

**WELSPUN ENTERPRISES LIMITED**

**TRANSCRIPT OF**

**EXTRA-ORDINARY GENERAL MEETING**

**CONVENED ON**

**FRIDAY, MARCH 29, 2024**

**AT**

**3:30 PM**

**VIA**

**VIDEO CONFERENCING /  
AUDIO VISUAL MEANS**

<p><b>Nidhi Tanna, Company Secretary</b></p>	<p>: <i>Good Afternoon everyone!! I am Nidhi Tanna, Company Secretary &amp; Compliance Officer for your Company.</i></p> <p><i>I welcome all members, directors and auditors of the Company and other dignitaries to this Extraordinary General Meeting of the Company.</i></p> <p><i>“Since the Chairman of the Company, Mr. Balkrishan Goenka, could not make it to attend this meeting due to his other business commitments, as per Article 105 of the Article of Association of the Company, I request the directors present to elect one among themselves as the Chairman.”</i></p>
<p><b>Mr. Mohan Tandon, Independent Director</b></p>	<p>: <i>Nidhi, what I would suggest is, since this is general body meeting, extra ordinary general body meeting, may I suggest that Mr. Sandeep Garg, Managing Director, Since this is a technical kind of a meeting and agenda is such, could you please agree and take over and conduct the proceedings of this meeting, Sandeep Garg the MD.</i></p>
<p><b>Mr. Raghav Chandra, Independent Director</b></p>	<p>: <i>Yes, I second Mr. Sandeep Garg’s appointment as Chairman. Thank you.</i></p>
<p><b>Mr. Sudhir Mital Independent Director</b></p>	<p><i>I, endorse the appointment Mr. Sandeep Garg’s appointment as Chairman.</i></p>
<p><b>Nidhi Tanna, Company Secretary</b></p>	<p>: <i>Thank You Sir. Over to you Chairman Sir.</i></p>
<p><b>Mr. Sandeep Garg, Chairman</b></p>	<p>: <i>Good Afternoon everyone.</i></p>

	<p><i>I welcome the members, the directors, auditors of the Company, and the other dignitaries present to this Extra-ordinary General Meeting of WELSPUN ENTERPRISES LIMITED being held through this video conference.</i></p> <p><i>Members may please note that this meeting is being recorded and the recording and the transcript of the meeting shall be uploaded on the website of the Company as soon as possible.</i></p> <p><i>I now advise the Company Secretary to confirm that requisite quorum is present for the meeting.</i></p>
<p><b>Nidhi Tanna, Company Secretary</b></p>	<p>: <i>Dear Sir, the requisite quorum is present for the meeting.</i></p>
<p><b>Mr. Sandeep Garg, Chairman</b></p>	<p>: <i>As the requisite quorum is present, I declare that the meeting is in order. I now request the Company Secretary to introduce the members and all the dignitaries present in the meeting and also give brief on compliances of the general meeting.</i></p>
<p><b>Nidhi Tanna, Company Secretary</b></p>	<p><i>Thankyou Sir,</i></p> <p><i>Dear members, I am glad to introduce to you to the directors on the Board who are present in this meeting.</i></p> <ul style="list-style-type: none"> <li>• <i>Mr. Mohan Tandon, an Independent Director, Chairman of the Audit and NRC Committee and member of the Stakeholders and Investor Grievance Committee and ESG&amp;CSR;</i></li> <li>• <i>Mr. Raghav Chandra, an Independent Director, Chairman of Risk Management</i></li> </ul>

	<p><i>Committee and Member of the Audit, NRC and Stakeholders and Investor Grievance Committee;</i></p> <ul style="list-style-type: none"> <li>• <i>Dr. Aruna Sharma, an Independent Director, Chairperson of Stakeholders and Investor Grievance and ESG &amp; CSR Committee and member of Audit Committee;</i></li> <li>• <i>Mr. Sudhir Mital, an Independent Director;</i></li> <li>• <i>Mr. Sandeep Garg, Managing Director</i></li> </ul> <p><i>Other members on the Board of the Company could not attend this meeting due to their other commitments.</i></p> <p><i>Dear Members, we also have Mr. Lalit Jain, Chief Financial Officer and myself Nidhi Tanna, Company Secretary &amp; Compliance Officer of the Company and my colleague Mr. Prashant Gaikwad present in this meeting.</i></p> <p><i>Further, we also have representatives of the Statutory Auditors of the Company, representatives and Scrutinizer present in this meeting.</i></p> <p><i>I thank to everyone for attending this meeting.</i></p>
	<p><i>Dear Members,</i></p>

	<p><i>The regulators have permitted holding of the General Meeting via Video Conferencing or other audio-visual mode, without the physical attendance of the Members at the General Meeting venue and therefore, I thank the regulators for this relaxation.</i></p> <p><i>You may be aware, the facility to appoint proxy is not available for this meeting.</i></p> <p><i>Please also note, the Register of Directors' Shareholding and the other Statutory Registers are open for inspection of the members. You can contact the Company Secretary if you wish to inspect any register.</i></p>
<p><b>Mr. Sandeep Garg, Chairman</b></p>	<p><i>Thank you Nidhi,</i></p> <p><i>As the Notice convening this Extra-ordinary General Meeting has been circulated to the members and is available on the website of the Company and the stock exchanges, I take the Notice as read.</i></p> <p><i>Now, I advise the Company Secretary to explain the resolution to the members.</i></p>
<p><b>Nidhi Tanna, Company Secretary</b></p>	<p><i>: Thank you, Sir.</i></p> <p><i>Dear Members, you must be aware, we had provided remote e-voting facility from 9:00 AM on Tuesday, March 26, 2024 till 05:00 PM on Thursday, March 28, 2024. Still, if any of you</i></p>

*have not participated in the remote e-voting will get an opportunity to cast vote. Such members are requested to visit the website of NSDL and go to voting page to cast their vote while the meeting continues. The electronic voting facility shall close after 15 minutes from the conclusion of this meeting.*

*Since the meeting is held through Video Conferencing, there will be no proposing and seconding of the resolutions by the members.*

*The Company has appointed Mr. Mihen Halani, of M/s. Mihen Halani & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting and the remote e-voting process.”*

*Dear Members, there are two resolution proposed for approval by the members at this Extra Ordinary General Meeting.*

- I) Resolution No.1 as a Special Resolution approving appointment of Mr. Subramanian Madhavan (DIN: 06451889) as an Independent Director of the Company.*

	<p><i>Except Mr. Madhavan, none of the Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution mentioned in the Notice.</i></p> <p>II) <i>Resolution No.2 as a Special Resolution for payment of remuneration to Mr. Mohan Tandon (DIN: 00026460), Independent Director of the Company.</i></p> <p><i>Except Mr. Mohan Tandon, none of the Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolutions mentioned in the Notice.</i></p> <p><i>“Dear Chairman, over to you now”</i></p>
<p><b>Sandeep Garg, Chairman</b></p>	<p><i>: Thank you Nidhi,</i></p> <p><i>Now that the resolution and the procedure for voting has been explained, I request the members to proceed to cast their votes and authorize the</i></p>

	<p><i>Company Secretary to conduct the voting procedure.</i></p> <p><i>Results of the voting will be announced on or before March 30, 2024 and the same will be communicated to the stock exchanges and will be available on the website of the Company and the Depositories. I confirm the compliance with the Companies Act, 2013, the Rules made thereunder and the Secretarial Standards and the Circulars issued with respect to calling, convening and conducting the meeting.</i></p> <p><i>With that, I would like to once again thank the members and my colleagues on the board and other dignitaries present and conclude this Extra-ordinary General Meeting of the Company.</i></p> <p><i>Thank you very much for joining this meeting.</i></p>
<p><b>Nidhi Tanna, Company Secretary</b></p>	<p><i>: On behalf of all the attendees, I would like to thank the Chairman. Thank you Sir.</i></p>
<p><b>Sandeep Garg, Chairman</b></p>	<p><i>: Thank You. Thank You everybody. Thank you Board Members and all members.</i></p>
<p><b>Nidhi Tanna, Company Secretary</b></p>	<p><i>: Thank You members.</i></p>

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