



## WELSPUN CORP LIMITED

(Corporate Identification Number – L27100GJ1995PLC025609)

Reg. Office: "Welspun City", Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat-370110.

Tel No. +91 2836 662079, Fax No. + 91 2836 279060,

Corp. Office: Welspun House, 5<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra - 400013  
CompanySecretary\_WCL@welspun.com; www.welspuncorp.com

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of Welspun Corp Limited will be held on Friday, May 15, 2015 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 at 11.30 a.m. to transact the following business:

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule V thereto, and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, if required, and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, approval of the shareholders of the Company be and is hereby accorded for payment of remuneration at present level of Rs.5,00,00,000 p.a. ("Fixed Remuneration") and the provision of the facilities (or reimbursement of the cost of obtaining such facilities) for official as well as personal use during the tenure of appointment and other perquisites as are generally provided to the senior executives of the Company (the "Facilities"), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which may exercise its powers, including the powers, conferred by this resolution) to Mr. Braja Mishra (DIN - 00007089) as the Managing Director of the Company, for a period from April 26, 2015 to April 25, 2017 with liberty to the Board to alter and vary the terms and conditions in such manner as may be agreed to between the Board and Mr. Braja Mishra and that the Board be hereby empowered to increase the Fixed Remuneration from Rs. 5,00,00,000 p.a. to Rs. 5,50,00,000 p.a. for the year starting from April 26, 2015 to April 25, 2016 and up to Rs. 6,00,00,000 p.a. for the period starting from April 26, 2016 to April 25, 2017 and in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment for payment of remuneration prescribed under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

By Order of the Board  
Sd/-

Pradeep Joshi  
Company Secretary

Place: Mumbai  
Date: March 31, 2015

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

## Item No. 1

The resolution does not constitute related party transaction under the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. The resolution though related party transaction under Clause 49 (VII) (A) of the Listing Agreement, under the applicable accounting standards are not material related party transactions. The remuneration payable to the Managing Director is as mentioned in the resolution.

## Notes:

- Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167 of the Companies Act, 2013. The office of the Managing Director shall be liable to retire by rotation. The appointment is terminable by giving one months' notice in writing on either side.

The Board and the Nomination and Remuneration Committee of the Board have on March 31, 2015 accorded their approvals to the above and have recommended the aforesaid resolution as set out in this notice for approval of the shareholders.

The Board recommends the resolution as set out at item No. (1). Mr. Braja Mishra may be deemed to be interested in the resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution. Mr. Mishra is not related to any other Director of the Company.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

## I. General Information:

## 1. Nature of Industry

The Company is engaged in the business of manufacture and marketing of steel plates, coils and pipes both bare and coated.

## 2. Date or expected date of commencement of commercial production: May 12, 1995.

## 3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable.

## 4. Financial Performance based on given indicators:-

Rs. Million

Particulars	For the year ended	
	31.03.2014	31.03.2013
Revenue from operations (Net)	48,676.12	66,321.65
Profit before finance cost, depreciation & tax	4,219.72	5,970.50
Less : Finance costs	2,239.81	2,988.98
Gross Profit / ( Loss)	1,979.91	2,981.52
Less: Depreciation/Amortization	2,255.69	2,289.90
Profit before tax for the year (before exceptional item)	(275.78)	691.62
Less : Provision for taxation		
Current Taxation	-	138.38
MAT Credit Entitlement	-	(138.38)
Deferred Taxation	(100.36)	186.73
Profit after tax for the year (after Minority Interest)	(175.42)	504.89
Profit / (loss) before tax from discontinued operations	-	188.03
Less : Tax expense of discontinued operations	-	162.06
Profit / (loss) after tax before share of results of associates and minority interest from discontinued operations	-	25.97
Profit / (loss) for the year from discontinued operations	-	25.97
Profit / (loss) for the year	(175.42)	530.86

5. Foreign Investments and Collaborations: The Company has made investments outside India and set up pipe manufacturing facilities at the United States of America through its wholly owned subsidiary. The Company also made investment in pipe manufacturing joint venture companies in Kingdom of Saudi Arabia through its subsidiary Company. Besides, the Company also has made investment in subsidiaries in the UAE primarily for marketing of the Company products. The Company has not entered into any collaboration during the last year.

## II. Information about the Appointee:

1. Background Details: Mr. Mishra is a Graduate in Commerce with a Master's in Business Administration (MBA) in Marketing & Finance from the Aligarh Muslim University. He is a prominent figure in the industry with over 25 years of experience. He possesses immense know-how regarding Oil and Gas - Steel Pipe manufacturing industry.



2. Past remuneration: Remuneration received from the Company is under:

2012-13	<ul style="list-style-type: none"> <li>• Sign in Bonus : Rs. 10 crores</li> <li>• Fixed Remuneration : Rs. 4 crores and the provision for the facilities (or reimbursement of the cost of obtaining such facilities) for official as well as personal use during the tenure of appointment and other perquisites as are generally provided to the senior executives of the Company.</li> </ul>
2013-14	<ul style="list-style-type: none"> <li>• Fixed Remuneration : Rs. 4.5 crores and the provision for the facilities (or reimbursement of the cost of obtaining such facilities) for official as well as personal use during the tenure of appointment and other perquisites as are generally provided to the senior executives of the Company.</li> </ul>
2014-15	<ul style="list-style-type: none"> <li>• Fixed Remuneration : Rs. 5 crores and the provision for the facilities (or reimbursement of the cost of obtaining such facilities) for official as well as personal use during the tenure of appointment and other perquisites as are generally provided to the senior executives of the Company.</li> <li>• 2,050,029 Employee Stock Options carrying option to subscribe for equal number of equity shares at a price of Re. 1 per share.</li> <li>• 227,781 equity shares of Rs. 5 each fully paid-up as sweat equity shares at a price of Rs. 127.13 per share as determined under SEBI (Sweat Equity) Regulations, 2002 for a consideration other than cash being the value of Know-How brought in by him in the Company.</li> </ul>

3. Recognition and Awards: In the past, he has been rated as the 6<sup>th</sup> most valuable CEO of Corporate India by Business World.

4. Job profile suitability: Considering long and specific industry experience he is suitable for being responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company.

5. Remuneration proposed: The proposed remuneration would comprise of monthly basic salary, allowances, perquisites and benefits etc. as mentioned in the proposed Item no. 1 of the Notice of this Extra Ordinary General Meeting.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Fixed Compensation, perquisites, allowances, and other benefits etc. as specified in schedule V to the Companies Act, 2013.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company and business profile, the knowledge, skills of, and the responsibilities shouldered by Mr. Mishra, the remuneration proposed to be paid commensurate with the remuneration packages paid to the managerial personnel at the same level in the industry.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Besides the remuneration proposed to be paid to Mr. Mishra, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information:

1. Reasons of loss or inadequate profits : The Company, directly and through its subsidiaries and associates, has interest in various global markets for steel pipes. The global slowdown in economy and intense competition has affected the order book position of the Company and its subsidiaries affecting its capacity utilization, sales and profitability.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company has undertaken several steps for lowering the cost, aligning resources with current levels of operations. The Company demerged its non-core businesses in to a separate company to focus on and enhance its pipes business by streamlining its operations.

The Company is aggressively pursuing geographies like North and South America, Middle East and India for incremental markets and customer addition. The Company's strategy is to gain high market share to offset decline in demand. In this regard, significant progress has been made in Middle East and American markets.

The Company continues to focus on quality standards, increase in its cost competitiveness and product innovation. These steps are expected to positively impact the Company's operations in near to medium term. The management is confident of attaining a higher growth rate in the time to come.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel shall be mentioned in the Corporate Governance section of the Annual Report for the year ended March 31, 2015.

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. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Transfer Agents : 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- [rtt.helndesk@linkintime.co.in](mailto:rtt.helndesk@linkintime.co.in).

5. 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 Registrar and Transfer Agent.

6. 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 12<sup>th</sup> May, 2015 (9:00 am) and ends on 14<sup>th</sup> May, 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 8<sup>th</sup> May, 2015, 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)] :
- 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.
  - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - Click on Shareholder - [Login](#)
  - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - 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.
  - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - Select "EVEN" of "Welspun Corp Limited".
  - Now you are ready for remote e-voting as Cast Vote page opens.
  - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
  - Once you have voted on the resolution, you will not be allowed to modify your vote.
  - 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](mailto:mansi@jmja.in) 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 General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- 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
  - 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](http://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 8<sup>th</sup> May, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8<sup>th</sup> May, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the General Meeting.
- XII. 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.
- XIII. Ms. Mansi 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.
- XIV. 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.
- XV. 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 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.welspuncorp.com](http://www.welspuncorp.com) 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

Sd/-

Pradeep Joshi

Company Secretary

Place: Mumbai  
Date: March 31, 2015