

NOTICE

NOTICE is hereby given that the 10th **Annual General Meeting** of Welspun Captive Power Generation Limited will be held on **Wednesday, September 30, 2020 at 03.30 p.m.** via **Video Conference “VC” or Other Audio Visual Means “OAVM”** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company as at March 31, 2020 along with the Reports thereon.
2. To appoint a Director in place of Ms. Dipali Goenka (DIN 00007199), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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, 2021, 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.”

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 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. Ashokkumar Joshi (DIN 08607214), who was appointed as an Additional Director with effect from December 16, 2019 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 Whole Time Director of the Company and his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and are 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
Sd/-

Place: Mumbai
Date: June 25, 2020

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

NOTES

1. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business under Item No. 3 and 4 of the Notice is annexed hereto.
2. In terms of Section 152 of the Act, Ms. Dipali Goenka (DIN 00007199), 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, Mr. Ashokkumar Joshi (DIN 08607214) have been confirmed by the Board as the Directors of the Company, accordingly, a brief resume of Ms. Dipali Goenka and Mr. Ashokkumar Joshi is provided as Annexure – 1 forming part of the Notice.
3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 08, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical attendance of the Members at the AGM venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Company has decided to convene its 10th AGM through VC / OAVM.
4. 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. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship, Share Transfer and Investor Grievance Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Since the meeting is scheduled to be held through VC/OAVM, route map is given in the notice.
7. As the Annual General Meeting of the Company is held through VC/OAVM, members are requested to seek information relating to the business specified in this Notice of AGM on or before September 29, 2020 by writing an email to companysecretary_wil@welspun.com mentioning their name, folio number/ demat account number, email id and mobile number.

8. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s).
9. 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.
10. 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).
11. 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.
12. 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.
13. 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.
14. 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.
15. 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: June 25, 2020

**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

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

Item No. 3 - 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 2020-21 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. 3 for the approval of the members.

Item No. 4 – Appointment of Mr. Ashokkumar Joshi as a Whole Time Director of the Company

Mr. A K Joshi has more than 42 years of experience and has been associated with Welspun since July, 2013.

Pursuant to the provision of Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company had appointed Mr. Joshi as Whole Time Director of the Company.

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. Joshi as a Whole Time Director. The Board recommends the resolution in relation to appointment of Mr. Joshi as a Whole Time Director, for the approval by the shareholders of the Company.

Except Mr. Joshi, 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
Sd/-

Place: Mumbai
Date: June 25, 2020

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

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. Dipali Goenka

Name	Dipali Goenka
Date of Birth	October 13, 1969
Date of Appointment	March 01, 2016
Qualifications	Graduate in Psychology
Nature of his expertise in specific functional areas	Ms. Goenka has been the driving force in launching the Welspun Brand in the domestic as well as international market. She has single handedly driven the Company by looking after overall marketing activities of home textiles business of Welspun which mainly included spearheading business in new markets, products developments and positioning in various markets / with various customers. She has been in charge of operations of the Company for over 12 years now. She is in-charge of the day to day business of the Company as well as the textile business of Welspun which includes Welspun India Limited.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun India Limited Welspun Zucchi Textiles Limited Welspun Logistics Limited Welspun Global Brands Limited Welspun Flooring Limited Welspun Captive Power Generation Limited Welspun Advanced Materials (India) Limited Welspun Innovative Products Limited (Previously known as Welspun Advanced Materials Limited) Friends Connections Private Limited Sequence Apartments Private Limited MGN Agro Properties Private Limited Koolkanya Private Limited Rank Marketing LLP Novelty Home Textile SA de C.V., Mexico Social Accountability Accreditation Services, New York, USA Tilt Textiles Inc. Welspun Nexgen Inc.

	E.R. Kingsley (Textiles) Limited Christy 2004 Limited Christy UK Limited Welspun UK Limited Christy Home Textile UK Limited Welspun USA Inc.
Names of companies and committees, of its Boards, in which the person holds membership	Welspun India Limited CSR Committee - Member Welspun Global Brands Limited Finance and Administration Committee - Member CSR Committee - Member
No. of shares held in the Company	NIL
No. of Board meetings attended	Refer of the Directors' Report, 2019-20

Mr. Ashokkumar Joshi

Name	Ashokkumar Joshi
Date of Birth	July 01, 1959
Date of Appointment	December 16, 2019
Qualifications	Textile Engineering
Nature of his expertise in specific functional areas	Mr. A K Joshi. He has more than 42 years of experience and has been associated with Welspun since July, 2013.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	NIL
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, 2019-20

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.

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.
