

WELSPUN GROUP MASTER TRUST

Address: 7th Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai-400 013.

Mail Id- Priyanka_indulkar@welspun.com

WGMT/SEC/2019-20

23.05.2019

Bombay Stock Exchange Ltd. (Scrip Code-514162) Department of Listing, P. J. Towers, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd. (Symbol: WELENT) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	Welspun India Limited Welspun City, Village Versamedi, Taluka Anjar, District Kutch Gujarat-370 110
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Dear Sir/Madam,

Sub.: Disclosure under Regulation 10 (6), 29 (1), 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Sub.: Disclosure under Regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

This is to inform you that pursuant to the Scheme of Merger between Prasert Multiventure Private Limited ("PMPL/Transferor Company") with Welspun India Limited ("WIL/Transferee Company") made effective on May 21, 2019, WIL has issued 67,90,78,913 equity shares to Welspun Group Master Trust ("WGMT") pursuant to the said scheme of merger.

Please find attached herewith, disclosure in terms of Regulation 10(6), 29(1) & 29(2) of SEBI (SAST) Regulations, 2011, in the prescribed format.

Also find attached herewith, disclosure, in terms of Regulation 7(2) of SEBI Prohibition of Insider Trading) Regulations, 2015 in the prescribed format.

You are requested to take the same on your record and oblige

Thanking You.

Yours Faithfully,

For WELSPUN GROUP MASTER TRUST


Devendra Patil
Authorised Signatory

Encl: as above

Format for Disclosures under Regulation 10(6) Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Welspun India Limited ("WIL")	
2.	Name of the acquirer(s)	<ul style="list-style-type: none"> Balkrishna Goneka, Trustee of Welspun Group Master Trust 	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited ("PMPL") with Welspun India Limited ("WIL") and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its order pronounced on 10 th May, 2019 (which became effective on 21 st May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up will be allotted by TC to the shareholders of Prasert Multiventure Private Limited	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. 	No, disclosure was not required to be made	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor/seller:	Not Applicable	Not Applicable
	b. Date of acquisition	Not Applicable	
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable	

	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable			
	e.	Price at which shares are proposed to be acquired /actually acquired	Not applicable			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held of TC	% w.r.t total share capital of TC	No. of shares held of TC	% w.r.t total share capital of TC
	a	Each Acquirer/ Transferee	93,990	0.01	67,91,72,903	67.60
	b	Each Seller/ Transferor	67,90,78,913	67.59	Nil	Nil

Note:

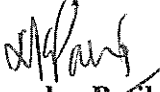
This filing is being made in respect of an acquisition of voting rights pursuant to a NCLT approved scheme of amalgamation under the provisions of Companies Act, 2013, directly involving the Target Company. The Scheme has been duly approved by the National Company Law Tribunal, Ahmedabad Bench and has been made effective on 21st May, 2019.

Pursuant to such scheme,

- (a) PMPL has amalgamated with WIL;
- (b) The shares held by PMPL in WIL stand cancelled;
- (c) The Acquirer, being the shareholder of PMPL, will be allotted equity shares in WIL.

Such acquisition by the Acquirer pursuant to the merger is exempt under Regulation 10(1)(d)(ii).

For Welspun Group Master Trust


Devendra Patil
 Authorised Signatory
 Date: May 23, 2019

**DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION
OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

PART A: Details of the Acquisition

Name of the Target Company (TC)	Welspun India Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	<ul style="list-style-type: none"> Balkrishna Goenka, Trustee of Welspun Group Master Trust 		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable(*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along PACs:			
a) Shares carrying voting rights Refer Annexure A	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	-	-	-
Details of acquisition:			
a) Shares carrying voting rights acquired Refer Annexure A	-	-	-
b) VRs acquired otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-

d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	-	-	-
After the acquisition, holding of acquirer along with PACs:			
a) Shares carrying voting rights Refer Annexure A	-	-	-
b) VRs otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	-	-	-
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Issue of shares pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10 th May, 2019 (which became effective on 21 st May, 2019)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	21 st May, 2019 (date on which Scheme became effective). Shares are yet to be issued.		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		

Note: Pursuant to the Scheme of Amalgamation of Prasert Multiventure Privare Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10th May, 2019 (which became effective on 21st May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up will be issued and allotted by Welspun India Limited to the shareholders of Prasert Multiventure Private Limited

Note: Pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10th May, 2019 (which became effective on 21st May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up held by Prasert Multiventure Private Limited in Welspun India Limited representing 67.59% of the share capital of Welspun India Limited stands cancelled

For Welspun Group Master Trust


Devendra Patil

Authorised Signatory

Date: May 23, 2019

PART B:(*)**

Name of the Target Company: Welspun India Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Balkrishna Goenka, Trustee of Welspun Group Master Trust	Yes	AAATW3935E

For Welspun Group Master Trust


JE **Devendra Patil**

Authorised Signatory

Date: May 23, 2019

Annexure A

Shareholder	Before the proposed transaction			Details of transaction			After the proposed transaction		
	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)
Acquirer & PAC									
Radhika Balkrishan Goenka	20,08,600	0.20	0.20	-	-	-	20,08,600	0.20	0.20
Dipali Balkrishan Goenka	7,50,400	0.07	0.07	-	-	-	7,50,400	0.07	0.07
Balkrishan Gopiram Goenka	4,90,660	0.05	0.05	-	-	-	4,90,660	0.05	0.05
Balkrishan Goenka, Trustee of Welspun Group Master Trust	93,990	0.01	0.01	67,90,78,913	67.59	67.59	67,91,72,903	67.60	67.60
Balkrishan Goenka HUF	1,93,320	0.02	0.02	-	-	-	1,93,320	0.02	0.02
Rajesh Mandawewala	1,030	0.00	0.00	-	-	-	1,030	0.00	0.00
Prasert Multiventure Private Limited	67,90,78,913	67.59	67.59	(67,90,78,913)	(67.59)	(67.59)	-	-	-
Welspun Tradewel Limited	54,24,020	0.54	0.54	-	-	-	54,24,020	0.54	0.54
Total - Promoter and PAC's	688,040,933	68.48	68.48	-	-	-	688,040,933	68.48	68.48

For Welspun Group Master Trust


Devendra Patil
 Authorised Signatory
 Date: May 23, 2019

**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION
OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Name of the Target Company (TC)	Welspun India Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	<ul style="list-style-type: none"> Balkrishna Goenka, Trustee of Welspun Group Master Trust 		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable(*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along PACs:			
a) Shares carrying voting rights Refer Annexure A	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	-	-	-
Details of acquisition:			
a) Shares carrying voting rights acquired Refer Annexure A	-	-	-
b) VRs acquired otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-

d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	-	-	-
After the acquisition, holding of acquirer along with PACs: a) Shares carrying voting rights Refer Annexure A b) VRs otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting right s in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	- - - -	- - - -	- - - -
e) Total (a+b+c+d)	-	-	-
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Issue of shares pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10 th May, 2019 (which became effective on 21 st May, 2019)		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	21 st May, 2019 (date on which scheme became effective). Shares are yet to be issued.		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,00,47,25,150 (1,00,47,25,150 Equity Shares of Re. 1 each)		
Note: Pursuant to the Scheme of Amalgamation of Prasert Mutliventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10 th May, 2019 (which became effective on 21 st May, 2019), 67,90,78,913 Equity Shares of Re.1/- each fully paid up will be issued and allotted by Welspun India Limited to the shareholders of Prasert Multiventure Private Limited			

Note: Pursuant to the Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10th May, 2019 (which became effective on 21st May, 2019), 67,90,78,913 Equity Shares of Re. 1/- each fully paid up held by Prasert Multiventure Private Limited in Welspun India Limited representing 67.59% of the share capital of Welspun India Limited stands cancelled

For Welspun Group Master Trust



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Date: May 23, 2019

PART B:(*)**

Name of the Target Company: Welspun India Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Balkrishna Goenka, Trustee of Welspun Group Master Trust	Yes	AAATW3935E

For Welspun Group Master Trust



 **Devendra Patil**

Authorised Signatory

Date: May 23, 2019

Annexure A

Shareholder	Before the proposed transaction			Details of transaction			After the proposed transaction		
	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)	No. of shares / voting rights	% w.r.t total share capital of TC	% w.r.t total share capital of TC (diluted basis)
Acquirer & PAC									
Radhika Balkrishan Goenka	20,08,600	0.20	0.20	-	-	-	20,08,600	0.20	0.20
Dipali Balkrishan Goenka	7,50,400	0.07	0.07	-	-	-	7,50,400	0.07	0.07
Balkrishan Gopiram Goenka	4,90,660	0.05	0.05	-	-	-	4,90,660	0.05	0.05
Balkrishan Goenka, Trustee of Welspun Group Master Trust	93,990	0.01	0.01	67,90,78,913	67.59	67.59	67,91,72,903	67.60	67.60
Balkrishan Goenka HUF	1,93,320	0.02	0.02	-	-	-	1,93,320	0.02	0.02
Rajesh Mandawewala	1,030	0.00	0.00	-	-	-	1,030	0.00	0.00
Prasert Multiventure Private Limited	67,90,78,913	67.59	67.59	(67,90,78,913)	(67.59)	(67.59)	-	-	-
Welspun Tradewel Limited	54,24,020	0.54	0.54	-	-	-	54,24,020	0.54	0.54
Total - Promoter and PAC's	688,040,933	68.48	68.48	-	-	-	688,040,933	68.48	68.48

For Welspun Group Master Trust


Devendra Patil
 Authorised Signatory
 Date: May 23, 2019

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: Welspun India Limited

ISIN of the company:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/KMP /Directors / immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/rights/preferential offer /off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14
Name: Balkrishna Goenka, Trustee of Welspun Group Master Trust PAN: AAATW3935E Address: 7 th Floor, Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West) Mumbai - 400013 Contact: 022-66136000	Promoters	Equity Shares	93,990 representing 0.01% of the share capital	Equity Shares	**67,90,78,913	Not applicable as the shares are acquired pursuant to the Scheme*	Issue of shares pursuant to the Scheme*	Equity Shares	67,91,72,903 representing 67.60% of the share capital	21 st May, 2019 (date of which scheme became effective)	23 rd May, 2019		Issue of shares pursuant to the Scheme*

*Scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors, as approved by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order pronounced on 10th May, 2019 (which became effective on 21st May, 2019).

** 67,90,78,913 Equity Shares of Re. 1/- each fully paid up will be issued and allotted by Welspun India Limited to the shareholders of Prasert Multiventure Private Limited

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21
Not Applicable						

For Welspun Group Master Trust


Devendra Patil
 Authorised Signatory

Date: May 23, 2019

Place: Mumbai