

13th July, 2018

BSE Limited P J Towers, Dalal Street, Mumbai 400 001 <u>Scrip Code: 532300</u>	National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex, Bandra (E), Mumbai 400 051 <u>NSE Symbol – WOCKPHARMA</u>
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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 30th June, 2018.

Kindly acknowledge receipt of the same.

Thanking you,

For **Wockhardt Limited**



Narendra Singh
Company Secretary

Encl: As above



Corporate Governance Report

1 Name of Listed Entity : Wockhardt Limited

2 Quarter ending : 30th June, 2018

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN		Category (Chairperson/Executive/ Non-Executive/Independent/ Nominee)	Date of Appointment In the current term	Tenure	No. of Directorship in listed entitles 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	29.02.2020	1	0	0
Dr.	Huzafa H Khorakiwala	ABLPK6715C	02191870	Executive	31.03.2014	30.03.2019	1	1	0
Dr.	Murtaza H Khorakiwala	AAZPK7040H	00102650	Managing Director - Executive	31.03.2014	30.03.2019	1	0	1
Mr.	Shekhar Datta	AABPD6228L	00045591	Non-Executive - Independent	01.04.2014	Upto 31.03.2019	3	2	2
Dr.	Sanjaya Baru	AAFPB4429H	05344208	Non-Executive - Independent	01.04.2014		2	3	0
Mr.	Aman Mehta	AAGPM5030J	00009364	Non-Executive - Independent	01.04.2014		6	6	1
Mr.	D S Brar	AAGPB0665A	00068502	Non-Executive - Independent	01.04.2014		3	4	2
Ms.	Tasneem Mehta	AAAPZ1346C	05009664	Non-Executive - Independent	30.09.2014	Upto 29.09.2019	1	2	0
Mr.	Baldev Raj Arora	AAAPA5988R	00194168	Non-Executive - Independent	28.05.2015	Upto 27.05.2020	2	4	0
Mr.	Vinesh Kumar Jatrath	AAYPJ0756C	00391684	Non-Executive - Independent	10.11.2016	Upto 09.11.2021	5	7	2
Ms.	Zahabiya H Khorakiwala	ANMPK3942N	00102689	Non-Executive - Non-Independent	30.10.2017	Upto the date of next AGM	2	1	0

* A Director, wherever he is the Chairperson of the Committee, is also a member of the Committee.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Shekhar Datta	Chairperson - Non-Executive - Independent
	Mr. Aman Mehta	Non-Executive - Independent
	Mr. D S Brar	Non-Executive - Independent
	Dr. Sanjaya Baru	Non-Executive - Independent
	Ms. Tasneem Mehta	Non-Executive - Independent
	Mr. Baldev Raj Arora	Non-Executive - Independent
	Mr. Vinesh Kumar Jatrath	Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr. Shekhar Datta	Chairperson - Non-Executive - Independent
	Dr. Habil F. Khorakiwala	Executive
	Dr. Sanjaya Baru	Non-Executive - Independent
	Mr. Aman Mehta	Non-Executive - Independent
3. Risk Management Committee	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr. Shekhar Datta	Chairperson - Non-Executive Independent
	Mr. Aman Mehta	Non-Executive - Independent
	Mr. D S Brar	Non-Executive - Independent
	Dr. Sanjaya Baru	Non-Executive - Independent
	Ms. Tasneem Mehta	Non-Executive - Independent
	Mr. Baldev Raj Arora	Non-Executive - Independent
	Mr. Vinesh Kumar Jatrath	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)
29.01.2018	04.05.2018	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
04.05.2018	Yes	29.01.2018	94 (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, Related Party, are considered material and approval of shareholders have been obtained at the Annual General Meeting held on 15th September, 2014. Further, pursuant to Regulation 27(2)(b) of SEBI (LODR) Regulations, 2015, the material transactions with Wockhardt Bio AG for the quarter ended 30th June, 2018 also forms part of this Report.

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
- 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 31st March, 2018 was placed before the Board of Directors at their meeting held on 4th May, 2018.
 - This Report for the quarter ended 30th June, 2018 shall be placed before the Board at the ensuing Board Meeting.

Narendra Singh
Company Secretary and Compliance Officer

13th July, 2018



WOCKHARDT LIMITED

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE
QUARTER ENDED 30TH JUNE, 2018

Name of Related Party	Name of transactions	Amount of transaction for the quarter ended 30th June, 2018 (Rs. in crores)
Wockhardt Bio AG (Subsidiary Company)	Outlicensing Fees	2.94
	R&D Service	13.39
	Guarantee Fees Income	4.10
	Management Fees	0.90
	Sales of Finished Goods	69.40
	Expenses Recovered	0.15
	Expenses Reimbursed	0.13
	Advances Received against Export of Goods & Services	140.63
	Advances Adjusted against Export of Goods & Services	62.37
	Total	294.01
Note: The above figures are unaudited subject to review of Auditors		


Narendra Singh
 Company Secretary and Compliance Officer



13th July, 2018