

**UDAY SOHONI**  
**COMPANY SECRETARY**

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E/82, Mayflower, Gabriel Street, Mahim, Mumbai-400016  
Contact: 9820767059 E- mail : udaysohoni@gmail.com

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**REPORT OF SCRUTINIZER**

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

To,  
The Chairman  
Welspun India Ltd.  
(CIN - L17110GJ1985PLC033271)  
Welspun City, Dist. Kutch – 370110 (Gujarat)

Dear Sir,

1. I, Uday Sohoni, Practising Company Secretary have been appointed by the Board of Directors of Welspun India Limited in the meeting held on February 2, 2016, as a scrutinizer for the e - voting and carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice dated February 2, 2016 (hereinafter referred to as "The Resolutions").
2. The management of the Company is responsible to ensure the compliance of the requirements of the provisions of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice. My responsibility as scrutinizer for e-voting process is restricted to the preparation of a scrutinizers' report of the votes cast "in favour" or "against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL) , the authorized agency for providing e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
  - A. The e-voting period remained open from February 3, 2016 at 9:00 am and ended on March 3, 2016 at 6:00 pm.



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- B. The shareholders of the Company as on the record date i.e. January 22, 2016 were entitled to vote on the resolutions (Item No. 1 and 2) as set out in the Notice.
- C. The details of the list of shareholders, who have voted "for" and "against" each of the resolutions that were put to vote, were generated from the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The results of e- voting together with that of the poll are as under:

**Resolution No. 1:**

Sub-division of Equity Shares from the Face Value of Rs.10/- per share to Face Value of Re. 1/- per share

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
336	85628622	99.99

(ii) Voted against the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
15	1382	0.01

(iii) Invalid votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
12	1285	0.00



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**Resolution No. 2:**

Alteration of Capital Clause of Memorandum of Association.

(i) Voted in favour of the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
349	85628607	99.99

(ii) Voted against the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
10	1371	0.01

(iii) Invalid votes for the resolution:

Number of members voting	Number of votes cast	% of valid number of votes cast
12	1100	0.00

During the e - voting process all the resolutions were passed with the required majority.

The relevant records for the e-voting process will remain with us until the minutes of the meeting are signed. Thereafter the same will be handed over to the Company.

Yours faithfully,



Uday Sohoni  
Practising Company Secretary  
CP No.: 10916



March 4, 2016  
Mumbai