# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# **Annual Return**

(other than OPCs and Small Companies)

L45201GJ1994PLC023920

WELSPUN ENTERPRISES LIMITE

AABCM4107C

Pre-fill

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company

(iii)

(b) Registered office address

Welspun City, Village Versamedi, Taluka Anjar, NA Anjar Gujarat 370110 India	
(c) *e-mail ID of the company	companysecretary_wel@welsr
(d) *Telephone number with STD code	02266136000
(e) Website	www.welspunenterprises.com
Date of Incorporation	20/12/1994

(iv)	Type of the Company	Category of the Company S			Sub-category of the Company
	Public Company	Company limited	l by shares		Indian Non-Government company
(v) Wh	ether company is having share ca	pital	Yes	(	) No
(vi) *Whether shares listed on recognized Stock Exchange(s)		Yes	(	) No	

#### (a) Details of stock exchanges where shares are listed

S. No.		Stock Exchange Name			Code	
1		BSE Limited			1	
2	The Na	ational Stock Exchange o	f India Limited		1,024	-
	-	d Transfer Agent d Transfer Agent		U67190N	IH1999PTC118368	Pre-fill
	ME INDIA PRIVATE	LIMITED				
Registere	ed office address	of the Registrar and Tr	ansfer Agents			
	: Floor, 247 Park, ur Shastri Marg, V	ikhroli (West)				
ii) *Financial	year From date	01/04/2022		) To date	31/03/2023	(DD/MM/YYYY)
iii) *Whether	Annual general	meeting (AGM) held	) • Y	ies C	) No	
(a) If yes,	date of AGM	22/09/2023				
(b) Due d	ate of AGM	30/09/2023				
(c) Wheth	er any extension	for AGM granted		) Yes	No	
PRINCIP	AL BUSINES	S ACTIVITIES OF 1	THE COMPAN	Y	-	

\*Number of business activities 1

S		Main Activity group code		Business Activity Code		% of turnover of the company
	1	F	Construction	F2	Roads, railways, Utility projects	97.9

# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given |18

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ADANI WELSPUN EXPLORATIO	U40100GJ2005PLC046554	Associate	35
2	WELSPUN PROJECTS (HIMMAT	U08106GJ2005PTC045753	Subsidiary	100

3	WELSPUN PROJECT(KIM MANE	U45203GJ2005PTC047076	Subsidiary	100
4	ARSS BUS TERMINAL PRIVATE I	U63031DL2010PTC399922	Subsidiary	100
5	DEWAS WATERPROJECTS WOF	U74110DL2010PTC336664	Subsidiary	76
6	WELSPUN BUILD-TECH PRIVAT	U45200MH2008PTC178766	Subsidiary	100
7	DME INFRA PRIVATE LIMITED	U45202DL2018PTC337124	Subsidiary	100
8	WELSPUN INFRACONSTRUCT F	U41000GJ2018PTC141883	Subsidiary	100
9	WELSPUN AUNTA-SIMARIA PR	U45309DL2017PTC324923	Subsidiary	74
10	WELSPUN SATTANATHAPURAI	U45500DL2018PTC338889	Subsidiary	70
11	WELSPUN INFRAFACILITY PRIV	U45401DL2019PTC355068	Associate	51
12	WELSPUN-KAVERI INFRAPROJE	U41000GJ2021PTC141882	Subsidiary	100
13	WELSPUN EDAC JV PRIVATE LII	U45309MH2022PTC384123	Subsidiary	80
14	CORBELLO TRADING PRIVATE I	U51909GJ2017PTC141193	Subsidiary	100
15	WELSPUN NEW ENERGY LIMITE	U40100DL2022PLC399468	Subsidiary	100
16	RGY ROADS PRIVATE LIMITED	U45309GJ2017PTC141194	Subsidiary	100
17	GRENOBLE INFRASTRUCTURE	U45309DL2018PTC336572	Subsidiary	49
18	WELSTEEL ENTERPRISES PRIVA	U45201DL2018PTC335713	Subsidiary	49

# IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

# (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	275,000,000	149,983,056	149,983,056	149,983,056
Total amount of equity shares (in Rupees)	2,750,000,000	1,499,830,560	1,499,830,560	1,499,830,560
Number of classes		1		

	L			
	Authoricod	Issued capital	Subscribed	Paid up capital
Equity Shares	capital	oupitui	capital	Paid up capital

Number of equity shares	275,000,000	149,983,056	149,983,056	149,983,056
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,750,000,000	1,499,830,560	1,499,830,560	1,499,830,560

### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

Class of shares	Authorised capital	Capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

0

## (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

## (d) Break-up of paid-up share capital

Class of shares	Nı	ımber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	234,095	149,548,961	149783056	1,497,830,5	1,497,830,	
Increase during the year	0	200,000	200000	4,271,480	4,271,480	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	200,000	200000	2,000,000	2,000,000	

	1	1		1	1	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				2 271 480	2,271,480	
Dematerialisation of Shares				2,271,100	2,271,100	
Decrease during the year	0	0	0	2,271,480	2,271,480	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				2.271.480	2,271,480	
Dematerialisation of Shares				_,,	_,, , , , , , , , , , , , , , , , , ,	
At the end of the year	234,095	149,748,961	149983056	1,499,830,5	1,499,830,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
	0					
iii. Reduction of share capital	0	0	0	0	0	0
iii. Reduction of share capital iv. Others, specify		0	0	0	0	0

ISIN of the equity shares of the company

INE625G01013

0

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class o	Class of shares		(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil	$\sim$	Maria	$\sim$	N		
[Details being provided in a CD/Digital Media]	0	Yes	( )	No	0	Not Applicable
Separate sheet attached for details of transfers	$oldsymbol{igodol}$	Yes	$\bigcirc$	No		

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting								
Date of registration of transfer (Date Month Year)								
Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock								
Number of Shares/ Debentures/ Units Transferred     Amount per Share/ Debenture/Unit (in Rs.)								
Ledger Folio of Trans	sferor							
Transferor's Name								
	Surname		middle name	first name				
Ledger Folio of Trans	sferee							

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)							
Type of transfe	sfer 1 - Ec			2- Preference Shares,3 -	Debentures, 4 - Stock		
Number of Shares/ E Units Transferred	)ebentures/	Debentures/					
Ledger Folio of Transferor							
Transferor's Name							
	Surr	name		middle name	first name		
Ledger Folio of Trans	Ledger Folio of Transferee						
Transferee's Name							
	Surr	name		middle name	first name		

# (iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,750	1000000	2,750,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			2,750,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	-	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	3,750,000,000	0	1,000,000,000	2,750,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

#### (v) Securities (other than shares and debentures)

		,			
Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Únit	-
Total					

0

# V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

## (i) Turnover

26,763,827,732

## (ii) Net worth of the Company

22,340,069,191

## VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	804	0	0		
	(ii) Non-resident Indian (NRI)	0	0	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	0	0	0		
4.	Banks	0	0	0		
5.	Financial institutions	0	0	0		

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	80,624,799	53.76	0	
10.	Others	0	0	0	
	Total	80,625,603	53.76	0	0

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## Total number of shareholders (promoters)

# (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ty	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	44,398,748	29.6	0		
	(ii) Non-resident Indian (NRI)	1,166,755	0.78	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	2,917,685	1.95	0		
4.	Banks	24	0	0		
5.	Financial institutions	4,559,674	3.04	0		
б.	Foreign institutional investors	0	0	0		
7.	Mutual funds	0	0	0		
8.	Venture capital	0	0	0		
9.	Body corporate (not mentioned above)	11,526,806	7.69	0		
10.	Others FPI, AIF, Unclaimed or susp	4,787,761	3.19	0		

	Total	69,	357,453	46.25	0	0
Total nun	nber of shareholders (other than prom	oters)	60,101			
	ber of shareholders (Promoters+Publi n promoters)		60,107			

#### VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	5	6
Members (other than promoters)	57,174	60,101
Debenture holders	3	3

#### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (A) \*Composition of Board of Directors

Category		directors at the g of the year			end Percentage of shares held directors as at the end of y	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	2	0	0
B. Non-Promoter	1	4	1	5	1.88	0
(i) Non-Independent	1	0	1	0	1.88	0
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	2	7	1.88	0

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#### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Balkrishan Goenka	00270175	Whole-time directo	84	
Mr. Rajesh Mandawewa	00007179	Director	120	
Ms. Dipali Goenka	00007199	Director	0	
Mr. Mohan Tandon	00026460	Director	0	
Dr. Aruna Sharma	06515361	Director	0	
Dr. Anoop Kumar Mittal	05177010	Director	0	
Mr. Raghav Chandra	00057760	Director	0	
Mr Sandeep Garg	00036419	Managing Director	2,800,000	
Mr. Sudhir Mital	08314675	Director	0	
Mr. Lalit Jain	AACPJ8587H	CFO	520	
Ms. Nidhi Tanna	AHHPT2639Q	Company Secretar	1	

## (ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ms. Priya Pakhare	ABCPU2894B	Company Secretar	30/11/2022	Cessation
Mr. Sanjay Kumar Sulta	ALRPS3091H	CFO	09/01/2023	Cessation
Ms. Nidhi Tanna	AHHPT2639Q	Company Secretar	01/01/2023	Appointment
Mr. Lalit Jain	AACPJ8587H	CFO	01/02/2023	Appointment
Mr. Ajay Hans	00391261	Managing Director	08/08/2022	Cessation
Mr. Sandeep Garg	00036419	Managing Director	08/08/2022	Appointment
Mr. Ajay Hans	00391261	Managing Director	01/04/2022	Appointment
Mr. Ajay Hans	AABPH3113J	CEO	01/04/2022	Appointment
Mr. Ajay Hans	AABPH3113J	CEO	08/08/2022	Cessation

# IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

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#### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	2				
Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance		
			Number of members attended	% of total shareholding	
Annual General Meeting	29/08/2022	54,535	51	57.67	
Extra-Ordinary General Mee	24/01/2023	56,836	46	56.15	

#### **B. BOARD MEETINGS**

\*Number of meetings held

9

S. No.	Date of meeting	of monting					
			Number of directors attended	% of attendance			
1	12/05/2022	9	9	100			
2	01/06/2022	9	7	77.78			
3	08/06/2022	9	6	66.67			
4	28/07/2022	9	8	88.89			
5	26/09/2022	9	7	77.78			
6	14/11/2022	9	8	88.89			
7	30/12/2022	9	8	88.89			
8	18/01/2023	9	8	88.89			
9	31/01/2023	9	8	88.89			

#### C. COMMITTEE MEETINGS

Nu	mber of meeting	gs held		21		
	S. No.	Type of meeting Date of meetir	Date of meeting	Total Number of Members as		Attendance
			t tale of meeting	on the date of the meeting	Number of members attended	% of attendance
	1	Audit Committe	12/05/2022	3	3	100
	2	Audit Committe	28/07/2022	3	3	100

S. No.	Type of meeting		Total Number of Members as		Attendance
		Date of meeting		Number of members attended	% of attendance
3	Audit Committe	14/11/2022	3	3	100
4	Audit Committe	31/01/2023	3	3	100
5	Nomination an	11/05/2022	3	3	100
6	Nomination an	07/07/2022	3	3	100
7	Nomination an	28/07/2022	3	3	100
8	Nomination an	02/09/2022	3	3	100
9	Nomination an	14/11/2022	3	3	100
10	Nomination an		3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM
S. No.			Number of Meetings			Number of Meetings	% of attendance	held on
		entitled to attend	attended	allendance	entitled to attend	attended	allenuarice	22/09/2023
								(Y/N/NA)
1	Mr. Balkrishan	9	6	66.67	0	0	0	Yes
2	Mr. Rajesh Ma	9	5	55.56	0	0	0	Yes
3	Ms. Dipali Goe	9	4	44.44	2	0	0	Yes
4	Mr. Mohan Ta	9	9	100	15	15	100	Yes
5	Dr. Aruna Sha	9	9	100	7	7	100	Yes
6	Dr. Anoop Kur	9	9	100	12	12	100	No
7	Mr. Raghav C	9	9	100	17	17	100	Yes
8	Mr Sandeep G	5	5	100	3	3	100	Yes
9	Mr. Sudhir Mit	9	9	100	0	0	0	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3			

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Balkrishan Goer	Whole Time Dire	75,000,000	147,173,434	0	0	222,173,434
2	Mr. Sandeep Garg	Managing Direct	38,311,546	0	0	0	38,311,546
3	Mr. Ajay Hans	Managing Direct	18,541,732	0	0	0	18,541,732
	Total		131,853,278	147,173,434	0	0	279,026,712
Number c	Number of CEO, CFO and Company secretary whose remuneration details to be entered						
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjay Sultania	Chief Financial	9,673,612	0	0	0	9,673,612
2	Lalit Jain	Chief Financial	3,769,301	0	0	0	3,769,301
3	Priya Pakhare	Company Secre	2,276,659	0	0	0	2,276,659
4	Nidhi Tanna	Company Secre	432,141	0	0	0	432,141
	Total		16,151,713	0	0	0	16,151,713

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Mohan Tandon	Independent Dir	0	0	0	1,765,000	1,765,000
2	Mr. Raghav Chandr	Independent Dir	0	0	0	1,795,000	1,795,000
3	Dr. Aruna Sharma	Independent Dir	0	0	0	1,315,000	1,315,000
4	Dr. Anoop Kumar M	Independent Dir	0	0	0	1,560,000	1,560,000
5	Mr. Sudhir Mital	Independent Dir	0	0	0	1,050,000	1,050,000
	Total		0	0	0	7,485,000	7,485,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable Yes O No provisions of the Companies Act, 2013 during the year

#### B. If No, give reasons/observations

#### (A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS NI

		Date of Order			Details of appeal (if any) including present status		
(B) DETAILS OF COMPOUNDING OF OFFENCES NII							
Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)		

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

🔿 Yes 💿 No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	Mihen Halani
Whether associate or fellow	○ Associate ● Fellow
Certificate of practice number	12015

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

21/09/2018

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

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2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by				
Director	SANDEE Digitally signed by SANDEEP GARG P GARG Date: 20231117 124640+0530'			
DIN of the director	00036419			
To be digitally signed by	Nidhi Digitally signed by Nidhi Manas Tanna Date: 2023.11.17 Tanna 12:47:42 +05'30'			
<ul> <li>Company Secretary</li> </ul>				
O Company secretary in practice				
Membership number 30465		Certificate of practice number		
Attachments				List of attachments
1. List of share holders, debenture holders			Attach	Welspun Enterprises LimitedSHT.pdf
2. Approval letter for extension of AGM;			Attach	Meeting dates.pdf List of Debenture holders_31032023_WEL
3. Copy of MGT-8;			Attach	MGT-8 WEL 2023_SD.pdf FII_FPI.pdf
4. Optional Attachement(	s), if any		Attach	
				Remove attachment
Modify	Check	k Form	Prescrutiny	Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company