

Brief particulars of the Transferee and Transferor Company

Particulars	Transferee Company	Transferor Company
Name of the Company	Welspun India Limited ("WIL")	Prasert Multiventure Private Limited ("PMPL")
Date of Incorporation & details of name changes, if any	<p>January 17, 1985</p> <p>The Company was originally incorporated on January 17, 1985 under the name Welspun Winilon Silk Mills Private Limited, as private limited company under the erstwhile Companies Act, 1956 with registration number 35092 with the Registrar of Companies, Maharashtra, Mumbai (erstwhile Bombay). The name of the Company was subsequently changed to Welspun Polyester (India) Limited pursuant to a new Certificate of Incorporation dated January 12, 1989 issued by the Registrar of Companies, Maharashtra, Mumbai (erstwhile Bombay). The name of the Company was further changed to Welspun India Limited pursuant to a new Certificate of Incorporation dated October 12, 1995 issued by the Registrar of Companies, Maharashtra, Mumbai (erstwhile Bombay).</p> <p>The registered office of the Company was transferred from the state of Maharashtra to the state of Gujarat as confirmed by the Order of the Company Law Board vide its order dated October 29, 1997.</p> <p>The Company's Corporate Identification No. is L17110GJ1985PLC033271.</p>	<p>February 17, 2017</p> <p>There has been no change in the name of the Company since incorporation.</p>
Registered Office	Welspun City, Village Versamedi Taluka Anjar, District Kutch Gujarat - 370110.	Survey No 76, Village Morai, District Valsad, Vapi, Gujarat - 396191.


Welspun India Limited

Welspun House, 6th Floor, Karmala City, Senapati Bapat Marg, Lower Pavai (West), Mumbai - 400 013, India.
 T: +91 22 6613 6000 / 2490 8000 F: +91 22 2490 8020 / 2490 8021

E-mail: companysecretary_wil@welspun.com Website: www.welspunindia.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.
 T: +91 2636 661 111 F: +91 2636 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India.
 T: +91 260 2437437 F: +91 260 22437088

Corporate Identity Number: L17110GJ1985PLC033271

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Welspun India Limited

the Transferee Company, it is proposed to transfer the business of Welspun India Limited into the Transferee Company.

Works: Survey No. 76, Village Mora, Vapi, District Valsad, Gujarat 396 101, India
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Corporate Identity Number: L7710GJ1995PLC033271



Pa-No-94

Date of resolution passed by the Board of Director of the company approving the scheme	The Scheme of Amalgamation was approved by the Board of Directors of the Company in its meeting held on September 21, 2018.	The Scheme of Amalgamation was approved by the Board of Directors of the Company in its meeting held on September 21, 2018.
Date of meeting of the Audit Committee in which the draft scheme has been approved	September 21, 2018.	Not Applicable
Appointed Date	August 16, 2018	August 16, 2018
Name of Exchanges where securities of the company are listed	BSE Limited & The National Stock Exchange of India Limited.	Not Applicable – Unlisted.
Nature of Business	Welspun India Limited, part of US\$ 2.3 billion Welspun Group, is one of the world's largest home textile manufacturers. With a distribution network in more than 50 countries and world class manufacturing facilities in India, it is the largest exporter of home textile products from India. Welspun is supplier to 17 of Top 30 global retailers.	The company is engaged in business of of manufacturers, distributors and exporters of home textile products through its investee/ subsidiary company i.e. Welspun India Limited.
Capital before the scheme (No of equity shares as well as capital in rupees)	The Authorised Share Capital of the Company is Rs. 155,50,00,000 (Rupees One Hundred Fifty Five Crore and Fifty Lakh only) divided into 155,50,00,000 (One Hundred Fifty Five Crore and Fifty Lakh only) Equity Shares of Re. 1/- (Rupee One Only) each. Issued, Subscribed and Paid Up Capital- 100,47,25,150 equity shares of Re. 1/- each fully paid aggregating to Rs. 100.47 Crore	The Authorised Share Capital of the company is Rs. 500,000 (Rupees Five Lakhs only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each Issued Subscribed and Paid Up Capital- 50,000 equity shares of Rs.10/- each fully paid aggregating to Rs. 0.05 Crores
No. of shares to be issued	<i>67,90,78,913 fully paid up equity share of Rs. 1 each of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company in proportion of their holding in the Transferor Company.</i>	
Cancellation of shares on account of cross holding, if any	Yes. There will be cancellation of 67,90,78,913 equity shares of WIL held by PMPL. The said cancellation will happen as an integral part of the scheme.	

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Capital after the scheme (No of equity shares as well as capital in rupees)	The Authorised Share Capital of the Company is Rs. 1,555,500,000 (Rupees One Hundred Fifty Five Crore and Fifty Five Lakh only) divided into 155,55,00,000 (One Hundred Fifty Five Crore and Fifty Five Lakh only) Equity Shares of Re. 1/- (Rupee One Only) each. Issued Subscribed and Paid Up Capital- 100,47,25,150 equity shares of Re. 1/- each fully paid aggregating to Rs. 100.47 Crores.	Not Applicable.
Net Worth as of 31 March 2018	(Rs. in million)	(Rs. in million)
Pre	22,326	5.23
Post	22,326	N.A.
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	SSPA & Co. Firm registration number: 128851W	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable – Refer to Point 6.2 of the share exchange ratio report wherein the valuers have provided the reason for non-applicability of the methods of valuation.	
Fair value per share	Not Applicable	
Exchange ratio	<i>67,90,78,913 fully paid up equity share of Re. 1 each of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company in proportion of their holding in the Transferor Company in exchange of 67,90,78,913 fully paid up equity share of Re. 1 each of the Transferee Company held by PMPL.</i>	
Name of Merchant Banker giving fairness opinion.	Dalmia Securities Private Limited	


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Corporate Identity Number: L1710GJ1905PLC033271

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Shareholding pattern (Transferor Company) as on 30 th June, 2018.	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	50,000	100	NA	NA
Public	0	0	NA	NA
Custodian	0	0	NA	NA
TOTAL	50,000	100	NA	NA
No of shareholders	2 (including nominee shareholder)		NA	
Shareholding pattern (Transferee Company) as on September 21, 2018.	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	68,80,40,933	68.48	68,80,40,933	68.48
Public	31,66,84,217	31.52	31,66,84,217	31.52
Custodian	-	-	-	-
TOTAL	1,004,725,150	100	1,004,725,150	100
No of shareholders	75,106		75,105	
Names of the Promoters	<ol style="list-style-type: none"> 1. Radhika Balkrishan Goenka 2. Dipali Balkrishan Goenka 3. Balkrishan Gopiram Goenka 4. B K Goenka (HUF) 5. Rajesh R. Madawewala 6. Balkrishan Gopiram Goenka (Welspun Group Master Trust) 7. Prasert Multiventure Private Limited 8. Welspun Tradewel Limited <p>(Above mentioned are the names of Promoters and Promoter Group as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.)</p>		<ol style="list-style-type: none"> 1. Balkrishan Goenka 2. Rajesh Mandawewala 	
Names of the Board of Directors	<ol style="list-style-type: none"> 1. Rajesh Rameshkumar Mandawewala 2. Dipali Balkrishan Goenka 3. Arun Lalchand Todarwal 4. Pradeep Narendra Poodar 5. Ram Gopal Sharma 6. Balkrishan Gopiram Goenka 7. Arvind Kumar Singhal 8. Padma Vinod Betai 		<ol style="list-style-type: none"> 1. Sitaram Damodardas Somani 2. Mohan Kasiviswanathan Manikkan 3. Dipali Balkrishan Goenka 4. Radhika Balkrishan Goenka 5. Vanshika Balkrishan Goenka 	

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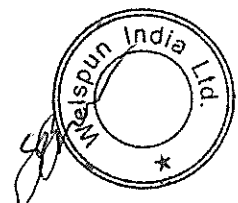
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Please specify relation among the companies involved in the scheme, if any	PMPL holds 67.59% of the paid-up equity share capital of WIL and forms part of the promoter group of WIL.
Details regarding change in management control if any	Not Applicable. There will be no change in the Management control of the Company pursuant to merger.

For Welspun India Limited



Shashikant Thorat
Company Secretary
FCS – 6505



Date: September 27, 2018

Place: Mumbai

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