

WELSPUN CORP LIMITED'S
POLICY FOR GOVERNANCE OF MATERIAL AND OTHER SUBSIDIARIES

1. OBJECTIVE:

The objective of the Policy is to determine the Material Subsidiaries of Welspun Corp Limited and to provide the governance framework for *all#* subsidiaries.

2. DEFINITIONS:

“Audit Committee” means Audit Committee constituted by the Board of Directors of the Company, from time to time, under Section 177 of the Companies Act, 2013 and the Listing Agreement.

“Board of Directors” or **“Board”** means the Board of Directors of Welspun Corp Limited, as constituted from time to time.

“Company” means a company incorporated under the Companies Act, 2013 or any other previous company law.

“Independent Director” means a director of the Company, not being in whole time employment and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the stock exchanges.

“Policy” means *this Policy for Governance of Material and Other Subsidiaries.*

“Material Non-Listed Indian Subsidiary” mean a Material Subsidiary which is incorporated in India and which is not listed on any of the Indian Stock Exchanges.

“Significant Transaction or Arrangement” means any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

“Subsidiary” shall mean a subsidiary as defined under the Companies Act, 2013.

3. POLICY:

I. A subsidiary shall be a Material Subsidiary, if any of the following conditions are satisfied:

[(a) *A subsidiary, whose revenue from operations of a financial year, based on audited financial statement of the subsidiary, exceeds 20% of consolidated revenue of the*

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Company as per the audited consolidated balance sheet of the Company for the same financial year; or

(b) A subsidiary, whose net worth at the end of a financial year, based on audited financial statement of the subsidiary, exceeds 20% of consolidated net worth of the Company as per the audited consolidated balance sheet of the Company for the same financial year.]¹

- II. One Independent Director of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company.
- III. The Audit Committee of the Board of the Company shall review the financial statements, in particular, the investments made by the unlisted Subsidiary on an annual basis.
- IV. The Minutes of the meetings of the Board of Directors of the unlisted Subsidiary shall be placed before the Board of the Company on a quarterly basis.
- V. The management of each unlisted subsidiary, whether a material subsidiary or otherwise, shall on a quarterly basis bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary.
- VI. The management shall present to the Audit Committee annually the list of such Subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the Material Non-Listed Indian Subsidiary.
- VII. The Company, without the prior approval of the members by special resolution or a resolution with majority as may be prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges, shall not :
 - a) Dispose shares in the Material Subsidiary that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or
 - b) Ceases the exercise of control over the Material Subsidiary; or
 - c) Sell, dispose of or lease the assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during an accounting year;

¹ Modified vide the Board resolution dated November 14, 2015.

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Except in cases where such divestment, sale, disposal, lease as the case may be is made under a scheme of arrangement duly approved by the Court / Tribunal.

4. DISCLOSURE:

This Policy on determining Material Subsidiary shall be disclosed on the website of the Company (www.welspuncorp.com) and a web link thereto shall be provided in the Annual Report of the Company.

5. MISCELLANEOUS

The Board of Directors of the Company has adopted the Policy and procedure with regard to determining Material Subsidiaries as required under Clause 49 of the Listing Agreement.

The Board of Directors of the Company may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.