

WELSPUN INDIA LIMITED

Corporate Identification Number (CIN) - L17110GJ1985PLC033271

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110, India.

Board No.: +91 2836 661111, Fax No. + 91 2836 279010,

Email : CompanySecretary_WIL@welspun.com Website: www.welspunindia.com

Notice

NOTICE is hereby given that the 32nd Annual General Meeting of Welspun India Limited will be held on Wednesday, September 20, 2017 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110 at 12.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1) To consider and adopt the audited financial statements, on standalone and consolidated basis, for the financial year ended March 31, 2017 and the reports of the Board of Directors and the Auditors thereon.
- 2) To declare a dividend of Re. 0.65 per Equity Share.
- 3) To appoint a Director in place of Mr. Balkrishan Goenka (DIN 00270175), who retires by rotation, and being eligible, offers himself for re-appointment.
- 4) To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT subject to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with 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 of the Board, S R B C & CO LLP (having Firm Registration Number 324982E/E300003), be and is hereby appointed as the Statutory Auditors of the Company in place of Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration Number - 012754N/N500016), the retiring Statutory Auditors, to hold office, for five consecutive years, from the conclusion of this i.e. 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company, subject to the ratification by the members at every Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company in addition to the

out-of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) read with Schedule IV of the Act and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Pradeep Poddar (DIN 00025199), who was appointed as an additional director (independent) with effect from September 15, 2016 by the Board of Directors of the Company and who holds office as such upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto September 14, 2019 and whose office shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025), appointed as the Cost Auditors of the Company by the Board of Directors on

the recommendation of the Audit Committee of the Board, to conduct the cost audit for the financial year ending March 31, 2018, be paid a remuneration of ₹ 300,000 (Rupees Three Lakhs Only) and such travelling and out-of-pocket expenses, at actual incurred, if any, in connection with the audit, as may be authorized by the Board.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions, if any, of the

Companies Act, 2013 (“the Act”) (including any amendments thereto or re-enactment thereof), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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, approval of the members be and is hereby accorded for appointment of Mr. Rajesh Mandawewala (DIN 00007179) as the Managing Director of the Company for a period of five years w.e.f April 1, 2017 on the terms and conditions as given below:

Basic Salary	₹ 170 lakh per annum
Leave Travel Assistance, Superannuation, Telephone Exp. Reimbursement, Car Facility, Leave encashment, Gratuity etc.	As per the rules of the Company
Club Membership	For two club’s fees other than life membership fees
Contribution to Provident Fund	To the extent exempt under Income tax act
Commission	1% of the profit computed in the manner laid down in Section 198 of the Companies Act, 2013
Other perquisites	As per rules of the Company or as may be agreed to by the Board of Directors
Annual Increment	Not more than 25% p.a. of the remuneration for the preceding financial year with effect from April 1, 2017

“**RESOLVED FURTHER THAT** in case of inadequacy of profits, if any, as computed under Section 197 of the Act, Mr. Rajesh Mandawewala 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 be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration within the limits prescribed in the Act or rules thereunder, as amended from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to enter into an agreement and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

By Order of the Board

Sd/-

Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: August 7, 2017

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat - 370110
Tel. No.: +91 2836 661111 , Fax No.: +91 2836 279010
CIN: L17110GJ1985PLC033271
Website: www.welspunindia.com
Email: Companysecretary_WIL@welspun.com

NOTES

1. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under Item Nos. 5 to 7 of the Notice is annexed hereto.
2. In terms of Section 152 of the Act, Mr. Balkrishan Goenka (DIN 00270175), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. In terms of Section 149, 150, 152, 161 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Pradeep Poddar (DIN 00025199) has been confirmed by the Board of Directors as an Independent Director of the Company and in terms of Section 196 and 197 of the Act, Mr. Rajesh Mandawewala (DIN 00007179) is proposed to be appointed as the Managing Director. Accordingly, a brief resume of Mr. Balkrishan Goenka, Mr. Pradeep Poddar and Mr. Rajesh Mandawewala and the information pertaining to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as Annexure – 1 forming part of the Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy forms, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as proxy for any other person or shareholder.
6. An instrument of proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.
7. The proxy-holder shall prove his identity at the time of attending the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agent.
9. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
10. When a Member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
11. The Register of Members and Share Transfer Books of the Company remained closed from Monday, June 26, 2017 to Wednesday, June 28, 2017 (both days inclusive) for the purpose of determination of shareholders entitled to dividend for the year ended March 31, 2017.
12. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged with the Company's Registrar and Transfer Agents : Link Intime India Private Ltd., Unit: Welspun India Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (W), Mumbai – 400 083. Tel. No. 022-4918 6270, 022-2594 6970, Fax No. 022-4918 6060, email- rnt.helpdesk@linkintime.co.in, website - www.linkintime.co.in.
13. Members are requested to immediately inform about their change of address, change of e-mail address, if any, to the Company's Share Transfer Agent.
14. Those shareholders who have not registered their email address with the Company or wish

to update a fresh email address may do so by submitting the enclosed 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. Shareholders requiring a physical copy of the Annual Report may write to the Company Secretary, 7th Floor, Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company i.e. www.welspunindia.com.

15. The physical copies of the Annual Reports and other documents referred to in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, will be available for inspection by the Members at the Meeting.
17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the Meeting.
18. 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.
19. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a 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").

- II. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 17, 2017 (9:00 am) and ends on September 19, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Welspun India Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to siroyam@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of General Meeting [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the General Meeting:
- | EVEN
(Remote
e-voting Event
Number) | USER ID | PASSWORD/
PIN |
|--|----------------|--------------------------|
| | | |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email id evoting@nsdl.co.in, rajivr@nsdl.co.in or call at the following telephone no. 022 2499 4738/ 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 13, 2017.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 13, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password

for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.
- XII. Mr. Mukesh Siroya, Proprietor of M. Siroya & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of

the Company and shall make, not later than two days of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

By Order of the Board

Sd/-

Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: August 7, 2017

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat - 370110
Tel. No.: +91 2836 661111 , Fax No.: +91 2836 279010
CIN: L17110GJ1985PLC033271
Website: www.welspunindia.com
Email: Companysecretary_WIL@welspun.com

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 NO. 5 - Appointment of Mr. Pradeep Poddar as an Independent Director

He is a Chemical Engineer from UDCT, Mumbai and an MBA from IIM, Ahmedabad having extensive knowledge and experience in consumer industry.

He recently retired from the Tata Group as Global President Water & Functional Beverages. Prior to this he, as Managing Director & CEO, created the vision and successfully ran Heinz in India and South Asia for over a decade. He started his career in Glaxo where he grew to be a young Global leader.

He is on the Board of Monsanto India Ltd from January 2006. He is a trustee on the Board of United Way, Mumbai from October 2008. Recently he was appointed on the Board of UFlex Limited.

He has been conferred the prestigious Udyog Ratna Award by the Karnataka Government and the Wisitex Foundation in 2001 for his notable contribution to the food industry.

He was appointed by the Board of Directors of Welspun India Limited as an independent director on September 15, 2016.

In terms of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Poddar being eligible is proposed to be confirmed as an independent director for a period upto September 14, 2019. A notice has been received from a member proposing Mr. Poddar as a candidate for the office of director of the Company.

In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an independent director of the Company and that he is independent of the management. Copy of the draft letter of appointment of Mr. Poddar as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Poddar

as an independent director. The Board recommends the resolution in relation to confirmation of Mr. Poddar as an independent director, for the approval by the members of the Company.

None of the directors or the key managerial personnel of the Company or their relatives except Mr. Pradeep Poddar himself may be deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Item No. 6 - Ratification of remuneration payable to the Cost Auditors

In pursuance of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the Board based on the recommendation of the Audit Committee of the Board appointed M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025) as the Cost Auditors of the Company, for the conduct of the Cost Audit of the Company's various manufacturing units for the financial year 2017-18 on a remuneration of ₹ 300,000 (Rupees Three Lakhs Only) plus travelling and out of pocket expenses, at actual incurred, if any, in connection with the audit of the Company. Remuneration payable to the Cost Auditors has to be ratified by the shareholders.

None of the directors or the key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

Item No. 7 - Re-appointment of Mr. Rajesh Mandawewala as Managing Director:

Over the years, Mr. Rajesh Mandawewala has served as a Whole Time Director of the Company except for the period from October 23, 2009 to March 31, 2011 during which he was a Non-Executive Director. Mr. Mandawewala is co-promoter of the Company and has been associated with the Company since its inception. The Company has flourished

under his able leadership and guidance over the years. The Company had reappointed Mr. Rajesh Mandawewala as the Managing Director of the Company for a period from April 1, 2014 to March 31, 2017. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajesh Mandawewala as Managing Director, subject to the approval of the members, for a period of 5 years w.e.f. April 01, 2017. At present, Ms. Dipali Goenka is acting as CEO and Joint Managing Director of the Company.

Achievements: Highlights of the Company's progress during last three years:

Financial highlights of the Company on consolidated basis

	₹ million		
	2014-15	2015-16	2016-17
Turnover	53,025.11	59,794.65	66,405.43
Profit Before Tax	7,532.89	10,377.75	5,355.13

Movement of price of equity shares of the Company

	₹ million			
	April 1, 2014	March 31, 2015	March 31, 2016	March 31, 2017
	*10.03	*35.57	98.95	87.75

* Assuming share price to be after sub-division of face value of shares from ₹ 10 per share to Re. 1 per share

At present, his remuneration is ₹ 170 lakh per annum, perquisites and commission of 1% on profits of the Company calculated as per Section 198 of the Companies Act, 2013.

In terms of Section 197 and Schedule V of the Companies Act, 2013, Mr. Rajesh Mandawewala is proposed to be appointed as Managing Director for a period of five years with effect from April 1, 2017.

None of the directors or the key managerial personnel of the Company or their relatives except Mr. Rajesh Mandawewala, himself may be deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

By Order of the Board

Sd/-

Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: August 7, 2017

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat - 370110

Tel. No.: +91 2836 661111, Fax No.: +91 2836 279010

CIN: L17110GJ1985PLC033271

Website: www.welspunindia.com

Email: Companysecretary_WIL@welspun.com

Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure 1

Mr. Balkrishan Goenka

Name	Balkrishan Goenka
Date of Birth	August 15, 1966
Date of Appointment	January 17, 1985
Qualifications	B.Com.
Nature of his expertise in specific functional areas	Mr. Goenka is the founder of Welspun Group. He is a commerce graduate. He was instrumental in conceiving the projects. His strategic advises through Board meetings have helped the Company immensely. The success of group is attributable to him to a great extent.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun India Limited, Welspun Corp Limited, Welspun Steel Limited, MGN Agro Properties Private Limited, Adani Welspun Exploration Limited, Welspun Energy Private Limited, Welspun Logistics Limited, Welspun Enterprises Limited (Formerly known as Welspun Projects Limited), Welspun Global Brands Limited, Welspun Wasco Coatings Private Limited, Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited), Rank Marketing LLP, Welspun Multiventures LLP, Welspun Pipes Inc., Welspun Tubular LLC, Welspun Global Trade LLC, Welspun Middle East Pipe Coatings Company LLC, Welspun Middle East Pipe Company LLC, Welspun Home Textiles UK Limited and The Associated Chamberes of Commerce and Industry of India
Names of companies and committees, of its Boards, in which the person holds membership	<p>Welspun Corp Limited Corporate Social Responsibility Committee – Member, Share Transfer & Investor Grievance & Stakeholders' Relationship Committee – Member</p> <p>Welspun India Limited The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee – Member</p> <p>Welspun Energy Private Limited Audit Committee – Member, Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee – Chairman</p> <p>Welspun Enterprises Limited Nomination and Remuneration Committee – Member</p> <p>Welspun Steel Limited Corporate Social Responsibility Committee – Member</p>
No. of shares held in the Company	490,660 equity shares
No. of Board meetings attended	Refer Corporate Governance Report which forms part of the Directors' Report, 2016-17

Mr. Pradeep Poddar

Name	Pradeep Poddar
Date of Birth	September 09, 1954
Date of Appointment	September 15, 2016
Qualifications	Bachelor of Chemical Engineering from UDCT (now UICT) , Mumbai University, 1976 PGDM (MBA) from IIM - Ahmedabad, 1978
Nature of his expertise in specific functional areas	Refer to explanatory statement for item no. 5
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun India Limited, Monsanto India Limited, Welspun Flooring Limited and Uflex Limited

Name	Pradeep Poddar
Names of companies and committees, of its Boards, in which the person holds membership	<p>Monsanto India Limited Audit Committee – Chairman Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee - Member The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee – Member</p> <p>Welspun India Limited Audit Committee – Member Nomination & Remuneration Committee – Member</p>
No. of shares held in the Company	Nil
No. of Board meetings attended	Refer Corporate Governance Report which forms part of the Directors' Report, 2016-17

Mr. Rajesh Mandawewala

Name	Rajesh Mandawewala
Date of Birth	May 05, 1962
Date of Appointment	October 26, 1989
Qualifications	B.Com., Chartered Accountant
Nature of his expertise in specific functional areas	Mr. Mandawewala has vast experience in home-textiles and saw pipes businesses. He has been associated with the Company for more than 28 years. He has been at the helm of affairs of the Company and has played pivotal role in ascent of the Company.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun India Limited, AYM Syntex Limited (Formerly known as Welspun Syntex Limited), Welspun Corp Limited, Welspun Steel Limited, Welspun Energy Private Limited, MGN Agro Properties Private Limited, Alspun Infrastructure Limited, Angel Power and Steel Private Limited, Welspun Enterprises Limited (Formerly known as Welspun Projects Limited), Welspun Global Brands Limited, The Cotton Textiles Export Promotion Council, Mandawewala Enterprises Limited (Formerly known as Welspun Marine Logistics (Raigad) Limited), Connective Infrastructure Private Limited, RRM Realty Trader Private Limited, Rank Marketing LLP, Welspun Pipes Inc., USA, Welspun Tubular LLC., USA, Welspun Global Trade LLC., USA, Welspun Holdings Private Limited, Cyprus.
Names of companies and committees, of its Boards, in which the person holds membership	<p>Welspun Corp Limited Corporate Social Responsibility Committee – Member, Share Transfer & Investor Grievance & Stakeholders' Relationship Committee – Member</p> <p>AYM Syntex Limited Corporate Social Responsibility Committee – Member, Share Transfer & Investor Grievance & Stakeholders' Relationship Committee – Member, Nomination and Remuneration Committee – Member</p> <p>Welspun India Limited Corporate Social Responsibility Committee - Member, The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee – Member</p> <p>Welspun Energy Private Limited Audit Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee – Member</p> <p>Welspun Enterprises Limited Corporate Social Responsibility Committee – Member</p> <p>Welspun Steel Limited Corporate Social Responsibility Committee – Member, Nomination and Remuneration Committee – Chairman</p> <p>Welspun Global Brands Limited Corporate Social Responsibility Committee - Member</p>
No. of shares held in the Company	1,030 equity shares
No. of Board meetings attended	Refer Corporate Governance Report which forms part of the Directors' Report, 2016-17

**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 India 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.
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2. PARTICULARS OF NOMINEE/S –

- (a) Name: e _____
- (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: _____

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

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

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 Shareholders.
14. For shares held in dematerialized mode, nomination is required to be filed with the Depository Participant in their prescribed form.



WELSPUN INDIA LIMITED

Corporate Identification Number (CIN) – L17110GJ1985PLC033271

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India.

Board No.: +91 2836 661111, Fax No. + 91 2836 279010,

Email : CompanySecretary_WIL@welspun.com Website: www.welspunindia.com

Corporate Office : Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Board : +91 -22-66136000 Fax: +91-22-2490 8020

PROXY FORM

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

Name of the Member/s : _____

Registered Address : _____

E-mail Id : _____

Folio No./ Client Id : _____

DP Id. : _____

I / We, _____

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

1 Name : _____

Address : _____

E-mail Id : _____

Signature : _____ Or failing him

2 Name : _____

Address : _____

E-mail Id : _____

Signature : _____ Or failing him

1 Name : _____

Address : _____

E-mail Id : _____

Signature : _____ Or failing him

as my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on September 20, 2017 at 12.00 p.m. at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Consider and adopt Audited Financial Statements (standalone and consolidated), report of the Board of Directors and Auditors thereon.		
2	Declaration of Final Dividend on Equity Shares.		
3	Re-appointment of Mr. Balkrishan Goenka as a director of the Company, liable to retire by rotation.		
4	Appointment of S R B C & CO LLP (having Firm Registration Number 324982E/E300003), as the Statutory Auditors of the Company in place of Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration Number - 012754N/N500016), the retiring Statutory Auditors		
5	Appointment of Mr. Pradeep Poddar as an independent director		
6	Ratification of remuneration payable to Cost Auditor		
7	Appointment of Mr. Rajesh Mandawewala as Managing Director for a period of 5 years w.e.f. April 1, 2017		

Signed this _____ day of _____ 2017.

Signature of shareholder : _____

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

Affix
₹ 1/-
Revenue
Stamp

Note:

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

WELSPUN INDIA LIMITED

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Board No.: +91 2836 661111, Fax No. + 91 2836 279010,

Email : CompanySecretary_WIL@welspun.com Website: www.welspunindia.com

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Board : +91 -22-66136000 Fax: +91-22-2490 8020

E-mail Registration-Cum-Consent Form

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

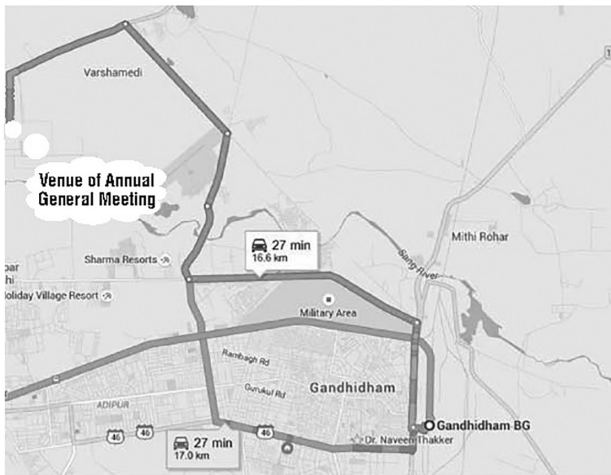
I/ we the members of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail 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) :		
Registered Address :		
Pin:		
Mobile Nos. (to be registered) :		
E-mail Id (to be registered) :		

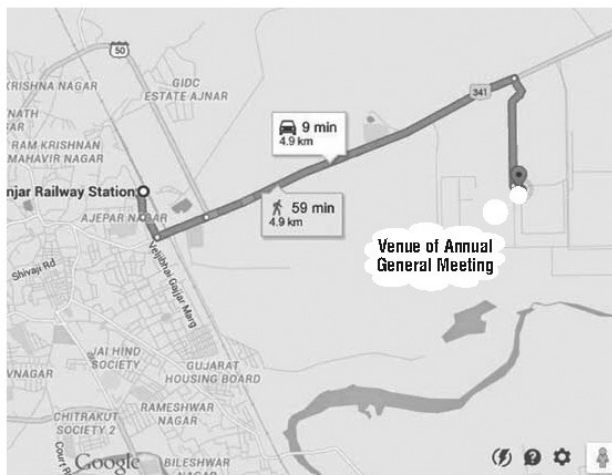
Signature of the Shareholder(s)* _____

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

Route Maps



Gandhidham Station to Welspun



Anjar Station to Welspun



WELSPUN INDIA LIMITED

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ATTENDANCE SLIP

Name of the sole / first named member

Address of sole / first named member:

Registered folio no.

DP ID no. / Client ID no.*

Number of shares held

I hereby record my presence at the 32nd Annual General Meeting of the Company held on Wednesday, September 20, 2017 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 12:00 noon

Signature of Shareholder/ Proxy Present

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

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

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN
107061		

The e-voting period commences on Sunday, September 17, 2017 at 9:00 am and ends on Tuesday, September 19, 2017 at 5:00 pm. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice dated August 07, 2017 of 32nd Annual General Meeting.