



**No.: WAISL/BSE/CGR/March 2024**

**Date: April 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 March 31, 2024**

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 March 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**

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**Corporate Office:**

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

**Registered office:**

3<sup>rd</sup> 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](http://waisl.in); CIN No. U72200DL2009PLC429177; Email Id - [compliance@waisl.in](mailto:compliance@waisl.in)

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity: WAISL Limited  
 2. Quarter ending: March 31, 2024

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr. / Ms)</b>	<b>Name of the Director</b>	<b>PAN\$ &amp; DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &amp;</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure*</b>	<b>Date of Birth</b>	<b>No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] #</b>	<b>No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] #</b>	<b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)@</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) @</b>
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 -					25-07-1950		1	1	1

			Independent Director	27-07-2023			60		1			
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 &amp; 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>										

<b>II. Composition of Committee</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) &amp;</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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	Yes	Adi Seshavataram Cherukupalli	Chairperson//Non-Executive Independent Director	28-03-2024	
		Arun Balakrishnan	Member/Non-Executive Independent Director	28-03-2024	
		Davinder Kumar Chugh	Member/Non-Executive Director	28-03-2024	
		Rishi Mehta	Member/President & CEO	28-03-2024	

*&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*

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of Independent Directors present*</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
13-11-2023		-	-	-	-
18-12-2023		-	-	-	34 days
	06-02-2024	Yes	7	2	49 days

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

<b>IV. Meeting of Committees</b>						
<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>
<i>Audit Committee</i>		-	-	-	13-11-2023	-
		-	-	-	18-12-2023	34 days
	06-02-2024	Yes	3	2	-	49 days
<i>Nomination &amp; Remuneration Committee</i>		-	-	-	13-11-2023	-
		-	-	-	18-12-2023	34 days
	06-02-2024	Yes	3	2	-	49 days
<i>Stakeholders Relationship Committee</i>	28-03-2024	Yes	3	2	-	-
<i>Risk Management Committee</i>	28-03-2024	Yes	3	2	-	-
<p><i>*to be filled in only for the current quarter meetings</i></p> <p><i>Note: This information has to mandatorily be given for Audit Committee, for rest of the committees giving this information is optional.</i></p>						
<b>V. Related Party Transactions</b>						
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b>		
				<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		
<p><b>Note:</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>						
<b>VI. Details of Cyber Security Incidence</b>						
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)
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. 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

**For and on behalf of WAISL Limited**

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