

WELSPUN ENTERPRISES LIMITED

CIN: L45201GJ1994PLC023920

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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of Welspun Enterprises Limited will be held on Tuesday, June 30, 2020 at 11:00 a.m. IST through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the financial statements for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon.
- 2) To consider declaration of final dividend on Equity Shares for the financial year 2019-20. (₹ 2/- per equity share)
- 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 the re-appointment of the current auditors, M/s. MGB & Co., LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035), as the Statutory Auditors of the Company and to fix their remuneration and 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, and approval of the Board of Directors, the Company hereby appoints M/s. MGB & Co LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035), as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company, at a remuneration of ₹ 32,00,000/- (Rupees Thirty Two Lakhs 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."

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

“RESOLVED THAT pursuant to 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 based on the recommendation of the Audit Committee and approval of the Board of Directors, the Company hereby ratifies the remuneration of ₹ 2.50 lakh (Rupees Two Lakh Fifty Thousand only) per annum and such travelling and out of pocket expenses as may be approved by the Board to M/s. Kiran J. Mehta & Co., Cost Accountants, the Cost Auditor as appointed by the Company, for the financial year commencing on April 1, 2020.”

“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.”

- 6) 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 the other applicable provisions of and Schedule V to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be required under the Act, if any and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Balkrishan Goenka (holding DIN: 00270175), as the Whole Time Director of the Company designated as Chairman (Executive) of the Company for a period of 5 years effective from June 1 2020, at a remuneration of ₹ 7.5 Crore (Rupees Seven Crore Fifty Lakh only) per annum on cost to company basis plus the commission @ 2% of annual profit of the Company on consolidated financial statement basis.”

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

“RESOLVED THAT pursuant to the 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 ₹ 500 crore (Rupees Five Hundred Crore only), to be issued on 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 shall be 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 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing ₹ 180.05 crore (Rupees One Hundred and Eighty Crores and Five Lakhs only) divided into 18,00,50,000 (Eighteen Crores Fifty Thousand Only) equity shares of ₹ 10/- each to ₹ 275 crore (Rupees Two Hundred Seventy Five Crore only) divided

into 27,50,00,000 (Twenty Seven Crore Fifty Lakhs) equity shares of ₹ 10/- each ranking pari-passu with the existing equity shares of the Company and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new clause:

- V “The Authorised Share Capital of the Company is ₹ 275,00,00,000/- (Rupees Two Hundred Seventy Five Crore only) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakhs) equity shares of ₹ 10/- each.”

“**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.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the Articles of Association of the Company be altered in the following manner i.e. existing Clause 5 (a) of the Articles of Association be deleted and the same be substituted with the following new clause as Clause 5 (a):

- 5 (a) “The Authorised Share Capital of the Company is ₹ 275,00,00,000/- (Rupees Two Hundred Seventy Five Crore Only) divided into 27,50,00,000/- (Twenty Seven Crores Fifty Lakh Only) Equity Shares of ₹10/- (Rupees Ten Only) each with power to increase or reduce the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.”

“**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.”

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, including any statutory modification(s) or re-enactment thereof to the extent notified and in effect, the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, the Foreign Exchange Management Act, 1999, along with the rules made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended, and other provisions of applicable law, and subject to other approvals, permissions and sanctions, the Securities and Exchange Board of India, the stock exchanges where the equity shares of the Company are listed (the **“Stock Exchanges”**), the Reserve Bank of India, the Government of India, the relevant Registrar of Companies and any other concerned statutory or regulatory authority, if and to the extent necessary, and such other approvals, permissions, and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting such approvals, permissions, or sanctions, the consent of the members be and is hereby accorded to the board of directors of the Company (**“Board”**, which term shall be deemed to include any committee which the Board may have constituted or may hereafter constitute exercising the powers conferred on the Board by this resolution) to offer, issue, and allot equity shares, preference shares or other equity linked securities (the **“Securities”**) for cash up to an aggregate amount not exceeding ₹ 300 Crore (Rupees Three Hundred Crore only) (the **“Issue”**), proposed to be utilised for such purpose(s) as may be permissible under applicable law and approved by the Board, by way of a further public offer or qualified institutions placement (**“QIP”**) or through any other permissible mode or through a combination thereof; in one or more tranches, at such price (whether at the prevailing market price or at a discount or premium thereto considering the prevailing market conditions and such other considerations that the Board or any of its duly authorized committee may, in its absolute discretion, decide, subject to applicable law) to all eligible investors, including residents and/ or non-residents and on such other terms and conditions as may be determined and deemed appropriate by the Board or a duly constituted committee thereof in its absolute discretion (including with provisions for reservations on firm and/or competitive basis, or such part of the Issue and for such categories of persons as may be permitted) and as may be mentioned in the relevant offer documents to be issued by the Company in respect of the Issue or such other documents, writings, circulars or memoranda as may be issued, and to list the Securities allotted pursuant to the Issue on the Stock Exchanges.”

“RESOLVED FURTHER THAT the maximum aggregate size of the Issue contemplated above i.e. ₹ 300 Crore (Rupees Three Hundred Crore only), shall apply to the aggregate of all issuances of Securities (including a rights issue of equity shares of the Company) undertaken by the Company pursuant to the above resolution, until such time that the above resolution of the Board remains valid.”

“RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- a. the allotment of Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of the resolution of the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- b. any issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations. The Board may, however, in its absolute discretion, issue equity shares at a discount of not more than 5% on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, in accordance with the applicable law;
- c. the allotment to a single qualified institutional buyer in the proposed Issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law; and
- d. the Securities shall not be sold for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT all Securities so offered, issued and allotted by way of the Issue shall be subject to the provisions of the memorandum of association and the articles of association of the Company.”

“RESOLVED FURTHER THAT in the event the Company offers, issues and allots its equity shares of ₹ 10 each (“**Equity Shares**”), the same shall rank *pari passu* in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any Committee duly authorised by the Board or subject to applicable law to any one or more director and/or any one or more officers of the Company to give effect to this resolution.”

“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.”

By Order of the Board

Place: Mumbai
Date: June 1, 2020

Priya Pakhare
Company Secretary
FCS - 7805

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.

Item No. 3 - Re-appointment of Mr. Rajesh Mandawewala (DIN: 00007179) as a Director.

Mr. Rajesh Mandawewala, aged 58 is a Chartered Accountant by profession with over 35 years of rich experience. He was appointed as a Director of the Company with effect from July 6, 2012. Mr. Mandawewala has been a critical pillar of growth for Welspun since its inception. He has co-promoted Welspun Group and contributed significantly in taking the Group to global leadership position in Steel Pipes and Home Textile businesses. A perfectionist by nature, he strongly believes in driving innovation through incessant research and product development, catering to the current and future needs of the customers.

Mr. Mandawewala is a prolific speaker and is associated with leading 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.

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

Directorship: He is also a Director in the following bodies corporate: Welspun India Limited, AYM Syntex Limited, Welspun Corp Limited, Welspun Steel Limited, Angel Power and Steel Private Limited, Welspun Global Brands Limited, Mandawewala Enterprises Limited, Welspun Flooring Limited, Welspun Advanced Materials (India) Limited, Yura Realties Private Limited, Polaire Tradeco Private Limited, RRM Enterprises Private Limited, Rank Marketing LLP, Connective Infrastructure Private Limited, RRM Realty Trader Private Limited and Welspun Holdings Private Limited, Cyprus.

Membership / Chairmanship of Committees:

Membership- (1) Welspun Enterprises Limited: Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility; (2) Welspun Corp Limited: Corporate Social Responsibility and Share Transfer and Investors' Grievance and Stakeholders Relationship Committee (3) Welspun India Limited: Corporate Social Responsibility and Share Transfer and Investors' Grievance and Stakeholders Relationship Committee (5) AYM Syntex Limited: Nomination and Remuneration Committee, Corporate Social Responsibility and Share Transfer and Investors' Grievance and Stakeholders Relationship Committee (6) Welspun Steel Limited: Corporate Social Responsibility and Risk Management Committee.

Chairmanship -Welspun Steel Limited: Nomination and Remuneration Committee.

He is a promoter of the Company holding 120 equity shares of ₹ 10 each in the Company.

During the financial year 2019-20 Mr. Mandawewala attended 2 Board Meetings.

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

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 - Re-appointment of M/s. MGB & Co., LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035), as the Statutory Auditors of the Company

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the first term of the appointment of Current Statutory auditors of the Company, M/s. MGB & Co., LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035) expires at the conclusion of this Annual General Meeting. They were appointed by the members at the 21st Annual General Meeting to hold office for a period of five years until the conclusion of the 26th Annual General Meeting, subject to the ratification by the members at every Annual General Meeting.

The members are now requested to appoint M/s. MGB & Co., LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035) as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from conclusion of this meeting until the conclusion of 31st Annual General Meeting, at a remuneration of ₹ 32,00,000/- (Rupees Thirty Two Lakh 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.

None of the directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

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

Item No. 5 – 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 Cost Auditors of the Company for the financial year ending March 31, 2021 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. 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 is, 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 Ordinary Resolution at Item No. 5 of the accompanying Notice for ratification by the Members.

Item No: 6- Re-Appointment of Mr. Balkrishan Goenka holding (DIN: 00270175) as the Whole Time Director designated as Chairman (Executive) of the Company.

Mr. Balkrishan Goenka aged 53 years is a Commerce Graduate. Mr. Goenka being one of the promoters of the Company is also Chairman of Welspun Group from its inception. He is a prime architect of the Welspun Group. For over 30 years, Mr. Goenka with his strong business acumen and ability to handle business challenges is credited to have successfully steered the Welspun Group in many high-growth sectors. He has a vision to make Welspun one of the most respected groups in the world by creating world-class companies that consistently sets industry benchmarks.

The business is growing and with that responsibilities of the Executive Chairman are growing. Besides, considering the involvement of Mr. Goenka in critical business matters requiring him to continue to shoulder larger responsibilities and devote more time and energy for achieving desired results, it is proposed to re-appoint Mr. Goenka as Chairman of the Company at a remuneration of Rs. 7.5 Crore - (Rupees Seven Crore Fifty Lakh only) per annum on cost to company basis plus the commission @ 2% of annual profit of the Company on consolidated financial statement basis. The remuneration paid to the Chairman for the Financial Year (i.e. 2019-20) was ₹ 7.5 Crore (Rupees Seven Crore Fifty Lakh only) and 2% of annual profit of the Company on consolidated financial statement basis.

Mr. Goenka was appointed as the Chairman (Executive) of the Company for the period of 5 years with effect from May 29, 2015. The Board of Directors of the Company in its Board

Meeting held on June 1, 2020 has approved the appointment of Mr. Goenka as the Chairman (Executive) of the Company for the period of 5 years with effect from June 1, 2020, who shall not be liable to retire by rotation.

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

Directorship: He is also a director in following bodies corporate - Welspun India Limited, Welspun Corp Limited, Welspun Steel Limited, Welspun Wasco Coatings Private Limited, Welspun Logistics Limited, Welspun Global Brands Limited, Adani Welspun Exploration Limited, Welspun Specialty Solutions Limited (Formerly known as RMG Alloy Steel Limited), Welspun Advanced Materials (India) Limited, Welspun One Logistics Parks Private Limited (Formerly known as One Industrial Spaces Private Limited), Rank Marketing LLP, Welspun Multiventures LLP, The Associated Chambers of Commerce and Industry of India, (ASSOCHAM) Welspun Middle East Pipe Coatings Company LLC, Welspun Middle East Pipe Company LLC and Welspun Home Textiles UK Limited.

Membership / Chairmanship of Committees:

Membership- 1) Welspun Corp Limited : Corporate Social Responsibility Committee and Share Transfer & Investor Grievance & Stakeholders Relationship Committee; (2) Welspun Steel Limited: Corporate Social Responsibility Committee

Chairmanship - (1) Welspun India Limited: Share Transfer & Investor Grievance & Stakeholders Relationship Committee.

Mr. Goenka directly holds 84 equity shares of ₹ 10/- each and controlling stake of 50.33% of the equity shares in the Company, through Welspun Group Companies controlled by him.

During the financial year 2019-20 Mr. Goenka attended 7 Board Meetings.

There is no relationship between the directors inter-se. Except Mr. Goenka, being the appointee herein, none of the key managerial personnel or directors of the Company 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. 6 of the accompanying Notice for approval by the members of the Company.

Item No. 7 - Authority to raise funds through Private Placement of Debentures.

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. 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. Non-Convertible Debentures, Commercial Paper of an amount upto ₹ 500 crore (Rupees Five Hundred Crore only), to be issued on Private Placement basis. The issue of Non-Convertible Debentures / Commercial Papers 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 Non-Convertible Debentures / Commercial Papers 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 Non-Convertible Debentures, 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, 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, 9 & 10: Increase in Authorised Share Capital and subsequently alteration of Memorandum of Association and Articles of Association and Authority to raise funds through various modes of issuance of securities.

The Company has grown consistently over the last several years and it anticipates growth opportunities in its operations and continues to evaluate various avenues for growth. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital for the purpose of funding the growth of its business, financing working capital

requirements towards execution of its present and future projects, capital expenditure and general corporate requirements. It is therefore proposed to increase the present Authorised Share Capital of the Company from ₹ 180.05 crore to ₹ 275 crore.

The proposed increase in the Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association and Articles of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The provisions of the Companies Act, 2013 and Rules made thereunder, require the Company to seek the approval of the Members by way of Ordinary Resolution and Special Resolution to alter the Memorandum & Articles of Association of the Company.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 8 and the Special Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

In line of the above, the Board at its meeting held on June 1, 2020 has approved and recommended to the members of the Company, the raising of funds for an aggregate consideration of up to ₹ 300 crore only (Rupees Three Hundred crore only) (inclusive of such premium as may be fixed on such Securities), through further public issue/ rights issue/ qualified institutions placement / preferential issue or any other permissible mode or any combinations thereof as may be decided by the board and permitted under applicable laws through the issue of prospectus and/ or placement document and/ or other permissible offer documents to any eligible person, including qualified institutional buyers in accordance with the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they are holders of the Securities or not (collectively called the “**Investors**”), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion and wherever necessary in consultation with the lead managers including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities.

In order to enable the company to access the capital market through any of the above permissible modes and as it may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the members is being sought, for passing the special resolution as set out in the said Item no. 10 of the Notice, pursuant to applicable provisions, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The proposed resolution is an enabling resolution and the mode of the issue of Securities, exact price, time and proportion of the proposed issue in one or more tranches along with the detailed terms and conditions of the issue will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of proposed issue.

The special resolution also seeks to empower the Board to issue Securities by way of qualified institutions placement (“QIP”) to qualified institutional buyers (“QIBs”) in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”). The price at which Securities shall be allotted to QIBs shall not be less than the price determined in accordance with the pricing formula in terms of the SEBI ICDR Regulations (“QIP Floor Price”) and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable, and the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price. The Board may, at its absolute discretion, decide the pricing for the equity shares to be issued upon exercise of the warrants in the QIP, subject to the SEBI ICDR Regulations.

The “Relevant Date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the QIP of Equity Shares and in the event the QIP entails an issuance of Securities other than Equity Shares, the “Relevant Date” for the purpose of pricing shall be either the date of the meeting in which the Board decides to open the QIP or the date on which holder of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board.

The proceeds of the proposed issue shall be utilized for the aforesaid purpose to the extent permitted by law. The Equity Shares allotted or arising out of conversion of any Securities

would be listed. The issue, allotment and conversion would be subject to the availability of regulatory approvals, if any.

As the above proposal is in the interest of the Company, the Board recommends resolution at Item No. 10 for approval of the Members of the Company as a Special Resolution.

None of the directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8, 9 & 10 of the Notice.

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 08, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical attendance of the Members at the AGM venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Company has decided to convene its 26th AGM through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship, Share Transfer and Investor Grievance Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. As the Annual General Meeting of the Company is held through VC/OAVM, members are requested to seek information relating to the business specified in this Notice of AGM on or before June 26, 2020 by writing an email to WEL_AGM2020@welspun.com mentioning their name, folio number/ demat account number, email id and mobile number.
6. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s).
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated 05th May, 2020, the Notice calling the AGM will be placed 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 and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice will also be available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. All the correspondence pertaining to shareholding, transfer of shares, transmission, etc. should be lodged at the Company's Share Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Enterprises Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Tel. No. 022 4918 6270, Fax No. 022 4918 6060, email- rnt.helpdesk@linkintime.co.in.
9. 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, June 13, 2020 to Monday, June 15, 2020 (both days inclusive) for the purpose of determination of shareholders entitled to dividend for the year ended March 31, 2020.
11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Shareholders at the prescribed rates. For the

prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Shareholders are requested to update their PAN with the Company/ Registrar and Transfer Agent (in case of shares held in physical mode) and their respective Depository Participants (in case of shares held in dematerialized form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the relevant tax exemption form in the link provided at <https://linkintime.co.in/formsreg/submission-of-forms-15g-15h.html> by June 22, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Resident shareholders who are eligible for deduction of TDS at a concessional or Nil rate as per Section 197 of the Income-tax Act, 1961, can submit the certificate/letter issued by the Assessing Officer, to avail the benefit of lower rate of deduction or non-deduction of tax at source by uploading the relevant tax exemption form in the link provided at <https://linkintime.co.in/formsreg/submission-of-forms-15g-15h.html> by June 22, 2020. Non-resident Shareholders are requested to update the following details in records of Registrar and Share Transfer Agent in order to enable remittance of dividend in foreign currency (a) PAN (if allotted by Indian Income-tax Department), (b) Address must contain following (details marked as * are compulsory for 15CA) - Flat/ Door/ Block No, Name of premises/ building/ village*, Road Street/ Post office, Area/ Locality*, Town/ City/ District*, State*, Country*, ZIP Code* (c) Details for remittance - Country of Remittance (if no details provided then we will select Country as given in Address) and Currency of remittance*

12. In terms of the provisions of Section 124(5) of the Act, dividend which remains unpaid/ unclaimed for a period of seven years from the date of declaration will 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. Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. “Investor Education and Protection Fund Authority Ministry of Corporate Affairs”, which is operated by the IEPF Authority pursuant to the IEPF Rules.

Shareholders, who have so far not encashed their dividend relating to the financial year 2016-17, 2017-18 and 2018-19 are requested to do so by writing/ contacting the Company’s Registrars and Transfer Agent or the Company Secretary at the Corporate Office address

In compliance with the IEPF Rules, the Company has already transferred equity shares for which dividend remain unpaid/unclaimed for a period of seven years from the date of declaration to the IEPF Authority Ministry of Corporate Affairs, after providing necessary intimations to the relevant shareholders. Details of unpaid/unclaimed dividend and such equity shares are uploaded on the website of the Company www.welspunenterprises.com.

13. **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 rnt.helpdesk@linkintime.co.in.**
14. 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.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at companysecretary_wel@welspun.com.
16. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The remote e-voting period commences on Saturday, June 27, 2020 (9:00 am) and ends Monday, June 29, 2020 (5:00 pm). During this period, 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 i.e. Tuesday, June 23, 2020, 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.

III. 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (i) 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.
 - (ii) How to retrieve your 'initial password'?
 - (iii) 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'.
 - (iv) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered'
 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

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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 mihenthalani@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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.
3. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

IV. 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.

V. 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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.

VI. 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).

VII. 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 Tuesday, June 23, 2020

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, June 23, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the 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.

- IX. Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 three 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.
- XI. 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

Place: Mumbai
Date: June 1, 2020

Priya Pakhare
Company Secretary
FCS - 7805



WELSPUN ENTERPRISES 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

E-mail Registration-Cum-Consent Form

To,
The Company Secretary,
Welspun Enterprises 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.

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: _____

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 re-patriable 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 Registrars & 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 Registrars & Transfer Agents of the Company who will return one copy thereof to the members.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.