

### Format for Voting Results

<b>Date of AGM/EGM</b> (the resolution was passed through postal ballot voting including e-voting)	27.07.2016
<b>Total number of shareholders on record date (Cut-off date) on 20.07.2016</b>	34,080
<b>No. of Shareholders present in the meeting either in person or through proxy</b> Promoters and Promoter Group: 14 Public: 44	58
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: N.A. Public: N.A.	N.A.

### Agenda-Wise disclosure

**Resolution 1: Consider and adopt Audited Financial Statements (standalone and consolidated), reports of the Board of Directors and Auditors thereon.**

Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	738,277,190	734,833,180	99.53	734833180	0	100	0
	Postal Ballot		1,435,410	0.19	1435410	0	100	0
	<b>Total</b>		736,268,590	99.72	736268590	0	100	0
Public - Institutions	E-Voting	162,540,073	138,109,767	84.97	138,109,767	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		138,109,767	84.97	138,109,767	0	100	0
Public - Non Institutions	E-Voting	103907887	32999	0.03	32999	0	100	0
	Postal Ballot		42739	0.04	42739	0	100	0
	<b>Total</b>		75,738	0.07	75,738	0	100	0
<b>Total</b>		1,004,725,150	874,454,005	87.03	874,454,005	0	100	0

**Resolution 2: Declaration of Final Dividend on Equity Shares.**

Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	E-Voting	738,277,190	734,833,180	99.53	734,833,180	0	100	0
	Postal Ballot		1,435,410	0.19	1,435,410	0	100	0
	Total		736,268,590	99.72	736,268,590	0	100	0
Public - Institutions	E-Voting	162,540,073	138,482,564	85.20	138,482,564	0	100	0
	Postal Ballot		0	0	0	0	100	0
	Total		138,482,564	0	138,482,564	0	100	0
Public - Non Institutions	E-Voting	103,907,887	33,049	0.03	33,049	0	100	0
	Postal Ballot		42,739	0.04	42,739	0	100	0
	Total		75,788	0.07	75,788	0	100	0
<b>Total</b>		1,004,725,150	874,826,852	87.07	874,826,852	0	100	0

**Resolution 3: Re-appointment of Mr. Rajesh Mandawewala as a director of the Company, liable to retire by rotation.**

Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	E-Voting	738,277,190	734,833,180	99.53	734,833,180	0	100	0
	Postal Ballot		1,434,380	0.19	1,434,380	0	100	0
	Total		736,267,470	99.73	736,267,470	0	100	0

Public - Institutions	E-Voting	162,540,073	138465 457	85.19	133417956	5047501	100	3.65
	Postal Ballot		0	0	0	0	0	0
	Total		138465 457	85.19	133417956	5047501	100	3.65
Public - Non Institutions	E-Voting	103907887	33049	0.03	33049	2750	96	4
	Postal Ballot		42739	0.04	42739	0	100	0
	Total		75788	0.07	73038	2750	96.44	4
Total		1,004,725,150	874808 715	87.07	869758464	5050251	99.42	0.58

**Resolution 4: Ratification of appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors**

Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	E-Voting	738,277,190	734,833,180	99.53	734833180	0	100	0
	Postal Ballot		1,435,410	0.19	1435410	0	100	0
	Total		736,268,500	99.72	736268590	0	100	0
Public - Institutions	E-Voting	162,540,073	138465 457	85.19	125121184	1334427 3	90	10
	Postal Ballot		0	0	0	00	0	0
	Total		138482 564	85.19	125121184	1334427 3	90	10
Public - Non Institutions	E-Voting	103907887	32649	0.03	32649	0	100	0
	Postal Ballot		42739	0.04	42739	0	100	0
	Total		75388	0.07	75388	0	100	0
Total		1,004,725,150	874809 345	87.07	861465072	1334427 3	98.47	0

**Resolution 5: Confirmation of Mr. Arvind Kumar Singhal as an independent director**

Resolution Required (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	E-Voting	738,277,190	734,833,180	99.53	734833180	0	100	0
	Postal Ballot		1,435,410	0.19	1435410	0	100	0
	Total		736,268,500	99.72	736268590	0	100	0
Public - Institutions	E-Voting	162,540,073	138241378	85.05	21775273	116466105	16	84
	Postal Ballot		0	0	0	0	0	0
	Total		138241378	85.05	21775273	116466105	16	84
Public - Non Institutions	E-Voting	103907887	32999	0.03	32999	0	100	0
	Postal Ballot		42739	0.04	42739	0	100	0
	Total		75738	0.07	75738	0	100	0
<b>Total</b>		1,004,725,150	874585616	87.05	758119511	116466105	86.68	13.32

**Resolution 6: Payment of commission of 1% to Mr. Balkrishan Goenka, Chairman**

Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	E-Voting	738,277,190	734833180	99.54	734833180	0	99.54	0
	Postal Ballot		1030	0.00	1030	0	0.00	0
	Total		734834210	99.54	734834210	0	99.54	0

Public - Institutions	E-Voting	162,540,073	138138 177	84.99	21775273	1163629 04	16	84
	Postal Ballot		0	0	0	0	0	0
	Total		138138 177	84.99	21775273	1163629 04	16	84
Public - Non Institutions	E-Voting	103907887	33049	0.03	33049	3999	95	5
	Postal Ballot		42739	0.04	42739	0	100	0
	Total		75788	0.07	71789	3999	95	5
Total		1,004,725,15 0	873048 175	86.89	756681272	1163669 03	86.67	13.33

### Resolution 7: Ratification of remuneration payable to Cost Auditor

Resolution Required (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	E-Voting	738,277,190	734,83 3,180	99.53	734833180	0	100	0
	Postal Ballot		1,435,4 10	0.19	1435410	0	100	0
	Total		736,26 8,500	99.72	736268590	0	100	0
Public - Institutions	E-Voting	162,540,073	138465 457	85.19	136471269	1994188	99	1
	Postal Ballot		0	0	0	0	0	0
	Total		138465 457	85.19	136471269	1994188	99	1
Public - Non Institutions	E-Voting	103907887	33049	0.03	33049	24	100	0
	Postal Ballot		42739	0.04	42739	0	100	0
	Total		75788	0.07	75764	24	100	0
Total		1,004,725,15 0	874809 745	87.07	872815533	1994212	99.77	0.23

**Resolution 8: Appointment of Ms. Dipali Goenka as Joint Managing Director for a period of 5 years w.e.f. April 1, 2016**

Resolution Required (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	E-Voting	738,277,190	734833180	99.54	734833180	0	99.54	0
	Postal Ballot		1030	0.00	1030	0	0.00	0
	Total		734834210	99.54	734834210	0	99.54	0
Public - Institutions	E-Voting	162,540,073	138241378	85.05	137902197	339181	100	0
	Postal Ballot		0	0	00	0	0	0
	Total		138241378	85.05	137902197	339181	100	0
Public - Non Institutions	E-Voting	103907887	32769	0.07	29969	2800	96	4
	Postal Ballot		42739	0	42739	0	0	0
	Total		75508	0.07	72708	2800	96	4
<b>Total</b>		1,004,725,150	873151096	86.90	872809115	341981	99.96	0.04

**UDAY SOHONI**  
**COMPANY SECRETARY**

E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016  
Contact: 9820767059 E- mail : udaysohoni@gmail.com

**REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and  
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Welspun India Ltd.  
(CIN - L17110GJ1985PLC033271)  
Welspun City, Dist. Kutch – 370110 (Gujarat)

Dear Sir,

1. I, Uday Sohoni, Practising Company Secretary have been appointed by the Board of Directors of Welspun India Limited in the meeting held on April 25, 2016, as a scrutinizer for for the purpose of scrutinizing the e – voting process and ascertaining the requisite majority on e – voting and carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice dated April 25, 2016 (hereinafter referred to as “The Resolutions”) of the 31<sup>st</sup> Annual General Meeting (AGM) of the shareholders of the company to be held on Wednesday, July 27, 2016 at 11:30 a.m. at the Registered office of the Company at WelspunCity, Dist. Kutch – 370110 (Gujarat).
2. The management of the Company is responsible to ensure the compliance of the requirements of the provisions of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice. My responsibility as scrutinizer for e-voting process is restricted to the preparation of a scrutinizers’ report of the votes cast “in favour” or “against” the resolutions and “Invalid” votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL) , the authorized agency for providing e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
  - A. The e-voting period remained open from July 24, 2016 at 9:00 am and ended on July 26, 2016 at 5:00 pm.
  - B. The shareholders of the Company as on the record date i.e. July 20, 2016 were entitled to vote on the resolutions (Item No. 1 to 8) as set out in the Notice of the 31<sup>st</sup> Annual General Meeting of the shareholders of the Company.



A handwritten signature in blue ink, appearing to be "Uday Sohoni".

**UDAY SOHONI**  
**COMPANY SECRETARY**

E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016  
Contact: 9820767059 E- mail : udaysohoni@gmail.com

C. The details of the list of shareholders, who have voted “for” and “against” each of the resolutions that were put to vote, were generated from the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The results of e- voting together with that of the poll are as under:

**Resolution No. 1:**

Consider and adopt Audited Financial Statements (standalone and consolidated), reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
278	87,44,54,005	100

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

**Resolution No. 2:**

Declaration of Final Dividend on Equity Shares

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
279	87,48,09,745	100



A handwritten signature in purple ink, appearing to be "U.S.", located to the right of the stamp.



**UDAY SOHONI**  
COMPANY SECRETARY

E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016  
Contact: 9820767059 E- mail : udaysohoni@gmail.com

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

**Resolution No. 3:**

Re-appointment of Mr. Rajesh Mandawewala as a director of the Company, liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
260	87,48,08,715	99.42

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
19	50,50,251	0.58

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0



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**Resolution No. 4:**

Ratification of appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditor

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
255	87,48,09,345	98.49

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
23	1,33,44,273	1.51

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

**Resolution No. 5:**

Confirmation of Mr. Arvind Kumar Singhal as an independent director.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
127	75,81,19,511	86.68



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(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
150	11,64,66,105	13.32

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

**Resolution No. 6:**

Payment of commission of 1% to Mr. Balkrishan Goenka, Chairman

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
274	75,66,81,272	86.67

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
4	11,63,66,903	13.33

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0



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COMPANY SECRETARY

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**Resolution No. 7:**

Ratification of remuneration payable to Cost Auditor

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
275	87,28,15,533	99.77

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
4	19,94,212	0.23

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

**Resolution No. 8:**

Appointment of Ms. Dipali Goenka as Joint Managing Director for a period of 5 years w.e.f. April 1, 2016.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
273	87,28,09,115	99.96



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(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
4	3,41,981	0.04

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

During the e - voting process all the resolutions were passed with the required majority.

The relevant records for the e-voting process will remain with us until the minutes of the meeting are signed. Thereafter the same will be handed over to the Company.

Yours faithfully,

  


Uday Sohoni  
Practising Company Secretary  
CP No.: 10916

July 28, 2016  
Mumbai