

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of Welspun Flooring Limited will be held on Wednesday, September 30, 2020 at 4:30 p.m. through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2020 together with Directors’ Report and the Auditors’ Report thereon.
2. To appoint a Director in place of Mr. Devendra Patil (DIN 00062784), who retires by rotation, and being eligible, offers herself for re-appointment.

By Order of the Board

Sd/-

**Shashikant Thorat
Company Secretary
FCS: 6505**

**Place: Mumbai
Date: September 30, 2020**

Registered Office:

D No. 6-3-609/147/A, Opposite Sri Chakra Apartment,
Anand Nagar Colony, Khairatabad,
Hyderabad, Telangana – 500004.
Tel. No.: T:+91 040 - 48563706; Fax +9122 24908020
CIN: U17291TG2016PLC132327
Website: www.welspunindia.com
Email: companysecretary_wil@welspun.com

NOTES

1. 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 section 149, 152, 161 and Companies (Appointment and Qualification of Directors) Rules, 2014, accordingly, a brief resume of Mr. Devendra Patil is provided as Annexure – 1 forming part of the Notice.
2. 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”) and MCA Circulars, the Company has decided to convene its 4th AGM through VC / OAVM.
3. 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.
4. 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.
5. 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.
6. 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 30, 2020 upto 4.00 p.m. by writing an email to companysecretary_wil@welspun.com mentioning their name, folio number/ demat account number, email id and mobile number.
7. 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).

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. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Transfer Agents: NSDL DATABASE MANAGEMENT LIMITED. Unit: Welspun Flooring Limited Welspun House, 7th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Tel. No. 02266136409 / 9870109248, Fax No. 022-2490 8020, email- CompanySecretary_wil@welspun.com.
10. 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.
11. 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.
12. 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.
13. 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.
14. 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

Place: Mumbai
Date: September 30, 2020

Registered Office:

D No. 6-3-609/147/A, Opposite Sri Chakra Apartment,
Anand Nagar Colony, Khairatabad,
Hyderabad, Telangana – 500004.
Tel. No.: T:+91 040 - 48563706; Fax +9122 24908020
CIN: U17291TG2016PLC132327
Website: www.welspunindia.com
Email: companysecretary_wil@welspun.com

Sd/-
Shashikant Thorat
Company Secretary
FCS - 6505

Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting pursuant to the Secretarial Standards – 2 on General Meeting

Mr. Devendra Patil

Name	Devendra Patil
Date of Birth	July 11, 1959
Date of Appointment	March 01, 2016
Qualifications	B.Com, Company Secretary, LLB General
Nature of his expertise in specific functional areas	Mr. Patil is Senior Company Secretary by profession. He has over 27 years of works experience in the field on Company Secretary. He has immense knowledge of laws related to Companies Act, 2013, SEBI Regulations, Accountants. He is associated with Welspun group with over 25 years.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Welspun Real Estate and Infra Developers Private Limited (Formerly known as Welspun Finholdco Private Limited), Welspun Delhi Meerut Expressway Private Limited, Welspun Realty Private Limited, Veremente Enterprises Private Limited, Besa Developers and Infrastructure Private Limited, Dewas Water Projects Works Private limited, Welspun Captive Power Generation Limited, Welspun Flooring Limited, Diameter Trading Private Limited, Welspun Financial Services Limited, DME Infra Private Limited, Aryabhat Vyapar Private Limited, Welspun Mauritius Holding Limited and Welspun Mauritius Enterprises Limited.
Names of companies and committees, of its Boards, in which the person holds membership	Welspun Captive Power Generation Limited Audit Committee – Member Nomination & Remuneration Committee – Member Welspun Flooring Limited Securities Allotment Committee - Member
No. of shares held in the Company	1 (Nominee of Welspun India Limited)
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 Flooring Limited
D No. 6-3-609/147/A,
Opposite Sri Chakra Apartment,
Anand Nagar Colony, Khairatabad,
Hyderabad, Telangana - 500004, India.

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 FLOORING LIMITED

CIN : U17291TG2016PLC132327

Registered Office : D No. 6-3-609/147/A, Opposite Sri Chakra Apartment Anand Nagar Colony, Khairatabad, Hyderabad, Telangana - 500004, India. Board No.: +91 2836 661111, Fax No. + 91 2836 279010,

Email: CompanySecretary_WIL@welspun.com

Website: [http:// www.welspunindia.com](http://www.welspunindia.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 Flooring Limited,
D No. 6-3-609/147/A, Opposite Sri Chakra Apartment,
Anand Nagar Colony, Khairatabad, Hyderabad,
Telangana - 500004, India.

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.