

WELSPUN ENTERPRISES LIMITED

CIN - L51101GJ2012PLC072578

Welspun City, Village Versamedi, Taluka Anjar, Kutch, Gujarat - 370 110, India
Tel:- 91 22 66136000 Fax:- 91 22 24908020 Website: www.welspunenterprises.com

NOTICE TO EQUITY SHAREHOLDERS EXTRAORDINARY GENERAL MEETING AND EVOTING

NOTICE is hereby given that an Extraordinary General Meeting of the Equity Shareholders of Welspun Enterprises Limited will be held on Monday, March 02, 2015 at 2.30 p.m. to transact the following Special Business :

1) Adoption of New Set of Articles

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For Welspun Enterprises Limited

Rajendra Sawant
Company Secretary

Place: Mumbai

Date: January 27, 2014

ANNEXURE TO NOTICE

Explanatory Statement under Section 108 Section 102 of the Companies Act, 2013

1) Adoption of New Set of Articles

The existing Articles of Association (“AoA”) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Besides, Granele Limited and Insight Solutions Limited, both overseas companies (the “Investors”) who got the equity shares in, and entitlement of GDR, of the Company, pursuant to order of High Court of Gujarat, dated January 10, 2014 approving Scheme of Arrangement between Welspun Corp Limited (WCL) and the Company. WCL had already given certain rights to the Investors through its Articles of Association. Hence the Board has agreed to grant certain rights to the Investors which have been incorporated in the Articles of Association of the Company proposed for approval of the shareholders. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares. The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

NOTES

1. 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. Proxies, 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 Meeting.
2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
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. Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company’s Share Transfer Agent.
5. Voting through electronic means:
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration)

Rules, 2014, the Company is pleased to provide the members the facility to exercise their right to vote at Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for 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 the email and open PDF file viz; "WEL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for 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) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (vi) 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.
 - (vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of Welspun Enterprises Limited.
 - (ix) Now you are ready for e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) 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 mansi@jmja.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided at the bottom of the attendance slip:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- II. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com.
- III. The e-voting period commences on Wednesday, February 25, 2015 (9:00 am) and ends on February 27, 2015 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 16, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of January 16, 2014.
- V. Ms. Mansi Damania, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding One(1) working day from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results shall be declared on March 02, 2014. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.welspunenterprises.com and the website of NSDL within 2 days of passing of the resolution and communicated to the stock exchanges, where the shares of the Company are listed.
- 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).

By order of the Board of Directors
For Welspun Enterprises Limited

Rajendra Sawant
Company Secretary

Place: Mumbai
Date : January 27, 2014

WELSPUN ENTERPRISES LIMITED

CIN - L51101GJ2012PLC072578

Welspun City, Village Versamedi, Taluka Anjar, Kutch, Gujarat - 370 110, India
Tel:-91 22 66136000 Fax:- 91 22 24908020 Website: www.welspunenterprises.com

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 shareholder(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of shares held	:	
* Applicable in case shares are held in electronic form.		

I/We, being the shareholder(s) of [] shares of the WELSPUN ENTERPRISES LIMITED, hereby appoint Mr. / Ms. _____ and failing him / her Mr. /Ms. _____ and failing him / her Mr. /Ms. _____ as my / our proxy and whose signature(s) are appended below to attend and vote (on Poll) for me/us and on my/our behalf at the **EXTRAORDINARY GENERAL MEETING** of the Company to be held on Monday, 02nd day of March 2015 at 2.30 p.m. at Welspun City, Village Versamedi, Tal. Anjar, Dist. Kutch, Gujarat 370 110 and at any adjournment thereof in respect of such resolution and in such manner as are indicated below:

	Particulars	For	Against
1	Adoption of New Set of Articles		

Signed this ___ day of _____ 2015 Signature of Shareholder _____



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

- Notes:
1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
 2. Please put a (✓) in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
 3. Please affix revenue stamp before putting signature.
 4. Alterations, if any, made in the Form of Proxy should be initialed.
 5. In case of multiple proxies, the Proxy later in time shall be accepted.
 6. Proxy need not be shareholder of the Company.

WELSPUN ENTERPRISES LIMITED

CIN - L51101GJ2012PLC072578

Welspun City, Village Versamedi, Taluka Anjar, Kutch, Gujarat - 370 110, India
Tel:-91 22 66136000 Fax:- 91 22 24908020 Website: www.welspunenterprises.com

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON MONDAY, 02ND DAY OF MARCH 2015 AT 2:30 P. M.

Folio No./ DP ID & Client ID*	
No. of shares held	

* Applicable in case shares are held in electronic form.

I/ We certify that I/ We am/ are registered shareholder/ proxy for the registered shareholder of the Company.

I/ We hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company to be held at 2:30 pm on Monday, 02 day of March, 2015.

Shareholder's / Proxy's name in **BLOCK** letters

Signature of Shareholder /Proxy

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.



Welspun Enterprises Limited

Regd. Office : Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110
Corp. Office: Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013
Tel No. 00 91 22 66136000 Fax No. 00 91 2224908021

CIN - L51101GJ2012PLC072578, Email id – companysecretary_wep@welspun.com, Website – www.welspunenterprises.com

ATTENDANCE SLIP

Srno :

(1) Name and Registered :

address of the sole/first
named Shareholder

(2) Name(s) of :
Joint Shareholder(s)

(3) Registered Folio No. / :
DP ID No./Client ID No.

(4) Number of Shares held :

I/We hereby record my presence at the Extra Ordinary General Meeting of Shareholders of the Company held at Monday, March 02, 2015 at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110 at 2.30 p.m.

Place:

Date:

(Signature of Shareholder)

Note: Members are requested to bring duly signed attendance slip and hand it over at the venue of the meeting.

Tear here -----

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

The e-voting period commences on Wednesday, February 25, 2015 at 9:00 am and ends on Friday, February 27, 2015 at 6:00 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 forms integral part of the Notice dated January 27, 2015 of Extra Ordinary General Meeting.

Note : Please read the instructions for Voting before completing the Form.