

**Corporate Governance Report**

1. Name of Listed Entity: ADOR WELDING LIMITED  
2. Quarter ending: 31<sup>st</sup> December, 2015

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> & 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)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Aruna B. Advani	AABPA7648B 00029256	Executive Chairman	01-05-2014	-	2	3	NIL
Mr.	S. M. Bhat	AFPPB6457C 05168265	Managing Director	11-05-2015	-	1	NIL	NIL
Mrs.	N. Malkani Nagpal	AABPN5266G 00031985	Whole-Time Director	07-05-2015	-	3	3	1
Mr.	R. A. Mirchandani	AABPM0082H 00175501	Non-Executive Director	28-07-2006	-	1	NIL	3
Mr.	A. T. Malkani	AAFPM3373D 01585637	Non-Executive Director	27-07-2007	-	2	1	NIL
Mr.	D. A. Lalvani	ABIPL1660J 01771000	Non-Executive Director	27-07-2007	-	2	3	NIL
Mr.	Manoj Kumar Maheshwari	AACPM9762F 00012341	Non-Executive - Independent Director	28-07-2014	14 years 3 months 30 days	4	4	2
Mr.	P. K. Gupta	AAPPG2620R 00963094	Non-Executive - Independent Director	28-07-2014	12 years 9 months 1 day	1	1	NIL
Mr.	R. N. Sapru	AIRPS3577R 02332414	Non-Executive - Independent Director	28-07-2014	10 years 9 months 9 days	1	NIL	NIL
Mr.	K. Digvijay Singh	AISPS1225K 00004607	Non-Executive - Independent Director	28-07-2014	10 years 5 months 27 days	1	1	NIL



Mr.	Gaurav M. Lalwani	ABFPL7943M 06928792	Non-Executive - Independent Director	10-11-2014	5 years	2	NIL	NIL
Mr.	Sasha G. Mirchandani	AACPM1608G 01179921	Non-Executive - Independent Director	10-11-2014	5 years	2	2	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.

## II. Composition of Committees

Name of Committee	Name of Committee Members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
1. Audit Committee	1. Mr. M. K. Maheshwari 2. Mrs. N. Malkani Nagpal 3. Mr. K. Digvijay Singh 4. Mr. P. K. Gupta	1. Chairperson - Non-Executive - Independent Director 2. Whole-Time Director 3. Non-Executive Independent Director 4. Non-Executive 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
3. Risk Management Committee (if applicable)		<b>N.A</b>
4. Stakeholders Relationship Committee	1. Mr. R. A. Mirchandani 2. Mrs. N. Malkani Nagpal 3. Mr. A. T. Malkani 4. Mr. D. A. Lavani	1. Chairperson - Non-Executive Director 2. Whole-Time Director 3. Non-Executive Director 4. Non-Executive Director

<sup>§</sup>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

## 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)
31 <sup>st</sup> July, 2015	29 <sup>th</sup> October, 2015	90 (Gap is the number of days between the last 2 Meetings)

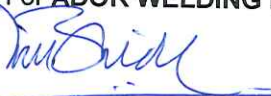

## IV. Meeting of Committees

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*
<b>Audit Committee</b> 29 <sup>th</sup> October, 2015	Yes – all members were present	31 <sup>st</sup> July, 2015	90 (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





<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>N.A.</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>
<b>Note</b>	
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.	
2 If status is "No" details of non-compliance may be given here.	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	
b. Nomination & remuneration committee	
c. Stakeholders relationship committee	
d. Risk management committee (applicable to the top 100 listed entities) – 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.	
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.	
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: - This, being the first report, will be placed at the ensuing Board Meeting.	
For <b>ADOR WELDING LIMITED</b>	
 	
<b>V. M. BHIDE</b>	
<b>COMPANY SECRETARY</b>	

**Note:**

Information at Table I and II above need to be necessarily given in 01<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.