

**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: September 30, 2016

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of Director	PAN & DIN	Category (Chairperson/Execu- tive/Non- Executive/Indepe- ndent/Nominee)	Date of appointment in the current term/cessat- ion	Tenure	No. of Director- ship in Listed entities includ- ing this entity*	No. of members in Audit/Sta- kholder Commit- tee(s) including this listed entity*	No. of post of Chairperso- n in Audit/Stak- holder 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	04	-
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 Director	01.04. 2014	Upto 31.03.2019	03	09 <sup>#</sup>	05 <sup>#</sup>
Mr.	Arun Todarwal	DIN: 00020916 PAN:	Independent Director	01.04. 2014	Upto 31.03.2019	04	10 <sup>#</sup>	05 <sup>#</sup>

For Welspun India Limited

Director / Company Secretary

		AAGPT5697L							
Mr.	Pradeep Poddar	DIN: 00025199 PAN: AAEP3550C	Independent	15.09.2016	Upto 14.09.2019	02	01		01
Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOP3306H	Independent	25.09.2014	Upto 31.03.2019	02	02 <sup>#</sup>		-
Ms.	Padma Betai	DIN: 00937921 PAN: AADPB2882J	Nominee Director	22.08.2015	-	02	-		-

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

# Apart from above, the following Directors 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	3	2
Mr. Arun Todarwal	1	4
Mr. Arvind Kumar Singhal	2	-

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

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**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. Ram Gopal Sharma Mr. Arun T odorwal Mr. Rajesh Mandawewala	Chairman – Independent Member - Independent Member – Executive Director
2.	Nomination & Remuneration Committee	Mr. Ram Gopal Sharma Mr. Arun T odorwal Mr. Balkrishan Goenka	Chairman – Independent Member - Independent Member – Non-Executive Director
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)	
April 25, 2016	July 26, 2016	91 days	
-	September 15, 2016	50 days	


For Welspun India Limited

Director / Company Secretary

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
<b>1. Audit Committee Meeting</b>			
July 20, 2016	Yes	April 25, 2016	85 days
July 21, 2016	Yes	-	01 day
July 26, 2016	Yes	-	04 days
September 15, 2016	Yes	-	50 days
<b>2. Nomination &amp; Remuneration Committee</b>			
September 15, 2016	Yes	April 22, 2016	-
September 28, 2016	Yes	-	-
<b>3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee</b>			
September 15, 2016	Yes	June 25, 2016	-
<b>4. Risk Management Committee</b>			
Not Applicable			

V. Related Party Transactions		Compliance Status (Yes/No/NA)
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	

**For Welspun India Limited**

  
**Director / Company Secretary**

## 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



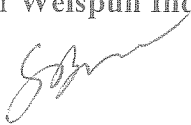
Shashikant Thorat  
Company Secretary  
Date: October 13, 2016  
Place: Mumbai



Corporate Governance Report as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015 read with Circular Ref. No. CIR/CFD/CMD/5/2015 dated September 24, 2015.

Name of the listed entity: **Welspun India Limited**

Half Year ended: **September 30, 2016**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note:</b>		
Pursuant to the provision of Section 178(7) of the Companies Act, 2013, Chairman of the Audit Committee and Nomination & Remuneration Committee, Mr. Ram Gopal Sharma, had vide a letter dated July 26, 2016 authorised Mr. Arun Tadarwal, Member of Audit Committee and Nomination & Remuneration Committee, to attend the Annual General Meeting on his behalf.		
For <b>Welspun India Limited</b>		
 <b>Shashikant Thorat</b> <b>Company Secretary</b> <b>FCS – 6505</b>	