

Notice

NOTICE is hereby given that the 36th Annual General Meeting of Welspun India Limited will be held on Tuesday, August 31, 2021 via video-conference or other audio-visual means at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements, on standalone and consolidated basis, for the financial year ended March 31, 2021 and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Re. 0.15 per share on Equity Shares for the financial year 2020-21.
3. To appoint a Director in place of Ms. Dipali Goenka (DIN 00007199), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025), appointed as the Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee of the Board, to conduct the cost audit for the financial year ending March 31, 2022, be paid a remuneration of ₹ 300,000 (Rupees Three Lakh Only) and such travelling and out-of-pocket expenses, at actual incurred, if any, in connection with the audit, as may be authorized by the Board.”

5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the shareholders be and is hereby accorded for altering the Articles of Association of the Company, as given below, in conformity with the Companies Act, 2013 and rules made thereunder –

- i. Deleting Article 4 (xix)
 - a) Altering Article 30 as given below:
 - b) Deleting words “under the Common Seal” from second para.

- ii. Deleting words “under the seal” from third part
- iii. Deleting words “be under its seal or” from Article 115
- iv. Deleting words “under the seal of the company” from Article 169(22)
- v. Deleting heading “COMMON SEAL” appearing before Article 175
- vi. Deleting Article 175 and Article 176
- vii. Substituting Article 177 with new Article 177 as given below:

Every Share Certificate shall, subject to the regulations prescribed under the Companies (**Share Capital and Debentures**) Rules, be issued with signatures of two director and the Secretary.

A director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of a rubber stamp, provided that the director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

6. To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all permissions, sanctions and approvals as may be necessary and based on the recommendation of the Nomination and Remuneration Committee, Mr. Balkrishan Goenka (DIN 00270175), non-executive Chairman of the Company, be paid commission of 1% of consolidated net profits of the Company for a period of 5 years commencing from April 1, 2021, computed in accordance with the provisions of Section 198 of the Act.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Nomination and Remuneration Committee of the Company, be and is hereby authorised to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper

or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** in modification of earlier resolutions passed by the members of the Company and by the Board of Directors pursuant to authority delegated by the members regarding remuneration payable to Mr. Rajesh Mandawewala, Managing Director, holding Director Identification Number 00007179 and pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendment or re-enactments thereto, and the rules and regulations made thereunder (collectively “the Act”), Regulation 17(6)(ca) of SEBI (LODR) Regulations, 2015 and subject to all permissions, sanctions and approvals as may be required, approval of the members of the Company be and is hereby accorded for the payment of remuneration by way of commission @1% of the consolidated net profits of the Company computed as per Section 198 of the Companies Act, 2013 for the financial years 2020-21 and 2021-22 to Mr. Rajesh Mandawewala, Managing Director, provided that remuneration, other than commission payable to Mr. Rajesh Mandawewala pursuant to resolutions passed by the members of the Company as well as by the Board of Directors of the Company pursuant to authority delegated by the members to increase

remuneration on annual basis, shall continue to be payable.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Nomination and Remuneration Committee constituted by the Board be and is hereby authorized 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 questions, difficulties or doubts that may arise in this regard.”

8. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any amendments thereto or re-enactment thereof), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other approvals as may be required under the Act, if any, and based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for appointment of Ms. Dipali Goenka (DIN 00007199) as the Joint Managing Director of the Company for a period of five years with effect from April 1, 2021 on the terms and conditions as given below:

		₹ in million
1. Salary		
Fixed (₹ million)		22.50
Variable (₹ million)		7.50
Total		30.00
2. Leave Travel Allowance, Superannuation, Telephone Expense, Reimbursement, Car Facility, Leave encashment, Gratuity etc	As per the rules of the Company	
3. Club Membership	Fees (except life membership) for two clubs	
4. Contribution to Provident Fund	To the extent exempt under Income Tax Act	
5. Other perquisites	As per the rules of the Company or as may be agreed to by the Board of Directors	
6. Annual Increment	For every financial year, upto 25% per annum of the remuneration payable for the financial year preceding to the financial year in respect of which such increment pertains and such increment eligibility shall be effective from April 1, 2021	
7. Commission	1% of the profit, on consolidated basis, computed in the manner laid down in section 198 of the Companies Act, 2013	

“**RESOLVED FURTHER THAT** in case of inadequacy of profits, if any, as computed under Section 197 of the Act, Ms. Dipali Goenka shall be entitled for the maximum permissible remuneration payable under Schedule V to the Act and Rules made thereunder as amended from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration within the limits prescribed in the Act or rules thereunder, as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to enter into an agreement, issue a letter for increase in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

9. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 152 and any other applicable provisions, if any, 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, **Ms. Anisha Motwani**, holding director identification number 06943493, an Independent Director of the Company in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, for a second term of appointment as an independent director, for five consecutive years with effect from October 22, 2021.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient for the purpose of giving effect to this Resolution.”

By Order of the Board

Place: Mumbai
Date: July 28, 2021

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
Email: Companysecretary_WIL@welspun.com

NOTES

1. In view of the massive outbreak of the COVID - 19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular number SEBI / HO / CFD / CMD1 / CIR / P/2020/79 issued by the Securities and Exchange Board of India (SEBI), physical attendance of the Members to the General Meeting venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing General Meeting through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this General Meeting. The Body Corporates are entitled to appoint authorized representatives to attend the General Meeting through VC/OAVM and participate thereat and cast their votes through e-voting.
3. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under item numbers 4 to 9 of the Notice is annexed hereto.
4. In terms of Section 152 of the Act, Ms. Dipali Goenka (DIN 00007199), Director, retires by rotation at the Meeting and being eligible has offered herself for re-appointment. Ms. Anisha Motwani is being proposed to be re-appointed as Independent Director for a second term of five years. A brief resume of Ms. Dipali Goenka and Ms. Anisha Motwani and details of directorship, committee membership and shareholding in the Company of Mr. Balkrishan Goenka and Mr. Rajesh Mandawewala as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as Annexure - 1 forming part of the Notice.
5. The Members can join the General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Participation of members through VC will be reckoned for the purpose of quorum for the General Meeting as per section 103 of the Companies Act, 2013 (“the Act”).
7. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution or authorization letter to the Company or upload the same on the VC portal / e- voting portal.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the General Meeting. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of General Meeting, i.e. August 31, 2021. Members seeking to inspect such documents can send an email to CompanySecretary_WIL@welspun.com.
9. 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 participants(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.
10. Members may note that the Board of Directors, in its meeting held on May 14, 2021 has recommended a dividend @15% (Re. 0.15 per share). The record date for the purpose of final dividend for fiscal 2021 was May 26, 2021. The dividend, once approved by the members in the ensuing AGM will be paid on or after the fifth working day from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses once the postal facility is available.

To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

11. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Further, Members are requested to ensure Aadhaar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhaar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20%.

Please note that the rate of TDS @10% u/s 194 of the Act is subject to provisions of Section 206AB of the Act (effective from 1st July 2021) which introduces special provisions for TDS in respect of taxpayers who have not filed their income-tax returns (referred to as "Specified Persons"). Under section 206AB of the Act, tax is to be deducted at higher of the following rates in case of payments to the specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

"Specified person" as defined under section 206AB (3) is someone who satisfies the following conditions:

- A person who has not filed income tax return for two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the Act has expired; and
- The aggregate of TDS and TCS in whose case is ₹ 50,000 or more in each of these two previous years

Non-resident shareholders who do not have permanent establishment in India are excluded from the scope of a "specified person".

For non-resident shareholders Including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the

rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2021-22 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on the dividend amount. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non- resident shareholder.

If the documents are not provided or are insufficient to apply the beneficial DTAA rates, then tax will be deducted at 20% (plus applicable surcharge and cess)

Since the TDS/ Withholding rates are different for resident and non-resident shareholders, you are requested to confirm your residential status as per the provisions of the Income Tax Act 1961, by email at CompanySecretary_WIL@welspun.com; rnt.helpdesk@linkintime.co.in.

For Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), Tax shall be deducted at source @ 20% (plus applicable surcharge and cess) in view of specific provision under section 196D of the Income tax Act 1961.

12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from

the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the General Meeting will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the General Meeting may participate in the General Meeting but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the General Meeting has been uploaded on the website of the Company at www.welspunindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the General Meeting Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility).
15. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the AGM, instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
16. 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 participants, and members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Registrar and Transfer Agent ("RTA") at rnt.helpdesk@linkintime.co.in, to receive copies of the Annual Report 2020-21 in electronic mode. Members may provide their detail in the sheet annexed to this Notice.

17. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's RTA : Link Intime India Private Ltd., Unit: Welspun India Limited, C 101, 247 Park, L B S Marg, Vikhroli (West) Mumbai-400083. Tel No: +91 22 49186000, Fax: +91 22 49186060, Email - rnt.helpdesk@linkintime.co.in.
18. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
19. 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). Members holding shares in physical form are required to submit their PAN details to the RTA.
20. 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.
21. 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 attached Nomination Form to the Company or the RTA 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.
22. Since the General Meeting will be held through VC or OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

23. The e-voting period commences on Saturday, August 28, 2021 (9:00 a.m. IST) and ends on Monday, August 30, 2021 (5:00 p.m. IST). During

this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, August 24, 2021 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 CDSL for voting after conclusion of AGM. A member will not be allowed to vote again on any 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.

24. The facility for voting during the General Meeting will also be made available. Members present in the General Meeting, through VC or OAVM, and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the General Meeting.
25. Any person who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
26. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

27. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

28. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies

(Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide to the members, a facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-Voting Services. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

Pursuant to above, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 hold 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- ii) After entering these details appropriately, click on “SUBMIT” tab.
 - any other person and take utmost care to keep your password confidential.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with
 - (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (v) Click on the EVSN for the relevant <Welspun India Limited> on which you choose to vote.
 - (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; CompanySecretary_WIL@welspun.com (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at CompanySecretary_wil@welspun.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at CompanySecretary_wil@welspun.com. These queries will be replied to by the company at the meeting and suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then

the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- 1) For Physical shareholders - please provide necessary details like 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 **Company/RTA email id**.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
29. 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:

- 3) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Updation	Procedure	Documents
Email Id and PAN	<p>Physical Holding: You can directly upload details on the website of Link Intime India Private Limited - Registrar & Transfer Agent https://linkintime.co.in/EmailReg/Email_Register.html or send an email to rnt.helpdesk@linkintime.co.in. Alternatively, send an email to Company's email id companysecretary_wil@welspun.com</p> <p>Demat Holding: Update the email id / PAN through your Depository Participant</p> <p>Additional Documents Required :</p> <p>In case of Non-resident Shareholders: Declaration of No Permanent Establishment, Tax Residency Certificate and Form 10F)</p> <p>In case of Mutual Fund registered with SEBI :- Exemption Certificate u/s 10 (23D) issued by Income Tax Authority.</p>	A signed request letter mentioning your folio no. and the email id / PAN (self-attested copy) that is to be registered
Bank Mandate	<p>Physical Holding: You can directly upload details on the website of Link Intime India Private Limited - Registrar & Transfer Agent. https://linkintime.co.in/EmailReg/Email_Register.html or send an email to rnt.helpdesk@linkintime.co.in. Alternatively, send an email to Company's email id companysecretary_wil@welspun.com</p> <p>Demat Holding: Update the Bank mandate through your Depository Participant</p>	A signed request letter mentioning your folio no., cancelled cheque and self-attested PAN copy
Postal Address in India, wherever applicable	<p>Physical Holding: You can send an email to Link Intime India Private Limited - Registrar & Transfer Agent at email id rnt.helpdesk@linkintime.co.in. Alternatively, send an email to Company's email id companysecretary_wil@welspun.com</p> <p>Demat Holding: Update the postal address in India through your Depository Participant</p>	A signed request letter mentioning your postal address in India

Dematerialization of shares:

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, 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.

30. Mr. Sunil Zore of M/s. SPZ & Associates, Company Secretaries (e-mail to cssunilzore@gmail.com), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
31. The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
32. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunindia.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.
33. The Register of Members and Share Transfer Books of the Company remained closed from Thursday, July 29, 2021 to Friday, July 30, 2021 (both days inclusive).

By Order of the Board

Sd/-

Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: July 28, 2021

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
Email: Companysecretary_WIL@welspun.com

Notice to the shareholders who have not en-cashed dividend for last seven consecutive years commencing from the unpaid Final Dividend for the Financial Year 2012-2013.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016 which have come into effect from September 7, 2016 and amended from time to time, this is to inform to those shareholders who have not en-cashed the dividend or who's dividend remained unclaimed for last seven consecutive years commencing from the Financial Year 2012-2013 then those shares shall be transferred to the "Investor Education and Protection Fund" (IEPF) i.e. a fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The names of such shareholders and their folio number or DP ID - Client ID will be available on the website of the Company at www.welspunindia.com.

To claim unpaid / unclaimed dividend or in case you need any information/clarification, please write to or contact to the Company's Registrars and Transfer Agent or The Company Secretary of the Company at the Registered Office or at the Corporate Office address.

By Order of the Board

Sd/-

Shashikant Thorat
Company Secretary
FCS-6505

Place: Mumbai
Date: July 28, 2021

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
Email: Companysecretary_WIL@welspun.com

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

ITEM NO. 3 - Re-Appointment of Ms. Dipali Goenka

Ms. Dipali Goenka was appointed as Executive Director of the Company with effect from April 1, 2013. She was promoted as CEO and Joint Managing Director with effect from April 1, 2016. Ms. Goenka has been the driving force in launching the Welspun Brand in the domestic as well as international market. She has been looking after overall marketing activities of home textiles business of Welspun which mainly included spearheading business in new markets, products developments and positioning in various markets / with various customers. She has been in charge of operations of the Company for over a decade now. She is spearheading textile business of Welspun which includes Welspun Global Brands Limited, Welspun USA, Inc. and Welspun UK Limited.

Her directorships, Committee positions and shareholding are given in explanatory statement to item number 8.

Except Ms. Dipali Goenka, being the beneficiary herein and her spouse Mr. Balkrishan Goenka, who is also member / beneficial owner in the Company, none of the other directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

Members' approval is sought by way of special resolution proposed under item no. 3 of the accompanying Notice.

Except Ms. Goenka, being the appointee herein and her spouse Mr. Balkrishan Goenka, non-executive Chairman of the Company, who is also member and beneficial owner in the Company, none of the other directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the ordinary resolution at item number 3 of the accompanying Notice for approval by the Members of the Company.

Members' approval is sought by way of an ordinary resolution proposed under item number 3 of the accompanying Notice.

ITEM NO. 4 - Ratification of Remuneration Payable to the Cost Auditors

In pursuance of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the Board based on the recommendation of the

Audit Committee of the Board appointed M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025) as the Cost Auditors of the Company, for the conduct of the Cost Audit of the Company's various manufacturing units for the financial year 2021-22 on a remuneration of ₹ 300,000 (Rupees Three Lakh Only) plus travelling and out of pocket expenses, at actual incurred, if any, in connection with the audit of the Company. Remuneration payable to the Cost Auditors has to be ratified by the shareholders. The Board recommends the resolution set forth in item No. 4 for the approval of the members.

None of the Directors or the Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in this resolution.

ITEM NO. 5 - Amending Articles of Association to remove clauses pertaining to Common Seal

The Company in the ordinary course of business signs a lot of finance documents for working capital documentation. The Company also executes corporate guarantees for its subsidiaries. Use of Common seal is optional provided it is not mandated by the Articles of Association. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing the related clauses in AOA. The said alteration can be effected only with the approval of Shareholders by passing a special resolution as per the provisions of Section 14 of the Companies Act, 2013.

None of the directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution at item No. 5, except to the extent of their respective shareholding in the Company.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the special resolution at item No. 5 of the accompanying Notice for approval by the Members of the Company.

Members' approval is sought by way of special resolution proposed under item no. 5 of the accompanying Notice.

ITEM NO. 6 - Approval for payment of Commission to Mr. Balkrishan Goenka for five years from financial 2021-22

Mr. Balkrishan Goenka, a promoter of the Company, has mentored the giant leap of the Company from a small textile company to a company with turnover of more than ₹ 5,000 Crore. Considering his crucial role in growth of the Company, the Board of Directors at its meeting held on January 27, 2021 has, subject

to approval of the shareholders, approved payment of commission to Mr. Goenka at the rate of 1% of the consolidated net profits of the Company to be calculated in accordance with Section 198 of the Companies Act, 2013.

None of the key managerial personnel or directors of the Company or their relatives except Mr. Balkrishan Goenka and Ms. Dipali Goenka, Joint Managing Director and CEO may be deemed to be concerned or interested in this resolution. The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

ITEM NO. 7 - Change in basis of calculation of amount of commission from standalone profits to consolidated profits.

Mr. Rajesh Mandawewala is a part of the Promoter Group of the Company. He is non-executive Managing Director of the Company. Mr. Mandawewala has, along with Mr. Balkrishan Goenka, shaped all business verticals of Welspun Group.

Today's business environment is diverse and is not bound by geographic boundaries nor by single entity structure. Indian parent company influences its subsidiaries' business as shareholder whether Indian or overseas. Chairmen and Managing Directors of a parent Company play important roles in strategic design and governance framework of its subsidiaries. Consolidated financial statements have gained more focus and importance with investors and capital markets globally. It's only apt that rewards in form of commission are calculated on Consolidated basis rather than on standalone basis.

The Board therefore recognizes the need to change the basis of commission at the rate 1% of the consolidated net profits, instead of standalone net profits, of the Company, computed in the manner specified in the Companies Act, 2013 or such other limit as may be notified by the Central Government from time to time.

Director	Shareholding
Rajesh Mandawewala	1,030 equity shares (0.00%)

Except Mr. Mandawewala, who is also a member and beneficial owner in the Company, none of the other directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

Members' approval is sought by way of special resolution proposed under Item no. 7 of the accompanying Notice.

ITEM NO. 8 - Re-appointment of Ms. Dipali Goenka as Joint Managing Director of the Company

Ms. Dipali Goenka was appointed as Executive Director of the Company with effect from April 1, 2013. She was promoted as CEO and Joint Managing Director

with effect from April 1, 2016. Ms. Goenka has been the driving force in launching the Welspun Brand in the domestic as well as international market. She has been looking after overall marketing activities of home textiles business of Welspun which mainly included spearheading business in new markets, products developments and positioning in various markets / with various customers. She has been in charge of operations of the Company for over a decade now. She is spearheading textile business of Welspun which includes Welspun Global Brands Limited, Welspun USA, Inc. and Welspun UK Limited.

Her directorships, Committee positions and shareholding are below

Except Ms. Dipali Goenka, being the beneficiary herein and her spouse Mr. Balkrishan Goenka, who is also member / beneficial owner in the Company, none of the other directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the special resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

Members' approval is sought by way of special resolution proposed under Item no. 8 of the accompanying Notice.

ITEM NO. 9 - Re-appointment of Ms. Anisha Motwani as an independent director of the Company for a second term comprising of five years

The shareholders of the Company appointed Ms. Anisha Motwani, holding director identification number 06943493, as an independent director of the Company from October 22, 2018 and her term is expiring is on October 21, 2021.

It is proposed that she is re-appointed as an independent director for a second term of five years from October 22, 2021. The Board of Directors has approved her reappointment for a period of five years. The Board recommends to the shareholders to approve her reappointment.

Ms. Anisha Motwani, an MBA graduate and Bachelor of Science, has been an advisor with the World Bank on the prestigious 'Swachh Bharat Program' & 'National Mission for Clean Ganga'. She is also the strategic advisor to several large national & global organisations guiding them on key brand & digital transformation projects across several lines of businesses. She comes with rich, hands-on experience in digital transformation initiatives of complex, traditional brick & mortar industries and has authored several articles on the subject.

She is the author of Storm the Norm – first-of-its-kind collection of contemporary stories of truly inspiring businesses and brands from India.

She comes with a rich experience of over 35 years in diverse industries - advertising, auto-manufacturing, financial and health services as an architect of several well-known consumer brands (Nestle Polo, Nestle Maggi, Dabur Hair Oils & Shampoos, Real Fruit Juices, Pepsi Lays Chips, McDonalds India, GM's Chevrolet, Coca Cola, Max New York Life Insurance, Max Healthcare etc.). She is credited with transforming some somber categories into vibrant ones with her deep understanding of consumer behavior & preferences.

She is as an Independent Director on the board of several companies Abbot India, Star Health Insurance, L&T Investment Management Ltd, Somany Home Innovations Ltd, Prataap Snacks Ltd (to name some) and professional associations like CII, Atal Incubation Center.

In recognition of her achievements, she was voted as one of the '50 Most Powerful Women in Indian Business' by Business Today for three consecutive

years since 2009. She has also been recognized amongst the 'Top 50 Women in Media, Marketing and Advertising' by Impact & Colors for 4 consecutive years since 2011. She has been conferred 'Women at Work Leadership Award 2011' by Asian Confederation of Business and 'Marketer of the year' award by NDTV amongst many others.

Her directorships, Committee positions and shareholding are given in Annexure-1.

Except Ms. Anisha Motwani, being the appointee, none of the other directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the special resolution at item No. 9 of the accompanying Notice for approval by the Members of the Company.

Members' approval is sought by way of special resolution proposed under item no. 9 of the accompanying Notice.

Annexure - 1

Details of directorship /membership of the Committees of the Board of other companies:

Director	Other directorships	Committee memberships
Dipali Goenka	Welspun India Limited Welspun Corp Limited Welspun Zucchi Textiles Limited Welspun Logistics Limited Friends Connections Private Limited Sequence Apartments Private Limited Welspun Global Brands Limited Welspun Flooring Limited MGN Agro Properties Private Limited Welspun Captive Power Generation Limited Rank Marketing LLP Welspun Innovative Products Limited (Previously known as Welspun Advanced Materials Limited) Welspun Advanced Materials (India) Limited Koolkanya Private Limited Welspun Enterprises Limited	Welspun India Limited - ESG & Corporate Social Responsibility Committee, Member Welspun Global Brands Limited - Finance and Administration Committee, Member Welspun Global Brands Limited - Corporate Social Responsibility Committee, Member Welspun Global Brands Limited - Audit Committee - Member Welspun Corp Limited - ESG & CSR Committee Welspun Enterprises Limited - ESG & CSR Committee Welspun Flooring Limited - Finance & Administration Committee

She is holding 750,400 (0.07%) equity shares in the Company.

Details of directorship /membership of the Committees of the Board held by Mr. Balkrishan Goenka

Director	Directorships
Balkrishan Goenka	Welspun India Limited, Welspun Corp Limited, Welspun Specialty Solutions Limited, Welspun Enterprises Limited, Welspun Advanced Materials (India)Limited, Welspun Steel Limited, Adani Welspun Exploration Limited, Welspun Logistics Limited, Welspun One Logistics Parks Private Limited

As per latest disclosure to the Company, he is a member / chairman in the following Committees:

Company Name	Chairmanship / Membership	Committee Type
Welspun India Limited	Chairman	Finance and Administration Committee, Share Transfer & Investor Grievance & Stakeholders
Welspun Steel Limited	Member	Finance Committee, CSR Committee
Welspun Specialty Solutions Limited	Member	CSR Committee, Nomination and Remuneration Committee

He is holding 490,660 (0.05%) equity shares in the Company.

Details of directorship /membership of the Committees of the Board held by Mr. Rajesh Mandawewala

Director	Directorships
Rajesh Mandawewala	Welspun India Limited, Welspun Corp Limited, Welspun Enterprises Limited, AYM Syntex Limited, Mandawewala Enterprises Limited, Welspun Flooring Limited, Welspun Innovative Products Limited, Welspun Advanced Materials (India) Limited, Angel Power And Steel Private Limited, Welspun Steel Limited, Connective Infrastructure Private Limited, Yura Realities Private Limited, Polaire Tradeco Private Limited, RRM Enterprises Private Limited, Welspun One Logistics Parks Private Limited, RRM Realty Trader Private Limited, Welspun Global Brands Limited

As per latest disclosure to the Company, he is a member / chairman in the following Committees:

Company Name	Chairmanship / Membership	Committee Type
Welspun Corp Limited	Member	Finance and Administration Committee
AYM Syntex Limited (Formerly known as Welspun Syntex Limited)	Member	Corporate Social Responsibility Committee, Share Transfer & Investor Grievance & Stakeholders
AYM Syntex Limited (Formerly known as Welspun Syntex Limited)	Chairman	Finance and Administration Committee
Welspun India Limited	Member	Finance and Administration Committee, Share Transfer & Investor Grievance & Stakeholders, Risk Management Committee
Welspun Steel Limited	Member	Corporate Social Responsibility
Welspun Steel Limited	Chairman	Nomination and Remuneration Committee
Welspun Enterprises Limited	Member	Finance and Administration Committee
Welspun Global Brands Limited	Member	Finance and Administration Committee, Corporate Social Responsibility Committee, Nomination & Remuneration Committee
Welspun Flooring Limited	Chairman	Securities Allotment Committee

He is holding 1,030 equity shares in the Company.

Details of directorship /membership of the Committees of the Board held by Ms. Anisha Motwani

Directorship	Committee memberships
Prataap Snacks Limited	Audit Committee, CSR - Chairperson, Stakeholder Relationship Committee
Welspun India Limited	Audit Committee, Nomination & Remuneration Committee, ESG & CSR Committee
Abbott India Limited	Audit Committee - Chairperson, Nomination & Remuneration Committee, CSR Committee, Stakeholder Relationship Committee
Star Health and Allied Insurance Company Limited	Audit Committee, Investment Management Committee, PolicyHolder Protection Committee, Nomination & Remuneration Committee, CSR Committee
Angel Broking Limited	Stakeholders Relationship Committee, Nomination & Remuneration Committee
Edelweiss Finance & Investments Limited	Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee
Somany Home Innovations Limited	Audit Committee
Dvara Kshetriya Gramin Financial Services Private Limited	CSR Committee, Nomination & Remuneration Committee, Customer Management Committee
L&T Investment Management Limited	-

She is holding NIL equity share in the Company.

By Order of the Board

Place: Mumbai
Date: July 28, 2021

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
Email: Companysecretary_WIL@welspun.com

Annexure

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 India Limited
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch,
Gujarat - 370110.

I/ We _____ the 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:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY -

- (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:

(i) Relationship with the minor nominee:

Name: _____

Address: _____

Name of the Security Holder(s) _____

Signatures: _____

Witness with name and address: _____

Instructions:

1. 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.
2. 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 Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. 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.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. 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.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. 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.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. 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 Shareholders.
14. For shares held in dematerialized mode, nomination is required to be filed with the Depository Participant in their prescribed form.

WELSPUN INDIA LIMITED

CIN : L17110GJ1985PLC033271

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110, India.
Tel. No.: +91 2836 661111, Fax No. + 91 2836 279010, Email : CompanySecretary_WIL@welspun.com
Website: www.welspunindia.com

Corporate Office : Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400013. Tel. No.: +91 -22-66136000 Fax: +91-22-2490 8020

E-mail Registration-Cum-Consent Form

To,
The Company Secretary,
Welspun India Limited,
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch, Gujarat – 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 below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No.		DP - ID		Client ID	
Name of the Registered Holder (1 st)					
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 joint holding.