

WEL/SEC/2019

March 20, 2019

To,

<b>BSE Limited</b> 1 <sup>st</sup> Floor, Rotunda Bldg, Dalal Street, Fort, Mumbai - 400 001. Scrip Code: 532553	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. NSE Symbol: WELENT
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Dear Sir/Madam,

**Sub: Result of Postal ballot Voting (including e-voting) along with the Scrutinizer's Report.**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015 and other relevant provisions, if any, of the Regulations, kindly find attached herewith details of voting results declared today in Annexure I along with Scrutinizer's Report on e-voting and voting through postal ballot in respect of the below resolutions:

- 1) Ordinary Resolution for approval of material related party transactions for EPC Contracts entered into/to be entered between the Company and Project SPVs upto Rs. 5,000 crore for each project and upto Rs. 15,000 crore for all projects during any financial year for next 5 years.
- 2) Special Resolution for re-appointment of Mr. Mohan Tandon (holding DIN - 00026460) as an Independent Director for the second term of five consecutive years with effect from April 1, 2019.
- 3) Special Resolution for re-classification of Intech Metals S.A., a foreign co-promoter from "Promoter" category to the "Public" category.

Kindly take the above mentioned on record.

Thanking you.

Yours faithfully,

For **Welspun Enterprises Limited****Priya Pakhare**  
**Company Secretary**  
**FCS - 7805****Welspun Enterprises Limited**

Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020

E-mail : companysecretary\_wel@welspun.com Website : www.welspunenterprises.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 28 3666 2222 F : +91 28 3627 9010

Corporate Identity Number: L45201GJ1994PLC023920

## Annexure I

Day and Date of the meeting	Postal Ballot Notice dated January 29, 2019
Date of declaration of results (including e-voting)	March 20, 2019
Total number of shareholders on record date	As on the cut-off date i.e. December 31, 2018, the total number of shareholders were 54,106
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not applicable

**Resolution 1:** Ordinary Resolution for approval of material related party transactions for EPC Contracts entered into/to be entered between the Company and Project SPVs upto Rs. 5,000 crore for each project and upto Rs. 15,000 crore for all projects during any financial year for next 5 years.

Resolution Required (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/ resolution?					Yes			
Category	No. of shares held	Mode of Voting	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) = $[(5)/(2)]*100$
<b>Promoter &amp; Promoter Group</b>	68,365,003	E-Voting	0	0.00	0	-	0.00	0.00
		Poll	0	0.00	0	-	0.00	0.00
		Postal Ballot	0	0.00	0	-	0.00	0.00
		<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>
<b>Public - Institutions</b>	13,371,431	E-Voting	8,722,422	65.23	8,722,422	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		<b>Total</b>	<b>8,722,422</b>	<b>65.23</b>	<b>8,722,422</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Public - Non Institutions</b>	66,346,622	E-Voting	5,844,363	8.81	5,840,771	3,592	99.94	0.06
		Poll	-	0.00	-	-	0.00	0.00
		Postal Ballot	124	0.00	124	-	100	0.00
		<b>Total</b>	<b>5,844,487</b>	<b>8.81</b>	<b>5,840,895</b>	<b>3,592</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>	<b>148,083,056</b>		<b>14,566,909</b>	<b>9.84</b>	<b>14,563,317</b>	<b>3,592</b>	<b>99.98</b>	<b>0.02</b>

### Welspun Enterprises Limited

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**Resolution 2:** Special Resolution for re-appointment of Mr. Mohan Tandon (holding DIN – 00026460) as an Independent Director for the second term of five consecutive years with effect from April 1, 2019.

Resolution Required (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/ resolution?					No			
Category	No. of shares held	Mode of Voting	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 & Promoter Group	68,365,003	E-Voting	68,365,003	100.00	68,365,003	-	100.00	0.00
		Poll	0	0.00	0	-	0.00	0.00
		Postal Ballot	0	0.00	0	-	0.00	0.00
		<b>Total</b>	<b>68,365,003</b>	<b>100.00</b>	<b>68,365,003</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	13,371,431	E-Voting	8,722,422	65.23	8,722,422	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		<b>Total</b>	<b>8,722,422</b>	<b>65.23</b>	<b>8,722,422</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	66,346,622	E-Voting	5,844,363	8.81	5,840,079	4,284	99.93	0.07
		Poll	-	0.00	-	-	0.00	0.00
		Postal Ballot	124	0.00	124	-	100	0.00
		<b>Total</b>	<b>5,844,487</b>	<b>8.81</b>	<b>5,840,203</b>	<b>4,284</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>	<b>148,083,056</b>		<b>82,931,912</b>	<b>56.00</b>	<b>82,927,628</b>	<b>4,284</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 3:** Special Resolution for re-classification of Intech Metals S.A., a foreign co-promoter from “Promoter” category to the “Public” category.

Resolution Required (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/ resolution?					Yes, Intech Metals S.A., a foreign co-promoter is interested in this resolution			
Category	No. of shares held	Mode of Voting	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 & Promoter Group	68,365,003	E-Voting	68,365,003	100	68,365,003	-	100	0
		Poll	0	0	0	-	0	0
		Postal Ballot	0	0	0	-	0	0
		<b>Total</b>	<b>68,365,003</b>	<b>100</b>	<b>68,365,003</b>	<b>-</b>	<b>100</b>	<b>0</b>
Public - Institutions	13,371,431	E-Voting	8,722,422	65.23	8,722,422	-	100	0
		Poll	-	0	-	-	0	0
		Postal Ballot	-	0	-	-	0.00	0.00
		<b>Total</b>	<b>8,722,422</b>	<b>65.23</b>	<b>8,722,422</b>	<b>-</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	66,346,622	E-Voting	5,844,363	8.81	5,841,563	2,800	99.95	0.05
		Poll	-	0	-	-	0	0
		Postal Ballot	124	0	124	-	100	0
		<b>Total</b>	<b>5,844,487</b>	<b>8.81</b>	<b>5,841,687</b>	<b>2,800</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>	<b>148,083,056</b>		<b>82,931,912</b>	<b>56.00</b>	<b>82,929,112</b>	<b>2,800</b>	<b>100.00</b>	<b>0.00</b>

For Welspun Enterprises Limited

**Priya Pakhare**  
**Company Secretary**  
**FCS - 7805**

**Welspun Enterprises Limited**

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**MIHEN HALANI & ASSOCIATES**

*Practicing Company Secretaries*

32, First Floor, Shantinath Shopping Centre, Near Aditi Restaurant, S.V. Road, Malad (West),  
Mumbai – 400 064, Tel No.: +91 84519 92333 Email: [mihenhalani@gmail.com](mailto:mihenhalani@gmail.com)

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**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Welspun Enterprises Limited  
Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370  
110.  
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai  
- 400 013.

Sub: Scrutinizer's Report on voting through electronic means and postal ballot in  
terms of sections 108 and 110 of the Companies Act, 2013 read with Rule 20  
and 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the  
Board of Directors of **Welspun Enterprises Limited** as Scrutinizer to conduct the postal  
ballot voting process (both e-voting and by way of postal ballot) in fair and transparent  
manner for passing ordinary and special resolutions as set out in the postal ballot notice  
dated January 29, 2019, hereby submit our report as under;

- The consolidated result of e-voting and postal ballot is attached to the report.

For Mihen Halani & Associates  
(Practicing Company Secretaries)

Date: 20<sup>th</sup> March, 2018  
Place: Mumbai



*Mihen Halani*  
Mihen Halani  
(Proprietor)  
FCS No: 9926  
CP No: 12015

Report on Voting through Electronic means and Postal Ballot

VOTING RESULTS FOR RESOLUTION NO. 1

Details of Valid Votes	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	186	14563317	99.98
Dissent	14	3592	0.02
<b>TOTAL</b>	<b>200</b>	<b>14566909</b>	<b>100.00</b>

Result Declared: The Resolution passed as an Ordinary Resolution.

VOTING RESULTS FOR RESOLUTION NO. 2

Details of Valid Votes	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	192	82927628	99.99
Dissent	17	4284	0.01
<b>TOTAL</b>	<b>209</b>	<b>82931912</b>	<b>100.00</b>

Result Declared: The Resolution passed as a Special Resolution.



VOTING RESULTS FOR RESOLUTION NO. 3

Details of Valid Votes	No. of Ballots and E Votes	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	Percentage (%)
Assent	198	82929112	100
Dissent	11	2800	0.00
<b>TOTAL</b>	<b>209</b>	<b>82931912</b>	<b>100</b>

Result Declared: The Resolution passed as a Special Resolution.

*Note: If any promoter shareholders / directors / key-managerial personnel / related party / other shareholders are interested and have casted their vote in any Resolution(s), the same has not been counted in the above results.*

For Mihen Halani & Associates  
(Practicing Company Secretaries)

Date: 20<sup>th</sup> March, 2018  
Place: Mumbai



*Mihen Halani*  
Mihen Halani  
(Proprietor)  
FCS No: 9926  
CP No: 12015