

**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: **March 31, 2019**

. Composition of Board of Directors

Title Mr./ Ms.)	Name of Director	PAN & DIN	Category (Chairperson/Execu- tive/Non- Executive/Indepe- ndent/Nominee)	Date of appointme nt in the current term/cessat ion	Tenure	No. of Director ship in Listed entities includin g this listed entity* %	No. of members hips in Audit/Sta keholder Committe e(s) including this listed entity*	No. of post of Chairperso n in Audit/Stak eholder Committee held in listed entities including this listed entity*
Mr.	Balkrishan Goenka	DIN: 00270175 PAN: AEOPG4891D	Chairperson - Non-executive Director	17.01. 1985	-	04	02	1
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	-	02@	-	-
Ms.	Anisha Motwani	DIN: 06943493 PAN: AAPM1617P	Independent	22.10.2018	Upto 21.10.2021	03	03#	-
Mr.	Arun Tadarwal	DIN: 00020916 PAN: AAGPT5697L	Independent	01.04. 2014	Upto 31.03.2019\$	04	06#	01#
Mr.	Pradeep Poddar	DIN: 00025199 PAN: AAEPP3550C	Independent	15.09.2016	Upto 14.09.2019	03	04#	01#
Mr.	Arvind Kumar	DIN: 00709084 PAN:	Independent	25.09.2014	Upto	03	-	-

For Welspun India Limited

Director / Company Secretary

	Singhal	AAOPS3306H			31.03.2019\$			
Mr.	Shalil Awale	DIN: 06804536 PAN: ABTPA4495R	Nominee Director	29.09.2018	-	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 and Stakeholder Relationship Committee of unlisted public limited company or deemed to be public limited company:

Name of Director	Membership	Chairmanship
Mr. Arun Todarwal	4	3
Mr. Pradeep Poddar	2	1
Ms. Anisha Motwani	4	-

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

@ Welspun Captive Power Generation Limited is a NCD Listed entity on The National Stock Exchange of India Limited.

\$ Re-appointed as Independent Director for second term of 5 years w.e.f. April 01, 2019.

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. Rajesh Mandawewala Mr. Pradeep Poddar	Chairman – Independent Member - Executive Member – Independent
2.	Nomination & Remuneration Committee	Mr. Arun Todarwal Mr. Balkrishan Goenka Mr. Pradeep Poddar	Chairman – Independent Member – Non-Executive Member - Independent
3.	Risk Management Committee	Mr. Arun Todarwal Mr. Pradeep Poddar Mr. Rajesh Mandawewala Mr. Altaf Jiwani Mr. Shreeram Phanse	Chairman – Non-Executive Member – Non- Executive Member - Executive Member – Chief Financial Officer Member – Head of Internal; Audit
4.	The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee	Mr. Balkrishan Goenka Mr. Arun Todarwal Mr. Rajesh Mandawewala	Chairman – Non - Executive Member - Independent Member - Executive

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)
October 22, 2018	February 04, 2019	104 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
1. Audit Committee Meeting			
January 17, 2019	Yes	December 19, 2018	28 days
January 21, 2019	Yes		03 days
January 22, 2019	Yes		0 days
February 04, 2019	Yes		12 days
2. Nomination & Remuneration Committee			
February 04, 2019	Yes	December 06, 2018	-
March 14, 2019	Yes		-
March 27, 2019	Yes		-
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee			
March 27, 2019	Yes	December 19, 2018	-
4. Risk Management Committee			

V. Related Party Transactions	
Subject	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

VI. Affirmations

1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements), 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

For Welspun India Limited

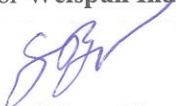

Director / Company Secretary

c. Stakeholders Relationship Committee

d. Risk Management Committee (applicable to the top 500 listed companies w.e.f. April 1, 2019)

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: April 12, 2019
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**

Quarter ending: **March 31, 2019**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and senior managerial personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarisation programmes imparted to Independent Directors	Yes
Contact information of the designated official of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreement entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all	23(2), (3)	Yes

For Welspun India Limited

 Director / Company Secretary

related party transactions		
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Director	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
III. Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied		

For Welspun India Limited


Shashikant Thorat
Company Secretary
FCS - 6505
Date: April 12, 2019
Place: Mumbai

