WICL/SEC/2013/-74 September 26, 2013

To,

Bombay Stock Exchange Ltd. **Scrip Code: 533252** Department of Listing, P. J. Towers, Dalal Street, Mumbai – 400 001.	**National Stock Exchange of India Ltd.** **Stock Symbol : WELINV, Series : EQ** Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.

Dear Sir/ Madam,

Sub.: Minutes of the Annual General Meeting held on 30th August 2013.

Pursuant to Clause 31 of the Listing Agreement, we are enclosing herewith the certified true copy of minutes of the 5th Annual General Meeting of the Company held on 30th August 2013.

Kindly take the same on record.

Thanking You.

Yours faithfully,
For **Welspun Investments and Commercials Limited**

Jeevan Mondkar
Company Secretary
Encl: As above

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Welspun House, 7th Floor
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Registered Office: Welspun City, Village Versamedi, Tal. Anjar, Dist. Kutch, Gujarat - 370 110, INDIA. Tel: +91-2836-661111, 279000-9 Fax: +91-2836-279010

MINUTES OF THE 5th ANNUAL GENERAL MEETING OF WELSPUN INVESTMENTS AND COMMERCIALS LIMITED HELD ON FRIDAY, 30TH AUGUST, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT WELSPUN CITY, VILLAGE VERSAMEDI, TALUKA ANJAR, DIST KUTCH, GUJARAT AT 12.15 P.M.

PRESENT:

Total 8 members were present in person/through Authorised Representatives as per the Members Attendance Register, 4 members were present through proxy and Mr. Raj Kumar Jain, Independent Director and Chairman of Audit Committee.

IN ATTENDANCE:

Mr. Jeevan Mondkar, Company Secretary

CHAIRMAN:

In the absence of Mr. L.T. Hotwani, the Chairman of the Board, the members unanimously elected Mr. Raj Kumar Jain, Independent Director and Chairman of the Audit Committee, to act as Chairman of the meeting. Mr. Raj Kumar Jain took the Chair and welcomed the shareholders.

QUORUM:

The Chairman invited all the members and announced that as the Quorum was present, the business of the meeting should be commenced.

The Directors' Report, Audited Statements of Accounts and Auditor's Report thereon, the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956. Proxy Register was laid on the table.

NOTICE:

The notice convening the 5th Annual General Meeting and Directors' Report, having already circulated to the members were taken as read with the general consent of the members present.

CHAIRMAN'S STATEMENT:

The Chairman then delivered his speech on the performance of the Company, economic and industry outlook and future prospects of the Company.

AUDITORS' REPORT:

The Chairman then requested the Company Secretary to read the Auditors' Report, which was read by the Company Secretary.

The Chairman then permitted the members to ask any questions/clarifications and suitable and satisfactory answers/clarifications were given.

The agenda for the meeting was taken up for consideration.

1. APPROVAL OF ANNUAL ACCOUNTS FOR THE YEAR 2012-13.

Mr. Madhusudan Nair, authorised representative of Welspun Steel Limited proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Balance Sheet as at March 31, 2013, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon be and is hereby received, considered and adopted".

Mr. Rajendra Swamy, authorised representative of Welspun Syntex Limited seconded the Resolution

On being put to vote, the resolution was carried unanimously.

2. RE-APPOINTMENT OF MR. L.T. HOTWANI AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.

Mr. Pramod Patni, Authorised Representative of Welspun Mercantile Limited proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. L.T. Hotwani, Director of the Company who retires by rotation, and is eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

Mr. Pramod Patni, Authorised Representative of Krishiraj Trading Ltd. seconded the Resolution.

On being put to vote, the resolution was carried unanimously.

3. RE-APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION:

Mr. Rajendra Chhajed, Authorised Representative of Welspun Fintrade Pvt. Limited proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s. Suresh Surana & Associates, Chartered Accountants, having firm registration no.121750W be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion

of next Annual General Meeting on remuneration as may be determined by the Board of Directors."

Mr. Madhusudan Nair, Authorised Representative of Welspun Steel Ltd. seconded the Resolution.

On being put to vote, the resolution was carried unanimously.

Mr. Jeevan Mondkar, Company Secretary proposed a vote of thanks to the Chair.

The Chairman thereafter declared the meeting as closed.

Date: 26/9/2013

Place: Anjar

CHAIRMAN