

WCL/SEC/2019

February 22, 2019

To,

BSE Ltd.
(Scrip Code-532144)
Listing Department,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Ltd.
(Symbol: WELCORP, Series EQ)
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

Dear Sirs/ Madam,

Sub: Intimation w.r.t. dispatch of Notice of Extra Ordinary General Meeting pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Please find enclosed herewith a copy of the Notice of the Extra Ordinary General Meeting of the Company to be held on Tuesday, March 19, 2019 at 12:00 noon at the registered office of the Company at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110.

The Company has completed the dispatch of physical notices as well as sending of email to all the members of the Company by permitted modes by February 20, 2019.

Kindly take note of the above.

For Welspun Corp Limited


Pradeep Joshi
Company Secretary
FCS - 4959**Welspun Corp Limited**

Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.
T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020
E-mail : companysecretary_wcl@welspun.com Website : www.welspuncorp.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.
T : +91 2836 662222 F : +91 2836 279060

Corporate Identity Number: L27100GJ1995PLC025609



WELSPUN CORP LIMITED

CIN: L27100GJ1995PLC025609

Registered Office: Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India.

Board No.: +91 2836 662079, **Fax No.:** + 91 2836 279060,

Email: CompanySecretary_WCL@welspun.com; **Website:** www.welspuncorp.com

Corporate Office: Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Board: +91 -22-66136000; **Fax:** +91-22-2490 8020

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of Welspun Corp Limited will be held on Tuesday, March 19, 2019 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka- Anjar, Dist. Kutch, Gujarat – 370 110 at 12:00 noon to transact the following businesses:

SPECIAL BUSINESS:

1) To consider and, if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, consents, sanctions as may be required under the Act or otherwise and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for revision in the remuneration of Mr. Vipul Mathur (holding DIN 0007990476)- Managing Director & Chief Executive Officer of the Company as under:

- Fixed component of cash remuneration approved by the shareholders at the 23rd Annual General Meeting held on August 14, 2018 for a period of three years be revised from Rs. 400 lakh per annum to Rs. 450 lakh per annum with effect from July 1, 2018; variable component – no change (Rs. 50 lakh).
- Ratification of grant of Employee Stock Options by the Nomination and Remuneration Committee at its meeting held on August 16, 2018 on the following Terms and Conditions:-
 - o Number of Employee Stock Options : 15,00,000 Employee Stock Options carrying right to apply for equal number of fully paid-up equity shares of the Company;
 - o Exercise Price : Rs.100 per equity share;
 - o Vesting : Annually over a period of three years in the ratio of 30%, 35% and 35% each anniversary respectively;
 - o Exercise Period: 3 years from the date of respective vesting;
 - o Lock-in: No lock after allotment of equity shares.
- Cash Remuneration is subject to annual revision as may be recommended by the Nomination and Remuneration Committee and approved by the Board commensurate to the financial performance of the Company and benchmarking as per market practices.

The above remuneration is subject to provisions of applicable tax laws.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable irrespective of whether the Company has adequate profits or not.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which may exercise its powers, including the powers, conferred by this resolution) be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration including payment of variable pay, annual increment as they may deem fit in the interest of the Company.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to enter into an agreement /issue a letter for increase in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

2) To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other relevant provisions, and subject to necessary approval from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, approval of the members be and is hereby accorded for re-classification of “Intech Metals SA”, Co-Promoter of the Company from “Promoter” category to “Public” category.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee, which may exercise its powers, including the powers, conferred by this resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient, including filing of necessary application(s), declaration(s), forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities and delegation of all or any of the powers conferred on it by or under this resolution to any officer(s) or employee(s) of the Company as the Board may consider appropriate to give effect to this resolution.”

- 3) To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Rajkumar Jain** (holding DIN 00026544), an Independent Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, for the second term of appointment as an independent director for five consecutive years with effect from April 1, 2019.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient for the purpose of giving effect to this Resolution.”

- 4) To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. K. H. Viswanathan** (holding DIN 00391263), an Independent Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, for the second term of appointment as an independent director for five consecutive years with effect from April 1, 2019.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient for the purpose of giving effect to this Resolution.”

- 5) To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Ms. Revathy Ashok** (holding DIN 00057539), an Independent Director of the Company in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, for the second term of appointment as an independent director for five consecutive years with effect from April 1, 2019.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient for the purpose of giving effect to this Resolution.”

By Order of the Board

Pradeep Joshi
Company Secretary
FCS-4959

Place: Mumbai

Date: February 7, 2019

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. Item No. 1 – Revision in the remuneration of Mr. Vipul Mathur – Managing Director and CEO.

The Board of Directors of the Company at its meeting held on November 6, 2017 (based on a recommendation of the Nomination and Remuneration Committee) has appointed Mr. Vipul Mathur (holding DIN 0007990476) as the Managing Director and Chief Executive Officer of the Company for the period from December 1, 2017 to November 30, 2022 at a remuneration (Fixed for a period of three years) of Fixed Remuneration of Rs. 400 lakh and variable remuneration of Rs. 50 lakh per annum and Other Benefits as per the Company’s policy, subject to annual revision as may be recommended by the Nomination and Remuneration Committee and approved by the Board commensurate to the performance of the Company and benchmarking as per market practices. The aforesaid remuneration was approved by the members of the Company at the 23rd Annual General Meeting held on August 14, 2018.

At the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors has revised the remuneration payable to the Managing Director & CEO by way of increase in fixed cash component from Rs. 400 lakh to Rs. 450 lakh and grant of 15,00,000 Employee Stock Options on the terms and conditions as mentioned in the resolution No. 1 to this notice.

Relevant Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Mr. Vipul Mathur
Date of Birth	21.03.1970
Date of Appointment	01.12.2017
Qualifications	Science Graduate, Post Graduate (MBA-Marketing)
Nature of his expertise in specific functional areas	Rich experience in the field of marketing of heavy engineering, pipes & plates in oil & gas segment. Apart from that, excellent managerial experience in varied functions like:- product development, inventory management, contract & tendering, human resources, commercial, legal and procurement.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies/ bodies corporate in which the person also holds the directorship	Non-Executive Director in : - Welspun Middle East, DMCC@ - Welspun Middle East Pipes LLC*, - Welspun Middle East Pipes Coating LLC*, - Welspun Pipes LLC%, - Welspun Tubular LLC%, - Welspun Global Trade LLC% Whole-time Director (not drawing any remuneration) in : - Welspun Wasco Coatings Private Limited#
Chairman/Member of Committee of the Board of directors	Member of the Risk Management Committee of the Company.
Names of companies and committees, of its Boards, in which the person holds membership	None
No. of shares held in the Company	11,000
No. of Board meetings attended	Six meetings, during April 1, 2018 to date of this notice.

@ subsidiary of the Company in United Arab Emirates

*subsidiary of the Company in Kingdom of Saudi Arabia.

% subsidiary of the Company in US.

subsidiary of the Company in India.

Relevant details pursuant to the Companies Act, 2013.

Sr.	Particulars						
I.	General Information						
	(1)	Nature of Industry	Manufacturing of Steel Plates and Coils, Pipes and Coating of pipes.				
	(2)	Date of commencement of business of the Company	May 12, 1995				
	(3)	Financial performance of the Company based on given indicators (Standalone)	Rs. in million except EPS				
			Particulars	2018*	2017*	2016	2015
			Total Income	53,901.15	46,956.24	39,138.07	50,963.75
			Profit /(Loss) After Tax	1,258.18	1,746.01	(933.62)	(157.06)
			Equity Share Capital	1,326.13	1,326.13	1,326.13	1,315.88
			Reserves and Surplus	17,819.83	16,671.84	17,028.51	17,378.73
			Earning/ Per Equity Share (EPS) (Basic) Rs.	4.74	6.58	(3.54)	(0.60)
			* as per IND-AS				
	(4)	Foreign Investment or collaborations	The Company is a listed company and as on December 31, 2018 the foreign equity share holdings in the Company was 46,595,768 (17.57%). The Company has made investment in the subsidiaries, joint-ventures in United States of America, Kingdom of Saudi Arabia, United Arab Emirates and Mauritius. The value of total investments as per the latest audited financial statements as at March 31, 2018 is Rs. 1,827.51 million.				

Sr.	Particulars	
II.	Information about the Appointee	
(1)	Background details	Mr. Mathur has rich industry experience, excellent managerial skills and leadership quality. Before joining the Company, he has worked for over 11 years as marketing executive with various corporate groups operating in the field of heavy electrical equipment, manufacturing of pipes, oil & gas etc.
(2)	Past Remuneration	Fixed : Rs. 40 million, Variable : Rs. 5 million
(3)	Recognition / Awards	"India's Most Trusted CEO 2018" presented by WCRC LEADERS ASIA and "Steel CEO of the Year (Sector: Hall of Fame)" presented by Steel Users Federation of India ("SUF")
(4)	Job profile and his suitability	Mr. Mathur is a well-known figure in the global pipe industry. Network of his acquaintances and relationships run across all geographies due to his warm personal style and long years of marketing experience (~29 years) in this product category. Mr. Mathur has associated with the Company since 2001 and has contributed significantly towards the growth of the Company by providing his leadership roles in India and Middle East. He attributes his career success to hard-work and perseverance. Prior to his elevation as MD and CEO, Mr. Mathur was officiating as the COO for the Company. The above experience and qualities makes him suitable for spearheading the Company's business and suitable for the position of the Managing Director & CEO.
(5)	Remuneration proposed	As mentioned in the text of the resolution no. 1
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company's turnover, the remuneration proposed is comparable with the similar position in the industry.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None
III		
(1)	Reason for loss or inadequate profit	Not applicable
(2)	Steps taken or proposed to be taken for improvement	Not applicable
(3)	Expected increase in productivity and profits in measurable terms	Not applicable

Except Mr. Mathur himself, none of the key managerial personnel or directors of the Company or their relatives, may be deemed to be concerned or interested, financially or otherwise, in the resolution at Item No. 1

Members' approval is sought by way of special resolution proposed under Item No. 1 of the accompanying Notice.

2. Item No. 2 – Reclassification of Promoter

The members are informed that the Company received a request from Intech Metals SA, Foreign Co-Promoters of the Company ("Outgoing Promoter"), for reclassification from "Promoter" category to "Public" category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). As on February 7, 2019, they were holding 6,010,850 (2.27%) equity shares in the Company.

It is informed that the aforesaid Outgoing Promoter shareholder:-

- is independent and is not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, for last several years they have not been engaged in any activity with the other promoters of the Company who are engaged in controlling the Company nor have they attended any meeting of the members of the Company;
- is not under control of other persons in the Promoter Group nor their decision making process is under control of the other persons in the Promoter Group;

- has never held at any time any position of Key Managerial Personnel in the Company;
- do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group;
- not a wilful defaulter as per the Reserve Bank of India Guidelines;
- not a fugitive economic offender.

The Outgoing Promoter seeking re-classification, has undertaken that subsequent to re-classification as "Public", they shall:

- continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of sub-regulation 3 of Regulation 31A of the Listing Regulations, 2015 at all times from the date of re-classification;
- comply with conditions mentioned at sub-clauses (iv) and (v) of clause (b) of sub-regulation 3 of Regulation 31A of the Listing Regulations, 2015 for a period of not less than three years from the date of such re-classification.

The proposed re-classification of the shareholding of Intech Metals SA as mentioned above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 2 of the accompanying Notice. The Board has analyzed the request of the Outgoing Promoter and is of the view that proposed re-classification does not affect any rights of the shareholders and recommends the resolution to the members. None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 2 of accompanying Notice.

The members are further informed that the Company:-

- is compliant with the requirement of minimum public shareholding as required under regulation 38 of the Listing Regulations, 2015;
- equity shares were not suspended by the stock exchanges from trading;
- do not have any outstanding dues to the Board, the Stock Exchanges or to the Depositories. However, the Company may have payables in respect of services availed from these bodies for which invoices have not been raised / received.

Item No. 3 – Re-appointment of Mr. Rajkumar Jain as an Independent Director

Mr. Rajkumar Jain joined the Board of Directors of the Company in July, 2002 as a professional director. He was appointed as an independent director under Section 149 of the Companies Act, 2013 for a period of 5 years with effect from April 1, 2014. First term of his appointment is expiring on March 31, 2019.

Mr. Jain is an Chartered Accountant having vast experience in the field of accounts and finance.

Apart from his experience in the field of accounts and finance, he has been associated with various corporates in various capacity. Details of Directorship and membership held by him in Committees is as under:

Sr. No.	Name of the Company of which Director / Committee Member	Listed / Unlisted	Name of Committee	Member / Chairman
1.	Welspun Investments and Commercials Limited	Listed	Finance Committee	Member
2.	Welspun Investments and Commercials Limited	Listed	Nomination and Remuneration Committee	Member
3.	Welspun Investments and Commercials Limited	Listed	Audit Committee	Chairman
4.	Welspun Investments and Commercials Limited	Listed	Share Transfer and Investors Grievance and Stakeholders Relationship Committee	Member
5.	Welspun Tradings Limited	Unlisted	Nomination and Remuneration Committee	Chairman
6.	Welspun Tradings Limited	Unlisted	Audit Committee	Chairman
7.	DLF Emporio Limited	Unlisted	Corporate Social Responsibility	Member
8.	MBL (CGRG) Road Limited	Unlisted	Audit Committee	Member
9.	MBL (CGRG) Road Limited	Unlisted	Nomination and Remuneration Committee	Member
10.	MBL (GSY) Road Limited	Unlisted	Audit Committee	Member
11.	MBL (GSY) Road Limited	Unlisted	Nomination and Remuneration Committee	Member
12.	Altius Finserv Private Limited	Unlisted	-	-
13.	DLF Promenade Limited	Unlisted	-	-
14.	Gujarat Borosil Limited	Listed	-	-
15.	Welspun Corp Limited	Listed	Audit Committee	Member
16.	Welspun Corp Limited	Listed	Finance Committee	Chairman
17.	Welspun Corp Limited	Listed	Nomination and Remuneration Committee	Chairman
18.	Welspun Corp Limited	Listed	Risk Management Committee	Member

Mr. Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for appointment of Mr. Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and public holidays as directed by the Reserve Bank of India.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jain as an Independent Director, for the approval by the members of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Jain being eligible and offering himself for appointment, is proposed to be re-appointed as an Independent Director for five consecutive years with effect from April 1, 2019.

Except Mr. Rajkumar Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No. 4 – Re-appointment of Mr. K. H. Viswanathan as an Independent Director

Mr. K.H. Viswanathan joined the Board of Directors of the Company in October, 2002 as a professional director. He was appointed as an independent director under Section 149 of the Companies Act, 2013 for a period of 5 years with effect from April 1, 2014. First term of his appointment is expiring on March 31, 2019.

Mr. Viswanathan is an Cost and Management Accountant. He was a Management Consultant for several years and having around 22 years' experience in the field of Corporate Tax and Legal, Transaction advisory and structuring, Internal, Management and Due - diligence audits, formulation of business strategy, mergers and acquisitions etc. Prior to getting in practice as a Management Consultant, he has worked in senior management positions for around 16 years, heading the Finance, Accounting and Commercial functions of leading business groups in Private Sector corporations.

Details of Directorship and membership held by him in Committees is as under:

Sr. No.	Name of the Company of which Director / Committee Member	Listed / Unlisted	Name of Committee	Member / Chairman
1.	Welspun Global Brands Limited (Formerly known as Welspun Retail Limited)	Unlisted	Audit Committee	Chairman
2.	Welspun Global Brands Limited (Formerly known as Welspun Retail Limited)	Unlisted	Nomination and Remuneration Committee	Chairman
3.	Welspun Global Brands Limited (Formerly known as Welspun Retail Limited)	Unlisted	Finance Committee	Member
4.	Welspun Tradings Limited	Unlisted	Nomination and Remuneration Committee	Member
5.	Welspun Tradings Limited	Unlisted	Audit Committee	Chairman
6.	Welspun Tradings Limited	Unlisted	Corporate Social Responsibility Committee	Chairman
7.	AYM Syntex Limited (Formerly known as Welspun Syntex Limited)	Listed	Audit Committee	Member
8.	AYM Syntex Limited (Formerly known as Welspun Syntex Limited)	Listed	Nomination and Remuneration Committee	Member
9.	Welspun Wasco Coatings Private Limited	Unlisted	Audit Committee	Chairman
10.	Welspun Wasco Coatings Private Limited	Unlisted	Nomination and Remuneration Committee	Chairman
11.	Welspun Captive Power Generation Limited	Unlisted	Audit Committee	Chairman
12.	Welspun Captive Power Generation Limited	Unlisted	Nomination and Remuneration Committee	Chairman
13.	Welspun Captive Power Generation Limited	Unlisted	Corporate Social Responsibility Committee	Chairman
14.	Welspun Anjar SEZ Limited	Unlisted	Audit Committee	Chairman
15.	Welspun Anjar SEZ Limited	Unlisted	Nomination and Remuneration Committee	Chairman
16.	Welspun Corp Limited	Listed	Share Transfer and Investor's Grievance and Stakeholders Relationship Committee	Chairman
17.	Welspun Corp Limited	Listed	Nomination and Remuneration Committee	Member
18.	Welspun Corp Limited	Listed	Audit Committee	Chairman
19.	Welspun Corp Limited	Listed	CSR Committee	Chairman
20.	Welspun Corp Limited	Listed	Risk Management Committee	Chairman

Mr. Viswanathan does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Viswanathan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for appointment of Mr. Viswanathan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and public holidays as directed by the Reserve Bank of India.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Viswanathan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Viswanathan as an Independent Director, for the approval by the members of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Viswanathan being eligible and offering himself for appointment is proposed to be re-appointed as an Independent Director for five consecutive years with effect from April 1, 2019.

Except Mr. Viswanathan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5 – Re-appointment of Ms. Revathy Ashok as an Independent Director

Ms. Revathy Ashok joined the Board of Directors of the Company in August 2014 as a professional director. She was appointed as an independent director under Section 149 of the Companies Act, 2013 to hold her first term of office of independent director up to March 31, 2019.

She has a bachelor's degree in science and is a gold medalist from the Indian Institute of Management, Bangalore. Formerly Managing Director of Tishman Speyer Private Equity, and global CFO of Syntel Inc., She is currently the Co-Founder of Strategy Garage, working with mid and early stage companies, helping them scale.

Ms. Revathy has had successful leadership experience of over thirty five years spanning variety of industries - Private Equity, software and IT enabled services, manufacturing and infrastructure in Senior Management positions handling a wide variety of portfolios, namely, Capital Raising, Business Development, Finance, Commercial and other strategic general management functions.

Details of Directorship and membership held by her in Committees is as under:

Sr. No.	Name of the Company of which Director / Committee Member	Listed / Unlisted	Name of Committee	Member / Chairman
1.	ADC India Communications Limited	Listed	Audit Committee	Chairperson
2.	ADC India Communications Limited	Listed	Risk Management Committee	Member
3.	ADC India Communications Limited	Listed	Nomination & Remuneration Committee	Chairperson
4.	ADC India Communications Limited	Listed	Share Transfer and Investor Grievance and Stakeholders Relationship Committee	Member
5.	ADC India Communications Limited	Listed	CSR Committee	Chairman
6.	Shell MRPL Aviation Fuels And Services Limited	Unlisted	Audit Committee	Chairperson
7.	Shell MRPL Aviation Fuels And Services Limited	Unlisted	Nomination & Remuneration Committee	Member
8.	Shell MRPL Aviation Fuels And Services Limited	Unlisted	CSR Committee	Member
9.	Quess Corp Limited	Listed	Audit Committee	Member
10.	Quess Corp Limited	Listed	Share Transfer and Investor Grievance and Stakeholders Relationship Committee	Member
11.	Quess Corp Limited	Listed	CSR Committee	Chairperson
12.	Microland Limited	Unlisted	Audit Committee	Chairperson
13.	Microland Limited	Unlisted	Nomination and Remuneration	Member
14.	Astrazeneca Pharma India Limited	Listed	Audit Committee	Chairperson
15.	Astrazeneca Pharma India Limited	Listed	CSR Committee	Member
16.	Astrazeneca Pharma India Limited	Listed	Share Transfer and Investor Grievance and Stakeholders Relationship Committee	Chairperson
17.	Sansera Engineering Limited	Unlisted	Audit Committee	Chairperson
18.	Sansera Engineering Limited	Unlisted	CSR Committee	Member
19.	Khemeia Technologies Private Limited	Unlisted	-	-
20.	Welspun Global Brands Limited (formerly known as Welspun Retail Limited)	Unlisted	-	-
21.	Welspun Tradings Limited	Unlisted	-	-
22.	Athena Infonomics India Private Limited	Unlisted	-	-

Ms. Revathy does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Ms. Revathy fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter for appointment of Ms. Revathy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and public holidays as directed by the Reserve Bank of India.

The Board considers that her continued association would benefit the Company and it is therefore desirable to continue to avail services of Ms. Revathy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Revathy as an Independent Director, for the approval by the members of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Revathy being eligible and offering herself for appointment is proposed to be re-appointed as an Independent Director for five consecutive years with effect from April 1, 2019.

Except Ms. Revathy, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

By Order of the Board

Pradeep Joshi
Company Secretary
FCS-4959

Place: Mumbai

Date: February 7, 2019

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.

3. A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

4. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Share Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Corp Limited, C 101, 247 Park, L B S Marg, Vikhroli (West) Mumbai-400 083; Tel No: +91 22 49186000, Fax: +91 22 49186060; Email- rnt.helpdesk@linkintime.co.in; bonds.helpdesk@linkintime.co.in.

5. Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company's Share Registrar and Transfer Agent.

6. ***As a part of the Green Initiatives by the Ministry of Corporate Affairs, we advise those members who have not got their email address registered with the Company or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address.***

However, members requiring a physical copy of the Notice may write to the Company at the Corporate Office at 5th Floor, Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The Notice of the Extra Ordinary General Meeting is available on the website of the Company, www.welspuncorp.com.

7. Members holding shares in dematerialized form are requested to intimate immediately any change pertaining to their bank details, Electronic Clearing Service (ECS) mandates, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, M/s. Link Intime India Private Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Private Ltd.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants and members holding shares in physical form can submit their PAN details to the Company.

9. The physical copies of the documents referred to in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days (except Saturday and Sunday) till the date of the meeting and during the meeting and copies thereof shall also be available at the Corporate Office of the Company.

10. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members, a facility to exercise their right to vote

on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). The e-voting facility is available at the link <https://www.evotingindia.com>

- I. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- II. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.
- IV. Mr. Sanjay Risbud of M/s. S. S. Risbud & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- VI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspuncorp.com, notice board of the Company at the registered office as well as the corporate office and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the stock exchanges at which the shares of the Company are listed.

Please read the instructions for e-voting before exercising the vote.

These details and instructions form integral part of the Notice for the Extra Ordinary General Meeting to be held on Tuesday, March 19, 2019.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- (i) The voting period begins on Saturday, March 16, 2019 (09:00 a.m.) and ends on Monday, March 18, 2019 (05:00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, March 12, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login

password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Welspun Corp Limited i.e. 190212005 on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) **The voting period begins on Saturday, March 16, 2019 at 9:00 am and ends on Monday, March 18, 2019 at 5:00 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 Tuesday, March 12, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Pradeep Joshi
Company Secretary
FCS-4959

Place: Mumbai
Date: February 7, 2019

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Company: WELSPUN CORP LIMITED

Board No.: +91 2836 662079, Fax No. + 91 2836 279060, Email : CompanySecretary WCL@welspun.com Website: www.welspuncorp.com

Board : +91 -22-66136000 Fax: +91-22-2490 8020

Name of the member (s) : _____

Registered Address :

E-mail Id: _____

DP ID

--	--

I/ We _____ being the member(s) of Equity Shares of the above named company, hereby appoint :

1. Name : _____

Address :

E-mail Id: _____ Signature : _____ ; or failing him

2. Name :

Address :

E-mail Id: _____ Signature : _____ ; or failing him

3. Name : _____

Address :

E-mail Id: _____ Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on **Tuesday, March 19, 2019 at 12:00 noon** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Revision in the remuneration of Mr. Vipul Mathur, Managing Director & Chief Executive Officer of the Company.		
2	Reclassification of Intech Metals SA as “Public” Shareholder under Regulation 31A of the SEBI (LODR), 2015		
3	Re-appointment of Mr. Rajkumar Jain as an independent director.		
4	Re-appointment of Mr. K.H.Viswanathan as an independent director.		
5	Re-appointment of Ms. Revathy Ashok as an independent director.		

Signed this day of2019.

Signature of member

Signature of Proxy Holder(s) : 1) _____ 2) _____ 3) _____

Affix
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stamp

Note:

- 1) Please complete all the details including details of member(s) in the above Box before submission.
- 2) It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 3) **A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.**
- 4) The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



WELSPUN CORP LIMITED

CIN: L27100GJ1995PLC025609

Registered Office: Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India.

Board No.: +91 2836 662079, **Fax No.:** + 91 2836 279060,

Email: CompanySecretary_WCL@welspun.com; **Website:** www.welspuncorp.com

Corporate Office: Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Board: +91 -22-66136000; **Fax:** +91-22-2490 8020

E-mail Registration-Cum-Consent Form

To,
The Company Secretary,
Welspun Corp Limited,
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110

I/ we the member(s) of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No.	:	DP – ID	:	Client ID	:
Name of the Registered Holder (1 st)		:			
Name of the joint holder(s)		:			
		:			
Registered Address		:			
		Pin:			
Mobile Nos. (to be registered)		:			
E-mail Id (to be registered)		:			

Signature of the member(s)*

* Signature of all the members is required in case of joint holding.

Transfer of securities only in Demat Form

Shareholders are requested to note that, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requests for transfer of securities held in physical form, except transmission or transposition of securities, will not be processed after March 31, 2019. In view of this and to avail various benefits of dematerialization, Shareholders are advised to dematerialize the shares held by them in physical form on or before March 31, 2019.

Procedure – Normal case

An investor intending to dematerialize its securities needs to have an account with a Depository Participant ("DP").

- The client (registered owner) will have to submit a request to the DP in the **Dematerialization Request Form ("DRF")** for dematerialization, along with the certificates of securities to be dematerialized. Before submission, the client has to **deface** the certificates by writing "SURRENDERED FOR DEMATERIALISATION".
- The DP will verify that the form is duly filled in and the number of certificates, number of securities and the security type (equity, debenture etc.) are as given in the DRF. If the form and security count is in order, the DP will issue an acknowledgement slip duly signed and stamped, to the client.
- In case the securities are not in order they are returned to the client and acknowledgment is obtained. The DP will reject the request and return the DRF and certificates in case:
 - o A single DRF is used to dematerialize securities of more than one company.
 - o The certificates are mutilated, or they are defaced in such a way that the material information is not readable. DP may advise the client to send the certificates to the Issuer/ R&T agent and get new securities issued in lieu thereof.
 - o Part of the certificates pertaining to a single DRF is partly paid-up; the DP will reject the request and return the DRF along with the certificates. The DP may advise the client to send separate requests for the fully paid-up and partly paid-up securities.
 - o Part of the certificates pertaining to a single DRF is locked-in, the DP will reject the request and return the DRF along with the certificates to the client. The DP may advise the client to send a separate request for the locked-in certificates. Also, certificates locked-in for different reasons should not be submitted together with a single DRF
- In case the securities are in order, a Dematerialization Request Number ("DRN") will be generated.
- The DP will then dispatch the certificates along with the request form to the Issuer/ R&T agent.
- The issuer/ R&T may **reject dematerialization** request in some cases. The issuer or its R&T Agent will send an objection memo to the DP, with or without DRF and security certificates depending upon the reason for rejection. The DP/Investor has to remove reasons for objection within 15 days of receiving the objection memo. If the DP fails to remove the objections within 15 days, the issuer or its R&T Agent may reject the request and return DRF and accompanying certificates to the DP. The DP, if the client so requires, may generate a new dematerialization request and send the securities again to the issuer or its R&T Agent. No fresh request can be generated for the same securities until the issuer or its R&T Agent has rejected the earlier request and informed NSDL and the DP about it.

Demat Requests in Case of Account Holders Name not matching exactly with Physical Certificate

- The demat requests submitted by client(s) with name(s) not matching exactly with the name(s) appearing on the security certificates merely on account of initials not being spelt out fully or put after or prior to the surname, may be processed by DP, provided the signature(s) of the client(s) on the DRF tallies with the specimen signature(s) available with the Issuers or its R & T agent.

Procedure for Transposition cum Demat

- If the names of the clients appearing on the security certificates match with the names in which the account has been opened but are in a different order, such securities can be dematerialized by submitting the security certificates along with the Transposition Form and the DRF to the DP.

Procedure for Transmission (Name Deletion) and Dematerialization to be done together

In case of joint holdings, on the death of any one or more of the joint holder(s), the surviving joint holder(s) can get the name(s) of the deceased deleted from the physical certificate(s) and get the securities dematerialized by following the procedure mentioned below:

- Make a request to the DP for deleting the name(s) of the deceased as per Transmission Form.
- Submit a DRF along with the security certificates and the documents mentioned above to the DP.
- On being satisfied with the documents received, the Issuer or its R & T Agent shall carry out the name deletion and then process the dematerialization request.

Form No. SH-13
Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
Welspun Corp Limited
Welspun City, Village Versamedi, Taluka Anjar,
Dist. Kutch, Gujarat, Pin – 370110.

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S -

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR -

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s) _____

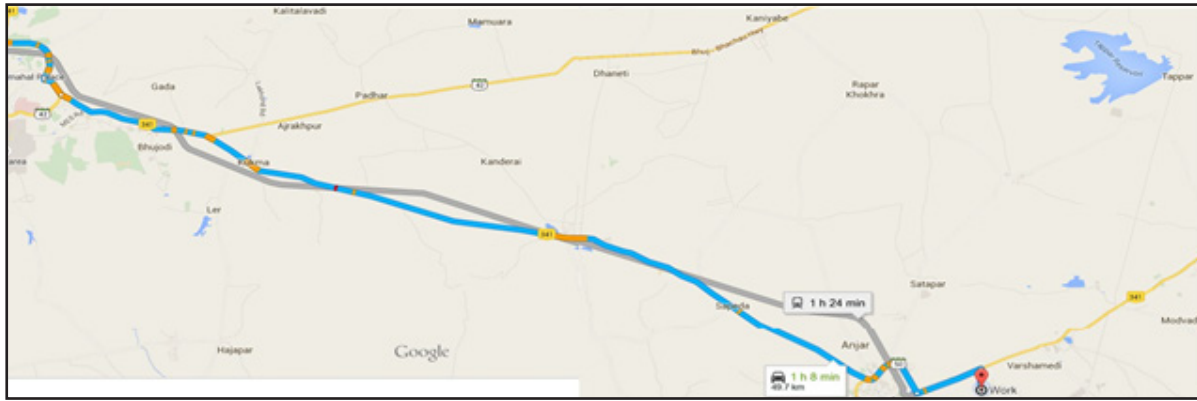
Signatures: _____

Witness with name and address: _____

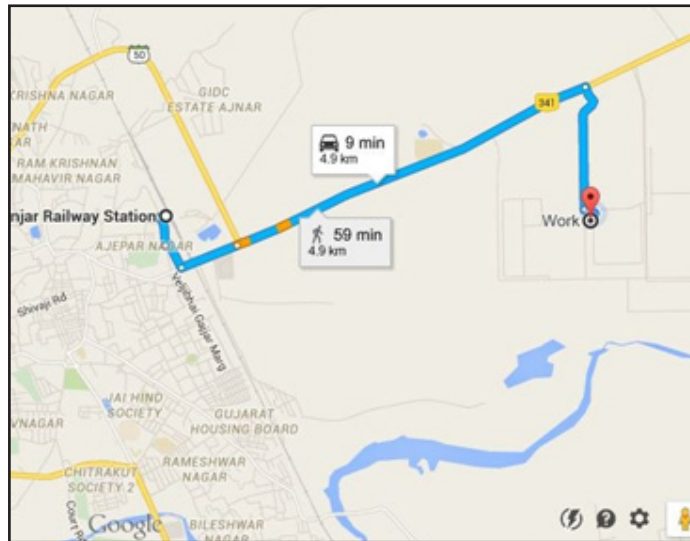
Instructions:

- 1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
- 2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- 3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
- 4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
- 5. Transfer of Shares in favor of a nominee shall be a valid discharge by a Company against the legal heir(s).
- 6. Only one person can be nominated for a given folio.
- 7. Details of all holders in a folio need to be filled; else the request will be rejected.
- 8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
- 9. Whenever the Shares in the given folio are entirely transferred or realized, then this nomination will stand rescinded.
- 10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
- 11. The nomination can be varied or cancelled by executing fresh nomination form.
- 12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
- 13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the members.
- 14. For shares held in dematerialized mode nomination is required to be filed with the Depository Participant in their prescribed form.

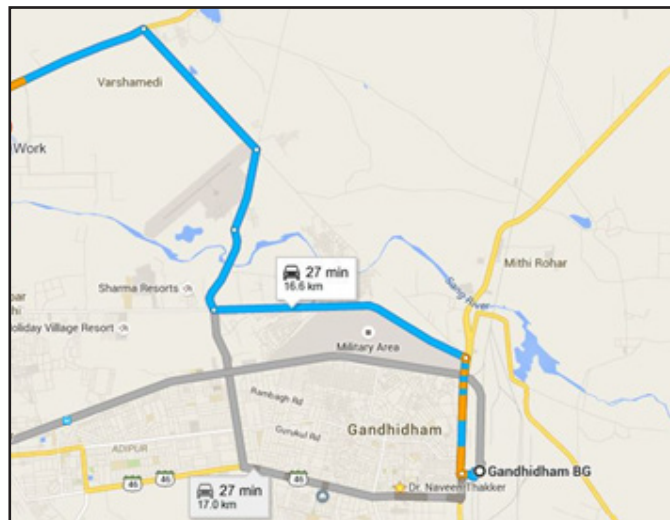
Route Map for the Venue of the Meeting



Route Map-Airport to Welspun



Route Map-Anjar Station to Welspun



Route Map-Gandhidham Station to Welspun

WELSPUN CORP LIMITED

CIN : L27100GJ1995PLC025609

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin - 370110, India.
Board No.: +91 2836 662079, Fax No. + 91 2836 279060,

Email : CompanySecretary_WCL@welspun.com Website: www.welspuncorp.com

Corporate Office : Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.
Board : +91 -22-66136000 Fax: +91-22-2490 8020

ATTENDANCE SLIP

Name and Registered address of sole / first
named member (in block letters) :

Name(s) of Joint holder(s) if any
(in block letters) :

Registered Folio No. /
(DP ID No./ Client ID No.)*
*Applicable to members holding Shares in
dematerialized form

Number of shares held :

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Tuesday, March 19, 2019 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 at 12:00 noon.

Signature of the Member / Proxy present

Note: Members are requested to fill up the Attendance Slip and hand it over at the venue of the meeting.

----- Tear here -----

The electronic voting particulars are set out below:

EVS (E-voting Sequence Number)	User ID	Default PAN/ Sequence Number
190212005		

The remote e-voting period commences on Saturday, March 16, 2019 (9:00 am) and ends on Monday, March 18, 2019 (5:00 pm). The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions annexed to the Notice dated February 7, 2019 of the Extra Ordinary General Meeting before exercising the vote. These detail and instructions forms integral part of the said Notice.