

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of Welspun Captive Power Generation Limited will be held on Tuesday, December 12, 2017 at Welspun House, 7th Floor Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai-400013 at 12.00 p.m. to transact the following special business:

1. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, of the regulations contained in the existing Articles of Association of the Company pursuant to the provisions of the SEBI Circular No. CIR/IMD/DF-1/67/2017 dated June 30, 2017 as follows:-

1. Replace the existing Article 37 with new article as given below:

- (i) Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

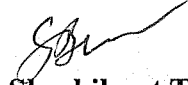
- (ii) Subject to SEBI (Issue and Listing of Debt Securities) Regulations, 2008 –

(a) To carry out consolidation and re-issuance of its debt securities.

(b) Sub-divide its existing Debentures or any of them into Debentures of smaller amount;

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

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


**Shashikant Thorat
Company Secretary
FCS: 6505**

Place: Mumbai
Date: November 08, 2017

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 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.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.

By Order of the Board
For Welspun Captive Power Generation Limited



Shashikant Thorat
Company Secretary
FCS: 6505

Place: Mumbai
Date: November 08, 2017

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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Securities and Exchange Board of India ("SEBI") has vide Circular No. CIR/IMD/DF-1/67/2017 dated June 30, 2017 ("Circular") directed all the debenture listed companies to comply with the provisions of clause (a) of Regulation 20A of the SEBI (Issue and Listing Debt Securities) Regulations, 2008 which reads as follows:

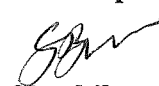
"20A. An issuer may carry out consolidation and re-issuance of its debt securities, subject to the fulfillment of the following conditions:

a) there is such an enabling provision in its articles under which it has been incorporated"

As per the above cited Circular, the debenture listed companies, subject to shareholders approval, are required to alter its Articles of Association within six months from the date of the aforementioned Circular, incorporating a provision enabling the Company to carry out consolidation and re-issuance of debt securities.

The shareholders are therefore requested to approve alteration of the Articles of Association of the Company.

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


**Shashikant Thorat
Company Secretary
FCS: 6505**

Place: Mumbai
Date: November 08, 2017

Registered Office:
Welspun City, Village Versamedi,
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Website: <http://www.welspuncaptivepower.com/>
Email: Companysecretary_WIL@welspun.com

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 Extra Ordinary General Meeting of the Company to be held on December 12, 2017 at 12.00 p.m. at the Corporate Office of the Company at Welspun House, 6th Floor, Kamala Mills Compound,

Senapati Bapat Marg, Lower Parel, Mumbai - 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Alteration of Articles of Association of 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 Corporate 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.
