

WIL/SEC/2019 March 28, 2019

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

Dear Sirs/ Madam,

Sub: Result of Postal ballot Voting (including e-voting) along with the Scrutinizer's Report.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015 and other relevant provisions, if any, of the Regulations, kindly find attached herewith details of voting results declared today in Annexure I along with Scrutinizer's Report on e-voting and voting through postal ballot in respect of the below resolutions:

- 1) Special Resolution for re-appointment of Mr. Arun Todarwal (DIN: 00020916) as an Independent Director for the second term of five consecutive years with effect from April 1, 2019.
- 2) Special Resolution for re-appointment of Mr. Arvind Kumar Singhal (DIN: 00709084) as an Independent Director for the second term of five consecutive years with effect from April 1, 2019.
- 3) Ordinary Resolution for appointment of Ms. Anisha Motwani (DIN: 06943493) as an Independent Director for a term of three years from October 22, 2018 to October 21, 2021.
- 4) Ordinary Resolution for revision in remuneration of Ms. Dipali Goenka (DIN: 00007199), Chief Executive Officer and Joint Managing Director.

Kindly take the above mentioned on record.

Thanking you.

Yours faithfully,

For Welspun India Limited

Shashikant Thorat

Company Secretary

ICSI Membership No.: FCS-6505

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India. T:+91 22 6613 6000 / 2490 8000 F:+91 22 2490 8020 / 2490 8021

E-mail: companysecretary_wil@welspun.com Website: www.welspunindia.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India. T:+91 2836 661 111 F:+91 2836 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India. T: +91 260 2437437 F: +91 260 22437088



Annexure I

| Day and Date of the meeting | Postal Ballot Notice dated February 04, 2019 |
|-------------------------------------|---|
| Date of declaration of results | March 28, 2019 |
| (including e-voting) | |
| Total number of shareholders on | As on the cut-off date i.e. February 15, 2019 the total number of |
| record date | shareholders were 73,483 |
| No. of shareholders present in the | Not applicable |
| meeting either in person or through | |
| proxy: | |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the | Not applicable |
| meeting through Video | |
| Conferencing | |
| Promoters and Promoter Group: | |
| Public: | |

Resolution 1: Special Resolution for re-appointment of Mr. Arun Todarwal (DIN: 00020916) as an Independent Director for the second term of five consecutive years with effect from April 1, 2019.

| Resolution Required (Ordinary/Special) | | | | Special | | | | |
|--|-----------------------|-------------------|---------------------|---|--------------------------------|------------------------------|--------------------------------------|--|
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | | No | | | |
| Category | No. of shares held | Mode of Voting | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | (1) | | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]* 100 |
| D 1 9 | | E-Voting | 688,040,843 | 100.00 | 688,040,843 | - | 100.00 | 0.00 |
| Promoter & Promoter | | Poll | 0 | 0.00 | 0 | = | 0.00 | 0.00 |
| Group | 688,040,933 | Postal Ballot | 0 | 0.00 | 0 | - | 0.00 | 0.00 |
| Group | | Total | 688,040,843 | 100.00 | 688,040,843 | _ | 100.00 | 0.00 |
| | | E-Voting | 103,926,954 | 55.90 | 103,926,954 | - | 100.00 | 0.00 |
| Public - | | Poll | - | 0.00 | .= | = | 0.00 | 0.00 |
| Institutions | 185,930,324 | Postal Ballot | - | 0.00 | - | - | 0.00 | 0.00 |
| | | Total | 103,926,954 | 55.90 | 103,926,954 | - | 100.00 | 0.00 |
| | | E-Voting | 63,301,662 | 48.41 | 60,425,454 | 2,876,208 | 95.46 | 4.54 |
| Public - Non | | Poll | - | 0.00 | - | 72 | 0.00 | 0.00 |
| Institutions | 120 752 902 | Postal Ballot | - | 0.00 | .=. | - | 0.00 | 0.00 |
| | 130,753,893 | Total | 63,301,662 | 48.41 | 60,425,454 | 2,876,208 | 95.46 | 4.54 |
| Total | 1,004,725,150 | | 855,269,459 | 85.12 | 852,393,251 | 2,876,208 | 99.66 | 0.34 |



Welspun India Limited

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 $\hbox{E-mail:companysecretary_wil@welspun.com} \quad \hbox{Website:www.welspunindia.com}$

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Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India. T : +91 260 2437437 F: +91 260 22437088



Resolution 2: Special Resolution for re-appointment of Mr. Arvind Kumar Singhal (DIN: 00709084) as an Independent Director for the second term of five consecutive years with effect from April 1, 2019.

| Resolution Required (Ordinary/Special) | | | | | Special | | | |
|--|---------------|---------------|--------------|---------------|-------------|-----------|-------------|----------------|
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | | No | | | |
| Category | No. of shares | Mode of | No. of votes | % of votes | No. of | No. of | % of | % of Votes |
| | held | Voting | polled | Polled on | Votes - in | votes - | votes in | against on |
| | | | | outstanding | favour | against | favour on | votes polled |
| | | | | shares | | | votes | |
| | | | | | | | polled | |
| | (1) | | (2) | (3) = | (4) | (5) | (6)=[(4)/(2 | (7)=[(5)/(2)]* |
| | | - | | [(2)/(1)]*100 | | |)]*100 | 100 |
| Promoter & | | E-Voting | 688,040,843 | 100.00 | 688,040,843 | | 100.00 | 0.00 |
| Promoter & | 688,040,933 | Poll | 0 | 0.00 | 0 | - | 0.00 | 0.00 |
| Group 688,040, | 066,040,933 | Postal Ballot | 0 | 0.00 | 0 | - | 0.00 | 0.00 |
| Group | | Total | 688,040,843 | 100.00 | 688,040,843 | - | 100.00 | 0.00 |
| | | E-Voting | 103,926,954 | 55.90 | 103,926,954 | - | 100.00 | 0.00 |
| Public - | 4000000 | Poll | - | 0.00 | - | - | 0.00 | 0.00 |
| Institutions | 185,930,324 | Postal Ballot | _ | 0.00 | ~ | - | 0.00 | 0.00 |
| | | Total | 103,926,954 | 55.90 | 103,926,954 | - | 100.00 | 0.00 |
| | | E-Voting | 63,301,662 | 48.41 | 60,847,977 | 2,453,685 | 96.12 | 3.88 |
| Public - Non | 100 750 000 | Poll | - | 0.00 | 1.00 | - | 0.00 | 0.00 |
| Institutions | 130,753,893 | Postal Ballot | = - | 0.00 | - | - | 0.00 | 0.00 |
| | | Total | 63,301,662 | 48.41 | 60,847,977 | 2,453,685 | 96.12 | 3.88 |
| Total | 1,004,725,150 | | 855,269,459 | 85.12 | 852,815,774 | 2,453,685 | 99.71 | 0.29 |

Resolution 3: Ordinary Resolution for appointment of Ms. Anisha Motwani (DIN: 06943493) as an Independent Director for a term of three years from October 22, 2018 to October 21, 2021.

| | | | | | Ordinary | Ordinary | | | |
|--------------|-----------------------|-------------------|---------------------|--|--------------------------------|------------------------------|--|--|--|
| | | | | | No | | | | |
| Category | No. of shares held | Mode of Voting | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | |
| | (1) | | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]* 100 | |
| Promoter & | | E-Voting | 688,040,843 | 100.00 | 688,040,843 | - | 100.00 | 0.00 | |
| Promoter | 699 040 022 | Poll | 0 | 0.00 | 0 | - | 0.00 | 0.00 | |
| Group | 688,040,933 | Postal Ballot | 0 | 0.00 | 0 | - | 0.00 | 0.00 | |
| | | Total | 688,040,843 | 100.00 | 688,040,843 | - | 100.00 | 0.00 | |
| Public - | | E-Voting | 103,926,954 | 55.90 | 103,926,954 | - | 100 | 0 | |
| Institutions | 185,930,324 | Poll | | 0 | _ | - | 0 | 0 | |
| | | Postal Ballot | - | 0 | - | - | 0.00 | 0.00 | |
| | | Total | 103,926,954 | 55.90 | 103,926,954 | - | 100 | 0 | |
| Public - Non | | E-Voting | 63,301,512 | 48.41 | 63,029,339 | 272,173 | 99.57 | 0.43 | |
| Institutions | 130,753,893 | Poll | - | 0 | - | - | 0 | 0 | |
| | | Postal Ballot | - | 0 | - | - | 0 | 0 | |
| | | Total | 63,301,512 | 48.41 | 63,029,339 | 272,173 | 99.57 | 0.43 | |
| Total | 1,004,725,150 | | 855,269,309 | 85.12 | 85,499,716 | 272,173 | 99.97 | 0.03 | |
| | | | | | | | | | |

Welspun India Limited

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T: +91 260 2437437 F: +91 260 22437088





Resolution 4: Ordinary Resolution for revision in remuneration of Ms. Dipali Goenka (DIN: 00007199), Chief Executive Officer and Joint Managing Director.

| 1 | | | | Ordinary | | | | |
|--|-----------------------|-------------------|---------------------|--|---|------------------------------|--------------------------------------|--|
| Whather promoter/promoter group are interested in the agenda/resolution? | | | | | No, except for Mr. Balkrishan Goenka - Spouse and | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | | | | Ms. Radhika | Goenka - D | aughter | | |
| Category | No. of shares held | Mode of Voting | No. of votes polled | % of votes Polled on outstanding shares | No. of Votes - in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | (1) | | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]* 100 |
| Promoter & | | E-Voting | 684,503,963 | 99.49 | 684,503,963 | - | 100 | 0 |
| Promoter | 600 040 022 | Poll | 0 | 0 | 0 | - | 0 | 0 |
| Group | 688,040,933 | Postal Ballot | 0 | 0 | 0 | - | 0 | 0 |
| | | Total | 684,503,963 | 99.49 | 684,503,963 | - | 100 | 0 |
| Public - | | E-Voting | 103,926,954 | 55.90 | 103,926,954 | - | 100 | 0 |
| Institutions | 185,930,324 | Poll | - | 0 | - | - | 0 | 0 |
| | | Postal Ballot | - | 0 | - | - | 0.00 | 0.00 |
| | | Total | 103,926,954 | 55.90 | 103,926,954 | - | 100 | 0 |
| Public - Non | | E-Voting | 63,301,512 | 48.41 | 63,293,783 | 7,729 | 99.99 | 0.01 |
| Institutions | 130,753,893 | Poll | - | 0 | - | - | 0 | 0 |
| | | Postal Ballot | | 0 | - | - | 0 | 0 |
| | | Total | 63,301,512 | 48.41 | 63,293,783 | 7,729 | 99.99 | 0.01 |
| Total | 1,004,725,150 | | 851,732,429 | 84.77 | 851,724,700 | 7,729 | 100.00 | 0.00 |

Thanking you.

Yours faithfully,

For Welspun India Limited

Shashikant Thorat Company Secretary

ICSI Membership No.: FCS-6505

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India. T: +91 22 6613 6000 / 2490 8000 F: +91 22 2490 8020 / 2490 8021

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COMPANY SECRETARY

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

SCRUTINIZER'S REPORT

To,

The Chairman,

Welspun India Limited

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat -

370 110.

Corporate Office: Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg,

Lower Parel, Mumbai - 400 013.

Sub: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

I, Uday Sohoni, Practicing Company Secretaries appointed by the Board of Directors of Welspun India Limited as Scrutinizer to conduct the voting by way of electronic means for postal ballot in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

- 1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the postal ballot notice dated February 04, 2019. Our responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
- 2. The members of the company as on cut-off date i.e., Friday, February 15, 2019, were entitled to vote on the resolutions (as set out in the postal ballot notice dated February 04, 2019).
- 3. The e-voting period commenced on Tuesday, February 26, 2019 (9:00 am) and ended on Wednesday, March 27, 2019 (5.00 pm).
- 4. Accordingly, the electronic votes casted were taken into account and at the end of this voting period, on March 27, 2019, the CDSL portal was blocked for voting.





COMPANY SECRETARY

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

5. The votes casted were unblocked on Thursday, March 28, 2019 in the presence of two witnesses, Mr. Sagar Chavan and Mr. Manish Kakrai who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Sagar Chavan

Name: Mr. Manish Kakrai

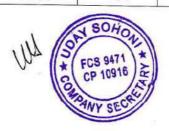
Signature:

Manish

Signature:

- 6. No assent or dissent was received in physical form, hence the requirement of maintaining of the register electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares was not required. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
- 7. The details containing, inter alia, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. https://www.evotingindia.com/ and based on such reports generated, the result of the e-voting is as under:

| Sr. | Resolution No. as given in | | Par | Result | | |
|-----|---|------------------------------|--------------------------------|------------------------------|------------------------------|-----------------------------------|
| No. | postal ballot notice dated | | | Members Voting | | Declared |
| | February 04, 2019 | | No. of memb ers voted | No. of votes Cast by them | % of total no. of votes cast | |
| | | SPEC | IAL BUSINES | S | | |
| 1. | Re-appointment of Mr. Arun Todarwal (DIN: 00020916) as an Independent Director. | Votes Casted in favour | 174 | 852,393,251 | 99.66 | Subject to Final results of |
| | | Votes Casted against | 20 | 2,876,208 | 0.34 | vote conducted through |
| | | Votes Casted invalid | 0 | 0 | 0 | Postal ballot. |
| | | Total | 194 | 855,269,459 | 100.00 | |



COMPANY SECRETARY

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

| 2. | Re-appointment of Mr. Arvind | Votes | 174 | 852,815,774 | 99.71 | 6.11 |
|----|--|--------------------|-----|-------------|--------|-------------------|
| ۷. | Kumar Singhal (DIN: 00709084) | Casted in | 174 | 032,013,774 | 99.71 | Subject to |
| | as an Independent Director. | favour | | | • | Final |
| | as an independent birector. | Votes | 20 | 2,453,685 | 0.29 | results of |
| | | Casted | 20 | 2,433,003 | 0.29 | vote |
| | | against | | | | conducted |
| | | Votes | 0 | 0 | 0 | through |
| | N. | Casted | U | 0 | U | Postal ballot. |
| | | invalid | | | | ballot. |
| | | Total | 194 | 855,269,459 | 100.00 | |
| 2 | Appointment of Ms. Anisha | | | | | |
| 3. | Appointment of Ms. Anisha Motwani (DIN: 06943493) as an | Votes Casted in | 179 | 854,997,136 | 99.97 | Subject to |
| | Independent Director. | favour | | | | Final |
| | independent birector. | Votes | | | | results of |
| | | Casted | 14 | 272,173 | 0.03 | vote |
| | | against | | | | conducted |
| | | Votes | 0 | 0 | 0 | through |
| | ,,, | Casted | U | U | U | Postal |
| | | invalid | | | | ballot. |
| | | Total | 193 | 855,269,309 | 100.00 | <u> </u> |
| | | | 173 | 655,269,309 | 100.00 | |
| 4. | Revision in remuneration of Ms. | Votes | 167 | 851,724,700 | 100 | Subject to |
| | Dipali Goenka (DIN: 00007199), | Casted in | | | | Final |
| | Chief Executive Officer and | favour | | | | results of |
| | Joint Managing Director | Votes | 20 | 7,729 | 0 | vote |
| | | Casted | | | | conducted |
| | | against | | | | through |
| | | Votes | 0 | 0 | 0 | Postal |
| | ž. | Casted | | | | ballot |
| | | invalid | | | | |
| | .7 | Total | 187 | 851,732,429 | 100.00 | |

Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their vote in any Resolution(s), the same has not been counted in the above results.

Date: March 28, 2019

Place: Mumbai

Uday Sohoni (Proprietor) FCS No: 9471

CP No: 10916

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

FORM No. MGT-13

Report of Scrutinizer(s)

[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 Limited

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110. **Corporate Office:** Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Sub: Scrutinizer's Report on voting through postal ballot in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

- I, Uday Sohoni, Practicing Company Secretaries appointed as Scrutinizer for the purpose of scrutinizing the postal ballot voting process of **Welspun India Limited in** fair and transparent manner for passing special resolutions as set out in the postal ballot notice dated February 04, 2019, hereby submit our report as under:
- a) The Company has completed the dispatch of postal ballot notice dated February 25, 2019 along with the Postal Ballot Forms containing the text of the resolutions and Explanatory Statement and self-addressed pre-paid business reply envelope by Courier/Speed Post and e-mail as applicable on February 25, 2019 to the Members, whose names appeared on the Register of Members/List of beneficiaries as on Friday, February 15, 2019. Necessary instructions in this regard to be followed by the members have also been duly mentioned in the Postal Ballot notice.
- b) The members of the company as on cut-off date i.e., Friday, February 15, 2019, were entitled to vote on the resolutions (as set out in the postal ballot notice dated February 04, 2019).

c) Basis of Acceptance:

- i. A Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the Website of NSDL as specified in the Postal Ballot Notice or provided by the Company at the request of Shareholder.
- ii. The assent or dissent has been given by any other mark, the Postal Ballot Form has been considered.
- iii. Joint shareholder(s) has/ have signed the Postal Ballot form instead of first named shareholder, the vote cast by the joint named shareholders has/have been considered.



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

- iv. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
- v. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

d) Basis of Rejection:

- i. Shareholder has not put any tick mark on either assent or dissent.
- ii. Ballot paper is not signed.
- iii. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs materially with that of the signature in the Postal Ballot Forms.
- iv. The specimen signature of the shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent i.e. NSDL and consequently there is no way to verify the signature.
- v. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
- vi. Shareholder has sent a Photocopy of the Postal Ballot Form.
- vii. Ballot paper is signed by proxy.
- viii. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority together with attested specimen signatures of the duly authorised signatory not attached with the Postal Ballot Form.
- ix. Shareholder has signed the Postal Ballot Form in Pencil.
- x. Shareholder has signed in the Column for the purpose of Assent / Dissent.
- xi. Shareholder has sent Scan Copy of Postal Ballot Form via E-Mail.
- xii. Shareholder has sent Original as well as Duplicate Postal Ballot Form, then Original Postal Ballot Form has/have been considered.
- xiii. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.
- xiv. Shareholder has voted by Physical Ballot Form and e-Voting both, then voting done through valid electronic means has been considered and voting by postal ballot has been treated as 'Invalid'.
- e) The result of the Postal Ballot Voting is as under;

Result of the Postal Ballot Voting

1. Resolution Item No. 1: Special Resolution

Re-appointment of Mr. Arun Todarwal (DIN: 00020916) as an Independent Director.

i. Voted in favour of the resolution:

| Number of members present and | Number of votes cast | % of total number of |
|-------------------------------|----------------------|----------------------|
| voting (in person) | by them | valid votes cast |
| 0 | 0 | 0 |



COMPANY SECRETARY

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ii. Voted **against** the resolution:

| Number of members present and voting (in person) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|---------------------------------------|
| 0 | 0 | 0 |

iii. Invalid votes:

| Total number of members (in person) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

2. Resolution Item No. 2: Special Resolution

Re-appointment of Mr. Arvind Kumar Singhal (DIN: 00709084) as an Independent Director.

i. Voted in favour of the resolution:

| Number of members present and voting (in person) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|---------------------------------------|
| 0 | 0 | 0 |

ii. Voted **against** the resolution:

| Number of members present and voting (in person) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|---------------------------------------|
| 0 | 0 | 0 |

iii. Invalid votes:

| Total number of members (in person) whose | Total number of votes cast by them |
|---|------------------------------------|
| votes were declared invalid | |
| 0 | 0 |

3. Resolution Item No. 3: Ordinary Resolution

Appointment of Ms. Anisha Motwani (DIN: 06943493) as an Independent Director.

i. Voted in **favour** of the resolution:

| Number of members present and voting (in person) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|---------------------------------------|
| 0 | 0 | 0 |



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

ii. Voted **against** the resolution:

| Number of members present and voting (in person) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|---------------------------------------|
| 0 | 0 | 0 |

iii. Invalid votes:

| Total number of members (in person) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

4. Resolution Item No. 4: Ordinary Resolution

Revision in remuneration of Ms. Dipali Goenka (DIN: 00007199), Chief Executive Officer and Joint Managing Director.

i. Voted in favour of the resolution:

| Number of members present and voting (in person) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

ii. Voted against the resolution:

| | Number of members present and voting (in person) | Number of votes cast by them | % of total number of valid votes cast |
|---|--|---------------------------------|---------------------------------------|
| Ī | 0 | 0 | 0 |

iii. Invalid votes:

| Total number of members (in person) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Date: March 28, 2019

Place: Mumbai

Uday Sohoni

(*Proprietor*)
FCS No: 9471
CP No: 10916

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

SCRUTINIZER'S REPORT

To,

The Chairman,

Welspun India Limited

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110.

Corporate Office: Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel,

Mumbai - 400 013.

Sub: Scrutinizer's Report on voting through electronic means and postal ballot in terms of sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

I, Uday Sohoni, Practicing Company Secretaries appointed by the Board of Directors of **Welspun India Limited** as Scrutinizer to conduct the postal ballot voting process (both e-voting and by way of postal ballot) in fair and transparent manner for passing special resolutions as set out in the postal ballot notice dated February 04, 2019, hereby submit our report as under;

• The consolidated result of e-voting and postal ballot is attached to the report.

Date: March 28, 2019

Place: Mumbai

Uday Sohoni (*Proprietor*)

FCS No: 9471 CP No: 10916

COMPANY SECRETARY

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

Report on Voting through Electronic means and Postal Ballot

VOTING RESULTS FOR RESOLUTION NO. 1

| Details of Valid | No. of Ballots and | No. of Equity Shares of the | Percentage (%) |
|------------------|--------------------|---|----------------|
| Votes | E Votes | Nominal Value of Re. 1 each (No. of Votes) | |
| Assent | 174 | 852,393,251 | 99.66 |
| Dissent | 20 | 2,876,208 | 0.34 |
| TOTAL | 194 | 855,269,459 | 100.00 |

Result Declared: The Resolution passed as a Special Resolution.

VOTING RESULTS FOR RESOLUTION NO. 2

| Details of Valid | No. of Ballots and | No. of Equity Shares of the | Percentage (%) |
|------------------|--------------------|---|----------------|
| Votes | E Votes | Nominal Value of Re. 1 each (No. of Votes) | |
| Assent | 174 | 852,815,774 | 99.71 |
| Dissent | 20 | 2,453,685 | 0.29 |
| TOTAL | 194 | 855,269,459 | 100.00 |

Result Declared: The Resolution passed as a Special Resolution.

VOTING RESULTS FOR RESOLUTION NO. 3

| Details of Valid | No. of Ballots and | No. of Equity Shares of the | Percentage (%) |
|------------------|--------------------|-----------------------------|----------------|
| Votes | E Votes | Nominal Value of Re. 1 each | |
| | | (No. of Votes) | |
| | | | |
| Assent | 179 | 854,997,136 | 100 |
| Dissent | 14 | 272,173 | 0.03 |
| TOTAL | 193 | 855,269,309 | 100 |

Result Declared: The Resolution passed as a Ordinary Resolution.



COMPANY SECRETARY

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

VOTING RESULTS FOR RESOLUTION NO. 4

| Details of Valid Votes | No. of Ballots and E Votes | No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes) | Percentage (%) |
|---------------------------|-------------------------------|--|----------------|
| Assent | 167 | 851,724,700 | 100 |
| Dissent | 20 | 7,729 | 0 |
| TOTAL | 187 | 851,732,429 | 100 |

Result Declared: The Resolution passed as a Ordinary Resolution.

Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their vote in any Resolution(s), the same has not been counted in the above results.

Date: March 28, 2019

Place: Mumbai

Uday Sohoni
(Proprietor) FCS

No: 9471 CP No: 10916