

Corporate Governance Report

1. Name of Listed Entity: ADOR WELDING LIMITED

2. Quarter ending: 30th June, 2016

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- Chairperson	01-05-2014	-	3	3	Nil
Mr.	S. M. Bhat	AFPPB6457C 05168265	Managing Director-Executive	11-05-2015	-	1	Nil	Nil
Mrs.	N. Malkani Nagpal	AABPN5266G 00031985	Executive Director	07-05-2015	-	4	4	Nil
Mr.	R. A. Mirchandani	AABPM0082H 00175501	Non-Executive Director	28-07-2006	-	3	1	2
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	-	3	4	2
Mr.	M. K. Maheshwari	AACPM9762F 00012341	Non-Executive - Independent Director	28-07-2014	1 year 11 months 3 days	4	1	2
Mr.	P. K. Gupta	AAPPG2620R 00963094	Non-Executive - Independent Director	28-07-2014	1 year 11 months 3 days	1	1	Nil



Mr.	R. N. Sapru	AIRPS3577R 02332414	Non-Executive - Independent Director	28-07-2014	1 year 11 months 3 days	1	Nil	Nil
Mr.	K. Digvijay Singh	AISPS1225K 00004607	Non-Executive - Independent Director	28-07-2014	1 year 11 months 3 days	2	1	Nil
Mr.	Gaurav M. Lalwani	ABFPL7943M 06928792	Non-Executive - Independent Director	10-11-2014	1 year 7 months 21 days	2	1	Nil
Mr.	Sasha G. Mirchandani	AACPM1608G 01179921	Non-Executive - Independent Director	10-11-2014	1 year 7 months 21 days	3	2	Nil

II. Composition of Committees

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

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
09 th February, 2016	10 th May, 2016	90 (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: 10th May, 2016	Yes All the members were present	09 th February, 2016	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			
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. The report for the previous quarter ended 31st March 2016 was placed before the Board of Directors at its meeting held on 10th May 2016. This Report for the quarter ended 30th June, 2016 will be placed before the Board of Directors at its forthcoming Board Meeting.</p>			
For ADOR WELDING LIMITED			
V. M. BHIDE <u>COMPANY SECRETARY</u>			


