

Compliance with Requirements of Regulation 17 to 27 of SEBI (LODR) Regulations 2015.

II Annual Affirmations		
Particulars	Regulation Number	Compliance status as on 31st March, 2018 (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or	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	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)	N.A.
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)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material	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 directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Sanapati Road Marg, Lower Parel (West), Mumbai 400 013, India.

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E-mail : companysecretary_wil@welspun.com Website : www.welspunindia.com

Registered Address: Welspun City, Village Versamodi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 2036 661 111 F : +91 2636 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India.

T : +91 260 2427437 F : +91 260 22137066

Corporate Identity Number: L17103JB85PLC033271



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	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. – Yes

In connection with the above application, we hereby confirm that Welspun India Limited is in compliance with the provisions of regulations 17-27 of the Listing Regulations.

For Welspun India Limited


Shashikant Thorat
Company Secretary
FCS - 6505



Date: September 27, 2018
 Place: Mumbai

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Welspun India Limited

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Corporate Identity Number: L17110G/1985PLCO33271

Corporate Governance Report as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015.

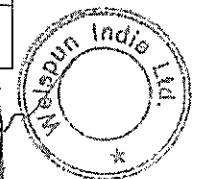
Name of the listed entity: **Welspun India Limited**

Quarter ending: **June 30, 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	-	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	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 [#]	02 [#]
Mr.	Arun Todarwal	DIN: 00020916 PAN:	Independent	01.04. 2014	Upto 31.03.2019	04	05 [#]	02 [#]

For Welspun India Limited

Director / Company Secretary



		AAGPT5697L						
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	-	-
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

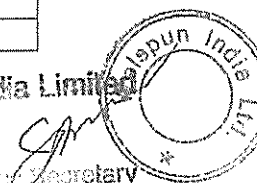
% Includes Directorship in all listed companies regardless of whether as Independent / Non-Independent / Executive / Non-executive Nominee Director.

II. Composition of Committee			
Sr. No	Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1.	Audit Committee	Mr. Arun Todarwal Mr. Ram Gopal Sharma Mr. Pradeep Poddar	Chairman – Independent: Member - Independent Member – Independent
2.	Nomination & Remuneration Committee	Mr. Ram Gopal Sharma Mr. Arun Todarwal Mr. Pradeep Poddar	Chairman – Independent: Member - Independent Member – Independent
3.	Risk Management Committee	Not Applicable	Not Applicable
4.	The Stakeholders'	Mr. Ram Gopal Sharma	Chairman – Independent:

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For Welspun India Limited

Director



Secretary

	Relationship, Share Transfer and Investor Grievance Committee	Mr. Balkrishan Goenka Mr. Rajesh Mandawewala	Member - Non-Executive Director Member - Executive Director
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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)
February 13, 2018	May 16, 2018	91 days

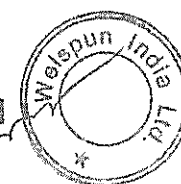
IV. Meeting of Committees			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee Meeting			
April 17, 2018	Yes	February 13, 2018	62 days
May 14, 2018	Yes		26 days
May 16, 2018	Yes		01 day
June 27, 2018	Yes		41 days
2. Nomination & Remuneration Committee			
May 14, 2018	Yes	-	-
May 24, 2018	Yes		
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee			
June 04, 2018	Yes	March 26, 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

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For Welspun India Limited

Director / Company Secretary

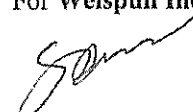


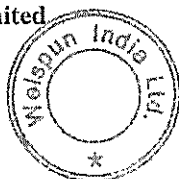
	Captive Power Generation Limited, wholly owned subsidiaries of the Company.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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 13, 2018
 Place: Mumbai



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