



WCL/SEC/2015

September 2, 2015

Bombay Stock Exchange 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.
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Dear Sirs,

Sub.: Result of Voting at the 20th Annual General Meeting in compliance with Clause 35-A of the Listing Agreement.

Please take note of the results of voting (including e-voting) at Annual General Meeting held on August 31, 2015.

Date of the AGM: August 31, 2015

Total number of shareholders on record date: 58,394

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 6 Public: 30

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil Public: Nil

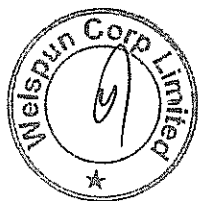
Item No. 1. : Ordinary Resolution to receive, consider and adopt the Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor 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	107,513,308	100,602,861	93.57	100,602,861	0	100.00	0.00
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	10,908,952	0	100.00	0.00
Public - Others	119,909,513	7,553,061	6.30	7,553,061	471	99.99	0.01
Total	263,176,080	119,064,874	45.24	119,064,874	471	100.00	0.00

Accordingly, the above resolution has been passed by the Shareholders of the Company.



Corporate Office

Welspun House, 5th floor
Kamala City,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400013

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E-mail: companysecretary_wcl@welspun.com

www.welspuncorp.com



Dare to Commit

WELSPUN Corp Limited

Item No. 2. : Ordinary Resolution to consider declaration of dividend for the financial year 2014-15 at the rate of 10% (i.e. Rs. 0.50) per share on 263,176,080 Equity Shares.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3=2/1 \times 100$	4	5	$6=[4/2] \times 100$	$7=[5/2] \times 100$
Promoter and Promoter Group	107,513,308	100,602,861	93.57	100,602,861	0	100	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.52	10,908,952	0	100	0
Public - Others	119,909,513	7,552,473	6.30	7,552,123	350	100.00	0.00
Total	263,176,080	119,064,286	45.24	119,063,936	350	100.00	0.00

Accordingly, the above resolution has been passed by the Shareholders of the Company.

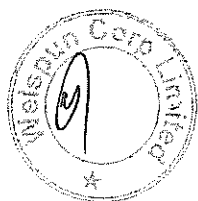
Item No. 3. : Ordinary Resolution to appoint a Director in place of Mr. Balkrishan Goenka (holding DIN 00270175) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3=2/1 \times 100$	4	5	$6=[4/2] \times 100$	$7=[5/2] \times 100$
Promoter and Promoter Group	107,513,308	100,602,861	93.57	100,602,861	0	100	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	9,466,425	1,442,527	86.78	13.22
Public - Others	119,909,513	7,553,061	6.30	7,551,590	1,471	99.98	0.02
Total	263,176,080	119,064,874	45.24	117,620,876	1,443,998	98.79	1.21

Accordingly, the above resolution has been passed by the Shareholders of the Company.



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Item No. 4. : Ordinary Resolution to appoint a Director in place of Mr. Utsav Baijal (holding DIN 02592194) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor 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	107,513,308	100,602,861	93.57	100,602,861	0	100	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	4,025,941	6,883,011	36.90	63.10
Public - Others	119,909,513	7,553,034	6.30	7,551,563	1,471	99.98	0.02
Total	263,176,080	119,064,847	45.24	112,180,365	6,884,482	94.22	5.78

Accordingly, the above resolution has been passed by the Shareholders of the Company.

Item No. 5. : Special resolution under Section 139 of the Companies Act, 2013 for ratification of appointment of Price Waterhouse Chartered Accountants LLP having Firm Registration Number 012754N/N500016 as statutory auditors from the conclusion of this AGM to the conclusion of next AGM at a remuneration as may be agreed by the Board.

Resolution Passed : Special Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor 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	107,513,308	100,602,861	93.57	100,602,861	0	100	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	9,832,815	1,076,137	90.14	9.86
Public - Others	119,909,513	7,552,951	6.30	7,552,591	360	100.00	0.00
Total	263,176,080	119,064,764	45.24	117,988,267	1,076,497	99.10	0.90

Accordingly, the above resolution has been passed by the Shareholders of the Company.



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WELSPUN Corp Limited

Item No. 6. : Ordinary resolution under Sections 149, 152 of the Companies Act, 2013 for appointment of Mr. Atul Desai (holding DIN 00026514) not liable to retire by rotation as an independent director with effect from October 1, 2014 to hold office for five consecutive years.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

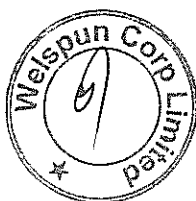
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	107,513,308	100,602,861	93.57	100,602,861	0	100.00	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	10,908,952	0	100.00	0
Public - Others	119,909,513	7,553,051	6.30	7,551,337	1,714	99.98	0.02
Total	263,176,080	119,064,864	45.24	119,063,150	1,714	100.00	0.00

Accordingly, the above resolution has been passed by the Shareholders of the Company.

Item No. 7. : Special resolution under Section 14 of the Companies Act, 2013 alteration of Articles of Association pursuant to amendment in the Investment Agreement dated June 29, 2011 entered in to between the Company and a private equity investor. The limits liabilities under the indemnity, capital expenditure, encumbrance and borrowing agreed to between the Company and the Investor and forming part of the Articles of Association needed split / change due to demerger of non-pipe business undertakings of the Company pursuant to a scheme of arrangement approved by the Hon'ble High Court of Gujarat vide its order dated January 10, 2014..

Resolution Passed : Special Resolution

Mode of Voting : Polling (including e-voting)



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Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor 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	107,513,308	100,602,861	93.57	100,602,861	0	100.00	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	10,908,952	0	100.00	0
Public - Others	119,909,513	7,552,811	6.30	7,552,281	530	99.99	0.01
Total	263,176,080	119,064,624	45.24	119,064,094	530	100.00	0.00

Accordingly, the above resolution has been passed by the Shareholders of the Company.

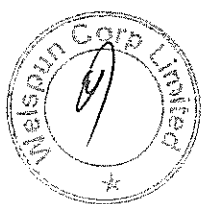
Item No. 8. : Ordinary resolution under Section 148 of the Companies Act, 2013 for appointment of, and fixing remuneration of M/s. Kiran J. Mehta & Co., Cost Accountants as cost auditors for the financial year 2015-16 at Rs. 5.50 lacs p.a. plus such travelling and out-of-pocket expenses as may be authorized by the Board.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor 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	107,513,308	100,602,861	93.57	100,602,861	0	100.00	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	10,908,952	0	100.00	0
Public - Others	119,909,513	7,553,041	6.30	7,552,777	264	100.00	0.00
Total	263,176,080	119,064,854	45.24	119,064,590	264	100.00	0.00

Accordingly, the above resolution has been passed by the Shareholders of the Company.



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WELSPUN Corp Limited

Item No. 9. : Special Resolution under Sections 42, 71 of the Companies Act, 2013 enabling the Board to borrow monies up to Rs. 500 crore by issuing securities (CP/ NCD etc.) on private placement basis for meeting capex, working capital and general corporate requirements from time to time.

Resolution Passed : Special Resolution

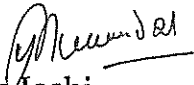
Mode of Voting : Polling (including e-voting)

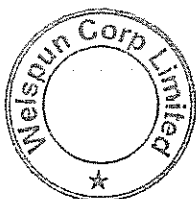
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3 = \frac{2}{1} \times 100$	4	5	$6 = \frac{4}{2} \times 100$	$7 = \frac{5}{2} \times 100$
Promoter and Promoter Group	107,513,308	100,602,861	93.57	100,602,861	0	100.00	0
Public-Institutional Shareholders	35,753,259	10,908,952	30.51	10,908,952	0	100.00	0
Public - Others	119,909,513	7,553,061	6.30	7,549,923	3,138	99.96	0.04
Total	263,176,080	119,064,874	45.24	119,061,736	3,138	100.00	0.00

Accordingly, the above resolution has been passed by the Shareholders of the Company.

Thanking you.
Yours faithfully,

For Welspun Corp Limited


Pradeep Joshi
Company Secretary
FCS - 4959



Corporate Office

Welspun House, 5th floor
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SCRUTINIZER'S REPORT

To,
The Chairman,
Welspun Corp Limited
Welspun City, Village Versamedi,
Taluka, Anjar,
Dist. Kutch,
Gujarat – 370 110

Ref.: 20th Annual General Meeting of Shareholders of Welspun Corp Limited held on Monday, August 31, 2015 at Welspun City, Village Versamedi, Taluka, Anjar, Dist. Kutch, Gujarat – 370 110 at 1.00 p.m.

Dear Sir,

Please find enclosed herewith report in three parts as mentioned below:

1. Section-I- Consolidated Results on E-voting and Poll
2. Section-II Report of Ballot at Annual General Meeting in Form MGT-13
3. Section- III Report of the Scrutinizer on E-Voting

My Report on e-voting is based on the data downloaded from the e-voting platform provided by National Securities Depository Limited (NDSL) and my report on voting on the poll is based on the data collected at the venue of the AGM.

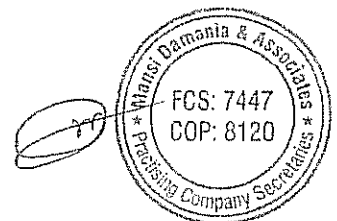
We trust you will find the same in order.

CS Mansi Damania
Company Secretary
FCS:7447 | COP: 8120



Date: September 1, 2015
Place: Mumbai

Section-I- Consolidated Results on E-voting and Poll



Based on results of e-voting & poll at the Annual General Meeting held on Monday, August 31, 2015 at 1.00 p.m., consolidated results of each item on the agenda as set out in the notice is annexed herewith.

Consolidated Results of Item No. 1- Ordinary Resolution

To receive, consider and adopt the financial statements for the financial year ended March 31, 2015

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	107	11,90,64,403	99.999
Votes cast against	4	471	0.000
Invalid Votes	2	201	0.000
Total	113	11,90,65,075	100.000

Accordingly, out of 11,90,64,874 valid votes cast via e-voting and poll 11,90,64,403 votes were cast assenting to the Ordinary Resolution constituting 99.99 % of the votes polled, 471 votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 2- Ordinary Resolution

To consider declaration of dividend on Equity Shares

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	107	11,90,63,936	100.000
Votes cast against	1	350	0.000
Invalid Votes	2	201	0.000
Total	110	11,90,64,487	100.000

Accordingly, out of 11,90,64,286 valid votes cast via e-voting and poll 11,90,63,936 votes were cast assenting to the Ordinary Resolution constituting 100.00 % of the votes polled, 350 votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 3- Ordinary Resolution

To appoint a Director in place of Mr. Balkrishan Goenka(DIN 00270175) who retires by rotation, and being eligible, offers himself for re-appointment.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	98	11,76,20,876	98.79
Votes cast against	13	14,43,998	1.21
Invalid Votes	2	201	0.00
Total	113	11,90,65,075	100.00

Accordingly, out of 11,90,64,874 valid votes cast via e-voting and poll 11,76,20,876 votes were cast assenting to the Ordinary Resolution constituting 98.79 % of the votes polled, 14,43,998 votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 4- Ordinary Resolution

To appoint a Director in place of Mr.Utsav Baijal (DIN 02592194), who retires by rotation, and being eligible, offers himself for re-appointment.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	75	11,21,80,365	94.22
Votes cast against	34	68,84,482	5.78
Invalid Votes	2	201	0.00
Total	111	1190,65,048	100.00

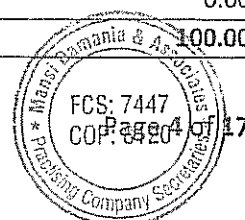
Accordingly, out of 11,90,64,847 valid votes cast via e-voting and poll 11,21,80,365 votes were cast assenting to the Ordinary Resolution constituting 94.22 % of the votes polled, 68,84,482 votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 5- Ordinary Resolution

To appoint Statutory Auditors PriceWaterhouse Chartered Accountants LLP, and to fix their remuneration

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	101	11,79,88,267	99.10
Votes cast against	9	10,76,497	0.90
Invalid Votes	2	201	0.00
Total	112	11,90,64,965	100.00



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Accordingly, out of 11,90,64,764 valid votes cast via e-voting and poll 11,79,88,267 votes were cast assenting to the Ordinary Resolution constituting 99.10 % of the votes polled, 10,76,497 votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 6- Ordinary Resolution

To appoint Mr. Atul Desai as an Independent Non-Executive Director to hold the office for five consecutive years commencing from October 1, 2014, not liable to retire by rotation

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	103	11,90,63,150	100.00
Votes cast against	7	1,714	0.00
Invalid Votes	2	201	0.00
Total	112	11,90,65,065	100.00

Accordingly, out of 11,90,64,864 valid votes cast via e-voting and poll 11,90,63,150 votes were cast assenting to the Ordinary Resolution constituting 100.00 % of the votes polled, 1,714 votes were cast dissenting to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice is passed with requisite majority.

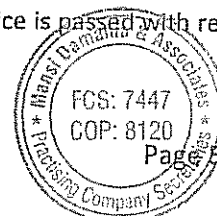
Consolidated Results of Item No. 7- Special Resolution

To alter Articles of Association of the Company

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	103	11,90,64,094	100.00
Votes cast in favor	7	530	0.00
Invalid Votes	2	201	0.00
Total	112	11,90,64,825	100.00

Accordingly, out of 11,90,64,624 valid votes cast via e-voting and poll 11,90,64,094 votes were cast assenting to the Special Resolution constituting 100.00 % of the votes polled, 201 votes were cast dissenting to the Special Resolution.

Thus, the Special Resolution as contained in Item No. 7 of the Notice is passed with requisite majority.



Consolidated Results of Item No. 8- Ordinary Resolution

To ratify remuneration paid to M/s. Kiran J. Mehta & Co., CostAccountants for conducting audit of cost accounting records maintained bythe Company for the financial year commencing on April 1, 2015.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	104	11,90,64,590	100.00
Votes cast against	6	264	0.00
Invalid Votes	2	201	0.00
Total	112	11,90,65,055	100.00

Accordingly, out of 11,90,64,854 valid votes cast via e-voting and poll 11,90,64,590 votes were cast assenting to the **Ordinary Resolution** constituting 100.00 % of the votes polled, 264 votes were cast dissenting to the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of the Notice is passed with requisite majority.

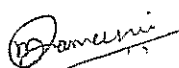
Consolidated Results of Item No. 9- Special Resolution

To borrow by offer of securities on a Private Placement basis

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	99	11,90,61,736	100.00
Votes cast against	12	3,138	0.00
Invalid Votes	2	201	0.00
Total	113	11,90,65,075	100.00

Accordingly, out of 11,90,64,874 valid votes cast via e-voting and poll 11,90,61,736 votes were cast assenting to the **Special Resolution** constituting 100.00% of the votes polled, 3,138 votes were cast dissenting to the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 9 of the Notice is passed with requisite majority.

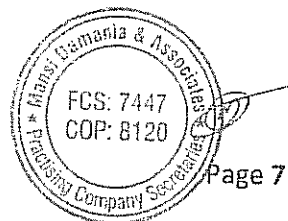


CS Mansi Damania
Company Secretary
FCS:7447| COP: 8120

Date: September 1, 2015
Place: Mumbai



Section-II Report of Ballot at Annual General Meeting in Form MGT-13



Report of Scrutinizer(s)

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

To,
The Chairman
Welspun Corp Limited
Welspun City, Village Versamedi,
Taluka, Anjar,
Dist. Kutch,
Gujarat – 370 110

Annual General Meeting held on Monday, August 31, 2015 at 1.00 p.m.

Dear Sir,

I, Mansi Damania, proprietor, Mansi Damania & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below-mentioned resolutions, at the Annual General Meeting of Welspun Corp Limited held on Monday, August 31, 2015 at 1.00 p.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll for each item on the agenda are resolution wise annexed to this report.
5. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.



CS Mansi Damania
Company Secretary
FCS:7447 | COP: 8120



Date: September 1, 2015
Place: Mumbai

Item No. 1- To receive, consider and adopt the financial statements for the financial year ended March 31, 2015

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Item No. 2- To consider declaration of dividend on Equity Shares.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

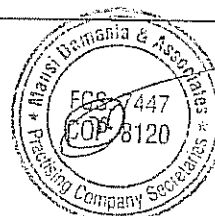
Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201



Item No. 3- To appoint a Director in place of Mr. Balkrishan Goenka(DIN 00270175) who retires by rotation, and being eligible, offers himself for re-appointment.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Item No. 4-To appoint a director in place of Mr. Utsav Baijal (DIN 02592194), who retires by rotation, and being eligible, offers himself for re-appointment.

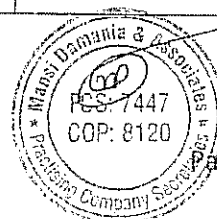
(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-



(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Item No. 5-To appoint Statutory Auditors PriceWaterhouse Chartered Accountants LLP, and to fix their remuneration

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Item No. 6-To appoint Mr. Atul Desai as an Independent NonExecutive Director to hold the office for five consecutive years commencing from October 1, 2014, not liable to retire by rotation

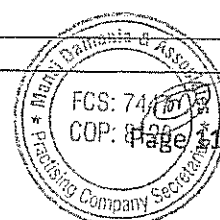
(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-



(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Item No. 7-To alter Articles of Association of the Company

(Special Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Item No. 8-To ratify remuneration paid to M/s. Kiran J. Mehta & Co., Cost Accountants for conducting audit of cost accounting records maintained by the Company for the financial year commencing on April 1, 2015.

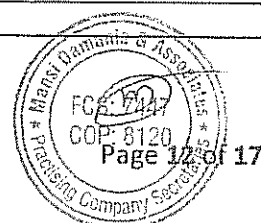
(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-



(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Item No. 9-To borrow by offer of securities on a Private Placement basis

(Special Resolution)

(i) Voted in favour of the resolution:

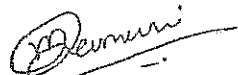
Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
30	10,81,36,152	100.00

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
-	-	-

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201



CS Mansi Damania
Company Secretary
FCS:7447 | COP: 8120



Date: September 1, 2015

Place: Mumbai

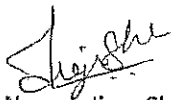
Section- III Report of the Scrutinizer on E-Voting

To,
The Chairman
Welspun Corp Limited
Welspun City, Village Versamedi,
Taluka, Anjar,
Dist. Kutch,
Gujarat – 370 110

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014

I, Mansi Damania, Designated Partner of JMJA & Associates LLP have been appointed by the Board of Directors of Welspun Corp Limited as Scrutinizer to conduct the voting by way of electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 20th Annual General Meeting of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour/ against the resolutions stated, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The members of the Company as on cut-off date i.e. August 24, 2015 were entitled to vote on the resolutions (as set out in the Notice of the 20th Annual General Meeting of the Company)
3. The e-voting period commenced on August 28, 2015 (9.00 a.m.) and ended on August 30, 2015 (5:00 pm).
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on August 30, 2015 (5:00 pm), the NSDL portal was blocked for voting.
5. The votes cast were blocked in the presence of two witnesses CS Jigar Shah and CS Jignesh Makwana who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name : Jigar Shah
Signature:

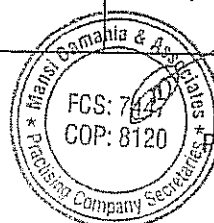


Name: Jignesh Makwana
Signature:

6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. The details containing, *inter alia*, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the e-voting is as under:



Sr. No.	Resolution No. as given in the Notice of 20 th Annual General Meeting		Particulars of Votes Cast		
			Members Voting		
			No. of members voted	No. of votes Cast by them	% of total no. of votes cast
Ordinary Business					
1	To receive, consider and adopt the financial statements for the financial year ended March 31, 2015 (Ordinary Resolution)	Votes Cast in favour	77	1,09,28,251	100.00
		Votes Cast against	4	471	0.00
		Votes Cast invalid	-	-	-
		Total	81	1,09,28,722	100.00
2	To consider declaration of dividend on Equity Shares. (Ordinary Resolution)	Votes Cast in favour	77	109,27,784	100.00
		Votes Cast against	1	350	0.00
		Votes Cast invalid	-	-	-
		Total	78	109,28,134	100.00
3	To appoint a Director in place of Mr. Balkrishan Goenka(DIN 00270175) who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Votes Cast in favour	68	94,84,724	86.79
		Votes Cast against	13	14,43,998	13.21
		Votes Cast invalid	-	-	-
		Total	81	109,28,722	100.00
4	To appoint a director in place of Mr. Utsav Baijal (DIN 02592194), who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Votes Cast in favour	45	40,44,213	37.01
		Votes Cast against	34	68,84,482	62.99
		Votes Cast Invalid	-	-	-
		Total	79	109,28,695	100.00
5	To appoint Statutory Auditors PriceWaterhouse Chartered Accountants LLP, and to fix their remuneration	Votes Cast in favour	71	98,52,115	90.15
		Votes Cast against	9	10,76,497	9.85



	(Ordinary Resolution)	Votes Cast Invalid	-	-	-
		Total	80	109,28,612	100.00
	Special Business				
6	To appoint Mr. Atul Desai as an Independent Non-Executive Director to hold the office for five consecutive years commencing from October 1, 2014, not liable to retire by rotation (Ordinary Resolution)	Votes Cast in favour	73	109,26,998	99.98
		Votes Cast against	7	1,714	0.02
		Votes Cast Invalid	-	-	-
		Total	80	109,28,712	100.00
7	To alter Articles of Association of the Company (Special Resolution)	Votes Cast in favour	73	109,27,942	100.00
		Votes Cast against	7	530	0.00
		Votes Cast Invalid	-	-	-
		Total	80	109,28,472	100.00
8	To ratify remuneration paid to M/s. Kiran J. Mehta & Co., Cost Accountants for conducting audit of cost accounting records maintained by the Company for the financial year commencing on April 1, 2015. (Ordinary Resolution)	Votes Cast in favour	74	109,28,438	100.00
		Votes Cast against	6	264	0.00
		Votes Cast Invalid	-	-	-
		Total	80	109,28,702	100.00
9	To borrow by offer of securities on a Private Placement basis (Special Resolution)	Votes Cast in favour	69	109,25,584	99.97
		Votes Cast against	12	3,138	0.03
		Votes Cast Invalid	-	-	-
		Total	81	109,28,722	100.00

CS Mansi Damania
Company Secretary
FCS:7447 | COP: 8120



Date: September 1, 2015
Place: Mumbai