

13<sup>th</sup> October, 2016

<b>BSE Limited</b> Corporate Relations Department P J Towers, Dalal Street Mumbai 400 001  <b><u>Scrip Code: 532300</u></b>  Fax Nos: 22723121	<b>National Stock Exchange of India Limited</b> Listing Department Exchange Plaza Bandra Kurla Complex, Bandra (E), Mumbai 400 051.  <b><u>NSE Symbol – WOCKPHARMA</u></b>  <b><u>Fax Nos: 26598237 / 26598238</u></b>
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Dear Sirs,

**Sub: Compliance Report on Corporate Governance**

In compliance with Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the quarter and half year ended 30<sup>th</sup> September, 2016.

Kindly acknowledge receipt of the same.

Thanking you,

For **Wockhardt Limited**



**Narendra Singh**  
**Company Secretary**

Encl: As above



1. Name of Listed Entity : Wockhardt Limited

2. Quarter ending : 30th September, 2016

## I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN & DIN		Category (Chairperson/Executive/Non- Executive/Independent/Nom- inee) &	Date of Appointment in the current term	Tenure*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
		PAN	DIN						
Dr.	Habil F Khorakiwala	AABPK4415C	00045608	Chairperson- Executive	01.03.2015	-	1	0	0
Dr.	Huzaiifa H Khorakiwala	ABLPK6715C	02191870	Executive	13.08.2016	-	1	1	0
Dr.	Murfaa H Khorakiwala	AAZPK7040H	00102650	Managing Director-Executive	12.09.2015	-	1	0	1
Mr.	Shekhar Datta	AABPD6228L	00045591	Non-Executive Independent	01.04.2014	Upto 31.03.2019	4	3	1
Dr.	Sanjaya Baru	AAPB4420H	05344208	Non-Executive Independent	01.04.2014	-	1	3	0
Mr.	Aman Mehta	AAGPM5030J	00009364	Non-Executive Independent	01.04.2014	-	6	2	5
Mr.	D S Brar	AAGPB0665A	00068502	Non-Executive Independent	01.04.2014	-	3	6	1
Mr.	Baldev Raj Arora	AAAPAS988R	00194168	Non-Executive Independent	26.05.2015	Upto 27.05.2020	2	2	0
Ms.	Tasneem Mehta	AAAPZ1346C	05009664	Non-Executive Independent	30.09.2014	Upto 29.09.2019	1	2	0

\*Filled only for Independent Directors

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee)
1. Audit Committee	Mr. Aman Mehta	Chairman- Non-Executive Independent
	Mr. Shekhar Datta	Non-Executive Independent
	Mr. D S Brar	Non-Executive Independent
	Dr. Sanjaya Baru	Non-Executive Independent
	Mr. Baldev Raj Arora	Non-Executive Independent
2. Nomination & Remuneration Committee	Ms. Tasneem Mehta	Non-Executive Independent
	Mr. Shekhar Datta	Chairman- Non-Executive Independent
	Dr. Habil F. Khorakiwala	Executive
3. Risk Management Committee	N.A.	N.A.
4. Stakeholders Relationship Committee	Dr. Sanjaya Baru	Non-Executive Independent
	Mr. Shekhar Datta	Chairman- Non-Executive Independent
	Mr. Aman Mehta	Non-Executive Independent
	Mr. D S Brar	Non-Executive Independent
	Dr. Sanjaya Baru	Non-Executive Independent

## III. Meeting of Board of Directors

Date(s) of Meeting (If any) in the previous quarter	Date(s) of Meeting (If any) in the relevant quarter	Maximum gap between any two consecutive (In number of days)
08.05.2016	13.08.2016	98 (excluding date of meetings)

## IV. Meeting of Committees\*\*

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
13.08.2016	Yes. Quorum requirements were met. Leave of absence was granted to Mr. Shekhar Datta for the Audit Committee meeting held on 13.08.2016 upon his request.	06.05.2016	98 (excluding date of meetings)

\*\* Details provided only for Audit Committee

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT@	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

@Transactions with Wockhardt Bio AG are considered material and approval of Shareholders has been obtained at the Annual General Meeting held on 15th September, 2014.

## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
  - The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
    - Audit Committee - Yes
    - Nomination & remuneration committee - Yes
    - Stakeholders relationship committee - Yes
    - Risk Management committee - N.A.
  - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
  - The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:  
 - The Report for quarter ended 30th June, 2016 was placed before the Board of Directors at their meeting held on 13th August, 2016.  
 - This Report for the quarter ended 30th September, 2016 shall be placed before the Board at the ensuing Board Meeting.

Narendra Singh  
Company Secretary

## ANNEXURE II

## Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)	Details of Non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report* displayed on website	46(2)	Yes	-
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Mr. Shekhar Datta was unwell from 12th to 16th August 2016. Upon his request, he was granted Leave of Absence to attend the Board and other Committee meetings of the Company held on 13.08.2016. However, he had authorised the respective members of Nomination and Remuneration Committee and Stakeholders' Relationship Committee to attend the Annual General Meeting on his behalf and answer the stakeholders' queries.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

\*Business Responsibility Report is not applicable to the Company for the financial year ended 31st March 2016.



**Narendra Singh**  
Company Secretary



## WOCKHARDT LIMITED

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE  
QUARTER ENDED 30TH SEPTEMBER, 2016

Name of Related Party	Name of transaction	Amount of transaction for the quarter ended 30th September, 2016 (Rs. in crores) (Unaudited)
Wockhardt Bio AG (Subsidiary Company)	Outlicensing Fees	8.66
	R&D service	7.7
	Guarantee Fees Income	2.98
	Dividend Income	171.11
	Management Fees	0.76
	Sales of finished goods	70.74
	Expenses recovered	0.15
	Expenses reimbursed	0.11
	Advances adjusted against export for goods & services	25.1
	<b>Total</b>	<b>287.31</b>

