

WEL/SEC/2016

October 1, 2016

To,

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1 <sup>st</sup> Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001 <b>Scrip Code: 532553</b>	The Asst. Vice President, Listing Department National Stock Exchange of (I) Ltd., Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 <b>NSE Symbol: WELENT</b>
---	---

Dear Sir/Madam,

**Sub: Voting Results of the 22<sup>nd</sup> Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report**

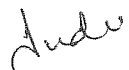
Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015 and other relevant provisions, if any, of the Regulations, please find enclosed herewith the details of the voting (including e-voting) results in Annexure I along with the Scrutinizer's Report on e-voting and voting through ballot paper in respect of the resolutions stated in the Notice dated May 23, 2016 and passed with requisite majority at the 22<sup>nd</sup> Annual General Meeting of the Company held on September 29, 2016.

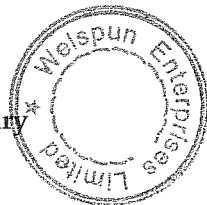
Request you to please take note of the same and update your records.

Thanking you.

Yours Faithfully,

**For Welspun Enterprises Limited**  
(Formerly known as Welspun Projects Limited)

  
**Indu Daryani**  
Company Secretary



Encl: As above

## Voting Results

Date of AGM/EGM (the resolution was passed through ballot voting including e-voting)	29.09.2016	
Total number of shareholders on record date (Cut-off date) on 22.09.2016	52,112	
No. of Shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group:	3	Total: 35
Public:	32	
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:	N.A.	Total: N.A.
Public:	N.A.	

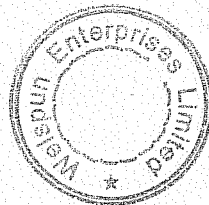
## Agenda-Wise disclosure

Resolution 1: Consider and adopt Audited Financial Statements (standalone and consolidated), reports of the Board of Directors and Auditors thereon.

Resolution Required (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in 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	E-voting	65,096,015	204	0.00	204	0	100.00	-
	Poll		61,315,811	94.19	61,315,811	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>61,316,015</b>	<b>94.19</b>	<b>61,316,015</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	25,698,421	12,106,524	47.11	12,106,524	0	100.00	-
	Poll		10,323	0.04	10,323	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>12,116,847</b>	<b>47.15</b>	<b>12,116,847</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public - Non Institutions	E-voting	83,486,099	26,793	0.03	26,757	36	99.87	0.13
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,793</b>	<b>0.03</b>	<b>26,757</b>	<b>36</b>	<b>99.87</b>	<b>0.13</b>
<b>Total</b>		<b>174,280,535</b>	<b>73,459,655</b>	<b>42.15</b>	<b>73,459,619</b>	<b>36</b>	<b>100.00</b>	<b>0.00</b>

For Welspun Enterprises Limited

*Audh*  
Company Secretary



Resolution 2: Re-appointment of Mr. Balkrishan Goenka (DIN 00270175) as director of the Company, liable to retire by rotation

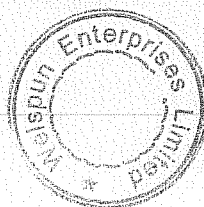
Resolution Required (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, Mr. Balkrishan Goenka, the appointee is interested to the extent of his shareholding in the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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	E-voting	65,096,015	120	0.00	120	0	100.00	-
	Poll		61,315,811	94.19	61,315,811	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>61,315,931</b>	<b>94.19</b>	<b>61,315,931</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	25,698,421	10,600,296	41.25	10,583,484	16,812	99.84	0.16
	Poll		10,323	0.04	10,323	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>10,610,619</b>	<b>41.29</b>	<b>10,593,807</b>	<b>16,812</b>	<b>99.84</b>	<b>0.16</b>
Public - Non Institutions	E-voting	83,486,099	26,961	0.03	25,265	1,696	93.71	6.29
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,961</b>	<b>0.03</b>	<b>25,265</b>	<b>1,696</b>	<b>93.71</b>	<b>6.29</b>
<b>Total</b>		<b>174,280,535</b>	<b>71,953,511</b>	<b>41.29</b>	<b>71,935,003</b>	<b>18,508</b>	<b>99.97</b>	<b>0.03</b>

Resolution 3: Re-appointment of Mr. Rajesh Mandawewala (DIN 00007179) as director of the Company, liable to retire by rotation

Resolution Required (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, Mr. Rajesh Mandawewala, the appointee is interested to the extent of his shareholding in the Company				
Category	Mode of Voting	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	E-voting	65,096,015	84	0.00	84	0	100.00	-
	Poll		61,315,811	94.19	61,315,811	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>61,315,895</b>	<b>94.19</b>	<b>61,315,895</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	25,698,421	12,106,524	47.11	12,089,712	16,812	99.86	0.14
	Poll		10,323	0.04	10,323	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>12,116,847</b>	<b>47.15</b>	<b>12,100,035</b>	<b>16,812</b>	<b>99.86</b>	<b>0.14</b>
Public - Non Institutions	E-voting	83,486,099	26,961	0.03	26,573	388	98.56	1.44
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,961</b>	<b>0.03</b>	<b>26,573</b>	<b>388</b>	<b>98.56</b>	<b>1.44</b>
<b>Total</b>		<b>174,280,535</b>	<b>73,459,703</b>	<b>42.15</b>	<b>73,442,503</b>	<b>17,200</b>	<b>99.98</b>	<b>0.02</b>

For Welspun Enterprises Limited

*Jude*  
Company Secretary



Resolution 4: Ratification of appointment of M/s. MGB & Co., LLP, Chartered Accountants as Statutory Auditors of the Company

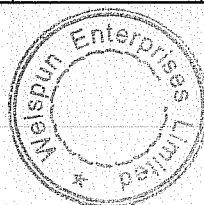
Resolution Required (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in 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	E-voting	65,096,015	204	0.00	204	0	100.00	-
	Poll		61,315,811	94.19	61,315,811	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>61,316,015</b>	<b>94.19</b>	<b>61,316,015</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	25,698,421	12,106,524	47.11	12,106,524	0	100.00	-
	Poll		10,323	0.04	10,323	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>12,116,847</b>	<b>47.15</b>	<b>12,116,847</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public - Non Institutions	E-voting	83,486,099	25,961	0.03	25,385	576	97.78	2.22
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,961</b>	<b>0.03</b>	<b>25,385</b>	<b>576</b>	<b>97.78</b>	<b>2.22</b>
<b>Total</b>		<b>174,280,535</b>	<b>73,458,823</b>	<b>42.15</b>	<b>73,458,247</b>	<b>576</b>	<b>100.00</b>	<b>0.00</b>

Resolution 5: Authorisation to Board of Directors to make voluntary contribution upto Rs. 2 Crores.

Resolution Required (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in 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	E-voting	65,096,015	204	0.00	204	0	100.00	-
	Poll		61,315,811	94.19	61,315,811	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>61,316,015</b>	<b>94.19</b>	<b>61,316,015</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	25,698,421	12,106,524	47.11	10,115,616	1,990,908	83.56	16.44
	Poll		10,323	0.04	10,323	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>12,116,847</b>	<b>47.15</b>	<b>10,125,939</b>	<b>1,990,908</b>	<b>83.57</b>	<b>16.43</b>
Public - Non Institutions	E-voting	83,486,099	26,401	0.03	21,113	5,288	79.97	20.03
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,401</b>	<b>0.03</b>	<b>21,113</b>	<b>5,288</b>	<b>79.97</b>	<b>20.03</b>
<b>Total</b>		<b>174,280,535</b>	<b>73,459,263</b>	<b>42.15</b>	<b>71,463,067</b>	<b>1,996,196</b>	<b>97.28</b>	<b>2.72</b>

For Welspun Enterprises Limited

*Indu*  
Company Secretary



Resolution 6: Re-appointment of Ms. Mala Todarwal (holding DIN: 06933515) as Independent Director for the second term w.e.f August 05, 2016 to August 04, 2019.

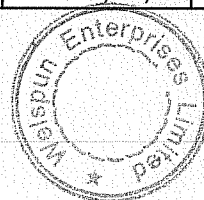
Resolution Required (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes – against	% of votes in 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	E-voting	65,096,015	204	0.00	204	0	100.00	-
	Poll		61,315,811	94.19	61,315,811	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>61,316,015</b>	<b>94.19</b>	<b>61,316,015</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	25,698,421	12,106,524	47.11	12,106,524	0	100.00	-
	Poll		10,323	0.04	10,323	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>12,116,847</b>	<b>47.15</b>	<b>12,116,847</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public - Non Institutions	E-voting	83,486,099	26,461	0.03	25,745	716	97.29	2.71
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,461</b>	<b>0.03</b>	<b>25,745</b>	<b>716</b>	<b>97.29</b>	<b>2.71</b>
<b>Total</b>		<b>174,280,535</b>	<b>73,459,323</b>	<b>42.15</b>	<b>73,458,607</b>	<b>716</b>	<b>100.00</b>	<b>0.00</b>

Resolution 7: Ratification of payment of remuneration to the Cost Auditors for FY 2016-17

Resolution Required (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in 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	E-voting	65,096,015	204	0.00	204	0	100.00	-
	Poll		61,315,811	94.19	61,315,811	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>61,316,015</b>	<b>94.19</b>	<b>61,316,015</b>	<b>0</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	25,698,421	12,106,524	47.11	12,106,524	0	100.00	-
	Poll		10,323	0.04	10,323	0	100.00	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>12,116,847</b>	<b>47.15</b>	<b>12,116,847</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Public - Non Institutions	E-voting	83,486,099	20,503	0.02	19,395	1,108	94.60	5.40
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>20,503</b>	<b>0.02</b>	<b>19,395</b>	<b>1,108</b>	<b>94.60</b>	<b>5.40</b>
<b>Total</b>		<b>174,280,535</b>	<b>73,453,365</b>	<b>42.15</b>	<b>73,452,257</b>	<b>1,108</b>	<b>100.00</b>	<b>0.00</b>

For Welspun Enterprises Limited

Indu  
Company Secretary



# **S.S.RISBUD & CO.**

**Company Secretaries**

**303, Sai Anand, SubhashNagar,ChendaniKoliwada,MithBunder Road, Thane (E)-400 603 Ph No:  
022 25328047 Email:sanjayrisbud@yahoo.com**

---

## **SCRUTINIZER'SREPORT-COMBINED**

To,

The Chairman of 22<sup>nd</sup>Annual General Meeting of the members of **WELSPUN ENTERPRISES LIMITED**(the Company) held on 29<sup>th</sup> September,2016 at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110

Dear Sir,

1. I, Sanjay S. Risbud, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of **WELSPUN ENTERPRISES 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 30<sup>th</sup> September, 2016 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 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, held on the 29<sup>th</sup> September, 2016 at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat- 370110
4. I have issued separate Scrutinizer's Report dated 30<sup>th</sup> September, 2016 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:-

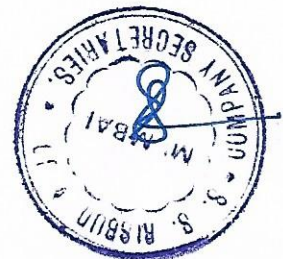


# S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, SubhashNagar,ChendaniKoliwada,MithBunder 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	No. of shares	% of total number of valid Votes cast	No. of shares	No. of cases
1. Consider and adopt Audited Financial Statement, Directors Report and Auditors Report thereon.(Ordinary Resolution)	73459619	100.00	36	0.00	NIL	NIL
2. Re-appointment of Mr. Balkrishan Goenka (DIN 00270175) as director of the company, liable to retire by rotation. (Ordinary Resolution)	71935003	99.97	18508	0.03	NIL	NIL
3. Re-appointment of Mr. Rajesh Mandawewala (DIN 00007179) as director of the company, liable to retire by rotation. (Ordinary Resolution)	73442503	99.98	17200	0.02	NIL	NIL

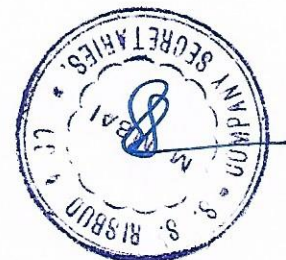


# S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, SubhashNagar,ChendaniKoliwada,MithBunder Road, Thane (E)-400 603 Ph No:  
022 25328047 Email:sanjayrisbud@yahoo.com

4. Ratification of appointment of M/s. MGB & Co. LLP, Chartered Accountants as the statutory auditor. (Ordinary Resolution)	73458247	100.00	576	0.00	NIL	NIL
5. Consider and approve authorization to Board for voluntary contribution up to Rs. 2 Crores to charitable and other bonafide funds. (Ordinary Resolution)	71463067	97.28	1996196	2.72	NIL	NIL
6.Reappointment of Ms. Mala Todarwal (DIN 06933515) as Independent Director of the company for the second term. (Special Resolution)	73458607	100.00	716	0.00	NIL	NIL
7. Ratification of payment of remuneration to the Cost Auditors. (Ordinary Resolution)	73452257	100.00	1108	0.00	NIL	NIL



# **S.S.RISBUD & CO.**

**Company Secretaries**

**303, Sai Anand, SubhashNagar,ChendaniKoliwada,MithBunder 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 22<sup>nd</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.

Yours Sincerely,

For S.S. RISBUD & CO.

Company Secretaries



**Sanjay S. Risbud**



**Proprietor**

**C.P. No. 5117**

**Place: Thane (Maharashtra)**

**Date: 30.09.2016**