



No.: WAISL/BSE/CGR/December 2024

Date: January 21, 2025

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, 2024

Dear Sir/Madam,

In compliance with Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, we are enclosing herewith the Corporate Governance Report for the quarter ended December 31, 2024.

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) Wordmark- 1, Asset Area no. 11, Hospitality District, Delhi Aerocity, Near Indira Gandhi International Airport, IGI Airport, New Delhi, 110037;
Tel: + 91-80-45114500; Website – waisl.in; CIN No. U72200DL2009PLC429177; Email Id - compliance@waisl.in

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: WAISL Limited

2. Quarter ending: December 31, 2024

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.	Sudhir Maheshwari	AWCPM5629F & 02376365	Chairperson, Non-Executive – Director,	27-07-2023				02-11-1963	1	1	0	0
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	26-09-2024		60	25-07-1950	0	0	1	0
Mr.	Davinder Kumar Chugh	AJTPC1860A & 09020244	Non-Executive - Director	27-07-2023				20-07-1956	0	0	0	0

Mr.	Gopala Krishna Kishore Surey	AELPQ9288D & 02916539	Non-Executive - Director	27-07-2023				03-12-1963	0	0	1	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 companies which are high value debt listed entities (including this listed entity), private companies, foreign companies, section 8 companies have been considered.</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			
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	-			
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	-			
Stakeholders Relationship Committee		Davinder Kumar Chugh		Chairperson/Non-Executive Director				13-11-2023	-			
		Arun Balakrishnan		Member/Non-Executive Independent Director				13-11-2023	-			

	Yes	Adi Seshavataram Cherukupalli	Member/Non-Executive Independent Director	13-11-2023	-
Risk Management Committee	Yes	Adi Seshavataram Cherukupalli	Chairperson//Non-Executive Independent Director	06-02-2024	-
		Arun Balakrishnan	Member/Non-Executive Independent Director	06-02-2024	-
		Davinder Kumar Chugh	Member/Non-Executive Director	06-02-2024	-
		Rishi Mehta	Member/President & CEO	06-02-2024	-
Corporate Social Responsibility Committee	Yes	Arun Balakrishnan	Chairperson/Non-Executive Independent Director	14-09-2023	-
		Adi Seshavataram Cherukupalli	Member/Non-Executive Independent Director	14-09-2023	-
		Davinder Kumar Chugh	Member/Non-Executive Director	14-09-2023	-

& 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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
13-08-2024	-	-	-	-	-
11-09-2024	-	-	-	-	-
	12-11-2024	Yes	5	2	61 days

*to be filled in only for the current quarter meetings

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	11-11-2024	Yes	3	2	13-08-2024	89 days
Nomination and Remuneration Committee	Not held in relevant quarter	-	-	-	11-09-2024	Not Required
Risk Management Committee	18-10-2024	Yes	3**	2**	Not held in previous quarter	203 days

**to be filled in only for the current quarter meetings*

***total 4 members including 3 directors and 1 other non-board member was present in the meeting*

Note: This information has to 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) (refer note below)
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
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.
5. The previous Corporate Governance Report (CGR) for the quarter ended September 30, 2024, was placed before the Board of Directors of the Company at its meeting held on November 12, 2024. The CGR for quarter ended December 31, 2024, will be placed in the ensuing Board Meeting.

For and on behalf of WAISL Limited

Karishma Aggarwal

Company Secretary and Compliance Officer

M. No.: A70927