

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: **June 30, 2023**

I. Composition of Board of Directors											
Title (Mr./Ms.)	Name of Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	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 Directors 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: AEOPG 4891D	Chairperson - Non-executive Director	17.01.1985	05.08.2011	-	04	-	-	-	-
Mr.	Rajesh Mandawala	DIN: 00007179 PAN: AACPM 2601D	Executive Vice Chairman - Executive Director	26.10.1989	01.04.2023	Upto 31.03.2028	04	01	-	-	-

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.

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Corporate Identity Number: L17110GJ1985PLC033271

Ms.	Dipali Goenka	DIN: 00007199 PAN: AEOPG 4886L	CEO & Managing Director - Executive Director	01.04.2013	01.04.2023	Upto 31.03.2028	04	02	01	01	-
Ms.	Anisha Motwani	DIN: 06943493 PAN: AAAPM 1617P	Non - Executive – Independent Director	22.10.2018	22.10.2021	Upto 21.10.2026	05	10	02	05	-
Mr.	K H Viswanathan	DIN: 00391263 PAN: AAHPK 4759M	Non - Executive – Independent Director	01.07.2022	01.07.2022	Upto 01.07.2027	03	09	05	03	-
Mr.	Pradeep Poddar	DIN: 00025199 PAN: AAEP3 550C	Non - Executive – Independent Director	15.09.2016	15.09.2019	Upto 14.09.2024	03	07	03	03	-
Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOPS 3306H	Non - Executive – Independent Director	27.01.2014	01.04.2019	Upto 31.03.2024	03	03	01	03	-
Mr.	Altaf Jiwani	DIN: 05166241 PAN: AAIPJ1 592Q	Executive-Whole time Director	01.04.2023	01.04.2023	Upto 31.03.2028	01	0	0	01	-

* 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

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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)
	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
	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
	Risk Management Committee	Yes	Mr. K H Viswanathan Mr. Pradeep Poddar Ms. Dipali Goenka Mr. Sanjay Gupta Mr. Shreeram Phanse	01-07-2022 01-04-2019 28-03-2023 28-07-2021 01-04-2019	Chairman – Non-Executive - Independent Director Member – Non-Executive - Independent Director Member – Executive Director Member – Chief Financial Officer Member – Head of Internal Audit
	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
	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

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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
January 30, 2023	April 27, 2023	85 days	Yes	8	4

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					
April 04, 2023	Yes	January 28, 2023	3	3	65 days
April 26, 2023	Yes	-	3	3	21 days
April 27, 2023	Yes	-	2	2	0 day
2. Nomination & Remuneration Committee					
April 20, 2023	Yes	March 25, 2023	3	3	25 days
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee:					
June 20, 2023	Yes	December 12, 2022	3	3	189 days
4. Risk Management Committee-					
April 04, 2023	Yes	October 07, 2022	2	2	178 days
May 15, 2023	Yes		2	2	40 days
5. CSR Committee-					
April 20, 2023	Yes	December 06, 2022	2	2	134 days

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes

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Whether shareholder approval obtained for material RPT	Approval of the shareholders was obtained at the Annual General Meeting held on September 12, 2022 for entering into transactions with : 1) Welspun Global Brands Limited and Welspun USA, Inc, wholly owned subsidiaries of the Company; 2) Welspun Global Brands Limited and Welspun Flooring 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: July 20, 2023
Place: Mumbai

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