



NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of Welspun Corp Limited will be held on **Monday, August 31, 2015** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 at 1:00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the financial statements for the financial year ended March 31, 2015 and the reports of the Board of Directors and the Auditors thereon.
- 2) To consider declaration of dividend on Equity Shares.
- 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 appoint a director in place of Mr. Utsav Baijal (DIN 02592194), who retires by rotation, and being eligible, offers himself for re-appointment.
- 5) To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration Number with the Institute of Chartered Accountants of India - 012754N/N500016), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. Atul Desai, (DIN: 00019443) who was appointed as an additional director of the Company with effect from October 1, 2014 pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company, be and is hereby elected and appointed as an independent non-executive director to hold the office for five consecutive years commencing from October 1, 2014, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the

Articles of Association of the Company be and are hereby altered as under:

- A. The words, sign and numbers “US\$ 20,000,000 (United States Dollars Twenty million)” appearing in point (f) of paragraph (i) of Part A of the Schedule 1 annexed to the Articles of Association be substituted with the words, sign and numbers “US\$ 15,000,000 (United States Dollars Fifteen million)”;
- B. The words, sign and numbers “US\$ 50,000,000 (United States Dollars Fifty million)” appearing in paragraph (ii) of Part A of the Schedule 1 annexed to the Articles of Association be substituted with the words, sign and numbers “US\$ 40,000,000 (United States Dollars Forty million)”;
- C. The words, sign and numbers “US\$ 50,000,000 (United States Dollars Fifty million)” appearing in point (a) of paragraph (i) of Part B of the Schedule 1 annexed to the Articles of Association be substituted with the words, sign and numbers “US\$ 40,000,000 (United States Dollars Forty million)”;
- D. The words, sign and numbers “US\$ 75,000,000 (United States Dollars Seventy five million)” appearing in point (b) of paragraph (i) of Part B of the Schedule 1 annexed to the Articles of Association be substituted with the words, sign and numbers “US\$ 50,000,000 (United States Dollars Fifty million)”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies remuneration of Rs. 5.50 lacs (Rupees Five Lac Fifty Thousand Only) per annum to M/s. Kiran J. Mehta & Co., Cost Accountants for conducting audit of cost accounting records maintained by the Company for the financial year commencing on April 1, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder, as may be applicable, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India (“SEBI”) or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of

the Members of the Company be accorded to authorise the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, by way of securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures (NCDs) and/or Commercial Paper (CP) to be issued on Private Placement basis, in domestic and/or international market, in one or more series/tranches aggregating upto an amount not exceeding Rs. 500 crores (Rupees Five Hundred Crores only), issuable/redeemable at discount/par/ premium, under one or more shelf disclosure documents, during the period of 1 (one) year from the date of this Annual General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs and/or CP be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto; provided that the said borrowing shall be within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) 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."

**By Order of the Board
For Welspun Corp Limited**

Place: Mumbai
Date: April 28, 2015

Pradeep Joshi
Company Secretary
FCS-4959

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item Nos. 3, 4 & 6

BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED

1. Item No. 3 - Re-appointment of Mr. Balkrishan Goenka.

Mr. Goenka is the founder of Welspun Group. He is a commerce graduate. He was instrumental in conceiving the projects and their expansions. He is the person who has steered the business to its present heights.

He has played a pivotal role in the success of the Group, a story he has scripted with his vision, dynamism and dedication. Accepting all challenges and leading his team to overcome every obstacle he has embodied the Welspun spirit of 'Dare to Commit'.

Details of directorship /membership of the Committees of the Board of other companies are as under:

Directorship: He is also a director in Welspun India Limited, Welspun Syntex Limited, Welspun Steel Limited, Giant Realty Private Limited, MGN Agro Properties Private Limited, Adani Welspun Exploration Limited, Welspun Energy Private Limited, Welspun Logistics Limited, Welspun Projects Limited, Welspun Energy Madhya Pradesh Limited, Welspun Energy Anuppur Private Limited, Welspun Global Brands Limited, Welspun Enterprises Limited, Welspun Renewables Energy Private Limited, Welspun Pipes Inc., Welspun Tubular LLC, Welspun Global Trade LLC, Welspun Middle East Pipe Coating Company LLC, Welspun Middle East Pipes Company LLC, Welspun Home Textiles UK Limited.

Membership / Chairmanship of Committees: He is a member / chairman in the following Committees:

Audit Committee: Chairman - Welspun Renewables Energy Pvt. Ltd., Member - Welspun Energy Pvt. Ltd., **Share Transfer and Investors' Grievance and Stakeholders Relationship Committee:** Member - Welspun Corp Ltd., Welspun India Ltd. and Welspun Syntex Ltd., **Nomination and Remuneration Committee:** Member -Welspun Projects Ltd., Welspun Syntex Ltd., Welspun Energy Pvt. Ltd., **Budget Committee:** Chairman -Welspun Corp Ltd., **International Trade Practices and Governance Committee:** Chairman - Welspun Corp Ltd., **Finance Committee:** Chairman - Welspun India Ltd., Welspun Energy Pvt. Ltd. and Welspun Renewables Energy Pvt. Ltd., Member- Welspun Corp Ltd. and Welspun Steel Ltd., **QIP Issue Committee:** Chairman - Welspun Corp Ltd., **NCD Issue Committee:** Member- Welspun Corp Ltd., **CSR Committee:** Chairman - Welspun Energy Pvt. Ltd., Member - Welspun Corp Ltd., Welspun Syntex Ltd., Welspun Renewables Energy Pvt. Ltd. and Welspun Steel Ltd.

He is holding 140 equity shares in the Company.

Except Mr. Goenka, himself being the appointee herein, none of the key managerial personnel or directors of the Company or their relatives may be deemed to be concerned or interested in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no. 3 of the accompanying Notice.

2. Item No. 4 - Re-appointment of Mr. Utsav Bajjal.

Mr. Bajjal, born in 1976 is a nominee director of Insight Solutions Limited. Mr. Bajjal is a Principal at Apollo, having joined the firm in 2008. Mr. Bajjal joined Apollo in its New York office and worked actively on distressed investments before moving to India in 2009. Prior to Apollo, Mr. Bajjal was with the private equity group at Bain Capital in Boston. Mr. Bajjal spent five years as a consultant with McKinsey & Company and was the founding member of that firm's corporate finance practice in India. He worked extensively on corporate M&A assignments in India, Hong Kong and China. Mr. Bajjal graduated summa cum laude from St. Stephen's College/University of Delhi with a BA in Economics. He also completed his MBA from Indian Institute of Management, Ahmedabad, where he was an Industry Scholar.

Details of directorship / membership of the Committees of the Board of other companies are as under:

Directorship: He is also a director in AGM India Advisors Private Limited, Welspun Infratech Limited, Dish TV India Limited, Welspun Enterprises Limited (an alternate director).

Membership / Chairmanship of Committees: He is a member of Audit Committee of Welspun Tradings Limited.

He does not hold any equity share in the Company.

Except Mr. Bajjal, himself being the appointee herein, none of the key managerial personnel or directors of the Company or their relatives may be deemed to be concerned or interested in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no. 4 of the accompanying Notice.

3. Item No. 6 - Appointment of Mr. Atul Desai.

The Board of Directors appointed Mr. Atul Desai as an additional director pursuant to Section 161 of the Companies Act, 2013. He holds office till conclusion of this Annual General Meeting.

Mr. Desai is B. Sc., LLB, Attorney at Law. He is a partner of leading Law

firm. Mr. Desai has attended large number of matters relating to mergers, amalgamations, litigations and arbitrations involving commercial disputes.

Details of directorship / membership of the Committees of the Board of other companies are as under:

Directorship: He is also a director in TCFC Finance Limited, Welspun Syntex Limited, JSW Holdings Limited, RMG Alloy Steel Limited, Auctel Products Limited, Welspun Investment and Commercials Limited, Welspun Global Brands Limited, Welspun Energy Private Limited and Welspun Enterprises Limited.

Membership / Chairmanship of Committees: He is a member / chairman in the following Committees:

Audit Committee: Chairman - Welspun Syntex Ltd., RMG Alloy Steel Ltd. and JSW Holdings Ltd., Member - TCFC Finance Ltd., Welspun Investments and Commercials Ltd., Welspun Global Brands Ltd. and Welspun Enterprises Ltd., **Share Transfer and Investors' Grievance and Stakeholders Relationship Committee:** Chairman - Welspun Syntex Ltd. and RMG Alloy Steel Ltd., Member - TCFC Finance Ltd., **Nomination and Remuneration Committee:** Chairman - Welspun Syntex Ltd. and Welspun Investments and Commercials Ltd., Member - RMG Alloy Steel Ltd., JSW Holdings Ltd. and Welspun Global Brands Ltd., **Finance Committee** - Member - Welspun Syntex Ltd. and RMG Alloy Steel Ltd., **CSR Committee:** Chairman -- Welspun Syntex Limited and Welspun Global Brands Limited.

In the opinion of the Board, Mr. Desai fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company and is independent of the management. A copy of the draft letter for appointment of Mr. Desai as an independent director setting out the terms and conditions is 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. Desai as an independent director. Accordingly, the Board recommends the resolution for appointment of Mr. Desai as an independent director, for the approval by the shareholders of the Company.

He is holding 200 equity shares in the Company.

Except Mr. Desai, being the appointee herein, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

4. Item No. 7- Adoption of new set of Articles of Association.

The Company had entered in to Investment Agreement with Insight Solutions Limited ("ISL") and Granele Limited ("GL") (ISL and GL are collectively referred to as the "Investors") on June 29, 2011. The said Agreement, inter alia, provides for indemnities to the Company as well as the Investors and also provides for certain Affirmative Rights to the Investors.

Pursuant to the Order dated January 10, 2014 passed by the Hon'ble High Court of Gujarat at Ahmedabad, the Other Business Undertakings (as defined in the Scheme of Arrangement) stood transferred to the Resultant Company viz. Welspun Enterprises Limited, which warranted split/ change of liabilities under the indemnity, authorized limits of

capital expenditure, encumbrance and borrowing agreed to between the Company and the Investor. It was therefore necessary to alter the Articles in terms of the resolution.

The amended draft of Article of Association is being uploaded on the Company's website for perusal by the shareholders.

None of the directors / key managerial personnel of the Company / their relatives except Mr. Mintoo Bhandari & Mr. Utsav Bajjal nominees appointed by the Investors, are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

5. Item No. 8 – Ratification of payment of remuneration to the Cost Auditors.

Members are hereby informed that pursuant to the recommendation of the Audit Committee the Board of Directors appointed M/s. Kiran J. Mehta & Co., Cost Accountants as cost auditor of the Company for the financial year ending March 31, 2016, for conducting the Cost Audit of the Company in terms of the requirements under applicable laws at a remuneration as mentioned in the resolution No. 8 of the Notice.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders.

The Resolution at item No. 8 of the Notice is set out as an Ordinary Resolution for ratification by the members.

None of the directors / key managerial personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of the Notice.

The Board recommends passing of the Ordinary Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

6. Item No. 9 – Private Placement of Securities.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), a Company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation for offer of Non-Convertible Debentures, the Company can pass a Special Resolution once a year for all the offers or invitations to be made for such Debentures during the year.

In order to augment resources for, inter alia, the ongoing capital expenditure, long term working capital/short term working capital and for general corporate purposes, the Company may offer or invite subscription for securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures and/or Commercial Paper, in one or more series/tranches on private placement, issuable/redeemable at discount/par/premium.

The Company seeks to pass an enabling resolution to borrow funds from time to time by offer of securities including but not limited to Non-Convertible Debentures and/or Commercial Paper for an amount not exceeding Rs. 500 crores (Rupees Five Hundred Crores only), at a discount or at par or at a premium and at such interest as may be appropriate considering the prevailing money market conditions at the time of the borrowing. The borrowing limit (apart from temporary loans

obtained from the company's bankers in the ordinary course of business) approved by the shareholders vide the resolution dated September 11, 2014 is "Paid-up capital and free reserves plus Rs. 2,500 Crore (Rupees Two Thousand Five Crore Only)." As on 31st March, 2015, the aggregate of the paid-up capital and free reserves of the Company stood at Rs. 1,072.45 crores and the Company had outstanding long term borrowings of Rs. 1,951.23 crores. Hence, the approval sought for offer of securities including but not limited to Non-Convertible Debentures and/or Commercial Paper, shall be within the overall borrowing limits of the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 9 of the Notice.

None of the directors / key managerial personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

The Board recommends passing of the Special Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

NOTES

1. **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.** Proxies, 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 Meeting.
2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
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 Register of Members and Share Transfer Books of the Company will remain closed from Monday, June 22, 2015 to Wednesday, June 24, 2015 (both days inclusive) for the purpose of determination of shareholders entitled to dividend for the year ended March 31, 2015.
5. 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 Corp Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078. Tel. No. 022-2596 3838, 022-2594 6970, Fax No. 022-2594 6969, email- rnt.helpdesk@linkintime.co.in.
6. Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company's Share Registrar and Transfer Agent.
7. Securities and Exchange Board of India (SEBI) vide circular ref. no. CIR/CFD/DIL/7/2011 dated October 5, 2011 and consequent changes in Clause 32 of the Equity Listing Agreement and the Companies Act, 2013 allows that Companies can send full Annual Reports in electronic mode to its Members who have registered their e-mail addresses for the purpose. **Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached 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.**

8. As part of the Green Initiative circulars issued by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company is being sent to the shareholders at their respective e-mail addresses registered with the Company. However, shareholders requiring a physical copy of the Annual Report and Notice may write to the Company at the Corporate Office at 5th 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, www.welspuncorp.com.
9. The physical copies of the Annual Reports, Memorandum & Articles of Association, Letter of Appointment of Independent Director, etc. 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 and copies thereof shall also be available at the Corporate Office of the Company and during the meeting.
10. 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.
11. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-voting Services. The 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") will be provided by National Securities Depository Limited (NSDL).
 - 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 August 28, 2015 (9:00 am) and ends on August 30, 2015 (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 August 24, 2015, may cast their vote by remote e-voting. *A person who is not a member as on the cut-off date should treat this Notice for information purpose only.* The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, that 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.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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Welspun Corp 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 mansi@jmja.in 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 on toll free no.: 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 August 24, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. August 24, 2015, 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. Ms. Mansi Damania Shah, Company Secretary (Certificate of Practice No. 8120) and a Partner M/s. JMJA & Associates LLP, 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, 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 three 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspuncorp.com, notice board of the Company at the registered office as well as the corporate office and on the website of NSDL 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
For Welspun Corp Limited

Place: Mumbai
Date: April 28, 2015

Pradeep Joshi
Company Secretary
FCS-4959



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



Dare to Commit

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 Company: WELSPUN CORP LIMITED

CIN : L27100GJ1995PLC025609

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India. Board No.: +91 2836 662079, Fax No. + 91 2836 279060, Email : CompanySecretary_WCL@welspun.com, Website: www.welspun.com

Corporate Office : Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013. Board : +91 -22-66136000, Fax: +91-22-2490 8020

Name of the member (s) :

Registered Address :

E-mail Id:

Folio No / Client ID: DP ID:

I/Webeing the member(s) of Equity Shares of the above named company, hereby appoint :

1. Name:.....

Address :

E-mail Id:Signature:.....

2. Name:.....

Address :

E-mail Id:Signature:.....

3. Name:.....

Address :

E-mail Id:Signature:.....

as as my / our proxy to 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 August 31, 2015 at 1 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 Statement, Report of the Board of Directors and Auditors thereon.		
2	Declaration of Dividend on Equity Shares.		
3	Re-appointment of Mr. Balkrishan Goenka as a director of the Company, liable to retire by rotation.		
4	Re-appointment of Mr. Utsav Baijal as a director of the Company, liable to retire by rotation.		
5	Appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountant as Statutory Auditors and fixing their remuneration.		
6	Appointment of Mr. Atul Desai as an independent director of the Company		
7	Alteration of Articles of Association of the Company.		
8	Ratification of payment of remuneration to the Cost Auditors		
9	Borrowing by offer of securities on a Private Placement basis		

Signed this day of 2015.

Signature of shareholder.....

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

Affix Re 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.



E-mail Registration-Cum-Consent Form

To,
The Company Secretary,
Welspun Corp 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 above 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) :

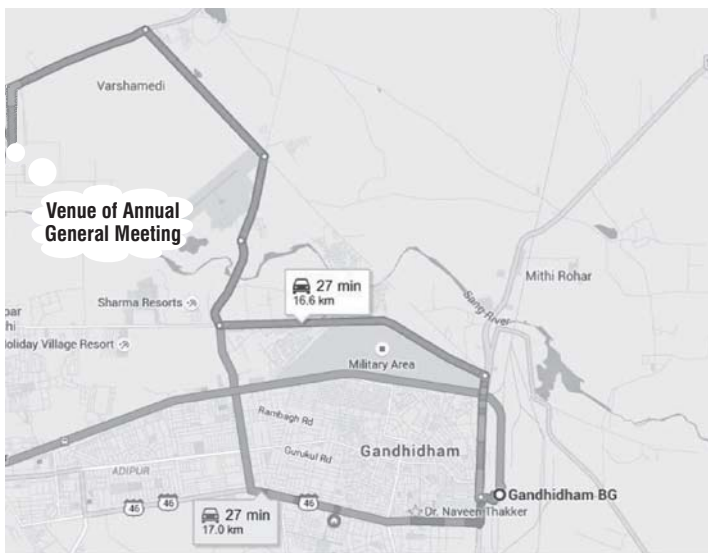
Registered Address:.....

.....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 a joint holding.



Route Map-Gandhidham Station to Welspun



Route Map - Anjar Station to Welspun

WELSPUN CORP LIMITED

CIN : L27100GJ1995PLC025609

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin - 370110, India. Board No.: +91 2836 662079, Fax No. + 91 2836 279060, Email : CompanySecretary.WCL@welspun.com Website: www.welspuncorp.com

Corporate Office : Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013. Board : +91 -22-66136000 Fax: +91-22-2490 8020

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 20th Annual General Meeting of the Company held on Monday, August 31, 2015 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 1:00 pm.

Signature of Shareholder/ Proxy Present

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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

The remote e-voting period commences on Friday, August 28, 2015 at 9:00 am and ends on Sunday, August 30, 2015 at 5:00 pm. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions annexed to the Notice dated April 28, 2015 of the 20th Annual General Meeting before exercising the vote.

These detail and instructions forms integral part of the Notice dated April 28, 2015 of the 20th Annual General Meeting.