

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended)

To,

The Board of Directors,

WELSPUN CORP LIMITED

Address: Welspun City, Village Versamedi,

Taluka Anjar, Dist. Kutch, Gujarat 370110.

Dear Madam/Sirs,

Subject: Scrutinizer's Report on Postal Ballot conducted through Remote E-Voting by the Equity Shareholders of Welspun Corp Limited (the "Company").

I, **CS Mansi Damania**, Founder Partner of M/s. JMJA & Associates LLP, Practising Company Secretaries, having office at 102, Accord Commercial Complex, Nr. Goregaon Rly. Station, Goregaon East, Mumbai-400063, have been appointed as the Scrutinizer by the Board of Directors of Welspun Corp Limited ("the Company"), for the purpose of scrutinizing the remote e-voting process for the Postal Ballot ("e-voting process") in a fair and transparent manner and ascertaining the requisite majority on voting by electronic means to be carried out pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, circulars issued by the Ministry of Corporate Affairs ("MCA") ("Circulars") and subject to other applicable laws and regulations for the businesses to be transacted through Postal Ballot referred to in the Postal Ballot Notice dated December 09, 2024 namely:

1. Appointment of Mr. Ravindra Pandey (DIN: 07188637) as an Independent Director of the Company;
2. Appointment of Mr. Raghupal Singh (DIN: 09583239) as a Non-Executive Non-Independent Director of the Company;
3. Appointment of Mr. Chandra Shekhar Verma (DIN: 00121756) as an Independent Director of the Company;

The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the said Notice. My responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "invalid votes", to the Chairman/ Authorised person on the resolutions enumerated in the said Notice.

I do hereby submit my report as under:

1. Dispatch of Notice:

The Company had, on December 13, 2024 completed the dispatch of the notice in electronic mode to all those Members of the Company whose email addresses were registered with the Company/ Depository Participant(s) / Registrar and Share Transfer Agent, as the case may be in compliance with the MCA Circulars and the SEBI Circulars.

The Company had also uploaded the said Notice on its website i.e. www.welspuncorp.com and on the websites of the RTA and Stock Exchanges viz. BSE Limited; National Stock Exchange of India Limited and Calcutta Stock Exchange Limited ("Stock Exchanges") to facilitate the members to cast their votes through remote e-voting.

2. Cut-off date

The members of the Company holding shares as on the **cut-off date i.e. Friday, December 06, 2024**, were entitled to vote on the resolutions as set out in the said Notice and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date

3. Newspaper Advertisement:

The Company also published an advertisement in Financial Express (English newspaper), Kutchmitra (Gujarati) and Kutch Uday (Gujarati) on December 14, 2024 informing about the dispatch of the Postal Ballot Notice through email only for seeking consent of the members of the Company for the businesses mentioned in the Postal Ballot Notice.

4. E-Voting

a. Agency

The Company engaged the services of National Securities Depository Limited ("NSDL") as the Service Provider, for the purpose of extending the facility of remote e-voting to the Members of the Company.



b. Remote e-voting

The remote e-voting period commenced on **Monday, December 16, 2024 (09:00 a.m. 1ST) and ended on Tuesday, January 14, 2025 (05:00 p.m. 1ST)**. The remote e-voting module was disabled for voting thereafter by the Service Provider.

Voting rights were reckoned as on Friday, December 06, 2024 being the "cut-off date" for the purpose of deciding the entitlements of Shareholders to vote on resolutions as mentioned under the Postal Ballot notice.

5. Preparation of results

The votes cast via remote e-voting facility were unblocked on January 14, 2025 by using the Scrutinizer's login on e-voting platform of NSDL in the presence of two witnesses Mr. Ronit Mestry and Ms. Tanvi Shah, who are not in the employment of the Company, as prescribed in Sub-rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

	
Mr. Ronit Mestry	Ms. Tanvi Shah

The remote e-voting results were then reconciled with the records maintained by the Company, the Company's RTA and the authorisations lodged with us and were scrutinized by us thereafter in a fair and transparent manner.

The results of remote e-voting are enclosed herewith as an **Annexure I**. The resolution having secured requisite majority shall be considered to have been passed.

The relevant records with respect to the postal ballot will be handed over to the Company Secretary for safe custody.

Thanking you.

**For JMJA & Associates LLP,
Practising Company Secretaries
Peer Review Certificate No. 980/2020**



**CS Mansi Damania
Founder Partner
FCS: 7447 | COP: 8120
UDIN: F007447F003689048**

Date: January 15, 2025

Place: Mumbai

ANNEXURE - I
REMOTE E-VOTING RESULTS

Resolution Required: (Special)			1. Appointment of Mr. Ravindra Pandey (DIN: 07188637) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	13,11,88,154	13,11,86,954	99.9991	13,11,86,954	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13,11,86,954	99.9991	13,11,86,954	0	100.0000	0.0000
Public Institutions	E-Voting	7,17,08,266	6,37,27,625	88.8707	5,72,88,729	64,38,896	89.8962	10.1038
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6,37,27,625	88.8707	5,72,88,729	64,38,896	89.8962	10.1038
Public Non-Institutions	E-Voting	5,94,52,975	1,48,61,978	24.9979	1,48,59,832	2,146	99.9856	0.0144
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,48,61,978	24.9979	1,48,59,832	2,146	99.9856	0.0144
Total		26,23,49,395	20,97,76,557	79.9608	20,33,35,515	64,41,042	96.9296	3.0704
Whether Resolution passed (YES or NO)	YES							

Resolution Required: (Ordinary)			2. Appointment of Mr. Raghupal Singh (DIN: 09583239) as a Non-Executive Non-Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	13,11,88,154	13,11,86,954	99.9991	13,11,86,954	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13,11,86,954	99.9991	13,11,86,954	0	100.0000	0.0000
Public Institutions	E-Voting	7,17,08,266	6,37,27,625	88.8707	5,82,69,839	54,57,786	91.4358	8.5642
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6,37,27,625	88.8707	5,82,69,839	54,57,786	91.4358	8.5642
Public Non-Institutions	E-Voting	5,94,52,975	1,48,61,568	24.9972	1,48,59,276	2,292	99.9846	0.0154
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,48,61,568	24.9972	1,48,59,276	2,292	99.9846	0.0154
Total		26,23,49,395	20,97,76,147	79.9606	20,43,16,069	54,60,078	97.3972	2.6028
Whether Resolution passed (YES or NO)	YES							

Resolution Required: (Special)			3. Appointment of Mr. Chandra Shekhar Verma (DIN: 00121756) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	13,11,88,154	13,11,86,954	99.9991	13,11,86,954	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13,11,86,954	99.9991	13,11,86,954	0	100.0000	0.0000
Public Institutions	E-Voting	7,17,08,266	6,37,27,625	88.8707	6,21,57,748	15,69,877	97.5366	2.4634
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6,37,27,625	88.8707	6,21,57,748	15,69,877	97.5366	2.4634
Public Non-Institutions	E-Voting	5,94,52,975	1,48,61,268	24.9967	1,48,59,674	1594	99.9893	0.0107
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,48,61,268	24.9967	1,48,59,674	1,594	99.9893	0.0107
Total		26,23,49,395	20,97,75,847	79.9605	20,82,04,376	15,71,471	99.2509	0.7491
Whether Resolution passed (YES or NO)	YES							

Based on the aforesaid results, we report that the Special Resolutions as contained in Item No. 1 and 3 and Ordinary Resolution as contained in item no. 2 of the Postal Ballot Notice dated December 09, 2024 have been passed with requisite majority.

Thanking you.

**For JMJA & Associates LLP,
Practising Company Secretaries
Peer Review Certificate No. 980/2020**



**CS Mansi Damania
Founder Partner
FCS: 7447 | COP: 8120
UDIN: F007447F003689048**

**Date: January 15, 2025
Place: Mumbai**