

WELSPUN INDIA LIMITED

Corporate Identification Number (CIN) - L17110GJ1985PLC033271

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

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

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

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of Welspun India Limited will be held on Wednesday, July 27, 2016 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110 at 11.30 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, 2016 and the reports of the Board of Directors and the Auditors thereon.
- 2) To declare final dividend on Equity Shares.
- 3) To appoint a Director in place of Mr. Rajesh Mandawewala (DIN 00007179), who retires by rotation, and being eligible, offers himself 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 recommendation of the Audit Committee of the Board, the appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration Number - 012754N/N500016), as the statutory auditors of the Company to hold office from the conclusion of this i.e. 31st Annual General Meeting until the conclusion of 32nd Annual General Meeting be 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 ("the Act") and Rule 4 of the Companies (Appointment and Qualification of Directors)

Rules, 2014 ("Rules") read with Schedule IV of the Act and other applicable provisions of the Act and rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Arvind Kumar Singhal (DIN 00709084), director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Act, and who is eligible for appointment, be and is hereby confirmed as an Independent Director of the Company to hold office for a term upto March 31, 2019."

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all permissions, sanctions and approvals as may be necessary and based on the recommendation of the Nomination and Remuneration Committee, Mr. Balkrishan Goenka (DIN 00270175), Non-Executive Chairman of the Company, be paid a commission of 1% of net profits of the Company for a period of 5 years commencing from April 1, 2016, computed in accordance with and upto the limits laid down under the provisions of Section 198 of the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee of the Board) and / or the Key Managerial Personnel of the Company, be and is/are hereby authorised to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

- 7) 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, 2017, be paid a remuneration of Rs. 300,000 (Rupees Three Lakhs 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any amendments thereto or re-enactment thereof), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other approvals as may be required under the Act, if any, and based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for appointment of Ms. Dipali Goenka (DIN 00007199) as the Joint Managing Director of the Company for a period of five years w.e.f April 1, 2016 on the terms and conditions as given below:

Basic Salary	Rs. 15.00 million per annum (subject to revision from April 1, 2016 in terms of this resolution)
Leave Travel Assistance, Superannuation, Telephone Expenses Reimbursement, Car Facility, Leave encashment, Gratuity, etc.	As per the rules of the Company
Club Membership	For two clubs’ fees other than life membership fees
Contribution to Provident Fund	To the extent exempt under Income Tax Act
Commission	1% of the profit computed in the manner laid down in Section 198 of the Companies Act, 2013
Other perquisites	As per rules of the Company or as may be agreed to by the Board of Directors
Annual Increment	25% p.a. of the remuneration for the preceding financial year with effect from April 1, 2016 as may be determined by the Board of Directors

“RESOLVED FURTHER THAT in case of inadequacy of profits, if any, as computed under Section 197 of the Act, Ms. Dipali Goenka shall be entitled for the maximum permissible remuneration payable under Schedule V to the Act and Rules made thereunder as amended from time to time”

necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration within the limits prescribed in the Act or rules thereunder, as amended from time to time.”

By Order of the Board

Sd/-
Shashikant Thorat
Company Secretary
FCS-6505

Mumbai
April 25, 2016

Registered Office:
Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat – 370110
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Website: www.welspunindia.com
Email: Companysecretary_WIL@welspun.com

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to enter into an agreement /issue a letter for increase in remuneration and to do all such acts, deeds, matters and things as may be considered

NOTES

1. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under Item Nos. 5 to 8 of the Notice is annexed hereto.
2. In terms of Section 152 of the Act, Mr. Rajesh Mandawewala (DIN 00007179), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. In terms of Section 149, 150, 152 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Arvind Kumar Singhal (DIN 00709084) has been confirmed by the Board of Directors as an Independent Director of the Company and in terms of Section 196 and 197 of the Act, Ms. Dipali Goenka (DIN 00007199) is proposed to be appointed as Joint Managing Director. Accordingly, a brief resume of Mr. Rajesh Mandawewala, Mr. Arvind Kumar Singhal and 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 will remain closed from Monday, June 27, 2016 to Tuesday, June 28, 2016 (both days inclusive) for the purpose of determination of shareholders entitled to dividend for the year ended March 31, 2016.
12. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company’s Registrar and Transfer Agents : Link Intime India Private Ltd., Unit: Welspun India Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078. Tel. No. 022-2596 3838, 022-2594 6970, Fax No. 022-2594 6969, 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 July 24 2016 (9:00 am) and ends on July 26, 2016 (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 July 20, 2016, 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 Participants(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.nsdl.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) Please follow all steps from Sl. No. (ii) to Sl. No. (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 Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email id evoting@nsdl.co.in, rajivr@nsdl.co.in or call at the following telephone no. 022 2499 4738/ 1800-222-990.

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 July 20, 2016.

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. July 20, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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

Mumbai
April 25, 2016

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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. 5 - Appointment of Mr. Arvind Kumar Singhal as an Independent Director

Mr. Arvind Kumar Singhal is a Bachelor of Engineering (Electronics & Communication) from Roorkee University and MBA (Finance and Marketing) from University of California, Los Angeles, USA. Mr. Singhal is the founder of Technopak.

Technopak is one of India's leading management and operations consulting firms, highly focused on a few sectors that includes Textiles & Clothing, Retail & Consumer Products, Healthcare, Education and Food Services & Agriculture. He has an extensive experience in working with Indian and international clients in textile and apparel sectors in overall strategic planning, development of business plans, developing alliances, advice and providing overall project implementation related advice. Mr. Singhal has been invited to speak at leading academic institutions and professional forums which include Harvard (USA), Wharton (USA), ESADE (Spain), IIMs and IITs in India and the Vatican to list a few. Mr. Singhal does not hold any share in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Singhal being eligible is proposed to be confirmed as an independent director for a period upto March 31, 2019. A notice has been received from a member proposing Mr. Singhal as a candidate for the office of director of the Company.

In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an independent director of the Company and that he is independent of the management. Copy of the draft letter of appointment of Mr. Singhal as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Singhal as an independent director. The Board recommends the resolution in relation to confirmation of Mr. Singhal as an independent director, for the approval

by the members of the Company.

None of the directors or the key managerial personnel of the Company or their relatives except Mr. Arvind Kumar Singhal himself may be deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

ITEM NO. 6 - Payment of Commission to Mr. Balkrishan Goenka

Mr. Balkrishan Goenka, a promoter of the Company, has mentored the giant leap of the Company from a small textile company to a company with turnover of more than Rs. 4,500 Crore. Considering his crucial role in growth of the Company, the Board of Directors at its meeting held on October 20, 2016 had, subject to approval of the shareholders, approved payment of commission to Mr. Goenka at the rate of 1% of the net profits of the Company to be calculated in accordance with Section 198 of the Companies Act, 2013.

None of the key managerial personnel or directors of the Company or their relatives except Mr. Balkrishan Goenka and Ms. Dipali Goenka, Joint Managing Director and CEO may be deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

Item No. 7 - 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 2016-17 on a remuneration of Rs. 300,000 (Rupees Three Lakhs 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.

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.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

Item No. 8 – Re-appointment of Ms. Dipali Goenka as Joint Managing Director:

Ms. Dipali Goenka is Joint Managing Director & CEO of the Company. Ms. Goenka plays a crucial role in operations of the Company. Ms. Goenka has been involved in textile business of Welspun for over last 14 years and currently she is also the Managing Director of Welspun Global Brands Limited, a subsidiary of the Company. Earlier, she was Executive Director of the Company from April 1, 2013. The Board of Directors at its meeting held on October 20, 2015 has elevated her designation to Joint Managing Director and appointed her for a period of five years with effect from April 1, 2016, subject to approval of the shareholders.

During financial year 2015-16, the Company recorded growth of 12.77% in revenue. Domestic retail sales witnessed robust growth as well. Ms. Goenka had a significant role to play in these achievements. She has been the driving force in innovation in the Company's product lines as well as brand building. She has been the backbone of Welspun's CSR activities. She ranked the 16th most powerful businesswoman in Asia in the Forbes Asia's 50 Power Businesswomen List.

At present, her remuneration is Rs. 15 million per

annum, perquisites and commission of 1% on profits of the Company calculated as per Section 198 of the Companies Act, 2013. She is being paid remuneration, by Welspun Global Brands Limited, a subsidiary of the Company, of Rs. 15 million per annum, perquisites and commission of 2% on profit calculated as per Section 198 of the Companies Act, 2013.

In terms of Section 197 and Schedule V of the Companies Act, 2013, Ms. Dipali Goenka is proposed to be appointed as Joint Managing Director for a period of five years with effect from April 1, 2016.

None of the directors or the key managerial personnel of the Company or their relatives except Ms. Dipali Goenka, herself and Mr. Balkrishan Goenka, Chairman may be deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

By Order of the Board

Sd/-

Shashikant Thorat
Company Secretary
FCS-6505

Mumbai
April 25, 2016

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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

Mr. Rajesh Mandawewala

Name	Rajesh Mandawewala
Date of Birth	May 05, 1962
Date of appointment	October 26, 1989
Qualifications	B.Com., Chartered Accountant
Nature of his expertise in specific functional areas	Mr. Mandawewala has vast experience in home-textiles and saw pipes businesses. He has been associated with the Company for more than 25 years. He has been at the helm of affairs of the Company and has played pivotal role in ascent of the Company.
Disclosure of relationship with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun Corp Limited, Welspun Pipes Inc. (USA), Welspun Tubular LLC (USA), Welspun Global Trade LLC (USA), Welspun Global Brands Limited, Welspun India Limited, AYM Syntex Limited, Welspun Energy Private Limited, Welspun Enterprises Limited, Welspun Wintex Limited, Welspun Steel Limited, Welspun Fintrade Private Limited, Welspun USA, Inc. (USA), Welspun Holdings Private Limited (Cyprus), Welspun Home Textiles UK Limited (UK), CHT Holdings Limited (UK), Christy Home Textiles Limited (UK), Welspun UK Limited (UK), Christy 2004 Limited (UK), E. R. Kingsley (Textiles) Limited (UK), Christy UK Limited (UK), MGN Agro Properties Private Limited, Mandawewala Enterprises Limited, Welspun Renewables Energy Private Limited, Angel Power and Steel Private Limited, Alspun Infrastructure Limited, The Cotton Textiles Export Promotion Council
Names of companies and committees, of its Boards, in which the person holds membership	<p>Welspun Corp Limited Corporate Social Responsibility Committee - Member, Share Transfer & Investor Grievance & Stakeholders' Relationship Committee - Member</p> <p>AYM Syntex Limited Corporate Social Responsibility Committee - Member, Share Transfer & Investor Grievance & Stakeholders Committee - Member, Nomination and Remuneration Committee - Member</p> <p>Welspun India Limited Corporate Social Responsibility Committee - Member, The Stakeholders' Relationship, Share Transfer and Investor Grievance Committee - Member</p> <p>Welspun Energy Private Limited Audit Committee - Member, Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member</p> <p>Welspun Enterprises Limited Corporate Social Responsibility Committee - Member</p> <p>Welspun Renewable Energy Private Limited Audit Committee - Member, Corporate Social Responsibility Committee - Member</p> <p>Welspun Steel Limited Audit Committee - Member, Corporate Social Responsibility Committee - Member, Nomination and Remuneration Committee - Member</p> <p>Welspun Wintex Limited Corporate Social Responsibility Committee - Member</p>

No. of shares held in the Company	1,030 equity shares
No. of Board meetings attended	Refer Corporate Governance Report which forms part of the Directors' Report, 2015-16

Mr. Arvind Kumar Singhal

Name	Arvind Kumar Singhal
Date of Birth	August 10, 1958
Date of appointment	January 27, 2014
Qualifications	B.E. (Electronics & Communication), MBA (Finance and Marketing) (UCLA, USA)
Nature of his expertise in specific functional areas	Refer to explanatory statement for item no. 5
Disclosure of relationship with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun India Limited, Technopak Advisors Private Limited, Caleffi Bed And Bath (India) Private Limited, Convergence IT Solutions Private Limited, Avensa Chemical Solutions Private Limited, Mahindra Retail Private Limited, Amrylis Farmworks Private Limited, Stylenama Retail Private Limited, The MobileStore Limited, Greaves Cotton Limited, Premium Transmission Limited, Technopak Skills Foundation, Arvana Sourcing and Services Private Limited

Names of companies and committees, of its Boards, in which the person holds membership

Premium Transmission Limited
Remuneration Committee - Member

Mahindra Retail Private Limited

Audit Committee - Member, Nomination and Remuneration Committee - Member

Greaves Cotton Limited

Risk Corporate Social Responsibility & Strategy Committee - Member

The Mobile Store Limited

Audit Committee - Member, Nomination and Remuneration Committee - Member, Corporate Social Responsibility & Sustainability Committee - Member

No. of shares held in the Company	Nil
No. of Board meetings attended	Refer Corporate Governance Report which forms part of the Directors' Report, 2015-16

Ms. Dipali Goenka

Name	Dipali Goenka
Date of Birth	October 13, 1969
Date of appointment	April 1, 2013
Qualifications	Graduation in Psychology
Nature of his expertise in specific functional areas	Refer to explanatory statement for item no. 8
Disclosure of relationship 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 India Limited, Welspun Wintex Limited, MGN Agro Properties Private Limited, Krishiraj Trading Limited, Friends Connection Private Limited, Goldenarch Estates Private Limited, Welspun Logistics Limited, Sequence Apartments Private Limited, Novelty Home Textiles SA de CV, Welspun Zucchini Textiles Limited, Alspun Infrastructure Limited, Welspun Mercantile Limited, Welspun Flooring Limited

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, 2015-16

**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, Pin - 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.

WELSPUN INDIA LIMITED
Corporate Identification Number (CIN) - L17110GJ1985PLC033271
Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin - 370110, India.

Board 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.
 Board : +91 -22-66136000 Fax: +91-22-2490 8020

PROXY FORM

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

Name of the Member/s : _____

Registered Address : _____

E-mail Id : _____

Folio No./ Client Id : _____

DP Id : _____

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

 1 Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ Or failing him

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 July 27, 2016 at 11.30 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), reports of the Board of Directors and Auditors thereon.		
2	Declaration of Final Dividend on Equity Shares.		
3	Re-appointment of Mr. Rajesh Mandawewala as a director of the Company, liable to retire by rotation.		
4	Ratification of appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors		
5	Confirmation of Mr. Arvind Kumar Singhal as an independent director		
6	Payment of commission of 1% to Mr. Balkrishan Goenka, Chairman		
7	Ratification of remuneration payable to Cost Auditor		
8	Appointment of Ms. Dipali Goenka as Joint Managing Director for a period of 5 years w.e.f. April 1, 2016		

Signed this _____ day of _____ 2016.

Signature of shareholder : _____

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

 Affix
 ₹ 1/-
 Revenue
 Stamp

Note:

- Please complete all the details including details of member(s) in the above Box before submission.
- 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.
- 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.
- 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.

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

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

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 Board : +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, Pin - 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 (1st)		
Name of the joint holder(s)		
Registered Address		
Pin:		
Mobile Nos. (to be registered)		
E-mail Id (to be registered)		

Signature of the Shareholder(s)* _____

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

Route Maps



Gandhidham Station to Welspun



Anjar Station to Welspun

WELSPUN INDIA LIMITED

CIN : L17110GJ1985PLC033271

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

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Board : +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 31st Annual General Meeting of the Company held on Wednesday, July 27, 2016 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 11:30 am

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
104199		

The e-voting period commences on Sunday, July 24, 2016 at 9:00 am and ends on Tuesday, July 26, 2016 at 5:00 pm. 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 April 25, 2016 of 31st Annual General Meeting.