

NOTICE

NOTICE is hereby given that the 11th **Annual General Meeting** of Welspun Captive Power Generation Limited will be held on **Monday, September 27, 2021 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, 2021 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.

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, 2022, 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 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. Nitin Jain (DIN 09000091), who was appointed as an Additional Director with effect from May 07, 2021 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.

Limited

Place: Mumbai
Date: May 11, 2021

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

Sd/-

**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, Mr. Devendra Patil (DIN 00062784), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Mr. Nitin Jain is proposed to be appointed as Director of the Company. In terms of section 149, 152, 161 and Companies (Appointment and Qualification of Directors) Rules, 2014, a brief resume of Mr. Devendra Patil and Mr. Nitin Jain 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 and MCA General Circular No. 02/2021 dated 13th January, 2021 permitted 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 24, 2021 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.

Limited

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

Sd/-

Place: Mumbai
Date: May 11, 2021

**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 2021-22 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. Nitin Jain as Director of the Company

Mr. Jain is a Chartered Accountant by profession with an experience of over 18 years in Shared Services and has been associated with Welspun Group since November 2019.

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. Jain as Additional Director of the Company w.e.f May 07, 2021.

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

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

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

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

Sd/-

Place: Mumbai
Date: May 11, 2021

**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
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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

Name	Devendra Patil
Date of Birth	November 07, 1959
Date of Appointment	April 30, 2010
Qualifications	C.S., LL.B (General)
Nature of his expertise in specific functional areas	Mr. Patil is a Company Secretary by profession with an experience of over 30 years in Secretarial & Legal. He is in-charge of Secretarial function of Welspun Group of Companies which comprises a number of listed and unlisted operating and holding companies. He is also a director in number of Welspun Group Companies.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun Finholdco Private Limited, Welspun Delhi Meerut Expressway Private Limited, Welspun Realty Private Limited, Veremente Enterprises Private Limited, Besa Developers and Infrastructure Private Limited, Dahej Infrastructure Private Limited, Dewas Water Projects Works Private limited, Welspun Flooring Limited, Diameter Trading Private Limited, Welspun Financial Services Limited, DME Infra Private Limited, Polaire Tradeco Private Limited, Aryabhat Vyapar Private Limited, Welspun Mauritius Holding Ltd, Welspun Mauritius Enterprises Limited
Names of companies and committees, of its Boards, in which the person holds membership	NIL
No. of shares held in the Company	1 (Nominee of Welspun India Limited)
No. of Board meetings attended	Refer of the Directors' Report, 2020-21

Mr. Nitin Jain

Name	Nitin Jain
Date of Birth	August 06, 1980
Date of Appointment	May 07, 2021
Qualifications	C.A.
Nature of his expertise in specific functional areas	Mr. Jain is a Chartered Accountant by profession with an experience of over 18 years in Shared Services.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun Global Services 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	NA

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.
