



No.: WAISL/BSE/CGR/December 2023

Date: January 19, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001
Scrip Code: 975113

Subject: Corporate Governance Report under regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2023

Dear Sir/Madam,

Pursuant to regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find attached the Corporate Governance Report for the quarter ended December 31, 2023.

You are requested to kindly take the above information on records.

**Thanking you,
Yours Sincerely,
For and on behalf of WAISL Limited**

**Karishma Aggarwal
Company Secretary and Compliance Officer
M. No.: A70927**

Corporate Office:

1st floor, Wing D, Building No. 301, New Udaan Bhawan Complex, Opp. T3, IGI Airport, New Delhi-110037.

Registered Office:

3rd Floor, Unit no. 310 (East Wing) Worldmark- 1, Asset Area no. 11, Hospitality District, Delhi Aerocity, Near Indira Gandhi International Airport, New Delhi-110037.

Website: www.waisl.in; **CIN:** U72200KA2009PLC051272; **Email Id:** compliance@waisl.in

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: WAISL Limited

2. Quarter ending: December 31, 2023

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] #	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] #	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) @
Mr	Adi Seshavataram Cherukupalli	AASPC8236C & 00062003	Non-Executive - Independent Director	27-07-2023			60	18-01-1953	0	0	1	0
Mr	Arun Balakrishnan	ABVPB1917F & 00130241	Non-Executive - Independent Director	27-07-2023			60	25-07-1950	1	1	1	1
Mr	Sudhir Maheshwari	AWCPM5629F & 02376365	Non-Executive - Director	27-07-2023				02-11-1963	1	1	0	0

Mr	Davinder Kumar Chugh	AJTPC1860A & 09020244	Non-Executive - Director	27-07-2023				20-07-1956	2	1	2	0
Mr	Gopala Krishna Kishore Surey	AELPQ9288D & 02916539	Non-Executive - Director	27-07-2023				03-12-1963	0	0	0	0
Ms	Gunjan Beria	AIZPB3544K & 08959439	Non-Executive - Director	27-07-2023				31-01-1987	0	0	0	0
Mr	Pachigolla Rama Krishna	AFDPR6468M & 03327834	Non-Executive - Director	23-05-2019				26-01-1960	0	0	0	0
		Whether Regular chairperson appointed: Yes										
		Whether Chairperson is related to managing director or CEO: No										
		<p><i>\$ PAN 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</i></p> <p><i>* 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.</i></p> <p><i># Pursuant to the provisions of Regulation 17A(1) of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 ("LODR Regulations"), while calculating the directorships in listed entities only directorships in equity listed companies have been considered.</i></p> <p><i>@ Pursuant to the Provisions of Regulation 26(1) of LODR Regulations, while calculating the committee positions of Directors, both listed and unlisted public companies excluding public companies which are high value debt listed entities, have been considered, Mr. Arun Balakrishnan being Chairperson of Audit Committee and member of Stakeholder Relationship Committee; Mr. Adi Seshavataram Cherukupalli member of Audit Committee and Stakeholder Relationship Committee and Mr. Davinder Kumar Chugh being Chairperson in Audit Committee. However, being a high value debt listed entity, the same has been excluded from the calculation of the number of memberships and chairpersonships pursuant to the provisions of Regulation 26(1) of LODR Regulations.</i></p>										

II. Composition of Committee					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Arun Balakrishnan	Chairperson/Non-Executive Independent Director	27-07-2023	-
		Adi Seshavataram Cherukupalli	Member/Non-Executive Independent Director	27-07-2023	-
		Gunjan Beria	Member/Non-Executive Director	27-07-2023	-
2. Nomination & Remuneration Committee	Yes	Arun Balakrishnan	Chairperson/Non-Executive Independent Director	27-07-2023	-
		Adi Seshavataram Cherukupalli	Member/Non-Executive Independent Director	27-07-2023	-
		Sudhir Maheshwari	Member/Non-Executive Director	27-07-2023	-
3. Stakeholders Relationship Committee	Yes	Davinder Kumar Chugh	Chairperson/Non-Executive Director	13-11-2023	-
		Arun Balakrishnan	Member/Non-Executive Independent Director	13-11-2023	-
		Adi Seshavataram Cherukupalli	Member/Non-Executive Independent Director	13-11-2023	-
4. Risk Management Committee (Applicable)	The Company got listed on 28 th September, 2023 and will constitute its Risk Management Committee in the ensuing Board Meeting to ensure compliance at the earliest.				
<i>&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</i>					

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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
05-07-2023		-	-	-	-
27-07-2023		-	-	-	-
14-09-2023		-	-	-	-
	13-11-2023	Yes	7	2	59 days
	18-12-2023	Yes	5	2	34 days
<i>*to be filled in only for the current quarter meetings</i>					

IV. Meeting of Committees						
<i>Name of the Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</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			-	-	05-07-2023	
	13-11-2023	Yes	3	2	-	130 days
	18-12-2023	Yes	3	2	-	34 days
Nomination & Remuneration Committee			-	-	27-07-2023	
			-	-	14-09-2023	
	13-11-2023	Yes	3	2	-	59 days
	18-12-2023	Yes	3	2	-	34 days
* to be filled in only for the current quarter meetings						
Note: 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	
Subject	Compliance status (Yes/No/NA) <i>refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Note:	
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.	

VI. Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR), 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of event	NA
Brief details of the event	NA

VII. Affirmations#

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 being a High Value Debt Listed Entity): The Company got listed on 28th September, 2023 and will constitute its Risk Management Committee in the ensuing Board Meeting to ensure compliance at the earliest.
 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 were conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2023.
 5. This report and/or report submitted in the previous quarter shall be placed before Board of Directors in the ensuing board meeting.
- Any comments/observations/advice of the board of directors may be mentioned here: NA
- # The Company being a High Value Debt Listed Entity, the provisions from regulation 15 to 27 of SEBI (LODR), Regulations, 2015 are under "Comply or Explain" basis till 31st March, 2024 and shall mandatorily become applicable on the Company w.e.f. 01.04.2024 onwards.

For and on behalf of WAISL Limited

Karishma Aggarwal
Company Secretary and Compliance Officer