


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: **December 31, 2018**

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 memberships 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	-	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	01.04. 2013	-	02@	-	-


For Welspun India Limited

 Director/Company Secretary

			Director					
Ms.	Anisha Motwani	DIN: 06943493 PAN: AAAPM1617P	Independent	22.10.2018	Upto 21.10.2021	03	03#	-
Mr.	Arun Todarwal	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 Singhal	DIN: 00709084 PAN: AAOPS3306H	Independent	25.09.2014	Upto 31.03.2019	02	-	-
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:

For **Welspun** Limited


Director/Company Secretary

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

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	Not Applicable	Not Applicable
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

FOR WELSPUN INDIA LTD.
 Director / Company Secretary

Director / Company Secretary,
 FOR WELSPUN INDIA LTD..

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)
July 27, 2018	October 22, 2018	30 days
September 21, 2018	-	-

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			
October 09, 2018	Yes	September 21, 2018	18 days
October 17, 2018	Yes		07 days
October 22, 2018	Yes		04 days
December 19, 2018	Yes		57 days
2. Nomination & Remuneration Committee			
October 22, 2018	Yes	July 26, 2018	-
December 6, 2018	Yes		
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee			
December 19, 2018	Yes	September 03, 2018	-

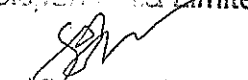
4. Risk Management Committee
Not Applicable

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) 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

For Welspun India Limited


Director / Company Secretary

Any comments/ observations/ advice of Board of Directors may be mentioned here - Not applicable

For **Welspun India Limited**



Shashikant Thorat
Company Secretary
Date: January 14, 2019
Place: Mumbai

