



NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of Welspun Corp Limited will be held on **Thursday, September 25, 2014** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 at 10.00a.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the financial statements for the financial year ended March 31, 2014 and the reports of the Board of Directors and the Auditors thereon.
- 2) To consider declaration of dividend on Equity Shares.
- 3) To appoint a Director in place of Mr. Rajesh Mandawewala (DIN 00007179), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 4) To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Price Waterhouse, Chartered Accountants having Firm Registration Number 012754N, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the 25th Annual General Meeting subject to ratification by the Members of the Company at every Annual General Meeting, at a remuneration of ₹ 65 lacs p.a. plus such travelling and out-of-pocket expenses as may be authorized by the Board for the period commencing from this Annual General Meeting and ending at the conclusion of the next Annual General Meeting."

- 5) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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. Ramgopal Sharma** (holding DIN 00026514), 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 appointment, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 to hold office for five consecutive years for a term up to 31st March, 2019."

- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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), 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 appointment, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 to hold office for five consecutive years for a term up to 31st March, 2019."

- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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. Nirmal Gangwal** (holding DIN 00012188), 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 appointment, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 to hold office for five consecutive years for a term up to 31st March, 2019."

- 8) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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), 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 appointment, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 to hold office for five consecutive years for a term up to 31st March, 2019."

- 9) To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, **Ms. Revathy Ashok** (holding DIN 00057539), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the



date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Revathy Ashok for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director to hold office up to 31st March, 2019."

- 10) To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 88 of the Companies Act 2013 read with Rule 5 of the Companies (Management and Administration) Rules 2014 that the Register and index of Members separately for each class of equity and preference shares, register of debenture holders; and register of any other security holders as prescribed under Section 88(1)(a) to 88(1)(c) of the Companies Act, 2013 may be kept at any other place in India in which more than one-tenth of the total members entered in such registers resides notwithstanding the registered office of the Company is situate at such place or not."

- 11) To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"**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 substitution, and to 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."

- 12) To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, including any statutory modification or re-enactment thereof for the time being in force, remuneration of ₹ 5 lacs, plus such travelling and out-of-pocket expenses as may be authorized by the Board payable to M/s. Kiran J. Mehta & Co., Cost Accountants, being the cost auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending March 31, 2015 be and is hereby approved and ratified."

- 13) To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to continue the contract entered in to with M/s Welspun Tradings Ltd. (a wholly owned subsidiary of the Company), for sale of the products of the Company, on the following terms and conditions:

- (a) **Sale price:** The price for sale of the products of the Company shall be market price subject to variance compliant with the transfer pricing regulations. The risk of foreign exchange fluctuation, if any shall be with the Company.

- (b) **Payment Schedule:** Progressive payment as and when received from the ultimate buyer.

- (c) **Nature, material terms and particulars of the arrangement:** The proposed contract is for sale of the products of the Company.

- (d) **Duration of the contract:** The contract may be terminated by either party after giving prior notice to the other party.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution."

- 14) To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to continue the contract entered in to with M/s Welspun Tubular LLC (a wholly owned subsidiary of the Company), for sale of the products of the Company, on the following terms and conditions:

- (a) **Sale Price:** The sale price shall be on cost plus 5% mark-up or such other percentage which is in compliance with the applicable transfer pricing regulations.

- (b) **Nature, material terms and particulars of the arrangement:** The proposed contract is for sale of the products of the Company.

- (c) **Duration of the contract:** The contract may be terminated by either party after giving prior notice to the other party.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution."

By Order of the Board
For Welspun Corp Limited

Place: Mumbai
Date: August 7, 2014

Pradeep Joshi
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 4

The present Auditors of the Company, M/s. MGB & Co. Chartered Accountants, have expressed their intention not to seek reappointment as Auditors of the Company on their retirement at the conclusion of this Annual General Meeting. M/s Price Waterhouse, Chartered Accountants, have signified their consent in writing to act as Auditors of the Company, if appointed, and to hold office from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company, subject to ratification by the Members of the Company at every Annual General Meeting at remuneration as mentioned in the resolution of item no. 4 for the period commencing from this Annual General Meeting and ending at the conclusion of the next Annual General Meeting.



None of the key managerial personnel or directors of the Company or their relatives is concerned or interested in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no. 4 of the accompanying Notice.

Item Nos. 3, 5 to 9

BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED

1. Item No. 3 - Re-appointment of Mr. Rajesh Mandawewala

Mr. Mandawewala being one of the promoters of the Company is also a promoter of Welspun Group from its inception. Mr. Mandawewala qualified as a Chartered Accountant. Being also the Managing Director of Welspun India Ltd, a listed company of the group and Chairman of Christy, UK, he is in-charge of operations of the textile business and has enabled Welspun to develop a global reach in over 50 Countries.

Details of directorship / membership of the Committees of the Board of other companies are as under:

Directorship: He is also a director in Welspun India Limited, Welspun Syntex Limited, Welspun Zucchi Textiles Limited, Association of Synthetic Fibre Industry (Sec. 8 Company), Welspun Wintex Limited, Welspun Fintrade Private, Welspun Mercantile Limited, Welspun Developers and Infrastructure Limited, Welspun Steel Limited, Welspun Energy Private Limited, Welspun Renewables Energy Private Limited, MGN Agro Properties Private Limited, Alspun Infrastructure Limited, Welspun Infratech Limited, Welspun Maxsteel Limited, Angel Power and Steel Private Limited, Welspun Projects Limited, Welspun Global Brands Limited, Welspun Pipes Inc., USA, Welspun Tubular LLC., USA, Welspun Global Trade LLC., USA, Welspun Holdings Private Limited, Cyprus, Welspun USA Inc., USA, Welspun Home Textiles UK Limited, UK, CHT Holdings Limited, UK, Christy Home Textiles Limited, UK, Welspun UK Limited, Christy 2004 Limited, E. R. Kingsley (Textiles) Limited, Christy UK Limited

Membership / Chairmanship of Committees: He is a member / chairman in the following Committees in the Company and other companies:

Name of Committee	Name of the Company	Member / Chairman
Audit Committee	Welspun Infratech Ltd.	Member
	Welspun Energy Private Ltd.	Member
Share Transfer and Investor Grievance Committee	Welspun Corp Ltd.	Member
	Welspun India Ltd.	Member
	Welspun Syntex Ltd.	Member
Remuneration Committee	Welspun Infratech Ltd.	Member
	Welspun Syntex Ltd.	Member
Finance Committee	Welspun Corp Ltd.	Member
	Welspun India Ltd.	Member
	Welspun Global Brands Ltd.	Member
	Welspun Syntex Ltd.	Member
Budget Committee	Welspun Corp Ltd.	Member
International Trade Practices and Governance Committee	Welspun Corp Ltd.	Member
NCD Issue Committee	Welspun Corp Ltd.	Member
QIP Issue Committee	Welspun Corp Ltd.	Member

He is holding 200 equity shares in the Company.

None of the key managerial personnel or directors of the Company or their relatives except Mr. Rajesh Mandawewala himself may be deemed to be concerned or interested in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no. 3 of the accompanying Notice.

2. Item No. 5 - Appointment of Mr. Ramgopal Sharma

Mr. Ramgopal Sharma is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in October 2004.

Mr. Sharma is an eminent Economist. He is also a Fellow of the Insurance Institute of India (FII). After rendering services for 35 years, Mr. Sharma retired as Chief Executive from LIC Mutual Fund. He has over 40 years of experience in the life insurance, mutual funds and finance sector and has in the past been a member of the Mutual Fund Leadership Team delegation at the USAID, 1997.

Mr. Sharma is a Director in Welspun Steel Limited, Welspun India Limited, Welspun Maxsteel Limited, Welspun Tradings Limited and Welspun Enterprises Limited; a member of the Audit Committee of Welspun Tradings Limited and the Chairman of the Audit Committee of Welspun India Limited, Welspun Maxsteel Limited, Welspun Enterprises Limited and the Company.

Mr. Sharma holds 2,100 shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sharma being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019. A notice has been received from a member proposing Mr. Sharma as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sharma fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Sharma 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.

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

Except Mr. Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

3. Item No. 6 - Appointment of Mr. K.H. Viswanathan

Mr. K.H. Viswanathan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in October 2002.



Mr. Viswanathan is an eminent Cost and Works Accountant. He was a Management Consultant for the last 14 years, having over 25 years' experience in the field of Tax and Legal advisory and structuring, Management and Due - diligence audits, Business Strategy, Mergers and Acquisitions etc. Prior to becoming a Management Consultant, he has worked in senior management positions for around 15 years, heading the Finance, Accounting and Commercial functions of leading business groups.

Mr. Viswanathan is a Director in RSM India Private Limited, RSM Astute Consulting (Chennai) Private Limited, RSM Astute Consulting International Private Limited, RSM Astute Consulting Plus Private Limited (Formerly known as RSM Astute Consulting (Bangalore) Private Limited), Welspun Global Brands Limited (Formerly known as Welspun Retail Limited) and Welspun Tradings Limited; a member of the Audit Committee of Welspun Corp Limited, Welspun Global Brands Limited, and Welspun Tradings Limited and the Chairman of the Share Transfer and Investor's Grievance Committee of the Company.

Mr. Viswanathan does not hold by himself or for any other person on a beneficial basis, any shares in 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 appointed as an Independent Director for five consecutive years for a term upto March 31, 2019. A notice has been received from a member proposing Mr. Viswanathan as a candidate for the office of Director of 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 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.

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 shareholders of the Company.

Except Mr. Viswanathan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

4. Item No. 7 - Appointment of Mr. Nirmal Gangwal

Mr. Nirmal Gangwal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December 2005.

Mr. Gangwal is ACA, CS, and LLB. He has more than 3 decades of experience in merchant banking, financial restructuring, private equity placements and mergers and acquisitions. He is the Founder and Managing Director of Brescon Corporate Advisors Ltd (Brescon) which offers a wide range of services in the field of debt resolution,

recapitalization, resource raising (debt & equity) & also distressed mergers and acquisitions.

Mr. Gangwal is a Director in iTenable India Limited, Brescon Corporate Advisors Private Limited, Trinity Credit Management Services Private Limited, Pinky Ventures Private Limited.

Mr. Gangwal holds 3,27,004 equity shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Gangwal being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019. A notice has been received from a member proposing Mr. Gangwal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Gangwal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Gangwal 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.

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

Except Mr. Gangwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

5. Item No. 8 - Appointment of Mr. Rajkumar Jain

Mr. Rajkumar Jain is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July 2002.

Mr. Jain is an eminent 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. Mr. Jain is a Director in Welspun Syntex Limited, Arihant Medical Services Private Limited, Welspun Investments & Commercials Limited, Altius Finserve Private Limited, Welspun Tradings Limited, DLF Promenade Limited and DLF Emporio Limited; the Chairman of the Audit Committee of Welspun Syntex Limited, Welspun Investments & Commercials Limited and Welspun Tradings Limited and a member of the Audit Committee of the Company.

Mr. Jain does not hold by himself or for any other person on a beneficial basis, any share in 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 appointed as an Independent Director for five consecutive years for a term upto March 31, 2019. A notice has been received from a member proposing Mr. Jain as a candidate for the office of Director of 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 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.

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 shareholders of the Company.

Except Mr. Rajkumar Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

6. Item No. 9 - Appointment of Ms. Revathy Ashok

The Board of Directors appointed Ms. Revathy Ashok as an Additional Director pursuant to Section 160 of the Companies Act, 2013. She holds office till conclusion of this Annual General Meeting.

Ms. Revathy is a Director in ADC India Communications Ltd., Khemeia Technologies Ltd. and Welspun Global Brands Limited; and Chairperson of the Audit Committee of ADC India Communications Ltd.

Ms. Revathy Ashok has a bachelor's degree in science and is a gold medalist from the Indian Institute of Management, Bangalore.

She runs an Independent Consulting Practice, working with mid and early stage companies, helping them scale. She works with a firm and advise on Public Policy Research and Consulting in PPP and Governance models in social sectors such as Water, Waste Management, Skill Development etc. She is a member of the Indian Angel Network and actively works with her investee companies on strategy and governance.

She has had successful leadership experience of over thirty three 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.

In 2005, she was named as one of the 10 most powerful women in the Indian IT industry by Dataquest. In 2011, she was nominated by CII as one of the top women achievers in Business in South India.

She does not hold any shares in 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 appointed as an Independent Director for a term upto March 31, 2019. A notice has been received from a member proposing Ms. Revathy as a candidate for the office of Director of 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 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.

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 shareholders of the Company.

Except Ms. Revathy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

7. Item No. 10 - Approval of place of keeping of register of members and other securities etc. of the Company.

The Board of Directors considered it appropriate to appoint M/s. Link Intime India Private Limited, Mumbai as its Registrar and Transfer Agent for undertaking activities related to securities transfer and allied activities instead of doing it in-house.

Such appointment would result in keeping the Register of Members, Index of Members, copies of Annual Returns etc. at the premises of the Registrar and Transfer Agent. The approval of the members is required to be obtained by way of a special resolution for the said arrangement. An advance copy of the proposed special resolution set out in the accompanying notice will be delivered to Registrar of Companies, Gujarat, Dadra & Nagar Haveli.

Accordingly, the Board recommends the special resolution for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

8. Item No. 11 - Adoption of new set of Articles of Association.

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

Most of the provisions of The Companies Act, 2013 (the "Act") are now in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.



With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (b) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (c) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (d) existing articles have been streamlined and aligned with the Act;
- (e) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

9. Item No. 12 – Appointment of, and Remuneration to, Cost Auditor.

In pursuance of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint a cost auditor on the recommendation of the Audit Committee. Remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on April 29, 2014, the Board of Directors has considered and approved appointment of M/s. Kiran J. Mehta & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units at a remuneration as mentioned in the resolution no. 12 of the notice.

The Resolution at item No. 12 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 12 of the Notice.

10. Item No. 13 – To approve the transaction with M/s Welspun Tradings Limited (A wholly owned subsidiary).

The Company has entered into a contract with M/s. Welspun Tradings Limited (A wholly owned subsidiary) for sale of the products of the Company, which the Company wishes to continue. M/s. Welspun Tradings Limited, is a 'related party' within the meaning of Section 2 (76)

of the Companies Act, 2013, and thus the transaction requires the approval of members by a Special Resolution under Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

- (a) **Name of the related party:** Welspun Tradings Limited.
- (b) **Name of the Director or Key Managerial personnel who is related:** None.
- (c) **Nature of relationship:** Welspun Tradings Limited is a wholly owned subsidiary of the Company.
- (d) **Sale price:** The price for sale of the products of the Company shall be market price subject to variance compliant with the transfer pricing regulations. The risk of foreign exchange fluctuation, if any shall be with the Company.
- (e) **Payment Schedule:** Progressive payment as and when received from the ultimate buyer.
- (f) **Nature, material terms and particulars of the arrangement:** The proposed contract is for sale of the products of the Company.
- (g) **Duration of the contract:** The contract may be terminated by either party after giving prior notice to the other party.
- (h) **Any other information relevant or important for the members to make a decision on the proposed transaction:** Since Welspun Tradings Limited is a wholly owned subsidiary of the Company, there is no conflict of interest.

None of the Directors, except Mr. Ramgopal Sharma, Mr. Rajkumar Jain, Mr. K.H. Viswanathan and Mr. Utsav Baijal who are directors in both the companies, and Mr. S. Krishnan who is CFO of the Company and a whole-time director in Welspun Trading Ltd. No other director or key managerial personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of the Notice.

11. Item No. 14 – To approve the transaction with M/s Welspun Tubular LLC (A wholly owned subsidiary).

The Company has entered into a contract with M/s. Welspun Tubular LLC (A wholly owned subsidiary) for sale of the products of the Company, which the Company wishes to continue. M/s. Welspun Tubular LLC, is a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013, and thus the transaction requires the approval of members by a Special Resolution under Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

- (a) **Name of the related party:** Welspun Tubular LLC.
- (b) **Name of the Director or Key Managerial personnel who is related:** None.
- (c) **Nature of relationship:** Welspun Tubular LLC is a wholly owned subsidiary of the Company.
- (d) **Sale Price:** The sale price shall be on cost plus 5% mark-up or such



other percentage which is in compliance with the applicable transfer pricing regulations.

- (e) **Payment Schedule:** Progressive payment as and when received from the ultimate buyer.
- (f) **Nature, material terms and particulars of the arrangement:** The proposed contract is for sale of the products of the Company.
- (g) **Duration of the contract:** The contract may be terminated by either party after giving prior notice to the other party.
- (h) **Any other information relevant or important for the members to make a decision on the proposed transaction:** Since Welspun Tubular LLC is a wholly owned subsidiary of the Company, there is no conflict of interest.

None of the Directors, except Mr. B.K. Goenka and Mr. Rajesh Mandawewala who are directors in both the companies, or any Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 14 of the Notice.

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 shareholder.
4. The Register of Members and Share Transfer Books of the Company remained closed from Monday, June 23, 2014 to Wednesday, June 25, 2014 (both days inclusive) for the purpose of determination of shareholders entitled to dividend for the year ended March 31, 2014.
5. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Transfer Agents: Link Intime India Private Ltd., Unit: Welspun Corp Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078. Tel. No. 022-2596 3838, 022-2594 6970, Fax No. 022-2594 6969, email- rnt.helpdesk@linkintime.co.in.
6. 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 Transfer Agent.
7. The Ministry of Corporate Affairs, Government of India vide circulars ref. nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively allowed serving of documents by a Company to its members in electronic mode through e-mails. Further, vide circular ref. no. CIR/CFD/DIL/7/2011 dated October 5, 2011 issued by the Securities and Exchange Board of India (SEBI) and consequent changes in Clause 32 of the Equity Listing Agreement, and the Companies Act 2013 allows the

that Companies can send full Annual Reports in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered 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.

8. As part of the Green Initiative circulars issued by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company are being sent to the shareholders on their respective e-mail addresses registered with the Company. However, shareholders requiring a physical copy of the Annual Report 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 Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company, www.welspuncorp.com.
9. The physical copies of the Annual Reports, Memorandum & Articles of Association, Letter of Appointment of Directors etc. and other 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 till the date of the meeting.
10. The shareholders 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
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members the facility to exercise their right to vote at the 19th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open the email and open PDF file viz; "WCL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder—Login.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.



(vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(viii) Select "EVEN" of Welspun Corp Limited.

(ix) Now you are ready for e-voting as Cast Vote page opens.

(x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(xi) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mansidamania@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided at the bottom of E-voting Form:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

II. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III. The e-voting period commences on Saturday, September 20, 2014 (9:00 am) and ends on Monday, September 22, 2014 (6:00 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 August 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 1, 2014.

V. Ms. Mansi Damania, Company Secretary (Membership No. 8120) and Proprietor M/s. Mansi Damania & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VII. The Results shall be declared on September 25, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.welspuncorp.com and the website of NSDL within 2 days of passing of the resolutions and communicated to the stock exchanges, where the shares of the Company are listed.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**By Order of the Board
For Welspun Corp Limited**

Place: Mumbai
Date: August 7, 2014

Pradeep Joshi
Company Secretary



WELSPUN

Dare to Commit

PROXY FORM

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**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, 7th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.
Board : +91 -22-66136000, Fax: +91-22-2490 8020

Name of the member (s) :

Registered Address :

E-mail Id:

Folio No / Client 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 :

2. Name)

Address :

E-mail Id: Signature :

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 19th Annual General Meeting of the Company to be held on **Thursday, September 25, 2014 at 10:00 a.m.** 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 overleaf.

WELSPUN

Dare to Commit

WELSPUN CORP LIMITED

(Corporate Identification Number – L27100GJ1995PLC025609)

Regd. Office: “Welspun City”, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat-370110.

Tel No. +91 2836 662079, Fax No. + 91 2836 279060,

Corp. Office: Welspun House, 5th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013, Maharashtra
CompanySecretary_WCL@welspun.com; www.welspuncorp.com

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 members 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 above e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No.: DP – ID: Client ID:

Name of the Registered Holder (1st) :

Name of the joint holder(s) :

Registered Address:

.....Pin:

Mobile Nos. (to be registered):.....E-mail Id (to be registered) :

Signature of the Shareholder(s)*

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



Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors thereon.		
2	Declaration of Dividend on Equity Shares.		
3	Re-appointment of Mr. Rajesh Mandawewala as a director of the Company, liable to retire by rotation.		
4	Appointment of M/s. Price Waterhouse, Chartered Accountant as Statutory Auditors and fixing their remuneration.		
5	Appointment of Mr. Ramgopal Sharma as an independent director of the Company.		
6	Appointment of Mr. K.H. Viwanathan as an independent director of the Company.		
7	Appointment of Mr. Nirmal Gangwal as an independent director of the Company.		
8	Appointment of Mr. Rajkumar Jain as an independent director of the Company.		
9	Appointment of Ms. Revathy Ashok as an independent director of the Company.		
10	Consider and approve place of keeping of registers maintained u/s 88 of the Companies Act, 2013 at a place other than the Registered Office of the Company		
11	Alteration of Articles of Association of the Company to align the same with the requirements under the Companies Act, 2013.		
12	Approval of the Remuneration of the Cost Auditors		
13	Approval of the arrangement with Welspun Tradings Limited, a wholly owned subsidiary and a related party of the Company, for sale of products of the Company.		
14	Approval of the arrangement with Welspun Tubular LLC, a wholly owned subsidiary and a related party of the Company, for sale of products of the Company.		

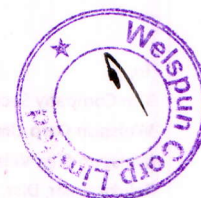
Signed this day of 2014.

Signature of shareholder

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

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 shareholder. 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.

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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, TalukaAnjar,
Dist. Kutch, Gujarat, Pin – 370110.

I/ Wethe 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:

- 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.
- 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 Securities are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- A minor can be nominated by a holder of Securities and in that event the name and address of the Guardian shall be given by the holder.
- 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.
- Transfer of Securities in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
- Only one person can be nominated for a given folio.
- Details of all holders in a folio need to be filled; else the request will be rejected.
- 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.
- Whenever the Securities in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
- 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.
- The nomination can be varied or cancelled by executing fresh nomination form.
- The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
- 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 Securityholders.
- For Securities held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.



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, 7th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013. Board : +91 -22-66136000 Fax: +91-22-2490 8020

ATTENDANCE SLIP

Name of the sole / first named member

Address of sole / first named member:

Registered folio no.

DP ID no. / Client ID no.*

Number of shares held

I hereby record my presence at the 19th Annual General Meeting of the Company held on Thursday, September 25, 2014 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 10:00 am

Signature of Shareholder/ Proxy Present

Note: Members are requested to bring duly signed attendance slip and hand it over at the venue of the Meeting.

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

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting period commences on Saturday, September 20, 2014 at 9:00 am and ends on Monday, September 22, 2014 at 6:00 pm. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice dated August 7, 2014 of 19th Annual General Meeting.



