

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 Living Limited**
(Formerly known as Welspun India Limited)

Quarter ending: **December 31, 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 Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity*	No. of post of Chairpersons in Audit/Stakeholder Committee held in listed entities including this listed entity*	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	Executive Vice Chairman	26.10.1989	01.04.2023	Upto 31.03.2028	04	-	01	-	-

Welspun Living Limited (Formerly known as Welspun India Limited)

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E-mail: companysecretary_wil@welspun.com | Website: www.welspunliving.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110. India
T: +91 28 3666 1111 | F: +91 28 3627 9010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191. India
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Corporate Identity Number: L17110GJ1985PLC033271

		PAN: AACPM 2601D	Executive Director								
Ms.	Dipali Goenka	DIN: 0000719 9 PAN: AEOPG 4886L	CEO & Managing Director - Executive Director	01.04. 2013	01.04.2 023	Upto 31.03 .2028	04	01	03	02	-
Ms.	Anisha Motwani	DIN: 0694349 3 PAN: AAAPM 1617P	Non - Executive - Independe nt Director	22.10.2 018	22.10.2 021	Upto 21.10 .2026	05	05	10	02	-
Mr.	K H Viswanath an	DIN: 0039126 3 PAN: AAHPK 4759M	Non - Executive - Independe nt Director	01.07.2 022	01.07.2 022	Upto 01.07 .2027	02	02	08	05	-
Mr.	Pradeep Poddar	DIN: 0002519 9 PAN: AAEPP3 550C	Non - Executive - Independe nt Director	15.09.2 016	15.09.2 019	Upto 14.09 .2024	03	03	07	01	-
Mr.	Arvind Kumar Singhal	DIN: 0070908 4 PAN: AAOPS 3306H	Non - Executive - Independe nt Director	27.01.2 014	01.04.2 019	Upto 31.03 .2024	03	03	03	01	-
Mr.	Altaf Jiwani	DIN: 0516624 1 PAN: AAIPJ1 592Q	Executive- Wholetim e Director	01.04.2 023	01.04.2 023	Upto 31.03 .2028	01	01	0	0	-
Mr.	Murli Sivaraman	DIN: 0146123 1 PAN: BGGPS 5159F	Non - Executive - Independe nt Director	01.11.2 023	01.11.2 023	Upto 31.10 .2027	05	05	04	01	-

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

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% 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)
	Audit Committee	Yes	Mr. K H Viswanathan	01-07-2022	Chairman – Non-Executive - Independent Director
			Mr. Pradeep Poddar	07-08-2017	Member - Non-Executive - Independent Director
			Ms. Anisha Motwani	14-05-2021	Member - Non-Executive - Independent Director
	Nomination & Remuneration Committee	Yes	Mr. K H Viswanathan	01-07-2022	Chairman – Non-Executive - Independent Director
			Mr. Pradeep Poddar	07-08-2017	Member – Non-Executive - Independent Director
			Ms. Anisha Motwani	14-05-2021	Member – Non-Executive - Independent Director
	Risk Management Committee	Yes	Mr. K H Viswanathan	01-07-2022	Chairman – Non-Executive - Independent Director
			Mr. Pradeep Poddar	01-04-2019	Member – Non-Executive - Independent Director
			Ms. Dipali Goenka	28-03-2023	Member – Executive Director-CEO & Managing Director
			Mr. Sanjay Gupta	28-07-2021	Member – Chief Financial Officer
			Mr. Shreeram Phanse	01-04-2019	Member – Head of Internal Audit
	The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee	Yes	Mr. K H Viswanathan	01-07-2022	Chairman – Non-Executive – Independent Director
			Mr. Pradeep Poddar	30-07-2019	Member - Non-Executive - Independent Director
			Mr. Arvind Kumar Singhal	03-02-2022	Member - Non-Executive – Independent Director

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	ESG & CSR Committee	Yes	Mr. K H Viswanathan	01-07-2022	Chairman – Non-Executive - Independent Director
			Ms. Anisha Motwani	03-03-2021	Member – Non-Executive - Independent Director
			Ms. Dipali Goenka	20-05-2014	Member – Executive Director, CEO & 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
August 24, 2023	October 25, 2023	61 days	Yes	7	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 17, 2023	Yes	August 24, 2023	3	3	53 days
October 23, 2023	Yes	-	2	2	5 days
October 25, 2023	Yes	-	3	3	01 day
2. Nomination & Remuneration Committee					
October 13, 2023	Yes	July 29, 2023	3	3	75 days
December 20, 2023	Yes	-	2	2	67 days
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee:					
October 17, 2023	Yes	-	3	3	0 day
4. Risk Management Committee-					
October 18, 2023	Yes	July 12, 2023	2	2	97 days
5. CSR Committee-					
October 17, 2023	Yes	July 21, 2023	2	2	87 days

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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 12, 2022 for entering into transactions with : <ol style="list-style-type: none"> 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 Living Limited
(Formerly known as Welspun India Limited)**

**Shashikant Thorat
Company Secretary
FCS: 6505**

**Date: January 19th, 2024
Place: Mumbai**

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