

13<sup>th</sup> April, 2017

**BSE Limited** 

Corporate Relations Department P J Towers, Dalal Street Mumbai 400 001

**Scrip Code: 532300** 

Fax Nos: 22723121

National Stock Exchange of India Limited

Exchange Plaza Bandra Kurla Complex, Bandra (E), Mumbai 400 051.

NSE Symbol – WOCKPHARMA

Fax Nos: 26598237 / 26598238

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 31<sup>st</sup> March, 2017.

Kindly acknowledge receipt of the same.

Thanking you,

For Wockhardt Limited

Narendra Singh Company Secretary

Encl: As above



	ter ending: 31st March, 2017								
Title (Mr. /	partition of Daniel of Direct								
(Mr. /	Position of Board of Director	tors PAN & DIN		Category	Date of	Tenure*	No. of	Number of	No. of post of Chairperso
,	Name of the Director	PAN & DIN	(0	Category (Chairperson/Executive/Non- Executive/independent/Nom inee) &	Appointment In	Tenure*	No. of Directorship in listed entitles including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. or post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this liste entity
		PAN	DIN						
Dr.	Habil F Khorakiwala	AABPK4415C	00045608	Chairperson- Executive	01 03 2015	29.02.2020	1		
Dr.	Huzaifa H Khorakiwala	ABLPK6715C	02191870	Executive	31.03.2014	30.03.2019	1	1	
Dr.	Murtaza H Khorakiwala	AAZPK7040H		lanaging Director-Executive	31 03 2014	30,03,2019			
Mr.	Shekhar Datta	AABPD6228L		Ion-Executive Independent	01.04.2014	Upto 31,03,2019	4		
Dr.	Sanjaya Baru	AAFPB4429H AAGPM5030J		Non-Executive Independent	01 04 2014 01 04 2014		5	3	
Mr.	Aman Mehla D S Brar	AAGPB0665A		Ion-Executive Independent	01 04 2014		3		
Ms.	Tasneem Mehla	AAAPZ1346C		Ion-Executive Independent	30.09.2014	Upto 29.09.2019	1		
Mr.	Baldev Rai Arora	AAAPA5988R		Ion-Executive Independent	28.05.2015	Upto 27.05.2020	2		
Mr.	Vinesh Kumar Jairath	AAYPJ0756C		lon-Executive Independent	10.11.2016		4		
	only for Independent Directors								
Con	position of Committees								
	of Committee			Name of Committee	ee members				on/Executive/Non-
							Executive/independent/Nominee)		
. Audi	t Committee		Mr. Shekhar Da	Mr. Shekhar Datta			Chairman- Non-Executive Independent		
			Mr. Aman Meh	Di .			Non-Executive Independent		
			Mr. D S Brar	aloat'			Non-Executive		
			Dr. Sanjaya Ba Ms. Tasneem M				Non-Executive Independent Non-Executive Independent		
			Mr. Baldey Rai				Non-Executive		
			Mr. Vinesh Kur				Non-Executive Independent		
. Nom	ination & Remuneration Con	nmlttee	Mr. Shekhar Da					Executive Indepe	ndent
			Dr. Habil F. Kh				Executive		
			Dr.Sanjaya Bar				Non-Executive		
	Management Committee			N.A.				N.A	
Stak	eholders Relationship Comm	ittee	Mr. Shekhar Da				Chairman- Non-Executive Independent		
			Mr. Aman Meh	a			Non-Executive Independent		
			Mr. D S Brar Dr. Sanjaya Ba	ria.			Non-Executive Independent Non-Executive Independent		
			Ms. Tasneem N				Non-Executive Independent		
			Mr. Baldev Raj				Non-Executive		
			Mr. Vinesh Kun				Non-Executive	Independent	
II. Med	eting of Board of Directors								
Date(s)	of Meeting (If any) in the pre	evious quarter	Date(s) of Mee	ting (if any) in the relevant	quarter	Maximum gap bet	ween any two c	onsecutive (In nu	imber of days)
	10.11,2016			24 01 2017			74 (exclu	iding date of meet	ings)
	- 12								
	eting of Committees**	i	I		the eventure 1	Manufacture and both		anconstitus mast	ings in number of days
	of meeting of the	Whether requirement	Date(s) of r	neeting of the committee in	tne previous	maximum gap ber	ween any two c	onsecutive meet	ings in number of days
ommi	ttee in the relevant quarter	of Quorum met		quarter					
(details)		(details)							
	24.01.2017	Yes Quorum		10_11_2016			74 (excluding date of meetings)		
_	24,01,2017			10.11.2010			, , (6,10,10	anig date of most	907
	- A	requirements were met							
		requirements were met							
* Detai	Is provided only for Audit Com								
	ls provided only for Audit Com				Com	pliance status (Yes	/No/NA)		
/, Rela	ls provided only for Audit Com ated Party Transactions	mittee	Yes		Com	pliance status (Yes	/No/NA)		
/, Rela	ls provided only for Audit Com ated Party Transactions Subject	mittee	Yes		Com	pliance status (Yes	/No/NA)		
V, Rela	ls provided only for Audit Com ated Party Transactions Subject	mittee	Yes		Com	pliance status (Yes	/No/NA)		
V, Rela	ls provided only for Audit Com ated Party Transactions Subject or prior approval of audit com	mittee			Com	pliance status (Yes	/No/NA)		
Vhether Vhether Vhether RPT@	Is provided only for Audit Com- ated Party Transactions Subject or prior approval of audit con- er shareholder approval obta	mittee  nmittee obtained  ined for material			Cóm	pliance status (Yes	/No/NA)		
Vhether Vhether RPT@	ls provided only for Audit Com ated Party Transactions Subject or prior approval of audit com	mittee  nmittee obtained  ined for material  pursuant to omnibus	Yes		Comp	pliance status (Yes	/No/NA)		
Vhether Vhether RPT@	Is provided only for Audit Com- ated Party Transactions Subject or prior approval of audit con- er shareholder approval obta	mittee  nmittee obtained  ined for material  pursuant to omnibus	Yes		Com	pliance status (Yes	/No/NA)		
Vhether Vhether PT@ Vhether pprov	Is provided only for Audit Com- ated Party Transactions Subject or prior approval of audit con- er shareholder approval obta	nmittee obtained ined for material pursuant to omnibus dit Committee	Yes	of Shareholders has been ob				otember, 2014.	
Vhether	Is provided only for Audit Comsted Party Transactions Subject or prior approval of audit con or shareholder approval obta or details of RPT entered into al have been reviewed by Au acctions with Wockhardt Bio A	mittee obtained ined for material pursuant to omnibus dit Committee	Yes Yes I and approval of		tained at the Annua	al General Meeting I		otember, 2014.	
Vhether Whether RPT@ Whether Approv	Is provided only for Audit Com- sted Party Transactions Subject or prior approval of audit con- er shareholder approval obta- er details of RPT entered Into- al have been reviewed by Au- sactions with Wockhardt Bio Au- rmations	nmittee obtained ined for material pursuant to omnibus dit Committee G are considered materia	Yes Yes and approval of sting obligation	and disclosure requirement	tained at the Annua	al General Meeting I 15 - Yes		otember, 2014.	
Whether Whether RPT@ Whether Approv Trans VI. Affil The c	Is provided only for Audit Com- ated Party Transactions Subject or prior approval of audit con- er shareholder approval obta er details of RPT entered Into al have been reviewed by Au erclions with Wockhardt Bio Au rmations composition of Board of Direct composition of the following co	nmittee obtained ined for material pursuant to omnibus dit Committee G are considered materia	Yes Yes and approval of sting obligation	and disclosure requirement	tained at the Annua	al General Meeting I 15 - Yes		otember, 2014.	
Whether Whether RPT@ Whether RPTO Whether RPTO Trans II. Affil II. The co Record Recor	Is provided only for Audit Comsted Party Transactions Subject or prior approval of audit con or shareholder approval obtained the state of RPT entered into all have been reviewed by Austractions with Wockhardt Bio Austract	mmittee obtained ined for material pursuant to omnibus dit Committee  G are considered material ors is in terms of SEBI (Limmittees is in terms of S	Yes Yes and approval of sting obligation	and disclosure requirement	tained at the Annua	al General Meeting I 15 - Yes		otember, 2014.	
Vhether Whether Whether PT@ Whether Pprov Trans II. Affil The control II. Audill Nomi	Is provided only for Audit Com- sted Party Transactions Subject or prior approval of audit con- er shareholder approval obta or details of RPT entered Into al have been reviewed by Au- sactions with Wockhardt Bio Au- rmations composition of Board of Direct composition of the following co Committee - Yes nation & remuneration commit	nmittee obtained ined for material pursuant to omnibus dit Committee G are considered materia ors is in terms of SEBI (L immittees is in terms of S ttee - Yes	Yes Yes and approval of sting obligation	and disclosure requirement	tained at the Annua	al General Meeting I 15 - Yes		otember, 2014.	
Whether Whether RPT@ Whether Pprov Trans I. Affil The control I. Audil I. Nomi	Is provided only for Audit Com- ated Party Transactions Subject or prior approval of audit con- er shareholder approval obta or details of RPT entered Into al have been reviewed by Au tractions with Wockhardt Bio Au tractions composition of Board of Direct composition of the following oc Committee - Yes nation & remuneration commit sholders relationship committee	nmittee obtained ined for material pursuant to omnibus dit Committee G are considered materia ors is in terms of SEBI (L mmilltees is in terms of S tlee - Yes e - Yes	Yes Yes and approval of sting obligation	and disclosure requirement	tained at the Annua	al General Meeting I 15 - Yes		otember, 2014.	
Whether Whether RPT@ Whether RPT@ Trans I. The c	Is provided only for Audit Comsted Party Transactions Subject or prior approval of audit con or shareholder approval obta or details of RPT entered Into al have been reviewed by Au actions with Wockhardt Bio Au mattions composition of Board of Direct composition of the following oc Committee - Yes nation & remuneration commit sholders relationship committee	mmittee obtained ined for material pursuant to omnibus dit Committee  G are considered material ora is in terms of SEBI (Lommittees is in terms of Stee - Yes	Yes  Yes  I and approval of isting obligations EBI(Listing obligations)	and disclosure requirement gations and disclosure requir	tained at the Annua ts) Regulations, 20 ements) Regulation	al General Meeting I 15 - Yes ns, 2015	neld on 15th Seg		15 - Yes
Vhether Whether PT@ Whether PTrans II. Affil The ( I. Audil I. Nomi Stake I. Risk I. The ( I.	Is provided only for Audit Com- ated Party Transactions Subject or prior approval of audit con- er shareholder approval obta or details of RPT entered Into al have been reviewed by Au sactions with Wockhardt Bio Au rmations composition of Board of Direct composition of Board of Direct composition of the following oc Committee - Yes anation & remuneration commit sholders relationship committee - NA management committee - NA managem	nmittee obtained ined for material pursuant to omnibus dit Committee G are considered materia ors is in terms of SEBI (L mmittees is in terms of S tlee - Yes e - Yes	Yes  Yes  Land approval of string obligations  EBI(Listing obligations)  EBI(Listing obligations)	and disclosure requirement gations and disclosure requir	tained at the Annua ts) Regulations, 20 rements) Regulation	al General Meeting I 15 - Yes ns, 2015 galions and disclosu	neld on 15th Ser	s) Regulations, 20	15 Yes Julations, 2015. + Yes
Whether Whether RPT@ Whether Approv Trans VI. Affil The c A. Audit A. Nomi C. Stake B. The c	Is provided only for Audit Comsted Party Transactions Subject or prior approval of audit conservations or shareholder approval obta or details of RPT entered into all have been reviewed by Automations composition of Board of Direct composition of Board of Direct composition of the following composition of Remuneration committee - Yes nation & remuneration committee of the following committee of t	nmittee obtained ined for material pursuant to omnibus dit Committee G are considered material ors is in terms of SEBI (Limitation of Sebi (Liee - Yes e - Yes on made aware of their poors and the above comm	Yes  Yes  Yes  If and approval of insting obligation of the institution of the institutio	and disclosure requirement gations and disclosure requir esponsibilities as specified in n conducted in the manner a	tained at the Annua ts) Regulations, 20 rements) Regulation n SEBI (Listing oblin s specified in SEBI	al General Meeting I 15 - Yes ns, 2015 gations and disclosu (Listing obligations	neld on 15th Seg ore requirements and disclosure	s) Regulations, 20 requirements) Reg	ulations, 2015 Yes
Vhether Whether Whether Whether Prans Via Trans The Color Addition Stake Risk The Color The Color Addition The Color The Color Addition The Color	Is provided only for Audit Com- ated Party Transactions Subject or prior approval of audit con- er shareholder approval obta or details of RPT entered Into al have been reviewed by Au sactions with Wockhardt Bio Au rmations composition of Board of Direct composition of Board of Direct composition of the following oc Committee - Yes anation & remuneration commit sholders relationship committee - NA management committee - NA managem	mittee obtained ined for material pursuant to omnibus dit Committee  G are considered material or is in terms of SEBI (Limitation of Sebi (Limitat	Yes  Yes  Yes  isting obligationsEBI(Listing obligations)  wers, role and r  iitlees have been er has been place	and disclosure requirement gations and disclosure requir esponsibilities as specified in n conducted in the manner a ced before Board of Directors	tained at the Annua ts) Regulations, 20 rements) Regulation in SEBI (Listing oblits is specified in SEBI s. Any comments/o	al General Meeting I 15 - Yes ns, 2015 gations and disclost (Listing obligations bservations/advice	neld on 15th Seg ore requirements and disclosure	s) Regulations, 20 requirements) Reg	ulations, 2015 Yes
Whether Whether Whether PT@ Whether PT@ Whether PT Whet	Is provided only for Audit Comsted Party Transactions Subject or prior approval of audit con or shareholder approval obta or details of RPT entered Inte al have been reviewed by Au cactions with Wockhardt Bio Au cacti	mmittee obtained ined for material pursuant to omnibus dit Committee  G are considered material ora is in terms of SEBI (Limmittees is in terms of Stee - Yes e - Yes  n made aware of their poors and the above committed in the previous quart ecember, 2016 was place.	Yes  Yes  I and approval of string obligations SEBI(Listing obligations)  wers, role and rollites have been placed before the Bo	and disclosure requirement gations and disclosure requir esponsibilities as specified in conducted in the manner a cad before Board of Directors pard of Directors at their mee	tained at the Annuality Regulations, 20 ements) Regulation in SEBI (Listing obliges specified in SEBI s. Any comments/oeting held on 24th J	al General Meeting I 15 - Yes ns, 2015 gations and disclost (Listing obligations bservations/advice	neld on 15th Seg ore requirements and disclosure	s) Regulations, 20 requirements) Reg	ulations, 2015 Yes

KHAR

Narendra Singh Company Secretary

I. Disclosure on website in terms of Listing Regulations				
Item	Compliance Status (Yes/No/NA)			
Details of business	Yes			
Terms and conditions of appointment of independent directors	Yes			
Composition of various committees of board of directors	Yes			
Code of conduct of board of directors and senior management personnel	Yes			
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes			
Criteria of making payments to non-executive directors	Yes			
Policy on dealing with related party transactions	Yes			
Policy for determining 'material' subsidiaries	Yes			
Details of familiarization programmes imparted to independent directors	Yes			
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes			
Email address for grievance redressal and other relevant details	Yes			
Financial results	Yes			
Shareholding pattern	Yes			
Details of agreements entered into with the media companies and/or their				
associates	N.A.			
New name and the old name of the listed entity	N.A.			

II. Annual Affirmations				
Particulars	Regulation Number	Compliance Status (Yes/No/NA)		
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes		
Board composition	17(1)	Yes		
Meeting of Board of directors	17(2)	Yes		
Review of Compliance Reports	17(3)	Yes		
Plans for orderly succession for appointments	17(4)	Yes		
Code of Conduct	17(5)	Yes		
Fees/compensation	17(6)	Yes		
Minimum Information	17(7)	Yes		
Compliance Certificate	17(8)	Yes		
Risk Assessment & Management	17(9)	Yes		
Performance Evaluation of Independent Directors	17(10)	Yes		
Composition of Audit Committee	18(1)	Yes		
Meeting of Audit Committee	18(2)	Yes		
Composition of nomination & remuneration committee	19(1) & (2)	Yes		
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes		



( while

Composition and role of risk management	21(1),(2),(3),(4)	N.A.
committee		
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for	23(2),(3)	Yes
all related party transactions		
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted	24(1)	N.A.
material Subsidiary		
Other Corporate Governance requirements with	24(2),(3),(4),(5) & (6)	Yes
respect to subsidiary of listed entity		
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from	26(3)	Yes
members of Board of Directors and Senior		
management personnel		
Disclosure of Shareholding by Non-Executive	26(4)	Yes
Directors		
Policy with respect to Obligations of directors and	26(2) & 26(5)	Yes
senior management		

## III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - Yes

Narendra Singh

Company Secretary

## **WOCKHARDT LIMITED**

## DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE QUARTER ENDED 31st MARCH, 2017

Name of Related Party	Name of transaction	Amount of transaction for the quarter ended 31st March, 2017 (Rs. in crores) (Unaudited)
Wockhardt Bio AG	Outlicensing Fees	49.28
(Subsidiary	R&D service	8.54
Company)	Guarantee Fees Income	3.84
	Management Fees	0.62
	Sales of finished goods	73
	Expenses recovered	49.88
	Expenses reimbursed	0.11
	Advances received against export for goods & services	11.28
	Advances adjusted against export for goods & services	76.2
	Total	272.75

