



NOTICE

NOTICE is hereby given that the following special resolution is circulated herewith for approval of the members of the Company to be accorded by Postal Ballot/e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 setting out all material facts related to the proposed resolution is annexed hereto along with Postal Ballot Form for consideration of the members.

1) TO CONSIDER AND PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any subsidiary company(ies), joint venture(s) (including overseas subsidiaries,

joint venture(s)), whether existing or to be formed and / or give any guarantee or provide security in connection with a loan to any subsidiary company(ies), joint venture (including overseas subsidiaries, joint venture(s)), whether existing or to be formed and / or acquire by way of subscription, purchase or otherwise, the securities of any subsidiary company(ies), joint venture(s) (including overseas subsidiaries, joint venture(s)), whether existing or to be formed upto an aggregate amount not exceeding ₹3,300crore notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard.”

By Order of the Board

Place : Mumbai
Date : October 29, 2014

Pradeep Joshi
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company in that regard.

To achieve financial flexibility and to enable optimal financing structure for the Company and subsidiaries and to achieve long term strategic and business objectives, it is proposed to give powers to the Board of Directors or any duly constituted committee thereof, for making investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies, joint ventures (including overseas subsidiaries, joint venture(s)), whether existing or to be formed for an amount not

exceeding ₹3,300 crore (including the aggregate of the investments, loans or guarantees or securities so far made / given by the Company).

These investments are proposed to be made out of internal accruals and /or surplus funds and /or any other sources including borrowings, if necessary.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at item no. 1 except as members.

By Order of the Board

Place : Mumbai
Date : October 29, 2014

Pradeep Joshi
Company Secretary

NOTES:

1. The Notice is being sent under Registered Post Acknowledgement Due/ speed post/ courier service/ through

- registered email id to all the members, whose names would appear in the Register of Members / Record of Depositories as on October 24, 2014.
2. The Board of Directors of the Company has appointed Ms. Mansi Damania, Company Secretary (Certificate of Practice No. 8120) and Proprietor M/s. Mansi Damania & Associates, Practicing Company Secretaries, as scrutinizer for conducting the Postal Ballot process (including e-voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of her scrutiny, the Scrutinizer will submit her report to the Chairman and in his absence to the Company Secretary of the Company.
 3. The resolution(s) will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence by the Company Secretary of the Company, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolution(s). The result of the Postal Ballot will be declared on December 15, 2014 at 5.45 p.m. at the Corporate Office of the Company. After declaration, the result of the Postal Ballot will be published in the newspaper and also posted on the Company's website www.welspuncorp.com besides communicating the same to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
 4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the closure of working hours of December 13, 2014 (last date for receiving Postal Ballot Forms by scrutinizer).
 5. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
 6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
 7. Kindly note that the members can opt for only one mode of voting i.e., either by post or e-voting. If the members opt for e-voting, then they should not vote by post and vice versa. However, in case members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- VOTING THROUGH ELECTRONIC MEANS**
- 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; "WCL 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.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) 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.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Welspun Corp Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 mansidamania@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a member receives physical copy of the Notice of postal ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Postal Ballot : EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - I. 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.nsdl.com
 - II. 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.

III. 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).

IV. The e-voting period commences on November 14, 2014 (9:00 am) and ends on December 13, 2014 (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 October 24, 2014, 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.

V. 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 October 24, 2014.

VI. The Scrutinizer shall within a period not exceeding three(3) working days 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 and in his absence to the Company Secretary of the Company.

By Order of the Board

Place : Mumbai

Date : October 29, 2014

Pradeep Joshi

Company Secretary

✂ Tear Here

WELSPUN



Dare to Commit

WELSPUN CORP LIMITED

(Corporate Identification Number – L27100GJ1995PLC025609)

Regd. Office: "Welspun City", Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat-370110.

Tel No. +91 2836 662079, Fax No. + 91 2836 279060,

Corp. Office: Welspun House, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013, Maharashtra
CompanySecretary_WCL@welspun.com; www.welspuncorp.com

✂ Tear Here

POSTAL BALLOT FORM

- Name(s) of Shareholder(s)
(including joint holders, if any)
- Registered address of the sole /first
named shareholder
- Registered Folio No. / (DPID No. / Client ID No.
applicable to investors holding shares in
dematerialized form)
- No. of shares held
- I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick [✓] mark at the appropriate box below :

Item No.	Description	No. of Shares	Assent / Dissent	Please place [✓] mark below
1	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, approving making investment, providing loans, issue of guarantee(s), securities to any subsidiary company(ies), joint venture(s) (including overseas subsidiaries, joint venture(s)), whether existing or to be formed subject to maximum limit of ₹3,300 crores		I/We assent to the resolution	
			I/We dissent to the resolution	

Place:

Date:

(Signature of Shareholder)

✂ Tear Here

✂ Tear Here

The electronic voting particulars are set out below:

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

 Tear Here

 Tear Here

Instructions for voting through postal ballot form:

1. A member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the member. In case of Joint-holding, this Form must be completed and signed by the first named member and in his/her absence, by the next named member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on December 13, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. – Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078).
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the cut-off date i.e. October 24, 2014.
11. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. A member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 8 above.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.