

WEL/SEC/2017

April 11, 2017

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 the year ended March 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:

- In Annexure I - for the quarter ended March 31, 2017.
- In Annexure II - as at the end of the Financial Year 2016-17.

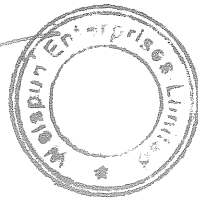
Kindly take the same on record.

Thanking you.

Yours Sincerely,

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


Sandeep Garg
Managing Director
Din : 00036419



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: **March 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*0%	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	16/07/2012	-	01	01	-
Mr.	Rajesh R. Mandawewala	DIN : 00007179 PAN: AACPM2601D	Non- Executive	06/07/2012	-	04	04	-
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	10	-
Mr.	Ram Gopal Sharma	DIN : 00026514 PAN: AOQPS3114R	Independent	29/05/2015	5 years (Up to 28/05/20)	03	09	04
Mr.	Mintoo Bhandari	DIN : 00054831 PAN: ARRPB0319B	Non- Executive/No minee	29/05/2015	-	02	04	-
Mr.	Utsav Bajjal	DIN : 02592194 PAN: AFBPP8278H	Non- Executive/ Nominee (Alternate Director to Mr. Mintoo Bhandari)	29/05/2015	-	02 [§]	02 [®]	-
Mr.	Yogesh Agarwal	DIN : 00947896 PAN: ACUPA1663K	Independent	12/08/2015	5 years (Up to 11/08/20)	01	03	-

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

Welspun Enterprises Limited (Formerly known as Welspun Projects Limited)
 Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 015, 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 Verasarnedi, Taluka Anjar, District Kutch, Gujarat 370 00, India
 T : +91 2836 662222 F : +91 2836 279010

Corporate Identity Number: L452013 0994PL 0023920



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	-	04
2. Mr. Ram Gopal Sharma	-	02
3. Mr. Yogesh Agarwal	-	01

\$ 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	Chairman - Independent
		Mr. Sandeep Garg	Member - Executive
		Mr. Mintoo Bhandari (with Mr. Utsav Bajjal as Alternate Director)	Member - Nominee of Insight Solutions Limited

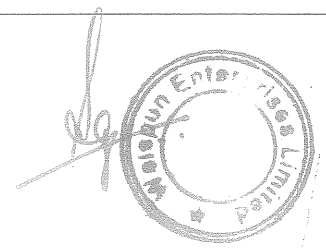
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
December 14, 2016	February 14, 2017	52 days
December 22, 2016		
December 23, 2016		

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:			
February 14, 2017	Yes	December 14, 2016	53 days
		December 22, 2016	

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Corporate Identity Number : L15201G J1894PLC023920



2. Nomination & Remuneration Committee			
February 14, 2017	Yes	-	-
3. Share Transfer and Investor Grievance and Stakeholders Relationship Committee			
-	-	-	-

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	Yes
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 December 31, 2016 was placed before Board of Directors at its meeting held on February 14, 2017.
Any comments/observations/advice of Board of Directors: NIL

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


Sandeep Garg
 Managing Director
 Din : 00036419



Annexure II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
<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	Yes
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	Yes

II. Annual Affirmations		
<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.

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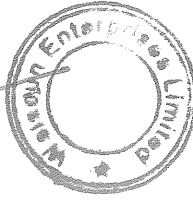


Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
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 Enterprises Limited
(Formerly known as Welspun Projects Limited)



Sandeep Garg
 Managing Director
 Din : 00036419