

15th January, 2016

<p>BSE Limited Corporate Relations Department P J Towers, Dalal Street Mumbai 400 001</p> <p><u>Scrip Code: 532300</u></p> <p>Fax Nos: 22723121</p>	<p>National Stock Exchange of India Limited Listing Department Exchange Plaza Bandra Kurla Complex, Bandra (E), Mumbai 400 051.</p> <p><u>NSE Symbol – WOCKPHARMA</u></p> <p><u>Fax Nos: 26598237 / 26598238</u></p>
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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 ended 31st December, 2015.

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 : 31st December, 2015

I. Composition of Board of Directors



Title (Mr./ Ms)	Name of the Director	PAN & DIN		Category (Chairperson/Executive/Non- Executive/Independent/Nom- inee) & 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	Chairman- Executive	01.03.2015	-	1	0	0
Dr.	Huzafa H Khorakiwala	ABLPK6715C	02191870	Executive	15.09.2014	-	1	1	0
Dr.	Murtaza H Khorakiwala	AAZPK7040H	00102650	Executive	12.09.2015	-	1	0	0
Mr.	Shekhar Datta	AABPD6228L	00045591	Non-Executive Independent	01.04.2014	Upto 31.03.2019	5	2	2
Dr.	Sanjaya Baru	AAFPA4429H	05344208	Non-Executive Independent	01.04.2014		2	3	0
Mr.	Aman Mehta	AAGPM5030J	00009364	Non-Executive Independent	01.04.2014		6	3	3
Mr.	D S Brar	AAGPB0665A	00068502	Non-Executive Independent	01.04.2014		4	6	1
Mr.	Baldev Raj Arora	AAAPA5988R	00194168	Non-Executive Independent	28.05.2015	Upto 29.09.2019	2	2	0
Ms.	Tasneem Mehta	AAAPZ1346C	05009664	Non-Executive Independent	30.09.2014	Upto 27.05.2020	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. 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
2. Nomination & Remuneration Committee	Mr. Baldev Raj Arora	Non-Executive Independent
	Ms. Tasneem Mehta	Non-Executive Independent
	Mr. Shekhar Datta	Chairman- Non-Executive Independent
	Dr. Habil F. Khorakiwala	Executive
3. Risk Management Committee	Dr. Sanjaya Baru	Non-Executive Independent
	Dr. Sanjaya Baru	N.A.
4. Stakeholders Relationship Committee	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
	Mr. Baldev Raj Arora	Non-Executive Independent
	Ms. Tasneem Mehta	Non-Executive Independent



III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter	10.08.2015	13.11.2015	94 (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
13.11.2015	All Members of the Committee were present physically.	08.08.2015	96 (excluding date of meetings)
** Details provided only for Audit Committee			
V. Related Party Transactions (RPT)			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained		Yes	
Whether shareholders 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			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & remuneration committee			
c. Stakeholders relationship committee			
d. Risk Management committee - N.A.			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
4. 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.			
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:			
- This is the First Report as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and it will be placed at the ensuing Board Meeting.			
for Wockhardt Limited			
 Narendra Singh Company Secretary			
			

ANNEXURE I

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE QUARTER ENDED 31st DECEMBER , 2015

WOCKHARDT LIMITED

Name of related party	Nature of transaction	Amount of transaction for Quarter ended 31st December, 2015 (Rs. In crores) (Unaudited)
Wockhardt Bio AG (subsidiary of the Company)	Management fees income	0.68
	Outlicensing fees income	55.52
	Guarantee fees income	0.43
	Export sale of finished goods	56.47
	Expenses reimbursed	0.11
	Expenses recovered by the Company from Wockhardt Bio AG	4.33
	Advances adjusted against export of goods & services	204.07
	R & D Services	92.00
	Total	413.61

