

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of Welspun Enterprises Limited (formerly known as Welspun Projects Limited) will be held on Thursday, September 29, 2016 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the financial statements for the financial year ended March 31, 2016 and the reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a director in place of Mr. Balkrishan Goenka (DIN 00270175), who retires by rotation, and being eligible, offers himself for re-appointment.
- 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.
- 4) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of 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, the Company hereby ratifies the appointment of M/s. MGB & Co., LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035), as the Statutory Auditors of the Company to hold office from the conclusion of this i.e. 22nd Annual General Meeting until the conclusion of the 23rd Annual General Meeting (to be held for the financial year 2016-17) at a remuneration of Rs. 27.50 lacs (Rupees Twenty Seven Lacs and Fifty Thousand Only) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses as may be authorized by the Board of Directors of the Company for the period commencing from this i.e. 22nd Annual General Meeting and ending at the conclusion of the 23rd Annual General Meeting.”

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

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], consent be and is hereby accorded to the Board of Directors of the Company [hereinafter called the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law] to contribute an amount up to Rs. 2 Crore (Rupees Two Crore Only), in one or more tranches, either directly or through any non-profit organization [including Welspun Foundation for Health and Knowledge], or in any other way considered appropriate by the Board, to such bonafide charitable and other funds as may be deemed fit and

appropriate by the Board.”

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

“**RESOLVED THAT** pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’) and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], Ms. Mala Todarwal (holding DIN: 06933515), who held the office of independent director of the Company up to August 04, 2016 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director and who had submitted a declaration that she meets the criteria of independence under Section 149 (6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed for the second term as an independent non-executive director of the Company, not liable to retire by rotation, for three consecutive years with effect from August 05, 2016 to August 04, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of 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, the Company hereby ratifies remuneration of Rs. 2 lacs (Rupees Two Lac Only) per annum plus travelling and out-of-pocket expenses as may be authorized by the Board to M/s. Kiran J. Mehta & Co., Cost Accountants for conducting audit of cost accounting records maintained by the Company for the financial year commencing on April 1, 2016.”

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

By Order of the Board

Sd/-

Indu Daryani

Company Secretary

Place: Mumbai

Date: May 23, 2016

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. Item No. 2 - Re-appointment of Mr. Balkrishan Goenka (DIN 00270175)

Mr. Balkrishan Goenka, aged 50, is a promoter of the Company and the Chairman of the US\$3 billion Welspun Group. Mr. Goenka began his journey as a global leader at the age of 19. He has been instrumental in building and shaping the future of Welspun Group - one of the fastest growing business conglomerates with a diversified portfolio of businesses spanning large diameter line pipes, home textiles, infrastructure and renewable energy.

Mr. Goenka has been awarded multiple accolades for his diligent leadership and numerous achievements as an entrepreneur. He is

also a member of the World Presidents' Organization and has been representing the Indian industry at the World Economic Forum.

Details of directorship in other Companies and membership/ Chairpersonship of the Committees of the Board of the Companies are as under:

Directorship: Welspun India Limited, Welspun Corp Limited, Welspun Steel Limited, MGN Agro Properties Private Limited, Adani Welspun Exploration Limited, Welspun Energy Private Limited, Welspun Logistics Limited, Welspun Global Brands Limited, Welspun Renewables Energy Private Limited, Welspun Wasco Coatings Private Limited, Solarsys Infra Projects Private Limited, Welspun Pipes Inc., Welspun Tubular LLC, Welspun Global Trade LLC, Welspun Middle East Pipe Coating LLC, Welspun Middle East Pipes LLC, Welspun Home Textiles UK Limited and Rank Marketing LLP (Designated Partner).

Membership / Chairmanship of Committees:

Audit Committee: Chairman - Welspun Renewables Energy Private Limited and Member - Welspun Energy Private Limited; **Nomination and Remuneration Committee:** Member - Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) and Welspun Energy Private Limited; **Corporate Social Responsibility Committee:** Member - Welspun Energy Private Limited, Welspun Corp Limited, Welspun Renewables Energy Private Limited and Welspun Steel Limited; **Share Transfer and Investors' Grievance and Stakeholders Relationship Committee:** Member - Welspun Corp Limited and Welspun India Limited; **Finance Committee:** Chairman - Welspun India Limited, Welspun Energy Private Limited and Welspun Renewables Energy Private Limited, Member - Welspun Corp Limited and Welspun Steel Limited, **Budget Committee:** Chairman - Welspun Corp Limited and Welspun Enterprises Limited; **International Trade Practices and Governance Committee:** Member - Welspun Corp Limited.

Mr. Goenka is promoter of the Company holding 84 equity shares in the Company.

There is no relationship between the directors inter-se. None of the key managerial personnel or directors of the Company or their relatives except Mr. Goenka himself may be deemed to be concerned or interested, financially or otherwise in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under item no. 2 of the accompanying Notice.

2. Item No. 3 - Re-appointment of Mr. Rajesh Mandawewala (DIN 00007179)

Mr. Rajesh Mandawewala, aged 54, a Chartered Accountant by profession and a perfectionist by nature, has co-promoted Welspun Group and has contributed significantly to its growth right from the inception. He has played a major role in taking Welspun Group's turnover from INR 200 crores in FY 1995 to INR 20,000 crores in FY 2016 with leadership position in Steel Pipes, Home Textile and Renewable Energy. He currently holds the position of Group Managing Director.

Details of directorship in other Companies and membership/ Chairpersonship of the Committees of the Board of the Companies are as under:

Directorship: Welspun India Limited, AYM Syntex Limited (Formerly known as Welspun Syntex Limited), Welspun Wintex Limited, Welspun Fintrade Private Limited, Welspun Steel Limited,

Welspun Energy Private Limited, MGN Agro Properties Private Limited, Alspun Infrastructure Limited, Angel Power and Steel Private Limited, Welspun Corp Limited, Welspun Global Brands Limited (Formerly known as Welspun Retail Limited), Welspun Renewables Energy Private Limited, The Cotton Textiles Export Promotion Council, Mandawewala Enterprises Limited (Formerly known as Welspun Logistics Raigad Limited), Welspun Pipes Inc., Welspun Tubular LLC., Welspun Global Trade LLC., Welspun Holdings Private Limited, Welspun USA Inc., Welspun Home Textiles UK Limited, CHT Holdings Limited, Christy Home Textiles Limited, Welspun UK Limited, Christy 2004 Limited, E. R. Kingsley (Textiles) Limited and Christy UK Limited.

Membership / Chairmanship of Committees:

Audit Committee: Member - Welspun Renewables Energy Private Limited and Welspun Energy Private Limited; **Nomination and Remuneration Committee:** Chairman - Welspun Steel Limited and Member - Welspun Energy Private Limited; **Corporate Social Responsibility Committee:** Member - Welspun Corp Limited, AYM Syntex Limited (Formerly known as Welspun Syntex Limited), Welspun India Limited, Welspun Renewables Energy Private Limited, Welspun Energy Private Limited, Welspun Steel Limited and Welspun Enterprises Limited (Formerly known as Welspun Projects Limited); **Share Transfer and Investors' Grievance and Stakeholders Relationship Committee:** Member - Welspun Corp Limited, Welspun India Limited and AYM Syntex Limited (Formerly known as Welspun Syntex Limited); **Finance Committee:** Chairman - AYM Syntex Limited (Formerly known as Welspun Syntex Limited) and Member - Welspun Corp Limited, Welspun Enterprises Limited (Formerly known as Welspun Projects Limited), Welspun Renewables Energy Private Limited, Welspun Energy Private Limited, Welspun India Limited; **Budget Committee:** Chairman - Welspun Corp Limited; **International Trade Practices and Governance Committee:** Chairman - Welspun Enterprises Ltd. (Formerly known as Welspun Projects Limited) and Member - Welspun Corp Limited.

He is a promoter of the Company holding 120 equity shares in the Company.

There is no relationship between the directors inter-se. None of the key managerial personnel or directors of the Company or their relatives except Mr. Mandawewala himself may be deemed to be concerned or interested, financially or otherwise in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under item no. 3 of the accompanying Notice.

3. Item No. 5: Contribution to charitable funds

It is proposed that the Board of Directors of the Company ["the Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law] be authorized to contribute up to Rs. 2 crore for charitable purposes, either directly or through any non-profit organization (including Welspun Foundation for Health and Knowledge), or in any other way considered appropriate.

As per Section 181 of the Companies Act, 2013, the Board may contribute to bonafide charitable and other funds provided that prior permission of the Company in a general meeting is obtained for making contributions the aggregate of which, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years.

Owing to the average net losses during the three immediately preceding financial years (i.e. FY 2013-14, FY 2014-15 and FY 2015-16), members' approval, by way of an Ordinary Resolution, is being sought for item no. 5 of the accompanying Notice.

None of the directors / key managerial personnel of the Company / 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.

4. Item No. 6 - Re-appointment of Ms. Mala Todarwal as an Independent Director.

Ms. Mala Todarwal, aged 31, is a qualified Chartered Accountant with over 7 years post qualification experience of practice in CA profession as a partner of M/s. Todarwal & Todarwal, Chartered Accountants. Ms. Todarwal has experience in: (i) Audit Assurance (ii) Due Diligence (iii) Corporate Restructuring and Transaction Advisory.

Details of directorship in other Companies and membership/ Chairpersonship of the Committees of the Board of the Companies are as under:

Directorship: Welspun Syntex Limited, Welspun Investment and Commercials Limited, Talwandi Sabo Power Limited, Sesa Mining Corporation Ltd, Sesa Resources Ltd, Graviss Hospitality Ltd and Graviss Hotels & Resorts Ltd.

Membership / Chairpersonship of Committees:

Audit Committee: Chairperson - Sesa Mining Corporation Limited and Sesa Resources Limited; Member - Welspun Investments and Commercials Limited, AYM Syntex Limited, Welspun Enterprises Limited, Talwandi Sabo Power Limited and Graviss Hospitality Limited; **Nomination and Remuneration Committee:** Member - Welspun Investments and Commercials Limited, AYM Syntex Limited, Welspun Enterprises Limited, Talwandi Sabo Power Limited, Sesa Mining Corporation Limited and Sesa Resources Limited; **Corporate Social Responsibility Committee:** Member - Talwandi Sabo Power Limited, Sesa Mining Corporation Limited and Sesa Resources Limited **Share Transfer and Investors' Grievance and Stakeholders Relationship Committee:** Chairperson - Welspun Enterprises Limited; Member - Welspun Investments and Commercials Limited.

Ms. Todarwal does not hold any equity share of the Company.

Ms. Todarwal was appointed as an independent director of the Company with effect from August 05, 2014 for 2 consecutive years up to August 04, 2016.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Todarwal being eligible and offering herself for appointment is proposed to be appointed as an Independent Director w.e.f. August 05, 2016 to hold office for three consecutive years for the second term up to August 04, 2019. A notice has been received in writing from a member proposing her candidature for the office of director of the Company.

In the opinion of the Board, Ms. Todarwal fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Ms. Todarwal as an Independent Director setting out the terms and conditions would be available for inspection

without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would benefit the Company and it is therefore desirable to continue availing services of Ms. Todarwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Todarwal as an Independent Director, for the approval by the shareholders of the Company by way of a special resolution.

There is no relationship between the directors inter-se. Except Ms. Todarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

5. Item No. 7 – Ratification of payment of remuneration to the Cost Auditors

Members are hereby informed that pursuant to the recommendation of the Audit Committee, the Board of Directors appointed M/s. Kiran J. Mehta & Co., Cost Accountants, as the Cost Auditor of the Company for the financial year ending March 31, 2017, for conduct of the Cost Audit of the Company in terms of the requirements under applicable laws at a remuneration as mentioned in the resolution No. 7 of the Notice.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders.

The Resolution at item no. 7 of the Notice is set out as an Ordinary Resolution for ratification by the shareholders.

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

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as proxy for any other person or shareholder.
4. An instrument of proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.
5. The proxy-holder shall prove his identity at the time of attending the Meeting.

6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Companies Act, 2013, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agent.
7. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2016 to Friday, September 23, 2016 (both days inclusive).
10. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged with the Company's Share Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Enterprises Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078. Tel. No. 022-2596 3838, 022-2594 6970, Fax No. 022-2594 6969, email-rlt.helpdesk@linkintime.co.in, website: www.linkintime.co.in.
11. Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company's Share Registrar and Transfer Agent.
12. The Green Initiative circulars issued by the Ministry of Corporate Affairs, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 allows that Companies can send full Annual Report in electronic mode to its members who have registered their e-mail addresses for the purpose. **Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address.**
13. The Notice and Annual Report of the Company is being sent to the shareholders at their respective e-mail addresses registered with the Company. However, shareholders requiring a physical copy of the Annual Report and Notice may write to the Company at the Corporate Office at Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company www.welspunenterprises.com.
14. The physical copies of the Annual Reports and other documents referred to in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting and during the meeting and copies thereof shall also be available at the Corporate Office of the Company.
15. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, will be available for inspection by the members at the Meeting.
16. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Meeting.
17. The shareholders 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 Registrar and Transfer Agent 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.
18. **Voting through electronic means**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility of casting their votes using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting").
 - II. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on September 26, 2016 (9:00 am) and ends on September 28, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2016, may cast their vote by remote e-voting. *A person who is not a member as on the cut-off date should treat this Notice for information purpose only.* The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the

password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Welspun Enterprises Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjayrisbud@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives physical copy of the Notice of General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the General Meeting:

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice

and holds shares as of the cut-off date i.e. September 22, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the General Meeting.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.
- XIII. Mr. Sanjay Risbud, Company Secretary (Certificate of Practice No. 5117) and Proprietor M/s. S.S. Risbud & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunenterprises.com, *notice board of the Company at the registered office as well as the corporate office and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.*

By Order of the Board
Sd/-

Indu Daryani
Company Secretary

Place: Mumbai
Date: May 23, 2016

E-mail Registration-Cum-Consent Form

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

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

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

Name of the Registered Holder (1st): _____

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

Registered Address: _____

_____ Pin: _____

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

Signature of the Shareholder(s)*

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

Route Map



Route Map - Anjar Station to Welspun



Route Map - Gandhidham Station to Welspun

PROXY FORM

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

Name of the member (s) : _____

Registered Address : _____

E-mail Id: _____

Folio No / Client ID: _____ DP ID: _____

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

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____; or failing him
2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____; or failing him
3. Name: _____
Address: _____
E-mail Id: _____ Signature: _____; or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company to be held on Thursday, September 29, 2016 at 11.30 a.m. at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Consider and adopt Audited Financial Statement, Directors' Report and Auditors' Report thereon		
2	Re-appointment of Mr. Balkrishan Goenka (DIN 00270175), as director of the Company, liable to retire by rotation		
3	Re-appointment of Mr. Rajesh Mandawewala (DIN 00007179), as director of the Company, liable to retire by rotation		
4	Ratification of appointment of M/s. MGB & Co. LLP, Chartered Accountants as the statutory auditors		
5	Consider and approve authorization to Board for voluntary contribution upto Rs. 2 Crores to charitable and other bonafide funds		
6	Re-appointment of Ms. Mala Todarwal (holding DIN: 06933515) as Independent Director of the Company for the second term.		
7	Ratification of payment of remuneration to the Cost Auditors		

Signed this day of2016.

Signature of shareholder _____

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

Affix
Re. 1
Revenue
Stamp

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

**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,
(Formerly known as Welspun Projects 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: _____

1. 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: _____

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrar and Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrar and Transfer Agents of the Company who will return one copy thereof to the Shareholders.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.

WELSPUN ENTERPRISES LIMITED
(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

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

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

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

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

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

ATTENDANCE SLIP

Sr. No. _____

Name of the sole / first named member :

Address of sole / first named member :

Registered Folio No. :

DP ID no. / Client ID no. :

Number of shares held :

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Thursday, September 29, 2016 at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370110 at 11.30 a.m.

Signature of Shareholder/ Proxy Present :

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

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

The electronic voting particulars are set out below:

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

The remote e-voting period commences on Monday, September 26, 2016 at 9:00 a.m. and ends on Wednesday, September 28, 2016 at 5:00 p.m. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions annexed to the Notice dated May 23, 2016 of the 22nd Annual General Meeting before exercising the vote. These details and instructions form integral part of the said Notice.