

NOTICE

NOTICE is hereby given that the **7th Annual General Meeting** of Welspun Captive Power Generation Limited will be held on **Wednesday, September 20, 2017** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 at 04.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company as at March 31, 2017 along with the Reports thereon.
2. To appoint a Director in place of Mr. Devendra Patil (DIN: 00062784), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Board, S R B C & CO LLP (having Firm Registration Number 324982E/E300003), be and is hereby appointed as the Statutory Auditors of the Company in place of Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration Number - 012754N/N500016), the outgoing Statutory Auditors, to hold office from the conclusion of this i.e. 7th Annual General Meeting until the conclusion of 12th Annual General Meeting of the Company, subject to the ratification by the members at every Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company in addition to the out-of pocket expenses as may be incurred by them during the course of the Audit.”

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, 2018, be paid a remuneration of Rs. 125,000/- (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:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) read with Schedule IV of the Act and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. K H Viswanathan (DIN 00391263), who was appointed as an additional director (independent) with effect from July 30, 2016 by the Board of Directors of the Company and who holds office as such upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. upto July 29, 2021 and whose office shall not be liable to retire by rotation.”

6. 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 Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) read with Schedule IV of the Act and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Ms. Revathy Ashok (DIN 00057539), who was appointed as an additional director (independent) with effect from February 17, 2017 by the Board of Directors of the Company and who holds office as such upto the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. upto February 16, 2022 and whose office shall not be liable to retire by rotation.”

7. 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 Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Ms. Dipali Goenka (DIN 00007199), who was appointed as an Additional Director with effect from July 30, 2016 by the Board of Directors of the Company under Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company and who has submitted a declaration that she is not disqualified to become a

Director as prescribed under Section 152 of the Act, be and is hereby appointed as a Director of the Company and her office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the existing Directors of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

8. 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 Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Atul Kumar Wahi (DIN 07558176), who was appointed as an Additional Director with effect from October 14, 2016 by the Board of Directors of the Company under Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company and who has submitted a declaration that he is not disqualified to become a Director as prescribed under Section 152 of the Act, be and is hereby appointed as a Director of the Company and his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the existing Directors of the Company be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

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

Place: Mumbai
Date: August 07, 2017

**Devendra Patil
Director
DIN: 00062784**

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

NOTES

1. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under Item Nos. 4 to 8 of the Notice is annexed hereto.
2. In terms of Section 152 of the Act, Mr. Devendra Patil (DIN 00062784), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. In terms of Sections 149, 150, 152, 161 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. K H Viswanathan (DIN 00391263) and Ms. Revathy Ashok (DIN 00057539) have been confirmed by the Board of Directors as an Independent Director of the Company and in terms of Sections 149, 152, 161 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Dipali Goenka (DIN 00007199) and Mr. Atul Kumar Wahi (DIN 07558176) have been confirmed by the Board as the Directors of the Company, accordingly, a brief resume of Mr. Devendra Patil, Mr. K H Viswanathan, Ms. Revathy Ashok, Dipali Goenka and Mr. Atul Kumar Wahi is provided as Annexure – 1 forming part of the Notice.
3. **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.** 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.
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 Captive Power Generation Limited, 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](http://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.
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

Place: Mumbai
Date: August 07, 2017

Devendra Patil
Director
DIN: 00062784

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

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 2017-18 on a remuneration of Rs. 125,000 (Rupees One Lakh Twenty Five 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. 4 for the approval of the members.

Item No. 5 - Appointment of Mr. K H Viswanathan as an Independent Director of the Company

Mr. K H Viswanathan is a non-executive independent director of the Company. He joined the Board of Directors of the Company in July 30, 2016. Mr. Viswanathan is a qualified cost and works accountant registered with the Institute of Costs and Works Accountants of India. He is a Management Consultant for the last 14 years, having over 25 years' experience in the field of Tax and Legal advisory and structuring, Management and Due - diligence audits, Business Strategy, Mergers and Acquisitions etc. Prior to becoming a Management Consultant, he has worked in senior management positions for around 15 years, heading the Finance, Accounting and Commercial functions of leading business groups such as Essar Group, Shogun Group, GKW Ltd, TCI Limited, Garware Group etc.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Viswanathan being eligible and offering himself for appointment is proposed to be appointed as an independent director for five consecutive years for a term upto July 29, 2021. A notice has been received from a member proposing Mr. Viswanathan as a candidate for the office of director of the Company.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company and that he is independent of the management. Copy of the draft letter of appointment of Mr. Viswanathan 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.

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

Except Mr. Viswanathan, being an appointee, none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 6 - Appointment of Ms. Revathy Ashok as an Independent Director of the Company

Ms. Revathy Ashok is a non-executive independent director of the Company. She joined the Board of Directors of the Company in February 17, 2017. Ms. Revathy has over 28 years of experience in various business and strategic roles handling Business Development, Finance, Commercial and HR, Procurement, Legal Functions in differing corporate environments viz. software, IT enabled services, manufacturing & service, infrastructure and international trading. Ms. Revathy is B.Sc. from Bangalore University and was awarded the Central Government Merit Scholarship. She has done PGDM from IIM, Bangalore and was awarded a Gold Medal in the subject of Specialisation.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Revathy being eligible and offering herself for appointment is proposed to be appointed as an independent director for five consecutive years for a term upto February 16, 2022. A notice has been received from a member proposing Ms. Revathy as a candidate for the office of director of the Company.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an independent director of the Company and that she is independent of the management. Copy of the draft letter of appointment of Ms. Revathy 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.

The Board considers that her continued association would benefit the Company and it is therefore desirable to continue to avail services of Ms. Revathy as an independent director. The Board recommends the resolution in relation to appointment of Ms. Revathy as an independent director, for the approval by the shareholders of the Company.

Except Ms. Revathy, being an appointee, none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 7 - Appointment of Ms. Dipali Goenka as Director of the Company

The Board of Directors of the Company appointed Ms. Dipali Goenka, as an additional Director of the Company with effect from July 30, 2016, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”).

In terms of the provision of Section 161 of the Act, she would hold office up to the date of ensuing Annual General Meeting of the Members of the Company. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a director of the Company. The Board considers that her continued association would benefit the Company and it is therefore desirable to continue to avail services of Ms. Goenka as a director. The Board recommends the resolution in relation to appointment of Ms. Goenka as a director, for the approval by the shareholders of the Company.

Except Ms. Goenka, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

Item No. 8 - Appointment of Mr. Atul Kumar Wahi as Director of the Company

The Board of Directors of the Company appointed Mr. Atul Kumar Wahi, as an additional Director of the Company with effect from October 14, 2016, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”).

In terms of the provision of Section 161 of the Act, he would hold office up to the date of ensuing Annual General Meeting of the Members of the Company. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a director of the Company. The Board considers that his continued association would benefit the Company and it is therefore desirable to continue to avail services of Mr. Wahi as a director. The Board recommends the resolution in relation to appointment of Mr. Wahi as a director, for the approval by the shareholders of the Company.

Except Mr. Wahi, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

By Order of the Board
For Welspun Captive Power Generation Limited

Place: Mumbai
Date: August 07, 2017

Devendra Patil
Director
DIN: 00062784

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

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. Devendra Patil

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| Name | Devendra Patil |
| Date of Birth | November 07, 1959 |
| Date of Appointment | April 30, 2010 |
| Qualifications | B.Com, Company Secretary and LL.B (Gen) |
| Nature of his expertise in specific functional areas | Mr. Patil is a qualified Company Secretary and LL. B (Gen). He has over 20 years of experience in the field of Legal and Compliance. |
| Disclosure of relationships with other Directors and Key Managerial Personnel | None |
| Names of companies in which the person also holds the directorship | Welspun Mineral Resources Private Limited, Welspun Flooring Limited, Welspun Captive Power Generation Limited, Welspun Energy Transportation Private Limited, Welspun Energy UP Private Limited, Anjar Water Solution Private Limited, Dahej Infrastructure Private Limited, Welspun Delhi Meerut Expressway Private Limited, BESA Developers and Infrastructure Private Limited, Diameter Trading Private Limited, Veremente Enterprises Private Limited, Welspun Financial Services Limited, Worli Realty Private Limited, Welspun Realty Private Limited and Welshop Trading Private Limited |
| Names of companies and committees, of its Boards, in which the person holds membership | Welspun Captive Power Generation Limited Audit Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member |
| No. of shares held in the Company | NIL |
| No. of Board meetings attended | Refer of the Directors' Report, 2016-17 |

Mr. K H Viswanathan

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| Name | K H Viswanathan |
| Date of Birth | May 11, 1962 |
| Date of Appointment | July 30, 2016 |
| Qualifications | Cost and Works Accountant |
| Nature of his expertise in specific functional areas | Mr. Viswanathan is a qualified cost and works accountant registered with the Institute of Costs and Works Accountants of India. He is a Management Consultant for the last 14 years, having over 25 years' experience in the field of Tax and Legal advisory and structuring, Management and Due - diligence audits, Business Strategy, Mergers and Acquisitions etc. Prior to becoming a Management Consultant, he has worked in senior management positions for around 15 years, |

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| | heading the Finance, Accounting and Commercial functions of leading business groups such as Essar Group, Shogun Group, GKW Ltd, TCI Limited, Garware Group etc. |
| Disclosure of relationships with other Directors and Key Managerial Personnel | None |
| Names of companies in which the person also holds the directorship | Welspun Corp Limited, AYM Syntex Limited, Welspun Anjar SEZ Limited, Welspun Wasco Coatings Private Limited, Welspun Captive Power Generation Limited, Welspun Global Brands Limited and Welspun Tradings Limited. |
| Names of companies and committees, of its Boards, in which the person holds membership | <p>Welspun Corp Limited Audit Committee - Member Share Transfer & Investor Grievance & Stakeholders' Relationship Committee - Member Nomination and Remuneration Committee - Member</p> <p>Welspun Captive Power Generation Limited Audit Committee - Chairman Nomination and Remuneration Committee - Chairman Corporate Social Responsibility Committee - Chairman</p> <p>Welspun Global Brands Limited Audit Committee - Chairman Nomination and Remuneration Committee - Chairman</p> <p>Welspun Anjar SEZ Limited Audit Committee - Member</p> <p>Welspun Wasco Coatings Private Limited Audit Committee - Member Nomination and Remuneration Committee - Member</p> <p>Welspun Tradings Limited Audit Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member</p> |
| No. of shares held in the Company | NIL |
| No. of Board meetings attended | Refer of the Directors' Report, 2016-17 |

Ms. Revathy Ashok

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| Name | Revathy Ashok |
| Date of Birth | January 16, 1959 |
| Date of Appointment | February 17, 2017 |
| Qualifications | B.Sc., Bangalore University and PGDM, IIM, Bangalore |
| Nature of his expertise in specific functional areas | Ms. Revathy Ashok has over 26 years of experience in various business and strategic roles handling Business Development, Finance, Commercial and HR, Procurement, Legal Functions in differing corporate environments viz. software, IT enabled |

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| | <p>services, manufacturing & service, infrastructure and international trading.</p> <p>Ms. Revathy is B.Sc. from Bangalore University and was awarded the Central Government Merit Scholarship. She has done PGDM from IIM, Bangalore and was awarded a Gold Medal in the subject of Specialization.</p> |
| Disclosure of relationships with other Directors and Key Managerial Personnel | None |
| Names of companies in which the person also holds the directorship | Astrazeneca Pharma India Limited, Welspun Corp Limited, ADC India Communications Limited, Quess Corp Limited, L&T Construction Equipment Limited, L&T Kobelco Machinery Private Limited, Welspun Captive Power Generation Limited, Shell MRPL Aviation Fuels and Services Limited, Welspun Global Brands Limited, Welspun Tradings Limited, Khemeia Technologies Private Limited, Athena Infonomics India Private Limited and Microland Limited. |
| Names of companies and committees, of its Boards, in which the person holds membership | Welspun Captive Power Generation Limited Audit Committee - Member Nomination and Remuneration Committee - Member |
| No. of shares held in the Company | NIL |
| No. of Board meetings attended | Refer of the Directors' Report, 2016-17 |

Ms. Dipali Goenka

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| Name | Dipali Goenka |
| Date of Birth | October 13, 1969 |
| Date of Appointment | July 30, 2016 |
| Qualifications | Graduate in Psychology |
| Nature of his expertise in specific functional areas | Mrs. Goenka is a graduate in psychology. Mrs. Goenka has been involved at senior level in textile business of Welspun for over last 13 years. |
| Disclosure of relationships with other Directors and Key Managerial Personnel | None |
| Names of companies in which the person also holds the directorship | Rank Marketing LLP, Welspun India Limited, Welspun Flooring Limited, Welspun Zucchi Textiles Limited, Welspun Captive Power Generation Limited, Alspun Infrastructure Limited, MGN Agro Properties Private Limited, Prasert Multiventure Private Limited, Welspun Logistics Limited, Welspun Global Brands Limited, Friends Connections Private Ltd and Sequence Apartments Private Limited |
| 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, 2016-17 |

Mr. Atul Kumar Wahi

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| Name | Atul Kumar Wahi |
| Date of Birth | October 10, 1956 |
| Date of Appointment | October 14, 2016 |
| Qualifications | Civil Engineer |
| Nature of his expertise in specific functional areas | Brigadier Wahi is Civil Engineer by profession and served 30 years at Civil Regiment of Indian Army. He is responsible for handling of central administration of Welspun Group companies at Anjar along with execution of CSR activities and various project activities. |
| Disclosure of relationships with other Directors and Key Managerial Personnel | None |
| Names of companies in which the person also holds the directorship | Welassure Private Limited and Welspun Captive Power Generation Limited. |
| 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, 2016-17 |

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:
- (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.
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.

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 Versamed, 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: _____

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 20, 2017 at 12.00 p.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 | Voting | |
|----------------|---|--------|---------|
| | | For | Against |
| 1 | Consider and adopt Audited Financial Statements (standalone), report of the Board of Directors and Auditors thereon. | | |
| 2 | Re-appointment of Ms. Dipali Goenka as a director of the Company, liable to retire by rotation. | | |
| 4 | Appointment of S R B C & CO LLP (having Firm Registration Number 324982E/E300003), as the Statutory Auditors of the Company in place of Price | | |

| | | | |
|---|--|--|--|
| | Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration Number - 012754N/N500016), the outgoing Statutory Auditors. | | |
| | Ratification of remuneration payable to Cost Auditor. | | |
| 5 | Appointment of Mr. K H Viswanathan as an independent director. | | |
| 7 | Appointment of Ms. Revathy Ashok as an independent director. | | |
| 8 | Appointment of Ms. Dipali Goenka as a Director the Company. | | |
| 9 | Appointment of Mr. Atul Kumar Wahi as a Director the Company. | | |

Signed this day of2017.

| |
|--|
| 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.**
- 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.

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.

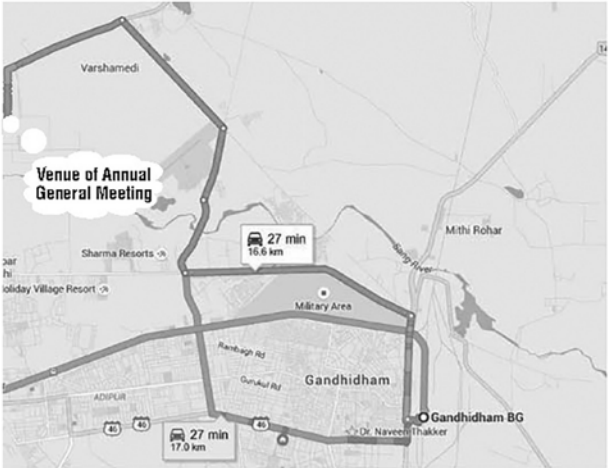
| | | | | | |
|--|---|---------|---|-----------|---|
| Folio No. | : | DP – ID | : | Client ID | : |
| | | | | | |
| Name of the Registered Holder (1 st) | | | : | | |
| | | | : | | |
| Name of the joint holder(s) | | | : | | |
| | | | : | | |
| Registered Address | | | : | | |
| | | | : | | |

| | | |
|--------------------------------|------|--|
| | 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.

Route Maps



Gandhidham Station to Welspun



Anjar Station to Welspun