

WIL/SEC/2019

May 24, 2019

To

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 Listing Compliance Department Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol: WELSPUNIND)
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Dear Sir / Madam,

Sub: Disclosure under Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015

In terms of Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015, we wish to inform you that we have received disclosures, under Regulation 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015, from Welspun Group Master Trust (“WGMT”) (part of Promoter Group) where WGMT has acquired **679,078,913 (67.60%)** equity shares of the Company from Prasert Multiventures Private Limited pursuant to Scheme of Amalgamation between Prasert Multiventure Private Limited (“PMPL/Transferor Company”) with Welspun India Limited (“WIL / Transferee Company”) made effective on May 21, 2019.

Further, pursuant to the aforesaid Scheme of Amalgamation there will be no change in the equity shareholding of Welspun Promoter Group in the Company which stands at **688,040,933 (68.48%)**.

In compliance with the provisions of Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed herewith the disclosure in Form C received from WGMT for the said Scheme of Arrangement.

Please take the same on your record.

Thanking you,

Yours faithfully,
For **Welspun India Limited**


Shashikant Thorat
Company Secretary
FCS – 6505



Encl: As above

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

Corporate Identity Number: L17110GJ1985PLC033271

WELSPUN GROUP MASTER TRUST

Address: 7th Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai-400 013.

Mail Id- Priyanka_indulkar@welspun.com

WGMT/SEC/2019-20

23.05.2019

Bombay Stock Exchange Ltd. (Scrip Code-514162) Department of Listing, P. J. Towers, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd. (Symbol: WELENT) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	Welspun India Limited Welspun City, Village Versamedi, Taluka Anjar, District Kutch Gujarat-370 110
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Dear Sir/Madam,

Sub.: Disclosure under Regulation 10 (6), 29 (1), 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Sub.: Disclosure under Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

This is to inform you that pursuant to the Scheme of Merger between Prasert Multiventure Private Limited (“PMPL/Transferor Company”) with Welspun India Limited (“WIL/Transferee Company”) made effective on May 21, 2019, WIL has issued 67,90,78,913 equity shares to Welspun Group Master Trust (“WGMT”) pursuant to the said scheme of merger.

Please find attached herewith, disclosure in terms of Regulation 10(6), 29(1) & 29(2) of SEBI (SAST) Regulations, 2011, in the prescribed format.

Also find attached herewith, disclosure, in terms of Regulation 7(2) of SEBI Prohibition of Insider Trading) Regulations, 2015 in the prescribed format.

You are requested to take the same on your record and oblige

Thanking You.

Yours Faithfully,
For WELSPUN GROUP MASTER TRUST


Devendra Patil
Authorised Signatory

Encl: as above

DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

PART A: Details of the Acquisition

Name of the Target Company (TC)	Welspun India Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	<ul style="list-style-type: none"> Balkrishna Goenka, Trustee of Welspun Group Master Trust 		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along PACs:			
a) Shares carrying voting rights Refer Annexure A	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	-	-	-
Details of acquisition:			
a) Shares carrying voting rights acquired Refer Annexure A	-	-	-
b) VRs acquired otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-

d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	-	-	-
After the acquisition, holding of acquirer along with PACs:			
a) Shares carrying voting rights Refer Annexure A	-	-	-
b) VRs otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	-	-	-
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Issue of shares pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10 th May, 2019 (which became effective on 21 st May, 2019)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	21 st May, 2019 (date on which Scheme became effective). Shares are yet to be issued.		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		

Note: Pursuant to the Scheme of Amalgamation of Prasert Multiventure Privare Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10th May, 2019 (which became effective on 21st May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up will be issued and allotted by Welspun India Limited to the shareholders of Prasert Multiventure Private Limited

Note: Pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10th May, 2019 (which became effective on 21st May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up held by Prasert Multiventure Private Limited in Welspun India Limited representing 67.59% of the share capital of Welspun India Limited stands cancelled

For Welspun Group Master Trust


Devendra Patil


Authorised Signatory

Date: May 23, 2019

Annexure A

Shareholder	Before the proposed transaction			Details of transaction			After the proposed transaction		
	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)
Acquirer & IPAC									
Radhika Balkrishan Goenka	20,08,600	0.20	0.20	-	-	-	20,08,600	0.20	0.20
Dipali Balkrishan Goenka	7,50,400	0.07	0.07	-	-	-	7,50,400	0.07	0.07
Balkrishan Gopitram Goenka	4,90,660	0.05	0.05	-	-	-	4,90,660	0.05	0.05
Balkrishan Goenka, Trustee of Welspun Group Master Trust	93,990	0.01	0.01	67,90,78,913	67.59	67.59	67,91,72,903	67.60	67.60
Balkrishan Goenka HUF	1,93,320	0.02	0.02	-	-	-	1,93,320	0.02	0.02
Rajesh Mandawewala	1,030	0.00	0.00	-	-	-	1,030	0.00	0.00
Prasert Multiventure Private Limited	67,90,78,913	67.59	67.59	(67,90,78,913)	(67.59)	(67.59)	-	-	-
Welspun Tradewel Limited	54,24,020	0.54	0.54	-	-	-	54,24,020	0.54	0.54
Total - Promoter and PAC's	688,040,933	68.48	68.48	-	-	-	688,040,933	68.48	68.48

For Welspun Group Master Trust


Devendra Patil
 Authorised Signatory
 Date: May 23, 2019

DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	Welspun India Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	<ul style="list-style-type: none"> Balkrishna Goenka, Trustee of Welspun Group Master Trust 		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable(*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along PACs:			
a) Shares carrying voting rights Refer Annexure A	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	-	-	-
Details of acquisition:			
a) Shares carrying voting rights acquired Refer Annexure A	-	-	-
b) VRs acquired otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-

d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	-	-	-
After the acquisition, holding of acquirer along with PACs: a) Shares carrying voting rights Refer Annexure A	-	-	-
b) VRs otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	-	-	-
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Issue of shares pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10 th May, 2019 (which became effective on 21 st May, 2019)		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	21 st May, 2019 (date on which scheme became effective). Shares are yet to be issued.		
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Note: Pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10 th May, 2019 (which became effective on 21 st May, 2019), 67,90,78,913 Equity Shares of Re.1/- each fully paid up will be issued and allotted by Welspun India Limited to the shareholders of Prasert Multiventure Private Limited			

Note: Pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10th May, 2019 (which became effective on 21st May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up held by Prasert Multiventure Private Limited in Welspun India Limited representing 67.59% of the share capital of Welspun India Limited stands cancelled

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Acquirer & PAC									
Radhika Balkrishan Goenka	20,08,600	0.20	0.20	-	-	-	20,08,600	0.20	0.20
Dipali Balkrishan Goenka	7,50,400	0.07	0.07	-	-	-	7,50,400	0.07	0.07
Balkrishan Gopiram Goenka	4,90,660	0.05	0.05	-	-	-	4,90,660	0.05	0.05
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Rajesh Mandawewala	1,030	0.00	0.00	-	-	-	1,030	0.00	0.00
Prasert Multiventure Private Limited	67,90,78,913	67.59	67.59	(67,90,78,913)	(67.59)	(67.59)	-	-	-
Welspun Tradewel Limited	54,24,020	0.54	0.54	-	-	-	54,24,020	0.54	0.54
Total - Promoter and PAC's	688,040,933	68.48	68.48	-	-	-	688,040,933	68.48	68.48

For Welspun Group Master Trust


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