

**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, 2019**

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 appointme- nt in the current term/cessat- ion	Tenure	No. of Direct- orship in Listed entitie- s includ- ing this listed entity *%	No. of membersh- ips in Audit/Sta- keholder Committe- e(s) including this listed entity*	No. of post of Chairpe- rson in Audit/St- akehold- er Commit- tee held in listed entities includin- g this listed entity*	No of Independ- ent Directors hip in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation s
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	05	-	-
Ms.	Dipali Goenka	DIN: 00007199 PAN: AEOPG4886L	CEO & Joint Managing Director - Executive Director	01.04. 2013	-	01	-	-	-
Ms.	Anisha Motwani	DIN: 06943493 PAN: AAAPM1617P	Independent	22.10.2018	Upto 21.10.2021	03	03#	-	03
Mr.	Arun Todarwal	DIN: 00020916 PAN: AAGPT5697L	Independent	01.04. 2019	Upto 31.03.2024	04	06#	01#	04
Mr.	Pradeep Poddar	DIN: 00025199 PAN: AAEPP3550C	Independent	15.09.2016	Upto 14.09.2019	04	06	02	04

Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOPS3306H	Independent	01.04. 2019	Upto 31.03.2 024	03	-	-	03
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 Tadarwal	4	3
Ms. Anisha Motwani	4	-

% 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	Date of Appointment	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1.	Audit Committee	Mr. Arun Tadarwal Mr. Pradeep Poddar Mr. Rajesh Mandawewala	01-04-2014 07-08-2017 22-10-2018	Chairman – Independent Member - Executive Member – Independent
2.	Nomination & Remuneration Committee	Mr. Arun Tadarwal Mr. Pradeep Poddar Mr. Balkrishan Goenka	01-04-2014 07-08-2017 22-10-2018	Chairman – Independent Member – Non-Executive Member - Independent
3.	Risk Management Committee	Mr. Arun Tadarwal Mr. Pradeep Poddar Mr. Rajesh Mandawewala Mr. Altaf Jiwani Mr. Shreeram Phanse	01-04-2019 01-04-2019 01-04-2019 01-04-2019 01-04-2019	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 Tadarwal Mr. Rajesh Mandawewala	05-02-1992 05-02-1992 22-10-2018	Chairman – Non - Executive Member - Independent Member - Executive
5.	Corporate Social Responsibility Committee	Mr. Arun Tadarwal Mr. Rajesh Mandawewala Ms. Dipali Goenka	27-07-2018 20-05-2014 20-05-2014	Chairman – Non - Executive Member - Executive 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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
February 04, 2019	May 23, 2019	107 days	Yes	5	3
	May 24, 2019	0 days	Yes	6	3

IV. Meeting of Committees					
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Date(s) of meeting of the committee in the previous quarter	Number of Directors present	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee Meeting					
April 02, 2019	Yes	February 04, 2019	2	2	56 days
April 25, 2019	Yes		2	2	22 days
May 22, 2019	Yes		2	2	26 days
May 24, 2019	Yes		2	1	1 days
2. Nomination & Remuneration Committee					
May 22, 2019	Yes	March 27, 2019	2	2	55 days
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee					
May 24, 2019	Yes	March 27, 2019	3	3	57 days
4. Risk Management Committee					
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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
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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 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: July 12, 2019
Place: Mumbai