

WCL/SEC/2021

November 17, 2021

To,	
BSE Ltd.	National Stock Exchange of India Ltd.
Phiroze Jeejeeboy Towers,	Exchange Plaza, Plot No. C/1, G Block
Dalal Street, Mumbai - 400 001	Bandra-Kurla Complex,
	Bandra (E), Mumbai - 400 051.
(Scrip Code:	
Equity - 532144), NCD - 948505, 960468, 960491)	(Symbol: WELCORP, Series EQ)

Dear Sir,

Sub: Disclosure of:

- i. Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the Equity Shareholders of Welspun Corp Limited ("the Company") held on Tuesday, 16 November 2021; and
- ii. Combined Voting Result, pursuant to Securities and Exchange Board of India Circular No. CIR/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular")
- Ref.:- Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) **Regulations**, 2015

Pursuant to the Order dated 4 October 2021 passed by the National Company Law Tribunal, Ahmedabad Bench ("NCLT"), a meeting of the Equity Shareholders of the Company was held on Tuesday, 16 November 2021 at 2:30 P.M. through video conference (VC) / other audio-visual means (OVAM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India to transact the business as set out in the notice dated 7 October 2021.

Further, pursuant to the provisions of Section 230 and Section 108 of the Companies Act, 2013 read with Rule 6(3)(xi) of Companies (Comprises, Arrangements and Amalgamations) Rules 2016, and Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided facility of e-voting to its Equity Shareholders for approval of the Scheme.

Welspun Corp Limited

Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India. T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020 E-mail : companysecretary_wcl@welspun.com Website : www.welspuncorp.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India. T: +91 2836 662222 F: +91 2836 279060



Accordingly, voting by the Equity Shareholders of the Company for approval of the Scheme has been carried out through (i) remote e-voting and (ii) e-voting during the meeting, which was held on 16 November 2021.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) remote e-voting, and (ii) e-voting during the meeting which was held on 16 November 2021.

As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:

- a) In terms of the Companies Act, 2013 and the NCLT Order voting results of the business transacted through (i) remote e-voting; and (ii) e-voting during the meeting along with the Scrutinizer's Report **Annexure "A"**.
- b) In terms of the SEBI Circular voting results of the Public Shareholders, along with a separate Scrutinizer's Report **Annexure "B**".

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by the NCLT Order and the SEBI Circular.

The above reports are also being uploaded on the Company's website www.welspuncorp.com.

This is for your information, please.

Thanking you,

Yours Faithfully, For **WELSPUN CORP LIMITED**

Pradeep Joshi Company Secretary and Compliance Officer FCS-4959

Welspun Corp Limited

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Name of Company	Welspun Corp Limited
Day and Date of NCLT Convened Meeting	Tuesday, 16 November 2021
Total number of shareholders on 9	112,440 (clubbed basis the Permanent Account Number)
November 2021	
No. of shareholders present in the meeting	Not applicable
either in person or through proxy:	
Promoters and Promoter Group:	
Public:	
rubic:	
No. of Shareholders attended the meeting	
through Video Conferencing / other audio-	
visual means (OVAM)	
Promoters and Promoter Group:	
Tomoters and Tromoter Group.	4 (Four)
Public:	
	33 (Thirty Three)
Resolution Required : (Ordinary/Special)	SPECIAL - Approval to the Scheme of Arrangement
	between Welspun Steel Limited and Welspun Corp
	Limited and their respective shareholders
Whether promoter/ promoter group are	Yes
interested in the agenda/resolution?	

Category	Mode No. of shares of held Voting		of held casted Polled		No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes casted	% of Votes against on votes casted	
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100	
Promoter	E- Voting	13,05,02,154	13,05,01,954	99.99	13,05,01,954	0	100.00	0	
and Promoter	Poll		0	0	0	0	0	0	
Group	Total		13,05,01,954	99.99	13,05,01,954	0	100.00	0	

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	Е-	3,46,04,659	2,64,46,756	76.43	2,64,46,756	0	100.00	0
Public- Institutions	Voting							
	Poll		0	0	0	0	0	0
	Total		2,64,46,756	76.43	2,64,46,756	0	100.00	0
	Е-	9,58,42,582	1,66,90,444	17.41	1,66,88,326	2,118	100.00	0.00*
Public -	Voting							
Non-	Poll		0	0	0	0	0	0
Institutions	Total		1,66,90,444	17.41	1,66,88,326	2,118	100.00	0.00*
Total		26,09,49,395	17,36,39,154	66.54	17,36,37,036	2,118	100.00	0.00*

*negligible

Thanking You.

Yours faithfully, For **WELSPUN CORP LIMITED**

Pradeep Joshi

Company Secretary and Compliance Officer FCS-4959

Encl: As above

Welspun Corp Limited

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Company Secretaries

Combined Scrutinizer's Report As per the provisions of the Companies Act, 2013 and the Order of the National Company Law Tribunal

To,

Mr. Atul Desai

Chairman appointed by the NCLT, Ahmedabad Bench for the NCLT Convened Meeting of the Equity Shareholders of Welspun Corp Limited pursuant to Company Scheme Application C.A.(CAA)/71/(AHM)2021

Dear Sir,

I, Mansi Damania, a Practising Company Secretary (Membership No. F7447), Partner of M/s. JMJA & Associates LLP, have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), by its Order dated October 4, 2021, as "the Scrutinizer" for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT convened meeting of the Equity Shareholders (including Public Shareholders) of Welspun Corp Limited (hereinafter referred to as "Company") convened by order of the NCLT and held through Video Conference ("VC") / Other Audio-Visual Means ("OVAM") on Tuesday, November 16, 2021 at 02.30 P.M., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015, as amended from time to time and read with the General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") collectively referred to as ["MCA & SEBI Circulars"], on the resolution seeking approval of the Equity Shareholders to the Scheme of Arrangement between Welspun Steel Limited ("the Demerged Company" or "WSL") and Welspun Corp Limited ("the Resulting Company" or "WCL") and their respective shareholders ("the Scheme"), in terms of the Notice dated October 07, 2021, convening the said meeting.

As mentioned in the notice, the proceedings of the meeting were deemed to be conducted at the registered office of Welspun Corp Limited located at Welspun City, Village Versamedi, Taluka Anjar, dist. Kutch, Gujarat – 370110 and the same was deemed to be the venue of the NCLT convened meeting.

I do hereby submit my report as under:

- The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the facility for voting by the Equity Shareholders through remote e-voting and e-voting at the meeting.
- 2. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.

JMJA & Associates LLP | LLPIN: AAC-9388

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Regd. Off. : 131, 1st Floor, Building No. 2, New Sonal Link Industrial Estate, Malad (W), Mumbai- 400 064 Website: www.jmja.in| Email- info@jmja.in | Tel.: +91 22 4010 9730



- 3. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 relating to voting done through remote e-voting and e-voting at the meeting on the resolution contained in the Notice of the meeting.
- 4. NSDL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as e-voting at the meeting on the item of the business sought to be transacted at the meeting of the Company, which was held on Tuesday, November 16, 2021.
- 5. NSDL had set up remote e-voting facility at https://www.evoting.nsdl.com The Company had uploaded Notice of the meeting, inter-alia, containing the item of the business to be transacted at the meeting on the website of the Company, the NSDL and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their Equity Shareholders to cast their vote through remote e-voting.
- 6. The **Cut-off date** was **Tuesday**, **November 09**, **2021** for the purpose of deciding the Equity Shareholders entitled to vote through remote e-voting and e-voting at the meeting by the Equity Shareholders on the resolution seeking their approval.
- 7. The remote e-voting had commenced at 09:00 a.m. on Saturday, November 13, 2021 and has closed at 05:00 p.m. on Monday, November 15, 2021.
- 8. Our responsibility as the Scrutinizer for the voting process (through remote e-voting and e-voting at the meeting) is restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based the reports generated from the e-voting system provided by NSDL.
- 9. The Company has, on the basis of the Register of Members and the list of beneficial owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures to the Equity Shareholders of the Company (holding the equity shares as on June 30, 2021) by Tuesday, October 12, 2021. The Notices contained the detailed procedure to be followed by the Equity Shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.
- 10. The Company has also published an advertisement in this regard, in English daily Financial Express, Ahmedabad Edition and translation thereof in Gujarati in Kutch Mitra on Wednesday, October 13, 2021.
- 11. The e-voting module was disabled and blocked by NSDL for voting on Monday, November 15, 2021 at 05:00 p.m.
- 12. NSDL provided me the names, DP ID-Client ID/ folio numbers and shareholding of the Equity Shareholders who casted their votes through remote e-voting.
- 13. At the meeting of the Company held through VC/OAVM, on Tuesday, November 16, 2021, after





considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who are attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically. On November 16, 2021, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through remote e-voting facility was duly unblocked by me as the Scrutinizer in the presence of Mr. Jigar Shah and Ms. Shikha Sangodkar who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars. After the voting by electronic means, the votes cast through remote e-voting process was tabulated for the purpose of considering the total votes cast by the Equity Shareholders through both ways.

Thereafter, I, as the Scrutinizer, duly compiled the details of the remote e-voting carried out by the Equity Shareholders and the e-voting done at the meeting.

14. The consolidated result of the voting seeking approval of the Equity Shareholders of the Company to the Scheme is as under:





Resolution

Approval of the Scheme of Arrangement between Welspun Steel Limited ('the Demerged Company' or 'WSL) and Welspun Corp Limited ('the Resulting Company' or 'WCL') and their respective shareholders.

Consolidated Report on result of voting through remote e-voting and e-voting at the meeting by the Equity	Shareholders:
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Manner of Voting	Total Votes		Invalid/ Not Voted		Valid Votes		Valid votes in favour of the resolution			Valid votes against the resolution		
	No. of equity shareh olders	Nos.	No. of equity shareh olders	No. of votes	No. of equity shareh olders	Nos.	No. of equity shareh olders	No. of votes	%	No. of equity shareho Iders	No. of votes	%
Remote e-voting	227	17,36,35,781	0	0	227	17,36,35,781	219	17,36,33,663	100.00	8	2,118	0.00*
E-voting during the meeting	6	3,373	0	0	6	3,373	6	3,373	0.00*	0	0	0
Total	233	17,36,39,154	0	0	233	17,36,39,154	225	17,36,37,036	100.00	8	2118	0.00*

*Negligible





Table showing bifurcations of Promoters, Financial Institutions and Others is as under:

Category	Mode of Voting	No. of shares held	No. of votes casted	% of Votes Polled on outstanding shares	No. of Votes — in favour	No. of Votes – Against	% of Votes in favour on votes casted	% of Votes against on votes casted
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter	E- Voting	13,05,02,154	13,05,01,954	99.99	13,05,01,954	0	100	0
and Promoter	Poll		0	0	0	0	0	0
Group	Total		13,05,01,954	99.99	13,05,01,954	0	100	0
	E- Voting	3,46,04,659	2,64,46,756	76.43	2,64,46,756	0	100	0
Public-	Poll		0	0	0	0	0	0
Institutions	Total		2,64,46,756	76.43	2,64,46,756	0	100	0
Public - Non- Institutions	E- Voting	9,58,42,582	1,66,90,444	17.41	1,66,88,326	2,118	100.00	0.00*
	Poll		0	0	0	0	0	0
	Total		1,66,90,444	17.41	1,66,88,326	2,118	100.00	0.00*
Total		26,09,49,395	17,36,39,154	66.54	17,36,37,036	2,118	100.00	0.00*

*Negligible



Note: Out of 37 Equity Shareholders who attended the meeting:

- 21 Equity Shareholder holding 12,39,17,614 equity shares and who attended the meeting through VC/OVAM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting.
- 10 Equity Shareholder holding 5,863 equity shares, who attended the meeting through VC/OVAM, did not cast their votes.
- o 6 Equity Shareholder holding 3,373 equity shares, cast their vote through e-voting at the meeting.
- 15. The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for the above resolution through voting conducted through
- 16. remote e-voting and e-voting at the meeting is handed over to the Chairman appointed for the meeting.
- 17. All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to Company Secretary of the Company for safe keeping.

You may accordingly declare the results of the electronic voting conducted in the meeting and voting done by the Equity Shareholders through remote e-voting

Scrutinizer CS Mansi Damania FCS: 7447 | COP: 8120 UDIN: F007447C001458921

For JMJA & Associates LLP, Practising Company Secretaries Peer Review Certificate No. 980/2020

Place: Mumbai Dated: November 17, 2021



J O Company Secretaries

Scrutinizer's Report

As per the SEBI Circular - Voting Results of the Public Shareholders

To,

Mr. Atul Desai

Chairman appointed by the NCLT, Ahmedabad Bench for the NCLT Convened Meeting of the Equity Shareholders of Welspun Corp Limited pursuant to Company Scheme Application C.A.(CAA)/71/(AHM)2021

Dear Sir,

I, Mansi Damania, a Practising Company Secretary (Membership No. F7447) have been appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"), by its Order dated October 04, 2021, as "the Scrutinizer" for the purpose of conducting the voting done through evoting by the Public Shareholders of the Company, on the resolution seeking approval of the Public Shareholders of the Company, pursuant to the Circular No. CIR/DIL/3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular") on the resolution seeking approval of the Equity Shareholders to the Scheme of Arrangement between Welspun Steel Limited ("the Demerged Company" or "WSL") and Welspun Corp Limited ("the Resulting Company" or "WCL") and their respective shareholders ("the Scheme"), in terms of the Notice dated October 07, 2021, convening the said meeting.

I do hereby submit my report as under:

- 1. The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the e-voting platform to the Equity Shareholders of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- 2. The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated March 10, 2017, relating to voting done through e-voting.
- 3. The **Cut-off date** was **Tuesday**, **November 09**, **2021** for the purpose of deciding the Equity Shareholders entitled to vote through remote e-voting and e-voting at the meeting by the Equity Shareholders on the resolution seeking their approval.
- 4. The remote e-voting had commenced at 09:00 a.m. on Saturday, November 13, 2021 and has closed at 05:00 p.m. on Monday, November 15, 2021.
- 5. Our responsibility as the Scrutinizer for the voting process (through remote e-voting and evoting at the meeting) is restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or**

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JMJA & Associates LLP | LLPIN: AAC-9388

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Against the resolution stated in the Notice, based the reports generated from the e-voting system provided by NSDL.

- 6. The Company has, on the basis of the Register of Members and the list of beneficial owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto to the Equity Shareholders of the Company (holding the equity shares as on 30 June 2021) by Tuesday, October 12, 2021.
- 7. The Company has also published an advertisement in this regard, in English daily Financial Express, Ahmedabad Edition and translation thereof in Gujarati in Kutch Mitra on Wednesday, October 13, 2021.
- 8. The e-voting module was disabled and blocked by NSDL for voting on Monday, November 15, 2021 at 05:00 p.m.
- 9. NSDL provided me the names, DP ID-Client ID/ folio numbers and shareholding of the Equity Shareholders who casted their votes through remote e-voting.
- 10. The remote e-voting and e-voting at the meeting, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
- 11. At the meeting of Equity Shareholders of the Company held through VC/OAVM, on Tuesday, November 16, 2021, after considering the item of business, the facility to vote electronically was provided to facilitate those equity shareholders who are attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically. On November 16, 2021, after tabulating the votes cast electronically by the system provided by the NSDL, the votes cast through remote e-voting facility was duly unblocked by me as the Scrutinizer in the presence of Mr. Jigar Shah and Ms. Shikha Sangodkar who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars. After the voting by electronic means, the votes cast through remote evoting process was tabulated for the purpose of considering the total votes cast by the Equity Shareholders through both ways.

Thereafter, I, as the Scrutinizer duly complied details of the remote e-voting carried out by the Equity Shareholders and the e-voting done at the meeting.

12. The consolidated result of the voting seeking approval of the Public Shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Scheme of Arrangement between Welspun Steel Limited ('the Demerged Company' or 'WSL) and Welspun Corp Limited ('the Resulting Company' or 'WCL') and their respective shareholders.





Manner of Voting	Total Votes		Invalid/ Not Voted		Valid Votes		Valid votes in favour of the resolution			Valid votes against the resolution		
	No. of equity shareh olders	Nos.	No. of equity shareh olders	No. of votes	No. of equity shareh olders	Nos.	No. of equity shareh olders	No. of votes	%	No. of equity shareho Iders	No. of votes	%
Remote e-voting	219	4,31,33,827	0	0	219	4,31,33,827	211	4,31,31,709	99.987	8	2,118	0.005
E-voting during the meeting	6	3,373	0	0	6	3,373	6	3,373	0.008*	0	0	0
Total	225	4,31,37,200	0	0	227	4,31,37,200	217	4,31,35,082	99.995	8	2,118	0.005

Consolidated Report on result of voting through remote e-voting and e-voting at the meeting by the Public Shareholders:

*Negligible





Note: Out of 33 Public Equity Shareholders who attended the meeting:

- 17 Equity Shareholder holding 29,796 equity shares and who attended the meeting through VC/OVAM had already cast their vote by remote e-voting and therefore were not entitled to vote through e-voting at the meeting.
- 10 Equity Shareholder holding 5,863 equity shares, who attended the meeting through VC/OVAM, did not cast their votes.
- 6 Equity Shareholder holding 3,373 equity shares, cast their vote through e-voting at the meeting.
- 13. The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for the above resolution through voting conducted through remote e-voting and e-voting at the meeting is handed over to the Chairman appointed for the meeting.
- 14. All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to Company Secretary of the Company for safe keeping.

You may accordingly declare the results of the electronic voting conducted in the meeting and voting done by the Equity Shareholders through remote e-voting

Scrutinizer CS Mansi Damania FCS: 7447 | COP: 8120 UDIN: F007447C001458921

For JMJA & Associates LLP, Practising Company Secretaries Peer Review Certificate No. 980/2020

Place: Mumbai Dated: November 17, 2021 11, 2020 Inter-109/2020/75 144 Lenipary 15 144 Lenipary 15