

Name of the listed entity: Welspun Corp Limited

Quarter ending: September 30, 2016

Format to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the 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 (Refer Regulation 25(1) of Listing Regulations)*%	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)*	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)*	
								Listed Companies	Unlisted Public Companies
Mr.	Balkrishan Goenka	DIN : 00270175 PAN - AEOPG4891D	Chairman - Non-Executive	26.04.1995	-	3	2	-	-
Mr.	Braja K. Mishra	DIN : 00007089 PAN - ABRPM4547L	Managing Director	26.04.2012	-	1	-	-	-
Mr.	Rajesh R. Mandawewala	DIN : 00007179 PAN - AACPM2601D	Non-Executive	26.04.1995	-	4	4	-	-
Mr.	K. H. Viswanathan	DIN : 00391263 PAN - AAHPK4759M	Independent	01.04.2014	Upto 31.03.2019	2	8	1	2
Mr.	Raj Kumar Jain	DIN : 00026544 PAN - ADWPJ7140B	Independent	01.04.2014	Upto 31.03.2019	2	4	1	1
Mr.	Ram Gopal Sharma	DIN : 00026514 PAN - AOQPS3114R	Independent	01.04.2014	Upto 31.03.2019	3	9	3	2
Mr.	Nirmal Gangwal	DIN : 00012188 PAN - AACPG0342F	Independent	Resigned w.e.f. 24.08.2016	-	1	-	-	-
Mr.	Mukul Sarkar	DIN : 00893700 PAN - AKKPS2094L	Non-Executive -	25.04.2011	-	1	-	-	-

			Nominee						
Mr.	Mintoo Bhandari	DIN : 00054831 PAN - ARRPB0319B	Non-Executive-Nominee	18.08.2011	-	2	4	-	-
Mr.	Utsav Baijal	DIN - 02592194 PAN - AFBPB8278H	Non-Executive-Nominee	10.11.2012	-	2 <sup>\$</sup>	2 <sup>@</sup>	-	-
Mrs.	Revathy Ashok	DIN 00057539 PAN ACLPR3951Q	Independent	07.08.2014	Upto 31.03.2019	3	6	1	1
Mr.	Atul Desai	DIN : 00019443 PAN - AABPD9483F	Independent	01.10.2014	Upto 30.09.2019	6	9	5	-

\* Details regarding Directorship, Chairmanship / Membership in other Committees is as per last disclosure available with the Company.

\$ Includes Directorship as Alternate Director to Mr. Mintoo Bhandari in Welspun Enterprises Limited, a listed Company.

@ Membership of Committees as Alternate Director to Mr. Mintoo Bhandari in Welspun Enterprises Limited, a listed Company.

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

## II. Composition of Committees

Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1	Audit Committee	Ram Gopal Sharma Raj Kumar Jain K. H. Viswanathan Mintoo Bhandari	Chairman - Independent Member - Independent Member - Independent Member - Nominee of Insight Solutions Limited
2	Nomination & Remuneration Committee	Raj Kumar Jain Ram Gopal Sharma K. H. Viswanathan Mintoo Bhandari	Chairman - Independent Member - Independent Member - Independent Member - Nominee of Insight Solutions Limited
3	Risk Management Committee	Not Applicable	Not Applicable
4	Share Transfer and Investor Grievance and Stakeholders Relationship Committee	K. H. Viswanathan Mintoo Bhandari Balkrishan Goenka Rajesh R. Mandawewala	Chairman - Independent Member - Nominee of Insight Solutions Limited Member - Non Executive Member - Non Executive

### III. Meeting 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 meetings (in number of days)
May 23, 2016	July 28, 2016	65 days

### IV. Meeting of Committees

Name of the Committee	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*
Audit	July 11, 2016 July 21, 2016 July 28, 2016 September 29, 2016	Yes	April 7, 2016 May 3, 2016 May 23, 2016	62 days between meetings held on July 28, 2016 and September 29, 2016.
Nomination & Remuneration Committee	July 28, 2016 September 29, 2016	Yes	May 23, 2016	65 days between meeting of previous quarter and first meeting of relevant quarter
Share Transfer and Investor Grievance and Stakeholders Relationship Committee	September 29, 2016	Yes	-	240 days between last meeting held on February 1, 2016 and first meeting of relevant quarter

### 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 Tradings Limited and Welspun Tubular LLC, wholly owned subsidiaries of the Company. However, during the quarter and half year ended September 30, 2016, no material transactions were entered into with these Companies.
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. Mr. Nirmal Gangwal had resigned from the position of Director (Independent) w.e.f. August 24, 2016 and an appointment will be made to fill this vacancy in compliance with Regulation 25(6).
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. Share Transfer and Investor Grievance and Stakeholders Relationship Committee
  - d. Risk management committee (applicable to the top 100 listed entities) – 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. The report for the previous quarter ended June 30, 2016 was placed before Board of Directors at Meeting held on July 28, 2016.  
Any comments/observations/advice of Board of Directors may be mentioned here – Not Applicable.

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</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)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**For Welspun Corp Limited**

**Pradeep Joshi  
Company Secretary  
FCS - 4959**

**Mumbai, October 13, 2016**