

WELSPUN ENTERPRISES LIMITED

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370110.

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Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg,
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Tel.: + 91 22 6613 6000; **Fax:** + 91 22 2490 8020

Website: www.welspunenterprises.com;

Email: companysecretary_wel@welspun.com

POSTAL BALLOT NOTICE

**Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions if any of the Act, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 ("General Circulars") in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19" issued by the Ministry of Corporate Affairs (the "MCA") and pursuant to such other applicable laws and regulations, the resolutions appended herein below are proposed to be passed by the Members of Welspun Enterprises Limited ("the Company") through Postal Ballot by remote e-voting ("e-voting").

In terms of the General Circulars, the Company is sending this Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members shall only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

Further, pursuant to Regulation 17(1C) of the Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is proposed to be obtained through the process of said Postal Ballot.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

SPECIAL BUSINESS:
Item No. 1

To consider, and if thought fit, to pass the following resolution, as **Ordinary Resolution** for Appointment of Mr. Ajay Hans (holding DIN 00391261) as the Director of the Company.

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder and the Articles of Association of the Company and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Mr. Ajay Hans (holding DIN 00391261), who was appointed as an Additional Director of the Company by the Board of Directors, who holds office subject to approval of the members in terms of the Listing Regulations and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. April 1, 2022, liable to retire by rotation."

"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."

Item No. 2

To consider, and if thought fit, to pass the following resolution, as **Special Resolution** for Appointment of Mr. Ajay Hans (holding DIN 00391261) as the Managing Director & Chief Executive Officer.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of 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 such other approvals and based on the recommendation of the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Ajay Hans (holding DIN 00391261) as the Managing Director & Chief Executive Officer of the Company w.e.f. April 1, 2022 and upon the following terms and conditions including remuneration, and vested with substantial powers of management of the affairs of the company, subject to supervision and control of the Board and representing the Company before various regulators, authorities, customers, clients etc. and such other bodies and individuals as the Company may be required to be represented:

- **Tenure** - 5 years with effect from April 1, 2022 to March 31, 2027.
- **Remuneration** -

Component	Amount in Rs.
Fixed	240 lakh p.a.
Variable	80 lakh p.a.
ESOP	Grant of 307,535 Stock Options pursuant to Welspun Enterprises Limited - Employee Stock Option Plan 2022

The remuneration will be subject to annual revision based on evaluation by the Nomination and Remuneration Committee and the Board.

- **Other Benefits** - As per the Company's policy.
- All payments subject to applicable taxes.

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

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which may exercise the powers, conferred by this resolution) be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration including payment of annual increment as they may deem fit in the interest of the Company and within the limits prescribed in the Act or rules thereunder.

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."

Item No. 3

To consider, and if thought fit, to pass the following resolution, as **Special Resolution** for Appointment of Mr. Sudhir Mital (DIN : 08314675) as the Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and based on the recommendation of the Nomination and Remuneration Committee, Mr. Sudhir Mital (DIN : 08314675), who was appointed as an Additional Independent Director of the Company with effect from May 12, 2022 by the Board of Directors pursuant to the provisions of Section 161 of the Act and who holds office subject to approval of the members in terms of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Act, proposing his candidature for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director, not liable to retire by rotation, to hold the office for a term of four years commencing from May 12, 2022 till May 11, 2026..

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."

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

Item Nos. 1 & 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 02, 2022, appointed Mr. Ajay Hans (holding DIN - 00391261) as the Managing Director & Chief Executive Officer of the Company for a period of 5 years with effect from April 1, 2022 to March 31, 2027 on the terms and conditions as mentioned in the resolution at Item Nos. 1 & 2, subject to necessary approval from the members of the Company. The Company has received notice under Section 160 of the Act proposing the name of Mr. Ajay Hans as a candidate for the office of Director of the Company.

Mr. Ajay Hans has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Ajay Hans.

Mr. Ajay Hans, 51 years of age is a Graduate in Engineering, Master of Business Finance and MBA (Marketing). He has diverse industry and cross functional experience of 3 decades in Engineering, Procurement and Construction (“EPC”) Projects on various National and International projects for diversified sectors of Industrial and Infrastructure projects like highways, refinery, oil and gas cross country pipelines, petrochemical, fertilizer, cement, power, steel, water treatment plants and water supply schemes, Real Estate including Integrated Township, etc.

He also has expertise over a decade in managing P&L and overall operations of EPC and Turnkey Construction companies. His last association was with Reliance Infrastructure Limited as Chief Operating Officer and Reliance Realty Limited as Chief Executive Officer. Subsequently, he was involved in resolution of NCLT Assets related to EPC Companies in Infrastructure and Industrial Sectors. He had earlier worked as Top/Sr. Management with Petron Group, KSS Group, Hirco, Dodsai, Enron, Sumitomo Corporation, DLF Group, etc.

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

1	Directorship	<p>(1) Welspun Natural Resources Private Limited, (2) Welspun Projects (Himmatnagar Bypass) Private Limited, (3) Welspun Build-Tech Private Limited, (4) Welspun Project (Kim Mandvi Corridor) Private Limited, (5) Welspun Road Infra Private Limited, (6) ARSS Bus Terminal Private Limited and (7) Walker And Pace Projects Private Limited.</p> <p>He has not resigned from any of the listed entities in the past three years</p>
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2	Membership/ Chairmanship Committees	of	Membership - I} Welspun Enterprises Limited - 1. Risk Management and Project Monitoring Committee 2. ESG & Corporate Social Responsibility Committee 3. Project Review Committee 4. Finance and Administration Committee II} Welspun Road Infra Private Limited - 1. Corporate Social Responsibility Committee
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Mr. Ajay Hans does not hold any equity shares in Company. He has been granted 307,535 Stock Options pursuant to Welspun Enterprises Limited - Employee Stock Option Plan 2022. Mr. Ajay Hans has no relationship per se with other Directors, Manager and other Key Managerial Personnel of the Company.

Considering the extensive knowledge and experience as well as educational background, appointment of Mr. Ajay Hans as Managing Director & Chief Executive Officer is in the interest of the Company and hence your Directors recommend Resolution at Item No. 1 as Ordinary Resolution & Item No. 2 for your approval as Special Resolution.

Save and except Mr. Ajay Hans, and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 1 & 2 of the Notice.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 12, 2022, approved the appointment of Mr. Sudhir Mital (DIN : 08314675) as an Additional Independent Director of the Company, not liable to retire by rotation, for a term of four years with effect from May 12, 2022 subject to approval of the members under applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sudhir Mital has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. Mr. Sudhir Mital is independent of Management and possess appropriate skills, experience and knowledge. The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Sunil Mital. The Company has received notice under Section 160 of the Act proposing the name of Mr. Sudhir Mital as a candidate for the office of Director of the Company.

Mr Sudhir Mital, 68 years of age, graduated from Allahabad University with a Masters degree in Indian History. He has an additional Masters in Rural Development from University of

Birmingham, UK. He is a former member of the Indian Administrative Service belonging to the Punjab cadre. He has had an illustrious career of over forty years in public service, spanning across sectors from food safety and agriculture to developmental financing of Small and Medium Enterprises to corporate governance and market regulator, both in the State of Punjab as well at the Centre.

He has held several key positions in the Centre, such as Secretary to Government of India in the Department of Fertilizers as well as Joint Secretary, Ministry of Environment and Forests where he dealt with Bilateral, Regional and Multilateral Cooperation and was Chief Negotiator on “Sustainable Development” in International Forums. He was also the Government’s Special Emissary to the Delhi Commonwealth Games 2010.

His last assignment with the Government was as Member of the Competition Commission of India (CCI) and then its Acting Chairman, an office which he demitted in November, 2018. He was Special Secretary, Ministry of Corporate Affairs as a key functionary engaged in the evolution of Companies Bill, 2013.

Mr. Sudhir Mital brings with him rich professional experience in Strategic Management and Planning, Public Policy, Corporate Governance and Sustainable Development and hence, his appointment would be in the interest of the Company.

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

1	Directorship	(1) Hindalco Industries Limited and (2) Jaiprakash Power Ventures Limited
2	Membership / Chairmanship of Committees	Membership Jaiprakash Power Ventures Limited - Corporate Social Responsibility Committee

Mr. Sudhir Mital does not hold any equity shares in Company. He has no relationship per se with other Directors, Manager and other Key Managerial Personnel of the company.

Your Directors recommend Resolution at Item No. 3 for your approval as a Special Resolution.

Save and except Mr. Sudhir Mital, and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to / published/ displayed for all the Members, whose names appear in the Register of Members as received from Depositories i.e. National

Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, May 20, 2022** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020, No. 39/ 2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs.

3. The Board of Directors of the Company has appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Company Secretaries and in his absence Mr. Milin Ramani of M/s. Mihen Halani & Associates as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the votes casted by the members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company or the Company Secretary.
4. The resolutions will be taken as passed effectively on the last date specified for remote e-voting, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolution. The result of the Postal Ballot will be declared on Wednesday, June 29, 2022 by or before 5:00 p.m. at the Corporate Office of the Company by the Chairman and in his absence by any Director of the Company or by the Company Secretary. After declaration, the result of the Postal Ballot will be published in the newspaper and will also be posted on the Company’s website www.welspunenterprises.com, besides communicating the same to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
5. Resolutions passed by the members through postal ballot is deemed to have been passed as if it was passed at a General Meeting of the members.
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such e-voting instead of dispatching Postal Ballot Form. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on **Monday, May 30, 2022** from 9:00 AM (IST) and shall end on **Tuesday, June 28, 2022** at 05:00 PM (IST). E-voting shall not be allowed beyond the said date and time.
7. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
8. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the

Company's RTA at rnt.helpdesk@linkintime.co.in; bonds.helpdesk@linkintime.co.in. Members may provide their details in the sheet annexed to this Notice.

9. 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: +91 22 49186000, Fax: +91 22 49186060,
Email- rnt.helpdesk@linkintime.co.in; bonds.helpdesk@linkintime.co.in.
10. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
11. SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 has notified common and simplified norms for processing investor's service request by the Registrars and Transfer Agents (RTAs) and norms for furnishing Permanent Account Number ("PAN"), Know Your Client ("KYC") details (Postal address with PIN, mobile number, email address, bank details, signature) and Nomination details in Form SH-13 at the earliest. All holders of physical securities of the Company are requested to ensure the above details are updated with Link Intime India Private Limited - Registrar & Transfer Agent before April 1, 2023, since folios for which the above details are not available thereafter shall be frozen.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
13. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

14. The e-voting period commences on **Monday, May 30, 2022** from 9:00 AM (IST) and shall end on **Tuesday, June 28, 2022** at 05:00 PM (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Friday, May 20, 2022** may cast their votes electronically. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.

15. Voting through electronic means:

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in.
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 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to evoting@nsdl.co.in or suresh_kadam@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 evoting@nsdl.co.in or suresh_kadam@welspun.com.
 3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
16. In order to ensure better and timely communication between the Company and the shareholders and to ensure the receipt of dividend and/or any other consideration timely, fast and easily and more importantly, to avoid fraudulent encashment of warrants, the shareholders are requested to update their details by using the following procedure mentioned in the table below:

Updation	Procedure	Documents
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Email Id and PAN	Physical Holding: You can directly upload details on the website of Link Intime India Private Limited - Registrar & Transfer Agent https://linkintime.co.in/EmailReg/Email_Register.html or send an email to rnt.helpdesk@linkintime.co.in . Alternatively, send an email to Company's email id companysecretary_wel@welspun.com	A signed request letter mentioning your folio no. and the email id / PAN (self-attested copy) that is to be registered
	Demat Holding: Update the email id / PAN through your Depository Participant	
	Additional Documents Required : In case of Non-resident Shareholders: Declaration of No Permanent Establishment, Tax Residency Certificate and Form 10F In case of Mutual Fund registered with SEBI : Exemption Certificate u/s 10 (23D) issued by Income Tax Authority.	
Bank Mandate	Physical Holding: You can directly upload details on the website of Link Intime India Private Limited - Registrar & Transfer Agent. https://linkintime.co.in/EmailReg/Email_Register.html or send an email to rnt.helpdesk@linkintime.co.in . Alternatively, send an email to Company's email id companysecretary_wel@welspun.com	A signed request letter mentioning your folio no., cancelled cheque and self-attested PAN copy
	Demat Holding: Update the Bank mandate through your Depository Participant	
To ensure continuous compliance with the requirements of applicable law, we request you to please provide us with your alternative postal address in India, wherever applicable. This address can be utilized by the Company for the purposes of mailing certain documents/information that may be required in terms of applicable law, including without limitation, the Companies Act, 2013.		
Postal Address in India, wherever applicable	Physical Holding: You can send an email to Link Intime India Private Limited - Registrar & Transfer Agent at email id rnt.helpdesk@linkintime.co.in . Alternatively, send an email to Company's email id companysecretary_wel@welspun.com	A signed request letter mentioning your postal address in India
	Demat Holding: Update the postal address in India through your Depository Participant	
Dematerialization of shares:		
In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, the requests for transfer of securities held in physical form, except transmission or transposition of securities, cannot be processed after March 31, 2019. In view of this and to avail various benefits of dematerialization, shareholders are advised to dematerialize the shares held by them in physical form at the earliest.		

Place: Mumbai
 Date: May 12, 2022

By Order of the Board
 For Welspun Enterprises Limited

Sd/-
 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.: + 91 2836 662222; **Fax:** + 91 2836 279010

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

Tel.: + 91 22 6613 6000; **Fax:** + 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.