

15th October, 2018

BSE Limited
P J Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 532300

National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

NSE Symbol – WOCKPHARMA

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 September, 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 September, 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 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	29.02.2020	1	0	0
Dr.	Huzaifa 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	31.03.2019	3	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	31.03.2019	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	29.09.2019	1	2	0
Mr.	Baldev Raj Arora	AAAPA5988R	00194168	Non-Executive - Independent	28.05.2015	27.05.2020	2	4	0
Mr.	Vinesh Kumar Jairath	AAYPJ0756C	00391684	Non-Executive - Independent	10.11.2016	09.11.2021	5	7	2
Ms.	Zahabiya H Khorakiwala #	ANMPK3942N	00102689	Non-Executive - Non-Independent	30.10.2017		2	0	1

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

Appointed for a further period of 5 (five) years from the end of the current tenure at the Annual General Meeting of the Company held on 4th August, 2018.

Appointed as a Director at the Annual General Meeting of the Company held on 4th August, 2018.

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
2. Nomination & Remuneration Committee	Mr. Baldev Raj Arora	Non-Executive - Independent
	Mr. Vinesh Kumar Jairath	Non-Executive - Independent
	Mr. Shekhar Datta	Chairperson - Non-Executive - Independent
	Dr. Habil F. Khorakiwala	Executive
	Dr. Sanjaya Baru	Non-Executive - Independent
3. Risk Management Committee	Mr. Aman Mehta	Non-Executive - Independent
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 Jairath	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 meetings in number of days
04.05.2018	04.08.2018	91 (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
04.08.2018	Yes	04.05.2018	91 (excluding date of meetings)

** Details provided only for Audit Committee

V. Related Party Transactions

Subject	Whether prior approval of audit committee obtained	Compliance status (Yes/No/NA)
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 September, 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 - Yes
 - 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 30th June, 2018 was placed before the Board of Directors at their meeting held on 4th August, 2018.
 - This Report for the quarter ended 30th September, 2018 shall be placed before the Board at the ensuing Board Meeting.


Narendra Singh
Company Secretary and Compliance Officer



15th October, 2018

WOCKHARDT LIMITED**DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE
QUARTER ENDED 30TH SEPTEMBER, 2018**

Name of Related Party	Name of transactions	Amount of transaction for the quarter ended 30th September, 2018 (Rs. in crores)
Wockhardt Bio AG (Subsidiary Company)	R&D Service	16.82
	Guarantee Fees Income	3.81
	Management Fees	1.01
	Sales of Finished Goods	69.35
	Expenses Recovered	0.25
	Expenses Reimbursed	0.13
	Sale of Fixed Asset	0.61
	Advances Adjusted against Export of Goods & Services	70.47
	Total	162.45
Note: The above figures are unaudited subject to review of Auditors		



Narendra Singh
Company Secretary and Compliance Officer

15th October, 2018



ANNEXURE III

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)	Yes	-
Whether "Corporate Governance Report" disclosed in Annual Report *	34(3) read with para C of Schedule V	Yes	-


Narendra Singh
 Company Secretary and Compliance Officer



15th October, 2018

*The confirmations are for the Annual Reports/other reports for the year ended 31.03.2018.