

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Welspun Enterprises Limited (formerly known as Welspun Projects Limited) will be held on Tuesday, January 24, 2017 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110 at 11.30 a.m. to transact the following special business:

SPECIAL BUSINESS:

1. To consider, and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the approval of the members be and is hereby accorded to amend the Articles of Association of the Company as under:

In the existing Article 241(9)(i); Article 241(12)(i)(b); Article 241(12)(ii) and Article 241(13)(i), the numbers and words “14.99 (Fourteen point Nine Nine)%” be substituted with the numbers and words “20.10% (Twenty point One Zero percent)”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
Sd/-

Place: Mumbai

Date: December 22, 2016

Indu Daryani
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1: Alteration of Articles of Association of the Company

The members are informed that the existing Articles of Association (AOA) of the Company provides that the total shareholding of Insight Solutions Limited and Granele Limited (“the Investors”) (together with the shareholding of their Affiliates) in the voting equity share capital of the Company (“Threshold Limit”) shall not increase beyond 14.99% (Fourteen point Nine Nine percent) of the fully diluted issued and paid up equity share capital of the Company.

The Investors have requested the Company to increase the Threshold Limit from 14.99% (Fourteen point Nine Nine percent) to 20.10% (Twenty point One Zero percent), in response to which the Board of Directors at its meeting held on December 22, 2016 approved an increase in the Threshold limit, from 14.99% (Fourteen point Nine Nine percent) to 20.10% (Twenty point One Zero percent) wherever appearing in the AOA subject to the approval of the shareholders.

Alteration in the AOA of the Company is therefore proposed to increase the Threshold Limit as stated above.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders.

Except for Mr. Mintoo Bhandari (the Investors' Nominee Director) none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this Notice.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the shareholders.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.

3. A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as proxy for any other person or shareholder.
4. An instrument of proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.
5. The proxy-holder shall prove his identity at the time of attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Companies Act, 2013 together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agent.
7. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
9. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged with the Company's Share Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Enterprises Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078. Tel. No. 022-2596 3838, 022-2594 6970, Fax No. 022-2594 6969, email- rnt.helpdesk@linkintime.co.in, website: www.linkintime.co.in.
10. Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company's Share Registrar and Transfer Agent.
11. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website www.welspunenterprises.com. **Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company.**
12. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
13. The draft of the Altered Articles of Association requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Company's Registered Office during normal business hours on working days till the date of the meeting and during the meeting and copies thereof shall also be available at the Corporate Office of the Company.

14. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility of casting their votes using an electronic voting system from a place other than venue of the General Meeting (“remote e-voting”).

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110 Tel: 00 91 2836 662222 Fax: 00 91 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020
website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

- II. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on January 21, 2017 (9:00 a.m.) and ends on January 23, 2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 17, 2017, may cast their vote by remote e-voting. *A person who is not a member as on the cut-off date should treat this Notice for information purpose only.* The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting is as under:
- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password /PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "EVEN" of "Welspun Enterprises Limited".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjayrisbud@yahoo.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice of General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- Initial password is provided as below/at the bottom of the Attendance Slip for the General Meeting:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of January 17, 2017.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. January 17, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- A member may participate in the General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the General Meeting.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.
- Mr. Sanjay Risbud, Company Secretary (Certificate of Practice No. 5117) and Proprietor M/s. S.S. Risbud & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunenterprises.com, Notice Board of the Company at the registered office as well as the corporate office and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the company are listed.

By Order of the Board

Sd/-

Place: Mumbai
Date: December 22, 2016

Indu Daryani
Company Secretary

E-mail Registration-Cum-Consent Form

To,
The Company Secretary,
Welspun Enterprises Limited,
(Formerly known as Welspun Projects Limited)
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch, Gujarat, Pin –370110

I/ we the members of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No: _____ DP-ID: _____ Client ID: _____

Name of the Registered Holder (1st): _____

Name of the joint holder(s) (2nd): _____ (3rd): _____

Registered Address: _____

Pin: _____

Mobile Nos. (to be registered): _____ Email id (to be registered): _____

Signature of the Shareholder(s)*

* Signature of all the shareholders is required in case of joint holding.

Route Map



Route Map - Anjar Station to Welspun



Route Map - Gandhidham Station to Welspun

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s) : _____

Registered Address : _____

E-mail Id: _____

Folio No / Client ID: _____ DP ID: _____

I/We _____ being the member(s) of Equity Shares of the above named company, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____; or failing him

2. Name: _____

Address: _____

E-mail Id: _____ Signature: _____; or failing him

3. Name: _____

Address: _____

E-mail Id: _____ Signature: _____; or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, January 24, 2017 at 11.30 a.m. at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat-370110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Alteration of Articles of Association of the Company		

Signed this day of2017.

Signature of shareholder _____

Affix
Re. 1
Revenue
Stamp

Signature of Proxy Holder(s) : 1) _____ 2) _____ 3) _____

Note:

- 1) Please complete all the details including details of member(s) in the above box before submission.
- 2) It is optional to put "X" in the appropriate column against the Resolution indicated in the box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 3) **A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- 4) The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

WELSPUN ENTERPRISES LIMITED
(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110

Tel: 00 91 2836 662222 Fax: 00 91 2836 279010

Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013

Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020

Website: www.welspunenterprises.com Email: companysecretary_wel@welspun.com

ATTENDANCE SLIP

Sr. No. _____

Name of the sole / first named member :

Address of sole / first named member :

Registered Folio No. :

DP ID no. / Client ID no. :

Number of shares held :

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, January 24, 2017 at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370110 at 11.30 a.m.

Signature of Shareholder/ Proxy Present :

Note: Members are requested to bring duly signed attendance slip and hand it over at the venue of the Meeting.

----- Tear here -----

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The remote e-voting period commences on Saturday, January 21, 2017 at 9:00 a.m. and ends on Monday, January 23, 2016 at 5:00 p.m. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions annexed to the Notice dated December 22, 2016 of the Extra-Ordinary General Meeting before exercising the vote. These details and instructions form integral part of the said Notice.