

14th July, 2016

BSE Limited Corporate Relations Department P J Towers, Dalal Street Mumbai - 400 001 <u>Scrip Code: 532300</u>	National Stock Exchange of India Limited Listing Department 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, 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 June, 2016									
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	-	1	0	0
Dr.	Huzafa H Khorakiwala	ABLPK6715C	02191870	Executive	15.09.2014	-	1	1	0
Dr.	Murtaza H Khorakiwala	AAZPK7040H	00102650	Managing Director-Executive	12.09.2015	-	1	0	0
Mr.	Shekhar Datta	AABPD6228L	00045591	Non-Executive Independent	01.04.2014	Upto 31.03.2019	4	2	2
Dr.	Sanjaya Baru	AAFPM4429H	05344208	Non-Executive Independent	01.04.2014		1	3	0
Mr.	Aman Mehta	AAGPM5030J	00009364	Non-Executive Independent	01.04.2014		6	4	3
Mr.	D S Brar	AAAGPM0665A	00068502	Non-Executive Independent	01.04.2014		3	6	1
Mr.	Baldev Raj Arora	AAAPA5988R	00194168	Non-Executive Independent	28.05.2015		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. Shekhar Datta Mr. Aman Mehta Mr. D S Brar Dr. Sanjaya Baru Mr. Baldev Raj Arora Ms. Tasneem Mehta				Chairman- Non-Executive Independent Non-Executive Independent Non-Executive Independent Non-Executive Independent Non-Executive Independent Non-Executive Independent			
2. Nomination & Remuneration Committee		Mr. Shekhar Datta Dr. Habil F. Khorakiwala Dr. Sanjaya Baru				Chairman- Non-Executive Independent Executive Non-Executive Independent			
3. Risk Management Committee		N.A.				N.A.			
4. Stakeholders Relationship Committee		Mr. Shekhar Datta Mr. Aman Mehta Mr. D S Brar Dr. Sanjaya Baru Mr. Baldev Raj Arora Ms. Tasneem Mehta				Chairman- Non-Executive Independent Non-Executive Independent Non-Executive Independent Non-Executive Independent Non-Executive Independent 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)				
11.02.2016		06.05.2016			84 (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			
06.05.2016		All Members of the Committee were present physically.	11.02.2016			84 (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									
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes									
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015									
a. Audit Committee - Yes									
b. Nomination & remuneration committee - Yes									
c. Stakeholders relationship committee - Yes									
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. - Yes									
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. - 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 31st March, 2016 was placed before the Board of Directors at their meeting held on 6th May, 2016									
- This Report for the quarter ended 30th June, 2016 shall be placed before the Board at the ensuing Board Meeting.									
For Wockhardt Limited									
 Narendra Singh Company Secretary									

WOCKHARDT LIMITED

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

Name of Related Party	Name of transaction	Amount of transaction for the quarter ended 30th June, 2016 (Rs. in crores) (Unaudited)
Wockhardt Bio AG (Subsidiary Company)	Outlicensing Fees	38.74
	R&D service	8.06
	Guarantee Fees Income	0.06
	Management Fees	0.65
	Sales of finished goods	67.10
	Expenses reimbursed	0.11
	Advances adjusted against export for goods & services	63.23
	Total	177.95

