

September 28, 2018

To,
 National Stock Exchange of India Ltd.,
 Exchange Plaza, 5th Floor,
 Plot No. C/1, G. Block,
 Bandra-Kurla Complex,
 Mumbai - 400 051.

NSE Symbol: WELENT

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Anjar Road Private Limited ("Amalgamating Company" or "Transferor Company") with Welspun Enterprises Limited ("Amalgamated Company" or "Transferee Company")

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

We are enclosing herewith the draft Scheme of Amalgamation of Anjar Road Private Limited with Welspun Enterprises 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.	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc	Annexure-2	9 to 25
2.	Valuation Report 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 to 31
3.	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report.	Annexure-4	32 to 34
4.	Fairness opinion by a SEBI Registered merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted entity	Annexure-5	35 to 43
5.	Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of all the companies	Annexure-6	44 to 64

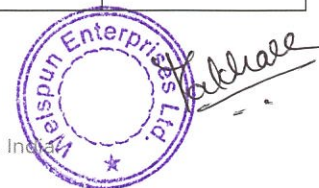
Welspun Enterprises Limited (Formerly known as Welspun Projects Limited)
 Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.
 T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020
 E-mail : companysecretary_wel@welspun.com Website : www.welspunenterprises.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110,
 T : +91 2836 662222 F : +91 2836 279010

Corporate Identity Number: L45201GJ1994PLC023920



	involved in the scheme.		
6.	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as per Annexure I of this checklist.	Annexure-7	65 to 330
7.	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017	Annexure-8	331
8.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI Circular no. CFD/DIL3/CIR/2017/21 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	332 to 334
9.	Document required to submit wherein approval of shareholders to Scheme through postal ballot and e-voting (Para 1(A)(9)(a) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017) is not applicable: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 9 (a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not applicable	
11.	Pricing certificate from the Statutory Auditor/ PCA / PCS of the listed company as per Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies pursuant to scheme of arrangement.	Annexure 10	335
12.	Pre & Post Scheme Network of the Companies involved in the Scheme. Companies are required to submit Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary. (Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working)	Annexure-13	351 to 354
13.	Board resolution approving the scheme of arrangement.	Annexure-1	1 to 8
14.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure II of this checklist.	Annexure-12	346 to 350
15.	Confirmation from all the companies involved in the scheme regarding the following: a. The Company, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1,	Annexure - 18	592 to 593



	<p>2015 by the Banks.</p> <p>b. The Company, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.</p> <p>c. The Company, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange</p>		
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure III of this checklist.	Annexure-15	357 to 358
17.	In case of scheme of demerger of a listed company a Certificate from Statutory Auditors / Practising Chartered Accountants / Practising Company Secretary certifying Percentage turnover and profitability of the division, being hived off vis-à-vis the other divisions of the company.	Not Applicable	
18.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI	National Stock Exchange of India Limited. Please refer Annexure-1	
19.	Complaints Report as per Para 1(A)(6) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per format enclosed at Annexure IV of the checklist.	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with stock exchanges	
20.	<p>Processing Fees (Non-Refundable):</p> <p>a) Payable to Exchange = Rs. 2 Lac plus applicable service tax.</p> <p>b) Payable to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000. (No Service Tax / No TDS)</p>	Demand draft given	
21.	<p>Name & Designation of the Contact Person:</p> <p>Telephone Nos. (landline & mobile):</p> <p>Email ID.:</p> <p>Date:</p> <p>Place :</p>	<p>Priya Pakhare, Company Secretary 022-6613-5943 / 9892202842</p> <p><u>companysecretary_wel@welspun.com</u></p> <p>September 28, 2018 Mumbai</p>	

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Please find enclosed herewith demand draft dated September 21, 2018 bearing no. 008069 issued by IDBI Bank for INR 2,16,000/- (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 21, 2018 bearing no. 008068 issued by IDBI Bank for INR 5,00,000/- (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.welspunenterprises.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 Enterprises Limited



Priya Pakhare
Company Secretary
FCS - 7805



Enclosed: As above

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