



WCL/SEC/2014

December 3, 2014

To,

<b>Bombay Stock Exchange Ltd.</b> (Scrip Code-532144) Department of Listing, P. J. Towers, Dalal Street, Mumbai - 400 001.	<b>National Stock Exchange of India Ltd.</b> (Symbol: WELCORP, Series EQ) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.
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Dear Sir/ Madam,

**Sub.: Corporate Governance Report for the QE 31.12.2013**

Pursuant to Clause 49 of the Listing Agreement, we are enclosing herewith the Corporate Governance Report for the quarter ended 31.12.2013.

Kindly take the same on record.

Thanking you.

Yours faithfully,  
For **Welspun Corp Limited**

  
**Pradeep Joshi**  
Company Secretary


**Corporate Office**  
Welspun House, 5th floor  
Kamala City,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai - 400013

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Fax: +91 22 24908020  
www.welspuncorp.com

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED**  
on December 31, 2013

Name of the Company : Welspun Corp Limited			
Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remark
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	The Company has optimum combination of executive and non-executive directors with not less than 50% being independent and non executive.
(B) Non-executive Directors' compensation and disclosure	49(IB)	Yes	None of the non executive directors are receiving remuneration other than sitting fees
(C) Other Provisions	49(IC)	Yes	
(D) Code of Conduct	49(1D)	Yes	
<b>II. Audit Committee</b>	49II		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The company has an Audit Committee of the Board of Directors comprising of 4 independent directors. The Chairman of the Committee is an independent director. Executives, Statutory Auditors and Internal Auditors of the Company attend meetings of the Committee.
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
<b>III. Subsidiary Companies</b>	49(III)	Yes	
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from Public Issue, Rights Issue, etc	49(IV D)	Yes	
(E) Remuneration to Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	
<b>VII. Compliance</b>	49(VII)	Yes	

For Welspun Corp Limited

  
Pradeep Joshi  
Company Secretary  
Mumbai, January 3, 2014

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