WELSPUN ENTERPRISES LIMITED
CIN: L45201GJ1994PLC023920
Address: Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110
Tel: (+91) 2836 662222 **Fax:** (+91) 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013
Tel: (+91) 022 6613 6000 **Fax:** (+91) 022 2490 8020
Website: www.welspunenterprises.com **E-mail:** Companysecretary_wel@welspun.com

Notice

NOTICE is hereby given that the **32nd Annual General Meeting ("AGM")** of the Members of Welspun Enterprises Limited ("**the Company**") for the financial year ("FY") 2025-26 will be held on **Thursday, August 20, 2026, at 11.00 AM (IST)** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") for which purpose the registered office of the Company situated at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370110, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):-

ORDINARY BUSINESS

1) To receive, consider and adopt the audited financial statements, on consolidated and standalone basis, for the FY ended March 31, 2026, and the reports of the Board of Directors and the Auditors thereon.

2) To declare a final dividend of ₹3/- (Rupees Three Only) per equity shares of face value of ₹10/- (Rupees Ten Only) each at the rate of 30% on the equity shares for the FY 2025-26.

3) To appoint a director in place of Mr. Rajesh Mandawewala (DIN: 00007179), who retires by rotation, and being eligible, offers himself for re-appointment.

   To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Rajesh Mandawewala (DIN: 00007179) as Director, who is liable to retire by rotation."

4) Ratification of remuneration payable to the Statutory Auditors of the Company for the FY 2026-27

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

WHEREAS pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company was granted at the 31st AGM for appointment of M/s Suresh Surana & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of five (5) years.

NOW IT IS THEREFORE:

"**RESOLVED THAT** the Company hereby approves remuneration of ₹0.54 Crore (Rupees Fifty-Three Lakh Fifty-Five Thousand Only) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses, as may be approved by the Board of Directors, to M/s Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration. No. 121750W/ W100010), Statutory Auditors of the Company to conduct audit for the FY 2026-27.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS

5) Ratification of remuneration payable to the Cost Auditors of the Company for the FY 2026-27

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the applicable provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions of the Act, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, the Company hereby ratifies the remuneration of ₹0.038/- Crore (Rupees Three Lakh Eighty-One Thousand One Hundred and Fifty Only) per annum, exclusive of applicable taxes and re-imbursement of out of pocket expenses, payable to M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025), who have been re-appointed as the Cost Auditor of the Company to conduct the audit of the cost records maintained under the Companies (Cost Records and Audit) Rules, 2014, or as maybe amended, for the FY 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6) Ratification of remuneration payable to the Secretarial Auditors of the Company for the FY 2026-27

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

WHEREAS pursuant to the applicable provisions of Section 204 and applicable Rules and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company was granted at the 31st AGM for appointment of M/s. Mihen Halani & Associates, Practicing Company Secretaries (COP No: 12015, FCS No. 9926, & Peer Review Certificate No. 6925/2025), as the Secretarial Auditor of the Company for a period of five (5) years.

NOW IT IS THEREFORE:

"RESOLVED THAT the Company hereby approves remuneration of ₹0.023 Crore (Rupees Two Lakh Thirty-One Thousand Only) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses, as may be approved by the Board of Directors, to M/s. Mihen Halani & Associates, Practicing Company Secretaries (COP No: 12015, FCS No. 9926, & Peer Review Certificate No. 6925/2025), to conduct audit for the FY 2026-27.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7) Approval for Private Placement of securities upto ₹1,000 Crore

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder, as may be applicable, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India ("SEBI") or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issue of securities including but not limited to secured / unsecured, redeemable, Non-Convertible Debentures and / or Commercial Papers of an amount upto ₹1,000/- Crore (Rupees One Thousand Crore Only), to be issued on a Private Placement basis, in domestic and/or international market, in one or more series / tranches, issuable / redeemable at discount /par /premium, under one or more shelf disclosure documents, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company, provided that the said borrowing(s) shall be made within the overall borrowing limits of the Company approved pursuant to Section 180 of the Act by the members and the issuance of Commercial Paper shall be replenished on repayment of Commercial Paper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

8) Approval for issuance of securities of the Company, in one or more tranches, through Private Placement/ Preferential Allotment/ QIP and/or other permissible modes

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of Sections 23, 41, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other Rules and Regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), (the "Act"), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable Laws, Rules and Regulations, including the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("ILNS Regulations"), the Foreign Exchange Management Act, 1999, ("FEMA") including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the Rules and Regulations issued thereunder, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under FEMA dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the "ECB Guidelines"), the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, as amended (the "2014 Scheme"), the Framework for issue of Depository Receipts dated October 10, 2019 through issued by the Securities and Exchange Board of India ("SEBI") and as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the "1993 Scheme"), the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and / or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), SEBI, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") or any other stock exchange where the equity shares of face value of ₹10/- (Rupees Ten Only) each of the Company ("Equity Shares") are listed, and/ or any other relevant law/ guideline(s) and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities"), to the extent applicable and subject to the consent(s), permission(s) sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, permission, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deemed to mean and include any Committee(s) duly constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded, to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted), such number of Equity Shares and/or any securities convertible or exchangeable into Equity Shares, including but not limited to convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or Foreign Currency Convertible Bonds ("FCCB") which are convertible into Equity Shares and/or Foreign Currency Exchangeable Bonds ("FCEB") which are convertible or exchangeable into equity shares at the option of the Company, and/or Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares and/or any combination of any of the aforementioned securities, secured/un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies (all or any of them and/or Equity Shares are individually or collectively hereinafter referred to as "Securities"), from time to time in one or more tranches and/or one or more issuances simultaneously or collectively or otherwise aggregating to an amount up to ₹1,000/- Crore (Rupees One Thousand Crore Only) or its equivalent in any other currency(ies) (inclusive of such premium as may be fixed on such Securities), to one or more eligible investors, including but not limited to one or more of the existing shareholders/

members, employees of the Company, Qualified Institutional Buyers ("QIBs") within the meaning prescribed under SEBI ICDR Regulations pursuant to a Qualified Institutional Placement ("QIP"), through a placement document and at such price and such terms and conditions as may be determined in accordance with the relevant provisions of SEBI ICDR Regulations, or such other entities, authorities or any other category of investors, who are authorized to subscribe to such Securities, as per the extant regulations/guidelines, including QIBs, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, public financial institutions, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, insurance companies, provident fund with minimum applicable corpus and/or any other categories of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations/guidelines, or any combination of the above, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, (collectively referred to as the "Investors"), through one or more public issue(s), rights issue(s), preferential issue(s), private placement(s), QIP pursuant to Chapter VI of SEBI ICDR Regulations, and/or any combination thereof or any other method as may be permitted under applicable laws, in the course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or offering circular and/or other permissible/ requisite offer documents, in India or abroad, at such price or at a discount (subject to Section 53 of the Act) or premium to market price, as may be permitted under applicable laws, and in such manner and on such terms and conditions as the Board may determine, considering the prevailing market conditions and other relevant factors, where necessary in consultation with the lead managers, merchant bankers, underwriters, guarantors, financial and / or legal advisors, depositories, registrars and other agencies, and as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the mode of issuance of Securities and/or categories of Investors etc., as may be permitted under the applicable laws and regulations.

RESOLVED FURTHER THAT such issue, offer or allotment of Securities shall be by one or more of the following modes, i.e., by way of public issue, rights issue, and/or on a private placement basis, including QIP, with or without over-allotment option and that such offer, issue, placement and allotment be made as per the applicable and relevant laws/guidelines, as the Board may deem fit.

RESOLVED FURTHER THAT, if the Company proposes to issue and allot any Securities by way of QIP to QIBs, pursuant to and in terms of Chapter VI of the SEBI ICDR Regulations and Listing Regulations, and/or to eligible holders of FCCBs pursuant to the 1993 Scheme and the ECB Guidelines:-

1. the issue and allotment of Securities shall be completed within 365 days from the date of passing of this resolution or such other time as may be allowed under the Act and/or the SEBI ICDR Regulations and/or applicable and relevant laws/guidelines, from time to time;

2. the "relevant date" for determination of the floor price shall be:

    a) in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue of such Equity Shares/FCCB, and/or

    b) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.

3. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations ("QIP Floor Price"), and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable, and the Board, at its absolute discretion, may offer a discount of up to 5% (five per cent) or such other discount as may be permitted under applicable law for any of Securities on the QIP Floor Price.

4. no allotment shall be made, either directly or indirectly, to any person who is a promoter or promoter group or any person related to promoters in terms of the SEBI ICDR Regulations.

5. the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in SEBI ICDR Regulations shall be complied with.

6. no partly paid-up Equity Shares or other Securities (or any combination of the Securities as decided by the Board) shall be issued/ allotted, except as may be permitted under the SEBI ICDR Regulations, the ECB Guidelines, the 1993 Scheme and other applicable laws, from time to time.

7. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the prior QIP, to be undertaken pursuant to this special resolution, or except as may be permitted under the SEBI ICDR Regulations, from time to time.

8. the Securities, issued and allotted pursuant to the QIP, shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:-

a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;

b. makes a rights issue of Equity Shares;

c. consolidates its outstanding Equity Shares into a smaller number of shares;

d. divides its outstanding Equity Shares including by way of stock split;

e. re-classifies any of its Equity Shares into other securities of the issuer; and

f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident outside India) Regulations, 2017 and such other circulars, notifications, clarifications, guidelines, rules and regulations issued by the Appropriate Authority (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying Equity Shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing Securities of the Company, if any, and the Equity Shares, issue and allotted pursuant to and in terms of this resolution shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT such of those equity shares as are not subscribed to, may be disposed of by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible under relevant laws/guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to appoint all intermediaries including without limitation consultants, lead managers, co-lead managers, managers, merchant bankers, advisors, legal advisors, counsels, bankers, escrow agent, depository, custodian, registrar, trustee etc., and to enter into and execute all such agreements/ arrangements/ memorandum of understanding with them, as may be considered necessary or appropriate, and to pay any fees, commissions, remuneration, expenses relating thereto, and to do all such acts, deeds, matters and take all such steps, as may be necessary in consultation with the merchant banker(s), advisors and / or other intermediaries, as may be appointed in relation to the issue of Securities, including without limitation to finalize utilization of the issue proceeds and/or any modification /variance thereto, finalize, approve, sign, execute and issue prospectus and/or letter of offer and/or circular, or other deeds, documents, undertakings, agreements, certificates, declarations, applications, notices, papers and writings, as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, offering circular, disclosure documents, subscription or purchase agreement, escrow agreement, trust deed, agency agreement, preliminary placement document, placement document, placement agreement and any other documents, and to file the same (in draft or final form) with any Appropriate Authorities or Stock Exchanges or Indian or foreign regulatory authority or Depositories or lender or with any person and to obtain their consent or permission, as may be required, with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all such other steps which are incidental and ancillary in this connection, as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), KMP(s), Committee(s) of the Board which may be/have been constituted to exercise its powers including the powers conferred by this Resolution, executive(s), officer(s) or representatives(s) of the Company or to any other person, as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the Stock Exchanges and/or internationally recognised stock exchanges and all or any acts, deeds and things that may have been done by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

9) Approval for material related party transactions

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, ("the Act") and other applicable provisions, if any, made thereunder, read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, read with SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 (collectively referred to as the "SEBI Circulars") on Industry Standards on "Minimum information to be provided to the Audit Committee and the Shareholders for approval of Related Party Transactions", the Company's Policy on Related Party Transactions, and basis the recommendation of the Audit Committee and the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include, unless the context otherwise required, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) approval of the Members of the Company be and is hereby accorded, to enter into, an Engineering, Procurement and Construction ("EPC") Contract and / or any other contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for an aggregate value of ₹5,420/- Crore (excluding GST) (Rupees Five Thousand Four Hundred and Twenty Crore Only), with Welspun Pune Shirur Projects Limited (WPSPL), a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and WPSPL, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, including its Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

10) Re-designation and Re-appointment of Mr. Balkrishan Goenka (DIN: 00270175) as Non-Executive Director, designated as Chairman, and approval of remuneration payable

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto, the Rules made thereunder, Secretarial Standard-2 on General Meetings, Regulation 17(6)(ca) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors, approval of the Members of the Company be and is hereby accorded for re-designation and re-appointment of Mr. Balkrishan Goenka (DIN: 00270175) as a Non-Executive Director of the

Company, designated as Chairman with effect from June 01, 2026, liable to retire by rotation (previous designation: Executive Director / Chairman).

RESOLVED FURTHER THAT approval of the members be and is hereby accorded for payment of remuneration to Mr. Balkrishan Goenka by way of commission for the financial year 2026-27, of such amount as may be determined by the Board of Directors based on the recommendation of the NRC, provided that such commission shall not exceed 3% of the annual consolidated profit before tax of the Company for the said financial year computed in accordance with Section 198 of the Act.

RESOLVED FURTHER THAT the approval granted herein shall also be deemed to be the approval of the members under Regulation 17(6)(ca) of the Listing Regulations in the event the remuneration payable to Mr. Balkrishan Goenka, for the financial year 2026-27, exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, if any, Mr. Balkrishan Goenka shall be entitled to receive remuneration in accordance with the provisions of Schedule V of the Act and the Rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

11) Approval for re-appointment of Mr. Sandeep Garg (DIN: 00036419) as the Managing Director, and remuneration payable

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Schedule V and the Rules made thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee ("NRC") and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sandeep Garg (DIN: 00036419) as the Managing Director of the Company for a further period of 3 (Three) years effective from June 01, 2026, till May 31, 2029, (both days inclusive) liable to retire by rotation, at a remuneration as mentioned hereunder:-

Salary	Total remuneration of ₹6.25 Crore (including fixed: ₹4.75 Crore plus variable: ₹1.50 Crore) per annum for a period of 3 years
Stock Options	6,00,000 options under the Welspun Enterprises Employee Benefit Scheme – 2022, framed in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as per the terms and conditions approved by the NRC
Perquisites	As per Company's Policy

RESOLVED FURTHER THAT in case of inadequacy of profits, if any, as computed under Section 197 of the Act, Mr. Garg shall be entitled for the maximum permissible remuneration payable under Schedule V to the Act and Rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

12) Approval for grant of Employee Stock Options to Mr. Deepak Chauhan (DIN: 01694550), Director – Legal & Ethics

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee ("NRC") and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for grant of 1,00,000 (One Lakh) Employee Stock Options ("Options") to Mr. Deepak Chauhan

(DIN: 01694550), Director – Legal & Ethics, under the Welspun Enterprises Employee Benefit Scheme – 2022, framed in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

RESOLVED FURTHER THAT the aforesaid grant of Options shall form part of the remuneration structure of Mr. Chauhan and that the Options shall be governed in terms of the Welspun Enterprises Employee Benefit Scheme and such terms and conditions as / may be approved by the NRC from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regards."

13) Approval for revision in remuneration of the Independent Directors

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendment or re-enactments thereto, and the Rules and Regulations made thereunder (collectively "the Act"), Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all permissions, sanctions and approvals as may be required, approval of the Members of the Company be and is hereby accorded, in supersession of the approval granted by the Members at their 30th Annual General Meeting held on September 27, 2024, for payment of profit related remuneration / compensation (collectively referred to as "remuneration") up to ₹2.00 Crore per annum for a period of three financial years commencing from the financial year 2026-27 to the Non-Executive Independent Director(s) of the Company, in such amounts or proportions and in such manner in all respects as maybe approved by the Nomination and Remuneration Committee ("NRC")/ the Board of Directors, notwithstanding that the remuneration to an individual single Non-Executive Director or to all the Non-Executive Directors together may exceed the limits prescribed under Section 197 of the Act, inclusive of sitting fees payable to such Non-Executive Independent Directors for attending all their meetings including the meetings of the Board of Directors, its Committee(s) and General Body.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the NRC of the Board and any duly constituted Committee empowered to exercise its powers including powers conferred under this resolution), be and is hereby authorised to do all acts including distribution of the remuneration amongst the Non-Executive Independent Directors as it may deem fit and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take, from time to time, all decisions and such steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

14) Approval for payment of additional remuneration to the Independent Directors for the FY 2025-26

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and pursuant to Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for payment of additional remuneration of ₹25 Lakh (Rupees Twenty Five Lakh Only) each to the Non-Executive Independent Directors of the Company, aggregating to ₹1 Crore (Rupees One Crore Only), for the financial year 2025-26, in addition to the remuneration otherwise payable to them, including sitting fees.

RESOLVED FURTHER THAT the aggregate remuneration payable to the Non-Executive Independent Directors, for the financial year 2025-26, including the aforementioned additional remuneration, may exceed the aggregate remuneration limit of

₹1.45/- Crore (Rupees One Crore Forty Five Lakh Only) per annum approved by the Members at their 30th Annual General Meeting held on September 27, 2024.

RESOLVED FURTHER THAT the total remuneration payable to the Non-Executive Independent Directors, including the aforesaid additional commission, shall continue to remain within the overall limits prescribed under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board

Sd/-
Nidhi Tanna
Company Secretary
ACS – 30465

Place: Mumbai
Date: July 29, 2026

Registered Office:
Welspun City, Village Versamedi
Taluka Anjar, District Kutch, Gujarat – 370110
Tel. No.: +91 28 3666 2222,
Fax No.: +91 28 3627 9010
CIN: L45201GJ1994PLC023920
Website: www.welspunenterprises.com
Email: Companysecretary_wel@welspun.com

NOTES

a. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated May 05, 2020 read with subsequent Circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 and other Circulars issued in this regard ("MCA Circulars") permitted companies to conduct their Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue till further orders. In accordance with the MCA Circulars and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32nd Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM.

b. The Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

c. The Members can join the AGM through VC/OAVM 15 minutes before, on and/or after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM will be made available for 1,000 (One Thousand) members on first come first served basis. This will not include large Shareholders (holding 2% or more of the Company's shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel (KMP), the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

d. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (the Act).

e. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM. Corporate members intending to authorize their representatives to participate and vote are requested to send a certified true copy of the board resolution / authorization letter to the Company at Companysecretary_wel@welspun.com or upload on the VC/OAVM portal / e-voting portal.

f. A statement pursuant to Section 102 of the Act in respect of the special business of the Notice is annexed hereto.

g. The Register of Directors and KMP and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to Companysecretary_wel@welspun.com.

h. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates on bank account details to their respective Depository Participants(s) (DPs). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circular. We urge members to utilize the ECS for receiving dividends.

i. Members may note that the Board of Directors, in its meeting held on May 14, 2026, have recommended a final dividend @30% (₹ 3/- per share) for the financial year 2025-26. The record date for the purpose of dividend was July 03, 2026. The final dividend, once approved by the members in the ensuing AGM will be paid on or after the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility is available.

   To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

j. **Deduction of Tax:**

   a. As per the Income Tax Act, 2025, dividend paid or distributed by the Company is taxable in the hands of the shareholders. Therefore, the Company is required to deduct the tax at source ("TDS") from dividend paid to the shareholders at the prescribed rates.

   b. A separate email communication was sent to the members on Tuesday, June 30, 2026, informing the relevant procedure to be adopted by them/ documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available in the communication sent as well as you may visit download section at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html.

c. The resident and non-resident shareholders are requested to send the scanned copies of the aforesaid documents (relevant to your category:- resident/ non-resident) on the below-mentioned e-mail IDs to determine appropriate TDS/ withholding tax:

   the Company at: companysecretary_wel@Welspun.com

   the RTA at: investor.helpdesk@in.mpms.mufg.com

   Further, the documents are also required to be submitted to our RTA at the dedicated link mentioned below:

   https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html

   Documents sent to any other e-mail IDs or any other option may lead to non-submission of documents and attract TDS as per the provisions of the Act.

d. Members are requested to note that in case the tax on dividend is deducted at a higher rate in the absence of receipt of the requisite details/ documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

k. As per SEBI Circular dated June 10, 2024 read with Master Circular dated February 06, 2026 for Registrars to an Issue and Share Transfer Agents, as amended, the Companies must pay dividend to shareholders only through electronic mode. Accordingly, dividend will be withheld by the Company where bank details are inadequate or not registered for electronic remittance and a letter in lieu of the dividend instrument will be sent to the concerned holders by post.

l. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered or corporate office. Members are requested to note that dividends that are not claimed within 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for 7 (seven) consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF Rules.

m. Pursuant to the provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.

   The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their e-mail addresses is provided in the instructions for e-voting section which forms part of this Notice.

n. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.welspunenterprises.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL at www.evoting.nsdl.com

o. In compliance with the Circulars, the Notice of the AGM, instructions for e-voting are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / DPs.

p. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DPs, and members holding shares in physical mode are requested to update their e-mail addresses with the Company's RTA at investor.helpdesk@in.mpms.mufg.com to receive copies of the of the Annual Report for the FY 2025-26 in electronic mode. Members may provide their detail in the sheet annexed to this Notice.

q. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's RTA at:

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Ltd),
Unit: Welspun Enterprises Limited,
Address: C 101, 247 Park, L B S Marg,
Vikhroli (West) Mumbai-400083.
Tel No: (+91) 022 49186000
Fax: (+91) 022 49186060
Email: investor.helpdesk@in.mpms.mufg.com

r. SEBI has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their PAN details to the RTA.

s. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DPs in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

t. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the RTA of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

u. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

v. Mr. Mihen Halani, Partner of the M/s. Mihen Halani & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the votes to be casted through remote e-voting and e-voting during the meeting in a fair and transparent manner. The Scrutinizer shall, immediately after and not later than 2 (two) working days from the conclusion of the meeting, make a Scrutinizer's Report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the meeting.

w. The result of the e-voting along with the Scrutinizer's Report, shall be displayed at the Registered Office of the Company and on its website viz. www.welspunenterprises.com immediately after declaration. The results shall also be forwarded to the stock exchanges where the Company's equity shares are listed i.e. BSE and NSE within the timelines as prescribed by law.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on August 17, 2026, at 09:00 A.M. and ends on August 19, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., August 14, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 14, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification Code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re- directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:-

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the. pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:-

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and Annual General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon 5 (five) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

   In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this Notice:-

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Companysecretary_wel@welspun.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Companysecretary_ wel@welspun.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Annual General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at Companysecretary_wel@welspun.com. The same will be replied by the company suitably.

GIVEN BELOW ARE IMPORTANT SEBI UPDATES FOR ATTENTION OF THE SHAREHOLDERS:

1. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_ IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://scores.sebi.gov.in/ or through the website of the Company at https://www.welspunenterprises.com/shareholder-information.php under SEBI Smart ODR.

2. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Members may also refer to relevant FAQs published by SEBI on its website and can be viewed at the following link https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

3. In compliance to the SEBI Circular SEBI/ HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange, endorsement, sub-division/ splitting, consolidation of securities certificates/ folios, transmission and transposition of securities) from those Members whose details, as mentioned in SEBI Circular dated November 03, 2021, are duly updated in the system, the RTA/ Company shall verify and process the service requests and issue a "Letter of Confirmation" in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 (Thirty) days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 (One Hundred and Twenty) days from the date of its issuance, within which the securities holder/ claimant shall make a request to the DP for dematerialising the said securities.

   If the Members fail to submit the dematerialisation request within 120 (One Hundred and Twenty) days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Members can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

4. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website under the weblink at www.welspunenterprises.com Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

By Order of the Board

Sd/-
Nidhi Tanna
Company Secretary
ACS – 30465

Place: Mumbai
Date: July 29, 2026

Registered Office:
Welspun City, Village Versamedi
Taluka Anjar, District Kutch, Gujarat – 370110
Tel. No.: +91 28 3666 2222,
Fax No.: +91 28 3627 9010
CIN: L45201GJ1994PLC023920
Website: www.welspunenterprises.com
Email: Companysecretary_wel@welspun.com

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE ACT

Item No.3: To appoint a director in place of Mr. Rajesh Mandawewala (DIN: 00007179), who retires by rotation, and being eligible, offers himself for re-appointment

Mr. Rajesh R. Mandawewala is the Executive Vice Chairman of Welspun World and one of its founding promoters since inception. A pivotal force behind Welspun's international expansion, Mr. Mandawewala has steered the organization's presence in international markets. His leadership has been instrumental in building scale, operational excellence, and a strong customer-centric culture that has defined Welspun's global reputation.

A Chartered Accountant by qualification, he brings over 35 years of diverse industry experience spanning textiles and large-scale manufacturing, including SAW pipes. He is a firm advocate of continuous innovation, research, and product development, with a sharp focus on anticipating evolving customer needs and future market trends.

He is a prolific speaker and is associated with leading the business councils such as Confederation of Indian Industry (CII), Federation of Indian Chamber of Commerce and Industry (FICCI), Indian Merchants Chamber (IMC), TEXPROCIL and Federation of Indian Export Organisations (FIEO) to name a few.

Mr. Mandawewala' s approach combines financial prudence with operational depth, enabling the Company to consistently deliver value through quality, innovation, and competitiveness.

His details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting are as below:-

Sl. No.	Particulars	Details
a)	Date of Birth	May 05, 1962
b)	Age	64 Years
c)	Date of first appointment on the Board	July 06, 2012
d)	Qualifications	Chartered Accountant
e)	Expertise in specific functional areas	Expertise in Industry Knowledge and Experience – Infrastructure Development, Strategy & Business Management, Finance & Accounts, ESG and Brand Building. He also has expertise in Steel Pipes and Home Textiles Businesses
f)	In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not applicable
g)	Terms and conditions of re-appointment	Non-Executive Director, liable to retire by rotation
h)	Details of remuneration last drawn (FY 2025-26)	Nil
i)	Details of remuneration sought to be paid	Nil
j)	Directorships in other Companies (excluding private, foreign and Section 8 Companies)	1) Welspun Living Limited (Formerly known as Welspun India Limited) 2) AYM Syntex Limited 3) Welspun Corp Limited 4) Mandawewala Enterprises Limited 5) Sintex-BAPL Limited 6) Welspun Michigan Engineers Limited
k)	Membership/ Chairpersonship of Committees in other Companies (includes Membership/ Chairpersonship held only in public companies and for Audit/ Stakeholders Relationship Committee)	Member of Stakeholders Relationship Committee in AYM Syntex Limited
l)	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil

Sl. No.	Particulars		Details
m)	No. of Board Meetings attended during FY 2025-26		6/7
n)	Inter-se relationship with other Directors and Key Managerial Personnel of the Company		Nil
o)	No. of shares held:-		
	i)	Own	120 equity shares of ₹10/- each
	ii)	For other persons on a beneficial basis	Nil

Except for Mr. Mandawewala, being the appointee herein, none of the directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the Ordinary Resolution at Item No.3 of the accompanying Notice for approval by the Members of the Company.

Item No. 4: Ratification of remuneration payable to the Statutory Auditors of the Company for the FY 2026-27

The Members are informed that the remuneration payable to M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W100010), Statutory Auditors of the Company, is proposed to be revised to ₹0.54 Crore (Rupees Fifty-Three Lakh Fifty-Five Thousand Only) plus applicable taxes (subject to deduction of tax at source, as applicable) and reimbursement of out-of-pocket expenses incurred in connection with the audit, for conducting the statutory audit of the financial statements of the Company for the financial year 2026–27.

The proposed revision in remuneration is based on the recommendation of the Audit Committee, taking into account the enhanced scope of audit, increased level of engagement with the Audit Committee and the Board of Directors, the additional time and efforts involved in discharging the statutory audit responsibilities, and the impact of inflation on professional costs.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 14, 2026, approved the proposed revision in the remuneration of the Statutory Auditors and recommends the same for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Item No. 5: Ratification of remuneration payable to the Cost Auditors of the Company for the FY 2026-27

The members are hereby informed that pursuant to the recommendation of the Audit Committee, the Board of Directors approved the re-appointment of M/s. Kiran J. Mehta & Co., Cost Accountants as the Cost Auditors, (Firm Registration No. 000025), of the Company for the FY 2026-27, to conduct the Cost Audit in terms of the requirements under applicable laws at a remuneration as mentioned in the Resolution No.5 of the Notice. Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditors is required to be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

The Board recommends passing of Ordinary Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Item No. 6: Ratification of remuneration payable to the Secretarial Auditors of the Company for the FY 2026-27

The Members are informed that the remuneration payable to M/s. Mihen Halani & Associates, Practicing Company Secretaries (COP No: 12015, FCS No. 9926 & Peer Review Certificate No. 6925/2025), Secretarial Auditors of the Company, is proposed to be revised to ₹0.023 Crore (Rupees Two Lakh Thirty-One Thousand Only) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses, as may be approved by the Board of Directors, for conducting the secretarial audit of the Company for the financial year 2026–27.

The proposed revision in remuneration is based on the recommendation of the Audit Committee, taking into account the enhanced scope of audit, the additional time and efforts involved in discharging the audit responsibilities, and the impact of inflation on professional costs.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 14, 2026, approved the proposed revision in the remuneration of the Secretarial Auditors and recommends the same for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 6 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

Item No. 7: Approval for Private Placement of securities upto ₹1,000 Crore

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), a Company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the members of the Company by a Special Resolution. The Company seeks to pass an enabling resolution to borrow funds from time to time in case of an offer or invitation for offer of Non - Convertible Debentures (NCDs) and/or Commercial Papers (CPs). The Company can pass a Special Resolution once in a year for all the offers or invitations to be made for such NCDs / CPs during the year. It is proposed to borrow funds, by way of issue of securities viz. NCDs / Commercial Paper of an amount upto ₹1,000 Crore (Rupees One Thousand Crore Only), to be issued on Private Placement basis. The issue of NCDs / CPs should help in achieving saving in overall cost of borrowing and economical funding in the Company as well as its subsidiaries / joint ventures / associate companies. Considering the credit rating of the Company, the raising of funds through NCDs / CPs would be feasible. The approval of the members is sought for borrowing limit (apart from temporary loans obtained from the Company's bankers / lenders in the ordinary course of business) upto "Paid-up capital and free reserves plus securities premium plus ₹3,500 Crore (Rupees Three Thousand Five Hundred Crore Only).

The approval sought for offer of securities including but not limited to NCDs / CPs shall be within the mentioned overall borrowing limits of the Company.

None of the directors or key managerial personnel of the Company or their relatives is / are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.7 of the Notice.

The Board recommends passing of the Special Resolution at Item No.7 of the accompanying Notice for approval by the members of the Company.

Item No. 8: Approval for issuance of securities of the Company, in one or more tranches, through Private Placement/ Preferential Allotment/ QIP and/or other permissible modes

The Company has been pursuing opportunities for its business growth and continues to explore avenues for achieving organic and inorganic growth, which requires sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management, and such requirement is proposed to be met from issuance of appropriate Securities as defined in the resolutions and from domestic and international markets. It would be therefore, prudent for the Company to have the requisite enabling approvals in place to augment the long-term resources of the Company and to maintain sufficient liquidity for meeting funding requirements for business activities, existing and new projects, future business growth, organic or inorganic growth, capital expenditure, long-term working capital, refinancing/repayment/pre-payment of the borrowings of the Company and/or its SPVs/subsidiaries and such other corporate purposes and activities, as may be permitted under the applicable laws and as may be specified in the appropriate approvals and disclosure/offer documents. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors, accordingly, at their meeting held on May 14, 2026, has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds aggregating upto ₹1,000 Crore (Rupees One Thousand Crore Only) or its equivalent in any other currency(ies) (inclusive of such premium as may be fixed on such securities), as may be appropriate to persons who may or may not be the existing shareholders through one or more Qualified Institutions Placement in terms of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and/or any other permissible mode(s) and at a price to be determined in accordance with the SEBI ICDR Regulations, the Act, as applicable and other applicable rules and regulations, through public and/ or private offerings of equity shares of face value of ₹10/- (Rupees Ten Only) each of the Company ("Equity Shares") and/or any other convertible or exchangeable securities, including Global Depository Receipts, and/or American Depository Receipts and/or Foreign Currency Convertible

Bonds, and/ or Foreign Currency Exchangeable Bonds and/ or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares and/or any other financial instruments/ securities convertible into and/ or linked to Equity Shares, or any combination thereof, in one or more tranches and/or one or more issuances simultaneously or otherwise (all or any of them and/or Equity Shares are individually or collectively hereinafter referred to as "Securities"), subject to necessary approvals including the approval of the members of the Company, under the applicable provisions, in the manner as set out at Item no. 8 of this AGM notice, and such other regulatory/ statutory approvals as may be required.

While no specific instrument or instruments of Securities has been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance, etc. shall be finalized by the Board, in consultation with the lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company, in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Act, as amended and Rules made there under, from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws, rules, regulations & guidelines.

The enabling resolution is proposed to be passed as a special resolution pursuant to Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, read with Regulation 41(4) of the Listing Regulations, which provides that whenever any further issue or offer is being made by the Company, the existing shareholders should be offered the same on pro-rata basis unless the shareholders in the general meeting decide otherwise. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities to one or more eligible investors, including but not limited to one or more of the existing shareholders/members, employees of the Company, Qualified Institutional Buyers ("QIBs") within the meaning prescribed under SEBI ICDR Regulations pursuant to a Qualified Institutional Placement ("QIP"), through a placement document and at such price and such terms and conditions as may be determined in accordance with the relevant provisions of SEBI ICDR Regulations, or such other entities, authorities or any other category of investors, who are authorized to subscribe to such Securities, as per the extant regulations/guidelines, including QIBs, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, public financial institutions, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, insurance companies, provident fund with minimum applicable corpus and/or any other categories of persons or entities who are authorized to invest in the Securities of the Company as per extant regulations/guidelines, or any combination of the above, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company.

The Resolution seeks to empower the Board of Directors to undertake a QIP with QIBs as prescribed by SEBI ICDR Regulations. The Board of Directors may, in their discretion, adopt this mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders. Certain terms of the proposed QIP, in the manner as set out in the resolution vide agenda item no. 8 of this Notice, would be as under:-

- **Maximum Amount to be raised / number of Securities to be Issued:** The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combination thereof as mentioned in the resolution would be up to ₹1,000 Crore (Rupees One Thousand Crore) its equivalent in any other currency(ies).

- **Pricing:** The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, the 1993 Scheme or other applicable laws. In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under the SEBI ICDR Regulations.

- **Relevant Date:** The relevant date for determining the issue price of the Securities by way of QIP/ FCCB/ FCEB or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the 1993 Scheme, be:

  a. in case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant to the 1993 Scheme, the date of meeting in which the Board decides to open the issue, and/or;

  b. in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

- **Change in Control:** There would be no change in control pursuant to the said issue of Securities.

- **Listing:** The Securities to be issued will be listed on one or more recognized Stock Exchanges in India and / or abroad.

- **Class or Classes of persons to whom the Securities will be offered:** The Securities proposed to be issued will be offered and issued to only such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are member. In case of the QIP, the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law.

- **Intention of the Promoters, Directors, or Key Managerial Personnel:** The Promoters, Directors and Key Managerial Personnel of the Company shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with the applicable laws.

- **Transferability of Securities:** The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

- **Proposed time within which the allotment shall be completed:** In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at Item no.8 of this Notice.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP.

The equity shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and rank pari passu in all respects with the existing equity shares of the Company.

Pursuant to Section 62 of the Act and the Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting. The Board recommends passing of the resolution as set out at item no.6 of this Notice for the approval of the members.

None of the directors or KMP of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in the passing of the aforesaid resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends passing of the Special Resolution at Item No.8 of the accompanying Notice for approval by the members of the Company.

Item No. 9: Approval for material related party transactions

Regulatory Requirements for Material Related Party Transactions

The Company undertakes infrastructure projects either directly or through Special Purpose Vehicles ("SPVs"), depending upon the requirements of the relevant project structure, concession arrangements with the client(s), financing requirements and other commercial considerations. Such SPVs may qualify as related party(ies) under the Companies Act, 2013 ("Act") and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Accordingly, the Company may enter into Engineering, Procurement and Construction ("EPC") Contract and other project-related arrangements with such SPVs in the ordinary course of business for implementation, execution, operation and maintenance of infrastructure projects.

Section 188 of the Act read with the applicable Rules exempts transactions entered into in the ordinary course of business and on an arm's length basis from the requirement of shareholder approval. However, Regulation 23 and Schedule XII of the Listing Regulations requires prior approval of shareholders by way of an Ordinary Resolution for all material related party transactions, irrespective of whether such transactions are entered into in the ordinary course of business and on an arm's length basis, unless specifically exempted under the Listing Regulations.

Further, SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 (collectively referred to as the "SEBI Circulars") has mandated disclosure of minimum information in the format prescribed under the Industry Standards while seeking approval of shareholders for material related party transactions. Accordingly, the prescribed disclosures relating to the proposed transaction is provided in Annexure I forming part of this Notice.

Accordingly, the proposed material related party transaction between the Company and Welspun Pune Shirur Projects Limited ("WPSPL") is being placed before the members for their approval.

Governance Framework

The Company has established a comprehensive Related Party Transaction Policy and governance framework for review, approval and monitoring of related party transactions.

All related party transactions are reviewed by the management and placed before the Audit Committee together with relevant information, including the business rationale, commercial terms, pricing methodology, arm's length justification and overall benefit of the transaction to the Company and its shareholders.

The Audit Committee comprises Independent Directors and reviews all proposed related party transactions in accordance with the provisions of the Act, the Listing Regulations, the Company's Related Party Transaction Policy and applicable Industry Standards.

Material related party transactions are placed before the Members for prior approval in accordance with Regulation 23 of the Listing Regulations.

Background, Benefits and Justification of the Proposed Transaction

The Pune-Shirur Project has been awarded to Welspun Enterprises Limited ("WEL") based on its technical expertise, execution capabilities, resources and experience in undertaking projects of a similar nature. Subsequently, pursuant to the requirements of the project structure, concession arrangement with the client, Welspun Pune Shirur Projects Limited ("WPSPL") was incorporated as a Special Purpose Vehicle (SPV) for implementation and execution of the Pune-Shirur Project through a dedicated entity. Accordingly, a sub-concession agreement has been executed among Maharashtra State Infrastructure Development Corporation Limited ("MSIDC"), Government of Maharashtra ("GOM"), and WPSPL.

In connection with implementation of the Pune-Shirur Project, WPSPL proposes to enter into an Engineering, Procurement and Construction ("EPC") Contract with WEL for execution of the Project.

The proposed EPC Contract and other project-related transactions and arrangements, in connection with the implementation, execution, operation, maintenance and administration of the Project, will enable WPSPL to leverage WEL's established execution capabilities, project management and technical expertise, resulting in efficient execution, ensure better integration of project activities, optimise deployment of resources and improved project oversight and coordination. Further, considering the long execution period of the Pune-Shirur Project, additional project-related arrangements, including operation, maintenance and other ancillary activities, maybe required during the lifecycle of the Project, for which WEL and WPSPL may be required to enter into multiple project-related transactions from time to time.

The proposed transaction is expected to provide long-term commercial benefits to WEL by enabling effective participation in the execution of the Project, strengthening the Company's order book and creating value for its stakeholders. The proposed transaction framework is in the ordinary course of business and is aligned with the operational and commercial objectives of the Company.

The EPC Contract value of ₹5,420 Crore has been determined based on a detailed project cost estimate covering materials, labour, plant and machinery, overheads and contingencies, together with an appropriate methodology adopted for arms' length pricing in line with the prevailing market practices.

Accordingly, in order to facilitate efficient implementation and execution of the Pune-Shirur Project and ensure compliance with Regulation 23 of the Listing Regulations, approval of the Members of the Company is being sought for the proposed transaction, within the limits specified in Annexure I forming part of this Notice.

Audit Committee and Board Review

The management had provided the Audit Committee and the Board with all relevant information relating to the proposed material related party transaction, including the rationale, material terms, pricing methodology, arm's length justification and the manner in which the proposed transaction is in the interest of the Company. The information prescribed under the Industry Standards, as set out in Annexure I to this Notice, was also placed in the meeting for their consideration.

The Audit Committee and the Board reviewed the proposed transaction, including the business rationale, commercial terms, pricing methodology, arm's length basis and disclosures prescribed under the Industry Standards. They also noted the certificate of the Managing Director and Chief Financial Officer confirming that the proposed transaction is in the overall interest of the Company, and recommends the proposed material related party transactions for approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 9.

The Board of Directors, based on the approval and recommendation of the Audit Committee, recommends passing of Ordinary Resolution set out at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

Annexure I

Information pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"

PART A – MINIMUM INFORMATION APPLICABLE TO ALL PROPOSED TRANSACTIONS

A(1) Basic Details of the Related Party

Sr. No	Particulars	Information
	Name of the Related Party	Welspun Pune Shirur Projects Limited ("WPSPL")
	Country of Incorporation	India
	Nature of Business	Development, implementation, operation and maintenance of infrastructure projects

A(2) Relationship and Ownership of the Related Party

Sr. No	Particulars	Information
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	WPSPL is a Wholly-owned Subsidiary (WOS) of Welspun Enterprises Limited ("WEL") and accordingly qualifies as a related party under the Companies Act, 2013 and the Listing Regulations.
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Direct holding: 9,994 Equity Shares (99.94%) Indirect holding through nominees: 6 Equity Shares (0.06%)
3.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL

A(3) Details of Previous Transactions with the Related Party*

Sr. No	Particulars	Information
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	NIL
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL

A(4) Amount of Proposed Transactions

Sr. No	Particulars	Information
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Engineering Procurement and Construction (EPC) Contract – ₹5,420 Crore (excluding GST)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	150% of annual turnover of FY25-26 as total contract value which spread over 4 years
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable. WPSPL was incorporated on May 09, 2026.

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable. WPSPL was incorporated on May 09, 2026.
6.	Financial performance of the related party for the immediately preceding financial year:	

A(5) Basic Details of Proposed Transactions

Sr. No	Particulars	Information
1.	Specific type of the proposed transaction	Engineering, Procurement and Construction ("EPC") Contract
2.	Details	EPC Contract for execution of the Pune-Shirur Project
3.	Tenure of the proposed transaction	4 years from the Appointed Date or any extension(s) thereof.
4.	Whether omnibus approval is being sought?	Not Applicable as shareholders' approval is being sought
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Overall value of the EPC Contract is ₹5,420 Crore (excluding GST). The estimated break-up financial year-wise is given below: **Financial Year** — **Amount (₹ in Crore)** 2026-27 — 705 2027-28 — 1,614 2028-29 — 1,474 2029-30 — 1,139 2030-31 — 488
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Pune-Shirur Project has been awarded to the Company based on its technical expertise, execution capabilities, resources and experience. WPSPL has been incorporated as a Special Purpose Vehicle for project implementation. The EPC Contract will enable the Compannу to execute the Project and utilise its execution capabilities, resources and sector expertise while generating revenues from project execution.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Refer below

Details of Interested Promoters / Directors / KMPs

Sr. No	Particulars	Information
a.	Name of the Director / KMP	None
b.	Shareholding of the Director / KMP, whether direct or indirect, in the related party	Not Applicable
c.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
d.	Other information relevant for decision making.	The proposed transaction is in the ordinary course of business of the Company and on an arm's length basis. The Audit Committee has reviewed the certificate of the Managing Director and Chief Financial Officer confirming that the proposed transaction is in the interest of the Company and are not prejudicial to the interests of shareholders.

*** Note:** WPSPL was incorporated on May 9, 2026 and accordingly there were no transactions with WEL during FY 2025-26.

Part B - Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No	Particulars	Information
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable.
2.	Basis of determination of price.	The contract price of ₹5,420 Crore has been determined based on a detailed project cost estimate covering materials, labour, plant and machinery, overheads and contingencies, together with an appropriate methodology adopted for arms' length pricing in line with prevailing market practices.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction	Not Applicable.

Item No. 10: Re-designation and Re-appointment of Mr. Balkrishan Goenka (DIN: 00270175) as Non-Executive Director, designated as Chairman, and approval of remuneration payable

The Members of the Company at the 31st Annual General Meeting held on August 29, 2025 had approved the re-appointment of Mr. Balkrishan Goenka (DIN: 00270175) as Whole-time Director designated as Chairman (Executive) for a period of one year with effect from June 01, 2025. Accordingly, his present tenure as Executive Chairman expired on May 31, 2026.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on May 14, 2026, reviewed the leadership and governance structure of the Company and approved the transition of Mr. Goenka from Chairman (Executive) to Chairman (Non-Executive), with effect from June 01, 2026, subject to the approval of the Members of the Company.

Mr. Goenka is one of the promoter's and Chairman of the Company from its inception and is a prime architect of Welspun World. He is regarded as one of the foremost corporate leaders of India. He has over three decades of experience in building and leading diversified businesses. He has played a pivotal role in the growth and transformation of the Welspun Group and continues to provide strategic direction and governance oversight to the Group. Along with presiding over as the President of ASSOCHAM (2019), he has also been the recipient of Asian Business Leadership (ABLF) Award, 2019. His deep sectoral knowledge, global relationships, and visionary leadership have played a pivotal role in steering Welspun Enterprises' transformation into a competitive and diversified enterprise.

The Board noted that, under Mr. Goenka's leadership, the Company has evolved into a professionally managed organization with a strong leadership team, established execution capabilities, and a diversified infrastructure portfolio. During FY 2025-26, the Company delivered strong operational and financial performance and further strengthened its growth platform with a consolidated order book of approximately ₹20,000 Crore. In view of the maturity of the Company's management structure, it was considered appropriate that Mr. Goenka's role be focused on providing strategic direction at the Board level, guiding the long-term vision of the Company and strengthening governance oversight, while management and execution responsibilities continue to rest with the Managing Director and the senior management team.

As Chairman (Non-Executive), Mr. Goenka will provide leadership to the Board, oversee governance processes, facilitate the effective functioning of the Board and its Committees and provide guidance on the Company's long-term strategy, growth initiatives and stakeholder relationships.

Accordingly, subject to approval of the Members of the Company, it is proposed to re-designate and re-appoint Mr. Goenka as a Non-Executive Director, designated as Chairman of the Company, with effect from June 01, 2026, liable to retire by rotation.

Proposed Remuneration

The proposed remuneration comprises only of commission linked to the Company's profitability. No sitting fees, fixed remuneration or employee benefits will be payable to Mr. Goenka in his capacity as Non-Executive Chairman. Accordingly, the remuneration structure aligns his compensation with the Company's performance while recognising his strategic leadership and governance responsibilities.

Based on the recommendation of the NRC, remuneration is proposed to be paid to Mr. Goenka by way of commission for the financial year 2026-27, of such amount as may be determined by the Board, provided that the same shall not exceed 3% on annual consolidated profit before tax computed in accordance with Section 198 of the Companies Act, 2013.

While determining the proposed remuneration structure, the NRC and the Board considered, inter alia, the responsibilities and time commitment of the Chairman (Non-Executive), his strategic leadership and governance role, the scale and complexity of the Company's operations, its strong financial performance and growth trajectory over the years, and prevailing market practices, and concluded that the proposed remuneration is commensurate with his role and contribution to the Company.

A comparative of the remuneration paid to Mr. Goenka over the last three financial years viz-a-viz the proposed remuneration structure is provided is set out hereunder:-

Financial Year	Fixed Salary (₹ in Crore)	Commission (2% on consolidated profit after tax) (₹ in Crore)	Total Remuneration (₹ in Crore)
2025-26	7.50	7.18	14.68
2024-25	7.50	6.49	13.99
2023-24	7.50	14.75	22.25

Under the proposed remuneration structure, Mr. Goenka will transition from an Executive Chairman to a Non-Executive Chairman and will no longer receive any fixed remuneration. Instead, he will be eligible to receive only a commission of up to 3% of the annual consolidated profit before tax, as may be determined by the Board from time to time, subject to the applicable provisions of the Companies Act, 2013.

For illustration, had the proposed remuneration structure been applicable for FY 2025–26, the remuneration payable at 3% of the Company's profit before tax, would have been ~₹17.83 Crore, compared with the aggregate remuneration of ₹19.38 Crore under the erstwhile remuneration structure (comprising fixed remuneration of ₹7.50 Crore and commission of ₹11.81 Crore, computed on the same basis). Accordingly, the proposed remuneration structure would have resulted in a lower overall remuneration outflow to the Company while aligning the Chairman's remuneration entirely with the Company's financial performance.

The proposed remuneration is within the limits prescribed under Section 197 of the Companies Act, 2013 and shall be subject to the applicable provisions of Schedule V thereto in the event of absence or inadequacy of profits.

Regulation 17(6)(ca)

For the financial year 2026-27, the remuneration payable to Mr. Goenka may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company and accordingly approval of the Members is also being sought pursuant to Regulation 17(6)(ca) of the Listing Regulations.

Board Composition

The proposed re-designation will not affect the Company's compliance with the requirements of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The Board will continue to comprise the requisite number of Independent Directors applicable where the Chairperson is a promoter Non-Executive Director.

The details of Mr. Goenka pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting are as below:-

Sr. No	Particulars	Details
a)	Date of Birth	August 15, 1966
b)	Age	59 years
c)	Date of first appointment on the Board	April 27, 2010
d)	Qualifications	Commerce Graduate

Sr. No	Particulars	Details
e)	Expertise in specific functional areas	Mr. Goenka being one of the promoters of the Company and is the Chairman of Welspun World from its inception and is a prime architect of the Welspun World and is regarded as one of the foremost corporate leaders of India. He has over three decades of experience in building and leading diversified businesses. He has played a pivotal role in the growth and transformation of the Welspun Group and continues to provide strategic direction and governance oversight to the Company. Mr. Goenka with his strong business acumen and risk-taking abilities is credited to have successfully steered the Welspun World in many high-growth sectors.
f)	In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not Applicable
g)	Terms and conditions of re-appointment	Re-designation and Re-appointment as the Non-Executive Director designated as Chairman (Non-Executive), liable to retire by rotation.
h)	Details of remuneration last drawn (FY 2024-25)	₹13.99 Crore (including fixed remuneration of ₹7.50 Crore and ₹6.49 Crore as the commission at the rate of 2% of the consolidated net profits of the Company).
i)	Details of remuneration sought to be paid	Commission at the rate of 3% of the annual consolidated profits of the Company for the FY 2026-27, subject to the approval of the members at the ensuing 32nd AGM.
j)	Directorships in other Companies (excluding private, foreign and Section 8 Companies)	1) Welspun Living Limited; 2) Welspun Corp Limited; 3) Welspun Specialty Solutions Limited; 4) Welspun Logistics Limited; 5) Adani Welspun Exploration Limited;
k)	Membership/ Chairpersonship of Committees in other Companies (includes Membership/ Chairpersonship held only in public companies and for Audit/ Stakeholders Relationship Committee)	None
l)	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None
m)	No. of Board Meetings attended during FY 2025- 26	5/7
n)	Inter-se relationship with other Directors and KMP of the Company	Mr. Balkrishan Goenka is not related to any Director or Key Managerial Personnel of the Company within the meaning of the Companies Act, 2013. Further, none of his immediate relatives holds any position of a Director or Key Managerial Personnel in the Company, hence, except for Mr. Goenka, none of his family member(s) are eligible for receipt of remuneration from the Company.
o)	No. of shares held (As on March 31, 2026) :-	
p)	i) Own	84 equity shares of ₹10/- each
q)	ii) For other persons on a beneficial basis	6,91,78,571 equity share of ₹10/- each (as a trustee on behalf of Welspun Group Master Trust)

The Company has received notice under Section 160 of the Act proposing the candidature of Mr. Goenka as Director of the Company. Mr. Goenka is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding office of director by virtue of any order passed by SEBI or any other authority and has given all necessary declarations and confirmations, including his consent to act as Director.

Except Mr. Balkrishan Goenka and his relatives, to the extent of their interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the accompanying Notice.

The Board recommends passing of the Special Resolution set out at Item No. 10 of the accompanying Notice for approval by the Members of the Company.

Item No. 11: Approval for re-appointment of Mr. Sandeep Garg (DIN: 00036419) as the Managing Director, and remuneration payable

The Members of the Company had at their 31st Annual General Meeting held on August 29, 2025, approved the re-appointment of Mr. Sandeep Garg (DIN: 00036419) as the Managing Director of the Company for a further period of one year effective from June 01, 2025 till May 31, 2026.

Mr. Garg is a distinguished industry leader with over four decades of experience across infrastructure, engineering and project execution businesses. He holds a Bachelor's degree in Engineering from the University of Roorkee and is an alumnus of the Harvard Business School's Advanced Management Program. Prior to joining the Welspun Group, he has held leadership positions across India and overseas and led businesses involved in roads, elevated corridors, power, irrigation, oil & gas and process plants. Since assuming leadership of Welspun Enterprises and its associate companies in 2012, he has played a pivotal role in shaping the Company's strategy, strengthening execution capabilities and driving sustainable growth.

Since joining the Company in 2012, Mr. Garg has played a pivotal role in transforming the Company into a leading player in the roads and highways sector, particularly under the Hybrid Annuity Model. Under his leadership, the Company has built a robust transportation vertical, while also exploring opportunities in the tunnelling segment. In addition to the transportation business, he has spearheaded the development of the water vertical, establishing a strong platform with a healthy order book. To further strengthen and diversify the Company's portfolio, Mr. Garg led the acquisition of Welspun Michigan Engineers Limited, thereby expanding the Company's capabilities in advanced trenchless technologies. Additionally, the Company has broadened its presence in technology-driven water treatment solutions through SmartOps. His leadership has been instrumental in the successful execution and delivery of several landmark projects.

Under Mr. Garg's leadership, the Company continued to deliver strong operational and financial performance during FY2025–26, despite industry-wide challenges. Consolidated EBITDA increased to ₹845 Crore with EBITDA margins improving to 22.75%. The Company maintained a strong balance sheet with cash and cash equivalents of approximately ₹1,728 Crore and further strengthened its order book with the award of the Pune–Shirur Project, resulting in a consolidated order book of approximately ₹20,000 Crore.

In view of Mr. Garg's leadership positioning, performance evaluation benchmark, strategic vision, contribution towards the Company's sustained growth and further nurturing into new businesses, the Board, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on May 14, 2026, re-appointed Mr. Garg as the Managing Director of the Company for a further period of 3 (three) years with effect from June 01, 2026 up to May 31, 2029 (both days inclusive), subject to the approval of the Members.

Proposed Remuneration

The NRC and the Board approved remuneration, with a view to aligning his remuneration with the Company's goals, performance, strategic objectives and long-term value creation –

Remuneration Details	FY2026-27 to FY2028-29 (₹ in Crore)	FY2025-26 (₹ in Crore)
Fixed	4.75	4.25
Variable	1.50	1.25
Total	**6.25**	**5.50**
Variable Pay Component	The variable remuneration is performance-linked and is payable annually based on the achievement of a) Individual Performance (PMS Rating based component called 'Individual performance component') and b) Organization Performance (Revenue and EBIDTA or any other parameter as defined by the management called 'Company's performance component').	
Reason for increase in remuneration	The revised remuneration reflects the enhanced scale and complexity of the Company's operations, sustained financial performance, increased leadership responsibilities, market benchmarking and the need to retain key executive leadership.	

Considering Mr. Garg's leadership, contribution towards the Company's growth and performance, strategic direction, execution capabilities and long-term value creation for stakeholders, the NRC and the Board considered it appropriate to continue to incentivize and retain his leadership through a combination of fixed pay, performance-linked remuneration and long-term incentives aligned with shareholder interests.

Further, with a view to aligning executive compensation with long-term shareholder value creation and retention of key managerial talent, the Board on March 21, 2026, based on the recommendation of the NRC, approved, the grant of 6,00,000 Employee Stock Options ("ESOPs") to Mr. Garg under the Welspun Enterprises Employee Benefit Scheme – 2022 ("Scheme"). The said grant forms part of the overall remuneration structure applicable to Mr. Garg and is intended to align his interest with long-term value creation for shareholders. The grant is within the limits of the Scheme and shall be governed by the terms of the Scheme as administered by the NRC.

In accordance with the provisions of Sections 196, 197 read with Schedule V to the Act and Regulation 17(6) of Listing Regulations, the re-appointment of Mr. Garg as the Managing Director and the remuneration payable to him is required to be approved by the Members of the Company by way of a special resolution.

The Company has received notice under Section 160 of the Act proposing the candidature of Mr. Garg as Director of the Company. Mr. Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding office of director by virtue of any order passed by SEBI or any other authority and has given all necessary declarations and confirmations, including his consent to act as Director.

The details of Mr. Garg pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting are as below:-

Sl. No.	Particulars	Details
a)	Date of Birth	May 25, 1960
b)	Age	66 years
c)	Date of first appointment on the Board	August 08, 2022
d)	Qualifications	Bachelor's degree in Engineering from the University of Roorkee and is an alumnus of the Harvard Business School's Advanced Management Program
e)	Expertise in specific functional areas	Experience in India and overseas in various capacities including heading companies delivering projects in road, elevated roads, power, irrigation, Oil & Gas, and Process Plants
f)	In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not applicable
g)	Terms and conditions of re-appointment	Re-appointment as the Managing Director for a further period of 3 (Three) years effective from June 01, 2026, till May 31, 2029 (both days inclusive), liable to retire by rotation.
h)	Details of remuneration last drawn (FY 2025-26)	₹5.50 Crore (including fixed: ₹4.25 Crore plus variable: ₹1.25 Crore)
i)	Details of remuneration sought to be paid	₹6.25 Crore (including fixed: ₹4.75 Crore plus variable: ₹1.50 Crore) – for his tenure of appointment (3 years) 6,00,000 Stock Options under the Welspun Enterprises Employee Benefit Scheme - 2022, on such terms and conditions as approved by the NRC.
j)	Directorships in other Companies (excluding private, foreign and Section 8 Companies)	1) Adani Welspun Exploration Limited 2) Welspun Financial Services Limited 3) Welspun Michigan Engineers Limited
k)	Membership/ Chairpersonship of Committees in other Companies (includes Membership/ Chairpersonship held only in public companies and for Audit/ Stakeholders Relationship Committee)	None

Sl. No.	Particulars	Details
l)	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None
m)	No. of Board Meetings attended during FY 2025-26	6 out of 7
n)	Inter-se relationship with other Directors and KMP of the Company	None

Except for Mr. Garg, being the appointee herein, none of the Directors and/or Key Managerial Personnel or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of Special Resolution at Item No. 11 of the accompanying Notice for approval by the Members of the Company.

Item No. 12: Approval for grant of Employee Stock Options to Mr. Deepak Chauhan (DIN: 01694550), Director – Legal & Ethics

The Members of the Company, at the 31st Annual General Meeting held on August 29, 2025, approved the appointment of Mr. Deepak Chauhan (DIN: 01694550) as Director – Legal & Ethics, designated as a Key Managerial Personnel of the Company, for a period of five consecutive years with effect from August 06, 2025, at a remuneration of ₹4.61 Crore per annum, excluding annual increments.

Mr. Chauhan has been associated with the Company and other Welspun World entities since 2010 and brings with him extensive experience in legal, regulatory, governance and ethics matters. He has played a significant role in strengthening the Company's legal and contractual framework and supporting the Board and senior management on strategic and regulatory issues.

Considering Mr. Chauhan's leadership responsibilities, continued contribution to the Company and the objective of aligning executive compensation with long-term shareholder value creation and retention of key leadership talent, the Nomination & Remuneration Committee ("NRC") reviewed his overall remuneration structure.

Accordingly, the NRC and the Board approved the grant of 1,00,000 Employee Stock Options ("Options") to Mr. Chauhan under the Welspun Enterprises Employee Benefit Scheme – 2022 ("Scheme"), subject to the terms and conditions of the Scheme.

The proposed ESOP grant is intended to form part of Mr. Chauhan's overall remuneration package and is aimed at aligning his long-term interests with those of the Company's shareholders. The proposed grant does not result in any change to the remuneration previously approved by the Members, or any increments pursuant to the annual appraisals, and remains within the limits approved under the Scheme and the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, and shall be governed by such terms and conditions as approved by the NRC.

Accordingly, approval of the Members of the Company is sought for grant of the aforesaid Options to Mr. Chauhan.

Except Mr. Deepak Chauhan and his relatives, to the extent of their interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 12 of the accompanying Notice.

The Board, based on the recommendation of the NRC, recommends passing of Ordinary Resolution at Item no.12 of the accompanying Notice for approval by the Members of the Company.

Item No. 13: Approval for revision in remuneration of the Independent Directors

The Members of the Company, had at their 30th Annual General Meeting held on September 27, 2024, approved payment of remuneration up to an aggregate amount of ₹1.45 Crore per annum to Non-Executive Independent Directors for a period of four financial years commencing from FY 2024-25, in accordance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Independent Directors of the Company are experienced professionals and brings with them significant expertise and rich experience across diverse fields including governance, infrastructure, finance, strategy, risk management, sustainability, public policy and leadership. Through their active participation in the Board and its Committees, they contribute towards strengthening governance standards, providing strategic guidance, overseeing risk management frameworks and supporting the long-term growth and sustainability of the Company.

During FY 2025-26, the Company delivered strong financial and operational performance. On a consolidated basis, EBITDA increased to ₹845 Crore with EBITDA margins improving to 22.75%. The Company maintained a strong balance sheet with cash and cash equivalents of approximately ₹1,728 Crore and further strengthened its order book with the award of the Pune–Shirur Project, resulting in a consolidated order book of approximately ₹20,000 Crore.

In view of the increased scale of operations and enhanced responsibilities of the Board, the existing aggregate limit of ₹1.45 Crore per annum is proposed to be revised to ₹2.00 Crore per annum, for a period of three financial years, with effect from FY2026–27. Accordingly, the earlier approval shall stand modified to the aforesaid extent.

Accordingly, after considering, inter alia, the Company's financial and operational performance, growth trajectory, increased Board oversight responsibilities, the time commitment expected from the Non-Executive Independent Directors and prevailing market practices, the NRC and the Board considered it appropriate to revise the aggregate remuneration payable to the Non-Executive Independent Directors from ₹1.45 Crore per annum to ₹2.00 Crore per annum commencing from FY 2026-27 and ending with FY 2028-29.

The aggregate remuneration payable to the Non-Executive Independent Directors shall continue to remain within the overall limits prescribed under Section 197 of the Act and in compliance with the applicable provisions of the Listing Regulations.

Except Independent Directors, none of the Directors or Key Managerial Personnel of the Company or their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of the Notice.

The Board recommends passing of the Special Resolution at Item No. 13 of the accompanying Notice for approval by the Members of the Company.

Item No. 14: Approval for payment of additional remuneration to the Independent Directors for the FY 2025-26

The Members are hereby informed that Board of Directors of the Company at its meeting held on May 14, 2026 recommended payment of additional remuneration amounting to ₹25 Lakh each to the Non-Executive Independent Directors, aggregating to ₹1 Crore for the financial year 2025-26, in addition to the sitting fees and commission otherwise payable to them.

The proposed additional remuneration is recommended in recognition of the valuable contribution of the Independent Directors in providing strategic guidance, governance oversight and independent judgment during FY 2025–26, and the Company's strong financial and operational performance, including the achievement of its highest-ever consolidated EBITDA margin. The recommendation also takes into account the increased scale and complexity of the Company's operations and the significant time and commitment devoted by the Independent Directors towards the affairs of the Company.

The Members are further informed that the aggregate remuneration payable to the Non-Executive Independent Directors for FY 2025–26, including the aforesaid additional remuneration, may exceed the aggregate remuneration limit of ₹1.45 Crore approved by the Members at the 30th Annual General Meeting held on September 27, 2024. Accordingly, approval of the Members is sought by way of the Special Resolution set out at Item No. 14 of the accompanying Notice.

The proposed remuneration shall be within the overall limits prescribed under Sections 197 and 198 of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Non-Executive Independent Directors, none of the Directors or Key Managerial Personnel of the Company or their relatives is / are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 14 of the Notice.

The Board recommends passing of the Special Resolution at Item No. 14 of the accompanying Notice for approval by the Members of the Company.

By Order of the Board

Sd/-
Nidhi Tanna
Company Secretary
ACS – 30465

Place: Mumbai
Date: July 29, 2026

Registered Office:
Welspun City, Village Versamedi
Taluka Anjar, District Kutch, Gujarat – 370110
Tel. No.: +91 28 3666 2222,
Fax No.: +91 28 3627 9010
CIN: L45201GJ1994PLC023920
Website: www.welspunenterprises.com
Email: Companysecretary_wel@welspun.com

GUIDELINES ON COMMON AND SIMPLIFIED NORMS FOR PROCESSING INVESTOR'S SERVICE REQUESTS BY REGISTRARS AND TRANSFER AGENTS (RTAS)

Dear Members,

The Securities and Exchange Board of India, vide its latest Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, has issued guidelines on common and simplified norms for processing investor's service requests by RTAs, has notified common and simplified norms for processing investor's service request by the Registrars and Transfer Agents (RTAs) and norms for furnishing Permanent Account Number ("PAN"), Know Your Client ("KYC") details and Nomination.

In terms of the aforesaid circular, all holders of physical securities of the Company are mandatorily required to furnish the following documents / details to the Company's RTA i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG Intime") along with Form ISR-1 for updating their KYC detail:-

a. PAN

b. Nomination

c. Contact Details

d. Bank Account details

e. Specimen Signature

In case of mismatch in the signature of the holder in the records of MUFG Intime, the investor shall furnish original cancelled cheque and banker's attestation of the signature as per Form ISR-2.

Investors shall continue to use form **SH-13** and **SH-14** for declaration of nomination and change in nomination respectively. However, in case investor wants to opt-out of nomination, **Form ISR-3** shall be filed.

The security holder(s) whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

- to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
- for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Listed Company/ Entity to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in Para 19.1 of the Master Circular.

In this regard kindly take note of the below

1. In case of non-updation of (a) PAN or (b) Choice of Nomination or (c) Contact Details or (d) Mobile Number or (e)Bank Account Details or (f) Specimen Signature in respect of physical folios, dividend/interest/redemption payment etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

2. If a security holder updates the (a) PAN or (b) Choice of Nomination or (c) Contact Details or (d) Mobile Number or (e)Bank Account Details or (f) Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest/redemption payment etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

In this connection you are required to update your folio either with (a) PAN or (b) Choice of Nomination or (c) Contact Details or (d) Mobile Number or (e)Bank Account Details or (f) Specimen Signature or all of the above in entirety and furnish the details/documents (Form No. ISR-1, ISR-2, ISR-3 & Form No. SH13 / 14) as applicable.

Investors are requested to ensure the above details are updated with MUFG Intime at the earliest.

Please note that above mentioned forms are available on the website of the Company at the below mentioned web address www.welspunenterprises.com

Or:

From RTA Website i.e. https://in.mpms.mufg.com/ → Resources → Downloads → KYC →Formats for KYC.

FORM NO. SH-13

Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
Welspun Enterprises Limited Welspun City,
Village Versamedi, Taluka Anjar,
Dist. Kutch, Gujarat, Pin – 370110.

I/ We ____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S —

(a) Name:
(b) Date of Birth:
(c) Father's/Mother's/Spouse's name:
(d) Occupation:
(e) Nationality:
(f) Address:
(g) E-mail id:
(h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR —

(a) Date of birth:
(b) Date of attaining majority
(c) Name of guardian:
(d) Address of guardian:

Name:____

Address: ____

Name of the Security Holder(s)____________________________

Signatures:____

Witness with name and address:____________________________

FORM NO. SH-14

Cancellation or Variation of Nomination

(Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and Rule 19(9)
of the Companies (Share Capital and Debenture) Rules, 2014)

To,
The Company Secretary,
Welspun Enterprises Limited Welspun City,
Village Versamedi, Taluka Anjar,
Dist. Kutch, Gujarat, Pin – 370110.

I/ We ____________________________hereby cancel the nomination(s) made by me / us in favor of ____________ ____ ____ ________ (name and address of the nominee).

OR

I/We____________________________ hereby nominate the following person in place of______________________ _____________as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

4. PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

5. PARTICULARS OF THE NEW NOMINEE/S —

(i) Name:
(j) Date of Birth:
(k) Father's/Mother's/Spouse's name:
(l) Occupation:
(m) Nationality:
(n) Address:
(o) E-mail id:
(p) Relationship with the security holder:

6. IN CASE NOMINEE IS A MINOR —

(e) Date of birth:
(f) Date of attaining majority
(g) Name of guardian:
(h) Address of guardian:

7. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

(a) Name:
(b) Date of Birth
(c) Father's/Mother's/Spouse's name:
(d) Occupation:
(e) Nationality:
(f) Address:
(g) E-mail id:
(h) Relationship with the security holder:
(i) Relationship with the minor nominee:

Signature ____________________________________

Name of the Security Holder(s)__________________________

Signatures:___________________________________

Witness with name and address:__________________________

SPECIAL WINDOW FACILITY FOR SENIOR-CITIZENS OF AGE 75 YEARS & ABOVE

Investor Education and Protection Fund Authority as a part of Azadi Ka Amrit Mahotsav (AKAM) has launched a special window facility for senior citizens of age 75 years & above. As a part of this facility, the claims filed by these claimant with the Investor Education and Protection Fund Authority shall be auto-prioritized in MCA 21 system after receipt of e-verification report from the companies.

For facilitation of these claimants, a dedicated telephone number 011-23441727 and email id "seniorcitizen.iepfa@mca.gov.in" has been established by the Investor Education and Protection Fund Authority.

NOTICE TO THE SHAREHOLDERS WHO HAVE NOT EN-CASHED DIVIDEND FOR LAST SEVEN CONSECUTIVE YEARS COMMENCING FROM THE UNPAID FINAL DIVIDEND FOR THE FY 2018-19

*Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016 which have come into effect from September 07, 2016 and amended from time to time, this is to inform to those shareholders who have not en-cashed the dividend or who's dividend remained unclaimed for last seven consecutive years commencing from the FY 2018-19 then those shares shall be transferred to the "**Investor Education and Protection Fund**" (IEPF) i.e. a fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The names of such shareholders and their folio number or DP ID - Client ID will be available on the website of the Company at www.welspunenterprises.com*

To claim unpaid / unclaimed dividend or in case you need any information/clarification, please write to or contact to the Company's Registrars and Transfer Agent or The Company Secretary of the Company at the Registered Office or at the Corporate Office address.

By Order of the Board

Sd/-
Nidhi Tanna
Company Secretary
ACS – 30465

Place: Mumbai
Date: July 29, 2026

Registered Office:
Welspun City, Village Versamedi
Taluka Anjar, District Kutch, Gujarat – 370110
Tel. No.: +91 28 3666 2222,
Fax No.: +91 28 3627 9010
CIN: L45201GJ1994PLC023920
Website: www.welspunenterprises.com
Email: Companysecretary_wel@welspun.com

SEBI'S CIRCULAR ON EASE OF DOING INVESTMENT – "SPECIAL WINDOW FOR RE-LODGEMENT OF TRANSFER REQUESTS OF PHYSICAL SHARES"

As an effort to support investors and facilitate ease of investment, the Securities and Exchange Board of India (SEBI) **has opened a special window for a period of 6 (six) months, from February 05, 2026, to February 04, 2027, to allow re-lodgement of physical share transfer request(s)** that were originally lodged prior to April 01, 2019, but were rejected, returned, or not processed due to documentation deficiencies or other reasons.

This move is aimed at enhancing investor convenience and safeguarding their rights in securities that were purchased but not transferred due to documentation issues.

Key points to be noted by the Investors:-

- This window applies only to transfer deeds lodged before April 01, 2019.
- Such shares will be transferred only in dematerialized (demat) form.

Concerned investors are requested to re-lodge the transfer request along with necessary documents to the Company or our Registrar and Share Transfer Agent (RTA) within the above-mentioned period as per below-mentioned details:-

Contact details of the Company	Contact details of our RTA
Welspun Enterprises Limited **Registered Office:** Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 **Corporate Office:** Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 **E-mail:** Companysecretary_wel@Welspun.com **Tel. No.** (+91) 22 6613 6000 **Fax:** (+91) 22 2490 8020	**MUFG Intime India Private Limited** **Unit:** Welspun Enterprises Limited **Address:** C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 **Tel No.:** (+91) 22 4918 6000 **Mob. No.:** (+91) 8108116767 **Fax:** (+91) 22 49186060 **E-mail:** investor.helpdesk@in.mpms.mufg.com

To view the SEBI Circular Click here

By Order of the Board

Sd/-
Nidhi Tanna
Company Secretary
ACS – 30465

Place: Mumbai
Date: July 29, 2026

Registered Office:
Welspun City, Village Versamedi
Taluka Anjar, District Kutch, Gujarat – 370110
Tel. No.: +91 28 3666 2222,
Fax No.: +91 28 3627 9010
CIN: L45201GJ1994PLC023920
Website: www.welspunenterprises.com
Email: Companysecretary_wel@welspun.com