

## General information about company

Scrip code	532553
NSE Symbol	WELENT
MSEI Symbol	
ISIN	INE625G01013
Name of the entity	WELSPUN ENTERPRISES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Mr. Balkrishan Goenka was appointed as Director of the Company w.e.f. 27-04-2010 whereas appointed as Chairman w.e.f. 29-05-2015 and he was appointed as Director not liable to retire by rotation on 14-08-2018.

No. of post of Membership / Chairpersonship held by directors in Audit Committee/ Stakeholder Committee of unlisted public limited company or deemed public limited company is as under:

Name of Director	Membership	Chairmanship
Mr. Sandeep Garg	2	-

**Whether the listed entity has a Regular Chairperson** Yes

**Whether Chairperson is related to MD or CEO** No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Balkrishan Goenka	AEOPG4891D	00270175	Executive Director	Chairperson		15-08-1966	NA		27-04-2010	14-08-2018			4	0	2	1
2	Mr	Mohan Krishna Tandon	AADPT6961C	00026460	Non-Executive - Independent Director	Not Applicable		28-09-1941	Yes	18-03-2019	31-01-2012	01-04-2019		98	2	2	3	1
3	Mr	Sandeep Garg	AAIPG6833H	00036419	Executive Director	Not Applicable	MD	25-05-1960	NA		16-07-2012	15-07-2017			1	0	1	0
4	Mrs	Aruna Sharma	AFBPS5222E	06515361	Non-Executive - Independent Director	Not Applicable		19-08-1958	NA		29-01-2019	12-08-2019		14	2	2	2	1
5	Mr	Raghav Chandra	AAEPC2866J	00057760	Non-Executive - Independent Director	Not Applicable		31-10-1958	NA		15-05-2019	12-08-2019		10	2	2	2	0
6	Mr	Rajesh R. Mandawala	AACPM2601D	00007179	Non-Executive - Non Independent Director	Not Applicable		05-05-1962	NA		06-07-2012	14-08-2018			4	0	5	0

Annexure 1						
II. Composition of Committees						
Disclosure of notes on composition of committees explanatory						
Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson - Yes						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00026460	Mohan Krishna Tandon	Non-Executive - Independent Director	Chairperson	31-01-2012	
2	06515361	Aruna Sharma	Non-Executive - Independent Director	Member	29-01-2019	
3	00007179	Rajesh R. Mandawewala	Non-Executive - Non Independent Director	Member	30-10-2018	
4	00057760	Raghav Chandra	Non-Executive - Independent Director	Member	12-02-2020	

Annexure 1						
II. Composition of Committees						
Disclosure of notes on composition of committees explanatory						
Nomination and Remuneration Committee Details						
Whether the Nomination and Remuneration Committee has a Regular Chairperson - Yes						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00026460	Mohan Krishna Tandon	Non-Executive - Independent Director	Chairperson	06-07-2012	
3	00007179	Rajesh R. Mandawewala	Non-Executive - Non Independent Director	Member	29-01-2019	
4	00057760	Raghav Chandra	Non-Executive - Independent Director	Member	09-08-2019	

Annexure 1						
II. Composition of Committees						
Disclosure of notes on composition of committees explanatory						
Share Transfer and Investor Grievance and Stakeholders Relationship Committee Details						
Whether the Share Transfer and Investor Grievance and Stakeholders Relationship Committee has a Regular Chairperson - Yes						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	06515361	Aruna Sharma	Non-Executive - Independent Director	Chairperson	09-08-2019	
2	00036419	Sandeep Garg	Executive Director	Member	14-09-2016	
3	00026460	Mohan Krishna Tandon	Non-Executive - Independent Director	Member	31-01-2012	
4	00057760	Raghav Chandra	Non-Executive - Independent Director	Member	12-02-2020	

Annexure 1						
II. Composition of Committees						
Disclosure of notes on composition of committees explanatory						
Risk Management Committee Details						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1						
2						
3						
4						

Annexure 1						
II. Composition of Committees						
Disclosure of notes on composition of committees explanatory						
Corporate Social Responsibility Committee Details						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson - Yes						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	06515361	Aruna Sharma	Non-Executive - Independent Director	Chairperson	12-02-2020	
2	00026460	Mohan Krishna Tandon	Non-Executive - Independent Director	Chairperson	25-07-2018	

3	00007179	Rajesh R. Mandawewala	Non-Executive - Non Independent Director	Member	16-07-2015	
4	00036419	Sandeep Garg	Executive Director	Member	16-07-2015	

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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*
1	30-10-2019		Yes	5	3
2	08-01-2020	69	Yes	5	3
3	12-02-2020	34	Yes	6	3
4	19-03-2020	35	Yes	6	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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*
1	Audit Committee	30-10-2019		Yes	2	2
2	Audit Committee	08-01-2020	69	Yes	2	2
3	Audit Committee	12-02-2020	34	Yes	3	2
4	Nomination and remuneration committee	12-12-2019		Yes	3	2
5	Nomination and remuneration committee	03-01-2020	21	Yes	3	2

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.welspunenterprises.com
2	Terms and conditions of appointment of independent directors	Yes		www.welspunenterprises.com
3	Composition of various committees of board of directors	Yes		www.welspunenterprises.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.welspunenterprises.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.welspunenterprises.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.welspunenterprises.com
8	Policy for determining 'material' subsidiaries	Yes		www.welspunenterprises.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.welspunenterprises.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.welspunenterprises.com
11	email address for grievance redressal and other relevant details	Yes		www.welspunenterprises.com
12	Financial results	Yes		www.welspunenterprises.com
13	Shareholding pattern	Yes		www.welspunenterprises.com

14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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		www.welspunenterprises.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.welspunenterprises.com
18	Credit rating or revision in credit rating obtained	Yes		www.welspunenterprises.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.welspunenterprises.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.welspunenterprises.com
21	Materiality Policy as per Regulation 30	Yes		www.welspunenterprises.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.welspunenterprises.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory			

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	The report for the previous quarter ended on December 31, 2019 was placed before Board of Directors at its meeting held on February 12, 2020.

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<b>Any other information to be provided</b>				



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

For **Welspun Enterprises Limited**

**Priya Pakhare**  
**Company Secretary**  
**FCS - 7805**  
**Mumbai, April 15, 2020**