

UDAY SOHONI
COMPANY SECRETARY

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

REPORT OF SCRUTINIZER

[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 Ltd.
(CIN - L17110GJ1985PLC033271)
Welspun City, Dist. Kutch – 370110 (Gujarat)

Dear Sir,

1. I, Uday Sohoni, Practising Company Secretary have been appointed by the Board of Directors of Welspun India Limited in the meeting held on July 20, 2015, as a scrutinizer for the e - voting and carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice dated July 20, 2015 (hereinafter referred to as “The Resolutions”). I have also been appointed as a scrutinizer by the Chairman of the 30th Annual General Meeting of Welspun India Limited held at the registered office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 3.00 p.m. in respect of poll taken at the Annual General Meeting.
2. The management of the Company is responsible to ensure the compliance of the requirements of the provisions of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice. My responsibility as scrutinizer for e-voting process is restricted to the preparation of a scrutinizers’ report of the votes cast “in favour” or “against” the resolutions and “Invalid” votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL) , the authorized agency for providing e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:



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- A. The e-voting period remained open from August 28, 2015 at 9:00 am and ended on August 30, 2015 at 5:00 pm.
- B. The shareholders of the Company as on the record date i.e. August 24, 2015 were entitled to vote on the resolutions (Item No. 1 to 5) as set out in the Notice.
- C. The details of the list of shareholders, who have voted “for” and “against” each of the resolutions that were put to vote, were generated from the e-voting website www.evoting.nsdl.com. The voting exercised by poll at the venue of the Annual General Meeting was also considered.

The results of e- voting together with that of the poll are as under:

Resolution No. 1:

Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
168	8,24,34,718	99.99%

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
2	10	0%



A handwritten signature in purple ink, appearing to be "Uday Sohoni".

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(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
2	1,486	0.002%

Resolution No. 2:

Declaration of Dividend on Equity Shares.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
169	8,24,61,055	99.99%

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
0	0	0

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
2	1,486	0.002%



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Resolution No. 3:

Re-appointment of Ms. Dipali Goenka as a director of the Company, liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
83	7,68,12,545	93.14%

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
87	56,48,517	6.85%

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
2	1,426	0.002%

Resolution No. 4:

Ratification of appointment of PriceWaterhouse Chartered Accountants LLP, Chartered Accountant as Statutory Auditors.



Handwritten signature in purple ink.

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(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
157	8,19,75,943	99.41

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
13	4,85,119	0.58

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
2	1,486	0.002

Resolution No. 5:

Authority to the Board of Directors for issue of secured / unsecured NCDs upto Rs. 500 Crore.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
160	8,22,97,947	99.80



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(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
10	1,63,115	0.19

(iii) **Invalid** votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
2	1,486	0.002

During the e - voting process and voting by poll at the venue of the Annual General Meeting, all the resolutions were passed with the required majority.

The relevant records for the e-voting process will remain with us until the minutes of the meeting are signed. Thereafter the same will be handed over to the Company.

Yours faithfully,



Uday Sohoni
Practising Company Secretary
CP No.: 10916

September 01, 2015
Mumbai