

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST DECEMBER 2018

1. Name of Listed Entity: ADOR WELDING LIMITED

2. Quarter ending: 31st December, 2018

I. Composition of Board of Directors								
Title (Mr. / Ms./ Mrs.)	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 (Refer Regulation 25(1) of Listing Regulations)	No. of Memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpersons in Audit/ Stakeholder Committees held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Aruna B. Advani	AABPA7648B 00029256	Executive Director - Chairperson	01-05-2014	-	2	2	Nil
Mr.	S. M. Bhat	AFPPB6457C 05168265	Executive Director - Managing Director	11-05-2015	-	1	Nil	Nil
Mrs.	N. Malkani Nagpal	AABPN5266G 00031985	Executive Director	07-05-2015	-	3	4	Nil
Mr.	R. A. Mirchandani	AABPM0082H 00175501	Non-Executive – Non-Independent Director	28-07-2006	-	1	Nil	3
Mr.	A. T. Malkani	AAFPM3373D 01585637	Non-Executive - Non-Independent Director	27-07-2007	-	2	1	Nil
Mr.	D. A. Lalvani	ABIPL1660J 01771000	Non-Executive - Non-Independent Director	27-07-2007	-	2	5	1
Mr.	M. K. Maheshwari	AACPM9762F 00012341	Non-Executive - Independent Director	28-07-2014	4 years 5 months 3 days	4	1	1
Mr.	P. K. Gupta	AAPPG2620R 00963094	Non-Executive - Independent Director	28-07-2014	4 years 5 months 3 days	1	1	Nil



Mr.	R. N. Sapru	AIRPS3577R 02332414	Non-Executive - Independent Director	28-07-2014	4 years 5 months 3 days	1	1	Nil
Mr.	K. Digvijay Singh	AISPS1225K 00004607	Non-Executive - Independent Director	28-07-2014	4 years 5 months 3 days	1	Nil	1
Mr.	Gaurav M. Lalwani	ABFPL7943M 06928792	Non-Executive - Independent Director	10-11-2014	4 years 01 month 21 days	2	Nil	Nil
Mr.	Sasha G. Mirchandani	AACPM1608G 01179921	Non-Executive - Independent Director	10-11-2014	4 years 01 months 21 days	2	2	1

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	1. Mr. K. Digvijay Singh 2. Mr. P. K. Gupta 3. Mr. R. N. Sapru 4. Mr. D A. Lalvani	1. Chairperson - Non-Executive - Independent Director 2. Non-Executive - Independent Director 3. Non-Executive - Independent Director 4. Non-Executive Director - Non-Independent Director
2. Nomination & Remuneration Committee	1. Mr. R. N. Sapru 2. Mr. M. K. Maheshwari 3. Mr. A. T. Malkani	1. Chairperson - Non-Executive - Independent Director 2. Non-Executive - Independent Director 3. Non-Executive Director- Non-Independent Director
3. Risk Management Committee (if applicable)		N.A
4. Stakeholders Relationship Committee	1. Mr. R. A. Mirchandani 2. Mrs. N. Malkani Nagpal 3. Mr. A. T. Malkani 4. Mr. D. A. Lalvani	1. Chairperson - Non-Executive Director- Non-Independent Director 2. Whole-Time Director – Executive Director 3. Non-Executive Director - Non-Independent Director 4. Non-Executive Director - Non-Independent Director

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 meetings (in number of days)
09 th August, 2018	01 st November, 2018	83 (Gap is the number of days between the last 2 Meetings)



IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee: 01 st November, 2018	Yes – all the Members, except Mr. P. K. Gupta, were present	09 th August, 2018	83 (Gap is the number of days between the last 2 Meetings)
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions (RPT)			
Subject	Compliance status (Yes/No/NA)		
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		
VI. Affirmations			
<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:</p> <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk Management Committee (applicable to the top 100 listed entities) – N.A. <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 has been placed before Board of Directors – Yes. Any comments / observations / advice of Board of Directors may be mentioned here:- N.A</p>			
For ADOR WELDING LIMITED			
 V. M. BHIDE COMPANY SECRETARY			