

**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: **March 31, 2020**

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	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	03	03#	-	03	-
Mr.	Arun	DIN: 00020916	Non - Executive –	01.04.2019	Upto 31.03	04	05#	01#	04	-

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	2	-	03	-
Mr.	Shalil Awale	DIN: 06804536 PAN: ABTPA4495R	Non - Executive – Nominee Director	29.09.2018	-	01	-	-	-	-

* 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	3
Ms. Anisha Motwani	4	-

% 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 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	Yes	Mr. Arun Todarwal	01-04-2019	Chairman – Non-Executive -

For WELSPUN INDIA LTD.,


Director/Company Secretary.

	Committee		Mr. Pradeep Poddar Mr. Rajesh Mandawewala Mr. Altaf Jiwani Mr. Shreeram Phanse	01-04-2019 01-04-2019 01-04-2019 01-04-2019	Independent Director Member – Non-Executive - Independent Director Member – Executive Director Member – Chief Financial Officer 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

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
October 22, 2019	February 12, 2020	112 days	Yes	7	4
-	March 09, 2020	25 days	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					
January 24, 2020	Yes	December 02, 2019	2	2	52 days
February 10, 2020	Yes		2	2	16 days
February 11, 2020	Yes		3	2	0 day
February 12, 2020	Yes		3	2	0 day
March 04, 2020	Yes		2	2	20 days
March 09, 2020	Yes		3	2	4 days
2. Nomination & Remuneration Committee					
January 22, 2020	Yes	December 16, 2019	2	2	36 days

For WELSPUN INDIA LTD.,


Director / Company Secretary.

February 10, 2020	Yes		2	2	18 days
3. The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee					
February 12, 2020	Yes	December 02, 2019	3	1	40 days
4. Risk Management Committee					
January 22, 2020	Yes	October 14, 2019	2	2	99 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
Date: April 10, 2020
Place: Mumbai

For **WELSPUN INDIA LTD.,**



Director / Company Secretary.

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**

Quarter ending: **March 31, 2020**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and senior managerial personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarisation programmes imparted to Independent Directors	Yes
Contact information of the designated official of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreement entered into with the media companies and/or their associates	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	NA
Advertisements as per regulation 47(1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	Yes

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes

For WELSPUN INDIA LTD.,


Director/Company Secretary.

Maximum number of Directorships	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), (2) & 2(A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25 (2)	Yes
Meeting of Independent Director	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
III. Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied		

For **Welspun India Limited**




Shashikant Thorat
Company Secretary
FCS - 6505
Date: April 10, 2020
Place: Mumbai

For **WELSPUN INDIA LTD.,**



Director / Company Secretary.