

September 28, 2018

To,
 The National Stock Exchange of India Limited,
 Manager – Listing Compliance Department
 Exchange Plaza,
 Plot No. C/1, G. Block,
 Bandra-Kurla Complex,
 Mumbai – 400 051
NSE Symbol: WELSPUNIND

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Welspun India Limited (“Amalgamated Company” or “Transferee Company”) and Prasert Multiventure Private Limited (“Amalgamating Company” or “Transferor Company”)

This is to inform you that the Board of Directors of the Company has approved the draft Scheme of Amalgamation of Prasert Multiventure Private Limited (“Amalgamating Company” or “Transferor Company”) with Welspun India Limited (“Amalgamated Company” or “Transferee Company”) and their respective shareholders and creditors in their Board Meeting held on September 21, 2018.

We are enclosing herewith the draft scheme of Amalgamation of Prasert Multiventure Private Limited with Welspun India Limited and their respective shareholders and creditors (‘the Scheme’) for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 (earlier SEBI Circular No.CIR/CFD/CMD/16/2015 dated 30th November 2015) (“Circular”).

We hereby furnish the following documents as per the NSE checklist:

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Annexure-1 and Annexure-1A	1-8
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	Annexure-2	9-25
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure-3	26-31
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure-4	32-34
5.	Fairness opinion by Merchant Banker	Annexure-5	35-43
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format	Annexure-6 and Annexure-	44-64

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

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E-mail : companysecretary_wil@welspun.com Website : www.welspunindia.com

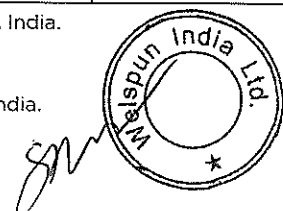
Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 2836 661 111 F : +91 2836 279 010

Works: Survey No. 76, Village Morai, Vapi, District Valsad, Gujarat 396 191, India.

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Corporate Identity Number: L17110GJ1985PLC033271



	provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	6A	
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (wherever it is due) accompanied mandatorily by the Limited Review Report of the auditor.	Annexure-7 and Annexure-7A	65-66
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular.	Annexure-8	67-86
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	Annexure-9 and 9A	87-89
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with stock exchanges	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with stock exchanges
11.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Annexure 10	90
12.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's	Not Applicable Refer Annexure 11	91-92

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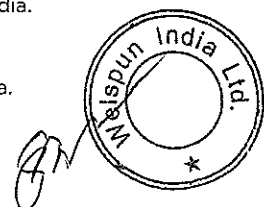
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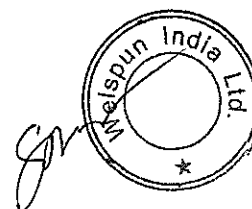


	resolution approving the aforesaid auditor certificate.		
13.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	National Stock Exchange of India Limited. Please refer Annexure-1	National Stock Exchange of India Limited. Please refer Annexure-1
14.	Brief details of the transferee/resulting and transferor/demerged companies.	Annexure-12	93-98
15.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure-13 and Annexure 13A	99-102
16.	Capital evolution details of the transferee/resulting and transferor/demerged companies.	Annexure-14 and Annexure-14A	103-106
17.	Confirmation by the Managing Director/ Company Secretary.	Annexure-15	91-92
18.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	Annexure 16 and Annexure-16A	93 359
19.	a) Regulations 17 to 27 of LODR Regulations Corporate governance requirements. b) Quarterly Corporate Governance Report filed with stock exchanges.	Annexure-17 Annexure-17A	360-365
20.	Confirmation regarding non defaulter	Annexure – 18 and Annexure – 18A	366-367

Please find enclosed herewith demand draft dated September 25, 2018 bearing no. 008074 issued by IDBI Bank Limited for INR 216,000/- (Rupees Two Lakh Sixteen Thousand Only) after including Goods and Service Tax and deducting tax at source, favoring National Stock Exchange of India Limited, towards processing fees.

Please find enclosed herewith demand draft dated September 25, 2018 bearing no. 008072 issued by IDBI Bank Limited for INR 500,000/- (Rupees Five Lakh Only) favoring Securities and Exchange Board of India, towards processing fees.

The draft Composite Scheme of Amalgamation together with all the documents as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 will be disseminated on the company's website as per the website link given as under:
www.welspunindia.com



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Name and Designation of the contact person:

Name: Mr. Shashikant Thorat

Designation: Company Secretary

Tel no.: 022-66136409

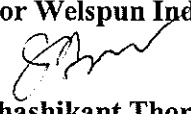
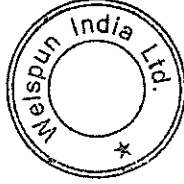
Email id: Companysecretary_wil@welspun.com / shashikant_thorat@welspun.com

We request you to take the above on the record and oblige. If you require any further clarifications/informations, we would be happy to provide the same.

We request you to kindly grant you approval to the Scheme at your earliest.

Thanking you
Yours Faithfully

For Welspun India Limited


Shashikant Thorat
Company Secretary
FCS – 6505
Encl: As above

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