

NOTICE

CIN : L17110GJ1985PLC033271

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110, India.

Tel. No.: +91 2836 661111, Fax No. + 91 2836 279010.

Email : CompanySecretary_WIL@welspun.com Website: www.welspunindia.com

Corporate Office : Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West),

Mumbai – 400013. Tel. No.: +91 -22-66136000 Fax: +91-22-2490 8020

NOTICE is hereby given that the 33rd Annual General Meeting of Welspun India Limited will be held on Tuesday, August 14, 2018 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110 at 10.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1) To consider and adopt the audited financial statements, on standalone and consolidated basis, for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon.
- 2) To declare a dividend of ₹ 0.65 per share on equity shares of the Company.
- 3) To appoint a Director in place of Ms. Dipali Goenka (DIN 00007199), who retires by rotation, and being eligible, offers herself for re-appointment.
- 4) To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the approval of the Board, the appointment of S R B C & CO LLP (having Firm Registration Number 324982E/E300003), as the statutory auditors of the Company to hold office from the conclusion of this i.e. 33rd Annual General Meeting until the conclusion of the 37th Annual General Meeting be and is hereby ratified by the members of the Company on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

- 5) **To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025), appointed as the Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee of the Board, to conduct the cost audit for the financial year ending March 31, 2019, be paid a remuneration of ₹ 300,000 (Rupees Three Lakh Only) and such travelling and out-of-pocket expenses, at actual incurred, if any, in connection with the audit, as may be authorized by the Board.”

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

“RESOLVED THAT pursuant to provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the “Act”), the Companies (Incorporation) Rules, 2014 (as amended) to the extent applicable, and subject to such necessary registrations, approvals, consents, permissions and sanctions, if any by the Registrar of Companies, Gujarat and/ or any other appropriate authority (ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority (ies), the Memorandum of Association of the Company be and is hereby altered by insertion of sub-clauses 1A and 1B after the existing sub-clause 1 of Part A of Clause III of Memorandum of Association:

- 1A. To carry on trade or business of manufacturing, producing, buying, selling, importing, exporting and otherwise generally dealing in any kinds and description of Tufted Carpet Tiles/Wall to Wall Carpet, rigid tiles made of Carpet Yarn viz Bulk Continuous

Filament yarn (BCF), and Drylon Yarn, all types of natural, manmade fibre, Stone, PVC, PVC Composite or any other natural or man-made material and other products allied to carpet, furnishing, surface covering, interiors (whether residential, commercial or otherwise), including and for that purpose to set up all plants and machinery and related equipments and to carry on the business of manufacturing, wholesale or retail, importing, exporting, buying, selling, dealing, acting as agents, stockists, distributors and suppliers in all kind of house and office furnishers, upholsters and dealers in and hirers, repairers, cleaners, storers and warehouseers of furniture, carpets, woven carpets, linoleums, furnishing fabrics and other floor coverings, fibre coverings, household utensils, china and glass goods fittings, colourful curtain, home furnishings, whether hand-made or otherwise and carpets, household requisite of all kinds and all things capable of being used therewith or in the maintenance repair thereof and to carry on the business of manufacturers, repairers, importers, exporters or otherwise dealers in furniture and fixtures made from wood, brass, steel, fibre glass, plastics or other alloys.

“RESOLVED FURTHER THAT the existing object clause 66, reproduced below, be and is hereby moved up in the order as clause no. 1B and the existing clause 67 be and is hereby renumbered as clause 66.”

- 1B. To carry on the business of manufacturing, importing, exporting, buying, selling, dealing, acting as agents, stockists, distributors and suppliers in all kind of textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen, rayon and other goods or merchandise whether

textile felted, netted or looped, home textiles, technical textiles, home furnishings, readymade garments, coverings, coated fabrics, hosiery, undergarments and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof and also to set up company owned retail outlets or to issue to franchisee rights to buy, sell or otherwise deal in such products.

“RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid sub-clauses 1A and 1B of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority(ies).”

By Order of the Board

Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: May 16, 2018

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat - 370110
Tel. No.: +91 2836 661111 , Fax No.: +91 2836 279010
CIN: L17110GJ1985PLC033271
Website: www.welspunindia.com
Email: Companysecretary_WIL@welspun.com

NOTES

1. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under Item No. 4 to 6 of the Notice is annexed hereto.
2. In terms of Section 152 of the Act, Ms. Dipali Goenka (DIN 00007199), Director, retires by rotation at the Meeting and being eligible has offered herself for re-appointment. A brief resume of Ms. Dipali Goenka and the information pertaining to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as Annexure - 1 forming part of the Notice.
3. 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. Proxy forms, 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 commencement of the Meeting.
4. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. 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 carrying voting rights. 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 for his entire shareholding and such person shall not act as proxy for any other person or shareholder.
6. An instrument of proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.
7. The proxy-holder shall prove his identity at the time of attending the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company’s Registrar and Transfer Agent.
9. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
10. When a Member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
11. The Register of Members and Share Transfer Books of the Company remained closed from Wednesday, June 27, 2018 to Friday, June 29, 2018 (both days inclusive) for the purpose of determination of shareholders entitled to dividend for the year ended March 31, 2018.
12. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged with the Company’s Registrar and Transfer Agents: Link Intime India Private Limited, Unit: Welspun India Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (W), Mumbai - 400 083. Tel. No. 022-4918 6270, 022-2594 6970, Fax No. 022-4918 6060, email- rnt.helpdesk@linkintime.co.in, website - www.linkintime.co.in.
13. Members are requested to immediately inform about their change of address, change of e-mail address, if any, to the Company’s Share Transfer Agent.
14. Those shareholders who have not registered their email address with the Company or wish to update a fresh email address may do so by submitting the enclosed E-mail Registration-cum-Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address. Shareholders requiring a physical copy of the Annual Report may write to the Company

Secretary, 7th Floor, Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company i.e. www.welspunindia.com.

15. The physical copies of the Annual Reports and other documents referred to in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, will be available for inspection by the Members at the Meeting.
17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the Meeting.
18. The shareholders who wish to nominate any person to whom his securities shall vest in the event of his death may do so by submitting the attached Nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
19. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a 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").
 - 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 Saturday, August 11, 2018 (9:00 am) and ends on Monday, August 13, 2018 (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 August 7, 2018, 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 Participant(s)]:
 - (i) 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.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) 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.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Welspun India Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 udaysohoni@gmail.com with a copy marked to 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] :

- (i) 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

- (ii) (ii) Please follow all steps from Serial No. (ii) to (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 or call toll free number 1800-222-990 or send an email to evoting@nsdl.co.in.

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 August 07, 2018.

X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 07, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at Companysecretary_WIL@welspun.com or to RTA at rnt.helpdesk@linkintime.co.in.

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 or contact NSDL at the following toll free no.: 1800-222-990.

XI. 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.

- XII. Mr. Uday Sohoni, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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.
- XIV. 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 two 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.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunindia.com and on the website of NSDL www.evoting.nsdl.com 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/-
Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: May 16, 2018

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat - 370110
Tel. No.: +91 2836 661111 , Fax No.: +91 2836 279010
CIN: L17110GJ1985PLC033271
Website: www.welspunindia.com
Email: Companysecretary_WIL@welspun.com

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 4 - Ratification of appointment of S R B C & CO LLP as the statutory auditors

The Shareholders of the Company at their meeting held on September 20, 2017 had appointed S R B C & CO LLP, having Firm Registration Number 324982E/E300003 as the Statutory Auditors of the Company for the period commencing from the conclusion of the forthcoming 32nd Annual General Meeting to be held in respect of financial year 2016-17 and expiring at the conclusion of the 37th Annual General Meeting to be held in respect of financial year 2021-22, subject to ratification by the members at every Annual General Meeting (as per erstwhile provisions of Section 139). Pursuant to Companies (Amendment) Act, 2017, auditors' appointment need not be ratified every year. Since the shareholders' approval was subject to ratification, it is proposed that shareholders' approval be sought for ratification of appointment of S R B C & Co. LLP for remaining tenure of their appointment as statutory auditors. The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

None of the directors or the key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in this resolution.

ITEM NO. 5 - Ratification of remuneration payable to the Cost Auditors

In pursuance of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the Board based on the recommendation of the Audit Committee of the Board appointed M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025) as the Cost Auditors of the Company, for the conduct of the Cost Audit of the Company's various manufacturing units for the financial year 2018-19 on a remuneration of ₹ 300,000 (Rupees Three Lakh Only) plus travelling and out of pocket expenses, at actual incurred, if any, in connection with the audit of the Company. Remuneration payable to the Cost Auditors has to be ratified by the shareholders. The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

None of the directors or the key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in this resolution.

ITEM NO. 6 - Alteration of object clause of the Company

The Company is into principal business of manufacturing of home textiles products. The Board of Directors continuously examines market scenario and looks for growth opportunities. In order to enable the Company to pursue growth opportunities in various fields of business by exploring potential in product lines which are allied to the Company's existing business and enable the Company to expand its horizon in areas such as home and fashion related products, carpets, linoleums, furnishing fabrics, home decorative products, carpet tiles, home furnishing, etc., it is proposed to amend object clause by insertion of Clause no. 1A in the Main Objects.

Further in order to simplify understanding of the shareholders and investors, it is proposed to move the existing object clause 66 as clause no. 1B of the Main Objects and placing it in order after clause 1 of the Main object. The existing clause 67 shall be renumbered as clause no. 66. The existing object clause 66 describes manufacturing of home textiles, technical textiles products and allied activities. The shareholders had already approved commencement of business under that clause. This resolution merely rearranges it by moving up in the order as clause 1B. The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

None of the directors or the key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in this resolution.

By Order of the Board

Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: May 16, 2018

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
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Tel. No.: +91 2836 661111, Fax No.: +91 2836 279010
CIN: L17110GJ1985PLC033271
Website: www.welspunindia.com
Email: Companysecretary_WIL@welspun.com

Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Annexure 1	
Ms. Dipali Goenka	
Name	Dipali Goenka
Date of Birth	October 13, 1969
Date of Appointment	April 1, 2013
Qualifications	Graduation in Psychology
Nature of her expertise in specific functional areas	Ms. Goenka is CEO and Joint Managing Director of the Company. She has been leading marketing programs, brand initiatives, CSR activities, etc.
Disclosure of relationships with other Directors and Key Managerial Personnel	Spouse of Mr. Balkrishan Goenka, Chairman
Names of companies in which the person also holds the directorship	Welspun Global Brands Limited, Welspun Zucchi Textiles Limited, Welspun Flooring Limited, Alspun Infrastructure Limited, Welspun Logistics Limited, Friends Connections Private Limited, Sequence Apartments Private Limited, MGN Agro Properties Private Limited, Welspun Captive Power Generation Limited, Rank Marketing LLP, Prasert Multiventure Private Limited, Novelty Home Textile SA de C.V., Mexico, Social Accountability Accreditation Services, New York, USA, Tilt Textiles Inc., Welspun Nexgen Inc., E.R. Kingsley (Textiles) Limited, Christy 2004 Limited, Christy UK Limited, Welspun UK Limited, Christy Home Textiles Limited, CHT Holdings Limited, Welspun Home Textiles UK Limited, Welspun USA Inc.
Names of companies and committees, of its Boards, in which the person holds membership	Welspun India Limited Corporate Social Responsibility Committee – Member
No. of shares held in the Company	750,400 equity shares
No. of Board meetings attended	Refer Corporate Governance Report which forms part of the Directors' Report, 2017-18

Form No. SH-13 Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014)

To,
 The Company Secretary,
 Welspun India Limited
 Welspun City, Village Versamedi,
 Taluka Anjar, Dist. Kutch,
 Gujarat - 370110.

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY -

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:
- (i) Relationship with the minor nominee:

Name: _____

Address: _____

Name of the Security Holder(s) _____

Signatures: _____

Witness with name and address: _____

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
14. For shares held in dematerialized mode, nomination is required to be filed with the Depository Participant in their prescribed form.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L17110GJ1985PLC033271

Name of the Company: WELSPUN INDIA LIMITED

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110, India.
Tel. No.: +91 2836 661111, Fax No. + 91 2836 279010, Email : CompanySecretary_WIL@welspun.com Website:
www.welspunindia.com

Corporate Office : Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West),
Mumbai - 400013. Tel. No.: +91 -22-66136000 Fax: +91-22-2490 8020

Name of the member (s) : _____

Registered Address : _____

E-mail Id: _____

Folio No / Client ID

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DP ID

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I/ We _____ being the member(s) of Equity Shares of the above named company, hereby appoint :

1. Name : _____

Address : _____

E-mail Id: _____

Signature : _____; or failing him

2. Name : _____

Address : _____

E-mail Id: _____

Signature : _____; or failing him

3. Name : _____

Address : _____

E-mail Id: _____

Signature : _____

as my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on August 14, 2018 at 10.30 a.m. at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Consider and adopt Audited Financial Statements (standalone and consolidated), report of the Board of Directors and Auditors thereon.		
2	Declaration of Dividend on Equity Shares.		
3	Re-appointment of Ms. Dipali Goenka (DIN 00007199) as a director of the Company, liable to retire by rotation.		
4	Ratification of appointment of S R B C & CO LLP (having Firm Registration Number 324982E/E300003), as the Statutory Auditors of the Company		
5	Ratification of remuneration payable to Cost Auditors		
6	Alteration of object clause		

Signed this day of2018.

Affix ₹1 Revenue stamp

Signature of member _____

Signature of Proxy Holder(s) : 1) _____ 2) _____ 3) _____

Note:

- 1) Please complete all the details including details of member(s) in the above Box before submission.
- 2) It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 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) The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

WELSPUN INDIA LIMITED

CIN : L17110GJ1985PLC033271

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110, India.

Tel. No.: +91 2836 661111, Fax No. + 91 2836 279010,

Email : CompanySecretary_WIL@welspun.com Website: www.welspunindia.com

Corporate Office : Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West),

Mumbai – 400013. Tel. No.: +91 -22-66136000 Fax: +91-22-2490 8020

E-mail Registration-Cum-Consent Form

To,
 The Company Secretary,
 Welspun India Limited,
 Welspun City, Village Versamedi,
 Taluka Anjar, Dist. Kutch, Gujarat – 370110

I/ we the members of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

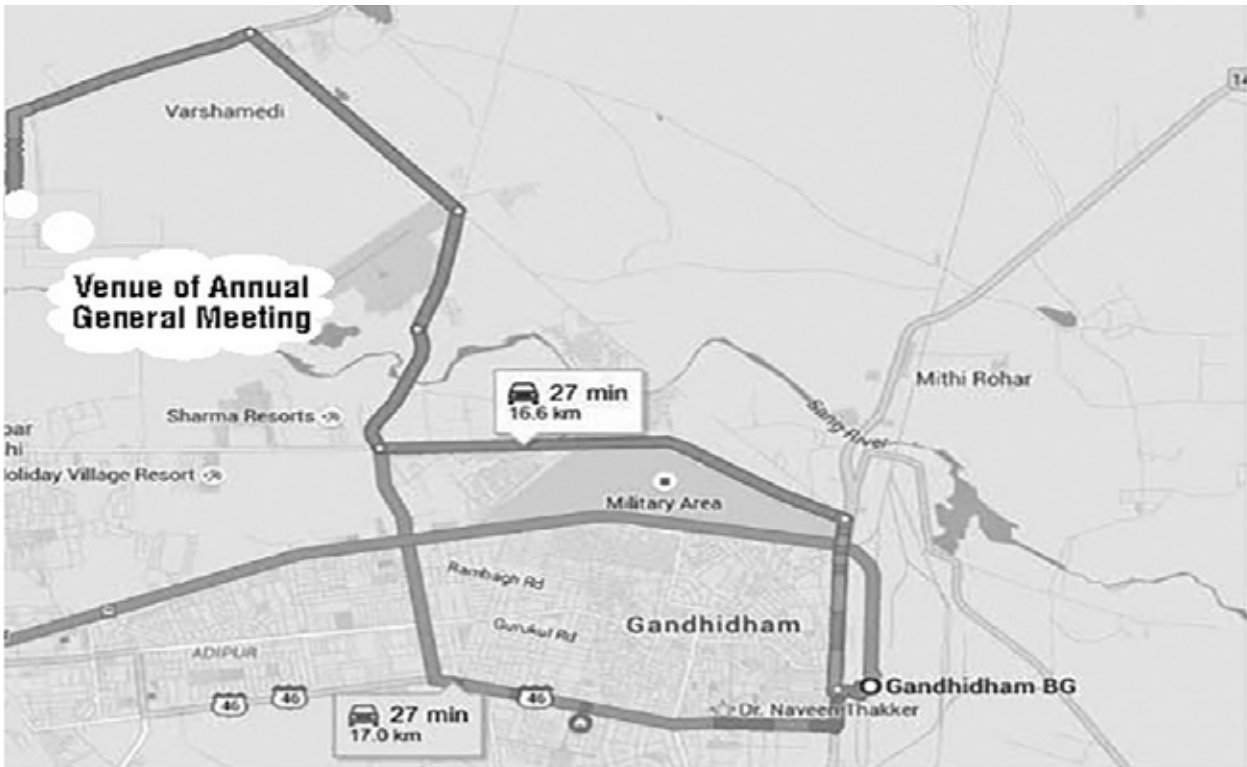
Folio No.		DP - ID		Client ID	
Name of the Registered Holder (1 st)					
Name of the joint holder(s)					
Registered Address					
			Pin		
Mobile Nos. (to be registered)					
E-mail Id (to be registered)					

Signature of the member(s)*

* Signature of all the members is required in case of joint holding.

This Space is Intentionally Kept Blank

Route Maps



Gandhidham Station to Welspun



Anjar Station to Welspun



WELSPUN INDIA LIMITED

CIN : L17110GJ1985PLC033271

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Tel. No. : +91 -22-66136000 Fax: +91-22-2490 8020

ATTENDANCE SLIP

Name of the sole / first named member

Address of sole / first named member:

Registered folio no.

DP ID no. / Client ID no.*

Number of shares held

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Tuesday, August 14, 2018 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 10:30 a.m.

Signature of Shareholder/ Proxy Present

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

----- Tear here -----

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN
108762		

The e-voting period commences on Saturday, August 11, 2018 at 9:00 a.m. and ends on Monday, August 13, 2018 at 5:00 p.m. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice dated May 16, 2018 of 33rd Annual General Meeting.