

WLL/SEC/2024 July 26, 2024

To,

BSE Ltd.

Department of Listing,
P. J. Towers, Dalal Street, Mumbai – 400 001,
Maharashtra, India.

(Scrip Code-514162)

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051,
Maharashtra, India.

(Symbol: WELSPUNLIV)

Sub: Submission of Public Announcement for Buyback of equity shares of Welspun Living Limited (formerly known as Welspun India Limited) ("Company")

Dear Sir/Madam,

This is further to our intimation dated July 24, 2024, where the Company has informed that the Board of Directors of the Company have approved the proposal to Buyback up to 1,26,55,970 (One Crore Twenty Six Lakhs Fifty Five Thousand Nine Hundred and Seventy) fully paid up equity shares of face value of ₹ 1 each ("Equity Shares") at a price of ₹ 220/-per Equity Share of the Company from the existing shareholders/ beneficial owners as on record date on a proportionate basis through the Tender Offer process (the "Buyback").

In this connection, please note that today i.e. on July 26, 2024 the Company has published the Public Announcement of buyback in Financial Express (English – All editions), Jansatta (Hindi – All editions), Kutch Mitra and Kutch Uday (Gujarati Edition, Gujarati being the regional language of Gujarat wherein the registered office of the Company is located) pursuant to Securities & Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations").

The copy of the said Public Announcement is enclosed for your reference and dissemination on the Stock Exchanges.

Thanking you, Yours faithfully, For **Welspun Living Limited** (Formerly known as Welspun India Limited)

Shashikant Thorat Company Secretary and Compliance Officer FCS: 6505

Encl: as above

Welspun Living Limited (Formerly known as Welspun India Limited)

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai 400013. India T: +91 22 6613 6000 / 2490 8000 | F: +91 22 2490 8020 E-mail: companysecretary_wil@welspun.com | Website: www.welspunliving.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110. India T: +91 28 3666 1111 | F: +91 28 3627 9010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191. India T: +91 26 0243 7437 | F: +91 26 0224 37088

Corporate Identity Number: L17110GJ1985PLC033271

WELSPUN LIVING LIMITED

(Formerly known as Welspun India Limited)

Registered Office: Welspun City, Village Versamedi, Talkak Anjar, District Kutch, Gujarat-370 110, India.

Corporate Office: Welspun House, 6th Floor, Kamala City, Senapati Bayat Marg. Lower Parel (West), Mumbal-400 013, Maharashtra, India.

CIN: 1.17110GJ1965PLC033271

Tel: +91 22 6613 6000; Fax: +91 22 2490 8020; Website: www.welspunliving.com; E-mail: companysecretary_wil@welspun.com
Contact Person: Mr. Shashikant Thorat, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT

PUBLIC ANNOUNCEMENT!

FOR THE ATTENTION OF THE EQUIT'S PHAREHOLDERS | BENEFICIAL OWNERS OF THE EQUITY SHARES
OF WELSPUN LYUNG LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS
THROUGH THEOR FOFER ROTULE WIDDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK
OF SECURITIES) REGULATIONS, 2018, AS AIMENDED.

This public amountement ("Public Amountement") is made in relation to the buy-back of fully paid-up equily or SECURITE'S REGULATIONS, 2019, As AMENDED.

This public amountement ("Public Amountement") is made in relation to the buy-back of fully paid-up equily shares having a face value of \$1 in Hospec fore only each time "Equily Shares" by Welspun Livery Limited ("the Company") floroigh a landar of file route using 8 Sock Exchange and excellence with Securities and Exchange Board folia ("SEB") crouds CREGFOPOLICYCELL 1/2015 date in 411, 2015 result with the cruciar Exchange Board folia ("SEB") crouds CREGFOPOLICYCELL 1/2015 date in 411, 2015 result with the cruciar 11, 2021 and cruciar SEBLECOFEDING-2P/CREGROSS dated Minns (8, 2022) all principles of 1, 2021 and cruciar SEBLECOFEDING-2P/CREGROSS dated Minns (8, 2022) all principles of 1, 2021 and cruciar SEBLECOFEDING-2P/CREGROSS dated Minns (8, 2022) all principles of 1, 2021 and crucial seal of the patients of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations; 2015 for the time being in force of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations; 2015 for the time being in force of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations (2015), from the existing shareholder's beneficial covers of the Company (the "Shareholders").

existing situation/desix poendicial covers of the Company (the "Shareholders").

OFFERT DIBLY-SCALE UP 10 1,28,5597 (ONE CROSE TWENTY SIX LAKHS FIFTY FIVE THOUSAND NINE HUNDRED AND SEVENTY) FULLY PAID-UP EQUITY SHARES OF 81 1-EACH AT A PRICE OF \$220-(RUPEES TWO HUNDRED AND TWENTY ONLY, (THE "SUPLAS AND OFFER PRICE") FOR EQUITY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS FOR ILL THE EQUITY SHAREHOLDERSBENEFICIAL OWNERS OF CASH ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERSBENEFICIAL OWNERS OF THE COMPANY THROUGH TENDER OF PERF PROCESS USING THE STOCK EXCHANGE

CHANISM
In figures contained in this Public Announcement, including financial information, have been subject to rounding-adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or certainge change of such numbers may not conform exactly to the lotsif figure given and (ii) the sum of the numbers column or row in certain tables may not conform exactly to the otto figure given the actionation or DETAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE

The Board of Details and the Secretary of the Company of

- a column or row in certain tables may not conform exactly to the total figure given from that column or row.

 DETAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE

 The Board of Detection of the Company in the Board in all smeding hald on July 24, 2024 (the "Board Meeting Date") has subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved the proposal for the buy-back of up to 12.55.570 (Under Tore Team's) St. Laths Fifty Five Thousand Nane Hunded and Severity (Equity Shares (representing 1.3%); of the total Equity Shares in the tale issaed and padeup Equity Shares (representing 1.3%); of the total Equity Shares in the tale issaed and padeup Equity Shares expand of the Company and price to the state of t

- exchange mechanism as specified by SEBI Circulars:

 13. The prica of which the Company proposes to undertake the Bisy-back, being ₹2204 (Rupees Two Hundred and Twenty Only) per Equity Share (the "Buy-back Offer Price") which has been arrived at later considering various factors, such as the average closing prices of the Equity Shares on NES and SES, where the Equity Shares is listed, the net-worth of the Company and the impact of the Buy-back on the earnings per Equity Shares is listed, the net-worth of the Company and the impact of the Buy-back con the earnings per Equity Shares.

 14. In accordinate with the provisions of the Companies Act and Buy-Back Regulations, the Maximum Buy-back Size represents 7.87% and 6.87% of the aggregate of the fully paid-up Equity Share capital and free reserves (including security) are per the latest and standards and consolidate financial statements of the Company for the francial year ended March 31, 2024 espectively, and is within the statutory limit of updo 10% of the aggregate of the fully paid-up Equity Share capital and fine reserves (including securities permium account) as per the latest audited standards and consolidated financial statements of the Company for the Research Shares and Company for the Particle Programs of the Shares of the Sha
- Section is a series about season and section with the provisions of the Cort spart in the Cort spart of the Cort spart in the Cort spart of the Cort spart in the Cort spart of Cort spart in the Cort spart in th

- Buy-back. A copy of this Public Announcement is available on the website of the Company at www.websurliving.com and the Manager to the Buy-back (www.damcapital.in) and is expected to be available on the website of SEBI at <a href="https://www.sebi.aguin.during-the-period of Buy-back and on the website of the Stock Exchanges at <a href="https://www.sebi.aguin.during-the-period-of-p

- The Buy-back will help the Company to return surplus cash to its members, holding equity shar tendering under the Buy-back, broadly in proportion to their shareholding, thereby enhancing the return to the members;
- result of an inequality, which is being implemented through the Tender Offer route as prescribed under the Buy-Back Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought box; severed for the senial shareholders. The Congrapy believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as 'maint shareholder';
- iii. The Buy-back may help in improving roturn on equity, by reduction in the equity base, thereby leading to long term increase in shareholdses value. The Buy-back will not narry manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required;
- The Buy-back gives an option to the members holding equity shares of the Company, who can chool
 participate and get cash in fleu of equity shares to be accepted under the Buy-back offer or they may ch
 not to participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back, wit
 any artificinal injustment.

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK

INFORMATION INVESTOR OF SECURITIES INFAIL THE CUMPART PROVIDES TO BUYEACK.

THE Company proposes to Buyeack up to 128.55370 (One Crore Twenty Six Labs Fifty Five Thousand Nine Hundred and Seventy) Equity Shares of the Company (representing 1.30% of the total number of Equity Shares in the packly Equity Shares of the Company as all March 31, 2054.

In the packly Equity Share Equits of the Company as all March 31, 2054.

MAXIMUM AMOUNT REQUIRED UNDER THE BUYEACK ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED.

FINANCED

The maximum amount required for Buy-back will not exceed ₹2.78,43,13,400^L (Rupees Two Hundred and Sevent) Epith Cores Forly Three Lakhs Thirthousand and Four Hundred only) excluding Transaction Cost. The Maximum Buy-back Sez constituted 7.78 /n and 6.78 ^L or the aggregate May device peuty stem capital and fine reserves (robuding securities promism account) as per file littlest audited standarders and consolidated in familiar and fine reserves (robuding securities promism and fine reserves (robuding securities promism and fine reserves (robuding securities promism and the securities promism with the prescribed limit of financial statements of the Company as on March 13, 1220, respectively, which is with the prescribed limit of

The trunds required for the implementation of the Buy-back (including the Transaction Cost) will be sourced out free reserves (including securities premium account) of the Company and/or such other source as may be rmitted by the Buy-Back Regulations or the Companies Act.

The Company shall transfer from its free reserves (including securifies premium account), a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent untilled financial statements.

MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES AND THE BASIS OF ARRIVING AT BUY-BACK OFFER PRICE

BACK OFFER PRICE

The Equily Shares are proposed to be bought back at a price of #2201- (Rupees Two Hundred and Twenty Only)
per Equily Shares are proposed to be thought back at a price of #2201- (Rupees Two Hundred and Twenty Only)
per Equily Shares.

The Buy-back Offer Price has been enrived at after considering various factors such as the accountilated free reserves (including Securities Premium Account), as well as the cash liquidity reflected in audited standardor and consolitated francial statements of the Company for the financial year March 11, 2021, the subsequent business of elecoferoments. By pre-ailing market price of the equity shares of the Company for bloom the aminoacciment of

- Board Meeting for consideration of Buy-back, the net worth of the Company and the impact of the Buy-back on the key financial ratios of the Company.

 The Buy-back Price represents:

 In premium of 30.7% and 42.91% over the volume weighted average market price of the Equity Shares on the NSE and the SSE respectively, during the 3 (threet) months preceding July 19, 2024, being the date of infinition to the SSE Schock Exchanges regarding the Board Meeting Date ("Intimation Date").

 In premium of 30.80%, and 30.71% over the volume weighted average market price of the Equity Shares on the NSE and BSE the, respectively, during the 2 (threet) weeks period preceding Intimation Date.

 In premium of 30.50% and 32.60% over the volume verighted average market price of the Equity Shares on the NSE and the SSE over the closing price of the Equity Shares on the NSE and the SSE over the closing price of the Equity Shares on the NSE and BSE, respectively, as on the 18c and 18c

- on the Board Meeting Date of the Equity Shares as on the day preceding the Intimation Date was ₹175.87 and £176.25 and so the Board Meeting Date was ₹177.86 and \$177.45 on the NSE and the BSE, respectively. As required under Section 682(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecund decision wild by the Company will not be more than their lots planks per part of the Date of the Section 682(2) and Section 682(
- DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP, SHAREHOLDING AND OTHER DETAILS.
- aggregate shareholding of the promoters and members of the promoter group of the Compa rd Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name of Shareholder	Category	No. of Equity Shares held	% of issued Equity Share Capital (on fully diluted basis)
1	Mr. Balkrishan Goenka	Promoter	4,90,660	0.05
2	Ms. Dipali Goenka	Promoter	7,50,400	0.08
3	Mr. Rajesh Mandawewala	Promoter	1,030	Negligible
4	Balkrishan Gopiram Goenka, Trustee of Welspun Group Master Trust	Promoter	67,62,77,416	69.59
5	Ms. Radhika Goenka Agarwal	Promoter Group	20.08,600	0.21
6	Balkrishan Gopiram Goenka, Karta of Balkrishan Goenka HUF	Promoter Group	1,93,320	0.02
7	Aryabhat Vyapar Private Limited	Promoter Group	54,24,020	0.56
8	MGN Agro Properties Private Limited	Promoter Group	1,000	Negligible
	Total		68,51,46,446	70.50

6.2 The aggregate shareholding of directors of promoter group compar 24, 2024 and the date of this Public Announcement is as follows:

Sr. No.	Directors of Promoter Group	No, of Equity Shares held	% of issued Equity Share Capital of Welspun Living Limited (on fully diluted basis)
1	Mr. Devendra Patil (Director of Aryabhat Vyapar Private Limited)	4,922*	Negligible
2	Mr. Lal Hotwani (Director of Aryabhat Vyapar Private Limited)	31,526	Negligible
	Total	36,468	Negligible

on to above mentioned 4,922 equity shares, 20 equity shares are jointly held with the daughters who are

the first shareholders.

The aggregate number of Equity Shares purchased or sold by the promoters, members of the promoter girdirectors of the promoter group companies and persons in control of the Company during a period of six mo preceding the Board Meeting Date, being July 24, 2024 and the date of this Public Announcement, is as follows:

a occurring a rock	round imodeling i	sono, soning sony i		010 0010 01 1110 1 02	-01-111-001-00	morna no do ronos
		No. of Equity Shares		Date of Minimum Price		Date of Maximum Price
			MIL			

The aggregate shareholding of the directors and key managerial personnel of the Company as on the Board Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name	Designation	Number of Equity Shares held	Percentage of issued share capital (%)
1.	Mr. Balkrishan Goenka	Chairman and Non-Executive Non- Independent Director	4,90,660	0.05
2.	Mr. Rajesh Mandawewala	Executive Vice Chairman (Whole time Director)	1,030	Negligible
3.	Ms. Dipali Goenka	Managing Director & Chief Executive Officer	7,50,400	0.08
4.	Mr. Shashikant Thorat	Company Secretary and Compliance Officer	10	Negligible

[4]. [M. Shashkind Thoral [Company Secretary and Complance Officer] 10. Negligible Fixerpst stated shore, one on the Investor or other Key Managaria Personnel hold any Equity Shares of the Company as on the date of the Board Meeting i.e. July 24, 2024 and the date of this Public Announcement, Intention of the Promoters and members of the Promoter Group and persons in control of the Company to tender Equity Shares in the Buy-back: In terms of the Buy-Back Regulations, under the Tender Offer route, the Promoters and members of Promote Group and persons who are in control of the Company have the option to participate in the Buy-back. In this regard, the Promoters and the Members of Promoter Group have expressed their inferition to participate in the Buy-back by way of their letters as of his date of the Company have the option to the date of the regard, the Promoters and the Members of Promoter Group have expressed their inferition to participate in the Buy-back by way of their letters as of his date of the Company have the promoter of Equity Shares held by then as on the Record Date, whichever is lower, or (if) such lower number of Equity Shares in accordance with the provision of the SEB Buy-back. Regulations.

Sr. No	Name of shareholder	No. of Equity Shares held	Maximum number of Equity Shares intended to tender
1)	Balkrishan Gopiram Goenka, Trustee of Welspun Group Master Trust	67,62,77,416	87,91,606
2.	Aryabhat Vyapar Private Limited	54,24,020	70,512
3.	Dipali Goenka	7,50,400	9,755
4.	Radhika Goenka Agarwal	20,08,600	26,111
	Total	68,44,60,436	88,97,984

The details of the date and price of acquisition/sale of the Equity Shares by the Promoter, members of the Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out

Date of Transaction	No. of Equity Shares	Nominal Value per	Price Per Share	Acquisition / Sale	Nature of Transaction/ Consideration	
	share (₹)		(₹)	Consideration* (₹)	STORYSHIOLOGICS D	
		tee of Wels	pun Group	Master Trust		
February 26, 2018	93,990	1	63.40	59,58,966	Acquired vide inter-se transfer	
May 21, 2019	67,90,78,913	1	0.37	25,05,00,000	Acquired vide Scheme of Amalgamation Issued pursuant to merger of Prasert Multiventure Private Limited (which was 100% held by Welspun Group Master Trust) with Welspun India Limited vide NCLT Order dated 21st May 2019	
March 13, 2020	9,37,999	- 1	32.28	3.02.77.622	Open Market	
March 15, 2020	10.62.001	- 4	32.06		Open Market	
March 17, 2020	21,30,000	- 4	27.77		Open Market	
July 28, 2020	35.01.254	- 3	39.01		Open Market	
July 29, 2020	16,50,000	- 14	39.58		Open Market	
August 05, 2020	25,00,000	- 34	44.94		Open Market	
August 06, 2020	20,11,275	- 4	44.89	9.02.77.520	Open Market	
August 10, 2020	15.00.000	- 1	43.86		Open Market	
July 14, 2021	(81,70,000)	- 1	120.00	(98,04,00,000)	Buyback	
May 29, 2023	(1,00,18,016)	- 1	120.00	(1,20,21,61,920)		
Total	67,62,77,416			1	- 0	
Maximum number	of Equity Share	s intended	to be tende	red	87,91,606	
Aryabhat Vyapar F						
July 30, 2019	54,24,020	1	1.44	78,09,695	Acquired pursuant to the scheme of Arrangement between Welspun Tradewel Limited and MGN Agro Properties Private Limited and Aryabhat Vyapar private Limited	
Total	54,24,020					
Maximum number	of Equity Share	s intended	to be tende	red	70,512	
Dipali Goenka	15					
August 05, 2003	7,50,400	1	Nil	Nil	Received by way of Gift	
Total	7,50,400					
Maximum number		es intended	to be tende	red	9,75	
Radhika Goenka A	Agarwal					
August 05, 2003	20,08,600	- 1	Nil	Nil	Received by way of Gift	
Total	20,08,600					
Maximum number	of Equity Share	s intended	to be tende	red	26,11	

NO DEFAULTS

There are no defaults subsisting in payment of dividend or repayment of any term loans to any shareholder or inancial institution or banking company (including interest psyable thereon), as the case may be. Further the Zompany has not issued any deposits, debentures or preference sharehor.

CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF BUY-BACK REGULATIONS AND THE COMPANIES ACT

- THE COMPANIES ACT

 1 All the equity theres for Buyback are fully paid-up:

 9.2 The Company shall not issue and allot any Equity Shares including by way of bonus or convert any outstanding employee shock ownership plans inclustrating in statements into Equity Shares, till the date of payment to shareholders for shares bought back under the Buyback.

 3 The Company shall not windraw the Buyback after the letter of offer is flied with SEBI or the public announcement of the offer for the Buyback are shall not windraw the Buyback after the letter of offer is flied with SEBI or the public announcement of the offer for the Buyback in the shall be shal
- to the town on an acceptance is insected.

 The Company is part provisions of Section 58(8) of the Companies Act 2013, shall not make a further issue of the same shirld of shares or other securities including allothered for new shares under clause of partners or continued for section 52 or defined and or section 52 or defined and or section 52 or defined and or section 52 or defined or buydance keeps by way of a bornus issue or in the discharge of subresting obligations such as conversion of variants, shock option schemes, water openly or conversion of preference shares or observations and partners of the section 52 or design of subresting of subresting of subresting should be such as the section 52 or design of subresting or subrestin
- 9.5 The Company shall not Buy-back out of the proceeds of an airrier saus of the same kind of shares or same kind of other specified securities.
 9.6 The Company shall read seek out of the proceeds of an airrier saus of the same kind of shares or same kind of other specified securities.
 9.5 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity shares purchased through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audied francial statements;
- The Company, as per provisions of 24(i)(f) of Buyback Regulations, shall not raise further capital for a period of one year from the date of completion of payment to shareholders under this buyback except in discharge of its
- 9.8 The Company shall not Bulyback locked-in Equity Shares and non-transferable Equity Shares till the pit the lock-in or till the Equity Shares become transferable;
 9.9 The Company shall not Bulyback its shares from any person through negotiated deal whether or stock exchanges or through sout transactions of through any private arrangement in the implement.
- Buydack;

 9.10 There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institutions or banking

- companies;
 9.11 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company, including its own subsidiary companies or through any investment companies; or 12.Funds howeved from banks and financial institutions will not be used for the Ruptadox:
 9.13 The maximum amount of the Boyback i.e. \$27.843.13.400. Ruptees Two Hundred and Sevently Eight Cores.
 Forly Three Labh Thirtien Thousand and Four Furtherd only/dose not exceed 19s of the aggregate paid-up.
 Equity Share capital and five reserves (including securities premium account) of the Company as per latest audited belances heate son March 3.1, 2024 on shardone and consolidated basis;
 9.14 The maximum number of shares proposed to be purchased under the Buyback 1.26.55/70 (One Crow Twenty) Ski Lakhs Fifty Fire Thousand Neth Hundred and Seventy, dose not exceed 5% of the total number of fully paid up Equity Shares in the fully paid-up Equity Share capital as per the audited balances sheet as on March 3.1, 2024 of the Shardon and the share of the Shardon Sha

- of the Buyback Period;
 9.16 The Buyback shall not result in delisting of the Equily Shares from the Stock Exchanges;
 9.17 The public shareholding post buyback shall not fail below the minimum level required as per Regulations;
 9.18 Theria is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the of the Companies Act. as on date;
 9.19 The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
 9.20 The Equily Shares bought back by the Company will be compulsorily extinguished and will not reinsuance.

- reissuance

 9.21 As per Regulation 5(1)(c) and Schedule (xii) of the SEBI Buy-Back Regulations, it is confirmed that there is no breach of any covenants of the loans taken. The consortium of lenders have confirmed the same in the consortium meeting held on July 24, 2004; and 1992. That the reside of the aggregate of secured and unsecured debts owed by the Company shall not be more than hatce the pad-up equity state capital and fee reservés (including securities premium account) after the Buylabus, it used on the latest analyties, audited standatione and consolidated financials of the Company as on March 11, 2024, whichever sets out a lover amount.

 10. CONFIRMATIONS FROM THE BOARD

 The Beard of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that.

 (i) that immediately following the meeting of the Board of Directors (iz. July 24, 2024 ("Board Resolution) with regurds to the proposed Buylabus, there will be no grounds on which the Company could be found unable to pay is debts:

 (ii) As regards the Company's prospects for the year immediately following the Board Meeting Date and having.
- pay its debts:

 (i) As regards the Company's prospects for the year immediately following the Board Meeting Date and having regard to the Board's instriction with respect to the management of Company's business during that year and to the amount and character of the femanical resources which will in the Board's serve be evaluated to be Company during that year. the Company will be able to meet its liabilities as and when they fall due and will not be rendered incolvent within a period for eye year from the Board Meeting Joile 18, July 24, 24(2018) and (iii) In forming an opinion for the above purposes, the Board has taken into account the liabilities (including prospective and configers liabilities, as if the Company was being wound up under the provisions of the Companies Act, 2013 and the Insolvency and Bankruptoy Code, 2016, as amended from time to lime, as applicables.
- REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS
 PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS RECARDING INSOLVEN
 The text of the Report dated July 24, 2024 of S R 8 C & CO LLP, the Statutory Auditors of the Company is reproduced below.

Quote independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (si) of Schedule 1 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended The Board of Directors

Weispan Living Limid (formerly known as Weispan India Limided).

6th Floor, Karnala Mills Compound, Senapati Bapat Mary, Lower Parel, Mumbai 400 013.

Michocottes, Lieble.

- ued in accordance with the terms of our service scope letter dated July 23, 2024, and master sement October 5, 2022 with Welspun Living Limited (formerly known as Welspun India
- Limited, The proposal of Welspun Living Limited (formerly known as Welspun India Limited) (the 'Company') to but back its equity sharers in pursuance of the provisions of Section 88 and 70 of the Companies At 2,013 This ACA) and Securities and Exchange Board of India (Buly-back Securities) Regulations, 2018 as amended ("the SEBI Bulyback Regulations') has been approved by the Board of Derectors of the Company in their meeting held on July 24, 2024 The Company has prepared the attached "Statement of determination of the amount permissible capital payment for proposed buyback of equity shares' (the "Statement") which we have initiated for identification purposes only.

- initiated for identification purposes only, acard of Directors Responsibility.

 The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation, and making estimates that are responsible in the currunstances.
- The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Corr and to brin an opinion as specified in disuse (y) of Schedule to the SEEI Buyback Regulations on reaso significant and that the Company will not, having regard to its state of affairs, will not be medient and will have period of one year from that date of board meeting. The Board of Directors are also responsible ensuring that the Company complies with the requirements Act and SEBB byback Regulations.

- ensuring that the Company complies with the requirements Act and SEBI Buyback Regulations.

 Auditor's Responsibility

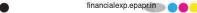
 5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance:

 (i) Whether we have required into the state of affairs of the Company in relation to its audited standations and consolidated financial statements for year ended thank of 3.7,032.

 (ii) Whether the amount of permissible capital payment for the proposed buyback of the capity shares as included in the Statement has been properly determined in accordance with the provisions of Scilicity of the Act and Regulation 4(i) read with provisio to Regulation 5(i)(b) of the SEBI Buyback Regulations.
- included in the Statement has been properly determined in accordance with the provisions of Staction 65(8)(2) of the Act and Regulation 4)(in read with provise to Regulation 5)(i(b) of the SEBI Buyback Regulations.

 (ii) Whether the Board of Directors have formed the opinion as specified in classe (ii) of Schedule Is the SEBI Buyback Regulations or ressonable promotis and that the Company will not, having regard to his state of difficient will be active the promotion of the Company will not, having regard to his state of difficient will not be reported into plant the state of control or the state of difficient will not be reported and consolidated financial statements, referred to in paragraph 5(a) above, have been audited by us on which we issued an unmodified audit originion vise our reports dated April 25, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 14(5)(10) of the Act and other applicable authoritative proconcements issued on Auditing, as specified under Section 14(5)(10) of the Act and other applicable authoritative proconcements size of recording the statements are five of Chartered Accountments of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial alterments are five of Chartered Accountments of India. Those Standards require that we consider a statement of the Conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountates of India. The Customer Note requirements of the Scholaron Note requirements of the Conductor Note requirements of the Scholaron Note r

Contd.



- Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buyback on a standalone as well as consolidated basis for the year ended March 31, 2024;
- Examined that all shares for buyback are fully paid-up
- Examined that all shares for buyback are fully plact-up;
 Obtained the unitize of the meeting of the Board of Directors in which the proposed buy-back was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company will not, having regard to the state of affairs, be rendered insolvent within a period of one yet from that date.
 Obtained necessary representations from the management of the Company.

- Opinion

 11. Based on our examination as above, and the information and explanations given to us, we report that:

 10. We have inquired into the state of affairs of the Company in relation to its audited standalona and consolidated financial statements for year ended March 31, 2024.

 10. The amount of permissible capital payment for prospeed buylasks of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 62(2)(o) of the Act and Regulation of 4) from with provision of Regulation (Fig.) by the SEBI buylask Regulations.

 10. The Board of Directors have formed the opinion as specified in clause (i) of Schodule I of the SEBI Buylasks Regulations on reasonable grounds and that it Company will not, having regard to lead at all additions are reasonable grounds and that the Company will not, having regards to set sate of affairs, will not be rendered insolvent within a period of one year from that date of the above board meeting.

The sense of the s

ICAl Firm Registration Number: 324982E/E300003

per Jai Prakash Yadav

mhershin Number 066943

UDIN - 24066943BKGFQM6965

Place of Signature: Mumbai Date: July 24, 2024

Computation of amount of permissible Capital Payment (including premium) as at March 31, 2024 Computation of amount of permissible capital payment towards buyback of equity shares in compilance with Section 58(2)(c) of the Act and provisions of clause 4(f)) and 5(f)(b) under the Buyback Regulations of SEBI, based on annual audited standalone and consolidated financial statements as at and for the year ended 31 March 2024 Annexure A - Statement of Permissible Capital Payment (including premium) as at March 31, 2024

Particulars		Standalone	Consolidated
Paid-up equity capital as at 31 March 2024	(A)	97.18	97.18
Free reserves as at 31 March 2024:		1000000	
- Retained earnings	9	3,445.05	4,057.54
- Securities premium			
- General reserve	16	71.60	93.60
- Treasury reserves	iv	(74.71)	(74.71)
Total free reserves	B = i + ii + iii + iv	3,441.94	4,076.43
Total paid-up equity share capital and free reserves	C = A+B	3,539.12	4,173.61
 - Maximum amount permissible for buy back under Section 68 of the Companies Act 2013 and Regulation 4(f) of the Buyback - Regulations ie. 25% of the aggregate of the total paid up capital and free reserves. 	C *25%	884	1,043
 Maximum amount permissible for buy back under the proviso to Regulation 5(i)(b) of the Buyback Regulations ie. 10% of the aggregate of the total paid up capital and free reserves. 	C*10%	353	417
Amount proposed by Board Resolution dated July 24, 2024, ap	proving the buy back		278.44

(i) The amounts of paid up equity capital and free reserves as at 31 March 2024 have been extracted from the ann audited standalone and consolidated financial statements of the Company as at and for the year ended 31 Ma

(iii) As per Companies Act, 2013 for the purpose of section 68 free reserves include securities premium

Statement of Debt owned funds to paid-up capital and free reserves before and after buy back of equity shares a section 68(2)(d) of the Companies Act, 2013

		(Amo	ount in ₹ Crores
Particulars		Standalone	Consolidated
Debt owned funds to paid-up capital and free reserves (before proposed buy-back of equity shares)			
Debt/Equity Ratio	(C/D)	0.55	0.60
Total Debt			
- Non-current borrowings	(A)	656.20	832.71
- Current borrowings	(B)	1,273.94	1,687.80
Total Debt	(C) = (A) + (B)	1,930.14	2,520.51
Total equity before proposed buy back of equity shares	(D)	3,539.12	4,173.61
Proposed buy back of equity shares	(E)	278.44	278.44
Total equity after proposed buy back of equity shares	(F) = (D) - (E)	3,260.68	3,895.17
Debt owned funds to paid-up capital and free reserves (after proposed buy back of equity shares) (Maximum permissible limit is 2-1).	(C/F)	0.59	0.65

For Welspun Living Limited

Company Secretary

FCS: 6505 Date: July 24, 2024

As on the date of this Public Announcement, the Company has outstanding facilities with lenders. It is confirmed that there is no breach of any covenants of the loans taken. The consortium of lenders have confirmed the same in the consortium meeting held on July 24, 2024.

- in the consortum meeting held on July 24, 2024.

 RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

 1 As required under the Buy-Back Regulations, the Company has fixed the Record Date as August 05, 2024, for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buy-back (the "Eligible Shareholders").

- As required under the Buy-Back Regulations, the Company has food the Record Date as August CS, 2024, for
 the purpose of celeraming the entitlement and the names of the shareholders, who will be eligible to participate
 in the Buy-Back (the "Eligible Shareholders").
 I also do country, and the properties of the Shareholder of the Company of the Eligible Shareholder one on tensions of the Later of Offer and provided the participation in the Buy-Back (the "Letter of Form indicating the entitlement of the Eligible Shareholder from the Eligible Shareholder from the Eligible Shareholder one not receive the Later of Offer any with a store from the Eligible Shareholder map participate and tender shares in the Buy-Back. The dispatch of the Letter of Offer any participation in the Buy-Back in the Shareholder map participate and tender shares in the Buy-Back. The dispatch of the Letter of Offer shareholder map participate and tender shares in the Buy-Back. The dispatch of the Letter of Offer shareholder map participate and the Buy-Back and the Shareholder of the Shareholder ("Letter of Offer a request has to be sent to the Company or Registrar to the Buy-Back to receive a copy of the letter of offer hybridad form and the same shall be provided.
 The Equity Shares to be bought back as a part of the Buy-Back and violeties in the Company or Registrar to the Buy-Back are discovered category for and Shareholders ("General Category").
 As defined in Regulation 20(t)(in) of the Buy-Back Regulations, a small shareholder means a shareholder of a company, who holds shares or other specified socienties whose mallet value, on the basis of closing price of shares or other specified socienties whose mallet value, on the basis of closing price of shares or other specified socienties whose mallet value, on the basis of closing price of shareholders are on the Regulations, 15th, (Effect proper to Later).
 As designed the specified socienties whose mallet value, on the basis of cl

together for determining the category (small shareholder or general) and entitlement under the Buy-back. In case of joint shareholding, the Equily Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be cubable obgether. In case of Ediplies Shareholders holding physical shares, where the sequence of PANs is deficial, the Company will club together the equily shares held in such cases. Smilarly, in case of Ediplies Shareholders holding physical shares, where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equily Shares held in such cases where the Sequence of the names of the joint holders and club together the Equily Shares had in such cases where the sequence of the names, foreign institutional investors like mitual fands, resurance companies, foreign institutional investors froring profition investors extend the common PANs are not proposed to be cubbed together for determining their entitlement and will be considered separately, where these Equily Shares are held for officeral schemes sub-account and have defined in the control of the particular scheme that the control of the partic

- for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

 13.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall find the accepted, in proprior to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement or category.

 13.9 Shareholders' participation in the Buy-back is voluntary, Eligible Shareholder can choose to participate and epicy a meutilant increase in their percentages shareholding post Blay-back, without additional investment. Eligible Shareholders may also beceful a part of their entitlement. Eligible Shareholders who where option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participated on some other shares (over and above their entitlement) and participate in the shortfall created due to non-participated on some other Egipt's Shareholders is only and the shares (over and above their entitlement) and participate in the shortfall created due to non-participated on some other Egipt's Shareholders (a) and the share of the Company cannot exceed the runther of Egipt's Shares held on the Egipt's Shareholder for the Company as on the Record balls in case the Egiptic Shareholder of Egipt's Shares held in that dental account, the tender through a dental account cannot exceed the number of Egipt's Shares held in that dental account is the tender through a dental account of the company of the shares held in that dental account is the tender through a dental account of the company of the number of Egipt's Shares held in that dental account is the tender through a dental account of tender the Buy-back with the dental account of the element to the share of the share of the shares held in that dental account is an accoun
- 13.12 Detailed instructions for participation in the Buy-back (tendering of Equity Shares in the Buy-back) as well as the netward timetable will be included in the Letter of Offer which will be sent in due course to the Eight Shareholders, which have registered their email six with the depositions if the Company, shall be dispatched the Letter of Offer through electronic means. If Eighte Shareholders wish to obtain a physical copy of the Letter of Offer, they may send an equalest to the Company or Registrar at the address membroad at

PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 14.1 The Buy-back shall be available or all Eligible Shareholders. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(v)(a) of the Buy-Back Regulations. Additionally, the Buy-back shall, subject to applicable teas, be facilitated by tendering of Equity Bhares by the Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI
- 142 The Company has appointed DAM Capital Advisors Limited, as the registered troker to the Company
 "Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchar
 mechanism for the Buy-back as described in paragraph 14.4 below. In the tendering process, the Compl
 Booker may also process the orders societied from the Shareholders. The details of the Company Broker are

DAM

DAM Capital Advisors Limited
One BKC, Tower C, 19th Floor, Unit No. 1511, Bandra Kurla Complex
Bandra (East), Mumbai 400 051, Maharashtra, India
Tel: +91 22 4202 2500

E-mail: rajesh@damcapital.in Website: www.damcapital.in

Contact Person: Raiesh Tekadiwala

CIN: U99999MH1993PLC071865 SEBI Registration Number: INZ000207137

- SEBI Registration Number: IR200/207137
 Validity Period: Permanent

 14.3 The Company will request NSE to provide a separate Acquisition Window to facilitate placing of sell orders by Eiglibe Shareholders who wish to tender their Equity Shares in the Buy-back. The details of the placiform will be as specified by NSE from them to time. In the event the Shareholder Endors of any Eiglibe Shareholder in not registered with NSE as a testing membershock broker, then that Eiglibe Shareholder can approach any NSE registered shock broker and can registered the threateness by using quick imaging entire order (Code T) and (by mough the NSE registered shock broker and an entire themselves by using quick imaging entire for compliance with applicable law) in case the Eiglibe Shareholders are untile to register using UCC facility through any other NSE registered troker. Eiglibe Shareholders are untile to register using UCC facility through any other NSE registered troker. Eiglibe Shareholders are untile to register using the control of the NSE registered troker.
- www.gr eny orner NSE registered broker, Eligible Shareholders may approach Company's Broker for guidance to place their bids.

 At the beginning of the tendering period, the order for buying Equily Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equily Shares will be placed by the Shareholders through the Company Broker. During the tendering protes obto rivories (each "a "Shareholder Broker") during normal displaced by the Shareholders through their sepaceties are English Shareholders have completed their five regiment as required by the Company's Broker.

 The Buyl-back from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including ensharities overnass corporate bodies), foreign portfolio investors, non-resident indians, members of foreign nacionally, if any, stall be subject to the Foreign EscharepleManagement Act, 1999 and indians, members and regulations hand their under (if any), Income Tax Act, 1961 and rules and regulations framed thereunder, and any public the second process of the public Shareholders of the same of the public Shareholders and the public Shareholders of the public Shareholders of the public Shareholders of the public Shareholders of the same of the public Shareholders and the public Shareholders of the public Shareholders of the public Shareholders of the public Shareholders of the p
- the rewards: if any.

 14.6 The reporting requirements for non-residient shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible shareholders and or the Shareholders Borker through which the Eligible Shareholders and or the Shareholders holding Equity Shares in demarkeralised form:

 14.7 1 Eligible Shareholders who desire to tender Equity Shares held by them in demarkerialised form in the Buyback would have to do so through their respective Shareholders by indicating to such Shareholders before Broker the details of the Equity Shares they intend to tender under the Buy-back.

- The Shareholder Broker would be required to place an orderbid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of NSE. For further details, Eligible Shareholders may refer to the circulars to be issued by NSE and/or NSE Clearing Limited (the Eligible Shareholders may refer to the circulars to be issued by NSE and/or NSE Clearing Limited (the Clearing Corporation*). The details of the the settlement number shall be provided in the issue opening circular that will be issued by the NSE and/or Clearing Corporation.

- the NSE and/or Clearing Corporation.

 All en shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The delais of Equity Shares marked as lien in the demat account of the Eligible Shareholders had be provided by Depositories to the Clearing Corporation.

 In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account in shell with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders sheart account at the source depository during the fendering period. Inter Depository framed Differ (TDT) instruction shall be initiated by shareholder at source depository to clearing member pool dearing corporation account at target depository. Source depository shall block the shareholders seventies (a.e. transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien.
- target depository for confirming creation of lies. For custodian participant orders, for demantarialised Equity Shares, early pay-in is mandatory prior to confirmation of the order by the custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendening period. Thereafter, all unconfirmed orders as that be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revice the custodian participant confirmation and the revised order shall be sent to the custodian participant gain for confirmation.
- custodian participant again for confirmation. Upon placing the list the Shareholder Rocher shall provide a transaction registration slip ("IRS") generated by the NSE Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid of number, application number, Depository Participant D., Clintal D, number of Equily Shares Indended, sic: In case of non-receipt of the completed tender form and other documents, but receipt of Equily Shares in the accounts of the Genira (Coprosition and avaid bid in the NSE Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.

- me accounts of me Clearing Corporation and a valid bid in the NSE Bidding System, the bid by such Eligible Shareholders hall be deterred to have been accepted.

 14.8 Procedure to be followed by registered Equity Shareholders holding Equity Shares in the physical form: in accordance with SEBI Circular No. SEBIHOLDED/CDMD1/CIRPO/2201/14. dated July 31, 2020. Eligible Shareholders who are holding Equity Shares in physical form can participate in the Byseab. The procedure is a below: 14.8.1 Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buy-back will be required to approach their respective Shareholders Broker and with the complete set of documents for verification procedures to be carried out. The documents include (i) the tender form duly signed (by all Shareholders in case anteres are in pirint names) in the same order in which they hold the sharehold (ii) of the same order in which they hold the sharehold (ii) of the same order in which they hold the sharehold (iii) of the same order in which they hold the sharehold (iii) of the same order in which they hold the sharehold (iii) of the same order in which they hold the sharehold (iii) of the same order in which they hold the sharehold (iii) of the same order in which they hold the sharehold (iii) of the same order in which they hold the sharehold (iii) of the same order in which they hold the sharehold with the Company (iv) self-adamed documents but has power of attorney, corporate authorization (including board resolution/specimen signatures, opticated copy of death and succession ordificate or probated with the equition of same advanced or same because of the same of the shareholder so NAC and (ii) the original shareholders so the same order in which are same order. In the original shareholder so NAC and (iii) the original shareholders and a may be applicable in addition, if the address of the Shareholder for holder so order and coursents such as may be applicable in addition, if the address of the Shareholder
- cauci, or in readors.

 Shareholder Broker shall place the bid on behalf of the Eligible Shareholder Broker shall place the bid on behalf of the Eligible Shareholder broker feeling Shareholder in the Buy-back used in the Californ Moral of Shareholder. The Broker Shareholder Sharehol nares tendered, etc.
- 14.8.3 Each Shareholder Broker or Shareholder is required to deliver the original share certificate(s) and documents as mentioned in paragraph 14.8.1 along with the TRS (containing details of order submitted including the bid

- identification number, the application number, folio number, certificate number, distinctive numbers and the number of Equity Shares tendency) either by registered post or courier or hand delivery to the Registers on or before the offer Color god, the Tener Service behald be super schools at SWelspan Livey (Intide-18-by-shool). 2024: One copy of the TRS will be retained by Registers and it will provide acknowledgement of the same to such Shareholder's holding physical Equity Shares with one of the physical Equity Shares will not be accepted unless the complete set of Colorments is submitted. Acceptance of the physical Equity Shares will not be
- accepted unless the complete set of of occuments is submitted. Acceptance of the physical Equity Shaines will not be Buy-back by the Company shall be subject to verification as per the Buy-Back Regulations and any further directions isseed in this regard. The Register will verify such bids based no the documents benefited on a daily basis and its will be the last Bed statisfacing value that has transcribered by the companies of the business of the business of the submitted on a daily basis and its will be the last 64 as Confirmed Bed's. Modification or consciouslation of orders will not be allialized during the tendering period of the Buy-back. The cumulative quantity of Equity Shares landered shall be made available on the website of NSE (www.nsenda.com) frustighcut the trading session and will be updated at specific intervals during the tendering period.

- tendering period.

 The Company will not accept Equity Shares bendered for the Buy-back which under restraint order of the court for transfert saie anclor title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process approf the provision of law or otherwise. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation is complicated will in this so that they can participate in the Buy-back before the closure of the tendeng period of the Buy-back.

- Upon finalization of the basis of acceptance as per the Buy-Back Regulations: 15.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- 15.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

 15.2 The Company will pay the consideration to the Company's Broker who will transfer the funds portaining to the Buy-hack to the Cleaning Corporation Stank accounts as per the presented schedul. The settlement of fund obligation for demanderatived shares shall be effected as per the SEBI circulars and as prescribed by NSE and Cleaning Corporation Their intent to time. For demanderatived shares sample demanderatived shares shall be effected as per the SEBI circulars and as prescribed by NSE and Cleaning Corporation will release the funds to the Shareholder Broker(s) as per secondary maket payout mechanism. If Eligibis Shareholder's bank account a deals are not available of the funds transfer to such available or the funds transfer to such case of certain Eligibis Shareholders such as NRI, non-residents, etc. (where there are specific RBI and other regulatory requirements pertaining to funds payoud vited on on orp of to selfer through causalizations. He funds payoud would be given to their irrespective Shareholder Broker's settlement bank account for conward transfer to the Euglisch Shareholders. For this purpose, the client type details vouid be collected from the Registrate to the Buy-back or depositories, whereas funds pay out pertaining to the bids settled through outsiderins will be transferred to the settlement bank account of the custodina, each in accordance with the applicable mechanism proscribed by the NSE and the Cleaning Corporation the text transfer to such a collected from the Registrate to the Buy-back or depositories, whereas funds pay out pertaining to the bids settled through outsiderins will be transferred to the Such and the Cleaning Corporation for the Company of Registrar to the Buy-back. On receipt of the same on settlement dark occount of the Sectio

- mechanism of the NSE.

 If he securities transfer instruction is rejected in the depository system, due to any issue then such securities will be bransfered to the Shareholder Broken's depository of account for conward transfer to the shareholder. Shareholder Broken's depository on account for conward transfer to the shareholder. In the case of inter-depository (IDT, the Clearing Corporation will cannot the excess or unaccepted shares in target depository. Further, release of IDT message that the sent by larget depository either based on consolitation require received from the Clearing Corporation or automatically generated after metal-will be accounted as a received from the Company or the Registrar to the Buy-back. Post receiving the Postage of the Company or the Registrar to the Buy-back. Post receiving the through the depository will be accepted to detail account delais and excepted bid quantity or devase excess or unaccepted bid and the securities of the devast of the Company or the Registrar to the Suphack. Post receiving the requisite cells visc, demand account delais and excepted bid quantity creates excess or unaccepted bid and the securities of the devast account delais and excepted bid quantity account depository will accepted bid process the communication message received from larget depository to the extent of accepted bid shares from Eigble Shareholder's demand account and credit it to the Clearing Corporation settlement account in larget depository on settlement date.
- settlement date:

 1.5.6 Any access or unaccopited Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will

 1.5.6 Any access or unaccopited Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will

 5.6 returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the
 share certificate and issue new consolidated share certificate for the unaccepted City Shares, in case the
 Equity Shares accepted by the Company are less than the Equity Shares in the splits of the Equity Shares in the special form. Each Shareholders Driefer all issue contract note and

 pay on behalf of the Shareholders the consideration for the Equity Shares accepted under the Buy-back and

 return the balance unaccepted Equity Shares to their respective clients. The Company Shores would also issue

 a contract note to the Company for the Equity Shares accepted under the Buy-back.

 15.7 Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for
 payment to them of any cost, charges and expenses (including brokenage) after any be levied by the respective
 Shareholders Rorker from the Shareholders for tendering Equity Shares in the Buy-back. The Buy-back
 consideration received by the Shareholders in respective and expenses (including brokenage) and the Manager to the Buy-back consideration received by the Shareholders in respective and expenses (including brokenage) and the Manager to the Buy-back accept no

 responsibility between one way and additional cost, charges and expenses (including brokenage) incurred solely by

 18. Shareholders tendering their Equity Shares in the Buy-back, if any, or would be returned by registered
- the order-involves termining merit citypty Shares with englessed, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer
- are completed.

 15.9 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back a accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Bi
- 16. COMPLIANCE OFFICER ated the following as the Compliance Officer for the Buy-back:

The Company has desig

Mr. Shashkant Thorat
Company Secretary and Compliance Officer
Welspun Living Limited
(Formerly Known as Welspun India Limited)
68 Floor, Welspun House, Karmala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel No.: +91 22 6613 6000

Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public

REGISTRAR TO THE BUY-BACK AND INVESTOR SERVICE CENTRE

In case of any queries, the Shareholders may also contact the RTA during working hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays at the following address:

LINK Intime

LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India Tel: +91 810 911 4949

Fax: +91 22 4918 6060 E-mail: welspunliving.buyback2024@linkintime.co.ir

Investor Grievance E-mail: welspunliving.buyback2024@linkintime.co.in

Investor Grievance E-mail: welspuniiving.bi Website: www.linkintime.co.in Contact Person: Ms. Shanti Gopalkrishnan SEBI Registration Number: INR000004058 Validity Period: Permanent CIN: U67190MH1999PTC118368

18. MANAGER TO THE BUY-BACK

DAM

DAM Capital Advisors Limited
One BKC, Tower C, 15th Floor, Unit No. 1511,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051

E-mail: wll.buyback@damcapital.in

Website: www.damcapital.in Contact Person: Chandresh Sharma/ Puneet Agnihotri SEBI Registration Number: MB/INM000011336

Validity Period: Permanent CIN: U99999MH1993PLC071865

19. DIRECTORS RESPONSIBILITY Interest of Regulation 24(i)(a) of the Buy-Back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of WELSPUN LIVING LIMITED

Dipali Goenka Altaf Jiwani aging Director & CEO (DIN- 00007199)

Shashikant Thorat Company Secretary mbership No FCS: 6505)

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WELSPUN LIVING LIMITED

(Formerly known as Welspun India Limited) Registered Office: Welspun City, Village Versarmedi, Taluka Anjar, District Kutch, Gujarat-370 110, India. Corporate Office: Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400 013, Maharashtra, India.

CIN: L17110GJ1985PLC033271

Tel: +91 22 6613 6000; Fax: +91 22 2490 8020; Website: www.welspunliving.com; E-mail: companysecretary_wil@welspun.com Contact Person: Mr. Shashikant Thorat, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF WELSPUN LIVING LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This public announcement ("Public Announcement") is made in relation to the buy-back of fully paid-up equity shares having a face value of ₹ 1/- (Rupee One only) each (the "Equity Shares") by Weispun Living Limited ("the Company") through a tender offer route using the Stock Exchange mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, as amended ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) read with Schedule II and Schedule I and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 for the time being in force including any statutory modifications and amendments from time to time (the "Buy-Back Regulations"), from the existing shareholders/ beneficial owners of the Company (the "Shareholders").

OFFER TO BUY-BACK UP TO 1,26,55,970 (ONE CRORE TWENTY SIX LAKHS FIFTY FIVE THOUSAND NINE HUNDRED AND SEVENTY) FULLY PAID-UP EQUITY SHARES OF ₹ 1/- EACH AT A PRICE OF ₹220/- (RUPEES TWO HUNDRED AND TWENTY ONLY) (THE "BUY-BACK OFFER PRICE") PER EQUITY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM

Certain figures contained in this Public Announcement, including financial information, have been subject to roundingoff adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE

- 1.1. The Board of Directors of the Company (the "Board") at its meeting held on July 24, 2024 (the "Board Meeting Date") has subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved the proposal for the buy-back of up to 1,26,55,970 (One Crore Twenty Six Lakhs Fifty Five Thousand Nine Hundred and Seventy) Equity Shares (representing 1.30% of the total Equity Shares in the total issued and paid-up Equity Share capital of the Company) from the Shareholders as on Record Date (as defined below), at a price of ₹220/- (Rupees Two Hundred and Twenty Only) per Equity Share (the "Buy-back Offer Price") payable in cash for an aggregate amount not exceeding ₹2,78,43,13,400/- (Rupees Two Hundred and Seventy Eight Crores Forty Three Lakhs Thirteen Thousand and Four Hundred only) ("Maximum Buyback Size") being less than 10% of the fully paid-up Equity Share capital and free reserves (including securities premium account) of the Company, as per latest audited standalone and consolidated financial statements for the financial year ended March 31, 2024 ("Board Approval"), on a proportionate basis through tender offer (the "Buy-back") in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder (the "Companies Act")), rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 as amended ("Share Capital Rules"), and the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), to the extent applicable and SEBI Circulars, and in compliance with the Buy-Back Regulations. The Buy-back is subject to further approvals, permissions and sanctions as may be necessary, and subject to conditions and modifications, if any from time to time from statutory, regulatory or governmental authorities, as may be required, under applicable laws, including but not limited to SEBI and the stock exchanges on which the Equity Shares are listed, namely, the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges"). The Maximum Buy-back Size excludes any expenses incurred or to be incurred for the Buy-back such as fee payable to SEBI, the Stock Exchanges advisors' fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses ("Transaction Cost").
- 1.2. The Buy-back shall be undertaken on a proportionate basis from the Shareholders, including the Promoters and members of the Promoter Group who hold Equity Shares as of August 05, 2024, (the "Record Date") (such Shareholders the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv) (a) and Regulation 6 of the Buy-Back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI Circulars.
- 1.3. The price at which the Company proposes to undertake the Buy-back, being ₹220/- (Rupees Two Hundred and Twenty Only) per Equity Share (the "Buy-back Offer Price") which has been arrived at after considering various factors, such as the average closing prices of the Equity Shares on NSE and BSE, where the Equity Shares are listed, the net-worth of the Company and the impact of the Buy-back on the earnings per Equity Share.
- 1.4. In accordance with the provisions of the Companies Act and Buy-Back Regulations, the Maximum Buy-back Size represents 7.87% and 6.67% of the aggregate of the fully paid-up Equity Share capital and free reserves (including securities premium account) as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 respectively, and is within the statutory limit of upto 10% of the aggregate of the fully paid-up Equity Share capital and free reserves (including securities premium account) as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 in accordance with the provisions of the Companies Act and the Buy-Back Regulations,
- 1.5. Under the Buy-Back Regulations and the Companies Act, the maximum number of Equity Shares that can be bought in any financial year cannot exceed 25% of the total equity shares in the total paid up equity share capital of the Company in that financial year. The Company proposes to Buy-back up to 1,26,55,970 (One Crore Twenty Six Lakhs Fifty Five Thousand Nine Hundred and Seventy) Equity Shares (representing 1.30% of the total equity. shares in the total paid-up equity share capital of the Company), which is within the aforesaid limit of 25%.
- 1.6. The Buy-back is in accordance with Article 6 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buy-Back Regulations read with SEBI Circulars and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Gujarat at Ahmedabad, Stock Exchanges and/ or other authorities, institutions or bodies, (together with SEBI, BSE, NSE, the "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
- 1.7. Participation in the Buy-back by Eligible Shareholders may trigger tax on distributed income in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder. The transaction of Buy-back would also be chargeable to securities transaction tax in India. Participation in the Buy-back by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.
- 1.8. The Buy-back will not result in any benefit to the Promoters, members of the Promoter Group, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buy-back in their capacity as Shareholders of the Company, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post
- 1.9. A copy of this Public Announcement is available on the website of the Company at www.weispunliving.com and the Manager to the Buy-back the Manager to the Buy-back (www.damcapital.in) and is expected to be available on the website of SEBI at www.sebi.gov.in during the period of Buy-back and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

2. NECESSITY/RATIONALE FOR BUY-BACK

classified as "small shareholder":

- i. The Buy-back will help the Company to return surplus cash to its members, holding equity shares and tendering under the Buy-back, broadly in proportion to their shareholding, thereby enhancing the overall
- ii. The Buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-Back Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get
- iii. The Buy-back may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value. The Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required;
- iv. The Buy-back gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buy-back offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back, without any additional investment.

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 1,26,55,970 (One Crore Twenty Six Lakhs Fifty Five Thousand Nine Hundred and Seventy) Equity Shares of the Company (representing 1,30% of the total number of Equity Shares in the paid-up Equity Share capital of the Company as at March 31, 2024.

MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUY-BACK WOULD BE

The maximum amount required for Buy-back will not exceed ₹2,78,43,13,400/- (Rupees Two Hundred and Seventy Eight Crores Forty Three Lakhs Thirteen Thousand and Four Hundred only) excluding Transaction Cost. The Maximum Buy-back Size constitutes 7.87% and 6.67% of the aggregate fully paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2024, respectively, which is within the prescribed limit of 10%.

The funds required for the implementation of the Buy-back (including the Transaction Cost) will be sourced out of free reserves (including securities premium account) of the Company and/or such other source as may be permitted by the Buy-Back Regulations or the Companies Act.

The Company shall transfer from its free reserves (including securities premium account), a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buy-back.

MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES AND THE BASIS OF ARRIVING AT BUY-BACK OFFER PRICE

The Equity Shares are proposed to be bought back at a price of ₹220/- (Rupees Two Hundred and Twenty Only)

The Buy-back Offer Price has been arrived at after considering various factors such as the accumulated free reserves (including Securities Premium Account) as well as the cash liquidity reflected in audited standarone and consolidated financial statements of the Company for the financial year March 31, 2024, the subsequent business developments, the prevailing market price of the equity shares of the Company before the announcement of

Board Meeting for consideration of Buy-back, the net worth of the Company and the impact of the Buy-back on the key financial ratios of the Company.

The Buy-back Price represents:

- premium of 40.72% and 42.91% over the volume weighted average market price of the Equity Shares on the NSE and the BSE, respectively, during the 3 (three) months preceding July 19, 2024, being the date of intimation to the Stock Exchanges regarding the Board Meeting Date ("Intimation Date").
- ii. premium of 30.80% and 30.74% over the volume weighted average market price of the Equity Shares on the NSE and BSE the, respectively, during the 2 (two) weeks period preceding Intimation Date.
- iii. premium of 25.09% and 24.82% over the closing price of the Equity Shares on the NSE and the BSE
- respectively, as on July 18, 2024, being the day preceding the Intimation Date. iv. premium of 24.25% and 23.98% over the closing price of the Equity Share on NSE and BSE, respectively, as
- on the Board Meeting Date. v. The closing market price of the Equity Shares as on the day preceding the Intimation Date was ₹175.87 and ₹176,25 and as on the Board Meeting Date was ₹177.06 and ₹177.45 on the NSE and the BSE, respectively.
- the Buy-back on the basis of audited standalone and consolidated financial statements of the Company as on March 31, 2024. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP, SHAREHOLDING AND

As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured

debts owed by the Company will not be more than twice the paid-up Equity Share capital and free reserves after

OTHER DETAILS The aggregate shareholding of the promoters and members of the promoter group of the Company as on the Board Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name of Shareholder	Category	No. of Equity Shares held	% of issued Equity Share Capital (on fully diluted basis)
1	Mr. Balkrishan Goenka	Promoter	4,90,660	0.05
2	Ms. Dipali Goenka	Promoter	7,50,400	0.08
3	Mr. Rajesh Mandawewala	Promoter	1,030	Negligible
4	Balkrishan Gopiram Goenka, Trustee of Welspun Group Master Trust	Promoter	67,62,77,416	69.59
5	Ms. Radhika Goenka Agarwal	Promoter Group	20,08,600	0.21
6	Balkrishan Gopiram Goenka, Karta of Balkrishan Goenka HUF	Promoter Group	1,93,320	0.02
7	Aryabhat Vyapar Private Limited	Promoter Group	54,24,020	0.56
8	MGN Agro Properties Private Limited	Promoter Group	1,000	Negligible
	Total		68,51,46,446	70.50

6.2 The aggregate shareholding of directors of promoter group companies, as on the Board Meeting Date i.e. July 24, 2024 and the date of this Public Announcement is as follows:

Sr. No.	Directors of Promoter Group	No. of Equity Shares held	% of issued Equity Share Capital of Welspun Living Limited (on fully diluted basis)
1	Mr. Devendra Patil (Director of Aryabhat Vyapar Private Limited)	4,922*	Negligible
2	Mr. Lal Hotwani (Director of Aryabhat Vyapar Private Limited)	31,526	Negligible
	Total	36,468	Negligible

"In addition to above mentioned 4,922 equity shares, 20 equity shares are jointly held with the daughters who are the first shareholders.

6.3 The aggregate number of Equity Shares purchased or sold by the promoters, members of the promoter group, directors of the promoter group companies and persons in control of the Company during a period of six months preceding the Board Meeting Date, being July 24, 2024 and the date of this Public Announcement, is as follows:

Name of	Nature of	No. of Equity	Minimum	Date of	Maximum	1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
Shareholder	Transaction	Shares	price (₹)	Minimum Price	price (₹)	
			NII			

6.4 The aggregate shareholding of the directors and key managerial personnel of the Company as on the Board Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name	Designation	Number of Equity Shares held	Percentage of issued share capital (%)
1.	Mr. Balkrishan Goenka	Chairman and Non-Executive Non- Independent Director	4,90,660	0.05
2,	Mr. Rajesh Mandawewala	Executive Vice Chairman (Whole time Director)		Negligible
3.	Ms. Dipali Goenka	Managing Director & Chief Executive Officer	7,50,400	0.08
4.	Mr. Shashikant Thorat	Company Secretary and Compliance Officer	10	Negligible

* Except stated above, none of the Directors or other Key Managerial Personnel hold any Equity Shares of the Company as on the date of the Board Meeting i.e. July 24, 2024 and the date of this Public Announcement.

Intention of the Promoters and members of the Promoter Group and persons in control of the Company to tender Equity Shares in the Buy-back:

In terms of the Buy-Back Regulations, under the Tender Offer route, the Promoters and members of Promoter Group and persons who are in control of the Company have the option to participate in the Buy-back. In this regard, the Promotors and the Members of Promoter Group have expressed their intention to participate in the Buyback by way of their letters each dated July 25, 2024 ("Intention Letter(s)") and may tender up to: (i) an aggregate maximum of 88,97,984 Equity Shares (as detailed below), or such number of Equity Shares held by them as on the Record Date, whichever is lower, or (ii) such lower number of Equity Shares in accordance with the provisions of the SEBI Buyback Regulations.

Sr. No	Name of shareholder	No. of Equity Shares held	Maximum number of Equity Shares intended to tender
1.	Balkrishan Gopiram Goenka, Trustee of Welspun Group Master Trust	67,62,77,416	87,91,606
2	Aryabhat Vyapar Private Limited	54,24,020	70,512
3.	Dipali Goenka	7,50,400	9,755
4.	Radhika Goenka Agarwal	20,08,600	26,111
	Total	68,44,60,436	88,97,984

The details of the date and price of acquisition/ sale of the Equity Shares by the Promoter, members of the Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out

Date of Transaction	No. of Equity Shares	Nominal Value per share (₹)	Price Per Share (₹)	Acquisition / Sale Consideration* (₹)	Nature of Transaction/ Consideration
Balkrishan Gopira	m Goenka, Trus	tee of Wels	pun Group		
February 26, 2018	93,990	1	63.40	59,58,966	Acquired vide inter-se transfer
May 21, 2019	67,90,78,913		0.37	25,05,00,000	Acquired vide Scheme of Amalgamation Issued pursuant to merger of Prasert Multiventure Private Limited (which was 100% held by Welspun Group Master Trust) with Welspun India Limited vide NCLT Order dated 21st May 2019
March 13, 2020	9,37,999	- 1	32.28	3,02,77,622	Open Market
March 15, 2020	10,62,001	- 1	32.06	3,40,44,669	Open Market
March 17, 2020	21,30,000	- 31	27.77	5,91,56,267	Open Market
July 28, 2020	35,01,254	1	39.01	13,65,91,373	Open Market
July 29, 2020	16,50,000	- 1	39.58	6,53,04,176	Open Market
August 05, 2020	25,00,000	- 9	44.94	11,23,40,722	Open Market
August 06, 2020	20,11,275	- 14	44.89	9,02,77,520	Open Market
August 10, 2020	15,00,000		43.86	6,57,91,930	CONTRACTOR CONTRACTOR
July 14, 2021	(81,70,000)	- 1	120.00	(98,04,00,000)	Buyback
May 29, 2023	(1,00,18,016)	- 1	120.00	(1,20,21,61,920)	BuyBack
Total	67,62,77,416				2/2
Maximum number	of Equity Share	s intended	to be tende	ered	87,91,606
Aryabhat Vyapar F	Private Limited				J. J
July 30, 2019	54,24,020	্ৰ	1,44	78,09,695	Acquired pursuant to the scheme of Arrangement between Welspun Tradewel Limited and MGN Agro Properties Private Limited and Aryabhat Vyapar private Limited
Total	54,24,020	gran wil		944	- 0-0000-W1
Maximum number	of Equity Share	s intended	to be tende	ered	70,512
Dipali Goenka	(A) 04				
August 05, 2003	7,50,400	1	Nit	Nil	Received by way of Gift
Total	7,50,400				
Maximum number	of Equity Share	es intended	to be tende	ered	9,755
Radhika Goenka A	garwal	15			
August 05, 2003	20,08,600		Nil	Nil	Received by way of Gift
Total	20,08,600				Septimination of the second se

8. NO DEFAULTS

There are no defaults subsisting in payment of dividend or repayment of any term loans to any shareholder or financial institution or banking company (including interest payable thereon), as the case may be. Further the Company has not issued any deposits, debentures or preference shares.

9. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF BUY-BACK REGULATIONS AND THE COMPANIES ACT

- 9.1 All the equity shares for Buyback are fully paid-up:
- 9.2 The Company shall not issue and allot any Equity Shares including by way of bonus or convert any outstanding employee stock ownership plans /outstanding instruments into Equity Shares, till the date of payment to shareholders for shares bought back under this Buyback;
- 9.3 The Company shall not withdraw the Buy-back after the letter of offer is filed with SEBI or the public announcement of the offer for the Buy-back is made;
- 9.4 The Company, as per provisions of Section 68(8) of the Companies Act 2013, shall not make a further issue of the same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months from completion of buyback except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- 9.5 The Company shall not Buy-back out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
- 9.6 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity shares purchased through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements:
- 9.7 The Company, as per provisions of 24(i)(f) of Buyback Regulations, shall not raise further capital for a period of one year from the date of completion of payment to shareholders under this buyback except in discharge of its
- 9.8 The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- 9.9 The Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the
- 9.10 There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institutions or banking
- 9.11 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies; 9.12 Funds borrowed from banks and financial institutions will not be used for the Buyback;
- 9.13 The maximum amount of the Buyback i.e. ₹2,78,43,13,400/- (Rupees Two Hundred and Seventy Eight Crores Forty Three Lakhs Thirteen Thousand and Four Hundred only)does not exceed 10% of the aggregate paid-up Equity Share capital and free reserves (including securities premium account) of the Company as per latest audited balance sheet as on March 31, 2024 on standalone and consolidated basis;
- 9.14 The maximum number of shares proposed to be purchased under the Buyback 1,26,55,970 (One Crore Twenty Six Lakhs Fifty Five Thousand Nine Hundred and Seventy), does not exceed 25% of the total number of fully paid up Equity Shares in the fully paid-up Equity Share capital as per the audited balance sheet as on March 31, 2024;
- 9.15 The Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback Period;
- 9.16 The Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- 9.17 The public shareholding post buyback shall not fall below the minimum level required as per Regulation 38 of the Listing Regulations;
- 9.18 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- 9.19 The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
- 9.20 The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for 9.21 As per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buy-Back Regulations, it is confirmed that there is
- no breach of any covenants of the loans taken. The consortium of lenders have confirmed the same in the consortium meeting held on July 24, 2024; and 9.22 That the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves (including securities premium account) after the
- Buyback, based on the latest available, audited standalone and consolidated financials of the Company as on March 31, 2024, whichever sets out a lower amount.

CONFIRMATIONS FROM THE BOARD

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) that immediately following the meeting of the Board of Directors i.e. July 24, 2024 ("Board Resolution) with regards to the proposed Buy-back, there will be no grounds on which the Company could be found unable to
- (ii) As regards the Company's prospects for the year immediately following the Board Meeting Date and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the Board Meeting Date i.e., July 24, 2024; and
- (iii) In forming an opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016, as amended from time to time, as
- 11. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY

The text of the Report dated July 24, 2024 of S.R.B.C. & CO.LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

The Board of Directors

Welspun Living Limited (formerly known as Welspun India Limited),

6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Maharashtra, India

- This Report is issued in accordance with the terms of our service scope letter dated July 23, 2024, and master engagement agreement October 5, 2022 with Welspun Living Limited (formerly known as Welspun India
- 2. The proposal of Welspun Living Limited (formerly known as Welspun India Limited) (the "Company") to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations") has been approved by the Board of Directors of the Company in their meeting held on July 24, 2024. The Company has prepared the attached "Statement of determination of the amount permissible capital payment for proposed buyback of equity shares" (the "Statement") which we have initialed for identification purposes only.

Board of Directors Responsibility

- 3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date of board meeting. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and SEBI Buyback Regulations.

Auditor's Responsibility

- 5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide
- (i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2024,
- (ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) read with proviso to Regulation 5(i)(b) of the SEBI Buyback
- (iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date of board meeting.
- 6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated April 25, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement,
- 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
 - We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2024. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2024, including
- the unmodified audit opinions dated April 25, 2024; Read the Articles of Association of the Company and noted the permissibility of buyback;
- Traced the amounts of paid share capital and free reserves as mentioned in Statement from the audited
- standalone and consolidated financial statements for the year ended March 31, 2024. iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the

Contd.

www.readwhere.com

Maximum number of Equity Shares intended to be tendered

*(Original Cost of acquisition as per books of accounts of respective Promoter / Member of Promoter Group)

26,111

Statement;

26 जुलाई, 2024

- v) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buyback on a standalone as well as consolidated basis for the year ended March 31, 2024;
- vi) Examined that all shares for buyback are fully paid-up;
- vii) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company will not, having regard to the state of affairs, be rendered insolvent within a period of one year from that date.
- viii) Obtained necessary representations from the management of the Company.

consolidated financial statements for year ended March 31, 2024

Opinion

- (i) We have inquired into the state of affairs of the Company in relation to its audited standalone and
- Based on our examination as above, and the information and explanations given to us, we report that:
- (ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) read with proviso of Regulation 5(1)(b) of the SEBI Buyback Regulations;
- (iii) The Board of Directors have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date of the above board meeting.

Restriction on Use

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the public announcement to be made to the Shareholders of the Company, (b) in the letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited and the Central Depository Securities (India) Limited, and should not be used by any other person or for any other purpose, Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For SRBC & COLLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

per Jai Prakash Yadav

Partner

Membership Number: 066943

UDIN - 24066943BKGFQM6965

Place of Signature: Mumbai Date: July 24, 2024

Annexure A - Statement of Permissible Capital Payment (including premium) as at March 31, 2024

Computation of amount of permissible capital payment towards buyback of equity shares in compliance with Section 68(2)(c) of the Act and provisions of clause 4(i) and 5(i)(b) under the Buyback Regulations of SEBI, based on annual audited standalone and consolidated financial statements as at and for the year ended 31 March 2024

(Amount in ₹ Crores)

Particulars		Standalone	Consolidated
Paid-up equity capital as at 31 March 2024	(A)	97.18	97.18
Free reserves as at 31 March 2024:			
- Retained earnings	i i	3,445.05	4,057.54
- Securities premium	ii		1.5
- General reserve	III.	71.60	93.60
- Treasury reserves	iv	(74.71)	(74.71)
Total free reserves	B = i + ii + iii + iv	3,441.94	4,076.43
Total paid-up equity share capital and free reserves	C = A+B	3,539.12	4,173.61
Maximum amount permissible for buy back under Section 68 of the Companies Act 2013 and Regulation 4(i) of the Buyback Regulations ie. 25% of the aggregate of the total paid up capital and free reserves.	C *25%	884	1,043
 Maximum amount permissible for buy back under the proviso to Regulation 5(i)(b) of the Buyback Regulations ie. 10% of the aggregate of the total paid up capital and free reserves. 	C *10%	353	417
Amount proposed by Board Resolution dated July 24, 2024, ap	proving the buy bac		278.44

(i) The amounts of paid up equity capital and free reserves as at 31 March 2024 have been extracted from the annual audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March

(ii) Capital redemption Reserve, Capital Reserve, Share-based Payment Reserve, Hedging Reserve Account, Foreign Exchange Translation Reserve and FVOCI equity instruments Reserve have not been considered for the purpose of

(iii) As per Companies Act, 2013 for the purpose of section 68 free reserves include securities premium.

(iv) Statement of Debt owned funds to paid-up capital and free reserves before and after buy back of equity shares as per section 68(2)(d) of the Companies Act, 2013

(Amount in ₹ Crores)

Particulars		Standalone	Consolidated
Debt owned funds to paid-up capital and free reserves (before proposed buy-back of equity shares)			
Debt/Equity Ratio	(C/D)	0.55	0.60
Total Debt			1
- Non-current borrowings	(A)	656.20	832.71
- Current borrowings	(B)	1,273.94	1,687.80
Total Debt	(C) = (A) + (B)	1,930.14	2,520.51
Total equity before proposed buy back of equity shares	(D)	3,539.12	4,173.61
Proposed buy back of equity shares	(E)	278.44	278.44
Total equity after proposed buy back of equity shares	(F) = (D) - (E)	3,260.68	3,895.17
II. Debt owned funds to paid-up capital and free reserves (after proposed buy back of equity shares) (Maximum permissible limit is 2:1)	(C/F)	0.59	0.65

For Welspun Living Limited

(Formerly known as Welspun India Limited)

Shashikant Thorat Company Secretary

FCS: 6505

Date: July 24, 2024 Place: Mumbai

Unquote

12. PRIOR APPROVALS FROM LENDERS

As on the date of this Public Announcement, the Company has outstanding facilities with lenders. It is confirmed that there is no breach of any covenants of the loans taken. The consortium of lenders have confirmed the same in the consortium meeting held on July 24, 2024.

13. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 13.1 As required under the Buy-Back Regulations, the Company has fixed the Record Date as August 05, 2024, for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buy-back (the "Eligible Shareholders").
- 13.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buy-back ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buy-back. The dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buy-back to receive a copy of the letter of offer in physical form and the same shall be provided.
- 13.3 The Equity Shares to be bought back as a part of this Buy-back are divided into two categories:
- Reserved category for small Shareholders ("Reserved Category"); and
- General category for all other Shareholders ("General Category").
- 13.4 As defined in Regulation 2(i)(n) of the Buy-Back Regulations, a 'small shareholder' means a shareholder of a company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognized stock exchange in which highest trading volume in respect of such security is recorded, as on Record Date is not more than ₹2,00,000/- (Rupees Two Lakhs Only).
- 13.5 In accordance with the proviso to Regulation 6 of the Buy-Back Regulations, 15% (Fifteen per cent) of the number of Equity Shares which the Company proposes to buy back, or number of Equity Shares entitled as per shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back.
- 13.6 On the basis of shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buy-back. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- 13.7 In accordance with the Buy-Back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed

together for determining the category (small shareholder or general) and entitlement under the Buy-back.

In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of Eligible Shareholders holding physical shares, where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-account and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent (the "Registrar") as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- 13.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- 13.9 Shareholders' participation in the Buy-back is voluntary. Eligible Shareholder can choose to participate and get cash in lieu of shares to be accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding post Buy-back, without additional investment. Eligible Shareholders may also tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any.
- 13.10 The maximum tender under the Buy-back by any Eligible Shareholder of the Company cannot exceed the number of Equity Shares held by such Eligible Shareholder of the Company as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 13.11 The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buy-Back Regulations. The settlement of tenders under the Buy-back will be done using the "Mechanisms for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the Buy-back entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back. The Small Shareholders whose entitlement would be less than 1 Equity Share may tender additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
- 13.12 Detailed instructions for participation in the Buy-back (tendering of Equity Shares in the Buy-back) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders. Eligible Shareholders which have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at paragraphs 16 and 17 below.

14. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 14.1 The Buy-back shall be available to all Eligible Shareholders. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations. Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI
- 14.2 The Company has appointed DAM Capital Advisors Limited, as the registered broker to the Company (the "Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buy-back as described in paragraph 14.4 below. In the tendering process, the Company Broker may also process the orders received from the Shareholders. The details of the Company Broker are as follows:

DAM Capital Advisors Limited

One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra Kurla Complex

Bandra (East), Mumbai 400 051, Maharashtra, India

Tel: +91 22 4202 2500

Website: www.damcapital.in.

E-mail: rajesh@damcapital.in

Contact Person: Rajesh Tekadiwala CIN: U99999MH1993PLC071865

SEBI Registration Number: INZ000207137

Validity Period: Permanent

- 14.3 The Company will request NSE to provide a separate Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buy-back. The details of the platform will be as specified by NSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member/stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company's Broker for guidance to place their bids.
- 14.4 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a "Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's Broker.
- 14.5 The Buy-back from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign ExchangeManagement Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provisionby such Eligible Shareholders of such approvals, if and to the extent necessary or required fromconcerned authorities including, but not limited to, approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any,
- 14.6 The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible

Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid. 14.7 Procedure to be followed by Shareholders holding Equity Shares in dematerialised form:

- 14.7.1 Eligible Shareholders who desire to tender Equity Shares held by them in dematerialised form in the Buyback would have to do so through their respective Shareholder Broker by indicating to such Shareholder Broker the details of the Equity Shares they intend to tender under the Buy-back.
- 14.7.2 The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of NSE. For further details, Eligible Shareholders may refer to the circulars to be issued by NSE and/or NSE Clearing Limited (the "Clearing Corporation").
- 14.7.3 The details of the the settlement number shall be provided in the issue opening circular that will be issued by the NSE and/or Clearing Corporation.
- 14.7.4 A lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back, The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- 14.7.5 In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien.
- 14.7.6 For custodian participant orders, for dematerialised Equity Shares, early pay-in is mandatory prior to confirmation of the order by the custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
- 14.7.7 Upon placing the bid, the Shareholder Broker shall provide a transaction registration slip ("TRS") generated by the NSE Bidding System to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant. ID, client ID, number of Equity Shares tendered, etc.
- In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the NSE Bidding System, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 14.8 Procedure to be followed by registered Equity Shareholders holding Equity Shares in the physical form: In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buy-back. The procedure is as below: 14.8.1 Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buy-back
- will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out. The documents include (i) the tender form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares (ii) original share certificate(s), (iii) valid share transfer form(s)/ Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iv) self-attested copy of the Shareholder's PAN Card, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter identity
- Based on the aforesaid documents, the Shareholder Broker shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares in the Buyback using the Acquisition Window of NSE. Upon placing the bid, the Shareholder broker shall provide a TRS generated by the NSE Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity
- 14.8.3 Each Shareholder Broker or Shareholder is required to deliver the original share certificate(s) and documents as mentioned in paragraph 14.8.1 along with the TRS (containing details of order submitted including the bid

- identification number, the application number, folio number, certificate number, distinctive numbers and the number of Equity Shares tendered) either by registered post or courier or hand delivery to the Registrar on or before the offer closing date. The envelope should be super scribed as "Welspun Living Limited - Buy-back 2024". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to such Shareholder Broker or Shareholder.
- Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-Back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the NSE shall display such bids as "unconfirmed physical bids". Once, Registrar confirms the bids it will be treated as "Confirmed Bids".
- Modification or cancellation of orders will only be allowed during the tendering period of the Buy-back.
- The cumulative quantity of Equity Shares tendered shall be made available on the website of NSE (www.nseinda.com), throughout the trading session and will be updated at specific intervals during the tendering period.

14.11 The Company will not accept Equity Shares tendered for the Buy-back which under restraint order of the

- court for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. 14.12 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation.
- such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buy-back before the closure of the tendering period of the Buy-back.

15. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the Buy-Back Regulations:

- 15.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- 15.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buy-back to the Clearing Corporation's bank accounts as per the prescribed schedule. The settlement of fund obligation for dematerialized shares shall be effected as per the SEBI circulars and as prescribed by NSE. and Clearing Corporation from time to time. For dematerialized shares accepted under the Buy-back, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of physical shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/ the concerned bank, due to any reason, such funds will be transferred to the concerned Shareholder Broker' settlement bank account for onward transfer to such Eligible Shareholders holding Equity Shares.
- 15.3 In case of certain Eligible Shareholders such as NRI, non-residents, etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Brokers settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buyback or depositories, whereas funds pay out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the NSE and the Clearing Corporation from time to time.
- 15.4 Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buy-back. On receipt of the same on settlement date, Cleaning Corporation will cancel lien on the excess or unaccepted blocked shares in the demat account of the shareholder and all blocked shares mentioned in the accepted bid will be transferred directly to the escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the NSE.

If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the shareholder.

- 15.5 In the case of inter-depository/ IDT, the Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from the Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to the Clearing Corporation settlement account in target depository on
- 15.6 Any excess or unaccepted Equity Shares, in physical form, pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by Eligible Shareholders holding Equity Shares in the physical form, Each Shareholder Broker will issue contract note and pay on behalf of the Shareholder the consideration for the Equity Shares accepted under the Buy-back and return the balance unaccepted Equity Shares to their respective clients. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back. 15.7 Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for
- payment to them of any cost, charges and expenses (including brokerage) that may be levied by the respective Shareholder Broker upon the Shareholders for tendering Equity Shares in the Buy-back. The Buy-back consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders tendering their Equity Shares in the Buy-back.
- 15.8 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer
- 15.9 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations

COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buy-back: Mr. Shashikant Thorat

Company Secretary and Compliance Officer

Welspun Living Limited

(Formerly known as Welspun India Limited) 6th Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Tel No.: +91 22 6613 6000

E-mail ID: companysecretary_wil@welspun.com Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any,

during office hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public REGISTRAR TO THE BUY-BACK AND INVESTOR SERVICE CENTRE

5:00 p.m. on all working days except Saturday, Sunday and public holidays at the following address:

In case of any queries, the Shareholders may also contact the RTA during working hours, being 10:00 a.m. to

LINKIntime

LINK INTIME INDIA PRIVATE LIMITED C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India

Tel: +91 810 911 4949

Fax: +91 22 4918 6060 E-mail: welspunliving.buyback2024@linkintime.co.in

Investor Grievance E-mail: welspunliving.buyback2024@linkintime.co.in Website: www.linkintime.co.in

Contact Person: Ms. Shanti Gopalkrishnan SEBI Registration Number: INR000004058

18. MANAGER TO THE BUY-BACK

Validity Period: Permanent

CIN: U67190MH1999PTC118368



DAM Capital Advisors Limited

One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East).

Mumbai 400 051 Maharashtra, India

Tel: +91 22 4202 2500 E-mail: wll.buyback@damcapital.in

Website: www.damcapital.in Contact Person: Chandresh Sharma/ Puneet Agnihotri

SEBI Registration Number: MB/INM000011336 Validity Period: Permanent

CIN: U99999MH1993PLC071865

DIRECTORS RESPONSIBILITY

In terms of Regulation 24(i)(a) of the Buy-Back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

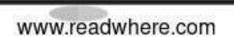
For and on behalf of the Board of Directors of WELSPUN LIVING LIMITED

Sd/-Altaf Jiwani Dipali Goenka Managing Director & CEO Wholetime Director (DIN-00007199) (DIN-05166241)

Sd/-Shashikant Thorat Company Secretary (Membership No FCS: 6505)

Date: July 25, 2024 Place: Mumbai

CONCEPT





WELSPUN LIVING LIMITED

(Formerly known as Welspun India Limited)

Registered Office: Welspun Oby, Wilage WennemoC, Taluka Arigir, District Kutch, Gujaral-370 110, India.

Corporate Office: Welspun House, 6th Floor, Kamiak City, Senapia Bapat Marg, Lower Panel (West), Mumbai-400 013, Maharashtra, India.

Tel: +91 22 6613 6000; Fax: +91 22 2490 8020; Website: www.weispunlivin Contact Person: Mr. Shashikant Thorat. Comp om: E-mail: compan cretary & Compliance Officer

FUBLIA ANNUMICEMENT
FOR THE AUTHENION OF THE EQUITY SHARESHOODERS (SENEPICIAL OWNERS OF THE EQUITY SHARES
OF WELSPIN LIVING LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS
THROUGH TENDE OFFER ROUTE WORDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK
OF SECURITIES) REGULATIONS, 2016, AS AMENDED.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding off adjustments. All docimals have been rounded off to 2 (time) decimal points. In certain instances, (ii) the sum or percentage change of such numbers may not conforme exactly to the stall figure given and (ii) the sum of the number in a column or rew in certain instances. All offices were conformed exactly to the total figure given for that column or rew.

- a distances. All decimals have been recorded off to 2 (hed) decimal points. In certain instances, (i) the sum of contralage change of such numbers any controlme eachy to the total figure given, and (ii) the sum of the numbers a column or row in certain tables may not contine searchy to the total figure given and (ii) the sum of the numbers a column or row in certain tables may not contine measurely to the total figure given for that column or row.

 DEFAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE:

 1. The Board of Directions of the Company (the "Beard") at its meeting hallo on July 24, 2024 (the "Beard Meeting Date") has subject to such approach of regulatory and/or statutory authorities as may be required under applicable laws, approved the proposal for the buy-back of up to 1.26.55.071 (One Come Twenty Stu Lather Fifty Five Thousand Nhier hundred and Seventy Eggly Shares (repeated in 1.36.55.071 (One Come Twenty Stu Lather Fifty Five Thousand Nhier). Equily Shares (repeated in 1.36.56.371 (One Come Twenty Stu Lather Fifty Five Thousand Nhier). Equily Share (and Twenty Certain) per total Equily Shares in the total issued and paid-up Equily Share capital of the Company) from the Shareholders as on Record Date (and Seventy Eggly and you for Eventy Eggly Share) (he shared only). "Maximum and Seventy Eggly Lath States (he had seventy Eggly Lath States) (he had seventy Eggly Share) (he shared only)." Maximum of the company of the formacial year ended March 31, 2024 ("Board Approval"), on a proportionate basis through Intend order offer (the "Companies Act"), rules framed therecurder recluding the Companies Act", as served ("Maximgement Real March 1, the State Capital Companies ("Maximgement Real March 1, the State Capital Companies ("Maximgement Real March 1, the State Capital Companies Act"), rules framed therecurder recluding the Companies Act "In

- exchange mechanism as specified by SEBI Circulars.

 13. The price sit within the Company progress to undertake the Buy-back, being #220i- (Rupees Two Hundred and Twenty Only) per Equity State (the "Buy-back Offer Price") which has been arrived at after considering various factors, such as the everage closing price of the Equity Stames on NSE and BSE, where the Equity Shares a listed, the net-worth of the Company and the impact of the Buy-back on the earnings per Equity Shares as listed, the net-worth of the Company and State impact of the Buy-back on the earnings per Equity Share.

 1.4 is accordinate with the provisions of the Companies Act and Buy-Back Regulations, the Maximum Buy-back. Size represents 7.87% and 6.57% of the aggregate of the slip yaid-up Equity Share capital and free reserves (including security) are per the telline and desirable and consolidated framework statements of the Company for the francial year ended March 31, 2024 especialway, and is within the statutory limit of upon 10% of the aggregate of the flat year-of-cputy for the security of the statements of the Company for the State added statement and exercise (including securities permission account) as per the islate added statement and exercise (including securities permission account) as per the islate added statement and the provision of the Company for the Buy-Back.

 State and the securities of the Company for the Buy-Back of the State accordance with the provision of the Company for the Buy-Back.
- financial year ended March 31, 2024 in accordance with the provisions of the Companies Act and the Boy-Back.

 Regulation.

 15. Under the Buy-Back Regulations and the Companies Act, the maximum number of Equity Shares that can be bought in any financial year cannot exceed 25% of the total equity shares in the total paid up equity share capital of the Company in that financial year. The Company proposes to Buy-back up to 1, 26,55370 (One Cover Twenty) students in Fifty The Thousand March Hundrid and Seventy Equity Shares (septial to 1, 26,55370 (One Cover Twenty) students in Fifty The Thousand March Hundrid and Seventy Equity Shares (septial to 1, 26,55370 (One Cover Twenty) students in the botal package opening the Hundrid and Seventy Equity Shares (septial to 1, 26,55370 (One Cover Twenty) students in the botal package opening the Architecture of the Cover Seventy Shares (septial to 1, 26,55370 (One Cover Twenty) students in the total package (septial to 1, 26,55370 (One Cover Twenty) students in the Seventy Shares (septial to 1, 26,55370 (One Cover Twenty) students in the Cover application of the Cover Seventy Shares (septial to 1, 26,55370 (One Cover Seventy) students in the Linking Regulations, subjects of Association of the Cover Seventy Shares (septial to 1, 26,55370 (One Cover Seventy) students and the Linking Regulations, subjects to such characteristics of the Cover Seventy Shares (septial to 1, 26,55370 (One Cover Seventy) students and the Linking Regulations, subjects and Albridation of the Seventy Seventy
- 1.1. The Buy-back will not insul'n in any benefit to the Promoters, members of the Promoter Group, persons in control of the Company or any direction of the Company except to the extent of the Company or any direction of the Company except to the extent of the cash consideration received by them from the Company pursuant to the time repositive participation in the Buy-back in the frict packing as the change in their stateholding as port the response received in the Buy-back as a result of the Company, and the change in their stateholding as port the response received in the Buy-back as a result of the eastinguishment of Equity Stames with wall lead to model close in the equity share capital of the Company pool the eastinguishment of Equity Stames with wall lead to model close in the equity share capital of the Company pool the eastinguishment of Equity Stames and the second company and the change of the company pool to the east of the ea

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- the extinguishment of Equity Stames which will lead to reduction in the equity share capital of the Company post Buly-back.

 A copy of this Public Announcement is available on the website of the Company at <u>www.resistanthing.com</u> and the Manager to the Buly-back inward famosplain) and is expected to be available on the website of SEII at <u>www.sex.edu.gov.jr.</u> during the period of Buly-back and on the website of SEII at <u>www.sex.edu.gov.jr.</u> during the period of Buly-back and on the website of the Stock Exchanger at them benefits do and www.nesistia.com.

 NECESSITYRATIONALE FOR BUY-BACK

 I. The Buly-back will help the Company to return suspisa cash to its members, holding equity shares and tendering under the Buly-back, broady in proportion to their shareholding, thereby enhancing the overall return to the members.

 Ii. The Buly-back, which is being implemented through the Tender Offer route as prescribed under the Buly-Back Regulation, would involve allocation of higher of number of shares as per their entitlement or the three threatments of the same and the stamp of the same and the same and

any account metamont.

ANAIMM MUMBER OF SECRITIES THAT THE COMPANY PROPOSES TO BUY-BACK.
The Company proposes to Buy-back up to 1,26,55,970 (One Core Twenty Ski Lakhs Fifty Five Thousand Nine
company proposes to Buy-back up to 1,26,55,970 (One Core Twenty Ski Lakhs Fifty Five Thousand Nine
company and Seventy Expluy Shares and the Company (representing 1,30%) of the total number of Equity Shares
in the paid-up Equity Share capital of the Company as all March 13, 2024.

MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED

PROMICED
The maximum amount required for Buy-back will not exceed \$2,78,43,13,400². (Rupees Two Hundred and Seventy Epid Cores Forty Three Lakths Thirefor Housand and Four Hundred only) excluding Transaction Cost. The Maximum Buy-back Size contriblates 75% and 6,67% of the aggregate high good-up coulty start capital and five reserves (including securities premium account) as per the latest audited standation and consolidated functional transactions of the Company as on March 31, 2023, respectively, which is within the prescribed limit of maximum start and consolidated and start and start

ns.

e funds required for the implementation of the Buy-back (including the Transaction Cost) will be sourced out
free reserves (including securities premium account) of the Company and/or such other source as may be
mritted by the Buy-Back Regulations or the Companies Act.

permanent yet adoption, beginning to the Companies Acc.

The Company shall transfer from its few reserves (including securities premium account), a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buy-back.

THE TURDS DOTOWED, If any, from banks and financial institutions will not be used for the Buy-back.

MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES AND THE BASIS OF ARRIVING AT BUY-BACK OFFER PRICE

The Equity Shares are proposed to be bought back at a price of ₹220- (Rupees Two Hundred and Twerrity Only) per Equity Share.

per Equity Share.

The Buy-back Offer Price has been arrived at after considering various factors such as the accumulated free reserves (including Securities Premium Account) as well as the cash (epidity reflected in sudferd standators and consolidated financial statements of the Company for the financial year March 31, 2024, the subequard business developments, the prevailing market price of the equity shares of the Company before the amountment of

ting for consideration of Buy-back, the net worth of the Company and the impact of the Buy-back on incial ratios of the Company.

- he Buy-back Price represents:

 premium of 40.72% and 42.91% over the volume weighted average market price of the Equity Shares on
 the NSE and the SSE, respectively, during the 3 (three) mortise preceding July 19, 2024, being the date of
 interaction to the Stock Exchanges regarding the Soard Meeting Date ("historisation Date")

 premium of 30.58% and 30.14% over the volume weighted severage market price of the Equity Shares on the
 NSE and SSE the, respectively, during the 2 (two) weeks period proceding interaction Date.

 premium of 25.09% and 42.48% over the closing price of the Equity Shares on NNE and SSE respectively, as on July 19, 2024, being the day proceding the infirmation Date.

 premium of 26.09% and 25.98% over the closing price of the Equity Shares on SSE and SSE, respectively, as
 on the Board Meeting Date.

- on the Source Meeting Calab.

 **The Colorig markst price of the Equity Shares as on the day proceeding the infirmation Date was ₹175.87 and ₹176.25 and as on the Source Meeting Date was ₹177.09 and ₹177.45 on the NSE and the SSE, respectively.

 As required under Section 680/20(d) of the Comparies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than those the packs—Equity Shares capital and fine reserves after the Buy-Sack on the basis of audited standarione and consolidated financial statements of the Company as on March 31.20(3).
- March 31, 2024.

 DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP, SHAREHOLDING AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GRO
- The aggregate shareholding of the promoters and members of the promoter group of the Company as on the Board Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name of Shareholder	Category	No. of Equity Shares held	% of issued Equity Share Capital (on fully diluted basis)
1	Mr. Balkrishan Goerika	Promoter	4,90,660	0.05
2	Ms. Dipali Goenka	Promoter	7,50,400	0.08
3	Mr. Rajesh Mandawewala	Promoter	1,030	Negligible
4	Balkrishan Gopiram Goerska, Trustee of Welspun Group Master Trust	Promoter	67,62,77,416	69.59
5	Ms. Radhika Goenka Aganval	Promoter Group	20,08,600	0.21
6	Balkrishan Gopiram Goenka, Karta of Balkrishan Goenka HUF	Promoter Group	1,93,320	0.02
7	Aryabhat Vyapar Private Limited	Promoter Group	54,24,020	0.56
8	MGN Agro Properties Private Limited	Promoter Group	1,000	Negligible
	Total	T	68,51,46,446	70.50

24, 2024 and the date of this Public Announcement is as fol

Sr. No.	Directors of Promoter Group	No. of Equity Shares held	% of issued Equity Share Capital of Weispun Living Limited (on fully diluted basis)
1	Mr. Devendra Patil (Director of Aryabhat Vyapar Private Limited)	4,922*	Negligible
2	Mr. Lal Hotwani (Director of Aryabhat Vyapar Private Limited)	31,526	Negligible
	Total	36,468	Negligible

he first shan

The aggregate number of Equity Shares purchased or sold by the prom

preceding the 8	Soard Meeting I	Date, being July 2	24, 2024 and t	the date of this Pub	lic Announce	ment, is as fol
		No. of Equity		Date of Minimum Price	Maximum exico (T)	

The aggregate shareholding of the directors and key managerial personnel of the Company as on the Soard Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name	Designation	Number of Equity Shares held	Percentage of issued share capital (%)
1.	Mr. Balkrishan Goenka	Chairman and Non-Executive Non- Independent Director	4,90,660	0.05
2.	Mr. Rajesh Mandawewala	Executive Vice Chairman (Whole time Director)	1,030	Negligible
3.	Ms. Dipali Goenka	Managing Director & Chief Executive Officer	7,50,400	0.08
4.	Mr. Shashikant Thorat	Company Secretary and Compliance Officer	10	Negligible

* Except stated above, none of the Directors or other Key Managenial Personnel hold any Equity Shares of the Company as on the date of the Board Meeting (e. July 24, 2024 and the date of this Public Announcement, Intention of the Promoters and members of the Promoter Group and persons in control of the Company to tender Equity Shares in the Buy-back:

n terms of the Buy-Back Requists ons, under the Tender Offer route, the Promoters and m in terms of the duty-dock and the companies of the Company have the option to particular and employed in the Buy-book. In this regard, the Promotors and the Members of the Members of Promotors and the Members of the Members and the Members of the Members o

Sr. No	Name of shareholder	No. of Equity Shares held	Maximum number of Equity Shares intended to tender
1.	Balkrishan Gopiram Goenka, Trustee of Weispun Group Master Trust	67,62,77,416	87,91,606
2.	Aryabhat Vyapar Private Limited	54,24,020	70,512
3.	Dipali Goerika	7,50,400	9,755
4.	Radhika Goenka Agarwal	20,08,600	26,111
	Total	68,44,60,436	88.97.984

als of the date and price of acquisition) sale of the Equity Shares by the Promoter, members of the of Group and persons in control of the Company who intend to participate in the Bushack are set out

Date of Transaction	No. of Equity Shares	Nominal Value per share (₹)	Price Per Share (₹)	Acquisition / Sale Consideration*	Nature of Transaction/ Consideration
Balkrishan Gopira	m Goenka, Trus	stee of Wels	pun Group		
February 26, 2018	93,990	1	63.40	59,58,966	Acquired vide inter-se transfer
May 21, 2019	67,90,78,913	1	0.37	25,05,00,000	Acquired vide Scheme of Amalgamation Issued pursuant to merger of Prasert Muttventure Private Limited (which was 100%, held by Welspun Group Master Trust) with Welspun India Limited vide NCLT Order dated 21st May 2019
March 13, 2020	9.37.999	1	32.28	3.02,77,622	
March 15, 2020	10.62.001	1	32.06		Open Market
March 17, 2020	21.30.000	1	27.77		Open Market
July 28, 2020	35,01,254	1	39.01		Open Market
July 29, 2020	16,50,000	1	39.58		Open Market
August 05, 2020	25.00.000	1	44.94		Open Market
August 06, 2020	20,11,275	1	44.89		Open Market
August 10, 2020	15.00.000	1	43.86		Open Market
July 14, 2021	(81,70,000)	1	120.00	(98.04.00,000)	
May 29, 2023	(1,00,18,016)	1	120.00	(1,20,21,61,920)	
Total	67.62.77.416	-	140.00	[1,40,41,01,040]	Dejanos
Maximum number		e intended	to be tende	rad	87,91,60
Aryabhat Vyapar F			10 20 11 1		
July 30, 2019	54,24,020	,	1,44	78,09,695	Acquired pursuant to the scheme of Arrangement between Weispun Tradewel Limited and MGN Agro Properties Private Limited and Aryabhat Vyapar private Limited
Total	54,24,020				
Maximum number	of Equity Share	es intended	to be tende	rred	70,512
Dipali Goenka					
August 05, 2003	7,50,400	1	NI	Ni Ni	Received by way of Gift
Total	7,50,400		- 7.7		
Maximum number	of Equity Shan	es intended	to be tende	ired	9,75
Radhika Goenka A	\garwa/				
August 05, 2003	20,08,600	1	Nil	Ni	Received by way of Gift
Total	20,08,600			11.12	7 200
Maximum number	of Equity Share	es intended	to be tende	red	26,11

motor / Member of Promoter Group)

NO DEFAULTS

There are no defaults subsisting in payment of dividend or repayment of any term loans to any shareholder or financial institution or basissing company (including interest payable thereon), as the case may be. Further the Company has not seculated any deposits, debetheres or preference shares. CONFERRATIONS FROM THE COMPANY AS PER THE PROVISIONS OF BUY-BACK REGULATIONS AND THE COMPANIES OF THE COMPANY AS PER THE PROVISIONS OF BUY-BACK REGULATIONS AND THE COMPANIES OF THE C

- All the equity shares for Buyback are fully paid-up
- All the deputy futures for droptops, are may particip.
 The Company shall not follow and shall are [Cutilly Shares including by way of bonus or convert any outstanding employee stock ownership plans includinarities; institutionals into Equity Shares, till the date of payment to strainholders for shares bought beautiful that the Shares of t
- The Company shall not desirable and extraction of the Companies Act 2015, Asia not make a further issue of the Company, as per provision of Section (68) of the Companies Act 2015, Asia not make a further issue of The Company, as per provision of Section (68) of the Companies Act 2015, Asia not make a further issue of the Company act and the Company of the Compa

- subsecting designations.

 The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pithe lock-in or till the Equity Shares become transferable:
- 9.9 The Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback."
- soon excurages or introdgs spot stansactions or through any private arrangement in the implementation of the Bigfland;

 9.10 There are no defaults subdisting in the regordent of deposits or interest payment thereon, rederption of depositures or interest payment thereon or rederption of depositures or interest payment of devided due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institutions or banking companies;

 9.11 The Company shall not directly or indirectly purchase its Equity Shares through any subdisting companies;

 9.12 Funds borrowed from banks and financial institutions will not be used for the Bulyback;

 9.13 The maximum amount of the Bulyback i.e. 72,74,53,13,400; (Ropees Two Hundred and Seventy Eight Cores Forly Three Laths Thintern Thousand and Four Hundred only/dosn on cased off live of the aggregate paid-up Equity Shares capital and the exercise (including securities presume account) of the Company as per latest audited balances heret as on March 13, (2004 on standards and considered basis;

 9.14 The maximum number of shares proposed to be purchased under the Bulyback 12,65,570 (One Core Teerry) so Laths Fifty Five Thousands five Hundred and Seventy), does not exceed 50% of the bala number of ship paid up Equity Shares in the ship paid-up Equity Shares in the ship paid-up Equity Share capital and the search of the ship paid-up Equity Shares in the ship paid-up of the Buyback Period.

 9.15 The Company paid not make any profe of obspective within a period of one year recioned from the date of closure of the Buyback Period.

- on the buyeach Pelson,
 9.17 The public shareholding post buyback shall not fall below the minimum level required as per Regulation 38 of the
 Listing Regulations;
- Listery impassions.

 18 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date.

 19 The Company is complicate with the provisions of Sections 92, 123, 127 and 129 of the Act;

 9.20 The Equity Shares bought back by the Company will be compulsorily estinguished and will not be held for
- releasurce

 2/1 As per Regulation 5(i)(c) and Schedule (i)(ii) of the SEBI Buy-Back Regulations, it is confirmed that the no treach of any coverants of the loans taken. The consortium of lenders have confirmed the same consortium meeting leation, 19/2, 2024, and a consortium enterline (in the loans of the aggregate of secured and unsecured debts owed by the Company shall not be than hince the paid-up-equity sharts copial and there reverses (including securities premium account) after Buydeack, based on the latest evaluation, audited standations and consolidated financials of the Company March 31, 2024, whichever sets out a lower amount.

 10. CONFRIMATIONS FROM THE BOARD

 The Board Originator of the Company has confirmed that it has made a full encusiv into the affairs and once

- CONFIRMATIONS FROM IT IE SUARU.

 The Board Of Director of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

 (ii) that immediately following the revening of the Board of Directors i.e., July 24, 2024 ("Board Resolution) with regards to the proposed Buy-back, there will be no grounds on which the Company could be found unable to regard to the company could be found unable to the company to the company could be found unable to the company to the company could be found to the company to the company
- pury in circuit.

 (i) As regards the Company's prospects for the year immediately following the Board Meeting Date and having regards to the Board's Intertion with respect to the management of Company's business during that year and to the amount and character of the financial resources with will lim the Board's lives to available to the Company during that year. He Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one-year from the Board Meeting Date L. July 24, 2004, and ((ii) in timing an opinion for the above purposes, the Board has taken into account the liabilities (including prospective and confrigent Saliables, all if the Company was being wound up under the provisions of the Companies Act, 2013 and the Insolvency and Bankruptoy Code, 2016, as amended from time to time, as association.
- 11. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY The last of the Report dated July 2-204 of S R B C S OF U.P. the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below.

- Quote
 Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requireme of Section 68 and Section 70 of the Companies And, 2013 and Clause (p) of Schedule I of the Securit and Exchange Dead of India (Buy-back of Securities) Regulations, 2014 as amended The Board of Directors (Regulations, 2014) as amended The Securities (Regulations, 2014 as amended The Security (Regulations, 2014) and Charles (Regulations, 2014) and Charles (Regulations, 2014) and Charles (Regulations) and Regulations (Regulations) and Regulations (Regulations) and Regulations (Regulations) and Regulations) and Regulations (Regulations) and Regulations (Regulations) and Regulations) and Regulations (Regulations) and Regulations (Regulations) and Regulations) and Regulations (Regulations) and Regul
- Limited, The proposal of Welspun Living Limited (formerly incient as Welspun India Limited) (the "Company") to but bick its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act) and Securities Regulations, 2019, as amended ("the SEEB Buyback Regulations") has been approved by the Board of Direction of the Company in their meeting hald on July 2- 2024. The Company has prepared the statistical "Statement of determination of the amount parents" of the proposed buyback of equity shares" (the "Statement") which we have inclined for identification of the

Board of Directors Responsibility

- 3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, the preparation and maintenance of all accounting and other relevant supporting records and do this responsibility includes the design, implementation and maintenance of interact control relevant preparation and presentation of the Statement and applying an appropriate basis of preparation; an estimates that are reasonable in the circumstances.
- estimates that are reasonable in the circumstances. The Board of Dreiston are responsible to make a full inquiry into the affairs and prospects of the Compand to form an opinion as specified in disuse (i) of Schedule 16 the SEBI Buyback Regulations on reason grounds and that the Company will not, hunking regard to 16 sists of affairs, with one to the rendered institution and period of one year from that date of board meeting. The Board of Directions are also responsible within a period of company complies with the requirements Act and SEBI Buyback Regulations, satisfacts Responsibility.

 Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsible to provide a section of the Act and SEBI Buyback Regulations, it is our responsible to provide a section of the Act and SEBI Buyback Regulations, it is our responsibility.

- reasonable assurance:

 (i) Whether we have inquired into the state of affairs of the Company in relation to its audited standation and consolidated francial statements for year needled March 31, 2024.

 (i) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statisment has been properly determined in accordance with the provisions of Section 66(2)(s) of the Act and Regulation 4(s) read with provisio to Regulation 5(s)(s) of the SEBI Buyback Regulations.
- Regulations:

 (iii) Whether the Board of Directors have formed the opinion as specified in clause (i) of Schedule I to the SEB Bayadox Regulations on reasonable grounds and that the Company will not, having regard to its sale of alliers, will not be rendered insolvent within a prirod of one year from that date of board meeting. The audited standards and consolidated financial statements, referred to in paragraph (5) above, have been audited by us on which we issued an unmodified audit opinion vide our reports oldered April 25, 2024. Our audits of these financial statements were conducted in occuration with the Sandards on Auditing, as specified outher Section 143,11(6) of the Act and other applicable authorizative pronouncements saused by the installate of Chartered Accountance of the Sandards and Control and C

- Charleted Accountants of India.

 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC); Quality Corrol for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

 9. Cur scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fames or accuracy of any of the financial information or the financial resists of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

 10. A reasonable assurance encasement involves making the propriet of the purpose of this report. Accordingly, we
- 10.A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable ortherin mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the applicable oriteria. Our procedures included the following in relation to the Statement.
- We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2024. We have obtained and read the audited standalon and connocidated financial statements for the year ended March 31, 2024, including the unmodified audit opinions dated April 25, 2024;

000

- the unmodified audit opinions deteit April 22, 2024. Read the Archicol Association of the Company and noted the permissibility of bulyaudi;

 18) Traced the amounts of paid share capital and their reserves as mentionial in Statement from the audited standation and consolidated financial statements for they enred March 33, 2024.

 10) Obtained the minutes of the meeting of the Board of Direction in which the proposed buly-back was approved and compared the buly-back amount with the premissible into compared in accordance with section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Bulyback Regulations detailed in the

000



- Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buyback on a standatione as well as consolidated basis for the year ended March 31, 2024;
- 31, 2045; all reference of the meeting of the Board of Directors in which the proposed buy-back septiment the minutes of the meeting of the Board of Directors in which the proposed buy-back approved and read the Board had formed the opinion as specified in SEBI Buyback Regulation on reasonable grounds that the Company with not, having regard to the state of affairs, be rende insolvent within a period of one year from that date.

viii) Obtained necessary representations from the management of the Company

- 11. Based on our examination as above, and the information and explanations given to us, we report that

- Listand on our examination as above, and the information and esparations given to us, we report mat.
 We have inquired into the state of affairs of the Company in relation to its undest satirations and consolidated financial statements for year ended March 31, 2024.
 The amount of permissible expital payment for proposed bytcank of the equity shares as included in the Statement has been properly oferemined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation (High safe with provision of Regulation (High safe this provise of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise) is the safe of Regulation (High safe this provise).

Restriction on Use.

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (a) of Schodule 1 of SEBI Buyador Regulations solved by enable them to include (a) in the pulse innonucement to the made to the Shareholders of the Company, (b) in the letter of offer to be filled with the Securities and Euchange Board of India, that occurred the Company, (b) in the letter of offer to be filled with the Securities Operatory Limited and the Limited. And should find the use of by any other person to the operation of the Company of the Compa

For S R B C & CO LLP ICAI Firm Registration Number: 324982E/E300003

per Jai Prakash Yadav ership Number: 066943

Date: July 24, 2024

Annexure A - Statement of Permissible Capital Payment (including premium) as at March 31, 2024 Computation of amount of permissible capital payment towards buyback of equity shares in compliance with Section 5(8)(2) of the Act and provisions of clause 4(1) and 6(1)(b) under the Buyback Regulations of SEBL based on annual audited standalone and consolidated financial statements as at and for the year ended 31 March 2024

unt in ₹ Crores)

Particulars		Standalone	Consolidated
Paid-up equity capital as at 31 March 2024	(A)	97.18	97.18
Free reserves as at 31 March 2024:			
- Retained earnings		3,445.05	4,057.54
- Securities premium	- 1		
- General reserve		71.60	93.60
- Treasury reserves	lv	(74.71)	(74.71)
Total free reserves	B=1+11+111+1v	3,441.94	4,076.43
Total paid-up equity share capital and free reserves	C = A+B	3,539.12	4,173.61
 - Maximum amount permissible for buy back under Section 68 of the Companies Act 2013 and Regulation 4(i) of the Buyback - Regulations ie. 25% of the aggregate of the total paid up capital and free reserves. 	C *25%	884	1,043
 Miximum amount permissible for buy back under the proviso to Regulation 5(i)(b) of the Buyback Regulations is. 10% of the aggregate of the total paid up capital and free reserves. 	C *10%	353	417
Amount proposed by Board Resolution dated July 24, 2024, ap-	proving the buy bac	k.	278.44

rits of paid up equity capital and free reserves as at 31 March 2024 have been extracted from the annual dalone and consolidated financial statements of the Company as at and for the year ended 31 March 2024

(ii) Capital redemption Reserve, Capital Reserve, Share-based Payment Reserve, Hedging Reserve Account, Foreign Exchange Translation Reserve and FVOCI equity instruments Reserve have not been considered for the purpose of

above computation.

(iii) Statement of Debt companies Act, 2013 for the purpose of section 68 free reserves include securities premium.

(iii) Statement of Debt connect funds to paid-up capital and free reserves before and after buy back of equity shares as per section 68(2)(d) of the Companies Act, 2013.

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Particulars		Standalone	Consolidated
Debt owned funds to paid-up capital and free reserves (before proposed buy-back of equity shares)		50	
Debt/Equity Ratio	(C/D)	0.55	0.60
Total Debt		2000	
Non-current borrowings	(A)	656.20	832.71
- Current borrowings	(B)	1,273.94	1,687.80
Total Debt	(C) = (A) + (B)	1,930.14	2,520.51
Total equity before proposed buy back of equity shares	(D)	3,539.12	4,173.61
Proposed buy back of equity shares	(E)	278.44	278.44
Total equity after proposed buy back of equity shares	(F) = (D) - (E)	3,260.68	3,895.17
II. Debt owned funds to paid-up capital and free reserves (after proposed buy back of equity shares) (Maximum permissible limit is 2:1)	(C/F)	0.59	0.65

Shashikant Thorat Company Secretary

FCS: 6505

Date: July 24, 2024 Place: Mumbai

As on the date of this Public Announcement, the Company has outstanding facilities with lenders, it is on that there is no breach of any covenants of the loans taken. The consortium of lenders have confirmed to in the consortium meeting held on July 24, 2024.

13. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- in the consorium meeting held on July 24, 2024.

 13. RECORD DATE AND SHARENULDER'S ENTITLEMENT

 13.1 As required under the Buy-Back Regulations, the Company has fixed the Record Date as August 05, 2024, for the purpose of determining the enrichment and the names of the shareholders, who will be eligible to participate in the Buy-back (the "Eligible Shareholders" will receive a latter of offer in relation to the Buy-back ("Latter of Offer).

 12 in due ocurse, Eligible Shareholders will receive a latter of offer in relation to the Buy-back ("Latter of Offer) along with a tender offer from indicating the entitlement of the Eligible Shareholder for participate in the Buy-back. The dispatch of the Latter of Offer shall be through electronic mode via emilla oils, within the (2) working days from the Record Date and full in case of the Shareholder via emilla oils, which has (2) working days from the Record Date and full in case in the Day-back to receive a copy of the latter of offer in physical from and the same that be provided.

 13 The Equity Shares to be booght beat as a part of this Buy-back are divided into the case provided.

 1. Reserved category for a remail Shareholders ("Reserved Category"); and

 2. General category for a flow Shareholders ("Reserved Category"); and

 2. General category for a flow Shareholders ("Reserved Category"); and the company, who holds shares or other specified securities on the recognized stock exchange in which highest indired volume in respect of such securities in the company, who holds shares or other specified securities on the Regulation, a first first highest that days (have in respect of such securities and the such parts of the super-state of the super-state

- shareholders as part of the Buy-back.

 18. Of the base of shareholders are not the Record Date, the Corpsony will determine the entitlement of each Eighb and heaveloker to bearbeined by the County of the Buy-back. The entitlement for each Eighb Shareholder all be exhalted based on the number of Eighb Shareholder to the scale of the state of the Eighb Shareholder on the Record Date and the state of Buy-back application in the category to which such Eighb Shareholder before, the first number of Eighb Shareholder and the Company will provide them each Eighb Shareholder before, the first number of Eighb Shareholder will be Company will provide the most eighbe Shareholder before, and contribute of the Eighb Shareholder will be Shareholder. Accordingly, the Company may not purchase all of the Eighb Shareholder by an Eighbe Shareholder. Accordingly the Company may not purchase all of the Eighb Shareholder by an Eighbe Shareholder. Accordingly the Company may not purchase all of the Eighb Shareholder by an Eighbe Shareholder. Accordingly, the Company may not purchase all of the Eighb Shareholder by an Eighbe Shareholder will must be demant account follows the category as higher eighber and accordingly the Eighb Shareholder will must be demant account follows the category. The Eighb Shareholder will must be such Eighber Shareholder will must be such

- together for determining the category (small shareholder or general) and entitlement under the Buy-back. In case of pirit shareholding, the Equity Sharen keld in cases when the sequence of the RNN of the joint shareholders is identical shall be calcided together. In case of Ediplic Shareholders holding objects the holding shares held in his shareholders is identical shall be calcided together. In case of Ediplic Shareholders holding physical shares, where the equity shares held in such cases. Similarly, in case of Ediplic Shareholders holding physical shares, where the PNNs of all joint shareholders are not available. The Registers will check the sequence of the names of the joint holders and club logister the Equity Shares held in such cases where the sequence of the name of joint shareholders and club logister the Equity Shares held in such cases where the sequence of the name of joint shareholders and club logister. If the shareholder of installational investors like mutual funds, insurance companies, foreign institutional investors foreign proficiol investors set, which is common PNN are not proposed to be club of profits of the pro
- 13.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall find be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Equity Shares fended over and above their entitlement in the other by Equity Shares fended over and above their entitlement in other category, and thereafter from Eligible Shareholders who have bendered over and above their entitlement in other category.

- entitlement in the offer by English Shareholders in that category, and thereafter from English Shareholders who have lendered over and above their entitlement in other category.

 13.9 Shareholders' participation in the Buy-back is voluntary. English Shareholders can choose to participate and egit cash in list of shares to be excepted under the Buy-back in Peny whose not to participate and english a resident increase in Their purcentage shareholding post Buy-back, without additional investment. English Shareholders may also before a part of their entificement. English Shareholders may be their their purcentage shareholding post Buy-back, without additional investment. English Shareholders may be their english category and above their entificement) and participate in the shortfall created due to non-participation of some other Shareholders. If any is shareholder of the Company control exceed the number of Egaty Shares hald by such English Shareholder of the Company as on the Record Date. In case the English Shareholder rolds English Shares through an other share share the end of the company as on the Record Date. In case the English Shareholder of the Company as on the Record Date. In case the English Shareholder rolds English Shares through end account, the limited through a demand account cannot exceed the number of Egaty Shares to the other share the share through an end account of under other through an ender account of under other through an ender through an ender account of under the Buy-back with the done using the "English Shareholders as well as additional Equity Shares Incended to a multiple of English Shareholder in the accordance of one Egaty Share, in the Buy-back. The Small Shareholders whose entitlement would be less than 1 Equity Shares my temperate or the English Shareholder is whose and the english Shareholders and the Buy-back. The Small Shareholders whose entitlement would be less than 1 Equity Shares my temperate or the English Shareholders have browned and with the proposition of the entitie
- in the acceptance of one Equity Stams, if such Small Shareholders have landered for additional Equity Shares.

 1.12 Detailed instructions for participation in the Buy-back theoriem of Equity Shares in the Buy-back the set of the shareholders will be recluded in the Letter of Offer shrich will be sent in due course to the Eligible Shareholders. Eligible Shareholders which have registered their erral is with the depositions? In the Company shall be deplaced the Letter of Offer through electronic mensers. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registers at the address mentioned at paragraphs 16 and 17 below.

 14. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 14. PROJECTION WE INCOME OF THE BUY-BACK THE BUY-BACK shall be undertaken on a proper basis through the tender offer process prescribed under Regulation 4(h/s)al of the Buy-Back Reg Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Share Stareholders and settlement of the same, through the stock exchange mechanism as specified in 1.
- 14.2 The Company has appointed DAM Capital Advisors Limited, as the registered broken to the Company (the "Company Broken") to facilitate the process of tendering of Equity Shares through the stock exchang mechanism for the Buy-back as described in puragraph 14.4 below. In the tendering process, the Compan Bicklar may also process the orders received from the Sharendoten. The dotate of the Company Strikes are as

DAM

CATTAL.

DAM Capital Advisors Limited
One BKC, Tower C. 15th Floor, Unit No. 1511, Bandra Kurla Complex
Bandra (Earls, Marchi 400 551, Maharashtra, India
Tet. +91 22 4202 2500
E-mail: rejent/fighamcapital in
Website: www.damcapital in
Contact Person: Rejent Rekalwalia
Contact Person: Rejent Rekalwalia
Contact Person: Rejent Rekalwalia

CIN: U99999MH1993PLC071865

SEBI Registration Number: INZ000207137

Validity Period: Permanent

- Validity Period: Permittents
 The Company will request NSE to provide a separate Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buy-back. The details of the platform will be aspecified by NSE from time to time. In the event the Shareholder Broaders of an Eligible Shareholder in not registered with NSE as a trading memberistock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can registered themselves by using soci unique client code (UCC) facility flivrogs the NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable leah, in case the Eligible Shareholder are unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company's Broker for guidance to place their bids.
- to place their bids.

 All 4A the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders brough their respective both brokers; each, "Shareholder Shear" during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's Broker.
- required by the Company's Broker.

 14.5 The Bys-back from the Eligible Shareholders who are residents outside had including foreign corporate bodies, (including antihallo eventse corporate bodies), breign profilio investors, non-resident Indiana, members of loneign nationality. If amy, shall be subject to the northoloxim-profilio investors, non-resident Indiana, members of loneign nationality. If amy, shall be subject to the northoloxim-profilio investors, non-resident Indiana, members are publishers thanked threatment. 1998 and releas and regulations framed threatments, as applicable, and this subject to the northoloxim-provision strong thisple-Datendroiner of such approvals, if, and to the earlier increasing or required fromconcerned authorities including, but not limited to, approvals from the Reserve Bank of Indian (RRIP) under the Foreign Exchange Management Act, 1999 and rules and regulations framed thermoder, if any.

- herecoder, if any,

 1.6. The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management.Act, 1999,
 as amending and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eigble
 Shareholders and or the Shareholder Bridaer through which the Eigble Shareholders and or the Shareholders holding Equity Shares in Rendantarisliked form:

 14.7.1 Eigble Shareholders who desire to tender Equity Shares he but by them in dematerialized form: the Buy-back would have to do so through their respective Shareholders Shareholder Shareholders
 Bricker the details of the Equity Shares they intend to tender due the Buy-back.

 14.7.2 The Shareholders Would be required to place an ordentiad on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquision Morole of NSE. For further details, Eligible Shareholders may refer to the circulars to be issued by NSE and/or NSE Cleaning Limited (the "Charring Corporation").

- Eligite Stareholders may refer to the circulars to be issued by ISSE ancidor MSE Charing Limited (the "Charing Corporation").

 14.7.3 The details of the the settlement number shall be provided in the issue opening circular that will be issued by the NSE ander Clearing Corporation.

 14.7.4 A limit shall be marked in derival account of the Eligible Shareholders for the Equity Shares tendered in the Big-black. The details of Equity Shares marked as limit in the demant account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.

 14.7.5 In case, the demant account of the Eligible Shareholders is hald in one depository and dearing member pool and clearing corporation account is held with other depository, the Equity Shares indered under the Buy-back shall be blocked in the shareholders demant account at the source depository carring the indirect of the Eligible Shareholders in the shareholder is control depository for the Eligible Shareholders of the Eligible Shareholders of the Buy-back shall be blocked in the shareholders of the Eligible Shareholders in the Shareholders in the Shareholders in the Shareholders in the Shareholders of the Eligible Shareholders of the Buy-back shall be blocked in the shareholders of the Eligible Shareholders of the Buy-back shall be blocked in the shareholders sourced depository for confirming period. Intelligent of Eligible Shareholders of the Shareholders

- modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.

 14.7.7. Upon placing the bit, the Shameholder Borker shall provide a transaction registration sight (FTS) greated by the NSE Bolding System to the Eligibis Shameholder on whose behalf the bit has been placed. The TRS will contain the details of order sub-mitted such as bid ID number, application number, Depository Participant ID, client 10, number of Equity Shames in the search of the Clientary Corporation and a valid bid in the NSE Bidding System better of the Clientary Corporation and valid bid in the NSE Bidding System, the bid by such Eligible Shameholders of the Clientary Corporation and a valid bid in the NSE Bidding System, the bid by such Eligible Shameholders shall be determed to have been accepted.

 14.2.8. Procedure to be followed by replicated Equity Shames hin the physical form: in accordance with SSEI Croular No. SEBIH-DICE/DICHOLING/REPOSOTA4 dated July 31, 2020. Eligible Shameholders bidding Equity Shames in the physical form and retired to participate in the Buy-back. The procedure is as below:

 14.2.1. Shameholders bidding Equity Shames in the physical form and retired to participate in the Buy-back. The procedure is as below:

 14.2.1. Shameholders bidding Equity Shames in the physical form and retired to participate in the Buy-back. The procedure is the Buy-back.

 will be required to supproach their respective Shameholder British along with the complete set of documents for reflication procedures to be carried out. The clourments include (if the lender form deliy agend by year between the respective special properties and procedure in the Buy-back. The procedure is the Buy-back.

 (ii) by all registered Shameholders Shameholders British along the transfer in their ord the company, it is effectively procedure in special procedures to be larged by the transfer in the Company, it is effectively better and documents buch the soft and succession
- card, or (iii) Passport.

 Based on the aforesaid documents, the Shareholder Broker shall place the bid on behalf of the Eligible
 Shareholder shot is holding Equity Shares in physical form and intend to tender Equity Shares in the Buy-back using the Acquistion Window of NSE. Upon placing the bid, the Shareholder broker shall privide a TRS generated by the NSE Bidding System to the Eligible Shareholder. The TRS will contain the details of order automitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares Intender, 45.
- Each Shareholder Broker or Shareholder is required to deliver the original share certificate(s) and documents as mentioned in paragraph 14.8.1 along with the TRS (containing details of order submitted including the bid

- identification number, the application number, folio number, certificate number, destinctive numbers are number of Equity Shares tendential offset by projection-post or counter or hand delivery to the Registra below the other counter of the count
- such Stareholder Ericker or Stareholder. Eligible Shareholder Indian glytisch an Eigible Stareholder. Eligible Shareholder holding physical Equity Shares should note that physical Equity Shares for bey-back by the Company shall be subject to verification as per the Buy-Back Regulations and any further directions issued in this regard. The Regulater will verify such bids based on the documents submitted on daily basis and till such time the NSE shall display such bids as unconfirmed physical bids. Occo. Regulater confirms the bids in the threated as Comment Glider. Modification or cancellation of orders will only be allowed during the tendering period of the Buy-back. 1484
- The cumulative quantity of Equity Shares tendered shall be made available on the website of NSE (www.nseinda.com), throughout the trading session and will be updated at specific intervals during the tendering period.
- tendering period.

 The Company will not accept Equity Shares tendered for the Buy-back which under restraint order of the court for transfer! sale and/or life in respect of which is otherwise under dispute or where loss of share certificates has been rollfied to the Company and the objective than certificates have not followed by the control of the company and the objective than certificates have not been issued either due to such request being under process as per the provision of law or otherwise. In case any Eligible Shareholder has submitted Eguity Shares in physical form for demantariskation, such Eligible Shareholders should enter with the process of periting the Equity Shares dentarialisated in completed well in time so that they can participate in the Buy-back before the closure of the tendering period
- of the Buy-back

15. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the Buy-Back Regulation

- 15.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
- 15.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

 13.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buy-back to the Classing Corporation's bark accounts as per the prescribed schedule. The settlement of the document of the company is the properties of the company of the com

- consistency of the NISE.

 If the societies transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Brisker's depository pool account for onward transfer to the shareholder. In the case of inter-depository IDT, the Clearing Corporation will cancel the societies or unaccepted shares in the super-depository. Further, release of IDT message shall be sent by larged depository, Further, release of IDT message shall be sent by larged depository, further clearing Corporation and consistency of the sent depository for the sent depository of the sent depository of the sent depository of the sent depository and the sent depository and the sent depository depository and consistency depository of the denal account details and accepted bid quantity, source depository that debit the securities as per the communication of message received from they depository that debt the securities as per the communication of message received from target depository to the edenal cancelled bid shares for the communication to the edenal account details and accepted bid to the Clearing Corporation settlement account in larget depository or settlement details.
- Statistication is a contract account and or count is on an element purposed in the interaction in section in the country of th

- 15.9 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-

COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buy-back Ms. Shashikant Thorat

Company Secretary and Compliance Officer

Welspun Living Limited

(Formerly known as Welspun India Limited)

6th Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel No.: +91 22 6613 6000

E-mail ID: co

hareholders may contact the Compliance Officer for any clarification or to address their grievances, if a uring office hours, being 10:00 a.m. to 5:00 p.m. on all working days except Seturday, Sunday and pu

REGISTRAR TO THE BUY-BACK AND INVESTOR SERVICE CENTRE

In case of any queries, the Shareholders may also contact the RTA during working hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays at the following address:

LINKIntime

LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India Tel: +91 810 911 4949 Fax: +91 22 4918 6060

Fak: "IT 22 491's 0,000

Email: welgrundfr, buyback/2024@inkintime.co.in
Investor Grievance E-mail: welspuniving.buyback/2024@inkintime.co.in
Weballer: www.lintime.co.in
Contact Person: Ma. Shartil Gogalkrishnan
SEBI Registration Number: INROCOCO4058
Validity Period: Fermanent
CIN: UST/19/MH/1999PTC118368

18. MANAGER TO THE BUY-BACK

DAM

One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra Kurta Complex, Bandra (East), Mumbai 400 051

E-mail: wil.buyhack@damcapital.in
Website: www.damcapital.in
Contact Person: Chandresh Sharmai Puneet Agnihotri
SEBI Registration Number: MSI/NM000011336

Validity Period: Permanent CIN: U99999MH1993PLC071865 19. DIRECTORS RESPONSIBILITY

Interns of Regulation 24()(a) of the Buy-Back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that such document contains the, factual and inaterial information and does not contain any misleading information.

Altaf Jiwani

For and on behalf of the Board of Directors of WELSPUN LIVING LIMITED

Dipali Goenka Managing Director & CEO (DIN-00007199) Wholetime Director (DIN- 05166241)

Shashikant Thorat Company Secretary (Membership No FCS: 6505)

000

Date: July 25, 2024 Place: Mumbai

000

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WELSPUN LIVING LIMITED

(Formerly known as Welspun India Limited)

Registered Office: Welspun Cky, Wilage Versamedi, Taluka Anjar, District Kulch, Gujaral-370 110, India.

Corporate Office: Welspun House, 6th Floor, Kamala Gily, Sengala Bagat Marg, Lower Parel (West), Mumbai-400 013, Maharashtra, India

CIN: 1711/06J1985PL033271

Tel: +91 22 6613 6000; Fax: +91 22 2490 8020; Website: www.welspunliving.com; E-mail: companysecretary_wil@v
Contact Person: Mr. Shashikant Thorat, Company Secretary & Compliance Officer

FOR THE ATTENTION OF THE EQUIT SHAREHOLDERS I PENEFICIAL OWNERS OF THE EQUITY SHARES OF WELSPIN LUNING LIMITED FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDE OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

THE SECURITIES AREA OF THE MODITE UNDER THE SECURITIES AND EXCHANGE BOARD OF MODITE BURGET AND OF SECURITIES AREA OF SECURITIES

MECHANISM

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding diaglasments. All decimals have been counted of the 2 (lave) decimal points. In certain instances, (i) the sum operatings change of such numbers may not conform exactly to the total figure given; and (i) the sum of the number in a column or row.

DETAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE

- eventings changed risks hunthers may not conform eachly to the build figure given and fight the sum of the numbers as olumn or no in central tables may not conform eachly to the build figure given for that column or now.

 DETAILS OF THE BUYL-BACK OFFIER AND THE OFFIER PRICE

 I. The Board of Denestors of the Company filter Posedry all issue intenting held on July 24. 2024 filtre "Beard Meeting Date") has subject to such approvals of regulatory androis statutory, authorities as may be required under applicable time. Approvals to regulatory androis statutory, authorities as may be required under applicable time. Approvals to present part of the buyl-back of the Date (Spring Fig. 1976). The subject to such approvals to regulatory androis statutory, authorities as may be required under applicable time. Applies Equily Share capital of the Company; from the Shareholders are on Record Date (see disclosed and paids) Equily Share capital and the Shareholders are on Record Date (see disclosed and paids) equily state (see "Shareholders" of the Shareholders are on Record Date (see "Shareholders"). The Shareholders are on Record Date (see "Shareholders") and the state of the Shareholders are on Record Date (see "Shareholders"). The Shareholders are on Record Date (see "Shareholders") and the state of the shareholders are on Record Date (see "Shareholders"). The Shareholders are on Record Date (see "Shareholders") and the shareholders are considered to the shareholders and the shareholders are considered to the shareholders and the shareholders are considered to the shareholders are considered to the shareholders and the shareholders are desirated to the shareholders and the shareholders are desirated to the shareholders and the shareholders and advan

- requisitors. By Agriculture Services of the Se
- Six Lakhs Filly Tive Thousand Nine Hundred and Sverely (Eury) thanks of place (Fig. 1976) and the lake grade of the Company), which is within the alloresald intel of 25°. The Bydysack is in accordance with Africa of the Africa (Fill Agrange) and Sverely (Eury) thanks of the Medica (Advanced and Sverely) (Eury) and Sections 60.00. The Bydysack is in accordance with Africa of the Africas of Association of the Company and Sections 60.00. The Bydysack is in successful and the Africas of the Africas of Association of the Company and Sections 60.00. The Bydysack is in suiting the Africas of the Africas of the Africas of the Africas of Africas of the Africas of the Africas of Africas of Africas of the Africas of Af

- Acrys of this Public Announcement is available on the website of the Company at <u>sews websputining norm</u> and the Manager to the Buly-duck (www.demcapitals) and is expected to be available on the website of SSER at <u>www.section</u>, of sorting the product of Styl-duck and on the website of the Stock Scringers at <u>www.section.com</u> and <u>max.meditor.com</u>.

 RECESSITIFACTIONALE FOR BUTHACK

- ECESSITY/RATIONALE FOR BUY-BACK

 The Buy-back will help the Company to return surplus cash to its members, holding equity shares and
 tendering under the buy-back, broadly in proportion to their shareholding, theneby enhancing the overall
 return to the members.

 The Buy-back, which is being implemented through the Tender Offer route as prescribed under the BuyBack Regulators, would involve advantation of higher of number of shares as por their entitlement or 15% of
 this reservation for entit shareholders would benefit a large number of public shareholders, who would get
 the Buy-back and have in inversional entities.
- The Buy bask may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders value. The Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required;

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 1,26,55,970 (One Crore Twenty Six Lakhs Fifty Five Thousand Nine Hundred and Seventyl Equity Shares of the Company (representing 1,30% of the total number of Equity Shares in the paid-up Guity Share coalid of the Company as at March 31, 200.

MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED

The maximum amount required for Buy-back will not exceed \$2,78,43,13,400°. (Rupees Two Hundred and Swenth Egid Cores Forty Three Labels Tritisen Thousand and Four Hundred only seculding Transaction Costs. The Maximum Dysack Sec consistions \$77.95 win 66.776° of the aggregate May each or goodly where capital and finer exercise principles prenium account is aper the latest exolided siderations of and coreolidation for the control of the Cost of the

10%. The funds required for the implementation of the Buy-back (including the Transaction Cost) will be sourced out of fine reserves (including securities premium account) of the Company and/or such other source as may be permitted by the Buy-back Regulations or the Companies Act.

The Company shall transfer from its fine reserves (including securities premium account), a cum equal to the commissi select of the Equity States so bought back to the Capital Redemption Reserve Account, and details of such brandler shall be disclosed in its subsequent audited financial sittements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buy-back.

MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES AND THE BASIS OF ARRIVING AT BUY
BACK OFFER PRICE es are proposed to be bought back at a price of ₹220/- (Rupees Two Hundred and Twenty Only)

per cipully strate.

The Buy-back Offer Price has been arrived at after considering various factors such as the accumulated free reserves (including Securities Premium Account) as well as the cash liquidity reflected in audited standarder and consolidated framatic statements of the Company for the financial or walf walf and 12,024. The subsequent business developments, the prevailing market price of the equity shares of the Company before the announcement of

Board Meeting for consideration of Buy the key financial ratios of the Company.

- the key financial nation of the Company.

 The Buy-back Pice represents:

 L premium of 40.72% and 42.91% over the volume weighted average market price of the Equity Shares on the NSE and the SER. respectively, during the 3 (three) months proceeding July 19. 2024, being the date of infantation to the Stock Euchrapes regarding the Sound Meeting Date ("termination Date").

 I premium of 30.95% on 30.74%, over the volume weighted except market price of the Equity Shares on the NSE and SES the, respectively, during the 2 (three Visions of the Equity Shares on the NSE and Ses See and 24.85% on extreme design price of the Equity Shares on the NSE and the Ses respectively, as on July 19. 20.24, being the day precoding the Infancian Date.

 Iv. premium of 24.25% and 2.82% on each other segments of the Equity Shares on NSE and SSE, respectively, as on the Sound Needing Date.

- On the Columberary June 17 The Colonia market price of the Equity Shares as on the day proceeding the Indination Date was ₹17.63 and ₹17.62 and as on the Dourt Meeting Date was ₹17.75 and ₹17.74 for the NEE and the SEE, respectively, expectation of the Section See (SEE) of the Companies Act, the ratio of the saggregate of secured and unsecured by the Company and the See (SEE) of the Companies Act, the ratio of the saggregate of secured and unsecured by the Company and the See (SEE) of the Company and the See (SEE) of th
- DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP, SHAREHOLDING AND OTHER DETAILS
- The aggregate shareholding of the promoters and members of the promoter group of the Company as on the Board Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name of Shareholder	Category	No. of Equity Shares held	% of issued Equity Share Capital (on fully diluted basis)
1	Mr. Balkrishan Goenka	Promoter	4,90,660	0.05
2	Ms. Dipali Goenka	Promoter	7,50,400	0.08
3	Mr. Rajesh Mandawewala	Promoter	1,030	Negligible
4	Balkrishan Gopiram Goenka, Trustee of Welspun Group Master Trust	Promoter	67,62,77,416	69.59
5	Ms. Radhika Goenka Agarwal	Promoter Group	20,08,600	0.21
6	Balkrishan Gopiram Goenka, Karta of Balkrishan Goenka HUF	Promoter Group	1,93,320	0.02
7	Aryabhat Vyapar Private Limited	Promoter Group	54,24,020	0.56
8	MGN Agro Properties Private Limited	Promoter Group	1,000	Negligible
	Total		68,51,46,446	70.50

6.2 The aggregate shareholding of directors of promoter group comp 24, 2024 and the date of this Public Announcement is as follows:

Sr. No.	Directors of Promoter Group	No. of Equity Shares held	% of issued Equity Share Capital of Welspun Living Limited (on fully diluted basis)
1	Mr. Devendra Patil (Director of Aryabhat Vyapar Private Limited)	4,922*	Negligible
2	Mr. Lal Hotwani (Director of Aryabhat Vyapar Private Limited)	31,526	Negligible
	Total	36,468	Negligible

the first shareholders.

The aggregate number of Equity Shares purchased or sold by the promoters, members of the promoter gridectors of the promoter group companies and persons in control of the Company during a period of six mo preceding the Board Meeting Date, being July 24, 2024 and the date of this Public Announcement, is as follows:

Name of Shareholder	No. of Equity Shares		Maximum price (₹)	Date of Maximum Price
		MII		

The aggregate shareholding of the directors and key managerial personnel of the Company as on the Board Meeting Date i.e. July 24, 2024 and the date of this Public Announcement, is as follows:

Sr. No.	Name	Designation	Number of Equity Shares held	Percentage of issued share capital (%)
1.	Mr. Balkrishan Goenka	Chairman and Non-Executive Non- Independent Director	4,90,660	0.05
2.	Mr. Rajesh Mandawewala	Executive Vice Chairman (Whole time Director)	1,030	Negligible
3.	Ms. Dipali Goenka	Managing Director & Chief Executive Officer	7,50,400	0.08
4.	Mr. Shashikant Thorat	Company Secretary and Compliance Officer	10	Negligible

*Except stated above, more of the Directors or other Key Managenia Personnel hold any Equity States of the Company as on the date of the Board Meterity, a. by 42, 20% and the date of the Public Amountment Intention of the Promoters and members of the Promoter Group and persons in control of the Company to tender Equity Shares in the Buy-back. In the Buy-back regulations, under the Tender Ofter route, the Promoters and Congo and General when we are considered to the Tender Ofter route, the Promoters and Congo and General when we are considered to the Tender Ofter route, the Promoters and the Tender Equity Shares in the Buy-back Regulations, under the Tender Ofter route, the Promoters and the Tender Equity Shares in the Buy-back Regulations, under the Tender Ofter route, the Promoters and the Tender Equity Shares and the Tender Ofter route, the Promoters and the Tender Equity Shares and the Tender Equity Shares

In terms of the Buy-Back Regulations, under the Tender Ofter route, the Promoters and members of Promoter Group and persons who are in control of the Company have the option to participate in the Buy-back. In this regard, the Promotion and the Members of Promoter Group have agreement their intention to participate in the Buy-back by way of their letters send dailed July 25, 2024 (Tritation Laterity 1) and may fareful or participate in the Buy-back by way of their letters send dailed July 25, 2024 (Tritation Laterity 1) and may fareful or participate of the Buy-back by way of the Selberg of the Buy-back and the Buy-back Buy-back and the Selberg of the SEB Buy-back Regulations.

Sr. No	Name of shareholder	No. of Equity Shares held	Maximum number of Equity Shares intended to tender
1.	Balkrishan Gopiram Goenka, Trustee of Welspun Group Master Trust	67,62,77,416	87,91,606
2.	Aryabhat Vyapar Private Limited	54,24,020	70,512
3.	Dipali Goenka	7,50,400	9,755
4.	Radhika Goenka Agarwal	20,08,600	26,111
	Total	68,44,60,436	88,97,984

details of the date and price of acquisition/ sale of the Equity Shares by the Promoter, members of the moter Group and persons in control of the Company who intend to participate in the Buyback are set out

No. of Equity Nominal Price Per Acquisition Nature of Transaction

Date of	No. or Equity	Wolling	11100101	Acquisition	reaction of framework
Transaction	Shares	Value per share (₹)		/ Sale Consideration*	Consideration
		snare (<)	(₹)	(₹)	
Balkrishan Gopira	m Coonko Tuu	too of Wale	nun Cenun		
February 26, 2018	93.990	HEE OF WES	63.40	59,58,966	Acquired vide inter-se
	,				transfer
May 21, 2019	67,90,78,913	1	0.37	25,05,00,000	Acquired vide Scheme of Amalgamation
					Issued pursuant to merger of Prasert Multiventure Private Limited (which was 100% held by Welspun Group Master Trust) with Welspun India Limited vide NCLT Order dated 21st May 2019
March 13, 2020	9,37,999	1	32.28	3,02,77,622	Open Market
March 15, 2020	10,62,001	- 1	32.06	3,40,44,669	Open Market
March 17, 2020	21,30,000	1	27.77	5,91,56,267	Open Market
July 28, 2020	35,01,254	- 1	39.01	13,65,91,373	Open Market
July 29, 2020	16,50,000	1	39.58	6,53,04,176	Open Market
August 05, 2020	25,00,000	- 1	44.94	11,23,40,722	Open Market
August 06, 2020	20,11,275	1	44.89	9,02,77,520	Open Market
August 10, 2020	15,00,000	- 1	43.86	6,57,91,930	Open Market
July 14, 2021	(81,70,000)	1	120.00	(98,04,00,000)	Buyback
May 29, 2023	(1,00,18,016)	- 1	120.00	(1,20,21,61,920)	BuyBack
Total	67,62,77,416				
Maximum number	of Equity Share	es intended	to be tende	ered	87,91,60
Aryabhat Vyapar I	Private Limited				
July 30, 2019	54,24,020	1	1.44	78,09,695	Acquired pursuant to the scheme of Arrangement between Welspun Tradewel Limited and MGN Agro Properties Private Limited and Aryabhat Vyapar private Limited
Total	54,24,020		L		
Maximum number	of Equity Share	es intended	to be tende	ered	70,51
Dipali Goenka					1
August 05, 2003	7,50,400	1	Nil	Nil	Received by way of Gift
Total	7,50,400		l		
Maximum number		s intended	to be tende	ered	9,75
Radhika Goenka A					
August 05, 2003	20,08,600	1	Nil	Nil	Received by way of Gift
Total	20,08,600				
Maximum number					26.11

NO DEFAULTS

IND UEFAULIS

There are no defaults subsisting in payment of dividend or repayment of any term loans to any shareholder or financial institution or banking company (including interest payable thereon), as the case may be. Further the Company has not issued any deposits, debentures or preference shares.

CONFIGNATION SENDLY THE COMPANY AS PER THE PROVISIONS OF BUY-BACK REGULATIONS AND THE COMPANIES ACT.

- THE COMPANIES ACT

 Alt the egapty sharms for Buyback are fully gold-up:
 The Company shall not issue and all of any Equity Shares including by way of horsus or convent any outstanding
 employee short conventorly pales, hostitateing instruments into Equity Shares, till the date of payment to
 shareholders for chares bought back under the Buyback.

 The Company shall not shall both and be Buyback after the letter of offer is filed with SEBI or the public amnouncement
 of the Order for the Buyback is made;
- of the offer for the Buy-back is made; The Company, as per proximes of Section 68(8) of the Companies Act 2013, shall not make a further issue of the same kind of shares or other sourchies including allotment of new shares under clause (s) of sub-action (1) of section (2) or other speciedle securities within a period of six morths from completion of buyback except by way of all boxun issue or in the discharge of subsisting collisions such as conversion of warrants, stock option schemas, sweet equity or conveision of perfectiones shares or debettures into equity shares.

- schemes, sweat equity or convenience of preference shares or debenfurses into equity shares;
 The Company shall not Bryadex dut of the proceeds of an earlier issue of the same indicate of shares or same kind of other specified securities;
 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity shares purchased through the Buy-back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audient financial statements.
 The Company, as per provisions of 24(i)(i) of Buyback Regulations, shall not raise further capital for a priced one year from the clade of completion of speciment to shareholders under this buyback except in discharge of its
- 9.9 The Company shall not Buydack its shares from any person through negotiated deal whether on stock exchanges or through spot transactions or through any private arrangement in the implemental Brivhack.
- including its own subsidiary companies or through any investment company or group or 9.12 Funds borrowed from banks and financial institutions will not be used for the Buyback;
- 9.12 Funds borrowed from banks and francial institutions will not be used for the Buyback;
 9.13 The maximum mount of the Buyback or 2.778.413,100/C (pages Two Funderd and Swenty Eight Crores Forty Times Laith's Thrisen Thousand and Four Hundred cohylipose not exceed 10% of the aggregate pack-up Equity Steve capital and from reserved circularing sourchise promise account of the Company are parties and the parties of the pack of the pack

- of the Buyeaux Heroot,
 9.1 The Duyback hall not result in deleting of the Equily Shares from the Stock Exchanges,
 9.1 The Duyback hall not result in deleting of the Equily Shares from the Stock Exchanges,
 9.1 The public shareholding post buyback shall not fall below the minimum level required as per Regulation 38 of the
 Lating Regulation of any scheme of a malgamation or compromise or arrangement pursuant to the provisions
 of the Compression Act, as on date;
- or the Companies Act, as on date;

 19 The Companies (act, as on date;

 19 The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;

 9.20 The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for

- reissaurace
 22 As per Regulation 5(i)(c) and Schedule (iiii) of the SEBI Buy-Stack Regulations, it is confirmed that there is no breach of any covenants of the loans taken. The consortium roll lenders have confirmed the same in the consortium reveller before 1,00 /42, 0 /42, and
 9.22 That the ratio of the aggregate of second and unsecured debts owed by the Company shall not be more than hince the goding caughty share polal and free reveners (inclinding securities permit account) after the Buyback, based on the listest evaluable, audited standarber and consolidated financials of the Company as on Matron 31, 2024, whithere reside u.d. over amount.

 10. COMFRIMATIONS FROW THE BOARD

 12. Booked Tolkstrand this Company has confirmed that the revenue and full promision the affirm and prospects.
- The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:
- we company and has formed the opinion that:

 (i) that immediately following the meeting of the Board of Directors i.e. July 24, 2024 ("Board Resolution) with reparts to the proposed Buy-baod, there will be no grounds on which the Company could be found unable to pay its debts:

 (ii) As regards the Company's prospects for the new countries of the proposed Buy-baod of the Buy-baod o
- pay is debts;
 As regards the Company's prospects for the year immediately following the Board Meeting Date and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and chanced or the financine sources which will in the Board's view to evaluate to the Company during that year. the Company will be able to meet its liabilities as and when they fall due and will not be endeded inclusion within a period of one year from the Board Heering Date is, any 34, 20%; and In forming an opinion for the above purposes, the Board has been into account the liabilities (including prospective and confident falloilles), as if the Company was being wound up under the previous of the Companies Act, 2013 and the insolvency and Baskruptory Code, 2016, as amended from time to time, as applicable.
- REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY The text of the Report dated July 24, 2024 of S R B C & CO LLP, the Sta addressed to the Board of Directors of the Company is reproduced below:

Quote independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

- The Board of Directors
 Welspur Living Limited (formerly known as Welspur Indea Limited),
 Welspur Living Limited (formerly known as Welspur Indea Limited),
 Welspur Living Limited (formerly known as Welspur Living Limited),
 Welspur Living Limited, 2003
 Maharanthrus, India
 1. The Report is issued in accordance with the terms of our service scope letter dated July 23, 2024, and master
 arrangement agreement October 5, 2022 with Welspur Living Limited (formerly known as Welspur India
 Limited).
- Limited).

 The proposal of Weispun Living Limited (formerly known as Weispun India Limited) (the "Company") to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 (the Act) and Socurities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended the SEBE Bulgaske Regulations), 180 the approved by the Board of Directors of the Company in their meeting held on July 24, 2024. The Company has prepared the attached "Statement of determination of the amount permissalle cogality payment for proposed buyback of equity shares" (the "Statement") which we have initiated for identification purposes or pull payment for proposed buyback of equity shares" (the "Statement") which we have initiated for identification purposes or proposed buyback of equity shares" (the "Statement") which we have

- initiated for interflication purposes only carded Offineties Responsibility.

 The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation of an interflamence of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate based of preparation; and making estimates that are reasonable in the circumstances.

 The Board of Directors are responsible to make a full impany into the affairs and prospects of the Company and bother man opinion as specified in clause (of Schedule to the SEB Bulyack Regulations on reasonable growths and that the Company with and their great the sits and relative distriction growths and that the Company with and their great the sits after of addition, with other interedifferablent ensuring that the Company complies with the requirements Act and SEBI Bulyack Regulations.

Auditor's Responsibility

Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our res reasonable assurance;

- sonable assurance:

 Whether we have inquired into the state of affairs of the Company in relation to its audited standators and consolidated firmancial statements for year enteet March 31, 2024.

 Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accondance with the provisions of Section 680(2)(of the Act and Regulation 4(i) read with proviso to Regulation 5(i)(b) of the SEBI Buyback
- Regulations;
 (iii) Whether the Board of Directors have formed the opinion as specified in clause (ii) of Schedule I to the SEEB Boyback Regulations on reasonable grounds and that the Company will not, having regard to list sate of affirms, win to be readered inschret within a period or low year from that dide not board meeting. The audited standations and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by on which we issued an immodified audit opinion vide or unprost death April 25, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 13(1) of the Act and other applicable autimative provincemental intelligence of Charleter Accountants of India. These Standards require that we plan and genome has been included to Charleter Accountants of India. These Standards require that we plan and genome has colorated accountants and accountance about whether the financial statements are free of material institutement.
- vocans reconstance assurance annual vinetime the transcal statements are free of material misstatement. We conducted our examination of the Statement in accordance with the Quidance Note on Report Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guida Note requires that we comptly with the ethical requirements of the Code of Ethics issued by the Institute Chartered Accountants of India.
- Chariered Accountants of India.

 8. We have complied with the relevant applicable requirements of the Standard on Quality Cortiol (SQC) 1, Quality
- do not oppress such opinion.

 John A resourcible assurance grangement involves performing procedures to obtain sufficient appropriate evidence on the applicable orientes mentioned in paragraph 5 above. The procedures selected oppress on the auditor's judgment, including the assessment of the risks associated with the applicable orients. Our procedures included the following in relation to this Salterment:

 John Was have applicable or the situation of the Company in relation to its audited standards orient of the control of the situation of the company in relation to its audited standards and consolidated financial statements for the year ended March 31, 2004, five duding the audited standards and consolidated financial statements for the year ended March 31, 2005, including the unmodified audit opinions stand of year 25, 2004, "Coulding the unmodified audit opinions stand of year 25, 2004," (including the unmodified audit opinions stand of year 25, 2004,").

 J. Read the Articles of Association of the Company and noted the permissibility of buyback:

- Read the Articles of Association of the Company and noted the permissibility of buyback.

 Traced the amounts of paid share capital and free reserves as mentioned in Silatement from the audited standarione and consolicated financial situations remissible financial silatements for the year enderliand Affaird 37, 2024.

 Obtained the minutes of the meeting of the Board of Directors in which the proposed buy-back was approved and compared the buyback around with the permissible limit computed in accordance with section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the Statement.

3

- Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its fere reserves after such buyback on a standatione as well as consolidated basis for the year ended March 31, 2024;
- 31 2024.

 Examined that all shares for buyback are fully paid-up:
 Obtained the mirules of the reseting of the Seard of Directors in which the proposed buy-back was approved and reads the Bearth lad formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company will not, having regard to the state of affairs, be rendered insolvent within a paid of one year from that data.

- 11. Based on our examin

- pinion

 It Seed on our examination as above, and the information and explanations given to us, we report that

 (i) We have inquired into the state of affairs of the Company in relation to its audited standarder and consolidated financial statements for year ended March 13, 1224.

 In The amount of premissible capital greating for proposed bysolar of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 88(2)(c) of the Act. And Regulation (19) of the depth provision of Section 88(2)(c) of the Act. and Regulation (19) of the State Blog-back Regulation (19) of the SEB Blog-back Regulation (19) of the SEB Blog-back Regulation or reasonable grounds and that the Company will not, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date of the above board meeting.

menting.

Restriction on Use

12. The Report is addressed to and provided to the Seard of Directors of the Company pursuant to the

13. The Report is addressed to Seard Section 70 of the Act most with Clause (ii) of Schedule | of SEE Buylack.

Regulations solely to enable them to include (iii) in the public amountement to be made to the Shareholders

of the Company, (iv) in the letter of offer to be fill with the Sections and Exchange Board of India. The

stock exchanges, the Registrar of Companies the National Securities Dispository Limited and the Contral

Depository Securities (india) Limited, and would not be used by any other persons or to any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purposes or to any other

person to whom this report is shown or from twole bands it is now. We have no responsibility to update

this report for events and circumstances occurring after the date of this report.

For S R B C & CO LLP

ICAI Firm Registration Number: 324982E/E300003

per Jai Prakash Yadav

Membership Number: 066943

UDIN - 24066943BKGFQM6965

Place of Signature: Mumbai Date: July 24, 2024

Annexure A - Statement of Permissible Capital Payment (including premium) as at March 31, 2024 Computation of amount of permissible capital payment towards buyback of equity shares in compliance with Section 68(2)(c) of the Act and provisions of clause 4(t) and 50(t) under the Buyback Regulations of SSEL based on annual audited standaione and consolidated financial statements as at and for the year ended 31 March 2024.

Particulars		Standalone	Consolidated	
Paid-up equity capital as at 31 March 2024	(A)	97.18	97.18	
Free reserves as at 31 March 2024:				
- Retained earnings	T T	3,445.05	4,057.54	
- Securities premium	ii	-		
- General reserve	iii	71.60	93.60	
- Treasury reserves	iv	(74.71)	(74.71)	
Total free reserves	B = i + ii + iii + iv	3,441.94	4,076.43	
Total paid-up equity share capital and free reserves	C = A+B	3,539.12	4,173.61	
Maximum amount permissible for buy back under Section 68 of the Companies Act 2013 and Regulation 4(i) of the Buyback Regulations ie. 25% of the aggregate of the total paid up capital and free reserves.	C*25%	884	1,043	
 Maximum amount permissible for buy back under the proviso to Regulation 5(i)(b) of the Buyback Regulations ie. 10% of the aggregate of the total paid up capital and free reserves. 	C*10%	353	417	
Amount proposed by Board Resolution dated July 24, 2024, approving the buy back				

- (i) The amounts of paid up equity capital and free reserves as at 31 March 2024 have been extracted from the annual audited standaione and consolidated financial statements of the Company as at and for the year ended 31 March
- above computation.

 (iii) As per Companies Act, 2013 for the purpose of section 68 free reserves include securities premium.

 (iiv) Statement of Debt cramed funds to paid-up capital and free reserves before and after buy back of equity per section 68(2)(d) of the Companies Act, 2013

		(Allic	unt in ₹ Crores
Particulars		Standalone	Consolidated
Debt owned funds to paid-up capital and free reserves (before proposed buy-back of equity shares)			
Debt/Equity Ratio	(C/D)	0.55	0.60
Total Debt			
- Non-current borrowings	(A)	656.20	832.71
- Current borrowings	(B)	1,273.94	1,687.80
Total Debt	(C) = (A) + (B)	1,930.14	2,520.51
Total equity before proposed buy back of equity shares	(D)	3,539.12	4,173.61
Proposed buy back of equity shares	(E)	278.44	278.44
Total equity after proposed buy back of equity shares	(F) = (D) - (E)	3,260.68	3,895.17
II. Debt owned funds to paid-up capital and free reserves (after proposed buy back of equity shares) (Maximum permissible	(C/F)	0.59	0.65

For Welspun Living Limited (Formerly known as Welspun India Limited)

Shashikant Thorat FCS: 6505

12. PRIOR APPROVALS FROM LENDERS

- 12. PRIOR APPROVALS FROM LENDERS
 As on the date of this Public Announcement, the Company has outstanding facilities with lenders. It is confirmed that there is no breach diray coverantes of the loans taken. The consordium of lenders have confirmed the sense in the consordium meeting had on July 24, 2024.

 13. As required under the Buy-Back Regulations, the Company has fixed the Record Date as August 65, 2024, for the purpose of demotining the entillerest and the names of the shareholders, who will be eligible to participate in the Buy-back (the "Blighies Shareholders").

 13. In dise course, Eligible Shareholders in recover a letter of offer in relation to the Buy-back ("Letter of Offer") along with a stender offer in indicating the entillement of the Eligible Shareholder participating in the Buy-back. Even if the Eligible Shareholders con nacies the Letter of Offer airo quality and an extra continued to the Eligible Shareholder and the continued to the Eligible Shareholder and the continued to the Eligible Shareholder and the continued to the Eligible Shareholder may participate and tender shares in the Buy-back. The dispatch of the Letter of Offer shall be through electronic mode via earned only with the XQV powding short to the Record back and that in case any dismarcholder requires a physical copy of the Letter of Offer an equals that be sent to the Company or Register 13. The Equity Shares to be bought back as a paid of this Buy-back are divided into two collegories.

 1. Received catagory for annial Shareholders ("Reserved Catagory"); and

 2. General catagory for annial Shareholders ("Reserved Catagory"); and

 3. The Equity Shares to be bought back as a paid of this Buy-back are divided into two catagory for small Shareholders ("Reserved Catagory"); and company with or black and continued to the continued of the state of the Shareholders ("Reserved Catagory"); for an annial Shareholder ("Reserved Catagory"); for annial Shareholder (in the Catagory"); and continued to the Shareholders ("Reserved Catagory");

- or sour securing reconcilings, so or record uses in or intries rain x_2,00,000+ (rupples) find Laffor Stript, I.S. in accordance with the proviso to Registanties of of the Buy-Back Regulations, 15% Pfilese per cent of of the number of Equity Shares within the Company proposes to buy back, or number of Equity Shares entitled as per shareholding of small shareholdines as on the Record Date, whichever is higher, shall be reserved for the small shareholdines ap part of this Buy-back.
- strantoclotes as part of the Boy-back.

 13.6 On the basis of beenhading as on the Record Date, the Company will determine the entitlement of each Eligible.

 Shareholder to benefit the Entity Shares in the Buy-back. The entitlement for each Eligible Shareholder will be calculated bead on the number of Entity Shares in the Buy-back. The entitlement for each Eligible Shareholder and the calculated bead on the number of Entity Shares that the respective Eligible Shareholder belongs. The first number of Equity Shares thanks applicable in the category to which survive Eligible Shareholder belongs. The first number of Equity Shares thanks of Company will purchase of the Accordingly, the Company will purchase of the Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder with the Shareholder with a common Permanent Account Number ("PAN") shall be clubbed swith a common Permanent Account Number ("PAN") shall be clubbed.

together for determining the category (small shareholder or general) and entitlement under the Buy-back.

In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical share to be clubed together. In case of Eliptic Shareholders holding physical shares, where the sequence of PANs is deficial. In Company wild not be uppeter the equity shares held in such cases. Smillays, in case of Eliptic Shareholders holding physical shares, where the PANs of all joint shareholders are not avoidable. The Registrarial relate the sequence of the rames of plent shares where the PANs of all joint shareholders are not avoidable. The Registrarial relate the sequence of the rames of the part holding of installated investments the Bank and the same of plent shareholders are facilities that the same of the same o

- to read or treats.

 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Egitigle Shareholders in that category, and thereafter from Etigbile Shareholders who have tendered over and above their entitlement in to the road to the category.
- have tectered over and above their entitlement in other category.

 13.9 Shareholders participation in the Boyzand's is voluntary. Eighbe Shareholder can choose to participate and get cash in law of shares in being copied under the Boyzand's or lawny choose not by participate and get cash in law of shares in their copied under the Boyzand's or lawny choose not by participate and explored in the categories and under the categories of Boyzand's and explored explored explored explored explored explored explored in the categories of the certification of Boyzand's and an advantage of the certification of the certification of some other categories of the certification of some other categories of the certification of some other Shareholders, if any,
- non-participation of some other Shareholders, if any.

 13.10 The maximum tender under the buy-kach by any Eligible Shareholder of the Company cannot exceed the number of Equity Shares hold by such Eligible Shareholder of the Company as on the Record Date. In case the Eligible Shareholder holds Equity Shares hold in 1 that demait accounts, the hender through a demait account, cannot exceed the number of Equity Shares hold in 1 that demait accounts, the hender through a demait account.

 13.11 The Equity Shares bedowed as por the procedure laid down in Buy-Back Regulations. The settlement of Indian share the Bay-Back will be accepted as por the procedure laid down in Buy-Back Regulations. The settlement of Indian share through Shares tendered (any with the Buy-Back will be accepted as por the procedure laid down in Buy-Back Regulations. The settlement of Indian share through Shares Cannot and the Shares and the Shareholders have innered for additional Equity Shares.
- in the acceptance of one Equity Share, if such Sharel Shareholders have betineder for additional Equity Shares. 13.12 Detailed instructions for participation in the Bully-back (beginning of Equity, Shares in the Bully-back) as well as the relevant timestable will be included in the Latter of Offer which will be sent in due course to the Elipties Shareholders. Eliption Shareholders Light Shareholders Light Shareholders Light Shareholders which were postered their east is with the depotations if the Company, shall be dispatched the Latter of Offer through electronic means. If Eliptible Shareholders wish to obtain a physical copy of the Latter of Offer through electronic means. If Eliptible Shareholders wish to obtain a physical copy of the Latter of Offer through electronic means. If Eliptible Shareholders wish to obtain a physical copy of the Latter of Offer through electronic means. If Eliptible Shareholders wish to obtain a physical copy of the Latter of Offer through electronic means. If Eliptible Shareholders wish to obtain a physical part of the Latter of Offer through electronic means. If Eliptible Shareholders wish to obtain a physical copy of the Latter of Offer through electronic means.

PROCESS AND METHODOLOGY FOR THE BUY-BACK

- PROCESS AND ME INDUCTOR FOR IT BE DYFACKS. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under (Regulation 4(n/ia) of the Buy-Back Regulations, Additionally, the Buy-back shall, subject to applicable leaves, be facilitated by tendering of Equily Stress (Post Shareholders and settlement of the same, through the stock exchange mechanisms as specified in the SEBI
- Circulars.

 The Company has appointed DAM Capital Advisors Limited, as the registered broker to 1th Company Broker*) to facilitate the process of fundering of Equity Shares through the mechanism for the Buy-back as described in paragraph 14.4 below. In the tendering processor large representations of the Shareholders. The details of the Comp.

DAM

- CATULE

 DAM Capital Advisors Limited

 One BKC, Tower Cr., 15th Floor, Unit No. 1511, Bandra Kurla Complex
 Bandra (East), Nurnal 400,051. Maharashira, India

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 E-mail: rapieth[democabla in
 Website: more democabla in
 Contact Person: Rajesh Tokaderala
 CAN. 1998/9841+1959/LOO/1506

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 Contact Person: Rajesh Tokaderala
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 Tokaderal Person: Rajesh Tokaderala
 CAN. 1998/9841+1959/LOO/1506

 Tal. Decrepany will repeat HSE to provide a separatel Acquisition Window to familiate placing of sell orders by
 Eighte Shareholders who wish to berder their Equity Shares in the Day-Look. The dealed of the platform will be
 registered with NSE as a funding membratich broker, them their Bigliebe Shareholder can approach any NSE
 registered dock broker and can register themselves by using quick unrique client code (*UCC) facility inough the
 NSE registered dock broker and can register themselves by using quick unrique client code (*UCC) facility inough the
 NSE registered dock broker and can register themselves by using quick unrique client code (*UCC) facility inough the
 NSE registered books. The Engited books to blook of lefter submitted ja defalls are may be registered by the NSE registered dock broker
 to compliance with applicable law). In case the Eligibb Shareholders are unable to register using UCC facility
 towulph my offer NSE registered offers. The plates Shareholders are unable to register using UCC facility
 towulph my offer NSE registered offers the plates and part of the Posterior Quarter

 All the beginning of the lendering period, the order for buying Equity Shares shall be placed by the Company
- The second process of the second process of

- thereundor, if any.

 14.8 The reporting requirements for non-resident shareholders under RBI, Foreign Euchange Management Act, 1999, as a mended and any other rules, regulations, guidelines, for remittance of fands, shall be made by the Eligible Shareholders and or the Shareholders and or the Shareholders and Eligible Shareholders allocated to the Shareholders and the Shareholders holding Equity Shares in demanterialised form:

 14.7 Procedure to be followed by Shareholders holding Equity Shares in demanterialised form:

 15.7 Eligible Shareholders who desire to intere Equity Shares hold by them in demanterialised form in the Buybox would have to do so through their respective Shareholder British by indicating to such Shareholder British and the Shareholder Shareholder British and the Shareholder Shareholder British and the Sharehol 14.7.2
- crucies live locates on the Equity of privates lively ries to be interest tribed in the Diplocation.

 The Shareholder factors would be required to place an orderfield on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of NSE. For further details, Eligible Shareholders may refer to the circulars to be issued by NSE and/or NSE Clearing Limited (the "Clearing Corporation").

- Eligible Shareholden may refer to the circulates to be issued by NEE and/or NEE Clearing Lemind (the "Clearing Copporation").

 The details of the the settlement number shall be provided in the issue opening circular that will be issued by the NEE and/or NEE Clearing Lemind (the "Clearing Copporation").

 The details of the the settlement account of the Eligible Shareholders for the Equily Shares tendered in the Allers shall be marked in deemal account of the Eligible Shareholders for the Equily Shares tendered in the purpose. The details called the Clearing Corporation.

 Allers shall be marked of Squily Shares shared as line in the deemal account of the Eligible Shareholders is all be provided by Depositions to the Clearing Corporation.

 In case, the deemal account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equily Shares tendered under the purposes shall be Discount in the shareholder demal account at the sacre depository. Source depository is the interioring particle. Interior Depository Tender Office (TOT) instruction shall be initiated by shareholder at locarce dispository to confirm a company of the state of the shareholders of the sacre of the shareholder in the shareholder of the sacre of the shareholder in the shareholder of the sacre of the shareholder of the

- hareholdes holding Equily Shares in physical form on participate in the byte-box. The procedure is as below. Shareholdes who are holding Equily Shares in the physical form and intend to participate in the Boy-box. We procedure in the procedure of the procedur
- Less O, till prisesport. Based on the discrete discourants, the Shareholder Bolver shall place the bid on behalf of the Eligible Shareholder who is holding Equily Shares in physical form and retired be tender Equily Shares in the Buy-book using the Augustion Window of NSC bid topo piloring the bid. The Shareholder behave shall provide a TIT'S generated by the NSC Bidding System to the Eligible Shareholder. The TRS will contain the detail of the Contract of the Contrac
- Each Shareholder Broker or Shareholder is required to deliver the original share certificate(s) and documents as mentioned in paragraph 14.8.1 along with the TRS (containing details of order submitted including the bid 2

- Identification number, the application number, follo number, certificate number, districtive numbers and the number of Equity Shares tendendy either by registered post or courier or hand delivery to the Register or or before the ofter closing date. The envelopes should be super scribed as "Melopun Living Limited". Bully hand 2247-00e copy of the TSR will be treated by Register and reliable acknowledgement of the same to such Shareholder Blacker or Shareholder. Equity Shares should note that physical Equity Shares will not be accepted unless the complete soil of documents is submitted. Acceptance of the physical Equity Shares will not be accepted unless the complete soil of documents is submitted. Acceptance of the physical Equity Shares will not be accepted unless the complete soil of documents is submitted on and any further directions issued in this regard. The Register will verify such bids beased on the documents submitted on a daily basis and sill submitted in of documents will be submitted in any submitted or directions in the Shares Shares will verify usual be direction. Once Register confirms the bids it will be treated as 'Confirmed Bids'.

 The company will not accept Equity Shares tendend shall be made available on the website of NSE (even senioral confirm). The company will not accept Equity Shares tendend shall be made available on the website of NSE (even senioral confirm) in Company will not accept Equity Shares tendend shall be made available on the website of NSE (even senioral confirm) and of the submitted of a specific intervals during the tendering period.

- tendering period.

 The Company will not accept Equily Shares tendered for the Buy-back which under restraint order of the court for transfer sale and/or title in respect of which is otherwise under dispute or where loss of share conflictables have been offseld to the Company and the duplicate share centificates have not been issued other due to use the required service of the sound other conflictables have been issued other due to use the required services of the provisions of law or otherwise.

 In case any Eligible Shareholdor as shareholder for the submitted Equity Shares in physical form for demandralisation, such Eligible Shareholdor as should ensure that the process of getting the Equity Shares demandralisation completed with it into soft they can particularly in the Buy-back before the dozume of the internet previous of the court of the soft through previous completed with it into soft they can particular in the Buy-back before the dozume of the internet previous completed with its many back they can be sufficient to the soft the soft through the soft thr
- completed well in time so the of the Buy-back.

 METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per the Buy-Back Regulations. The settlement of trades shall be carried out in the manner similar to settle market.
- 15.1 The settlement of index shall be carried out in the manner smiller to settlement of index in the secondary market.

 15.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Bys-back in the Charge proportion from the risk of the Bys-back in the Charge proportion from the risk of the Charge proportion from the risk of the Charge proportion from the risk of the First Aproximation as previously in the Charge proportion from the risk of the Post proportion from the risk of the Post proportion from the risk of the ri

- mechanism of the NSE.

 If he securities transfer instruction is rejected in the depository system, due to any issue than such securities will be transferred to the Shareholder Breker's depository opol account for roward transfer to the shareholder.

 So the case of the depository OT. In Contains' Convocation will exceed the case or unaccepted states in largel depository. The source depository will not be sale to release the lain willoud a release of OT message after a contained of the contained
- Shareholder's downal account and credit to the Cleaning Corporation settlement account in target despotatory on settlement relate.

 15.6 Any access or unaccepted Equity Shares, in physical florm, pursuant to proportional acceptance/regiscion will be returned back to the Eligible Shareholders directly by the Registran. The Company is authorized to spill the share certificate and issue new consolidated where certificate for the unaccepted Equity Shares, in case the Equity Shares scopidle by the Company are less than the Equity Shares scopidle by the Company are less than the Equity Shares scopidle by the Company are less than the Equity Shares scopidle by the Company are less than the Equity Shares scopidle to the Shareholder below that are the shareholder short and return the blashnor unaccepted Equity Shares so their respective Certificate. For Company Broker would also issue a contract note to the Company for the Equity Shares so capital duried the Buy-back. The Shareholder Shareholder
- 15.8 The lien materials designed to maceopted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or ourier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders' sole or isk. Eligible Shareholders' sole isk. Eligible Shareholders' should ensure that their depository accounts in amailtand still all formalities pertaining to the
- 15.9 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Bur-
- COMPLIANCE OFFICER
- The Company has designated the following as the Compliance Officer for the Buy-back: Mr. Shashikant Thorat

ner. Snashikant Thorat
Company Secretary and Compliance Officer
Welspun Lüving Lümind
(Formarly Income se Welspun India Limited)
6th Floor, Welspun House, Karania Siri, Serapadi Bapat Marg, Lower Parel, Mumbai - 400 013
Tel No.: 91 22 683 3000
Email ID. Companysecretary_wil@welspun.com

et Not. *19 12 26 htts 5 UUU:
--mail ID: companysecretary_wil@welspun.com
hareholders may contact the Compliance Officer for any clarification or to address their grievances, if any,
uring office hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public

noticitys. REGISTRAR TO THE BUY-BACK AND INVESTOR SERVICE CENTRE In case of any queries, the Shareholders may also contact the RTA during working hours, being 10:00 a.m. 5:00 p.m. on all working days except Saturday, Sunday and public holidays at the following address:

LINKIntime

LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India

Tel: +91 810 911 4949 Fax: +91 22 4918 6060

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Fat. 19 12-910 okudo.
Inwestor Grievance E-mall: weispunikring buyback/2024@iriki
Website: www.linkintime.oz.in
Contact Person: Mis. Sharid Copalkrishnan
SEBI Registration Number: IRK00004/58
Validiliy Period: Fermanent
CIN: UR7190MH1999PTC118388

MANAGER TO THE BUY-BACK

DAM

DAM Capital Advisors Limited
One BKC, Tower C, 15th Floor, Unit No. 1511,

Bandra Kurla Complex, Bandra (East) Mumbai 400 051

Mumbai 400 651
Maharashtin, India
Tel: +91 22 4202 2500
E-mail: +M. Duybeck@damcapital.in
Website: www.damcapital.in
Contact Person: Chandresh Sharmaf Puneet
Stall Registration Number: MBINM000113
Validity Period: Permanant
CIN: U99999MH1993PLC071865

DIRECTORS RESPONSIBILITY

INECUTION RESPONSIBILITY in terms of the Buy-Back Regulations, the Board accepts full and final responsibility for the Information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of WELSPUN LIVING LIMITED

Dipali Goenka naging Director & CEO (DIN- 00007199)

Shashikant Thorat Company Secretary (Membership No FCS: 6505)

(DIN-05166241)

Altaf Jiwani