

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF WELSPUN ENTERPRISES LIMITED HELD ON MONDAY, MARCH 02, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT WELSPUN CITY, VILLAGE VERSAMEDI, TALUKA ANJAR, DIST. KUTCH, GUJARAT – 370110 AT 2:30 P.M.

Present:

Mr. Ramgopal Sharma : Director & the Chairman of the Audit Committee, a Member of the Nomination & Remuneration Committee
Mr. Atul Desai : Director & a member of the Audit Committee
Mr. Rajendra Sawant : Company Secretary

37 members were present at the meeting in person, through proxy and authorized representatives.

As per Article 105 of Articles of Association of the Company, the members present at the meeting elected Mr. Ramgopal Sharma, a Director as the Chairman of the meeting.

The Secretary reported that the requisite quorum was present. The Chairman then called the meeting to order.

The Chairman then asked the Company Secretary to read the Notice convening the meeting.

With the permission of the members present, the Notice convening the meeting and the Auditors' Report were taken as read.

The Chairman then permitted the members present to ask question / clarifications pertaining to the business operations of the Company. No queries were raised by any member.

As advised by the Chairman, the Company Secretary then explained the process of voting by way of poll and e-voting and mentioned that the e-voting facility for voting on the resolution proposed in the Notice convening the meeting remained open during January 29, 2015 to February 27, 2015. He then read out the report of the Scrutinizer appointed for the purpose of e-voting.

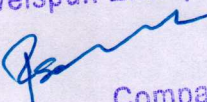
The Chairman then with the concurrence of the fellow directors present on the dais appointed Mr. Bhaskar Bafna, a member, as the Scrutinizer to scrutinize the poll process and votes given on the poll and to report thereon to him.

The Secretary then requested the members who have not participated in the e-voting and were present for the meeting to cast their respective votes by polling on the resolutions. He circulated the Ballot Papers to the members present.

The following were the resolutions proposed for voting:

1) ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in

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For Welspun Enterprises Limited

Company Secretary

substitution and in the entire exclusion of the regulations contained in the existing articles of association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

After the poll process was over, the Scrutinizer submitted his report to the Chairman.

The Chairman then announced the results of e-voting and poll at the meeting as under:

Item No. 1. : Special Resolution for approval and adoption of new set of Articles of Association of the Company in substitution and to the entire exclusion of regulations contained in the existing Articles of Association of the Company

Resolution Passed : Special Resolution

Mode of Voting : Polling (including e-voting)

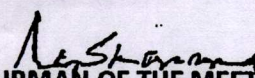
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of votes – in favor	No. of votes – against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	5230426	4915409	93.98%	4915409	0	100%	0.00%
Public- Institutional Shareholders	2314496	1981377	85.61%	1981377	1999	99.89%	0.10%
Public – Others	5602493	2572	0.05%	2482	90	96.50%	3.50%
Total	13147415	6899358	52.48	6899268	2089	99.99	0.03%

2) VOTE OF THANKS.

The Chairman confirmed compliance with the Companies Act 2013 and the Rules and the Secretarial Standards made there under with respect to calling, convening and conducting the meeting.

There being no other business, the meeting concluded with a vote of thanks to the Chair.

Date: 24/3/2015
Place: Mumbai


CHAIRMAN OF THE MEETING

For Welspun Enterprises Limited


Company Secretary