PUBLIC ANNOUNCEMENT ("PA") FOR THE ATTENTION OF THE SHAREHOLDERS OF WELSPUN GLOBAL BRANDS LIMITED

Registered Office: Welspun City, Village Versamedi, Taluka Anjar, Kutch Dist, Gujarat - 370110, India
Telephone No: +91-2836-662222; Fax No. +91-2836-279010; Email id: companysecretary_wgbl@welspun.com

VOLUNTARY OPEN OFFER FOR ACQUISITION OF UP TO 14,50,000 (FOURTEEN LAKH FIFTY THOUSAND ONLY) EQUITY SHARES OF WELSPUN GLOBAL BRANDS LIMITED ("WGBL"/"TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY *(OTHER THAN PROMOTER AND PROMOTER GROUP OF THE TARGET COMPANY)* BY KRISHIRAJ TRADING LIMITED ("ACQUIRER"), ALONG WITH WELSPUN MERCANTILE LIMITED AS PERSON ACTING IN CONCERT ("PAC").

Definitions:

For the purposes of this PA, the following terms would have the meaning assigned respectively as below:

a) "**Equity Shares**" means fully paid-up equity shares of the Target Company of the face value of Rs.10/- (Rupees Ten Only) each

b) "**Promoters**" means promoter and promoter group of the Target Company, including the Acquirer and the PAC holding Equity Shares. The list of individuals/bodies corporate, forming part of the Promoters as on July 6, 2012 and their shareholding, is as stated below:

Sr. No	Name of the Promoters	No. of Shares	%age holding
1	Welspun Fintrade Private Limited	26,41,440	25.22%
2	Welspun Mercantile Limited	16,43,417	15.69%
3	Welspun Wintex Limited	12,45,714	11.89%
4	Krishiraj Trading Limited	7,31,008	6.98%
5	Welspun Finance Limited	49,308	0.47%
6	Methodical Investment and Trading Company Private Limited	699	0.01%
7	Welspun Syntex Limited	135	0.00%
8	Welspun Steel Limited	10	0.00%
9	Welspun Zucchi Textiles Limited	10	0.00%
10	Welspun Corp Limited	-	-
11	Radhika Goenka	18,260	0.17%
12	B K Goenka jointly with Dipali Goenka	1,757	0.02%
13	B K Goenka	4,468	0.04%
14	Dipali Goenka	65,460	0.62%
15	Rajesh Mandawewala	3	0.00%
	Total	**64,01,689**	**61.11%**

c) **"Public Shareholders"** means the equity shareholder(s) of the Target Company except the Promoters

1. Offer Details

1.1 **Offer Size**: The Acquirer and the PAC are making a voluntary open offer ("**Offer**") to the Public Shareholders of the Target Company to acquire up to 14,50,000 (Fourteen Lakh Fifty Thousand Only) Equity Shares, representing 13.84% of the total voting share capital of the Target Company ("**Offer Size**"), subject to the terms and conditions mentioned in this PA, the Detailed Public Statement that will be published ("**DPS**") and the Letter of Offer ("**LoF**") that will be sent to the Public Shareholders of the Target Company in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("**SEBI (SAST) Regulations**").

1.2 **Offer Price/ consideration**:

1.2.1 The Equity Shares of the Target Company are listed on the Bombay Stock Exchange Limited ("**BSE**") and National Stock Exchange of India ("**NSE**"), {herein after defined as ("**Stock Exchanges**")} and are frequently traded on the BSE and NSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

1.2.2 The Offer price of Rs.42 (Rupees Forty Two Only) per fully paid up equity share is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations ("**Offer Price**"). Assuming full acceptance under the Offer, the total consideration payable by the Acquirer and the PAC will be Rs.6,09,00,000 (Rupees Six Crore Nine Lakh Only).

1.3 **Mode of payment**: The Offer Price is payable in **cash** in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4 **Type of offer (~~Triggered~~, Voluntary, ~~Competitive~~, etc)**: The Acquirer and the PAC belong to the Promoters category of the Target Company within the meaning of Regulation 2(1)(s) and Regulation 2(1)(t) of the SEBI (SAST) Regulations.

This Offer is being made by the Acquirer and the PAC, in accordance with Regulations 6(1) of the SEBI (SAST) Regulations.

As on the date preceding the date of this PA, the Promoters hold 64,01,689 Equity Shares representing 61.11% of the total voting share capital of the Target Company. Of the total Promoters shareholding, 11,852 Equity Shares representing 0.11% of the total voting share capital of the Target Company are held by Welspun Fintrade Limited as trustee for fractional shareholding arising from the issue of shares pursuant to the scheme of arrangement in the nature of demerger in May 2009.

As on the date preceding the date of this PA, the Acquirer and the PAC together hold 23,74,425 Equity Shares representing 22.67% of the total voting share capital of the Target Company.

2. **Transaction which has triggered the open offer obligations (Underlying Transaction):** Not Applicable

3. **Acquirer(s) / PAC**

Details	Acquirer	PAC	Total
Name of Acquirer(s) / PAC(s)	Krishiraj Trading Limited	Welspun Mercantile Limited	-
Address	Survey No. 76, Village Morai, Vapi, Gujarat - 396 191	Welspun City, Village Versamedi, Taluka Anjar, Gujarat - 370 110	-
Name(s) of persons in control /promoters of Acquirer/PAC where Acquirer/PAC are companies	Mrs. Dipali Goenka holds 4,400 equity shares representing 88.0% of the total voting share capital of the Acquirer.	Mrs. Dipali Goenka holds 8,000 Equity Shares, representing 49.86% of the total voting share capital of the PAC. In addition, Mrs. Dipali Goenka is acting as a guardian of Ms. Vanshika Goenka, holding 4,019 equity shares representing 25.05% of the total voting share capital of the PAC.	-
Name of the Group, if any, to which the Acquirer/PAC belongs to	Welspun Group	Welspun Group	-
Pre Transaction shareholding • **Number** • **% of total share capital**	• 7,31,008 Equity Shares • 6.98% of the total voting share capital of the Target Company	• 16,43,417 Equity Shares • 15.69% of the total voting share capital of the Target Company	• 23,74,425 Equity Shares • 22.67% of the total voting share capital of the Target Company
Proposed shareholding after the acquisition of shares which triggered the Open Offer	Not Applicable	Not Applicable	Not Applicable
Proposed shareholding of the Acquirer and the PAC after the Offer (assuming full acceptance)	38,24,425 Equity Shares representing 36.51% of the total voting share capital of the Target Company**		
Any other interest in the TC	• Mrs. Dipali Goenka, the person in control of the Acquirer, is the managing director of the Target Company,	• Mrs. Dipali Goenka, director of the PAC, is the managing director of the Target Company, with a	-

	with a remuneration of Rs.48 lakh p.a. • Mr. Devendra Patil, director of the Acquirer, is the company secretary of the Target Company	remuneration of Rs.48 lakh p.a. • Mr. Rajesh Mandawewala, director of the PAC, is non-executive director of the Target Company and is entitled to a commission not exceeding 1% p.a. of the net profit of the Target Company, as determined pursuant to section 349 & 350 of the Companies Act, 1956	

*** The Promoters, assuming 100% acceptance under Offer, shall hold 78,51,689 Equity Shares representing 74.95% of the total voting share capital of the Target Company, post the Offer.*

4. **Details of selling shareholders, if applicable:** Not Applicable

5. **Target Company**

5.1 **Name**: Welspun Global Brands Limited

5.2 **Registered Office**: Welspun City, Village Versamedi, Taluka Anjar, Kutch, District 370110, Gujarat, India.

5.3 **Exchanges where listed with the scrip code**: The Equity Shares of the Target Company are listed on BSE (Scrip Code: 533495) and NSE (Scrip Code: WELGLOB).

6. **Other details**

6.1 This is to inform all the shareholders of Target Company that the details of the Offer would be published shortly in the newspapers in terms of the provisions of Regulation 14(3) of the SEBI (SAST) Regulations vide a Detailed Public Statement by July 20, 2012.

6.2 The Acquirer has adequate financial resources and has made firm financial arrangements for financing the acquisition of Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

6.3 This Offer is not conditional upon minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.

6.4 The Acquirer and the PAC undertake that, they are aware of and will comply with the obligations under the SEBI (SAST) Regulations.

6.5 The Acquirer and the PAC confirm that they have not acquired any Equity Shares of the Target Company in the preceding fifty-two (52) weeks prior to the date of the PA in terms of first proviso of Regulation 6(1) of the SEBI (SAST) Regulations.

6.6 WGBL has informed BSE and NSE, that the board of directors of WGBL, at its meeting held on May 07, 2012, inter alia, has, subject to approval of the Stock Exchanges, sanction of the Hon'ble High Court of Gujarat and other approvals as may be necessary, approved a composite scheme of arrangement (the "**Scheme**") between Welspun India Limited ("**WIL**"), WGBL and Welspun Retail Limited ("**WRL**"). According to the Scheme, WGBL will be merged into WIL, the marketing business undertaking of WIL will be hived off to WRL and certain overseas investments of WIL would be transferred to WRL. Consequently, WGBL shall be dissolved without winding up and the name of WRL would be changed to Welspun Global Brands Limited. Appointed date for the Scheme is April 01, 2011. Upon the Scheme coming into effect, each shareholder of WGBL will get 1 equity share of Rs. 10 each of WIL for every 1 equity share of Rs. 10 each held in WGBL.

Issued by Manager to the Offer,

PRIME

Prime Securities Limited
SEBI Registration Number: INM000000750

On behalf of Krishiraj Trading Limited and Welspun Mercantile Limited

Sd/-

Authorised Signatories

Place: Mumbai

Date: July 13, 2012