

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, 2016

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	03	-	
Ms.	Dipali Goenka	DIN: 00007199 PAN: AEOPG4886L	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	07	03 <sup>#</sup>	
Mr.	Arun Todarwal	DIN: 00020916 PAN: AAGPT5697L	Independent	01.04. 2014	Upto 31.03.2019	04	09	01 <sup>#</sup>	

For Welspun India Limited

  
Director / Company Secretary

Mr.	Apurba Kumar Dasgupta	DIN: 00043075 PAN: AAHPD1572H	Independent	01.04.2014	Upto 31.03.2019	01	06	01 <sup>#</sup>
Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOPS3306H	Independent	25.09.2014	Upto 31.03.2019	02	01	-
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 Chairmanship in Audit Committee of unlisted public limited company or deemed to be public limited company:

1. Mr. Ram Gopal Sharma - 1 unlisted deemed public limited company
2. Mr. Arun Tadarwal - 3 unlisted public limited company
3. Mr. Apurba Kumar Dasgupta - 1 unlisted public limited company

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

II. Composition of Committee			Category	
Sr. No	Name of Committee	Name of Members	(Chairperson/Executive/Non-Executive/Independent/Nominee)	
1.	Audit Committee	Mr. Ram Gopal Sharma Mr. Arun Tadarwal Mr. Apurba Kumar Dasgupta	Chairman – Independent Member - Independent Member - Independent	
2.	Nomination & Remuneration Committee	Mr. Apurba Kumar Dasgupta Mr. Ram Gopal Sharma Mr. Arun Tadarwal	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. Apurba Kumar Dasgupta Mr. Balkrishan Goenka Mr. Rajesh Mandawewala	Chairman - Independent Member - Non-executive Member - Executive	

For Welspun India Limited



Director / Company Secretary

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)
March 10, 2016	April 25, 2016	45 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
<b>1. Audit Committee Meeting</b>			
April 15, 2016	Yes	January 12, 2016	23 days
April 22, 2016	Yes	January 15, 2016	
April 25, 2016	Yes	February 02, 2016	
-	Yes	February 22, 2016	
-	Yes	March 22, 2016	
<b>2. Nomination &amp; Remuneration Committee</b>			
April 22, 2016	Yes	January 15, 2016	-
-	Yes	February 02, 2016	-
<b>3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee</b>			
June 25, 2016	Yes	March 22, 2016	-
<b>4. Risk Management Committee</b>			
Not Applicable			

For Welspun India Limited



Director / Company Secretary

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: July 11, 2016  
Place: Mumbai

