

General information about company

Scrip code	532144
NSE Symbol	WELCORP
MSEI Symbol	NOTLISTED
ISIN	INE191B01025
Name of the entity	WELSPUN CORP LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Board of directors explanatory																
has a Regular Chairperson		Yes														
is related to MD or CEO		No	Disqualification of Directors under section 164 of the Companies Act, 2013													
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)
Executive - Independent Director	Not Applicable		09-07-1955	No				Active	NA		07-08-2019	22-10-2019		41.09	3	3
Executive - Independent Director	Chairperson related to Promoter		15-08-1966	No				Active	NA		26-04-1995	31-08-2020		0	4	0
Executive - Independent Director	Not Applicable		13-10-1969	No				Active	NA		29-10-2020	31-08-2021		0	4	1
Executive - Independent Director	Not Applicable		16-06-1957	No				Active	NA		01-07-2022	01-07-2022		9	2	2

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Independen Directorshi in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)
Non-Executive - Non Independent Director	Not Applicable		05-05-1962	No				Active	NA		26-04-1995	31-08-2021		0	4	0
Non-Executive - Independent Director	Not Applicable		16-01-1959	No				Active	NA		07-08-2014	01-04-2019		103.24	5	5
Executive Director	Not Applicable	CEO-MD	21-03-1970	No				Active	NA		01-12-2017	01-12-2022		0	2	0
Non-Executive - Independent Director	Not Applicable		14-10-1966	No				Active	NA		02-02-2023	02-02-2023		1.29	5	5

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Name in the Statement of Directors
Independent Director	Not Applicable		21-09-1954	No				Active	NA		10-02-2017	10-02-2022	14-03-2023	73.21	0	0	0

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	Remarks
1	00020916	Arun Lalchand Tadarwal	Non-Executive - Independent Director	Chairperson	01-07-2022		
2	07942122	Amita Misra	Non-Executive - Independent Director	Member	09-12-2020		
3	00226775	Desh Raj Dogra	Non-Executive - Independent Director	Member	12-10-2018	14-03-2023	Textual Information(1)

Sr Text Block

Textual Information(1)

Mr. Anjani K. Agrawal has been appointed as an Non- Executive Independent Director of the Company and a member of the Audit Committee w.e.f. April 1, 2023.

Nomination and remuneration committee							
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	Remarks
1	00020916	Arun Lalchand Todarwal	Non-Executive - Independent Director	Chairperson	01-07-2022		
2	00226775	Desh Raj Dogra	Non-Executive - Independent Director	Member	18-01-2020	14-03-2023	Textual Information(1)
3	00057539	Ashok Revathy	Non-Executive - Independent Director	Member	09-12-2020		
4	07942122	Amita Misra	Non-Executive - Independent Director	Member	29-03-2023		

Sr Text Block

Textual Information(1)

The Baord of Directors of the Company has appointed Mr. Anjani Agrawal as the member of the Audit Committee w.e.f. April 1, 2023.

Stakeholders Relationship Committee							
Whether the 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	Remarks
1	00057539	Ashok Revathy	Non-Executive - Independent Director	Member	09-12-2020		
2	00020916	Arun Lalchand Todarwal	Non-Executive - Independent Director	Chairperson	01-07-2022		
3	07990476	Vipul Mathur	Executive Director	Member	09-12-2020		

Risk Management Committee							
Whether the Risk Management 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	Remarks
1	00226775	Desh Raj Dogra	Non-Executive - Non Independent Director	Member	07-02-2019	14-03-2023	
2	07990476	Vipul Mathur	Executive Director	Member	07-02-2019		
3	99999999	Percy Birdy	Chief Financial Officer	Member	07-02-2019		Textual Information(1)
4	07942122	Amita Misra	Non-Executive - Independent Director	Chairperson	09-12-2020		
5	00020916	Arun Lalchand Tadarwal	Non-Executive - Independent Director	Member	01-07-2022		

Sr Text Block

Textual Information(1)

Mr. Birdy, CFO of the Company is the member of the Risk Management Committee.

Corporate Social Responsibility Committee							
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	Remarks
1	00007199	Dipali B Goenka	Non-Executive - Non Independent Director	Member	22-05-2021		
2	07990476	Vipul Mathur	Executive Director	Member	09-12-2020		
3	00057539	Ashok Revathy	Non-Executive - Independent Director	Chairperson	22-05-2021		
4	00020916	Arun Lalchand Todarwal	Non-Executive - Independent Director	Member	01-07-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	03-11-2022				Yes	8	7	4
2	21-12-2022		47		Yes	8	6	4
3		02-02-2023	42		Yes	9	8	5
4		14-03-2023	39		Yes	9	6	4
5		29-03-2023	14		Yes	8	5	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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	01-11-2022				Yes	3	3	3	0
2	Audit Committee	03-11-2022	1			Yes	3	3	3	0
3	Audit Committee	02-12-2022	28			Yes	3	3	3	0
4	Audit Committee	13-12-2022	10			Yes	3	3	3	0
5	Audit Committee	21-12-2022	7			Yes	3	3	3	0
6	Audit Committee	31-01-2023	40			Yes	3	3	3	0

Annexure 1

IV. Meeting of Committees

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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Audit Committee	01-02-2023	0			Yes	3	3	3	0
8	Audit Committee	14-03-2023	40			Yes	3	3	3	0
9	Audit Committee	29-03-2023	14			Yes	2	2	2	0
10	Nomination and remuneration committee	01-12-2022				Yes	3	3	3	0
11	Nomination and remuneration committee	18-01-2023	47			Yes	3	3	3	0
12	Nomination and remuneration committee	31-01-2023	12			Yes	3	3	3	0
13	Nomination and remuneration committee	14-03-2023	41			Yes	3	3	3	0
14	Stakeholders Relationship Committee	03-11-2022				Yes	3	3	2	0
15	Stakeholders Relationship Committee	02-02-2023	90			Yes	3	2	2	0
16	Risk Management Committee	08-03-2023	33			Yes	4	4	3	1
17	Corporate Social Responsibility Committee	14-12-2022				Yes	4	4	2	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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Textual Information(1)

Approval of the shareholders was obtained at the Annual General Meeting held on September 25, 2014 for entering into transactions with Welspun Tradings Limited and Welspun Tubular LLC, wholly owned subsidiaries of the Company. However, during the quarter ended March 31, 2023, no material transactions were entered into with the Company.

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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
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:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	MR. PRADEEP JOSHI
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

The report for the previous quarter ended December 31, 2022 was placed before the Board of Directors at its meeting held on February 2, 2023.

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.welspuncorp.com
2	Terms and conditions of appointment of independent directors	Yes		www.welspuncorp.com
3	Composition of various committees of board of directors	Yes		www.welspuncorp.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.welspuncorp.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.welspuncorp.com
6	Criteria of making payments to non-executive directors	Yes		www.welspuncorp.com
7	Policy on dealing with related party transactions	Yes		www.welspuncorp.com
8	Policy for determining 'material' subsidiaries	Yes		www.welspuncorp.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.welspuncorp.com

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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.welspuncorp.com
11	email address for grievance redressal and other relevant details	Yes		www.welspuncorp.com
12	Financial results	Yes		www.welspuncorp.com
13	Shareholding pattern	Yes		www.welspuncorp.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.welspuncorp.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.welspuncorp.com
18	Credit rating or revision in credit rating obtained	Yes		www.welspuncorp.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.welspuncorp.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.welspuncorp.com
21	Materiality Policy as per Regulation 30	Yes		www.welspuncorp.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.welspuncorp.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.welspuncorp.com

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	

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.
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)	No	Due to the resignation of Mr. Desh Raj Dogra, an independent director and a member of the Audit Committee of the Company w.e.f. March 14, 2023, a vacancy was created which was filled in by appointing Mr. Anjani K. Agrawal as an independent director and a member of the Audit Committee w.e.f. April 1, 2023.
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	

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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
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)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
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)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

Annexure II

1	Name of signatory	MR. PRADEEP JOSHI
2	Designation	Company Secretary and Compliance Officer

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	Textual Information(1)

Text Block

Textual Information(1)

Policy is availabe at the Company's website www.welspuncorp.com

Annexure II

1	Name of signatory	PRADEEP JOSHI
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	MR. PERCY BIRDY		
Designation	CFO		
Place	MUMBAI		
Date	14-04-2023		

Signatory Details

Name of signatory	MR. PRADEEP JOSHI
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	14-04-2023

