



WICL/SEC/2015

September 1, 2015

To,

<b>Bombay Stock Exchange Ltd.</b> Scrip Code: 533252 Department of Listing, P. J. Towers, Dalal Street, Mumbai - 400 001.	<b>National Stock Exchange of India Ltd.</b> Stock Symbol : WELINV, Series : EQ Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.
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Dear Sirs,

**Sub.: Result of Voting at the 7<sup>th</sup> Annual General Meeting in compliance with Clause 35-A of the Listing Agreement.**

Please take note of the results of voting (including e-voting) at the 7<sup>th</sup> Annual General Meeting held on August 31, 2015.

Date of the AGM: August 31, 2015

Total number of shareholders on record date: 18,770

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 8 Public: 24

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil Public: Nil

Item No. 1. : Ordinary Resolution to consider and adopt Audited Financial Statement for the year ended March 31, 2015, Report of the Board of Directors and Auditors thereon.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	2,625,574	2,580,608	98.29	2,580,608	0	100	0
Public-Institutional Shareholders	78,408	0	0	0	0	0	0
Public - Others	950,494	2,374	0.25	2,374	0	100	0
<b>Total</b>	<b>3,654,476</b>	<b>2,582,982</b>	<b>70.68</b>	<b>2,582,982</b>	<b>0</b>	<b>100</b>	<b>0</b>

Accordingly, the above resolution has been passed by the Shareholders of the Company.



**Corporate Office**  
Welspun House, 7th floor,  
Kamala City,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai - 400013

Tel: +91 2266136000 / 24908000

Fax: +91 2224908020

E-mail: companysecretary\_wini@welspun.com

www.welspuninvestments.com



Dare to Commit

Item No. 2. : Ordinary Resolution to appoint a Director in place of Mr. L. T. Hotwani (holding DIN 00007125) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	2,625,574	2,580,608	98.29	2,580,608	0	100	0
Public-Institutional Shareholders	78,408	0	0	0	0	0	0
Public - Others	950,494	2,374	0.25	2,362	12	99.49	0.51
<b>Total</b>	<b>3,654,476</b>	<b>2,582,982</b>	<b>70.68</b>	<b>2,582,970</b>	<b>12</b>	<b>100</b>	<b>0</b>

Accordingly, the above resolution has been passed by the Shareholders of the Company.

Item No. 3. : Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of S P C & Co., Chartered Accountants having Firm Registration Number 012388S as statutory auditors from the conclusion of this AGM to the conclusion of 12<sup>th</sup> AGM at a remuneration of Rs. 62,500/- plus applicable taxes and such travelling and out-of-pocket expenses as may be authorized by the Board for the period commencing from this AGM and ending at the conclusion of the next AGM.

Resolution Passed : Ordinary Resolution

Mode of Voting : Polling (including e-voting)



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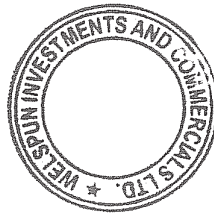
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3=2/1*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and Promoter Group	2,625,574	2,580,608	98.29	2,580,608	0	100	0
Public-Institutional Shareholders	78,408	0	0	0	0	0	0
Public - Others	950,494	2,374	0.25	2,374	0	100	0
<b>Total</b>	<b>3,654,476</b>	<b>2,582,982</b>	<b>70.68</b>	<b>2,582,982</b>	<b>0</b>	<b>100</b>	<b>0</b>

Accordingly, the above resolution has been passed by the Shareholders of the Company.

Thanking you.

For Welspun Investments and Commercials Limited

Priya Pakhare  
Company Secretary  
FCS - 7805



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E-mail: companysecretary\_wintl@welspun.com

www.welspuninvestments.com

# S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603  
Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

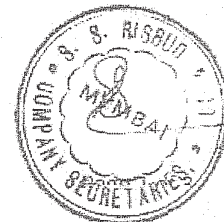
## SCRUTINIZER'S REPORT - COMBINED

To,

The Chairman of 7<sup>th</sup> Annual General Meeting of the members of WELSPUN INVESTMENTS AND COMMERCIALS LIMITED (the Company) held on 31<sup>st</sup> August, 2015 at Welspun City, Village Versamedi, Taluka Anjar, Dist Kutch, Anjar, Gujarat- 370110

Dear Sir,

1. I, Sanjay S. Risbud, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of WELSPUN INVESTMENTS AND COMMERCIALS LIMITED (the Company) for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizers Report dated 1<sup>st</sup> September, 2015 on the remote E-voting.
3. I have also been appointed as Scrutinizer by the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 7<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on the 31<sup>st</sup> August, 2015 at Welspun City, Village Versamedi, Taluka Anjar, Dist Kutch, Anjar, Gujarat-370110.
4. I have issued separate Scrutinizer's Report dated 1<sup>st</sup> September, 2015 on the poll on the resolutions contained in the notice to the AGM. As requested by the management, I submit herewith my combined report on the result of e-voting together with that of Poll as under :-



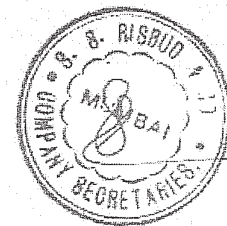
# S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603

Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	Not Voted
	No. of Shares	% of total number of valid votes cast (Favour & Against)	No. of shares	% of total number of valid votes cast (Favour & Against)	No. of shares	No. of cases
1. Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors thereon. (Ordinary Resolution)	25,82,982	100%	0	0	0	0
2. Re-appointment of Mr. L. T. Hotwani as a director of the Company, liable to retire by rotation. (Ordinary Resolution)	25,82,970	99.99%	12	0.01%	0	0
3. Appointment of M/s. S P C & Co. as Statutory Auditors in place of M/s. Suresh Surana & Associates, LLP, Chartered Accountants and fixing their remuneration. (Ordinary Resolution)	25,82,982	100%	0	0	0	0



# S.S.RISBUD & CO.


Company Secretaries

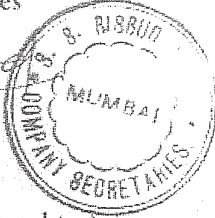
303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603  
Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting & poll on the resolutions contained in the notice to the 7<sup>th</sup> Annual General Meeting (AGM) of the members of the company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer Report of the votes cast "In favour" or "Against" the resolutions stated above based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the company to provide remote e-voting and result of the Poll.

Thanking you.

For S.S. RISBUD & CO.  
Company Secretaries

  
Sanjay S. Risbud  
Proprietor  
C.P. No. 5117  
Place: Thane (Maharashtra)



Date: 01.09.2015

## S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road,  
Thane (E)-400 603, Ph No: 022 25328047  
Email: sanjayrisbud@yahoo.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
WELSPUN INVESTMENTS AND COMMERCIALS LIMITED  
Welspun City, Village Versamedi,  
Taluka Anjar, Dist Kutch,  
Anjar, Gujarat- 370110

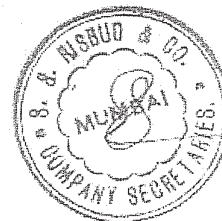
**SUB: 7<sup>TH</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS  
OF WELSPUN INVESTMENTS AND COMMERCIALS LIMITED HELD ON  
7<sup>TH</sup>, AUGUST, 2015 AT 5 P.M.**

Dear Sir,

I, Sanjay S. Risbud of M/s S.S. Risbud & Co., Thane, was appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 7<sup>th</sup> Annual General Meeting of the Equity Shareholders of WELSPUN INVESTMENTS AND COMMERCIALS LIMITED held on Monday, 31<sup>st</sup> August, 2015 at 5.00 P.M. at Welspun City, Village Versamedi, Taluka Anjar, Dist Kutch, Anjar, Gujarat- 370110

I submit my reports as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized, serially numbered and initialed by me. The poll papers were reconciled with records, maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the company.



## S.S.RISBUD & CO.

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Thane (E)-400 603, Ph No: 022 25328047

Email: sanjayrisbud@yahoo.com

3. We did not find any poll paper invalid

4. The result of the Poll is as under:

(a) **Resolution No. 1:** Ordinary Resolution: Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution

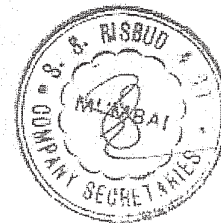
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
32	25,82,860	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL





## S.S.RISBUD & CO.

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Email: sanjayrisbud@yahoo.com

(b) **Resolution No. 2:** Ordinary Resolution: Re-appointment of Mr. L. T. Hotwanias a director of the Company, liable to retire by rotation.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
32	25,82,860	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
NIL	NIL	NIL

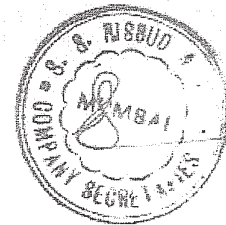
(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

(c) **Resolution No.3** Ordinary Resolution: Appointment of M/s. S P C & Co. as Statutory Auditors in place of M/s. Suresh Surana & Associates, LLP, Chartered Accountants and fixing their remuneration.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
32	25,82,860	100%



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Email: sanjayrisbud@yahoo.com

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL


5. A Compilation of Data containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.

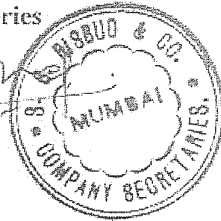
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

For S.S. RISBUD & CO.  
Company Secretaries

  
Sanjay S. Risbud  
Proprietor  
C.P. No.5117



Place: Thane (Maharashtra)

Date: 01.09.2015

# S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603  
Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

## SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

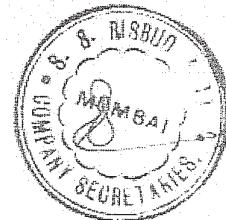
To,

The Chairman of 7<sup>th</sup> Annual General Meeting of the members of **WELSPUN INVESTMENTS AND COMMERCIALS LIMITED** (the Company) held on the 31st day of August, 2015 at 05.00 P.M. at Welspun City, Village Versamedi, Taluka : Anjar, Dist. Kutch, Gujarat – 370 110

Dear Sir,

1. I, Sanjay S. Risbud of M/s S.S.Risbud & Co., Thane, have been appointed by the Board of Directors of Welspun Investments and Commercials Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 7th Annual General Meeting (AGM) of the members of the Company, held on the 31st day of August, 2015 at 05.00 P.M. at Welspun City, Village Versamedi, Taluka : Anjar, Dist. Kutch, Gujarat – 370 110

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 7<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.



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3. Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Friday, 28<sup>th</sup> August, 2015 (9.00 A.M.) to Sunday, 30<sup>th</sup> August, 2015 (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e. 24<sup>th</sup> August, 2015 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 7<sup>th</sup> AGM of the Company)
- iii. The votes cast were unblocked on 31<sup>st</sup> August, 2015 at 6.00 P.M. in the presence of two witnesses, Ms Nikita Ranade and Ms. Nikita Phadnis who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

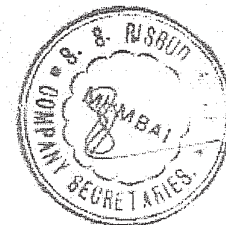


Name: Ms. Nikita Ranade



Name: Ms. Nikita Phadnis

Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" "against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL, i.e. <https://www.evoting.nsdl.com/>



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(a) **Resolution No. 1:** Ordinary Resolution: Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors thereon.

(b)

(i) Voted in favour of the resolution

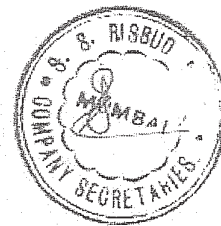
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	122	100%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL



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(b) **Resolution No. 2:** Ordinary Resolution; Reappointment of Mr. L T Hotwani as a Director of the company, liable to retire by rotation.

(i) Voted in favour of the resolution

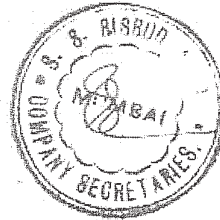
Number of members voted	Number of votes cast by them	% of total number of valid votes caste
4	110	90.16%

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes caste
1	12	9.84%

(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL



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(c) **Resolution No.3** Ordinary Resolution: Appointment of M/s. S P C & Co. as Statutory Auditors in place of M/s. Suresh Surana & Associates, LLP, Chartered Accountants and fixing their remuneration.

(i) Voted in favour of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
5	122	100%

(ii) Voted against the resolution

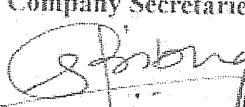
Number of members Voted	Number of votes cast by them	% of total number of valid votes caste
NIL	NIL	NIL

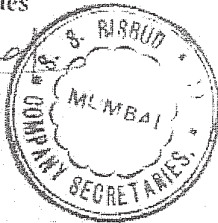
(iii) Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

Thanking You.

For S.S. RISBUD & CO.  
Company Secretaries

  
Sanjay S. Risbud  
Proprietor  
C.P. No. 5117



Place: Thane

Date: 01.09.2015