

NOTICE

Dear Shareholder,

Ministry of Corporate Affairs (“MCA”) vide their General Circular No. 14/2020 dated April 08, 2020 (“Circular”) have prescribed a framework for conducting EGM through video conferencing or other audio visual means. Adopting the framework proposed by MCA in their Circular -

NOTICE is hereby given that the Extra Ordinary General Meeting of **Welspun Global Brands Limited** will be held on Thursday, June 04, 2020 via Virtual Meeting at 12:00 p.m. to transact the following business at shorter notice:

SPECIAL BUSINESS:

1) ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time and subject to the approval of the Registrar of Companies, after the existing object Clause 2, a new Clause 3 be inserted as under:

3. To carry on the business of manufacturing, processing, importing, exporting, buying, selling, dealing, acting as agents, stockists, distributors and suppliers in all kinds of textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped, home textiles, advanced textiles, technical textiles including Personal Protective Equipment (“PPE”), non-woven, home furnishings, readymade garments, carpets, wall coverings, ceiling coverings, coated fabrics, hosiery, undergarments and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof and also to set up company owned retail outlets or to issue to franchisee rights to buy, sell or otherwise deal in such products.

By Order of the Board

**Sd/-
Nidhi Tanna
Company Secretary
ACS - 30465**

Place: Mumbai
Date: June 03, 2020

Registered Office:

Survey No. 675, Welspun City,
Village Versamedi, Taluka Anjar,
District Kutch, Gujarat – 370110
Tel. No.: +91 2836 661111, Fax No.: +91 2836 279010
CIN: U71210GJ2004PLC045144
Website: <http://www.welspunindia.com/>
Email: Companysecretary_WGBL@welspun.com

NOTES

1. The EGM shall be conducted as per the framework prescribed by MCA vide their General Circular No. 14/2020 dated April 08, 2020.
2. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under Item No. 1 of the Notice is annexed hereto.
3. **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.** Since, EGM is being conducted via other audio video visual means where physical attendance of the member has been dispensed with under MCA Circular, there is no requirement of appointment of proxies.
4. The link to join the meeting through other audio video visual means shall be shared via e-mail and calendar invite to the members on their respective e-mail id’s registered with the Company. The member will only have to click on the mentioned link to join the meeting and no other additional requirements are required to be performed. If any member wishes to update his/her e-mail, kindly e-mail the new e-mail id to CompanySecretary_WGBL@welspun.com by June 04, 2020 upto 10.30 a.m. Further, any member who requires assistance for joining the meeting or any technical assistance during the meeting may also call on +91 7045699724.
5. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
6. Any questions on the Agenda items may be raised by the members in advance on the e-mail id CompanySecretary_WGBL@welspun.com by June 04, 2020 upto 10.30 a.m.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their e-mail id authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company’s.
8. Attendance of members through other audio visual means shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Transfer Agents: Purva Sharegistry (India) Private Ltd., Unit: Welspun Global Brands Limited, unit No. 9, Shiv Shakti Ind. Estt. J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400 011. Tel. No. 022-2301 6761, 022-2301 8261, Fax No. 022-2301 2517, email- busicomp@vsnl.com, website - www.purvashare.com
10. Members are requested to immediately inform about their change of address, change of e-mail address, if any, to the Company or the Company's Share Transfer Agent.

11. The e-copies of the documents referred to in the Notice will be available for inspection of the members during normal business hours on working days till the date of the meeting. The member can request on the e-mail id CompanySecretary_WGBL@welspun.com.

By Order of the Board

Place: Mumbai
Date: June 03, 2020

Sd/-
Nidhi Tanna
Company Secretary
ACS - 30465

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Email: Companysecretary_WGBL@welspun.com

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return. It is proposed that the Board seeks shareholders' approval to undertake some parts of home textiles manufacturing processes from time to time if required and considered to be beneficial while dealing with the customers of the Company. Therefore, it is imperative to amend Object Clause of the Memorandum of Association by including an object clause enabling carrying out home textile manufacturing processes.

The Board recommends the Special Resolution set out at Item No 1 of the Notice for the approval by the members as Special Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is/are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

By Order of the Board

Sd/-
Nidhi Tanna
Company Secretary
ACS - 30465

Place: Mumbai
Date: June 03, 2020

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