

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of Welspun Projects Limited will be held on Tuesday, **30th day of September, 2014** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the financial statements for the financial year ended March 31, 2014 and the reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Rajesh Mandawewala (DIN 00007179), who retires by rotation, and being eligible, offers himself for re-appointment.
- 3) To consider and approve re-appointment of M/s. Chandrakant & Sevantilal & J K Shah & Co., Chartered Accountants (Registration No.101676W) as Statutory Auditors, who retires at the meeting and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

- 4) **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mohan Tandon (holding DIN 00026460), Director of the Company and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company with effect from April 01, 2014 to hold office for five consecutive years for a term up to 31st March, 2019.”

- 5) **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A K Dasgupta (holding DIN 00043075), Director of the Company and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from April 01, 2014 to hold office for five consecutive years for a term up to 31st March, 2019.”

- 6) **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Atul Desai (holding DIN 00019443), Director of the Company and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from April 01, 2014 to hold office for five consecutive years for a term up to 31st March, 2019.”

- 7) **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013

Mrs. Mala Todarwal (holding DIN 06933515), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from August 05, 2014 to hold office for two consecutive years for a term up to August 04, 2016.”

- 8) **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

“RESOLVED THAT pursuant to Section 88, 92 & 94 of the Companies Act, 2013 read with Rule 5 & 15 of the Companies (Management and Administration) Rules, 2013, the Register and index of Members separately for each class of equity and preference shares, register of debenture holders; and register of any other security holders as prescribed under Section 88(1)(a) to 88(1)(c) of the Companies Act, 2013 and copies of Annual Returns filed under Section 92 of the Companies Act, 2013 may be kept at any other place in India in which more than one-tenth of the total members entered in such registers resides notwithstanding the registered office of the Company is situated at such place or not.”

- 9) **To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 10) **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, including any statutory modification or re-enactment thereof for the time being in force, M/s. Kiran J. Mehta & Co., Cost Accountants (FRN No. 000025), being the cost auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending March 31, 2015 at a remuneration of Rs. 2,00,000/- and applicable service tax plus such travelling and out-of-pocket expenses as may be authorized by the Board.

By Order of the Board

Place: Mumbai
Date: 05 August, 2014

Nilesh Javker
Company Secretary



and other companies:

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED

1. Re-appointment of Mr. Rajesh Mandawewala (Item No. 2 of the accompanying Notice)

Mr. Rajesh R. Mandawewala is Managing Director of Welspun India Limited (WIL). A qualified Chartered Accountant (ICAI); he is in-charge of operations of the textile business and has enabled Welspun to develop a global reach in over 50 Countries. He has over 25 years of experience in industries varying from Textiles to SAW pipes. Today, WIL is the largest producer of Terry Towels in Asia and the second largest home textile company in the world. Mr. Mandawewala is a prolific speaker and is associated with leading business councils such as (CII), FICCI, IMC, BCC, Texprocil and FIEO.

Details of directorship / membership of the Committees of the Board of other companies are as under:

Directorship: He is also a director in Welspun Corp Limited, Welspun India Limited, Welspun Syntex Limited, Welspun Zucchi Textiles Limited, Association of Synthetic Fibre Industry (Sec. 8 Company), Welspun Wintex Limited, Welspun Fintrade Private Limited, Welspun Mercantile Limited, Welspun Developers and Infrastructure Limited, Welspun Steel Limited, Welspun Energy Private Limited, MGN Agro Properties Private Limited, Alspun Infrastructure Limited, Welspun Infratech Limited, Welspun Maxsteel Limited, Angel Power and Steel Private Limited, Welspun Global Brands Limited, Welspun Pipes Inc., USA, Welspun Tubular LLC., USA, Welspun Global Trade LLC., USA, Welspun Holdings Private Limited, Cyprus, Welspun USA Inc., USA, Welspun Home Textiles UK Limited, UK, CHT Holdings Limited, UK, Christy Home Textiles Limited, UK, Welspun UK Limited, Christy 2004 Limited, E. R. Kingsley (Textiles) Limited, Christy UK Limited

Membership / Chairmanship of Committees: He is a member / chairman in the following Committees in the Company and other companies:

Name of Committee	Name of the Company	Member / Chairman
Audit Committee	Welspun Infratech Limited Welspun Energy Private Limited	Member Member
Share Transfer and Investor Grievance Committee	Welspun Corp Limited Welspun India Limited Welspun Syntex Limited	Member Member Member
Remuneration Committee	Welspun Infratech Limited Welspun Syntex Limited	Member Member
Finance Committee	Welspun Corp Limited Welspun India Limited Welspun Global Brands Limited Welspun Syntex Limited	Member Member Member Member
Budget Committee	Welspun Corp Limited	Member
International Trade Practices & Governance Committee	Welspun Corp Limited	Member
NCD Issue Committee	Welspun Corp Limited	Member
QIP Issue Committee	Welspun Corp Limited	Member

He is not holding any equity shares in the Company.

None of the key managerial personnel or directors of the Company or their relatives except Mr. Rajesh Mandawewala himself may be deemed to be concerned or interested in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no. 2 of the accompanying Notice.

2. Appointment of Mr. Mohan Tandon (DIN 00026460) (Item No. 4 of the accompanying Notice)

Mr. Tandon is M.Com, LL.B., and comes with Insurance Industry background, he is a former Managing Director of GIC of India, and Chairman & M.D., National Insurance Co. Ltd. He possesses expert's knowledge in organization restructuring, designing productivity-oriented incentive scheme for the chief executives. Mr. Tandon was appointed as Independent Director of the Company with effect from 31.01.2012.

Details of directorship / membership of the Committees of the Board of other companies are as under:

Directorship: Mr. Tandon is also director in Sabero Organics Gujarat Limited, Liberty Phosphate Limited and Welspun Syntex Limited.

Membership / Chairmanship of Committees: Mr. Tandon is a member / chairman in the following Committees in the Company

Sr. No.	Name Of The Company	Name Of Committee	Member/ Chairman
1	Welspun Projects Limited	Audit Committee	Chairman
2	Sabero Organics Gujarat Limited	Audit Committee	Chairman
3	Sabero Organics Gujarat Limited	Remuneration Committee	Chairman
4	Liberty Phosphate Limited	Audit Committee	Chairman
5	Liberty Phosphate Limited	Remuneration Committee	Chairman

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Tandon being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019.

In the opinion of the Board, Mr. Tandon fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Tandon as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Tandon as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Tandon as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Tandon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

3. Appointment of Mr. A K Dasgupta (DIN 00043075) (Item No. 5 of the accompanying Notice)

Mr. Dasgupta is Post Graduate in Civil Engineering and is having expert's knowledge and experience in multi-disciplined project planning and execution in India and third world countries for the last 50 years. Mr. Dasgupta was appointed as Independent Director of the Company with effect from 13.08.2010.

Directorship: Mr. Dasgupta is also a director in Welspun India Limited, Welspun Energy Private Limited, Welspun Enterprises Limited, Welspun Steel Limited and Chartered Hotels Private Limited.

Membership / Chairmanship of Committees: Mr. Dasgupta is a member / chairman in the following Committees in the Company and other companies:

Sr. No.	Name of the Company	Name of Committee Chairman	Member / Chairman
1	Welspun India Limited	Audit Committee	Member
2	Welspun India Limited	Remuneration Committee	Chairman
3	Welspun India Limited	Share Transfer and Investor Grievance Committee	Chairman
4	Welspun Projects Limited	Audit Committee	Member
5	Welspun Projects Limited	Remuneration Committee	Chairman
6	Welspun Enterprises Limited	Audit Committee	Member
7	Welspun Enterprises Limited	Remuneration Committee	Member
8	Welspun Enterprises Limited	Share Transfer and Investor Grievance Committee	Chairman
9	Welspun Steel Limited	Remuneration Committee	Member
10	Welspun Steel Limited	Audit Committee	Member

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Dasgupta being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019.

In the opinion of the Board, Mr. Dasgupta fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Dasgupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Dasgupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dasgupta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Dasgupta, being an appointee, none of the Directors and Key



Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

4. Appointment of Mr. Atul Desai (DIN 00019443) (Item No. 6 of the accompanying Notice)

Mr. Desai is B. Sc, LLB, Attorney at Law. He is a partner of M/s. Kanga & Co., leading Law firm. Mr. Desai has attended large number of matters relating to mergers, amalgamations, litigations and arbitrations involving commercial disputes. Mr. Desai is independent director of the Company with effect from August 13, 2012.

Directorship : Mr. Desai is also a director in TCFC Finance Limited, Welspun Syntex Limited, JSW Holdings Limited, RMG Alloy Steel Limited, Auchtel Products Limited, Welspun Investment and Commercials Limited, Welspun Global Brands Limited, Welspun Energy Private Limited Welspun Enterprises Limited.

Membership / Chairmanship of Committees: Mr. Desai is a member / chairman in the following Committees in the Company and other companies:

Sr. No	Name of the Company	Name of Committee	Member/Chairman
1	TCFC Finance Ltd	Audit Committee	Member
2	TCFC Finance Ltd	Share Transfer & Investor Grievance Committee	Member
3	JSW Holdings Ltd	Audit Committee	Chairman
4	JSW Holdings Ltd	Remuneration Committee	Member
5	RMG Alloy Steel Limited	Audit Committee	Chairman
6	RMG Alloy Steel Limited	Remuneration Committee	Chairman
7	RMG Alloy Steel Limited	Share Transfer & Investor Grievance Committee	Chairman
9	Welspun Projects Ltd	Audit Committee	Member
10	Welspun Projects Ltd	Remuneration committee	Member
11	Welspun Global Brands Ltd	Audit Committee	Member
12	Welspun Global Brands Ltd	Remuneration committee	Member
13	Welspun Global Brands Ltd	Share Transfer & Investor Grievance Committee	Chairman
14	Welspun Enterprises limited	Audit committee	Member
15	Welspun Enterprises Limited	Share Transfer & Investor Grievance Committee	Member

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Desai being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto March 31, 2019.

In the opinion of the Board, Mr. Desai fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Desai as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Desai as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Desai as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Desai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

5. Appointment of Mrs. Mala Tadarwal (DIN 06933515) (Item No. 7 of the accompanying Notice)

Mrs. Mala Tadarwal, aged 29 years, a qualified Chartered Accountant with over 5 years post qualification experience of practice in CA profession as a partner of M/s. Tadarwal & Tadarwal, Chartered Accountants. Mrs. Tadarwal has experience in: (i) Audit Assurance (ii) Due Dilligence (iii) Corporate Restructuring and Transaction Advisory. Mrs. Tadarwal is appointed as additional director of the Company with effect from August 05, 2014.

Director : Mrs. Tadarwal is also director in Welspun Syntex Limited, & Welspun Investment and Commercials Limited

Membership / Chairmanship of Committees: Mrs. Tadarwal is a member / chairman in the following Committees in the Company and other companies:

Sr. No	Name Of The Company	Name Of Committee	Member Chairman
1	Welspun Investment and Commercials Limited	Audit Committee	Member
2	Welspun Investment and Commercials Limited	Share Transfer and Investors Grievance Committee	Member
3	Welspun Investment and Commercials Limited	Remuneration Committee	Member

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Tadarwal being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for two consecutive years for a term upto August 04, 2016. A notice has been received from a member proposing Mrs. Tadarwal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mrs. Tadarwal fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mrs. Tadarwal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would benefit the Company and it is therefore desirable to avail services of Mrs. Tadarwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Tadarwal as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Tadarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

6. Approval of place of keeping of register of members and other securities etc. of the Company (Item No. 8 of the accompanying Notice)

The Board of Directors considered it appropriate to appoint M/s. Purva Sharegistry (India) Private Limited, Mumbai as its Registrar and Transfer Agent for undertaking activities related to securities transfer and allied activities instead of doing it in-house.

Such appointment would result in keeping the Register of Members, Index of Members at the premises of the Registrar and Transfer Agent. The company may keep copies of Annual Return at the Corporate Office of the Company at Welspun House, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The approval of the members is required to be obtained by way of a special resolution for the said arrangement. An advance copy of the proposed special resolution set out in the accompanying notice will be delivered to Registrar of Companies, Gujarat, Dadra & Nagar Haveli.

Accordingly, the Board recommends the special resolution for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

7. Adoption of New Set of Articles of Associations (Item No. 9 of the accompanying Notice)

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board recommend special resolution set out at Item No. 9 of the Notice for approval by the shareholders.

8. Appointment of, and Remuneration to, Cost Auditor (Item No. 10 of the accompanying Notice)

In pursuance of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint a cost auditor on the recommendation of the Audit Committee.



Remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 21, 2014, the Board of Directors has considered and approved appointment of M/s. Kiran J. Mehta & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units at a remuneration Rs. 2,00,000/- and applicable service tax plus such travelling and out-of-pocket expenses as authorised by the Board as mentioned in the resolution for this item of the notice.

The Resolution at item No. 9 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 29, 2014 to Friday, October 03, 2014 (both days inclusive).
6. Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company's Share Transfer Agent.
7. As part of the Green Initiative circulars issued by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company is being sent to the shareholders on their respective e-mail addresses registered with the Company. However, shareholders requiring a physical copy of the Annual Report may write to the Company at the Corporate Office at Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. The Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company, www.welspunprojects.com.
8. The businesses mentioned in this Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The process and manner and such other details as required to be mentioned under Rule 20 (Voting through Electronic Means) of the Companies (Management and Administration) Rules, 2014 for voting by electronic means are as under:
 - Process
 - Manner of voting
 - Time schedule during which votes may be cast.
 - The login – ID and the password
9. The Ministry of Corporate Affairs, Government of India vide circulars ref. nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively allowed serving of documents by a Company to its members in electronic mode through e-mails. Further, vide circular ref. no. CIR/CFD/DIL/7/2011 dated October 5, 2011 issued by the Securities and Exchange Board of India (SEBI) and consequent changes in Clause 32 of the Equity Listing Agreement, and the Companies Act 2013 allows that the Companies can send full Annual Reports in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address.
10. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
11. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's

Registrar and Transfer Agents : Purva Sharegistry (India) Private Ltd., Unit: Welspun Projects Limited, 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp Kasturba Hospital, Lower Parel (East), Mumbai.

12. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members the facility to exercise their right to vote at the 20th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open the email and open PDF file viz: "WPL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder - Login.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of Welspun Projects Limited.
 - (ix) Now you are ready for e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to manasidamania@gmail.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided at the bottom of the attendance slip: EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.
 - II. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - III. The e-voting period commences on Thursday, September 25, 2014 (9:00 am) and ends on Saturday, September 27, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 15, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 15, 2014.
 - V. Ms. Mansi Damania, Practising Company Secretary (Membership No. 7447/Certificate of Practice number 8120) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VI. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - VII. The Results shall be declared on September 30, 2014. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.welspunprojects.com and the website of NSDL within 2 days of passing of the resolutions and communicated to the stock exchanges, where the shares of the Company are listed.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

By Order of the Board
sd/-

Nilesh Javker
Company Secretary

Place: Mumbai
Date: August 05, 2014

Form No. SH-13
Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
Welspun Projects Limited
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch,
Gujarat, Pin – 370110.

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s) _____

Signatures: _____

Witness with name and address: _____

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.



WELSPUN Projects Ltd.

WELSPUN PROJECTS LIMITED

CIN : L45201GJ1994PLC023920

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India.

Board No.: +91 2836 662079, Fax No. + 91 2836 279060.

Email : companysecretary_wpl@welspun.com Website: www.welspunprojects.com

Corporate Office : Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Board : +91 -22-66136000 Fax: +91-22-2490 8020

E-mail Registration-Cum-Consent Form

To,

The Company Secretary,

Welspun Projects Limited,

Welspun City, Village Versamedi,

Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110

I/ we the members of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the above e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No. :		DP – ID :		Client ID :	
Name of the Registered Holder (1 st) :					
Name of the joint holder(s) :					
Registered Address :					
			Pin:		
Mobile Nos. (to be registered) :					
E-mail Id (to be registered) :					

Signature of the Shareholder(s)*

* Signature of all the shareholders is required in case of a joint holding.

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L45201GJ1994PLC023920

Name of the Company: WELSPUN PROJECTS LIMITED

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India.

Board No.: +91 2836 662079, Fax No. + 91 2836 279060,

Email : companysecretary_wpl@welspun.com Website: www.welspunprojects.com

Corporate Office : Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Board : +91 -22-66136000 Fax: +91-22-2490 8020

Name of the member (s) : _____

Registered Address : _____

E-mail Id: _____

Folio No / Client ID

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DP ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/We _____ being the member(s) of Equity Shares of the above named company, hereby appoint :

1. Name) : _____

Address : _____

E-mail Id: _____

Signature : _____

2. Name) : _____

Address : _____

E-mail Id: _____

Signature : _____

3. Name) : _____

Address : _____

E-mail Id: _____

Signature : _____

as my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company to be held on 30th day, September 2014 at 11.30 a.m. at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Subject of the Resolution	Vote (y/n)
1	Adoption of the financial statements for the financial year ended March 31, 2014	
2	Appointment of Mr. Rajesh Mandawewala, director retiring by rotation	
3	Re appointment of Statutory Auditors	
4	Appointment of Mr. Mohan Tandon as an Independent Director	
5	Appointment of Mr. Atul Desai as an Independent Director	
6	Appointment of Mr. A. K. Dasgupta as an Independent Director	
7	Appointment of Mrs. Mala Tadarwal as an Independent Director	
8	Approval for keeping register of members and index at place other than registered office	
9	Adoption of Articles of Association of the Company	
10	Appointment of Cost Auditors	

Signed this day of2014.

Signature of shareholder

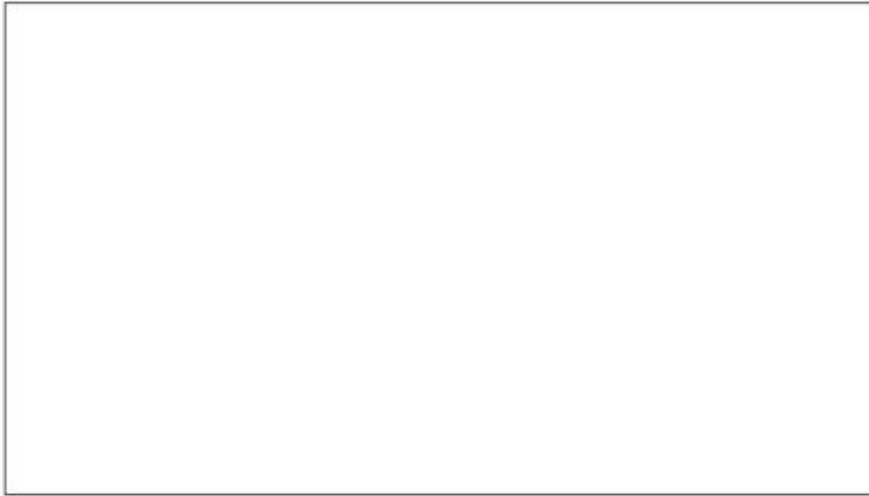
Signature of Proxy Holder(s) : 1) _____ 2) _____ 3) _____

Affix
Re. 1
Revenue
Stamp

Note: The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK - POST

To,



If undelivered, please return to:

Welspun Projects Limited
Welspun House,
Kamla Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.



WELSPUN PROJECTS LIMITED

CIN : L45201GJ1994PLC023920

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin - 370110, India. Board No.: +91 2836 662079, Fax No. + 91 2836 279060.

Email : companysecretary_wpl@welspun.com **Website:** www.welspunprojects.com

Corporate Office : Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013. Board : +91 -22-66136000 Fax: +91-22-2490 8020

ATTENDANCE SLIP

Sr No. :

Name of the sole / first named member:

Address of sole / first named member:

Registered folio no:

DP ID no. / Client ID no:*

Number of shares held:

I hereby record my presence at the 20th Annual General Meeting of the Company held on Tuesday, September 30, 2014 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 11:30 a.m.

Signature of Shareholder/ Proxy Present

Note: Members are requested to bring duly signed attendance slip and hand it over at the venue of the meeting.

----- Tear here -----

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN
101014		

The e-voting period commences on Thursday, September 25, 2014 at 9:00 am and ends on Saturday, September 27, 2014 at 6:00 pm. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice dated August 5, 2014 of 20th Annual General Meeting.