

**WALCHANDNAGAR INDUSTRIES LIMITED**Regd. Office :- 3, Walchand Terraces, Tardeo Road,
Mumbai 400 034, India. • Ph.: 4028 7109 Fax : 2363 4527**Quarterly Compliance Report on Corporate Governance**Name of the Company : **Walchandnagar Industries Ltd.**
Quarter ending on : **30th June, 2009**

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|--|-----------------------------|----------------------------|---|
| 1 | 2 | 3 | 4 |
| 1. Board of Directors A) Composition of Board | 49 I 49(1A) | Yes | Chairman of the Company is non-executive Chairman. The Board comprises of 9 Directors out of which 2 executives & 7 non-executives. 5 Directors on the Board are independent. |
| B) Non-executive Director's Compensation & disclosures | 49(1B) | Yes | |
| C) Other provisions as to Board and Committees | 49(1C) | Yes | |
| D) Code of Conduct | 49(1D) | Yes | |
| II. Audit Committee | 49 II | | |
| A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | Audit Committee comprises of 4 non-Executive Directors out of which three are independent Directors. |
| B) Meeting of Audit Committee | 49(II B) | Yes | Meeting was held on 27-04-2009 |
| C) Power of Audit Committee | 49(II C) | Yes | |
| D) Role of Audit Committee | 49(II D) | Yes | |
| E) Review of information by Audit Committee | 49(II E) | Yes | |
| III. Subsidiary Companies | 49(III) | N.A. | |
| IV. Disclosures | 49(IV) | | |
| A) Basis of related party transactions | 49(IV A) | Yes | |
| B) Disclosure of Accounting Treatment | 49(IV B) | Yes | |
| C) Board Disclosures | 49(IV C) | Yes | |
| D) Proceeds from public issues, right issues, preferential issues etc. | 49(IV D) | Yes | |
| E) Remuneration of Directors 49(IV E) | 49(IV E) | Yes | |
| F) Management | 49(IV F) | Yes | |
| G) Shareholders | 49(IV G) | Yes | |
| V. CEO/CFO Certification | 49(V) | Yes | |
| VI. Report on Corporate Governance | 49(VI) | Yes | |
| VII. Compliance | 49(VII) | Yes | |

For WALCHANDNAGAR INDUSTRIES LTD.,


G. S. Agrawal
Company Secretary