

NOTICE

NOTICE is hereby given that the **8th Annual General Meeting** of Welspun Captive Power Generation Limited will be held on **Tuesday, August 14, 2018** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 at 03.30 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, 2018 along with the Reports thereon.
2. To appoint a Director in place of Mr. Atul Wahi (DIN: 07558176), 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 Rule 3(7) of the 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 approval of the Board, the appointment of S R B C & CO LLP (having Firm Registration Number 324982E/E300003), as the statutory auditors of the Company to hold office from the conclusion of this i.e. 8th Annual General Meeting until the conclusion of the 12th Annual General Meeting be and is hereby ratified by the members of the Company on such remuneration as may be determined by the Board of Directors.”

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, 2019, 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, Ms. Mala Todarwal (DIN 06933515), who was appointed as an additional director (independent) with effect from July 23, 2018 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 July 22, 2023 and whose office shall not be liable to retire by rotation.”

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



**Shashikant Thorat
Company Secretary
FCS - 6505**

Place: Mumbai
Date: July 23, 2018

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 5 of the Notice is annexed hereto.
2. In terms of Section 152 of the Act, Mr. Atul Wahi (DIN 07558176), 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, Ms. Mala Todarwal (DIN 06933515) 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, accordingly, a brief resume of Mr. Atul Wahi and Ms. Mala Todarwal 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.
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: July 23, 2018

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. 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 2018-19 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 Ms. Mala Todarwal as an Independent Director of the Company

Ms. Mala Todarwal is a non-executive independent director of the Company. She joined the Board of Directors of the Company in July 23, 2018. Ms. Todarwal is a qualified Chartered Accountant with over 5 years post qualification experience of practice in CA profession as a partner of M/s. Todarwal & Todarwal, Chartered Accountants. She has experience in: (i) Audit Assurance (ii) Due Dilligence (iii) Corporate Restructuring and Transaction Advisory.


In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Todarwal being eligible and offering herself for appointment is proposed to be appointed as an independent director for five consecutive years for a term upto July 22, 2023. A notice has been received from a member proposing Ms. Todarwal 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. Todarwal 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. Todarwal as an independent director. The Board recommends the resolution in relation to appointment of Ms. Todarwal as an independent director, for the approval by the shareholders of the Company.

Except Ms. Tadarwal, 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.

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


**Shashikant Thorat
Company Secretary
FCS - 6505**

Place: Mumbai
Date: July 23, 2018

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. Atul Wahi

Name	Atul Wahi
Date of Birth	October 23, 1956
Date of Appointment	October 14, 2016
Qualifications	Civil Engineer
Nature of his expertise in specific functional areas	Mr. Wahi is a Civil Engineer by profession and has 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
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, 2017-18

Ms. Mala Todarwal

Name	Mala Todarwal
Date of Birth	May 03, 1985
Date of Appointment	July 23, 2018
Qualifications	Chartered Accountant
Nature of his expertise in specific functional areas	Ms. Todarwal is a qualified Chartered Accountant with over 5 years post qualification experience of practice in CA profession as a partner of M/s. Todarwal & Todarwal, Chartered Accountants. She has experience in: (i) Audit Assurance (ii) Due Dilligence (iii) Corporate Restructuring and Transaction Advisory.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun Investment and Commercial Limited, AYM Syntex Limited, Welspun Enterprises Limited, Talwandi Sabo Power Limited, welspun Natural Resources Private Limited, ARSS Bus Terminal 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	NIL during the financial year 2017-18

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 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

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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 August 14, 2018 at 03.30 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 Mr. Atul Wahi as a director of the Company, liable to retire by rotation.		
4	Ratification of appointment of S R B C & CO LLP (having Firm Registration Number 324982E/E300003), as the Statutory Auditors of the Company		

	Ratification of remuneration payable to Cost Auditor.		
5	Appointment of Ms. Mala Tadarwal as an independent director.		

Signed this day of2018.

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.

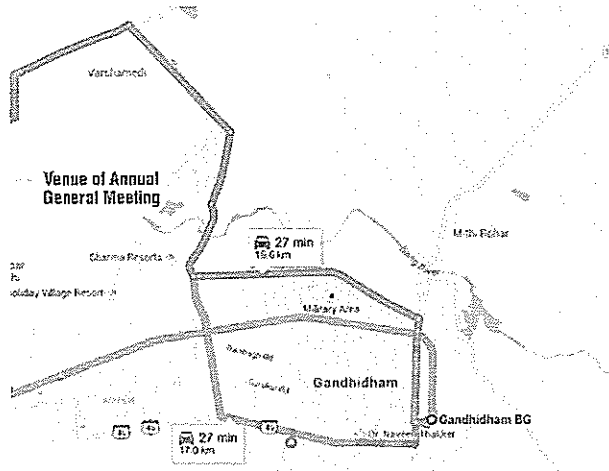
Folio No.	:	DP ID	–	:	Client ID	:	
Name of the Registered Holder (1 st)				:			
				:			
Name of the joint holder(s)				:			
				:			
Registered Address				:			
				:			

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

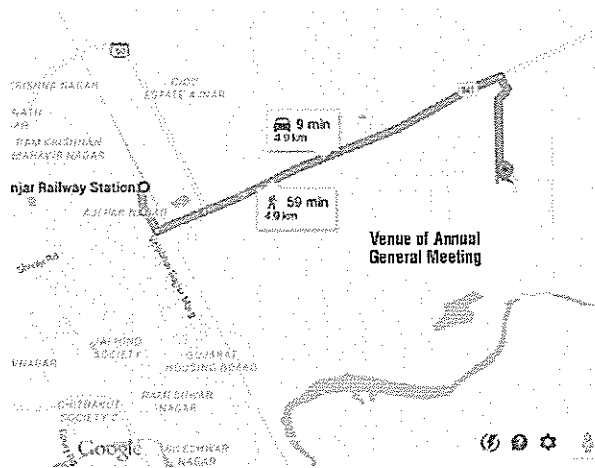
Signature of the Shareholder(s)*

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

Route Maps



Gandhidham Station to Welspun



Anjar Station to Welspun