



WIL/SEC/2015

August 29, 2015

<b>Bombay Stock Exchange Limited</b> Department of Corporate Services, SP. J. Towers, Dalal Street, Mumbai - 400 001 (Scrip Code-514162)	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 (Symbol : WELSPUNIND)
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Dear Sir / Madam,

**Sub: Notice of Postal Ballot**

This is to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Company has sought approval of shareholders on various matters by way of postal ballot pursuant to the notice of Postal Ballot dated July 20, 2015. In this regard, please note the following:

1. The Company has completed the dispatch of the Postal Ballot notice on August 29, 2015 to the member(s)/beneficial owner(s) whose names appeared in the Register of members on August 24, 2015
2. The Company has appointed Mr. Sanjay Risburd, Company Secretary in Practice as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The results of the Postal Ballot will be declared on Tuesday, September 29, 2015.
4. Six copies of the Postal Ballot Notice are attached herewith for your record.

Thanking you,

Yours faithfully,

For Welspun India Limited



**Shashikant Thorat**  
Company Secretary

Encl: as above

**Corporate Office**

Welspun House, 6th floor,  
Kamala City,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai - 400013

Tel: +91 2266136000 / 24908000

Fax: +91 2224908020

E-mail: companysecretary\_wil@welspun.com

www.welspunindia.com

**Registered Office/Works:** Welspun City, Village Versamedi, Tal. Anjar, District Kutch, Gujarat 370 110, INDIA Tel: +91 2836 661111 Fax: +91 2836 279010

**Works:** Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, INDIA Tel: +91 260 2437437 Fax: +91 260 22437088

**Corporate Identification No.:** L17110GJ1985PLC033271



**NOTICE** is hereby given that the following special resolutions are circulated herewith for approval of the members of the Company to be accorded by Postal Ballot or e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

**1) TO CONSIDER AND TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give guarantees in favour of persons, firms, entities, body corporates, subsidiary company(ies), joint venture (including overseas subsidiaries, joint venture(s)), whether existing or to be formed, whether in India or overseas (“Lenders”), to secure loans, credit facilities, financial arrangements, along with interest, penalties, charges on loans, availed or which may be availed by Welspun Captive Power Generation Limited, a subsidiary of the Company from Lenders, including to give new guarantees on replacement from time to time of existing or future Lenders by Welspun Captive Power Generation Limited, in favour of such new Lenders, upto an aggregate amount not exceeding Rs. 300 Crore; notwithstanding that the aggregate of the loans, guarantees and securities so far given or to be given and securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving guarantees and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute

discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard.”

**By Order of the Board**

Mumbai  
July 20, 2015

**Shashikant Thorat**  
**Company Secretary**

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 1:**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can, subject to other conditions, make any investment, give loan, give any guarantee and provide any security beyond the prescribed ceiling of: i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) One Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company in that regard.

Considering the expansion of capacities, increase in production volumes, the Company's power consumption is expected to rise. The Company purchases power from Welspun Captive Power Generation Limited, a subsidiary of the Company (“WCPGL”). The Company has been consuming almost entire volume of power generated by WCPGL. The Board of Directors considers it to be in the interest of the Company to issue guarantee for term loans and/or credit facilities of Rs. 300 Crore availed/ to be availed by WCPGL. The proposed guarantee will replace the Company's existing guarantee of Rs. 90 Crore issued in favour of lenders of WCPGL.

The Board of Directors recommends approval of the resolution given at item no. 1 above.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 except as members.

**By Order of the Board**

Place: Mumbai  
Date: July 20, 2015

**Shashikant Thorat**  
**Company Secretary**

**NOTES:**

1. The Notice is being sent under Registered Post Acknowledgement Due/ speed post/ courier service/ through registered email id to all the members, whose



names would appear in the Register of Members / Record of Depositories as on August 24, 2015.

2. The Board of Directors of the Company has appointed Mr. Sanjay Risbud, Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process (including e-voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from 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.
3. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence any director of the Company, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolutions. The result of the Postal Ballot will be declared on September 29, 2015 at 4.00 p.m. at the Corporate Office of the Company. After declaration, the result of the Postal Ballot will be published in the newspaper and also posted on the Company's website [www.welspunindia.com](http://www.welspunindia.com), besides communicating the same to Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the closure of working hours of September 28, 2015 (last date for receiving Postal Ballot Forms by scrutinizer).
5. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
7. Kindly note that the members can opt for only one mode of voting i.e., either by post or e-voting. If the members opt for e-voting, then they should not vote by post and *vice versa*. However, in case members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

#### **Instructions for Voting through electronic means**

- 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 the email and open PDF file viz; "WIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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 e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Welspun India Limited.
  - (viii) Now you are ready for 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 [sanjayrisbud@yahoo.com](mailto:sanjayrisbud@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B.** In case a member receives physical copy of the Notice of postal ballot [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 Postal Ballot form.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.



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](http://www.evoting.nsdl.com). In order to address any grievances relating to e-voting, you may write to Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) or call at the following telephone no. 022 2499 4738 / 1800-222-990.

- (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iv) 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).
- (v) The e-voting period commences on August 30, 2015 (9:00 am) and ends on September 28, 2015 (6:00 pm). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of August 24, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
- (vi) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 24, 2015.
- (vii) The Scrutinizer shall within a period not exceeding two(2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

#### Instructions for voting through postal ballot form:

- (i) A member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
- (ii) Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
- (iii) The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

- (iv) This Form must be completed and signed (as per specimen signature registered with the Company) by the member. In case of Joint-holding, this Form must be completed and signed by the first named member and in his/her absence, by the next named member.
- (v) Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
- (vi) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (vii) The Postal Ballot shall not be exercised by a proxy.
- (viii) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on September 28, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
- (ix) In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. – Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078).
- (x) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the date of dispatch of the Notice.
- (xi) Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- (xii) There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
- (xiii) A member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item no. (viii) above.
- (xiv) Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.

**By Order of the Board**

Place: Mumbai  
Date: July 20, 2015

**Shashikant Thorat**  
**Company Secretary**

**WELSPUN**

Dare to Commit

**WELSPUN INDIA LIMITED**

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110 • Tel.: 00 91 2836 661111 • Fax : 00 91 2836 279010  
 Corp. Office: Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 • Tel.: 00 91 22 66136000 • Fax : 00 91 22 24908021  
 CIN – L17110GJ1985PLC033271 • Email id – companysecretary\_wil@welspun.com • Website – www.welspunindia.com

Save trees.....

Save paper.....

Register your email for communication.....

**E - MAIL REGISTRATION FORM**

Dear Members,

With a view to lending strong support to the 'Green Initiative in Corporate Governance' of the Ministry of Corporate Affairs, Government of India, we invite all the members of the Company to join us and register their e-mail address with us by filling up the form to receive all the communications from the Company in electronic mode.

We are sure, that as a responsible citizen you too would like to support this excellent initiative of the Government of India and will co-operate with the Company in implementing the same.

Regards,

**Shashikant Thorat**  
**Company Secretary**  
**Welspun India Limited**

**E-mail Registration Form**

<b>Folio No. :</b>	<b>DPID :</b>	<b>Client ID:</b>
<b>Name of the Registered Holder (1st) :</b>		
<b>Name of the joint holder(s) :</b>		
<b>Registered Address :</b>		
<b>PIN :</b>		
<b>Mobile Nos. (to be registered):</b>		
<b>E-mail Id (to be registered):</b>		

I / We, the members of Welspun India Limited (the "Company") do hereby agree and authorize the Company to send me / us all the communications in electronic mode at the e-mail address mentioned above. Please register the above e-mail address / mobile number for sending communication through e-mail / mobile.

Signature of the Shareholder(s)\* \_\_\_\_\_

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

**POSTAL BALLOT FORM**

Sr. No.

(1) Name and Registered Address :  
of the Sole/First named  
Member

(2) Names(s) of the Joint Holder(s) :  
(if any)

(3) Registered Folio No./DP ID :  
No. and Client ID No.

(4) Number of Share(s) held :

I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick [✓] mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, authorising giving of guarantees of amounts upto Rs. 300 Crore to Welspun Captive Power Generation Limited			

Place:

Date:

(Signature of Shareholder)

EVEN (E-voting event number)	User ID	Password / PIN
102872		

**Note:** Please read the instructions for voting before exercising the vote.