

WIL/SEC/2017

July 11, 2017

To

Bombay Stock Exchange Limited Department of Corporate Services, SP. J. Towers, Dalal Street, Mumbai – 400 001 (Scrip Code-514162)	National Stock Exchange of India Limited Listing Compliance Department Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol: WELSPUNIND, Series BE)
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Dear Sir/Madam,

Sub: Corporate Governance Report for the quarter ended June 30, 2017

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular ref. CIR/CFD/CMD/5/2015 dated September 24, 2015, please find enclosed the Corporate Governance Report for the quarter ended June 30, 2017.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For Welspun India Limited


Shashikant Thorat
Company Secretary
ICSI Membership No. : FCS-6505



Encl: As above

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: June 30, 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 members in Audit/Stakeholder Committee(s) including this listed entity*	No. of post of Chairperson in Audit/Stakeholder 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	01.04.2014	Upto 31.03.2019	03	04 [#]	04 [#]	
Mr.	Arun Todarwal	DIN: 00020916 PAN:	Independent	01.04.2014	Upto 31.03.2019	04	05 [#]	01 [#]	



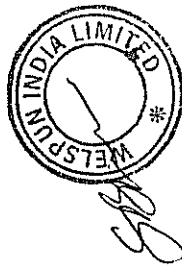
Mr.	Pradeep Poddar	AAGPT5697L DIN: 00025199 PAN: AAEP3550C	Independent	15.09.2016	Upto 14.09.2019	03	01	01
Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOPS3306H	Independent	25.09.2014	Upto 31.03.2019	02	-#	-
Ms.	Padma Betai	DIN: 00937921 PAN: AADPB2882J	Nominee Director	22.08.2015	-	01	-	-

* 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:

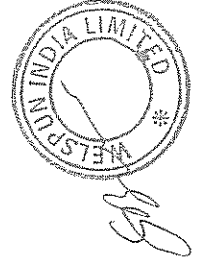
Name of Director	Membership	Chairmanship
Mr. Ram Gopal Sharma	5	2
Mr. Arun Todarwal	5	4
Mr. Arvind Kumar Singhal	1	-

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



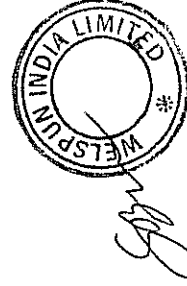
IV. Meeting of Committees			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee Meeting			
April 19, 2017	Yes	March 23, 2017	26 days
April 20, 2017	Yes	-	01 days
April 25, 2017	Yes	-	05 day
May 06, 2017	Yes	-	10 days
2. Nomination & Remuneration Committee			
April 25, 2017	Yes	March 23, 2017	-
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee			
June 16, 2017	Yes	March 23, 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.	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes



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 Todarwal Mr. Rajesh Mandawewala	Chairman - Independent Member - Independent Member - Executive Director
2.	Nomination & Remuneration Committee	Mr. Ram Gopal Sharma Mr. Arun Todarwal 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)
January 31, 2017	April 25, 2017	82 days
March 23, 2017	-	



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: July 11, 2017
Place: Mumbai



