

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, 2021**

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	01	01	-	-
Mr.	Rajesh Mandawala	DIN: 00007179 PAN: AACPM2601D	Managing Director - Executive Director	26.10. 1989	-	04	02	-	-	-
Ms.	Dipali Goenka	DIN: 00007199 PAN: AEOPG4886L	CEO & Joint Managing Director - Executive Director	01.04. 2013	-	03	-#	-	-	-
Ms.	Anisha Motwani	DIN: 06943493 PAN: AAAPM1617P	Non - Executive – Independent Director	22.10.2018	Upto 21.10 .2021	05	05#	01	05	-

For WELSPUN INDIA LTD.,


Director/Company Secretary.

Mr.	Arun Todarwal	DIN: 00020916 PAN: AAGPT5697L	Non - Executive – Independent Director	01.04.2019	Upto 31.03 .2024	02	02#	01#	02	-
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	3	2
Ms. Anisha Motwani	3	-
Mr. Pradeep Poddar	1	1
Ms. Dipali Goenka	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

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. Arun Todarwal Mr. Pradeep Poddar Ms. Anisha Motwani	01-04-2014 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. Arun Todarwal Mr. Pradeep Poddar Ms. Anisha Motwani	01-04-2014 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. Arun Todarwal Mr. Pradeep Poddar	01-04-2019 01-04-2019	Chairman – Non-Executive - Independent Director

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			Mr. Rajesh Mandawewala Mr. Shreeram Phanse	01-04-2019 01-04-2019 01-04-2019	Member – Non-Executive - Independent Director Member – Executive Director 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, Managing Director
5.	ESG & CSR Committee	Yes	Mr. Arun Todarwal Ms. Anisha Motwani Ms. Dipali Goenka	27-07-2018 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	No. of Independent Directors attending the meeting
March 03, 2021	May 14, 2021	71 days	Yes	7	4
-	May 15, 2021	0 day	Yes	7	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	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee Meeting					
April 06, 2021	Yes	January 27, 2021	2	2	68 days
May 11, 2021	Yes	-	2	2	34 days
May 12, 2021	Yes	-	2	2	0 day
May 13, 2021	Yes	-	2	2	0 day
May 14, 2021	Yes	-	2	2	0 day
May 31, 2021	Yes	-	3	3	16 days
2. Nomination & Remuneration Committee					
April 08, 2021	Yes	January 27, 2021	2	2	70 days
May 11, 2021	Yes	-	2	2	32 days

For WELSPUN INDIA LTD.,


Director/ Company Secretary.

3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee					
May 15, 2021	Yes	February 16, 2021	3	1	87 days
4. Risk Management Committee					
-	Yes	January 06, 2021	-	-	-

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: July 20, 2021
Place: Mumbai