

**Corporate Governance Report under Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

1. Name of Listed Entity - Wakhandnagar Industries Ltd.
2. Quarter Ending - September 30, 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/ cessation	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
Mr.	Chakor L. Doshi	AACPD5799F	00210949	Non-Executive & Chairperson	15/05/1979	-	Two	Two	Nil
Mr.	Dilip J. Thakkar	AACPT9000H	00007339	Non-Executive/ independent	13/02/2015	3	Five	Two	One
Mr.	Anil Kakodkar	AAFPPK2030D	03057596	Non-Executive/ independent	13/02/2015	5	One	One	One
Mr.	G. N. Bajpai	ABEPB2522M	00946138	Non-Executive/ independent	13/02/2015	5	Four	Three	One
Mr.	A. R. Gandhi	AADPG1145R	00007597	Non-Executive/ independent	13/02/2015	5	Three	One	One
Ms.	Bhavna Doshi	AACPD4427C	00400508	Non-Executive/ independent	13/02/2015	5	Five	Two	Two
Mr.	G. K. Pillai	AAIPK5679B	01537184	Executive	25/11/2012	-	One	Nil	Nil
Mr.	Chirag C. Doshi	AEEPDP0659L	00181291	Executive	25/11/2012	-	Two	One	Nil

\$ -PAN number of any director would not be displayed on the website of Stock Exchange.

& -Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

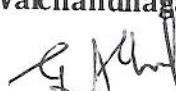

\* -to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

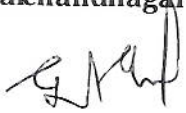


<b>II. Composition of Committees</b>			
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)\$	
1. Audit Committee	Dilip J. Thakkar Anil Kakodkar Chakor L. Doshi	Chairperson/Independent Independent Non-Executive	
2. Nomination & Remuneration Committee	G. N. Bajpai Dilip J. Thakkar Anil Kakodkar Chakor L. Doshi	Chairperson/Independent Independent Independent Non-Executive	
3. Risk Management Committee(if applicable)**	G. K. Pillai Chirag C. Doshi Shree B. Pathak	Chairperson/Executive Executive Employee	
4. Stakeholders Relationship Committee	Anil Kakodkar Dilip J. Thakkar Chakor L. Doshi	Chairperson/Independent Independent Non-Executive	
\$Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen. **Not applicable as per the Regulations.			
<b>III. Meeting of Board of Directors</b>			
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)	
May 24, 2016	August 12, 2016	79	
<b>IV. Meeting of Committees Audit Committee Meeting</b>			
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*
August 12, 2016	Yes All 3 members attended the Meeting.	May 24, 2016	79
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			





<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmation</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination &amp; Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.</p>	
<p>For Walchandnagar Industries Limited</p>   <p><b>G. S. Agrawal</b> <b>Vice President (Legal &amp; Taxation) &amp; Company Secretary</b></p>	

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer</sup> note below</b>
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
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For <b>Walchandnagar Industries Limited</b></p> <p></p> <p><b>G. S. Agrawal</b> Vice President (Legal &amp; Taxation) &amp; Company Secretary</p> 