

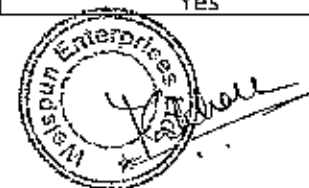
Compliance with Requirements of Regulation 17 to 27 of SEBI (LODR) Regulations 2015.

II Annual Affirmations		
Particulars	Regulation Number	Compliance status as on 31 st March, 2018 (Yes/No/NA)
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)	Not applicable
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)	Not applicable
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

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



587

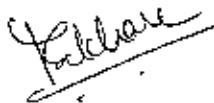
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel.	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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.

In connection with the above application, we hereby confirm that Welspun Enterprises Limited is in compliance with the provisions of Regulations 17-27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Welspun Enterprises Limited**



Priya Pakhare
Company Secretary
FCS – 7805



Date: September 27, 2018
 Place: Mumbai

Format to be submitted by Listed entity on quarterly basis

1. Name of the Listed Entity: **Welspun Enterprises Limited**2. Quarter ending: **June 30, 2018**

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: AAIPG5833H	Managing Director/ Executive	16/07/2017	-	01	01	-
Mr.	Rajesh R. Mandawewala	DIN: 00007179 PAN: AACPM2601D	Non-Executive	06/07/2012	-	01	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)	04	08	-
Mr.	Ram Gopal Sharma	DIN: 00026514 PAN: AOQP53114R	Independent	29/05/2015	5 years (Up to 28/05/20)	03	09	02
Mr.	Yogesh Agarwal	DIN: 00947896 PAN: ACUPAI663K	Independent	12/08/2015 Date of Cessation: 20/06/2018	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	05	01

* 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 | - | 01 |
| 2. Mr. Ram Gopal Sharma | - | 02 |
| 3. Mr. Yogesh Agarwal | - | 01 |

% 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, Naraina City, Connaught Place, Mang. Lower Phase (West), New Delhi-110028, India
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 E: info@welspunenterprises.com | welspun@welspun.com | Web: www.welspunenterprises.com

Registered Address: Welspun City, Village Versameer, Taluka Anjar, District. Kutch, Gujarat 370110, India.
 T: +91 2826 862822 F: +91 2826 270010

Corporate Identity Number: L49306GJ894910093820

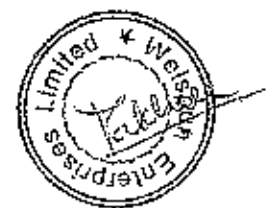


589

II. Composition of Committees			
Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ independent/Nonvoting)
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	Chairman - 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)
January 30, 2018		14 days
February 14, 2018	May 10, 2018	84 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:			
May 10, 2018	Yes	February 14, 2018	84 days
2. Nomination & Remuneration Committee:			
May 10, 2018	Yes	-	-
3. Share Transfer and Investor Grievance and Stakeholders Relationship Committee			
May 10, 2018	Yes	January 30, 2018	99 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	NA
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: Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes
 - 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: Yes
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
5. The report for the previous quarter ended on March 31, 2018 and at the end of the Financial Year 2017-18 was placed before Board of Directors at its meeting held on May 10, 2018.
 Any comments/observations/advice of Board of Directors: NIL

For Welspun Enterprises Limited


 Priya Pakhare
 Company Secretary
 FCS-7805


(591)