

Date: September 28, 2018

To,
BSE Limited
1st Floor, New Trading Wing,
Rotunda Bldg, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
BSE Scrip Code: 514162

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

Ref: Compliance Report

Dear Sir/Madam,

It is hereby certified that the draft scheme of amalgamation involving Welspun India Limited ("WIL" or "Transferee Company") and Prasert Multiventure Private Limited ("Amalgamating Company" or "Transferor Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

Sl.	Reference	Particulars	Whether Complied or not & How
1	Regulations 17 to 27 of LODR Regulations.	Corporate governance requirements.	Complied. Enclosed as Annexure - 17 with the Application
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied.
Requirements of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents have been submitted vide our application dated <u>September 28, 2018</u> with BSE and <u>September 28, 2018</u> with NSE.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied. The Transferee company will be complying with conditions mentioned at point (a) and (b) of Para (I)(A)(3) of the Circular. The transferee company is listed on BSE and NSE having nationwide terminals.

Welspun India Limited

Welspun House, 6th Floor, Kamala City, Senapati Bapat Marg, Lower Perol (West), Mumbai 400 013, India.
T: +91 22 6613 8000 / 2450 8000 F: +91 22 2490 8020 / 2490 6021

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

Registered Address: Welspun City, Village Versamadi, Taluka Anjar, District Kutch, Gujarat 370 110, India.
T: +91 2936 661 111 F: +91 2836 229 010

Works: Survey No. 76, Village Morli, Vapi, District Valsad, Gujarat 396 191, India.
T: +91 260 2437437 F: +91 260 22437080

Corporate Identity Number: L1710GJ1985PLC033271



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(c)	Para (I)(A)(4) (v)	Submission of Valuation Report	Complied. Enclosed as Annexure – 3 with the application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Enclosed as Annexure – 8 with the application.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied. Enclosed as Annexure – 2 with the application

Thanking You,

Yours Faithfully,

For Welspun India Limited


Rajesh Mandhrewala
Managing Director
DIN : 00007179


Shashikant Thorat
Company Secretary
FCS – 6505


Altaf Jiwani
Chief Financial Officer



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Welspun India Limited

Welspun House, 6th Floor, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.
 T: +91 22 6613 6000 / 2490 8000 F: +91 22 2490 8026 / 2490 8027

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

Registered Address: Welspun City, Village Versamed, Taluka Anjar, District Kutch, Gujarat 370 110, India.
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Works: Survey No. 76, Village Moral, Vapi, District Valsad, Gujarat 395 131, India.
 T: +91 260 2437437 F: +91 260 22637088

Corporate Identity Number: L17106GJ9899LCO34271

Date: September 28, 2018

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Listing Compliance Department,
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Plot No. C/1, G. Block,
Bandra-Kurla Complex,
Mumbai – 400 051
NSE Symbol: WELSPUNIND

Ref: Compliance with all the Accounting Standards**Dear Sir/Madam,**

Certified that the accounting treatment provided in the draft scheme of Amalgamation of Prasert Multiventure Private Limited ("Amalgamating Company" or "Transferor Company") with Welspun India Limited ("Amalgamated Company" or "Transferee Company") with are in compliance with all the Accounting Standards applicable to a listed entity.

Thanking You,

Yours Faithfully,

For Welspun India Limited
Rajesh Mandawala
Managing Director
DIN : 00007179
Shashikant Thorat
Company Secretary
FCS – 6505
Altaf Jiwani
Chief Financial Officer

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Welspun India Limited

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T : +91 22 6633 8000 / 2490 8000 F : +91 22 2490 8020 / 2490 8021

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

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

T : +91 2836 661111 F : +91 2836 279 010

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

T : +91 260 2437437 F : +91 260 22437006

Corporate Identity Number: L17106,RS85PLCO33271