

WIL/SEC/2018

October 15, 2018

To

<b>Bombay Stock Exchange Limited</b> Department of Corporate Services, SP. J. Towers, Dalal Street, Mumbai – 400 001 (Scrip Code-514162)	<b>National Stock Exchange of India Limited</b> Listing Compliance Department Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol: WELSPUNIND, Series BE)
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Dear Sir/Madam,

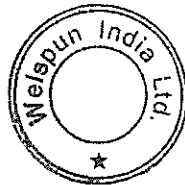
**Sub: Corporate Governance Report for the quarter and half year ended September 30, 2018**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular ref. CIR/CFD/CMD/5/2015 dated September 24, 2015, please find enclosed the Corporate Governance Report for the quarter and half year ended September 30, 2018.

Kindly take the same on record.

Thanking You,  
**Yours faithfully,**  
For **Welspun India Limited**

  
**Shashikant Thorat**  
Company Secretary  
ICSI Membership No. : FCS-6505



Encl: As above

**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: **September 30, 2018**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./Ms.)</b>	<b>Name of Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>	<b>Date of appointment in the current term/cessation</b>	<b>Tenure</b>	<b>No. of Directorship in Listed entities including this listed entity* %</b>	<b>No. of memberships in Audit/Stakeholder Committee(s) including this listed entity*</b>	<b>No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity*</b>
Mr.	Balkrishan Goenka	DIN: 00270175 PAN: AEOPG4891D	Chairperson - Non-executive Director	17.01. 1985	-	04	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	02	03 <sup>#</sup>	02 <sup>#</sup>
Mr.	Arun Todarwal	DIN: 00020916 PAN:	Independent	01.04. 2014	Upto 31.03.2019	04	05 <sup>#</sup>	02 <sup>#</sup>

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	-	-
Mr.	Shalil Awale	DIN: 06804536 PAN: ABTPA4495R	Nominee Director	29.09.2018	-	-	-	-

\* 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	4	3

% 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

For Welspun India Limited

  
Director / Company 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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<b>III. Meetings of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
May 16, 2018	July 27, 2018	71 days
-	September 21, 2018	55 days

<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the Committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
<b>1. Audit Committee Meeting</b>			
July 25, 2018	Yes	June 27, 2018	27 days
July 26, 2018	Yes		01 days
July 27, 2018	Yes		01 day
<b>2. Nomination &amp; Remuneration Committee</b>			
June 02, 2018	Yes	May 24, 2018	-
July 26, 2018	Yes		
<b>3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee</b>			
September 03, 2018	Yes	June 04, 2018	-
<b>4. Risk Management Committee</b>			
Not Applicable			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
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

	of the Company.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

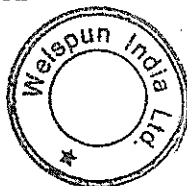
#### VI. Affirmations

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



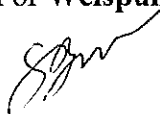
**Shashikant Thorat**  
**Company Secretary**  
**Date: October 15, 2018**  
**Place: Mumbai**



**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**

Half Year ended: **September 30, 2018**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note:</b>		
Pursuant to the provision of Section 178(7) of the Companies Act, 2013, Chairman of the Nomination & Remuneration Committee, Mr. Ram Gopal Sharma, had vide a letter dated August 09, 2018 authorised Mr. Arun Todarwal, Member of Nomination & Remuneration Committee, to attend the Annual General Meeting on his behalf.		
For <b>Welspun India Limited</b>		
 <b>Shashikant Thorat</b> Company Secretary FCS – 6505	