

Name of the listed entity: Welspun Corp Limited

Quarter/Year ending: March 31, 2018

Format to be submitted by listed entity on quarterly/Yearly 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.	Atul Desai	DIN : 00019443 PAN - AABPD9483F	Independent	01.10.2014	Upto 30.09.2019	6	8	5	-
Mr.	Balkrishan Goenka	DIN : 00270175 PAN - AEOPG4891D	Chairman - Non-Executive	26.04.1995	-	3	2	-	-
Mr.	Desh Raj Dogra	DIN - 00226775 PAN - ADZPD5926E	Independent	10.02.2017	Upto 09.02.2022	3	6	1	2
Mr.	K. H. Viswanathan	DIN : 00391263 PAN - AAHPK4759M	Independent	01.04.2014	Upto 31.03.2019	2	8	1	2
Mr.	Mintoo Bhandari	DIN : 00054831 PAN - ARRPB0319B	Non-Executive-Nominee	18.08.2011	-	1	2	-	-
Mr.	Rajesh R. Mandawewala	DIN : 00007179 PAN - AACPM2601D	Non-Executive	26.04.1995	-	4	3	-	-
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	2	2
Mrs.	Revathy Ashok	DIN 00057539 PAN ACLPR3951Q	Independent	07.08.2014	Upto 31.03.2019	4	7	1	1
Mr.	S. Krishnan	DIN - 06829167 PAN - ABBPS3256L	Executive	01.12.2017	-	1	-	-	-
Mr.	Utsav Baijal	DIN - 02592194 PAN - AFBPB8278H	Non- Executive- Nominee	10.11.2012	-	1	-	-	-
Mr.	Vipul Mathur	DIN : 07990476 PAN: AIGPM2125C	Managing Director and CEO	01.12.2017	-	1	-	-	-

\* Details regarding Directorship, Chairmanship / Membership in other Committees is as per last disclosure available with the 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	K. H. Viswanathan Ram Gopal Sharma Raj Kumar Jain 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)
November 6, 2017	January 23, 2018	77 days
	February 08, 2018	15 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	January 22, 2018 January 29, 2018 February 08, 2018 March 29, 2018	Yes	October 26, 2017 November 6, 2017 December 21, 2017	31 days 6 days 9 days 48 days
Nomination & Remuneration Committee	Nil	Yes	November 6, 2017	NA
Share Transfer and Investor Grievance and Stakeholders Relationship Committee	January 29, 2018 February 08, 2018	Yes	December 21, 2017	38 days 9 days

### 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 ended March 31, 2018, 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.
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 December 31, 2017 was placed before Board of Directors at Meeting held on February 08, 2018.

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 the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	N.A.



Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.



<b>II. Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	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 appointments	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)	Yes
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) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes



Composition of Board of Directors of unlisted material Subsidiary	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
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 management	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.

For Welspun Corp Limited



Pradeep Joshi  
Company Secretary  
FCS - 4959



Mumbai, April 12, 2018