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04 Oct 2018

Mr. Shashikant Thorat

Company Secretary

Welspun India Limited

Welspun City, Village Versamedi,

Tal. Anjar, Kutch,

Gujarat – 370 110

Dear Sir,

Re: Computation of fair equity share exchange ratio for the proposed amalgamation of Prasert Multiventure Private Limited ('PMPL') with Welspun India Limited ('WIL') to be submitted with the stock exchanges

This is in reference to your request for providing relative value per share and fair equity share exchange ratio for the proposed amalgamation ("amalgamation") of PMPL with WIL for submission with the stock exchanges in the format as prescribed by the circular number NSE/CML/2017/12 of National Stock Exchange of India Limited ('NSE') and LIST/COMP/02/2017-18 of BSE Limited ('BSE').

As explained in para 6.1 and 6.2 of our report dated 21 Sep 2018, PMPL as on the date of this report holds 67,90,78,913 equity shares of face value of INR 1 each fully paid-up of WIL. Further, PMPL may before the effective date, acquire additional equity shares of face value of INR 1 each fully paid-up of WIL (including by way of purchases on floor of Stock Exchanges) without incurring any additional liability.

Upon the effective date, pursuant to amalgamation of PMPL with WIL, the entire shareholding of PMPL in WIL will be cancelled and the shareholders of PMPL would be issued same number of fully paid-up equity shares of WIL, which they own indirectly through their holding in PMPL on the effective date. Pursuant to the amalgamation, there would be no change in the paid-up share capital of WIL. As mentioned above, post-amalgamation the shareholders of PMPL will hold the same number of shares as PMPL holds in WIL. Consequently, there is no impact on the shareholding pattern of other shareholders of WIL and therefore no valuation of WIL and of PMPL is required.



Upon the Scheme becoming effective, there is no additional consideration being discharged under the Scheme except same number of shares of WIL being issued to the shareholders of PMPL in lieu of shares held by PMPL in WIL (which will get cancelled). Thus, for every fresh issue of share of WIL to the shareholders of PMPL, there is a corresponding cancellation of an existing WIL share as held by PMPL. Also, there would be no change in the aggregate promoters' shareholding in WIL and it shall not affect the interest of other shareholders of WIL.

Accordingly, valuation approaches as indicated in the format (as shown below) as prescribed by circular number NSE/CML/2017/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the instant case.

Computation of fair equity share exchange ratio

Valuation Approach	WIL		PMPL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative value per Share	NA		NA	
Fair Equity Share Exchange Ratio	<p>As mentioned in Para 7.1 of our report dated 21 Sep 2018, we recommend a fair equity share exchange ratio as follows: 67,90,78,913 fully paid-up equity shares (face value of INR 1 each) of WIL to be issued and allotted to shareholders of PMPL in proportion of the number of equity shares held by the shareholders of PMPL in PMPL. In case PMPL acquires additional equity shares of face value of INR 1 each fully paid-up of WIL before the effective date without incurring any additional liability, such additional number of equity shares of face value of INR 1 each fully paid-up of WIL shall also be issued and allotted to the shareholders of PMPL in proportion of the number of equity shares held by the shareholders of PMPL in PMPL.</p>			

Hope the above clarifies. Should you need further assistance, please feel free to contact us.

Thanking you,
Yours sincerely,



SSPA & Co.
Chartered Accountants
(Signed by: Mr. Sujal Shah, Partner)

