

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

Dear Sir,

Sub: 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 with Welspun Enterprises Limited and their respective shareholders and creditors

In connection with the above application, we hereby confirm that:

1. The proposed scheme of amalgamation to be presented to National Company Law Tribunal ("Tribunal") does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and Stock Exchanges.
2. The draft scheme of amalgamation/ arrangement together with all documents mentioned in SEBI circular has been disseminated on company's website as per the link given : www.welspunenterprises.com.
3. The Company shall obtain shareholders' approval by way of special resolution passed through e-voting as mentioned in clause 18.2, page no. 16 of the draft scheme.

Further, the Company shall proceed with the draft scheme only if the votes cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.

4. The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
5. In case of unlisted company (Anjar Road Private Limited) being involved in the Scheme of Amalgamation:

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, India.
 T : +91 2836 662222 F : +91 2836 278010

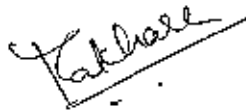
Corporate Identity Number: L45201GJ1984PLC023920



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- a. The Company shall include the applicable information pertaining to the unlisted entity involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part D of Schedule VIII of the ICDR Regulations, in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.
 - b. The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the "merged" company on a fully diluted basis shall not be less than 25%.
6. The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
 7. There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.

For Welspun Enterprises Limited



Priya Pakhare
Company Secretary
FCS - 7805



Date: September 27, 2018

Place: Mumbai

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