WELSPUN

Dare to Commit

WELSPUN INDIA LIMITED

WIL/SEC/2015

March 30, 2015

To

Bombay Stock Exchange Limited Department of Corporate Services, SP. J. Towers, Dalal Street, Mumbai – 400 001 (Scrip Code-514162)	**National Stock Exchange of India Limited** Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol : WELSPUNIND)

Re: Reporting under Clause 35A of the Listing Agreement

Dear Sir / Madam,

Sub: Reporting under Clause 35A of the Listing Agreement in respect of result of Postal Ballot

Pursuant to the provisions of Clause 35A of the Listing Agreement, please find enclosed herewith the details pertaining to the voting results on the passing of resolutions by Postal Ballot by the shareholders of Welspun India Limited on March 30, 2015 as annexed.

As per the report submitted by the Scrutinizer (appointed by the Company to conduct the Postal Ballot in a fair and transparent manner) to the Chairman, the Special Resolutions as set out in the Postal Ballot Notice dated January 29, 2015 and voted through Postal Ballot as prescribed under section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 have been duly approved by the requisite majority.

You are requested to please take the same on your record.

Thanking you,

Yours faithfully,
For Welspun India Limited

Shashikant Thorat
Company Secretary

Corporate Office
Welspun House, 6th floor,
Kamala City,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400013

Tel: +91 2266136000 / 24908000
Fax: +91 2224908020
E-mail: companysecretary_wil@welspun.com
www.welspunindia.com

Registered Office/Works: Welspun City, Village Versamedi, Tal. Anjar, District Kutch, Gujarat 370 110, INDIA Tel: +91 2836 661111 Fax:+91 2836 279010
Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, INDIA Tel: +91 260 2437437 Fax:+91 260 22437088
Corporate Identification No.: L17110GJ1985PLC033271

ANNEXURE

1. Date of the AGM/EGM (Date of passing of the resolution through Postal ballot): **March 30, 2015**

2. Total number of shareholders on record date (February 20, 2015) :**37673**

3. No. of Shareholders present in the meeting either in person or through proxy: **Not Applicable**

   Promoters and Promoter Group:
   Public:

4. No. of Shareholders attended the meeting through Video Conferencing: **Not Applicable**

   Promoters and Promoter Group:
   Public:

5.1 Detail of the Agenda : Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing Board of Directors to mortgage and/or create any charge on immovable and/or movable properties of the Company to secure borrowing (including temporary loans & working capital facilities obtained from the Company's bankers in the ordinary course of business) up to Rs. 5,000 Crore.

Resolution required : Special
Mode of voting : Postal ballot
In case of Postal Ballot :

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) =[(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)]* 100
Promoter and Promoter Group	73,637,719	73,293,421	99.532	73,293,421	NIL	100	-
Public – Institutional holders	7,849,362	60,76,452	77.413	60,76,452	NIL	100	-
Public- Others	18,968,334	44,448	0.234	43145	1303	97.068	2.932
Total	100,455,415	79,414,321	79.054	79,413,018	1303	99.998	0.002

*Number of Invalid Votes: 503

For Welspun India Limited

Director / Company Secretary

Corporate Office
Welspun House, 6th floor,
Kamala City,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400013

Tel: +91 2266136000 / 24908000
Fax: +91 2224908020
E-mail: companysecretary_wil@welspun.com
www.welspunindia.com

5.2 Detail of the Agenda : Resolution under Section 180(1)(c) of the Companies Act, 2013 authorizing borrowing [apart from temporary loans (including temporary loans & working capital facilities obtained from the Company's bankers in the ordinary course of business)] up to Rs. 4,000 Crore.

Resolution required : Special

Mode of voting : Postal ballot

In case of Postal Ballot :

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) =[(2)/(1)] *100	(4)	(5)	(6) =[(4)/(2)]* 100	(7) =[(5)/(2)] *100
Promoter and Promoter Group	73,637,719	73,293,421	99.532	73,293,421	NIL	100	-
Public – Institutional holders	7,849,362	60,76,452	77.413	60,76,452	NIL	100	-
Public- others	18,968,334	44,398	0.177	43,298	1100	97.522	2.478
Total	100,455,415	79,414,271	79.054	79,413,171	1100	99.99	0.00

*Number of Invalid Votes: 503

5.3 Detail of the Agenda : Resolution under Section 186 of the Companies Act, 2013 authorizing to give loans to any person, firm, body corporates etc. and to give guarantees or provide security in connection with a loan loans to any person, firm, body corporates etc. up to Rs. 1,250 Crores.

Resolution required : Special

Mode of voting : Postal ballot

For Welspun India Limited

Director / Company Secretary

Corporate Office
Welspun House, 6th floor,
Kamala City,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400013

Tel: +91 2266136000 / 24908000
Fax: +91 2224908020
E-mail: companysecretary_wil@welspun.com
www.welspunindia.com

Registered Office/Works: Welspun City, Village Versamedi, Tal. Anjar, District Kutch, Gujarat 370 110, INDIA Tel: +91 2836 661111 Fax:+91 2836 279010
Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, INDIA Tel: +91 260 2437437 Fax:+91 260 22437088
Corporate Identification No.: L17110GJ1985PLC033271

In case of Postal Ballot :

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) =[(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)] *100	(7) =[(5)/(2)] *100
Promoter and Promoter Group	73,637,719	73,293,421	99.532	73,293,421	NIL	100	-
Public – Institutional holders	7,849,362	60,76,452	77.413	40,57,461	20,18,991	66.773	33.227
Public- Others	18,968,334	44,571	0.235	35,571	8407	98.822	1.178
Total	100,455,415	79,414,444	79.054	77,386,453	20,27,398	97.446	2.554

*Number of Invalid Votes: 503

For **Welspun India Limited**

Shashikant Thorat
Company Secretary

Corporate Office
Welspun House, 6th floor,
Kamala City,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400013

Tel: +91 2266136000 / 24908000
Fax: +91 2224908020
E-mail: companysecretary_wil@welspun.com
www.welspunindia.com

Registered Office/Works: Welspun City, Village Versamedi, Tal. Anjar, District Kutch, Gujarat 370 110, INDIA Tel: +91 2836 661111 Fax:+91 2836 279010
Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, INDIA Tel: +91 260 2437437 Fax:+91 260 22437088
Corporate Identification No.: L17110GJ1985PLC033271

UDAY SOHONI
COMPANY SECRETARY

E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016
Contact: 9820767059 E- mail : udaysohoni@gmail.com

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Welspun India Ltd.
(CIN - L17110GJ1985PLC033271)
Welspun City, Dist. Kutch – 370110 (Gujarat)

Dear Sir,

1. I, Uday Sohoni, Practising Company Secretary have been appointed by the Board of Directors of Welspun India Limited in the meeting held on January 19, 2015, as a scrutinizer for the e - voting and the postal ballot voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice (hereinafter referred to as "The Resolutions") given to the shareholders on January 29, 2015.

2. The management of the Company is responsible to ensure the compliance of the requirements of the provisions of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice. My responsibility as scrutinizer for e-voting process is restricted to the preparation of a scrutinizers' report of the votes cast "in favour" or "against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL) , the authorized agency for providing e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:

   A. The e-voting period remained open from February 26, 2015 till March 27, 2015.

   B. The shareholders of the Company as on the record date i.e. February 20, 2015 were entitled to vote on the resolutions (Item No. 1 to 3) as set out in the Notice.



UDAY SOHONI
COMPANY SECRETARY

E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016
Contact: 9820767059 E- mail : udaysohoni@gmail.com

C. The votes cast were unblocked on March 27, 2015 at 6.45 p.m. in the presence of two witnesses Mr. Mihir Pathak and Mr. Santosh Yadav who are not in the employment of the Company. They have signed below to confirm that the e-votes have been unblocked in their presence:

Mr. Mihir Pathak

Mr. Santosh Yadav

D. Thereafter, the details of the list of shareholders, who have voted "for" and "against" each of the resolutions that were put to vote, were generated from the e-voting website www.evoting.nsdl.com. The voting exercised by postal ballot was also considered.

The details of the e - voting are as under:

Resolution No. 1: SPECIAL RESOLUTION

Approve mortgage charge, sell, lease of the whole or substantially the whole of the undertaking of the company to secure borrowing by the company in excess of aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
256	79413018	99.99

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
15	1303	0.01

UDAY SOHONI ACS 29359 CP 10816 COMPANY SECRETARY

UDAY SOHONI
COMPANY SECRETARY

E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016
Contact: 9820767059 E- mail : udaysohoni@gmail.com

Resolution No. 2: SPECIAL RESOLUTION

Approve borrowing by the company in excess of aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the companys bankers in the ordinary course of business.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
253	79413171	99.99

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
15	1100	0.01

Resolution No. 3: SPECIAL RESOLUTION

Authorise making investment, giving of loans, guarantees and securities upto Rs. 1,250 Crore.

(i) Voted **in favour** of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
233	77387046	97.44

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
36	2027398	2.56



UDAY SOHONI
COMPANY SECRETARY

E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016
Contact: 9820767059 E- mail : udaysohoni@gmail.com

Considering the e - voting and the postal ballot voting, all the resolutions were passed with the required majority.

The relevant records for the e-voting process will remain with us untill the minutes of the meeting are signed. Thereafter the same will be handed over to the Company.

Yours faithfully,



Uday Sohoni
Practising Company Secretary
CP No.: 10916

March 30, 2015
Mumbai