

Corporate Governance Report as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015.

Name of the listed entity: Welspun India Limited

Quarter ending: December 31, 2017

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of 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*	No. of memberships in Audit/Shareholder Committee(s) including this listed entity*	No. of post of Chairperson in Audit/Shareholder Committee held in listed entities including this listed entity*	
Mr.	Balkrishan Goenka	DIN: 00270175 PAN: AEOPG4891D	Chairperson - Non-executive Director	17.01.1985	-	03	02	-	
Mr.	Rajesh Mandawewala	DIN: 00007179 PAN: AACPM2601D	Managing Director - Executive Director	26.10.1989	-	04	03	-	
Ms.	Dipali Goenka	DIN: 00007199 PAN: AEOPG4886L	CEO & Joint Managing Director - Executive Director	01.04.2013	-	01	-	-	
Mr.	Ram Gopal Sharma	DIN: 00026514 PAN: AOQPS3114R	Independent	01.04.2014	Upto 31.03.2019	03	04 [#]	02 [#]	
Mr.	Arun Todarwal	DIN: 00020916 PAN:	Independent	01.04.2014	Upto 31.03.2019	04	05 [#]	02 [#]	



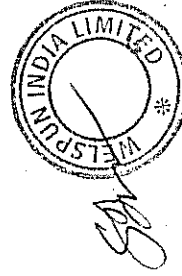
Mr.	Pradeep Poddar	AAGPT5697L DIN: 00025199 PAN: AAEP3550C	Independent	15.09.2016	Upto 14.09.2019	03	04	01
Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOPS3306H	Independent	25.09.2014	Upto 31.03.2019	02	- #	-
Ms.	Padma Betal	DIN: 00937921 PAN: AADPB2882J	Nominee Director	22.08.2015	-	01	-	-

* Details regarding Directorship, Chairmanship / Membership in other Committees is as per last disclosure available with the Company

Apart from above, the following Director(s) holds Membership and Chairmanship in Audit Committee of unlisted public limited company or deemed to be public limited company:

Name of Director	Membership	Chairmanship
Mr. Ram Gopal Sharma	5	2
Mr. Arun Tadarwal	5	4
Mr. Arvind Kumar Singhal	1	-

% Includes Directorship in all listed companies regardless of whether as Independent / Non-Independent / Executive / Non-executive Nominee Director.



II. Composition of Committee			
Sr. No	Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1.	Audit Committee	Mr. Arun Todarwal Mr. Ram Gopal Sharma Mr. Pradeep Poddar	Chairman – Independent Member - Independent Member – Independent
2.	Nomination & Remuneration Committee	Mr. Ram Gopal Sharma Mr. Arun Todarwal Mr. Pradeep Poddar	Chairman – Independent Member - Independent Member – Independent
3.	Risk Management Committee	Not Applicable	Not Applicable
4.	The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee	Mr. Ram Gopal Sharma Mr. Balkrishan Goenka Mr. Rajesh Mandawewala	Chairman - Independent Member - Non-Executive Director Member - Executive Director

III. Meetings 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 (in number of days)
August 07, 2017	November 08, 2017	92 days
-	November 28, 2017	19 days



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
1. Audit Committee Meeting			
October 11, 2017	Yes	August 07, 2017	64 days
October 12, 2017	Yes	-	01 days
October 26, 2017	Yes	-	14 day
November 08, 2017	Yes	-	12 days
December 12, 2017	Yes	-	33 days
2. Nomination & Remuneration Committee			
November 08, 2017	Yes	August 07, 2017	-
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee			
December 19, 2017	Yes	September 29, 2017	-
4. Risk Management Committee			
Not Applicable			

V. Related Party Transactions		Compliance Status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Approval of the shareholders was obtained at the Annual General Meeting held on September 25, 2014 for entering into transactions with Welspun Global Brands Limited and Welspun Captive Power Generation Limited, wholly owned subsidiaries of the Company.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



VI. 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 to the top 100 listed companies) – Not Applicable
 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 will be placed before Board of Directors at the next Board Meeting.
- Any comments/ observations/ advice of Board of Directors may be mentioned here - Not applicable

For Welspun India Limited



Shashikant Thorat
Company Secretary

Date: January 08, 2017

Place: Mumbai

