

WEL /SEC/2018

January 12, 2018

To,

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1 <sup>st</sup> Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001 Scrip Code: 532553	The Asst. Vice President, Listing Department National Stock Exchange of (I) Ltd., Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 NSE Symbol: WELENT
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Dear Sir/Madam,

**Sub: Corporate Governance Report for the quarter ended December 31, 2017**

Pursuant to Regulation 27(2) of the 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 ended December 31, 2017.

Kindly take the same on record.

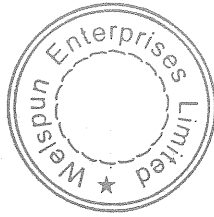
Thanking you.

Yours Sincerely,

For Welspun Enterprises Limited



Indu Daryani  
Company Secretary



**Annexure-I**
**Format to be submitted by listed entity on quarterly basis**

1. Name of the Listed Entity: **Welspun Enterprises Limited** (Formerly known as Welspun Projects Limited)

2. Quarter ending: **December 31, 2017**

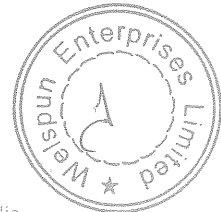
I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of directorship in listed entities including this listed entity*%	Number of 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: AEOPG4819D	Chairman/ Executive	29/05/2015	-	03	02	-
Mr.	Sandeep Garg	DIN : 00036419 PAN: AAIPG6833H	Managing Director/ Executive	16/07/2017	-	01	01	-
Mr.	Rajesh R. Mandawewala	DIN : 00007179 PAN: AACPM2601D	Non- Executive	06/07/2012	-	04	03	-
Mr.	Mohan Krishna Tandon	DIN : 00026460 PAN: AADPT6961C	Independent	01/04/2014	5 years (Up to 31/03/19)	02	03	01
Ms.	Mala Todarwal	DIN : 06933515 PAN: ADEPT5162D	Independent	05/08/2016	3 years (Up to 04/08/19)	05	08	-
Mr.	Ram Gopal Sharma	DIN : 00026514 PAN: AOQPS3114R	Independent	29/05/2015	5 years (Up to 28/05/20)	03	09	02
Mr.	Yogesh Agarwal	DIN : 00947896 PAN: ACUPA1663K	Independent	12/08/2015	5 years (Up to 11/08/20)	01	03	-
Mr.	Dhruv Subodh Kaji	DIN : 00192559 PAN: AFYPK4124N	Independent	30/05/2017	5 years (Up to 29/05/22)	05	06	02

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

# No. of post of Chairpersonship held by directors in Audit Committee/ Stakeholder Committee of unlisted public limited company or deemed public limited company is as under:

- |                         |   |   |
|-------------------------|---|---|
| 1. Ms. Mala Todarwal    | - | 4 |
| 2. Mr. Ram Gopal Sharma | - | 2 |
| 3. Mr. Yogesh Agarwal   | - | 1 |

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



Welspun Enterprises Limited (Formerly known as Welspun Projects Limited)  
 Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.  
 T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020  
 E-mail : companysecretary\_wel@welspun.com Website : www.welspunenterprises.com

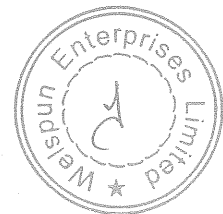
Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.  
 T : +91 2836 662222 F : +91 2836 279010

Corporate Identity Number: L45201GJ1994PLC023920

II. Composition of Committees			
Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ independent/Nominee)
1	Audit Committee	Mr. Ram Gopal Sharma	Chairman - Independent
		Mr. Mohan Tandon	Member - Independent
		Mr. Dhruv Kaji	Member - Independent
2	Nomination & Remuneration Committee	Mr. Mohan Tandon	Chairman - Independent
		Mr. Balkrishan Goenka	Member - Executive
		Mr. Ram Gopal Sharma	Member - Independent
		Mr. Dhruv Kaji	Member - Independent
3	Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4	Share Transfer and Investor Grievance and Stakeholders Relationship Committee	Mr. Mohan Tandon	Chairperson - Independent
		Mr. Sandeep Garg	Member - Executive
		Mr. Dhruv Kaji	Member - Independent

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)
July 17, 2017 (meeting was adjourned and held on July 24, 2017)	October 31, 2017	80 days
August 11, 2017	December 19, 2017	

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*
<b>1. Audit Committee:</b>			
October 31, 2017	Yes	August 11, 2017	80 days
December 19, 2017	Yes		
<b>2. Nomination &amp; Remuneration Committee</b>			
October 31, 2017	Yes	August 11, 2017	80 days
<b>3. Share Transfer and Investor Grievance and Stakeholders Relationship Committee</b>			
-	-	-	-



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<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:</p> <p style="margin-left: 20px;">a. Audit Committee : Yes</p> <p style="margin-left: 20px;">b. Nomination &amp; remuneration committee : Yes</p> <p style="margin-left: 20px;">c. Share Transfer and Investor Grievance and Stakeholders relationship committee : Yes</p> <p style="margin-left: 20px;">d. Risk management committee (applicable to the top 100 listed entities): Not applicable</p> <p>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: Yes</p> <p>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: Yes</p> <p>5. The report for the previous quarter ended on September 30, 2017 was placed before Board of Directors at its meeting held on October 31, 2017.</p> <p>Any comments/observations/advice of Board of Directors: NIL</p>

For Welspun Enterprises Limited

*Indu*

Indu Daryani  
Company Secretary

