

**WELSPUN INDIA LIMITED**

CIN : L17110GJ1985PLC033271

**Registered Office :** Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat,

Pin - 370110, India. Board No.: +91 2836 661111, Fax No. + 91 2836 279010,

Email : [CompanySecretary\\_WIL@welspun.com](mailto:CompanySecretary_WIL@welspun.com) Website: [www.welspunindia.com](http://www.welspunindia.com)

**Corporate Office :** Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West),  
Mumbai - 400013. Board : +91 -22-66136000 Fax: +91-22-2490 8020

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**POSTAL BALLOT NOTICE**

**(Pursuant To Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions if any, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), that the Resolution appended below are proposed to be passed by the members through Postal Ballot/ Electronic voting (e-voting). The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. Member(s) desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means". In the event the draft resolution as set out in the notice are assented to by the requisite majority by means of Postal Ballot or E-voting (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at the General Meeting.

**SPECIAL BUSINESS:**

**1) TO CONSIDER AND TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 42 of the Companies Act, 2013, including any statutory modifications, amendment or re-enactments thereto (collectively "the Act"), read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder, as may be applicable, and other applicable guidelines and regulations issued by the Securities and Exchange Board of India ("SEBI") or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, by way of issuing securities including but not limited to secured/unsecured, listed/unlisted, Green Bonds, non-convertible debentures (NCDs) to be issued on a private placement basis, in domestic and/or international market, in one or more series/tranches from time to time, amounts upto Rs. 200 Crore (Rupees Two Hundred Crore only) issuable / redeemable at discount / par/ premium, under one or more shelf disclosure documents, during the period of 1 (one) year from the date of passing of this resolution, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said securities / Green Bonds / NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, notwithstanding that borrowing pursuant to this resolution ("Proposed Borrowing") along with amounts already borrowed and amounts which may be borrowed apart from the Proposed Borrowing may exceed aggregate of paid-up share capital, free reserves and securities premium account.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board

Place: Mumbai  
Date: December 20, 2022

Sd/-  
Shashikant Thorat  
Company Secretary  
FCS-6505

**Registered Office:**

Welspun City, Village Versamedi,  
Taluka Anjar, District Kutch,  
Gujarat - 370110  
Tel. No.: +91 2836 661111, Fax No.: +91 2836 279010  
CIN: L17110GJ1985PLC033271  
Website: [www.welspunindia.com](http://www.welspunindia.com)  
Email: [Companysecretary\\_WIL@welspun.com](mailto:Companysecretary_WIL@welspun.com)

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

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**ITEM NO. 1:**

In terms of section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the Rules), a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the members of the Company by a special resolution. In case of an offer or invitation for offer of Green Bonds / non-convertible debentures (NCDs), the Company can pass a special resolution once in a year for all the offers or invitations to be made for such Green Bonds / NCDs during the year.

Welspun India Limited has commenced the journey to switch from conventional energy to renewable energy completely, in a phased manner. Towards that direction this Solar Power Project of around 30MW is proposed to be set up. The project will set-up combination of Ground Mount Solar panels, Rooftop Solar panels and floating solar panels. Cost of project is estimated at Rs. 200 Crore. The project is proposed to be financed, inter alia, by issue of "Green Bonds/ NCDs" of Rs. 200 Crore. The Company may offer or invite subscription for securities including but not limited to secured/unsecured redeemable Green Bonds, non-convertible debentures, in one or more series/ tranches on private placement, issuable/redeemable at discount/par/premium.

The Company's outstanding term loan as on September 30, 2022 was Rs. 204.48 Crore and the proposed borrowing is of Rs. 200 Crore. The Company is not a debt free company at present. The Company has not defaulted on servicing its current debt obligations. Amounts borrowed in the past by the Company from banks, financial institutions were utilised for the purpose for which they were raised. Long term debt equity ratio as on September 30, 2022 was 0.06 times. Proposed Long term debt equity ratio after Proposed issue of Green Bonds or NCDs will be 0.12 times. No large loans have been given to related parties other than 100% subsidiaries. There has been no recent change in this status. The interest and repayment liability for the proposed issue of Green Bonds or NCDs would have very minimum impact on future cash flows. Also, company does not foresee any challenges for servicing its borrowings. Proposed issue size of Green Bonds or NCDs is Rs. 200 Cr in comparison to Fixed Assets of Rs. 1,994 Cr as on March 31, 2022 (Rs. 1,936 Crore as on September 30, 2022). The Company's credit rating at present is CARE AA by CARE and Ind AA by India Ratings.

The Company seeks to pass an enabling resolution to borrow funds from time to time by offer of securities including but not limited to Green Bonds, non-convertible debentures (NCDs) in one or more series/tranches provided however that the amount of such borrowing shall not exceed at any time Rs. 200 Crore (Rupees Two Hundred Crore only), at a discount or at par or at a premium and at such interest as may be appropriate considering the prevailing money market conditions at the time of the borrowing. Terms of issue shall be such as may be determined by the Board or its committee as authorized. None of the directors or promoters plan to make any contribution in furtherance of object of this issue. In case of secured Green Bonds or NCDs, those will be secured by way of pari passu charge on assets of the Company or as may be agreed with security trustees of the Proposed Issue and other lenders.

The Company's borrowing limit (apart from temporary loans obtained from the Company's bankers in the ordinary

course of business) approved by the members vide the resolution dated March 30, 2015 is Rs. 4,000 Crore (Rupees Four Thousand Crore Only). The Company has outstanding long term borrowings of Rs. 204.48 Crore (as on September 30, 2022).

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution given at item number 1.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends passing of the special resolution at item number 1 of the accompanying Notice for approval by the members of the Company.

#### NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, December 16, 2022** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder.
3. The Board of Directors of the Company has appointed Mr. Sunil Zore of M/s. SPZ & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the votes casted by the members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company or the Company Secretary.
4. The resolution will be taken as passed effectively on the last date specified for remote e-voting, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolution. The result of the Postal Ballot will be declared on **Tuesday, January 24, 2023** at the Corporate Office of the Company by the Chairman and in his absence by any Director of the Company or by the Company Secretary. After declaration, the result of the Postal Ballot will be published in the newspaper and will also be posted on the Company's website [www.welspunindia.com](http://www.welspunindia.com), besides communicating the same to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
5. Resolution passed by the members through postal ballot is deemed to have been passed as if it was passed at a General Meeting of the members.
6. Postal Ballot Notice is being sent in electronic form to those Members whose email address is registered with the Company's Registrar and Share Transfer Agent or Depository Participants and such Members are requested to record their assent or dissent through remote e-voting facility provided for this Postal Ballot. Members who have received Postal Ballot Notice by email and wish to vote through physical form, are requested to download the Postal Ballot Form from the Company's website ([www.welspunindia.com](http://www.welspunindia.com)) or seek duplicate Postal Ballot Form from the Company or its Registrar and Share Transfer Agent, Link Intime India Private Limited and record their assent or dissent by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and sending the duly completed Postal Ballot Form by courier, registered / speed post (at the expense of the Members) so as to reach the Scrutinizer not later than 5.00 p.m. IST on **Monday, January 23, 2023**.
7. Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid envelope is being sent in physical form to those Members whose email address are not registered with Link Intime India Private Limited, Depository Participants and such Members are requested to record their assent or dissent either through remote e-voting facility provided for this Postal Ballot or by filling-up the necessary details and putting their signature at the marked place in the Postal Ballot Form and returning the duly completed Postal Ballot Form, in the self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 05:00 p.m. IST on **Monday, January 23, 2023**. A Member who has not received Postal Ballot Form may download the Postal Ballot Form from the Company's website ([www.welspunindia.com](http://www.welspunindia.com)) or seek duplicate Postal Ballot Form from the Company or its Registrar and Share Transfer Agent, Link Intime India Private Limited. The envelopes containing Postal Ballot Forms, if sent by courier, registered / speed post (at the expense of the Members) will also be accepted if received not later than 05:00 p.m. IST on **Monday, January 23, 2023**.
8. Kindly note that the Members can opt only one mode of voting, i.e. either by physical ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by physical ballot also and vice versa. However, in case the Members cast their vote by physical ballot and remote e-voting, then voting done by remote e-voting shall prevail and voting done through valid physical ballot will be treated as invalid.
9. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the

Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such e-voting. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on **Sunday, December 25, 2022** from 9:00 AM (IST) and shall end on **Monday, January 23, 2023** at 05:00 PM (IST). E-voting shall not be allowed beyond the said date and time.

10. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
11. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participant(s), and members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); [bonds.helpdesk@linkintime.co.in](mailto:bonds.helpdesk@linkintime.co.in).
12. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited., Unit: Welspun India Limited, C 101, 247 Park, L B S Marg, Vikhroli (West) Mumbai-400 083. Tel No: +91 22 49186000, Fax: +91 22 49186060, Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); [bonds.helpdesk@linkintime.co.in](mailto:bonds.helpdesk@linkintime.co.in).
13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
14. SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 has notified common and simplified norms for processing investor's service request by the Registrars and Transfer Agents (RTAs) and norms for furnishing Permanent Account Number ("PAN"), Know Your Client ("KYC") details (Postal address with PIN, mobile number, email address, bank details, signature) and Nomination details in Form SH-13 at the earliest. **All holders of physical securities of the Company are requested to ensure the above details are updated with Link Intime India Private Limited - Registrar & Transfer Agent before April 1, 2023, since folios for which the above details are not available thereafter shall be frozen.**
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
16. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the 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.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

17. The e-voting period commences on **Sunday, December 25, 2022** from 9:00 AM (IST) and shall end on **Monday, January 23, 2023** at 05:00 PM (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Friday, December 16, 2022** may cast their votes electronically. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.
18. Voting through electronic means:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>      </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssunilzore@gmail.com](mailto:cssunilzore@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [suresh\\_kadam@welspun.com](mailto:suresh_kadam@welspun.com).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [suresh\\_kadam@welspun.com](mailto:suresh_kadam@welspun.com).
2. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
19. In order to ensure better and timely communication between the Company and the shareholders and to ensure the receipt of dividend and/or any other consideration timely, fast and easily and more importantly, to avoid fraudulent encashment of warrants, the shareholders are requested to update their details by using the following procedure mentioned in the table below:

Updation	Procedure	Documents
Email Id and PAN	<b>Physical Holding:</b> You can directly upload details on the website of Link Intime India Private Limited - Registrar & Transfer Agent <a href="https://linkintime.co.in/EmailReg/Email_Register.html">https://linkintime.co.in/EmailReg/Email_Register.html</a> or send an email to <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> . Alternatively, send an email to Company's email id <a href="mailto:companysecretary_wil@welspun.com">companysecretary_wil@welspun.com</a>	A signed request letter mentioning your folio no. and the email id / PAN (self-attested copy) that is to be registered
	<b>Demat Holding:</b> Update the email id / PAN through your Depository Participant	
	<b>Additional Documents Required :</b> <b>In case of Non-resident Shareholders:</b> Declaration of No Permanent Establishment, Tax Residency Certificate and Form 10F <b>In case of Mutual Fund registered with SEBI :</b> Exemption Certificate u/s 10 (23D) issued by Income Tax Authority.	
Bank Mandate	<b>Physical Holding:</b> You can directly upload details on the website of Link Intime India Private Limited - Registrar & Transfer Agent. <a href="https://linkintime.co.in/EmailReg/Email_Register.html">https://linkintime.co.in/EmailReg/Email_Register.html</a> or send an email to <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> . Alternatively, send an email to Company's email id <a href="mailto:companysecretary_wil@welspun.com">companysecretary_wil@welspun.com</a>	A signed request letter mentioning your folio no., cancelled cheque and self-attested PAN copy
	<b>Demat Holding:</b> Update the Bank mandate through your Depository Participant	
To ensure continuous compliance with the requirements of applicable law, we request you to please provide us with your alternative postal address in India, wherever applicable. This address can be utilized by the Company for the purposes of mailing certain documents/information that may be required in terms of applicable law, including without limitation, the Companies Act, 2013.		
Postal Address in India, wherever applicable	<b>Physical Holding:</b> You can send an email to Link Intime India Private Limited - Registrar & Transfer Agent at email id <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> . Alternatively, send an email to Company's email id <a href="mailto:companysecretary_wil@welspun.com">companysecretary_wil@welspun.com</a>	A signed request letter mentioning your postal address in India
	<b>Demat Holding:</b> Update the postal address in India through your Depository Participant	
<b>Dematerialization of shares:</b>		
In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the requests for transfer of securities held in physical form, except transmission or transposition of securities, cannot be processed after March 31, 2019. In view of this and to avail various benefits of dematerialization, shareholders are advised to dematerialize the shares held by them in physical form at the earliest.		

By order of the Board

Sd/-  
Shashikant Thorat  
Company Secretary  
Membership No. F6505

Place: Mumbai  
Dated: December 20, 2022

**Registered Office**  
Welspun City,  
Village Versamedi,  
Taluka Anjar,  
District Gujarat - 370 110  
CIN: L17110GJ1985PLC033271



## Welspun India Limited

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110

Telephone: + 91 2836 661111 Fax : + 91 2836 279010

Corp. Office: Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013

Telephone: + 91 22 66136000 Fax : + 91 22 2490-8020

CIN - L17110GJ1985PLC033271, Email id – companysecretary\_wil@welspun.com, Website – www.welspunindia.com

### POSTAL BALLOT FORM

Sr. No.

- (1) Name and Registered Address :  
of the Sole/First named  
Member
- (2) Names(s) of the Joint Holder(s) :  
(if any)
- (3) Registered Folio No./DP ID :  
No. and Client ID No.
- (4) Number of Share(s) held :

I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick [✓] mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution for borrowing upto Rs. 200 Crore (Rupees Two Hundred Crore only) by way of issuing securities including but not limited to secured/unsecured, listed/unlisted, Green Bonds, non-convertible debentures (NCDs) to be issued on a private placement basis, in domestic and/or international market, in one or more series/tranches from time to time, issuable / redeemable at discount / par / premium.			

Place:

Date:

(Signature of Shareholder)

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

**Note:** Please read the instructions for voting before exercising the vote.