

NOTICE

NOTICE is hereby given that the 12th **Annual General Meeting** of Welspun Captive Power Generation Limited will be held on **Monday, September 12, 2022 at 12:30 p.m.** via/at Welspun House, Kamala Mills, SB Marg, Lower Parel - 400013 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company as at March 31, 2022 along with the Reports thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Joshi (DIN 08607214), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To re-appoint S R B C & Co LLP having Firm Registration Number 324982E/E300003 as the Statutory Auditors of the Company for the second consecutive term of 5 years and to hold office from the conclusion of ensuing 12th Annual General Meeting to the conclusion 17th Annual General Meeting

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025), appointed as the Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee of the Board, to conduct the cost audit for the financial year ending March 31, 2023, be paid a remuneration of Rs. 150,000/- (Rupees One Lakh Twenty Five Thousand Only) and such travelling and out-of-pocket expenses, at actual incurred, if any, in connection with the audit, as may be authorized by the Board.”

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

Welspun Captive Power Generation Limited

Welspun House, 6th 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_wil@welspun.com Website : www.welspuncaptivepower.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.
T : +91 2836 279051 / 56 F : +91 2836 279050

Corporate Identity Number: U40100GJ2010PLC060502

“RESOLVED THAT Mr. Atul Desai (DIN: 00019443), who was appointed as an Additional (Non-executive and Independent) Director of the Company by the Board of Directors with effect from July 21, 2022 and who holds office up to the date of the forthcoming Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Atul Desai for the office of Director of the Company and 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 for the first term of 5 (Five) years from July 21, 2022 to July 20, 2027.

RESOLVED FURTHER THAT the Board of Directors, the Chief Financial Officer and the Company Secretary be and are hereby authorized to do all such acts and steps as may be necessary, proper and expedient to give effect to this resolution

**By Order of the Board
For Welspun Captive Power Generation Limited
Sd/-**

Place: Mumbai
Date: July 25, 2022

**Shashikant Thorat
Company Secretary
FCS - 6505**

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch, Gujarat - 370110
Tel. No.: +91 2836 661111, Fax No.: +91 2836 279010
CIN: U40100GJ2010PLC060502
Website: <http://www.welspuncaptivepower.com/>
Email: Companysecretary_WIL@welspun.com

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NOTES

1. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under Item No. 4 and 5 of the Notice is annexed hereto.
2. In terms of Section 152 of the Act, Mr. A. K. Joshi (DIN 08607214), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. In terms of section 149, 152, 161 and Companies (Appointment and Qualification of Directors) Rules, 2014, a brief resume of Mr. A. K. Joshi is provided as Annexure – 1 forming part of the Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Proxy forms, 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 commencement of the Meeting.
4. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. 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 carrying voting rights. 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 for his entire shareholding and such person shall not act as proxy for any other person or shareholder.
6. An instrument of proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.
7. The proxy-holder shall prove his identity at the time of attending the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company’s Registrar and Transfer Agent.

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9. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
10. When a Member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
11. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
12. 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 Global Brands Limited, unit No. 9, Shiv Shakti Ind. Estt. J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011. Tel. No. 022-2301 6761, 022-2301 8261, Fax No. 022-2301 2517, email- busicomp@vsnl.com, website - www.purvashare.com
13. Members are requested to immediately inform about their change of address, change of e-mail address, if any, to the Company's Share Transfer Agent.
14. The physical copies of the Annual Reports and other documents referred to in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting.
15. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, will be available for inspection by the Members at the Meeting.
16. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the Meeting.

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17. 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.

**By Order of the Board
For Welspun Captive Power Generation**

Limited

Sd/-

Place: Mumbai
Date: July 25, 2022

**Shashikant Thorat
Company Secretary
FCS - 6505**

Registered Office:

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Taluka Anjar, District Kutch, Gujarat - 370110
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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 - Ratification of remuneration payable to the Cost Auditors

In pursuance of Section 148 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the Board based on the recommendation of the Audit Committee of the Board appointed M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025) as the Cost Auditors of the Company, for the conduct of the Cost Audit of the Company's various manufacturing units for the financial year 2022-23 on a remuneration of Rs. 150,000 (Rupees One Lakh Fifty Thousand Only) plus travelling and out of pocket expenses, at actual incurred, if any, in connection with the audit of the Company. Remuneration payable to the Cost Auditors has to be ratified by the shareholders.

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

The Board recommends the resolution set forth in Item No. 3 for the approval of the members.

Item No. 5 – Appointment of Mr. Atul Desai as an independent director:

The Board of Directors appointed Mr. Atul Desai as an Additional Director (Non-executive and Independent) and who holds office till conclusion of forthcoming Annual General Meeting pursuant to Section 161 of the Companies Act, 2013.

Mr. Desai is a non-executive and an independent director of our Company. 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.

His membership/ Chairpersonship in other companies is as under:

Name of the Company in which Director	Audit Com	Risk Mgmt	NRC	SIGC	CSR
TCFC Finance Limited	Member	-	Member	-	-
JSW Holdings Limited	Chair	Chair	Chair	-	Chair
AYM Syntex Limited	Chair	-	Chair	Chair	Chair
Welspun Investments and Commercials Limited	Member	-	Chair	-	-
Welspun Global Brands Limited	Member	-	Member	-	Chair
Welspun Speciality Solutions	Chair	-	Chair	Chair	-

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Limited					
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He does not hold any shares in the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Atul Desai being eligible for appointment is proposed to be appointed as an Independent Director for a term up to July 21, 2027. A notice has been received from a member proposing Mr. Atul Desai as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Atul Desai fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Atul 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.

In view of skills, expertise and experience, it is therefore desirable to avail services of Mr. Atul Desai as an Independent Director. Accordingly, the Board recommends the resolution of appointment of Mr. Atul Desai as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Atul 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. 5.

**By Order of the Board
For Welspun Captive Power Generation Limited**

Sd/-

Place: Mumbai
Date: July 25, 2022

**Shashikant Thorat
Company Secretary
FCS - 6505**

Registered Office:

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Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting pursuant to the Secretarial Standards - 2 on General Meeting

Annexure 1

Mr. Ashok Kumar Joshi

Name	Ashok Kumar Joshi
Date of Birth	01/07/1959
Date of Appointment	December 16, 2019
Qualifications	B.Tech.
Nature of his expertise in specific functional areas	Mr. Joshi is an Engineer by qualification. He has four decades of experience. He is in-charge of Operations of Welspun India Limited, parent company, at Anjar. He is also a Wholetime Director of the Company.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	None
Names of companies and committees, of its Boards, in which the person holds membership	NIL
No. of shares held in the Company	Nil
No. of Board meetings attended	Refer of the Directors' Report, 2021-22

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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 Captive Power Generation 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:

4. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- (a) Name:

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- (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:
- (i) Relationship with the minor nominee:

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.

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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 dematerialized mode, nomination is required to be filed with the Depository Participant in their prescribed form.

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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 : U40100GJ2010PLC060502

Name of the Company: WELSPUN CAPTIVE POWER GENERATION LIMITED

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India. Board No.: +91 2836 661111, Fax No. + 91 2836 279010, Email : CompanySecretary_WIL@welspun.com Website: <http://www.welspuncaptivepower.com/>

Corporate Office : Welspun House, 6th Floor, 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

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

1. Name) : _____

Address : _____

E-mail Id: _____

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Signature : _____ ;
or failing him

2. Name) : _____

Address : _____

E-mail Id: _____

Signature : _____ ;
or failing him

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 Annual General Meeting of the Company to be held on September 12, 2022 at 12.30 p.m. at the Corporate Office of the Company at Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No.	Subject of the Resolution	Voting	
		For	Against
Ordinary Business:			
1	Consider and adopt Audited Financial Statements		

Welspun Captive Power Generation Limited

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	(standalone), report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2022.		
2	Re-appointment of Mr. Ashok Kumar Joshi as a director of the Company, liable to retire by rotation.		
3	Re-appointment of M/s. S R B C & Co, LLP as Statutory Auditors of the Company		
Special Business:			
4	Ratification of remuneration payable to M/s. Kiran J. Mehta & Co, Cost Accountants as a Cost Auditors of the Company.		
5	Appointment of Mr. Atul Desai (DIN: 00019443) as an Independent Director of the Company.		

Signed this day of2022.

Affix Re. 1 Revenue stamp
--

Signature of shareholder _____

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

Note:

- 1) Please complete all the details including details of member(s) in the above Box before submission.
- 2) It is optional to put “X” in the appropriate column against the Resolutions indicated in the Box. If you leave the “For” or “Against” column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 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.**

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- 4) 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.

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WELSPUN CAPTIVE POWER GENERATION LIMITED
CIN : U40100GJ2010PLC060502

Registered Office : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110, India. Board No.: +91 2836 661111, Fax No. + 91 2836 279010, Email : CompanySecretary_WIL@welspun.com Website: <http://www.welspuncaptivepower.com/>

Corporate Office : Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013. Board : +91 -22-66136000 Fax: +91-22-2490 8021

E-mail Registration-Cum-Consent Form

To,

The Company Secretary,

Welspun Captive Power Generation 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 below mentioned 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)			:		
			:		
			:		

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Registered Address	:	
	Pin:	
Mobile Nos. (to be registered)	:	
E-mail Id (to be registered)	:	

Signature of the Shareholder(s)*

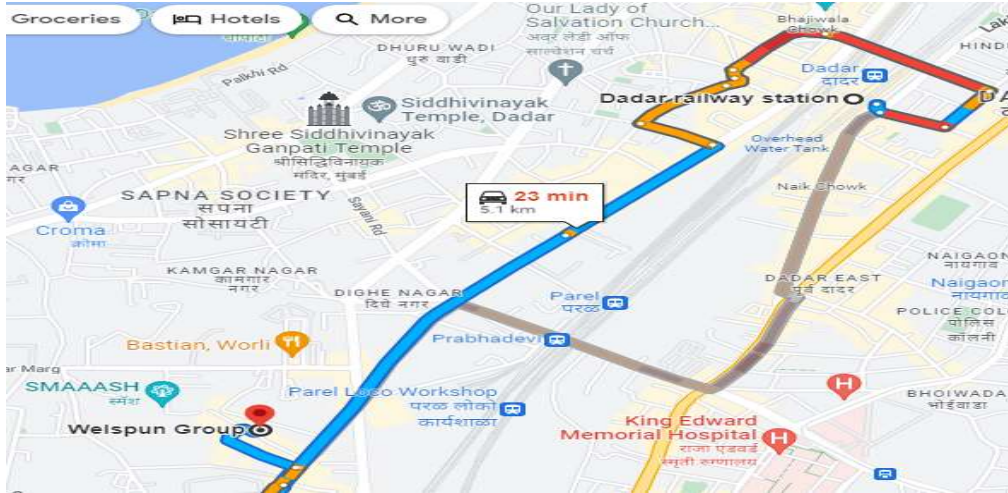
* Signature of all the shareholders is required in case of joint holding.

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Route Maps

Dadar Station to Welspun



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DIRECTORS' REPORT

To,
The Members,
WELSPUN CAPTIVE POWER GENERATION LIMITED

Your Directors have pleasure in presenting their 12th Annual Report and audited statement of accounts for the financial year ended March 31, 2022.

1. Financial Results:

Particulars	Rs. Million	
	31.03.2022	31.03.2021
Revenue from Operations	4,372.11	4,104.08
Other Income	40.08	19.37
Total Revenue	4,412.19	4,123.45
Expenditure	4,306.62	3,833.81
Profit/(Loss) before Tax	105.57	289.64
Income Tax Expenses	(70.69)	(110.54)
Profit/(Loss) after Tax	176.26	400.18
Earnings per share (Basic & Diluted)	5.97	13.55

2. Performance:

During the year under review, your Company's total revenue was Rs. 4,372.11 million i.e. 6.53% higher than the previous year. Profit before tax was Rs. 105.57 million i.e. 63.55% lower than the previous year. Profit for the year is Rs. 176.26 million i.e. 55.95% lower than the previous year. Your Company has been continuously striving to increase its efficiency and productivity.

3. Reserves & Dividend:

Considering the current financial year situations, the directors recommend to plough back profit earned during the period for further strengthening the business and hence, do not recommend any dividend.

4. Auditors:

(i) Statutory Auditors:

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Your Company's Auditors, S R B C & CO LLP's tenure expires at the 12th Annual General Meeting to be held this year. The Board of Directors recommends re-appointment of S R B C & CO LLP (having Firm Registration Number 324982E/E300003) as the Statutory Auditors of the Company for the second term of consecutive five years commencing from the conclusion of 12th Annual General Meeting till the conclusion of 17th Annual General Meeting.

S R B C & CO LLP is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It is a member firm of EY Global. It was established in the year 2002 and is a limited liability partnership firm incorporated in India.

S R B C & CO LLP is holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Members are requested to approve their appointment as the Auditors of your Company by passing an ordinary resolution under Section 139 of the Act.

The Auditors' observation read with Notes to Accounts for the FY 2021-22 are self-explanatory and therefore do not call for any comment.

(ii) Cost Auditors:

As per Section 148 and other applicable provisions, if any, of the Act read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company has reappointed M/s. Kiran J. Mehta, Cost Accountants as the Cost Auditors of your Company for FY 2022-23 on the recommendations made by the Audit Committee.

Members are requested to ratify their remuneration by passing an ordinary resolution in the forthcoming Annual General Meeting.

(iii) Secretarial Auditor:

The Secretarial Audit Report for the FY 2021-22 is attached herewith as **Annexure - 1** to this Report and it does not contain any qualification, reservation or adverse remark.

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014, your Company has appointed MNB & Co. LLP, Practicing Company Secretary, as the Secretarial Auditor of your Company for the FY 2022-23.

5. Share Capital:

During the year, no share with differential voting rights was issued by your Company nor did your Company issue any equity share as sweat equity share and no stock options were issued to the employees of your Company.

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6. Finance:

Public Deposits:

Your Company has not accepted any deposit within the meaning of the Chapter V of the Companies Act, 2013. Further, no amount on account of principal or interest on deposit was outstanding as at the end of the year under Report.

7. Board of Directors & Key Managerial Personnel:

Your Company's Board comprises of mix of Executive and Non-Executive Directors. Except the independent directors, all other directors are liable to retire by rotation as per the provisions of the Companies Act, 2013. None of the Directors have any inter-se relationship amongst each other.

i. Directors Retiring by Rotation:

In accordance with the provisions of Section 152 of the Act and the Articles of Association of your Company, Mr. Ashokkumar Joshi (DIN: 08607214) is retiring by rotation at the forthcoming Annual General Meeting and being eligible, has been recommended for his re-appointment. The Board has recommended his re-appointment.

ii. Appointment/Resignation of Director / Key Managerial Personnel:

During the year under review, there were no changes in Board of Directors of the Company except as given below:

- (i) Appointment of Mr. Nitin Jain (DIN: 09000091) as Non- Executive Director w.e.f May 07, 2021;
- (ii) Resignation of Ms. Mala Tadarwal (DIN: 06933515) as an Independent Directors w.e.f June 27, 2022 and
- (iii) Appointment of Mr. Atul Desai (DIN: 00019443) as an Independent Director w.e.f. July 21, 2022.

iii. Number of Meetings & Attendance:

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The Board met Five (5) times during the FY 2021-2022. The detailed information on the meetings of the Board is as under:

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Name of the Director	Category	Board Meetings Attended during the Year 2021-22	Attendance at the Last AGM	No. of other Directorship (as last declared to the Company)			Member / Chairman in No. of Board/ Committees including other Companies (as last declared to the Company)@
				Pub.	Pvt	Other Body Corporate	
(1) Mr. Devendra Patil	Director	2/5	No	8	9	1	1M
(2) Mr. Ashokkumar Joshi	WholeTime Director	4/5	No	1	1	0	-
(3) Ms. Dipali Goenka	Director	1/5	No	9	4	13	1M
(4) Mr. K H Viswanathan	Independent Director	5/5	Yes	4	0	0	4C, 1M
(5) Ms. Mala Todarwal	Independent Director	5/5	Yes	4	1	2	5M
(6) Mr. Nitin Jain	Director	1/4	No	3	0	0	-

@Chairmanship/membership of Audit Committee, Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee, CSR Committee, Risk Management Committee and Nomination and Remuneration Committee is considered (including both listed and unlisted companies).

In addition to the above, a meeting of the Independent Directors was held on March 03, 2022 in compliance with the Section 149(8) read with Schedule V to the Companies Act, 2013.

iv. Declaration by an Independent Director(s):

The independent directors have individually declared to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 at the time of their respective appointment and there is no change in the circumstances as on the date of this report which may affect their status as an independent director.

v. Directors' Evaluation:

In compliance with the Act and SEBI Regulations 2015, the Board of Directors, as per the process recommended by the Nomination and Remuneration Committee, has evaluated the effectiveness of the Board, its Committees and Directors. The evaluation process invited graded responses to a

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structured questionnaire, which was largely in line with the SEBI Guidance Note on Board Evaluation, for each aspect of the evaluation. All the results were satisfactory.

vi. Familiarization program for Independent Director(s):

The familiarization program aims to provide the Independent Directors with the scenario within the industry, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant development so as to enable them to take well-informed decisions in timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

The policy on Company's familiarization programme for Independent Directors is hosted on your Company's website and a web link thereto is: <http://www.welspuncaptivepower.com/>.

vii. Committee of the Board:

(a) Audit Committee:

Terms of Reference: The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Section 177 of the Companies Act, 2013.

The Committee comprises of 3 (Three) Directors having ability to read and understand the financial statements. 9 meetings of the Audit Committee of the Board of Directors were held during the financial year 2021-22. The Composition of the committee and the attendance of the members is given as under:

Name of the Member	Member/ Chairman	Number of Meetings Attended
K H Viswanathan	Chairman	9/9
Devendra Patil	Member	1/9
Ms. Mala Todarwal	Member	9/9

The Company Secretary, Shashikant Thorat acts as the Secretary of the Committee.

All the recommendations made by the Audit Committee were accepted/approved by the Board.

(b) Nomination and Remuneration Committee:

Terms of reference: To recommend appointment of, and remuneration to, Managerial Personnel and review thereof from time to time.

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The Committee comprises of 3 (Three) Directors. The Committee met 2 times during the year. The Composition of Committee and attendance of the members is given hereunder:

Name of the Member	Member/ Chairman	Number of Meetings Attended
K H Viswanathan	Chairman	2/2
Devendra Patil	Member	2/2
Mala Todarwal	Member	2/2

The Company Secretary, Shashikant Thorat acts as the Secretary of the Committee.

Nomination and Remuneration Policy: The Company follows a policy on remuneration of directors and senior management employees and the salient features thereof are as under:

Appointment of Directors:

o While identifying persons who may be appointed as director(s), the Committee shall consider business of the Company, strength, weakness, opportunity and threats to Company’s business, existing composition of the board of directors, diversity, skills, expertise of existing directors and, background, skills, expertise, reputation and qualification possessed by the person being considered, specific requirements under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws as to composition of the Board.

While identifying persons who may be appointed as independent directors, the Committee shall review their qualifications and suitability to ensure that such candidates will be able to function as directors ‘Independently’ and void of any conflict of interest, obligations, pressure from other Board members, KMPs, senior management and other persons associated with the Company.

Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel:

o The Non- Executive Directors including independent directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. 100,000 per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The Non-Executive directors shall not be eligible for any remuneration / commission, unless specifically approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee and by the shareholders. The Non-Executive

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Directors of the Company did not entered into any pecuniary transactions with the Company.

- o The remuneration to Executive Directors, Key Managerial Personnel and Senior Management Personnel at the time of appointment shall be mutually agreed. The Committee shall consider industry indicators, requirements of role, qualification and experience of candidate, expected contribution of executive to the profitability challenges specific to the Company and such other matters as the Committee may deem fit. The remuneration must motivate individuals to achieve benchmarks which must be aligned to the vision of the Company. The management shall periodically find out the remuneration scale prevalent in the industry / peer group to the extent possible to find out if there is a need for revision in remuneration for retaining the talent. The Non-Executive Directors may be paid commission after complying with required provisions of the Act. Besides, the Committee shall take into consideration performance, of the concerned executive as well as the Company, the growth of business, profitability, Company's business plan and critical role played / initiatives taken while considering pay hike / increment to the concerned executives.

(c) Corporate Social Responsibility (CSR):

In accordance with the requirements of Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The Board of Directors of your Company has approved a CSR Policy which is hosted on your Company's website and a web link thereto is: <http://www.welspuncaptivepower.com/userfiles/file/CSR%20Policy.pdf>.

The key philosophy of all CSR initiatives of the Company is enshrined in the three E's which have become guiding principles of our CSR initiatives – Education, Empowerment of Women and Environment & Health.

Disclosures as required under Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 are given in **Annexure – 2** to this Report.

Terms of reference: To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Act and rules made thereunder.

Composition of the Committee: The Committee comprises of 3 (Three) members. K. H. Viswanathan, Devendra Patil and Ms. Dipali Goenka. The Chairman of the Committee is an Independent Director.

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The Committee met twice during the year. The Company Secretary Shashikant Thorat acts as the Secretary of the Committee.

8. Conservation of Energy, Technology Absorption: Foreign Exchange Earnings and Outgo:

(i) The steps taken or impact on conservation of energy:

Replacement of 1 Nos. ACC fans by high efficiency blades. Power saving of 480 units/fan/day resulting in annual saving of 153526 Units resulting in savings of Rs 14 lacs @ Rs.9.15/Unit.

(ii) The steps taken by the Company for utilizing alternate sources of energy: N.A

(iii) The capital investment on energy conservation equipment: Rs. 4.0 lacs.

(iv) Technology Absorption: Not Applicable

9. Registrar and Transfer Agent:

The Company has appointed Registrar and Transfer Agent to handle the share /debenture transfer work and to resolve the complaints of shareholders/ debenture holders. Name, address and telephone number of Registrar and Transfer Agent is given hereunder:

M/s. Purva Sharegistry(India) Private Limited

Unit: Welspun Captive Power Generation Limited
9 Shiv Shakti Ind. Estt. J .R. Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel (E)
Mumbai 400 011 Email - busicomp@gmail.com
Tel. No.: +91-22-23012518 / 23016761

10. Particulars of Contracts or Arrangements made with Related Parties:

All related party transactions that were entered into during the year under report were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by your Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of your Company at large. All related party transactions were entered into because of mutual need and to serve mutual interest. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, are given in **Annexure- 3** to this Report. The Audit Committee has given its omnibus approval which is valid for one financial year. Your Company's policy on Related Party Transactions as approved by the Board is hosted on your Company's website and a web link thereto is:

[http://www.welspuncaptivepower.com/userfiles/file/Related%20Party%20Policy%20\(Modified\).pdf](http://www.welspuncaptivepower.com/userfiles/file/Related%20Party%20Policy%20(Modified).pdf)

The details of the related party transactions as required under IND AS 24 are set out in Note 27 to the Standalone financial statements forming part of this Report.

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11. Loans, guarantees and investments:

There was no loan given, no investments made, guarantees given and securities provided as covered under the provisions of Section 186 during the year ended March 31, 2022.

12. Vigil Mechanism for Directors and Employees:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated Whistle Blower Policy and Vigil Mechanism for its directors and employees and any director or employee may make protected disclosures to the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee.

13. Risk management:

The Company has a risk management framework to inform the Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risk by means of a properly designed framework. The Audit Committee is kept apprised of the proceedings of the Risk Management Committee and also apprised about the risk management framework.

14. Details of Remuneration to Directors and Key Managerial Personnel:

A] Details of the employee of your Company as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

There are no employees eligible as per the requirement of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

B] Details of Remuneration to Directors:

(Rs. in Million)

Sr. No	Particulars of Remuneration	Name of Directors		Total amount
		K H Viswanathan	Mala Todarwal	

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/	1. Independent Directors <ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	0.28	0.26	0.54
		-	-	-
		-	-	-
	Total (1)	0.28	0.26	0.54
	2. Other Non-Executive Directors <ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B) = (1 + 2)	0.28	0.26	0.54
	Total Managerial Remuneration (A+B)			0.54
	Overall Ceiling as per the Act.			

15. Annual Return:

Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company and can be accessed at www.welspuncaptivepower.com under the tab Investor Relations → Notice → Annual Return FY 21-22

16. Internal controls:

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Your Company has adequate internal control system, which is commensurate with the size, scale and complexity of its operations. Your Company has designed and implemented a process driven framework for Internal Financial Control (“IFC”) within the meaning of the explanation of Section 134(5)(e) of the Act and other relevant statutes applicable to your Company.

Your Company has well-documented Standard Operating Procedures (SOPs) for various processes which are periodically reviewed for changes warranted by business needs. The Internal Auditors continuously monitor the efficiency of the internal controls / compliance with the SOPs with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance of the adequacy and effectiveness of the organization’s risk management, control and governance processes.

For the year ended March 31, 2022, the Board is of the opinion that your Company has sound IFC commensurate with the nature of its business operations; wherein adequate controls are in place and operating effectively and no material weakness exists. Your Company has a process in place to continuously monitor existing controls and identify gaps and implement new and / or improved controls wherever the effect of such gaps would have a material effect on your Company’s operation.

17. Directors’ Responsibility Statement:

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, your directors hereby confirm that:

- a. in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the FY 2021-22;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. being a listed company, the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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18. Miscellaneous:

During the year, there was no change in the general nature of business of your Company. No material changes or commitments has occurred which would have affected the financial position of your Company between the end of the financial year to which the financial statements relate and the date of the report. No significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and your Company's operations in future. No amount was required to be transferred to General Reserve. The Company does not have any subsidiary, joint venture and associate company; Further, based on the Policy on Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace, the Internal Complaints Committee for each locations of your Company informed that no case of sexual harassments was reported during the year under review. Your Company has not made any provision of money for the purchase of, or subscription for, shares in your Company or its holding Company, to be held by or for the benefit of the employees of your Company and hence the disclosure as required under Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is not required.

19. Acknowledgement:

Your Directors thank the Government Authorities, Financial Institutions, Banks, Customers, Suppliers, Shareholders, Employees, Debenture Trustees and other business associates of the Company, who through their continued support and co-operation, have helped as the partners in your company's progress and achievement of its objectives.

Place: Mumbai
Date: July 25, 2022

Sd/-
Dipali Goenka
Director
DIN – 00007199

Sd/-
Devendra Patil
Director
DIN - 00062784

Welspun Captive Power Generation Limited

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Annexure- 1

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended on March 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
WELSPUN CAPTIVE POWER GENERATION LIMITED,

Registered Office: Welspun City, Village Versamedi, Taluka Anjar, Gujarat 370110, India

CIN: U40100GJ2010PLC060502

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WELSPUN CAPTIVE POWER GENERATION LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under: - ***(not applicable to the company during the audit period)***
- (iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under; ***(not applicable to the company during the audit period)***
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ***(to the extent applicable during the period under review)***
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ***(not applicable to the company during the audit period)***;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; ***(not applicable to the company during the audit period)***;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ***(not applicable to the company during the audit period)***;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; ***(not applicable to the company during the audit period)*** ;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(not applicable to the company during the audit period)***;
- (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ***(not applicable to the company during the audit period)***
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(not applicable to the company during the audit period)***;

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- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (***not applicable to the company during the audit period***);
- (vi) We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

As per management representation in writing received by me stating that during audit period, the company has adequate and proper compliance mechanism system in place for compliance of laws applicable, as mentioned hereinbelow:

- Labour laws and other incidental laws related to wages, gradually, provident fund, employees State insurance Corporation, compensation, etc.
- Direct and indirect taxes.
- Electricity Act, Environment protection related acts, Explosives act, Motor vehicle Act, Energy Conservation related Acts, Indian boilers act, Fire prevention and life safety related Acts
- Factories Act, 1948 along with local factories Act and rules
- Maharashtra Shops and Establishment Act 1948 and Maharashtra Shops and Establishment Rules, 1961
- Food Safety & Standards Act
- Industrial Disputes Act,
- Legal Metrology Act and other related acts

We have also examined compliance with the applicable Clauses of the following:

- (i) The Company has complied with Secretarial Standards pursuant to Section 118(10) of the Companies Act, 2013 with regard to Members Meeting and Board of Directors Meetings.
- (ii) Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (***not applicable to the company during the audit period***)

We further report that:

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The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

During the year under consideration, following are changes in Board of Directors and Key Managerial personnel:

1. Mr. Nitin Jain is appointed as Director

Adequate notice is given to all the directors to schedule the Board Meetings and Committee Meetings agenda and detailed notes on agenda were sent at least seven days in advance or with due consents for shorter notice from the directors and adequate system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

**For MNB & Co. LLP
Company Secretaries**

**CS Maithili Nandedkar
Partner**

FCS: 8242, C P No. 9307

UDIN:

Peer Reviewed Firm No.

Place: Mumbai

Date:

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ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
WELSPUN CAPTIVE POWER GENERATION LIMITED,

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations and Standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MNB & Co. LLP
Company Secretaries

CS Maithili Nandedkar
Partner
FCS: 8242, C P No. 9307
Place: Mumbai
Date:

Annexure - 2

Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR Policy.

The Company is not only committed to complying with regulations relating to Corporate Social Responsibility but also aims at creating Corporate Social value. The CSR vision is enshrined in the 3E's i.e.: (i) Education; (ii) Empowerment of women; and (iii) Environment and Health.

These 3E's are implemented through:

- The programs organized by a trust, Welspun Foundation for Health and Knowledge created by the group;
- Tie-ups with Non-Governmental Organizations / Developmental Agencies / Institutions; and
- Facilitating Government initiatives.

2. The Composition of the CSR Committee.

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. K H Viswanathan	Chairman / Independent Director	1	1
2	Mr. Devendra Patil	Member	1	0
4	Ms. Dipali Goenka	Member	1	1

Ms. Shashikant Thorat, Company Secretary acts as the Secretary to the Committee.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company - <http://www.welspuncaptivepower.com/userfiles/file/CSR%20Policy.pdf>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) – Not applicable.

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5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required to be set-off for the financial year, if any.

Sr. No.	Financial Year	Amount available for set-off from preceding financial year (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1	Not Applicable		
	Total		

6. Average net profit / (loss) of the Company as per Section 135(5): Rs. 914,641,625
7. (a) Two per cent of average net profit of the Company as per Section 135(5): Rs. 18,292,833
- (b) Surplus arising out of the CSR Projects or programs or activities of the previous financial years - Nil
- (c) Amount required to be set-off for the financial year, if any - N/A.
- (d) Total CSR Obligation for the financial year (7a+7b-7c) = Rs. 18,292,833
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (In Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
182.93 Lakhs	-	-	-	-	-

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(b) Details of CSR amount spent against Ongoing Projects for the financial year:

1	2	3	4	5	6		7	8	9	10	11	12	
Sr. no.	Project ID	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the Project		Project Duration (years)	Amount Allocated for the Project	Amount spent in the current financial year (in Rs. Lakh)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6)	Mode of implementation-Direct (Yes/No)	Mode of implementation - through implementing agency	
					State	District				(in Rs.)		Name	CSR Registration Number
1	W02 Wel-Netrutva - Health	Activities and programs related to Health	Promoting Healthcare	Yes	Valsad / Vapi / Anjar / Bharuch/ Dahej/ Bhopal Mandya/ Hyderabad	Gujarat/District Vapi & Anjar Gujarat/ MP/ Karnataka /Telangana	3	10,000,000	19.94	Nil	No	Welspun Foundation for Health & Knowledge	CSR000 01502
2	W02 Wel-Netrutva - Health Livelihood	Promoting Healthcare	Empowerment of women and socially backward	Yes	Valsad / Vapi / Anjar / Bharuch/ Dahej/ Bhopal Mandya/ Hyderabad	Gujarat/ MP/ Karnataka /Telangana	3	16,000,000	71.06				

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3	W07 Wel-Vriksha	Activities and programs related to environment sustainability	Ensuring Environmental Sustainability	Yes	Gujarat, MP, Karnataka, Talengana	Anjar, Valsad, Vapi, Bharuch, Dahej, Bhopal, Mandya, Hyderabad. (Gujarat, MP, Karnataka, Talengana)	3	4,329,000	0				
3	W08 Disaster Relief - Covid-19	Activities and programs related to Disaster Management - Covid-19	Disaster Management	Yes	Gujarat/Dist Gujarat, MP, Karnataka, Talengana	Anjar, Valsad, Vapi, Bharuch, Dahej, Bhopal, Mandya, Hyderabad. (Gujarat, MP, Karnataka, Talengana)	3	10,500,000	87.98				
4	W12 Rural Livelihood	Activities and programs related to Organic Farming and helping Farmers	Livelihood Enhancement Project	Yes	Gujarat, MP, Karnataka, Talengana	Nakhatrana, Wardha, Hyderabad (Gujarat, Maharashtra, Talengana)	3	6,000,000	0				
								47,000,000	178.98				

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(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes / No)	Location of the Project		Amount spent for the project (in Rs.)	Mode of implementation on - Direct (Yes/No)	Mode of implementation - Through impl ementing agency	
				State	District			Name	CSR registration No.
Not Applicable									

(d) Amount spent in Administrative Overheads: Rs. 5.02 lakh

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Rs. 184.00 lakh

(g) Excess amount for set-off, if any - Not applicable

Sr. No.	Particulars	Amount (in Rs.)
(i)	Two Percent of average net profits of the Company as per Section 135(5)	182.93 Lakhs
(ii)	Total amount spent for the Financial Year	184.00 Lakhs
(iii)	Excess amount spent for the Financial Year [(ii-i)]	1.07 Lakhs

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(iv)	Surplus arising out of the CSR Projects or programs or activities of the previous financial year, if any.	Nil
(v)	Amount available for set-off in succeeding financial years [iii-iv]	1.07 Lakhs

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9. (a) Details of Unspent CSR Amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount Transferred to Unspent CSR Account under Section 135(6) (in Rs.)	Amount Unspent un the reporting Financial Year (in Rs.)	Amount Transferred to any fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
None							
	Total						

(b) Details of CSR Amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total Amount Allocated for the project (in Rs. Lakh)	Amount spent on the Project in the reporting financial year (in Rs. Lakh)	Cumulative amount spent at the end of reporting Financial Year (in Rs. Lakh)	Status of the Project - Completed/ Ongoing
				(years)				
1.								

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10. In case of creation or acquisition of capital assets, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year.

Asset-wise Detail

Asset	Date of Creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset	Detail of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
NIL				

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profits as per Section 135(5) : Not Applicable

Sd/-
K H Viswanathan
Chairman of CSR Committee
DIN: 00391263

Sd/-
Dipali Goenka
Director & Member of CSR Committee
DIN: 00007199

May 05, 2022
Mumbai

Welspun Captive Power Generation Limited

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Annexure - 3

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at arm's length basis: NIL**
2. **Details of material contracts or arrangement or transactions at arm's length basis.**

(a)	Name(s) of the related party and nature of relationship	N.A.
(b)	Nature of contracts/arrangements/transactions	N.A.
(c)	Duration of the contracts / arrangements/transactions	N.A.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A.
(e)	Date(s) of approval by the Board	N.A.
(f)	Amount paid as advances, if any	N.A.

For Welspun Captive Power Generation Limited

Place: Mumbai
Date: May 05, 2022

Sd/-
Dipali Goenka
Director
DIN: 00007199

Sd/-
Devendra Patil
Director
DIN: 00062784

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