

Corporate Governance Report as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015.

Name of the listed entity: **Welspun India Limited**

Quarter ending: **December 31, 2022**

I. Composition of Board of Directors										
Title (Mr./Ms.)	Name of 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* %	No. 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*	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Whether special resolution is passed? (Refer Regulation 17(1A) of Listing Regulations). Date of Passing Special Resolution
Mr.	Balkrishan Goenka	DIN: 00270175 PAN: AEOPG4891D	Chairperson - Non-executive Director	17.01. 1985	-	04	-	-	-	-
Mr.	Rajesh Mandawala	DIN: 00007179 PAN: AACPM2601 D	Managing Director - Executive Director	26.10. 1989	-	04	01	-	-	-
Ms.	Dipali Goenka	DIN: 00007199 PAN: AEOPG4886L	CEO & Joint Managing Director - Executive Director	01.04. 2013	-	03	-	-	-	-
Ms.	Anisha Motwani	DIN: 06943493	Non - Executive –	22.10.2021	Upto 21.10 .2026	05	08	01	05	-

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020 / 2490 8021

E-mail : companysecretary_wil@welspun.com Website : www.welspunindia.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 2836 661 111 F : +91 2836 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India.

T : +91 260 2437437 F : +91 260 22437088

Corporate Identity Number: L17110GJ1985PLC033271

		PAN: AAAPM1617P	Independent Director							
Mr.	K H Viswanath an	DIN: 00391263 PAN: AAHPK4759 M	Non - Executive – Independent Director	01.07.2022	Upto 01.07 .2027	03	09	05	03	-
Mr.	Pradeep Poddar	DIN: 00025199 PAN: AAEPP3550C	Non - Executive – Independent Director	15.09.2019	Upto 14.09 .2027	04	08	03	04	-
Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOPS3306H	Non - Executive – Independent Director	01.04.2019	Upto 31.03 .2024	04	03	01	04	-

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

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

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to managing director of CEO – Yes

II. Composition of Committee					
Sr. No	Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Date of Appointment	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1.	Audit Committee	Yes	Mr. K H Viswanathan Mr. Pradeep Poddar Ms. Anisha Motwani	01-07-2022 07-08-2017 14-05-2021	Chairman – Non-Executive - Independent Director Member - Non-Executive - Independent Director Member - Non-Executive - Independent Director
2.	Nomination & Remuneration Committee	Yes	Mr. K H Viswanathan Mr. Pradeep Poddar Ms. Anisha Motwani	01-07-2022 07-08-2017 14-05-2021	Chairman – Non-Executive - Independent Director Member – Non-Executive - Independent Director Member – Non-Executive - Independent Director
3.	Risk Management Committee	Yes	Mr. K H Viswanathan Mr. Pradeep Poddar Mr. Rajesh Mandawewala Mr. Sanjay Gupta Mr. Shreeram Phanse	01-07-2022 01-04-2019 01-04-2019 28-07-2021	Chairman – Non-Executive - Independent Director Member – Non-Executive - Independent Director Member – Executive Director Member – Chief Financial Officer

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020 / 2490 8021

E-mail : companysecretary_wil@welspun.com Website : www.welspunindia.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 2836 661 111 F : +91 2836 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India.

T : +91 260 2437437 F : +91 260 22437088

Corporate Identity Number: L17110GJ1985PLC033271

				01-04-2019	Member – Head of Internal Audit
4.	The Stakeholders’ Relationship, Share Transfer and Investor Grievance Committee	Yes	Mr. K H Viswanathan Mr. Pradeep Poddar Mr. Arvind Kumar Singhal	01-07-2022 30-07-2019 03-02-2022	Chairman – Non-Executive – Independent Director Member - Non-Executive - Independent Director Member - Non-Executive – Independent Director
5.	ESG & CSR Committee	Yes	Mr. K H Viswanathan Ms. Anisha Motwani Ms. Dipali Goenka	01-07-2022 03-03-2021 20-05-2014	Chairman – Non-Executive - Independent Director Member – Non-Executive - Independent Director Member – Executive Director, CEO & Joint Managing Director

III. Meetings 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 (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present (including independent director)	No. of Independent Directors attending the meeting
July 27, 2022	November 08, 2022	103 days	Yes	7	4
	December 23, 2022	44 days	Yes	4	3

IV. Meeting of Committees					
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Date(s) of meeting of the committee in the previous quarter	Number of Directors present (including independent director)	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee Meeting					
October 07, 2022	Yes	September 05, 2022	3	3	31 days
November 07, 2022	Yes	-	3	3	30 days
November 08, 2022	Yes	-	3	3	0 day
2. Nomination & Remuneration Committee					
October 31, 2022	Yes	August 18, 2022	3	3	73 days
November 04, 2022	Yes	-	3	3	3 days
3. The Stakeholders’ Relationship, Share Transfer and Investor Grievance Committee					

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020 / 2490 8021

E-mail : companysecretary_wil@welspun.com Website : www.welspunindia.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 2836 661 111 F : +91 2836 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India.

T : +91 260 2437437 F : +91 260 22437088

Corporate Identity Number: L17110GJ1985PLC033271

December 12, 2022	Yes	August 17, 2022	2	2	116 days
4. Risk Management Committee- NIL					
October 07, 2022	Yes	April 18, 2022	2	2	181 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 Global Brands Limited and Welspun Captive Power Generation Limited, wholly owned subsidiaries of the Company.
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. Stakeholders Relationship Committee
 - d. Risk Management Committee
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. This report will be placed before Board of Directors at the next Board Meeting
Any comments/ observations/ advice of Board of Directors may be mentioned here - Not applicable

For **Welspun India Limited**

Shashikant Thorat
Company Secretary
FCS: 6505

Date: January 21, 2023
Place: Mumbai

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020 / 2490 8021

E-mail : companysecretary_wil@welspun.com Website : www.welspunindia.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 2836 661 111 F : +91 2836 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India.

T : +91 260 2437437 F : +91 260 22437088

Corporate Identity Number: L17110GJ1985PLC033271