

**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: **September 30, 2020**

<b>I. Composition of Board of Directors</b>										
<b>Title (Mr./Ms.)</b>	<b>Name of Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>	<b>Date of appointment in the current term/cessation</b>	<b>Tenure</b>	<b>No. of Directorship in Listed entities including this listed entity* %</b>	<b>No. of memberships in Audit/Stakeholder Committee(s) including this listed entity*</b>	<b>No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity*</b>	<b>No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)</b>	<b>Whether special resolution is passed? (Refer Regulation 17(1A) of Listing Regulations). Date of Passing Special Resolution</b>
Mr.	Balkrishan Goenka	DIN: 00270175 PAN: AEOPG4891D	Chairperson - Non-executive Director	17.01. 1985	-	04	02	1	-	-
Mr.	Rajesh Mandawala	DIN: 00007179 PAN: AACPM2601D	Managing Director - Executive Director	26.10. 1989	-	04	05	-	-	-
Ms.	Dipali Goenka	DIN: 00007199 PAN: AEOPG4886L	CEO & Joint Managing Director - Executive Director	01.04. 2013	-	01	-	-	-	-
Ms.	Anisha Motwani	DIN: 06943493 PAN: AAAPM1617P	Non - Executive – Independent Director	22.10.2018	Upto 21.10.2021	04	05#	1	04	-
Mr.	Arun	DIN: 00020916	Non - Executive –	01.04.2019	Upto 31.03	03	04#	01#	03	-

**For WELSPUN INDIA LTD.,**

  
**Director / Company Secretary.**

	Todarwal	PAN: AAGPT5697L	Independent Director		.2024					
Mr.	Pradeep Poddar	DIN: 00025199 PAN: AAEPP3550C	Non - Executive – Independent Director	15.09.2019	Upto 14.09 .2022	03	05	01	03	-
Mr.	Arvind Kumar Singhal	DIN: 00709084 PAN: AAOPS3306H	Non - Executive – Independent Director	01.04. 2019	Upto 31.03 .2024	03	02	-	03	-

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

# Apart from above, the following Director(s) holds Membership and Chairmanship in Audit Committee and Stakeholder Relationship Committee of unlisted public limited company or deemed to be public limited company:

Name of Director	Membership	Chairmanship
Mr. Arun Todarwal	4	1
Ms. Anisha Motwani	4	-
Pradeep Poddar	1	1

% 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

<b>II. Composition of Committee</b>					
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. Arun Todarwal Mr. Pradeep Poddar Mr. Rajesh Mandawewala	01-04-2014 07-08-2017 22-10-2018	Chairman – Non-Executive - Independent Director Member - Non-Executive - Independent Director Member – Executive Director
2.	Nomination & Remuneration Committee	Yes	Mr. Arun Todarwal Mr. Pradeep Poddar Mr. Balkrishan Goenka	01-04-2014 07-08-2017 22-10-2018	Chairman – Non-Executive - Independent Director Member – Non-Executive - Independent Director Member - Non-Executive Non Independent Director
3.	Risk Management Committee	Yes	Mr. Arun Todarwal Mr. Pradeep Poddar Mr. Rajesh Mandawewala	01-04-2019 01-04-2019 01-04-2019 01-04-2019	Chairman – Non-Executive - Independent Director Member – Non-Executive - Independent Director Member – Executive Director

For WELSPUN INDIA LTD.,

Director / Company Secretary.

			Mr. Altaf Jiwani Mr. Shreeram Phanse	01-04-2019	Member – Head – Group Executive Office Member – Head of Internal Audit
4.	The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee	Yes	Mr. Balkrishan Goenka Mr. Pradeep Poddar Mr. Rajesh Mandawewala	05-02-1992 30-07-2019 05-02-1992	Chairman – Non-Executive – Non-Independent Director Member - Non-Executive - Independent Director Member - Executive Director
5.	Corporate Social Responsibility Committee	Yes	Mr. Arun Todarwal Mr. Rajesh Mandawewala Ms. Dipali Goenka	27-07-2018 20-05-2014 20-05-2014	Chairman – Non-Executive - Independent Director Member – Executive Director Member – Executive Director

<b>III. Meetings of Board of Directors</b>					
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	No. of Independent Directors attending the meeting
June 29, 2020	July 24, 2020	24 days	Yes	7	4
-	September 29, 2020	66 days	Yes	4	4

<b>IV. Meeting of Committees</b>					
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	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days
<b>1. Audit Committee Meeting</b>					
July 23, 2020	Yes	June 29, 2020	2	2	23 days
July 24, 2020	Yes		2	2	1 day
August 29, 2020	Yes		2	2	35 days
September 15, 2020	Yes		2	2	16 days
September 29, 2020	Yes		2	2	13 days
<b>2. Nomination &amp; Remuneration Committee</b>					
September 15, 2020	Yes	June 26, 2020	2	2	80 days
<b>3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee</b>					
September 29, 2020	Yes	June 26, 2020	3	1	94 days
<b>4. Risk Management Committee</b>					

For WELSPUN INDIA LTD.,

  
Director / Company Secretary

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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
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**

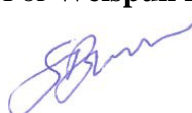




**Shashikant Thorat**  
**Company October 14, 2020**  
**Place: Mumbai**

**Corporate Governance Report as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015 read with Circular Ref. No. CIR/CFD/CMD/5/2015 dated September 24, 2015.**

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

Half Year ended: **September 30, 2020**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
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
<b>Note:</b>		
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<p><b>For Welspun India Limited</b></p>   <p><b>Shashikant Thorat</b>  <b>Company Secretary</b>  <b>FCS – 6505</b></p> <p><b>Date: October 14, 2020</b>  <b>Place: Mumbai</b></p>		