SCHEME AND SCHEDULE II OF THE FEMA RULES, READ WITH THE RESTRICTIONS SPECIFIED IN THE "ISSUE PROCEDURE" SECTION OF THE PPD SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED UNDER THE FEMA RULES AND SHALL HAVE TO BE IN CONFORMITY WITH THE APPLICABLE PROVISIONS OF THE FEMA RULES. ALLOTMENTS MADE TO AIFs AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.

To,

The Board of Directors
Wockhardt Limited
Wockhardt Research Centre, D – 4, MIDC, Chikalthana, Aurangabad 431 006, Maharashtra, India.

Respected All,

On the basis of the serially numbered PPD of the Company, and subject to the terms and conditions mentioned in the other sections of the PPD and in this Application Form, we hereby submit our Bid for the Allotment of the Equity Shares in the Issue on the terms and price indicated below. We hereby confirm that we are an Eligible QIB as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations , holding a valid and existing registration under the applicable laws in India (as

STATUS (Insert '✓' for applicable category)			
FI	Scheduled Commercial Banks and Financial Institutions	**AIF**	Alternative Investment Fund*
MF	Mutual Funds	**IF**	Insurance Funds
FPI	Eligible Foreign Portfolio Investor**	**NIF**	National Investment Fund
VCF	Venture Capital Funds*	**SI- NBFC**	Systemically Important Non-Banking Financial Companies

applicable) and which is not, (a) excluded from making an application in the Issue pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations and (b) restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange laws. We are not a promoter of the Company, or any person related to the Promoters, directly or indirectly (as defined in SEBI ICDR Regulations) and the Bid does not directly or indirectly represent the Promoters or members of the Promoter Group, or persons or entities related to the Promoters. Further, we confirm that we do not have any right under the shareholders' agreement or voting agreement entered into with Promoters, members of the Promoter Group or persons related to Promoters, veto rights or right to appoint any nominee director on the board of directors of the Company. In addition, we confirm that we are eligible to invest in the Equity Shares under the SEBI ICDR Regulations, Reserve Bank of India circulars, and other applicable laws. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules. We confirm that we are either a QIB which is (a) resident in India, or (b) an Eligible FPI or (c) a multilateral or bilateral development financial institution. We confirm that we are not an FVCI. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

IC	Insurance Companies	**OTH**	Others ____________ (Please specify)

** Sponsor and Manager should be Indian owned and controlled.*

*** Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.*

We confirm that the Bid size / aggregate number of Equity Shares applied for by us, and which may be Allotted to us thereon will not exceed the relevant regulatory or approved limits under applicable laws. We confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**SEBI Takeover Regulations**"). We confirm that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us, in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Preliminary Placement Document and this Application Form. We confirm that, in relation to our application, each Eligible FPIs, have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of Equity Shares bid for under each such scheme. We undertake that we will sign and/ or submit all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue.

We note that the Board of Directors of the Company or any duly authorized committee thereof, is entitled, in consultation with DAM Capital Advisors Limited, the book running lead manager in relation to the Issue (the "**BRLM**"), in its absolute discretion, to accept or reject this Application Form without assigning any reason thereof. We hereby accept the Equity Shares that may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, the Placement Document (when issued), and the confirmation of allocation note ("**CAN**") (when issued) and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account as per the details given below, subject to receipt of Application Form and the Bid Amount towards the Equity Shares that may be Allocated to us. The amount payable by us as Bid Amount for the Equity Shares applied for in the Issue, has been/will be remitted to the designated bank account set out in this Application Form only through electronic mode, along with this duly completed Application Form prior to or on the Issue Closing Date and such Bid Amount has been /will be transferred from a bank account maintained in our name, and in case we are joint holders, from the bank account of the person whose name appears first in the Application Form. We acknowledge and agree that we have not/shall not make any payment in cash, demand draft, or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLM; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount has been paid by us.

We further understand, agree and consent that: (i) our names, address, PAN, phone number, bank account details, email-id, and the number of Equity Shares Allotted, along with other relevant information as may be required will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware that our names will be included in the Placement Document as "proposed allottees", if applicable, along with the number of Equity Shares proposed to be Allotted to us, and the percentage of our post-Issue shareholding in the Company pursuant to the requirements under Form PAS-4 of the PAS Rules; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Maharashtra at Mumbai as required in terms of the PAS Rules. We are also aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5.00% of the Equity Shares in this Issue, the Company shall be required to disclose our name, along with the name of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the website of National Stock Exchange of India Limited and BSE Limited (together referred to as the **"Stock Exchanges"**), and we consent to such disclosure. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and restriction on transferability. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and restriction on transferability, as may be applicable to us.

By signing and/or submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections entitled *"Notice to Investors", "Representations by Investors", "Issue Procedure", "Selling Restrictions"* and *"Transfer Restrictions and Purchaser Representations"* of the PPD and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLM, each of whom is entitled to rely on and is relying on these representations, warranties in consummating the Issue.

By signing and submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, and have read it in its entirety including in particular, the section entitled "*Risk Factors"* therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLM or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document (when provided), this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company in consultation with the BRLM and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose our names and the percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the BRLM; For the purposes of this representation: the expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations i.e. entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and 'control' shall have the same meaning as is assigned to it under Regulation

2(1)(e) of the SEBI Takeover Regulations; (9) if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office (10) we agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, the Placement Document (when issued), this Application Form, the CAN (when issued), and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below; (11) we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares; (12) we have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares; (13) no action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction; (14) we satisfy any and all relevant suitability standards for investors in Equity Shares, (15) we acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws and that the Equity Shares are only being offered and sold only outside the United States in in "offshore transactions" as defined in, and in reliance on, Regulation S; and (16) we are located outside the United States (as defined in Regulation S) and we are not submitting this Application Form as a result of any "directed selling" efforts (as defined in Regulation S).

We acknowledge that once a duly filled Application Form, whether signed or not is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB.

BIDDER DETAILS (In Block Letters)			
NAME OF BIDDER*			
NATIONALITY			
REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
TELEPHONE NO.		**FAX NO.**	
EMAIL ID			
LEI			
FOR ELIGIBLE FPIs**	**SEBI FPI Registration Number:**	**For AIFs***/ MFs/ VCFs***/ SI-NBFCs/ ICs/Ifs/ Pension Funds**	**SEBI AIF / MF/ VCF Registration Number / RBI Registrations details for SI-NBFCs / IRDAI Registration details for ICs/ PFRDA Registration details**

* *Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund bidders are requested to provide details of the bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Issuer and the BRLM.*

** *In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*

*** *Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER BY 3.00 P.M. (IST), [●], 2024	
Name of the Account	WOCKHARDT LIMITED – ESCROW ACCOUNT QIP 2024
Name of the Bank	Bank of Baroda
Address of the Branch of the Bank	Mumbai Main office
Account Type	Escrow Account
Account Number	03810200001832
LEI Number	3358001OC2OX7OZAHZ33
IFSC	BARB0FORTAP
Tel No.	+91 240 6694 444
E-mail	investorrelations@wockhardt.com

The Bid Amount should be transferred pursuant to the Application Form within the Issue Period. All payments must be made only by way of electronic fund transfers, in favor of "WOCKHARDT LIMITED – ESCROW ACCOUNT QIP 2024". Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/Issue Period, i.e., prior to the Bid/Issue Closing Date. **The payment for subscription to the Equity Shares to be allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

DEPOSITORY ACCOUNT DETAILS		
Depository Name	National Securities Depository Limited	Central Depository Services (India) Limited
Depository Participant Name		
DP – ID	I N	
Beneficiary Account Number		(16-digit beneficiary A/c. No. to be mentioned above)

The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purposes of refund, if any, only the bank account details as mentioned below, from which remittance towards subscription has been made, will be considered.**

The Bidders are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by them. The Company and the BRLM shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	
NO. OF EQUITY SHARES BID FOR		**PRICE PER EQUITY SHARE (RUPEES)**	
(In figures)	(In words)	(In figures)	(In words)
BID AMOUNT (RUPEES)			
(In figures)	(In words)		

DETAILS OF CONTACT PERSON			
NAME			
ADDRESS			
TEL. NO.		**FAX NO.**	
EMAIL			

OTHER DETAILS	
PAN*	
Date of Application	
Signature of Authorized Signatory (may be signed either physically or digitally)**	

ENCLOSURES TO BE SUBMITTED*
(attach/certified true copy of the following)

Attested/ certified true copy of the following:

- ☐ Copy of PAN Card or PAN allotment letter
- ☐ Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF
- ☐ Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank
- ☐ Copy of notification as a public financial institution
- ☐ FIRC
- ☐ Copy of IRDAI registration certificate
- ☐ Intimation of being part of the same group
- ☐ Certified true copy of power of attorney
- ☐ Other, please specify

**It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground, unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 1961.*
***A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.*

Note:
(1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD and the Placement Document, unless specifically defined herein.
(2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the BRLM.
(3) This Application Form, the PPD and the Placement Document sent to you/ be sent to you, either in physical form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.
(4) The duly filed Application Form along with all enclosures shall be submitted to the BRLM either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in PPD.