



**WALCHANDNAGAR INDUSTRIES LIMITED**

Website: www.walchand.com Email: wil@walchand.com

Ref. No. : WI:SEC:2018

Date : 14.01.2019

National Stock Exchange of India Ltd  
Corporate Action Department  
Exchange Plaza, 5<sup>th</sup> floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051.  
Fax :26598237/38, 66418126/25/24

BSE Ltd.,  
Corporate Relations Department  
1st floor, New Trading Ring,  
Rotunda Bldg P.J. Tower,  
Mumbai 400 001.  
Fax:: 22723121/2039/2037

Dear Sirs,

**Sub: Quarterly Compliance Report on Corporate Governance for the Quarter ended December 31, 2018.**

Please find enclosed herewith Report on Corporate Governance required under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2018.

We request you to take the same on record. .

Thanking you,

Yours faithfully,

**For Walchandnagar Industries Ltd.**

**G. S. Agrawal**  
**Vice President (Legal & Taxation) & Company Secretary**

Encl.: as above



**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 - Walchandnagar Industries Ltd.
2. Quarter Ending – December 31, 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/ 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	09/08/2017	5	Six	Four	One
Mr.	Anil Kakodkar	AAFPG2030D	03057596	Non-Executive/ Independent	13/02/2015	5	Two	One	One
Mr.	G. N. Bajpai	ABEPB2522M	00946138	Non-Executive/ Independent	15/11/2018 (cessation)	-	-	-	*
Mr.	A. R. Gandhi	AADPG1145R	00007597	Non-Executive/ Independent	13/02/2015	5	Three	Two	One
Ms.	Bhavna Doshi	AACPD4427C	00400508	Non-Executive/ Independent	13/02/2015	5	Six	Four	Two
Mr.	G. K. Pillai	AAIPK5679B	01537184	Executive	01/04/2017	-	One	Nil	Nil
Mr.	Chirag C. Doshi	AEEPDP0659L	00181291	Executive	01/04/2017	-	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*	Dilip J. Thakkar Anil Kakodkar Chakor L. Doshi	Independent Independent Non-Executive	
3. Risk Management Committee(if applicable)**	G. K. Pillai Chirag C. Doshi Mr. Anil Vasant Gabhe	Chairperson/Executive Executive Employee	
4. Stakeholders Relationship Committee	Anil Kakodkar Dilip J. Thakkar Chakor L. Doshi	Chairperson/Independent Independent Non-Executive	
<p>\$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.</p> <p>*Mr. G N Bajpai Chairperson/ Independent Director Resigned from the Board of the Company w.e.f. 15/11.2018</p> <p>**Not applicable as per the Regulations.</p>			
<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)	
August 14,2018	November 13, 2018	90 days	
<b>IV. Meeting of Committees</b>			
Audit Committee Meeting			
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*
November 13, 2018	Yes 3 attended	August 14,2018	90 days
* 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><b>For Walchandnagar Industries Limited</b></p> <p></p> <p><b>G. S. Agrawal</b> <b>Vice President (Legal &amp; Taxation) &amp; Company Secretary</b></p>	