

WEL /SEC/2016

October 14, 2016

To,

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1 st 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 and half year ended September 30, 2016

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:

- In Annexure I - for the quarter ended September 30, 2016.
- In Annexure III - as at the end of 6 months after end of financial year 2015-16.

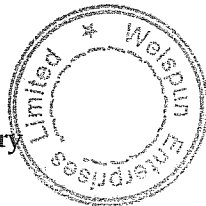
Kindly take the same on record.

Thanking you.

Yours Sincerely,

For Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)


Indu Daryani
Company Secretary



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: **September 30, 2016**

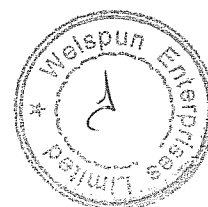
I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	No. of directorship in listed entities including this listed entity*%	Number 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	-	3	2	-
Mr.	Sandeep Garg	DIN : 00036419 PAN: AAIPG6833H	Managing Director/ Executive	16/07/2012	-	1	1	-
Mr.	Rajesh R. Mandawewala	DIN : 00007179 PAN: AACPM2601D	Non- Executive	06/07/2012	-	4	4	-
Mr.	Mohan Krishna Tandon	DIN : 00026460 PAN: AADPT6961C	Independent	01/04/2014	5 years (Up to 31/03/19)	2	3	1
Ms.	Mala Tadarwal	DIN : 06933515 PAN: ADEPT5162D	Independent	**05/08/2016	3 years (Up to 04/08/19)	5	10	-
Mr.	Ram Gopal Sharma	DIN : 00026514 PAN: AOQPS3114R	Independent	29/05/2015	5 years (Up to 28/05/20)	3	9	3
Mr.	Mintoo Bhandari	DIN : 00054831 PAN: ARRPB0319B	Non- Executive/No nominee	29/05/2015	-	2	4	-
Mr.	Utsav Bajjal	DIN: 02592194 PAN : AFBPPB8278H	Non- Executive/ Nominee (Alternate Director to Mr. Mintoo Bhandari)	29/05/2015	-	2 [§]	2 [@]	-
Mr.	Yogesh Agarwal	DIN : 00947896 PAN : ACUPA1663K	Independent	12/08/2015	5 years (Up to 11/08/20)	1	3	-

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

Welspun Enterprises Limited (Formely 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



**Ms. Mala Todarwal, an Independent Director, whose term of appointment ended on August 04, 2016 was re-appointed as an Independent Director for the second term by way of special resolution at the 22nd AGM held on September 29, 2016.

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 as Alternate Director to Mr. Mintoo Bhandari in the Company.

@ Includes Membership of Committees as Alternate Director to Mr. Mintoo Bhandari in 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	Mr. Ram Gopal Sharma	Chairman – Independent
		Mr. Mohan Tandon	Member – Independent
		Mr. Mintoo Bhandari (with Mr. Utsav Bajjal as Alternate Director)	Member – Nominee of Insight Solutions Limited
		Ms. Mala Todarwal	Member – Independent
2	Nomination & Remuneration Committee	Mr. Mohan Tandon	Chairman – Independent
		Mr. Balkrishan Goenka	Member – Executive
		Mr. Ram Gopal Sharma	Member – Independent
		Mr. Mintoo Bhandari (with Mr. Utsav Bajjal as Alternate Director)	Member – Nominee of Insight Solutions Limited
		Ms. Mala Todarwal	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. Mintoo Bhandari (with Mr. Utsav Bajjal as Alternate Director)	Member - Nominee of Insight Solutions Limited

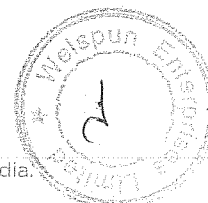
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
May 23, 2016	September 14, 2016	113 days

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*
1. Audit Committee:			
September 14, 2016	Yes	May 23, 2016	113 days

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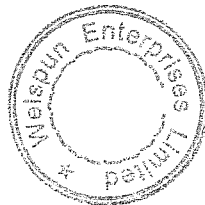
2. Nomination & Remuneration Committee			
September 14, 2016	Yes	May 23, 2016	113 days
3. Share Transfer and Investor Grievance and Stakeholders Relationship Committee			
September 14, 2016	Yes	-	-

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

VI. Affirmations
<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: Yes</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Share Transfer and Investor Grievance and Stakeholders relationship committee</p> <p>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 June 30, 2016 was placed before Board of Directors at its meeting held on September 14, 2016.</p> <p>Any comments/observations/advice of Board of Directors: NIL</p>

For Welspun Enterprises Limited
 (Formerly known as Welspun Projects Limited)


Indu Daryani
 Company Secretary



Annexure-III

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

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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 Enterprises Limited
 (Formerly known as Welspun Projects Limited)



Indu Daryani
Company Secretary

