WELSPUN

Dare to Commit

WELSPUN INDIA LIMITED

WIL/SEC/2015

September 29, 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

The Company had circulated notice dated July 20, 2015 seeking approval of the shareholders to a special resolution by way of Postal Ballot or e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013("Postal Ballot"). Pursuant to the provisions of Clause 35A of the Listing Agreement, please find enclosed herewith the details of the voting results of the Postal Ballot announced on September 29, 2015.

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 Resolution as set out in the Postal Ballot Notice dated July 20, 2015 and voted through Postal Ballot as prescribed under section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 has 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

WELSPUN INDIA LIMITED

Shashikant Thorat
Company Secretary

Encl: as above

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): **September 29, 2015**

2. Total number of shareholders on record date (August 24, 2015) :**30,134**

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:

For Welspun India Limited

Director / Company Secretary

Corporate Office
Welspun House, 6th floor,
Kamala City,
Senapati Bapat Marg,
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Mumbai - 400013

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5. Detail of the Agenda : Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing Board of Directors to give guarantee(s) to secure loans, credit facilities, financial arrangements, along with interest, penalties, charges on loans, availed or which may be availed, by Welspun Captive Power Generation Limited, a subsidiary of the Company from Lenders, including to give new guarantees, on replacement from time to time of existing or future Lenders by Welspun Captive Power Generation Limited, in favour of such new Lenders, upto an aggregate amount not exceeding Rs. 300 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	73,827,719	73,604,728	99.70	73,604,728	NIL	100	-
Public - Institutional Holders	11,293,431	8,577,005	75.95	4,396,584	4,180,421	51.26	48.74
Public- Others	15,351,365	12,742	0.08	10,160	2,584	79.74	20.28
Total	**100,472,515**	**82,194,475**	**81.81**	**78,011,472**	**4,183,005**	**94.91**	**5.09**

*Number of Invalid Votes:

For **Welspun India Limited**

Shashikant Thorat
Company Secretary

WELSPUN INDIA LIMITED

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S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road,
Thane (E) - 400 603, Ph No: 022 25328047
Email : sanjayrisbud@yahoo.com

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Welspun India Limited.
Welspun City,
Village Versamedi,
Anjar, Gujarat -370110

Respected Sir,

1. I, Sanjay S. Risbud, Practising Company Secretary have been appointed by the Board of Directors of "Welspun India Limited" in the Board meeting held on July 20, 2015, as a Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 is duly complied with.

2. As required under Section 110 of the Companies Act, 2013, a notice along with explanatory statement under Section 102 of the Companies Act, 2013 was sent to the Shareholders by courier service along with postal ballot forms and prepaid postal envelope returnable to the Scrutinizer, for passing of (a) Special Resolution, as given at item no. 1 of the Postal Ballot Notice, authorising giving of guarantees of amounts upto Rs. 300 Crore to Welspun Captive Power Generation Limited.

S. S. RISBUD MUMBAI COMPANY SECRETARIES

3. The Company also provided the E-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the members of the Company.

4. The Shareholders were required to complete the postal ballot form and return the same in prepaid envelope addressed to Scrutinizer on or before the closure of business hours at September 28, 2015 or cast their votes online on the basis of password provided to them by the Registrar and Share Transfer Agent namely Link In-time India Private Limited.

5. Accordingly, the postal ballot received after closure of business hours on September 28, 2015 has not been considered.

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

   A. The e-voting period remained open from August 30, 2015 (09:00 am) till September 28, 2015 (06:00 pm).

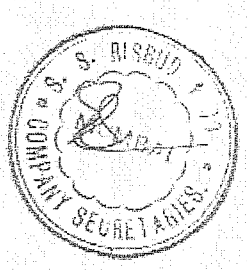
   B. The shareholders of the Company as on the record date i.e. August 24, 2015 were entitled to vote on the resolution as set out in the notice.

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

   The detail of e-voting is as under:

Resolution No. 1: SPECIAL RESOLUTION :

Approve and authorize giving of guarantees to Welspun Captive Power Generation Limited upto Rs. 300 Crore



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

Number of members voting	Number of votes cast	% of valid number of votes cast
136	78011472	94.91

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

Number of members voting	Number of votes cast	% of valid number of votes cast
87	4183005	5.09

Based on the above, the Special resolution as set out in item no. 1 ispassed with requisite majority.

The results of the voting by members through Postal Ballots in respect of the above mentioned Resolution may accordingly be declared by the Chairman of the Company.

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

Thanking you,

Your Sincerely,
For **S. S. Risbud & Co.**
Company Secretaries

S. RISBUD * MUMBAI * COMPANY SECRETARIES

Sanjay S. Risbud
Proprietor
CP No. 5117
Membership No. 13774

Date:29.09.2015
Place: Thane

ANNEXURE

	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, authorising giving of guarantees of amounts uptoRs. 300 Crore to Welspun Captive Power Generation Limited	
No. of Postal Ballot Forms Received : 12	**No. of Shares**	**%**
Postal Ballot Forms with ASSENT for the Resolution	73604627	100
Postal Ballot Forms with DISSENT for the Resolution	0	0
Total No. of Votes	73604627	100
No. of E-Voting Confirmations : 211		
E-voting confirmations with ASSENT for the Resolution	4406845	51.30
E-voting confirmations with DISSENT for the Resolution	4183005	48.70
Total No. of Votes **No. of Postal Ballot Forms / E-Voting Confirmations : 223**	8589850	100.00
Postal Ballot Forms/E-voting with ASSENT for the Resolution	78011472	94.91
Postal Ballot Forms/E-voting with DISSENT for the Resolution	4183005	5.09
Total No. of Votes	82194477	100.00

For **S. S. Risbud & Co.**
Company Secretaries

Sanjay S. Risbud
Proprietor
CP No. 5117
Membership No. 13774

Date: 29.09.2015
Place: Thane