

WEL/SEC/2023

January 25, 2023

To,

The General Manager, The Corporation Relation Department BSE Limited Phiroze Jeejeebhoy Towers, 14 th Floor, Dalal Street, Mumbai 400 001 Scrip Code: 532553	The National Stock Exchange of India Limited Listing Department Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Scrip Code: WELENT
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Subject: Shareholder Resolution for Buyback of Equity Shares

Dear Sir/Ma'am,

The members of the Company have approved the Buyback by passing a special resolution through extra-ordinary general meeting. Kindly refer to our letter no. WEL/SEC/2023 dated January 24, 2023 intimating the results of the extra-ordinary general meeting.

Please find enclosed copy of the special resolution passed by the members pursuant to Regulation 5(v) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

This is for your information and records.

Thanking you.

Yours faithfully,

For **Welspun Enterprises Limited**

Nidhi Tanna
Company Secretary and Compliance Officer

Encl.: As above

Welspun Enterprises Limited

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E-mail : companysecretary_wel@welspun.com Website : www.welspunenterprises.com

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Corporate Identity Number: L45201GJ1994PLC023920

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA – ORDINARY GENERAL MEETING OF THE MEMBERS OF WELSPUN ENTERPRISES LIMITED HELD ON JANUARY 24, 2023 HELD THROUGH VIDEO CONFERENCING.

“RESOLVED THAT pursuant to Article 4A of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 100 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the **“Act”**), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the **“Share Capital Rules”**) to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) (the **“Buyback Regulations”**), and subject to such approvals, permissions and sanctions as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which shall include any Committee constituted/ to be constituted by the Board of Directors of the Company to exercise powers conferred by this resolution, including the Buyback Committee), consent of the members of the Company be and is hereby accorded to the Board for buyback of upto 1,17,50,000 (One Crore Seventeen Lakh and Fifty Thousand Only) fully paid up equity shares representing 7.84% of the total equity shares in the total paid up equity share capital of the Company as on March 31, 2022 of the face value of Rs. 10/- (Rupees Ten Only) each (hereinafter referred to as the **“Equity Shares”** or **“Shares”**) at the price of Rs. 200/- (Rupees Two Hundred Only) per equity share payable in cash (**“Buyback Price”**) for an aggregate amount not exceeding Rs. 235 Crore (Rupees Two Hundred and Thirty Five Crore Only) excluding any expenses incurred or to be incurred for the buy back such as fee payable to the Securities and Exchange Board of India (**“SEBI”**), advisors’ fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses (**“Buyback Size”**), representing 14.22% and 15.74% which is not exceeding 25% of the aggregate of the paid-up share capital and free reserves (including Securities Premium Account) of the Company based on both audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, respectively, out of the Free Reserves and/or the Securities Premium Account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the members of the Company, as on record date to be determined by the Board (hereinafter referred to as the **“the Record Date”**), on a proportionate basis through **“Tender Offer”** route through Stock Exchange mechanism as prescribed under the Buyback Regulations (the **“Buyback”**).”

“RESOLVED FURTHER THAT the Buyback shall be implemented using the **“Mechanism for acquisition of shares through Stock Exchange”** notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/ DCR2/ CIR/ P/ 2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615

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dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”).”

“RESOLVED FURTHER THAT the Company may buyback Shares from the existing members of the Company as on the Record Date, on a proportionate basis, provided that 15% of the number of Shares under the Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the Buyback Regulations.”

“RESOLVED FURTHER THAT the Buy-back shall be made by the Company from the free reserves and securities premium of the Company and on such terms and conditions as the Board may decide from time to time in the absolute discretion of the Board as it may deem fit.”

“RESOLVED FURTHER THAT Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buy-back.”

“RESOLVED FURTHER THAT the Company shall not buy-back the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.”

“RESOLVED FURTHER THAT the Buyback of Shares from the non-resident members of the Company, including Overseas Corporate Bodies, Foreign Institutional Investors, members of foreign nationality, etc., shall be subject to such approvals, if and to the extent necessary or required, including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any and that such approvals shall be required to be taken by such shareholders themselves.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Key Managerial Personnel / Officer(s) / Authorised Representative(s) / Committee of the Company (including the Buyback Committee) in order to give effect to the aforesaid resolution, including but not limited to:

- finalizing/modifying the terms of the Buyback, as may be permissible under the law, with regard to the fixation of the Record Date, entitlement ratio, the time frame for completion of the Buyback, etc.;
- the appointment of merchant bankers /registrars / broker(s), solicitor(s), depository participant(s), escrow agent(s), advertising agency(ies) and other advisor(s)/consultant(s) / intermediary(ies) / agency(ies), as may be required, for the implementation of the Buyback and decide and settle the remuneration for such persons/ advisors/ consultants/ intermediaries/agencies including by the payment of commission, brokerage, fee, charges etc;

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- To decide the 'designated stock exchange' for the Buyback
- To open, operate and close special trading window account with the designated stock exchange and to decide the authorized signatories for special trading window account
- To authorize bankers to act upon the instructions of the Merchant Banker as required under the Buyback Regulations;
- to make all necessary applications to the appropriate authorities for seeking their approvals including but not limited to approvals, as may be required, from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
- to initiate all necessary actions for preparation, signing, issuing and filing of the Public Announcement, the Draft Letter of Offer, Letter of Offer and all other documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities, as may be required;
- to obtain all necessary certificates and reports from the Statutory Auditors and other third parties as may be required under applicable laws;
- To verify offer/acceptances received, to finalize basis of acceptance, to pay to the members consideration for shares bought back pursuant to the Buyback;
- To adopt text of and to make Public Announcement, Draft Letter of Offer, Letter of Offer and all offer documents with respect to the Buy-back, whether before or after the Buyback and any revision thereto;
- to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such accounts including bank accounts and escrow accounts;
- opening, operation and closure of necessary bank accounts (including escrow account), issuance of bank guarantee in favour of the merchant bankers, or deposit of acceptable securities with appropriate margin with the merchant bankers, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
- for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buy-back;
- to determine, finalise and pay tax on buyback; and
- to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange

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Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, depositories or other authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.”

“RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of the Company or the Board or the Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

**CERTIFIED TRUE COPY
FOR WELSPUN ENTERPRISES LIMITED**

**NIDHI TANNA
COMPANY SECRETARY
ACS – 30465**

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Members are informed that the Board of Directors of the Company (the “**Board**”) has, at its meeting held on December 30, 2022, approved the proposal to undertake buyback of its equity shares, the details of which are as contained in the resolution stated at Item No. 1 of the Notice.

As per the applicable provisions of the Companies Act, 2013 (as amended) (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the “**Share Capital Rules**”) and the SEBI (Buy Back of Securities) Regulations, 2018 (as amended) (the “**Buyback Regulations**”), this Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the proposed Special Resolution for the Buyback by the Company of its equity shares as under:

a) Necessity for the Buyback

- i. The Buyback will help the Company to return surplus cash to its members, holding equity shares and tendering under the Buyback, broadly in proportion to their shareholding, thereby enhancing the overall return to the members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value;
- iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without any additional investment.
- v. Optimizes the capital structure and enhance investor confidence.

b) Method to be adopted for the Buyback:

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the “Tender Offer” route, as prescribed under the

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Buyback Regulations. The Buyback will be implemented in accordance with the Act and the Share Capital Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the Buyback Regulations, the Company will announce a record date (the "Record Date") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback. In due course, a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback will be dispatched to each shareholder as on the Record Date.

The equity shares to be bought back as a part of the buyback shall be divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other shareholders

As defined in Regulation 2(i)(n) of the Buyback Regulations, a 'small shareholder' means a shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such security, as on record date is not more than Rs. 2,00,000/- (Rupees Two Lakh Only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (Fifteen Percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender his shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

In accordance with Regulation 9(ix) of the Buy-back Regulations, to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders

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and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical.

Shareholders' participation in Buyback will be voluntary. The maximum tender under the Buyback by any shareholder shall not exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force ("SEBI Circulars").

Detailed instructions for participation in the Buyback as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

The Buyback from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

c) Maximum amount required under the Buyback, its percentage of the total paid up share capital and free reserves (including Securities Premium Account) and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will not exceed Rs. 235 Crore (Rupees Two Hundred and Thirty Five Crore Only) excluding any expenses incurred or to be incurred for the buy back such as fee payable to the Securities and Exchange Board of India ("SEBI"), advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses etc., representing 14.22% and 15.74% of the aggregate of the Standalone and Consolidated paid-up Share Capital and Free Reserves (including Securities Premium Account) as per the audited standalone and consolidated financial statements, respectively, for the year ended March 31, 2022, being within the 25% limit of paid-up Share Capital and Free Reserves (including Securities Premium Account) as per the provisions of the Act.

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The Buyback would be financed out of Free Reserves and/or the Securities Premium Account of the Company. The Company shall transfer from its Free Reserves and / or Securities Premium Account a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company shall transfer from its free reserves and securities premium, a sum equal to the nominal value of the Equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buy-back.

d) Maximum Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price of Rs. 200/- (Rupees Two Hundred Only) per equity share (the "Buyback Price").

The Buyback Price has been arrived at after considering various factors such as the accumulated free reserves (including Securities Premium Account) as well as the cash liquidity reflected in audited standalone and consolidated financial statements of the Company for the financial year March 31, 2022, the subsequent business developments, the prevailing market price of the equity shares of the Company before the announcement of Board Meeting for consideration of Buyback, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

The Buyback Price of Rs. 200/- (Rupees Two Hundred Only) per equity share represents a premium of 24.22% and 24.15% over the closing price of the Equity Shares on the BSE Limited ("BSE") and on the National Stock Exchange of India Limited ("NSE") (collectively referred to as the "Stock Exchanges"), respectively, as on December 27, 2022, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered.

e) Number of shares that the Company proposes to buyback and the time limit for completing the Buyback

The Company proposes to buyback up to 1,17,50,000 (One Crore Seventeen Lakh Fifty Thousand) equity shares of the face value of Rs. 10/- each of the Company.

The Buyback is proposed to be completed within one year from the date of passing of the Special Resolution approving the proposed Buyback.

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f) **Particulars of the previous Buyback:** The Board of Directors of the Company had on December 22, 2016 approved buyback of 4,35,10,133 equity shares of face value of Rs. 10 each through tender offer route at the price of Rs. 62 per equity share, payable in cash, for an aggregate maximum amount of Rs. 269,76,28,246 (buyback size). The shareholders approved the buyback by way of special resolution through Postal Ballot results of which were announced on February 01, 2017. The tendering period for buyback offer opened on March 03, 2017 and closed on March 17, 2017. The Total shares bought back were 2,69,87,479 equity shares. The total amount utilized for buyback was Rs. 1,67,32,23,698 excluding transaction cost viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc. The buyback was completed on March 30, 2017. The public announcement of completion of buyback was made on March 24, 2017.

g) **Compliance with Section 68(2)(c) of the Act**

The Buyback is in compliance with the provisions of Section 68(2)(c) of the Act. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate fully paid-up equity share capital and free reserves (including securities premium) of the Company as per latest audited standalone and consolidated financial statements for the financial year of the Company as on March 31, 2022. The maximum amount proposed to be utilized for the Buy-back, is within the limit of 25% of the Company's fully paid up share capital and free reserves (including securities premium) as per the audited standalone and consolidated financial statements of the Company as on March 31, 2022 (the last audited financial statements available as on the date of Board Meeting recommending the proposal for the Buyback). The amount of equity share capital and free reserves (including Securities Premium) based on the audited financial statements of the Company as on March 31, 2022 is as under:

(Amount in Lakh)

Particulars	Standalone	Consolidated
	Amount	Amount
(A) Paid up equity share capital	14,978	14,978
(B) Free Reserves:		
Retained Earnings	54,897	38,930
Securities Premium	95,049	95,049
General Reserve	321	321
Total Paid up Capital and Free Reserves (A) + (B)	165,245	149,278
Permissible capital payment (25% of the paid up capital and free reserves)	41,311	37,320
Buyback Size proposed by Board of Directors (within the permissible capital payment)	Rs. 235 Crore	

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h) The aggregate shareholding of the Promoters and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:

- Shareholding of the promoters and promoter group of the Company:

Sr. No.	Name of Shareholder	No. of Equity Shares held	Percentage of issued Equity Share Capital (on fully diluted basis)
A.	Promoter and promoter group who are in control of the Company (Welspun promoter group):		
1.	Mr. Balkrishan Goenka	84	0.00
2.	Mr. Rajesh Mandawewala	120	0.00
3.	Ms. Sitadevi Mandawewala	600	0.00
4.	Aryabhat Vyapar Private Limited	32,90,063	2.19
5.	Balkrishan Goenka Trustee of Welspun Group Master Trust	7,27,09,526	48.48
6.	Welspun Investments And Commercials Limited	46,25,210	3.08
	Total	80,625,603	53.76
B.	Directors of Promoter Group		
1.	Mr. Devendra Patil (Directors of Aryabhat Vyapar Private Limited)	1	0.00
2.	Mr. Lal Hotwani (Directors of Aryabhat Vyapar Private Limited)	5,000	0.00
3.	Mr. Lal Hotwani (Directors of Welspun Investments And Commercials Limited)	5,000	0.00
4.	Mr. Atul Desai (Directors of Welspun Investments And Commercials Limited)	120	0.00
5.	Ms. Mala Todarwal (Directors of Welspun Investments And Commercials Limited)	800	0.00

- Shareholding of the Directors of the companies forming part of promoter group:

Apart from as mentioned above, none of the other Directors of the promoters hold any equity share in the Company.

- Shareholding of the Directors or Key Managerial Personnel of the Company:

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Apart from the following, none of the other Directors or Key Managerial Personnel of the Company holds any equity share in the Company:

Sl. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of issued Equity Share Capital
1.	*Mr. Sandeep Garg	Managing Director	28,00,000	1.87

* Equity shares allotted pursuant to the Company's Managing Director ESOP Plan

i) *Aggregate number of equity shares purchased or sold by persons including persons mentioned in (h) above from a period of six months preceding the date of the Board Meeting at which the buyback was approved) till the date of this notice :*

Except as given below no other equity shares of the Company were either purchased or sold by any of the persons mentioned in clause (h) above during the period of six months preceding December 30, 2022, being the date of the board meeting at which the Buyback was approved and the date of this Notice.

Name of Acquirer	Date of acquisition	No. of equity shares	Cost of acquisition	Minimum price	Maximum price
Welspun Investments and Commercials Limited	28-06-2022	1,14,408	1,09,90,630	93.0541	98.1000
	29-06-2022	3,02,997	3,03,22,798	98.0480	101.1100
	30-06-2022	82,595	81,24,184	96.1000	98.9349
Total		5,00,000			

j) *Intention of the Promoters and Persons in control of the Company to tender the shares for buyback indicating the number of shares, details of acquisition with dates and price:*

The promoters intend to tender upto a maximum 53,50,000 equity shares out of 8,06,25,603 (53.76%) equity shares held by them as on date of this notice.

Details of acquisition:

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Type of allotment	Date of allotment	Price
Preferential allotment	April 27, 2010	Rs. 123/- per share

k) Confirmations from the Company as per the provisions of Buyback Regulations and the Act:

- The Company shall not issue any equity shares or other securities (including by way of bonus) till the expiry of Buyback period.
- The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.
- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made.
- The Company shall not buy back locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013 interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback.
- There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- The Company, as per the provisions of Section 68(8) of the Companies Act, will not issue same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of Section 62 or other specified securities within a period of 6 months after the completion of the Buy-back except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- The Company shall not buy-back its Equity Shares so as to delist its Equity Shares from the stock exchanges;

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- The Company shall not buy-back out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
- That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buy-back.
- The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back;
- The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback, if any, unless permitted under the SEBI Regulations.
- The Company shall transfer from its free reserves and securities premium a sum equal to the nominal value of the Equity shares purchased through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- All the Equity Shares of the Company are fully paid-up;

l) Confirmations from the Board of Directors:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

i) immediately following the date of the Board Meeting and the date on which the results of the EOGM will be declared, there will be no grounds on which the Company could be found unable to pay its debts;

ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as for the year immediately following the date on which the results of the EOGM will be declared approving the Buyback and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which

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will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date of the Board Meeting and the date on which the results of the Postal Ballot will be declared; and

iii) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 (to the extent notified), as the case may be, including prospective and contingent liabilities.

m) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment:

To,
The Board of Directors,
Welspun Enterprises Limited
Welspun House, Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013, Maharashtra

Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by Welspun Enterprises Limited ("the Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated 28 December 2022.
2. The Board of Directors of the Company have approved a proposal for buyback of 1,17,50,000 equity shares of Rs. 10 at a price of Rs. 200 per equity share of the Company at its Meeting held on 30 December 2022, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Buyback Regulations. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment (including premium) as at March 31, 2022" ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initialed for the purposes of identification only.

Management's Responsibility.

3. The preparation of the Statement in compliance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations and in compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an

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appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility:

4. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that:
 - i. We have inquired into the state of affairs of the Company in relation to the annual audited standalone and consolidated financial statements as at 31 March 2022 which was adopted by the Members of the Company at the Annual General Meeting held on 29 August 2022;
 - ii. The amount of permissible capital payment as stated in Annexure A, has been determined considering the annual audited standalone and consolidated financial statements as at 31 March 2022 in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and
 - iii. The Board of Directors of the Company, in their Meeting held on 30 December 2022 has formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date with regard to the proposed buyback are declared.
5. The annual standalone and consolidated financial statements referred to in paragraph 4 above, have been audited by us, on which we have issued an unmodified audit opinion in our reports dated 12 May 2022. We conducted our audit of the annual standalone and consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid buyback.

Opinion

8. Based on inquiries conducted and our examination as above, we report that:

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- i. We have inquired into the state of affairs of the Company in relation to its annual audited standalone and consolidated financial statements as at and for the year ended 31 March 2022, which have been approved by the Board of Directors at board meeting and Members of the Company at the Annual General Meeting held on 12 May 2022 and on 29 August 2022 respectively. The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and the proviso to Regulation 5(i)(b) of the Buyback Regulations.
- ii. The Board of Directors of the Company, in their meeting held on 30 December 2022 has formed opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board Resolution dated 30 December 2022.

Restriction on use

9. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buyback to be sent to the shareholders of the Company or to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges and any other regulatory authority as per applicable law in India and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) can be shared with the merchant banker(s) involved in connection with the proposed buyback of equity shares of the Company for onward submission to SEBI, stock exchanges and / or any other regulatory authority as required under the law in India, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169W/W-100035

Sd/-

Sanjay Kothari

Partner

Membership Number 048215

Mumbai, 30 December 2022

Welspun Enterprises Limited

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UDIN: 22048215BGLOFT1622

Annexure A - Statement of Permissible Capital Payment (including premium) as at 31 March 2022

Computation of amount of permissible capital payment towards buyback of equity shares in compliance with Section 68(2)(c) of the Act and provisions under the Buyback Regulations, based on annual audited standalone and consolidated financial statements as at and for the year ended 31 March 2022

Particulars		Standalone	Consolidated
Paid up equity share capital as at 31 March 2022	(A)	14,978	14,978
Free Reserves as at 31 March 2022 :			
- Retained Earnings		54,897	38,930
- Securities Premium		95,049	95,049
- General Reserve		321	321
Total Free Reserves	(B)	150,267	134,300
Total Paid Up Equity Share Capital and Free Reserves	C = A + B	165,245	149,278
Maximum amount permissible for buy back under Section 68 of the Companies Act 2013 and Regulation 4(i) of the Buyback Regulations ie. 25% of the aggregate of the total paid up capital and free reserves.	C *25%	41,311	37,320
Maximum amount permissible for buy back under the proviso to Regulation 5(i)(b) of the Buyback Regulations ie. 10% of the aggregate of the total paid up capital and free reserves.	C *10%	16,525	14,928
Amount proposed by Board Resolution dated 30 December 2022 approving the buy back			23,500

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Note:

(i) The amounts of paid up equity capital and free reserves as at 31 March 2022 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2022.

(ii) Amalgamation Reserve, Capital Reserve, Employee Stock Option Reserve and Reserve on Fair Value through Other Comprehensive Income have not been considered for the purpose of above computation.

For and on behalf of the Board of Welspun Enterprises Limited

Sd/-

Sandeep Garg

(Managing Director)

DIN : 00036419

Place : Mumbai

Date : 30 December 2022

Sd/-

Sanjay Sultania

(Chief Financial Officer)

Pursuant to the applicable provisions of the Act and the Buyback Regulations, the Board recommends passing of the Special Resolution as set out in Item No. 1 of the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

**CERTIFIED TRUE COPY
FOR WELSPUN ENTERPRISES LIMITED**

**NIDHI TANNA
COMPANY SECRETARY
ACS - 30465**

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