

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
ListingCompliance Department
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
(Symbol: WELSPUNIND)

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 Amalagamation 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

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

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 I	Limited	
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Balkrishna (     Master Trus	•	of Welspun Group
Whether the acquirer belongs to promoter / promoter group	The acquirer is	a part of the pron	noter group
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Sto (NSE) 2. BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/ <del>voting</del> 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)			
others)	_	-	
e) Total (a+b+c+/-d)	-	-	-
After the acquisition, holding of acquirer along with PACs:  a) Shares carrying voting rights  Refer Annexure A	-	-	-
Refer Affilexure A			
b) VRs otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer	-	-	-
to receive shares carrying voting right s in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance			
(pledge/ lien/ non-disposal undertaking/ others)	-	_	<u>-</u>
e) Total (a+b+c+d)	1 	Land Land Land Land Land Land Land Land	-
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Issue of shares p Amalgamation of Limited with We respective sharel by the Hon'ble N Ahmedabad Ben 10 <sup>th</sup> May, 2019 ( May, 2019)	of Prasert Multive Elspun India Lim Holders and credi National Compan Hoch vide its order	enture Private ited and their tors, as appro- y Law Tribun pronounced o
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 <sup>st</sup> May, 2019 (effective). Share	s are yet to be iss	sued.
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,00,47,25,13 of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,00,47,25,1: of Re. 1 each)	50 (1,00,47,25,1	50 Equity Sha
Total diluted share/voting capital of the	Rs. 1,00,47,25,1	50 (1,00,47,25,1:	50 Equity Sha

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 10<sup>th</sup> May, 2019 (which became effective on 21<sup>st</sup> May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up will be issued and alloted 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 10<sup>th</sup> May, 2019 (which became effective on 21<sup>st</sup> 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

	Before th	Before the proposed transaction	1saction	Detai	Details of transaction	uo	After the	After the proposed transaction	saction
Shareholder	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
Acquirer & PAC						i i			DdSISJ
Radhika Balkrishan Goenka	20,08,600	0.20	0.20	-	1		20.08.600	000	00.0
Dipali Balkrishan Goenka	7,50,400	0.07	0.07	1	1	ľ	7 50 400	0.20	0.20
Balkrishan Gopiram Goenka	4,90,660	0.05	0.05		1	1	005,00,	200	0.0
Balkrishan Goenka, Trustee of Welspun Group Master Trust	066'86	0.01	0.01	67,90,78,913	62.59	62.59	67,91,72,903	09.79	67.60
Balkrishan Goenka HUF	1,93,320	0.02	0.02	1	1	1	1,93,320	0.02	0.02
Rajesh Mandawewala	1,030	0.00	00.00	1	1	E .	1,030	0.00	00.00
Prasert Multiventure Private Limited	67,90,78,913	62.59	67.59	(67,90,78,913)	(62.59)	(67.59)	1		į
Welspun Tradewel Limited	54,24,020	0.54	0.54	3	1		54,24,020	0.54	0.54
Total - Promoter and PAC's	688,040,933	68.48	68.48	-	8	I.	688,040,933	68.48	68,48

For Welspun Group Master Trust

Devendra Patil
Authorised Signatory
Date: May 23, 2019

### <u>DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011</u>

Name of the Target Company (TC)	Welspun India	Limited	
Name(s) of the acquirer and Persons	Balkrishna	Goenka, Trustee of	Welspun Group
acting in Concert (PAC) with the acquirer	Master Tru		,,
Whether the acquirer belongs to			
promoter / promoter group	The acquirer is	s a part of the promo	ter group
Name(s) of the Stock Exchange(s)	1. National S	tock Exchange of In	dia Limited (NSE)
where the shares of TC are Listed	2. BSE Limit	· · ·	
Details of the acquisition as follows	Number	% w.r.t. total share/ <del>voting</del> capital wherever applicable(*)	% w.r.t. total diluted share/ <del>voting</del> 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	-	-	-
ACIOI AIMCAUIC 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	-	-	-

	T		
d) Shares in the nature of encumbrance			
(pledge/ lien/ non-disposal undertaking/	-		Name of the last o
others)			
e) Total (a+b+c+/-d)	_	-	-
After the acquisition, holding of			
acquirer along with PACs:			
a) Shares carrying voting rights	_	_	
Refer Annexure A			
ACCION TRANSPORCE OF THE			
b) VRs otherwise than by shares		_	_
c) Warrants/convertible securities/any	_	_	_
other instrument that entitles the	_	_	-
	ļ		
acquirer to receive shares carrying	***************************************	######################################	
voting right s 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 /	Issue of shares	pursuant to the Sch	eme of
off-market / public issue / rights issue /	Amalgamation	of Prasert Multiven	ture Private
preferential allotment / inter-se transfer	Limited with V	Velspun India Limit	ed and their
etc).	respective shar	eholders and credito	ors, as approved by
		ational Company La	
		ench vide its order p	
		nich became effectiv	
	2019)		, , , , , , , , , , , , , , , , , , ,
Date of acquisition of/ date of receipt of	<del></del>	(date on which sch	eme became
intimation of allotment of shares / VR/		res are yet to be issu	
warrants/convertible securities/any		,	• • • • • • • • • • • • • • • • • • • •
other instrument that entitles the	Vanish		
acquirer to receive shares in the TC.			
Equity share capital / total voting	Re 1 00 47 25	150 (1,00,47,25,150	Fauity Shares of
capital of the TC before the said	Re. 1 each)	,150 (1,00,47,45,150	Liquity Shares of
-	ixe. i eacii)		
acquisition  Equity share capital/ total voting capital	Da 1 00 47 25	150 (1 00 47 05 150	Tarita Classes C
		.150 (1,00,47,25,150	Liquity Shares of
of the TC after the said acquisition	Re. 1 each)	150 (1 00 45 05 150	
Total diluted share/voting capital of the		150 (1,00,47,25,150	Equity Shares of
TC after the said acquisition	Re. 1 each)		
Note: Pursuant to the Scheme of Amalgan			
Welspun India Limited and their respecti-			•
Hon'ble National Company Law Tribuna			
10 <sup>th</sup> May, 2019 (which became effective of			
Re.1/- each fully paid up will be issued an		elspun India Limited	to the
shareholders of Prasert Multiventure Priv	ate 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 10<sup>th</sup> May, 2019 (which became effective on 21<sup>st</sup> 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

	Before the	e proposed transaction	ısaction	Detai	Details of transaction	uc	After the	After the proposed transaction	saction
Shareholder	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 & PAC		To the state of th		10000	77111		distribution of the second of		1
Radhika Balkrishan Goenka	20,08,600	0.20	0.20	1	1	1	20,08,600	0.20	0.20
Dipali Balkrishan Goenka	7,50,400	0.07	0.07		1	-	7,50,400	0.07	0.07
Balkrishan Gopiram Goenka	4,90,660	0.05	0.05	1	1		4.90,660	0.05	0.05
Balkrishan Goenka, Trustee of Welspun Group Master Trust	066'86	0.01	0.01	67,90,78,913	67.29	62.59	67,91,72,903	09.79	09'29
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	ı		1	1,030	00.00	00.00
Prasert Multiventure Private Limited	67,90,78,913	67.59	67.59	(67,90,78,913)	(62.59)	(67.59)	T T	-	1
Welspun Tradewel Limited	54,24,020	0.54	0.54		ı	1	54,24,020	0.54	0.54
Total - Promoter and PAC's	688,040,933	68.48	68.48	m.	I TOTAL PROPERTY.	-	688,040,933	68.48	68.48

For Welspun Group Master Trust

Devendra Patil
Authorised Signatory
Date: May 23, 2019