

WEL/SEC/2025

May 15, 2025

To,

BSE Limited Corporate Relationship Department, 2 nd Floor, New Trading Wing, Rotunda Building, P.J. Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 532553	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C-1, Block- G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. NSE Symbol: WELENT
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Dear Madam/Sir,

Subject: Outcome of the Board Meeting in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

This is to inform you that the Board of Directors at its meeting held today i.e., Thursday, May 15, 2025, has:-

- 1) recommended / approved the appointment / re-appointment of the following Auditor(s), basis the recommendation of the Audit Committee:-
 - M/s. Suresh Surana & Associates LLP, as the Statutory Auditors, subject to the shareholders’ approval;
 - M/s. Deloitte Touche Tohmatsu India LLP, as the Internal Auditors;
 - M/s. Sureka and Associates, as the Tax Auditors;
 - M/s. Kiran J. Mehta & Co., Cost Accountants, as the Cost Auditors, subject to the ratification of remuneration by the shareholders’; and
 - M/s. Mihen Halani & Associates, as the Secretarial Auditors, subject to the shareholders’ approval.

Further, the details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are disclosed as **Annexure-I**;

- 2) recommended obtaining approval from the shareholders by way of enabling resolution to be passed at the ensuing 31st AGM of the Company, in respect to:-
 - i) raising funds through private placement of securities upto Rs. 1,000 Crore (Rupees One Thousand Crore only), in one or more tranches;

The details as required to be disclosed under Para A of Regulation 30 of the SEBI Listing Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are disclosed as **Annexure-II**.

- ii) raising funds through issuance of securities, including equity shares, or any other eligible securities, through permissible modes, including by way of a private placement, preferential allotment, qualified institutions placement, in accordance with the applicable provisions of the Companies Act, 2013, and SEBI (Issue of Capital and Disclosure Requirements)

Welspun Enterprises Limited

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Regulations, 2018, as amended from time to time and other applicable laws, or through any other permissible mode and/or combination thereof, in one or more tranches for an aggregate amount upto Rs. 1,000 Crore (Rupees One Thousand Crore) at such price determined under the applicable regulations, and such other permissions, sanctions and statutory approvals, as may be required.

It may be noted that no specific securities have been identified at this stage, the exact combination of the securities to be issued along with detailed terms and conditions of issuance, etc. shall be finalized by the Board, in consultation with lead managers, advisors and such other authorities and intermediaries, as may be required to be consulted by the Company, in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company and that such issue shall be subject to the provisions of all applicable laws and other laws, rules, regulations & guidelines.

The details as required to be disclosed under Para A of Regulation 30 of the SEBI Listing Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are disclosed as **Annexure-III**.

Re-opening of Trading Window:-

With reference to our letter dated March 31, 2025, please note the trading window for dealing in the securities of the Company by the Insiders, as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, shall re-open from Monday, May 19, 2025.

The Board Meeting commenced at 11:30 a.m. and concluded at 04:30 p.m.

We request you to take the above on record.

Thanking you.

Yours faithfully,

For Welspun Enterprises Limited

Nidhi Tanna
Company Secretary
ACS-30465

Encl: as above

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Annexure-I

Relevant details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular ref SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

1) STATUTORY AUDITORS

Particulars	Details of Information
Reason for change - viz. appointment, re-appointment, resignation, removal, death or otherwise	The appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/ W100010), as the Statutory Auditors of the Company is proposed due to the completion of two consecutive terms of five (5) years each by M/s. MGB & Co., LLP, Chartered Accountants (Firm Registration No. 101169W/W-100035), in accordance with the provisions of Companies Act, 2013. The appointment of new auditors is subject to the approval of the shareholders, at the conclusion of the ensuing 31 st AGM of the Company
Date of appointment / re-appointment / cessation (as applicable) & term of appointment/ re-appointment	Appointment of M/s. Suresh Surana & Associates LLP, as a Statutory Auditors of the Company, is proposed for a tenure of five (5) consecutive years from the conclusion of the ensuing 31 st AGM till the conclusion of the 36 th AGM, subject to approval of the shareholders of the Company
Brief profile (in case of appointment)	Suresh Surana & Associates LLP (“SSA LLP”) and affiliates is a member of RSM International since 1996. It has been ranked amongst India’s top 7 audit, tax and consulting groups in India (International Accounting Bulletin 2013-2023 India Surveys). The firm is compliant with ISO 9001 and ISO 27001 for key locations, inspections and ICAI peer reviews on regular basis. It is empanelled with NHAI, CAG, Cert-in, PCAOB and other regulators. The firms have a Pan – India presence with offices in 13 key cities and group strength of about 3,000 personnel.
Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

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2) INTERNAL AUDITORS

Particulars	Details of Information
Reason for change - viz. appointment, re-appointment, resignation, removal, death or otherwise	The appointment of M/s. Deloitte Touche Tohmatsu India LLP, Chartered Accountants (LLP Identification No. AAE-8458), as the Internal Auditors of the Company
Date of appointment / re-appointment / cessation (as applicable) & term of appointment/ re-appointment	May 15, 2025, for 3 (three) financial years viz., FY 2025-26, FY 2026-27 and FY 2027-28
Brief profile (in case of appointment)	<p>Deloitte India is one of the leading professional services firms with a rich legacy of serving best-in-class clients across the country. Operating through four key service lines-Audit & Assurance, Tax, Strategy, Risk & Transaction, and Technology & Transformation.</p> <p>Deloitte provides comprehensive solutions to a diverse client base. Globally, Deloitte has a presence in more than 150 countries with a workforce exceeding 457,000 professionals. In India alone, the firm employs over 31,000 professionals across 14 cities.</p> <p>Deloitte member firms serve 76% of the 2023 Fortune 500 companies, and in India, the firm's clientele includes 153 out of 185 companies in the Energy, Resources & Industrials sector.</p> <p>According to the Gartner Market Share Report 2022, Deloitte was ranked No. 1 in consulting services worldwide. The firm maintains a strong focus on six core industries and 21 sectors globally, offering targeted services within each.</p> <p>Deloitte also leverages innovative tools such as the "Industry Prints" Tool to capture best-practice business processes along with associated control objectives and risks.</p>
Disclosure of relationships between directors (in case of appointment of a director).	Not applicable

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3) COST AUDITORS

Particulars	Details of Information
Reason for change - viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-Appointment of M/s. Kiran. J Mehta & Associates, Cost Accountants (Firm Registration No. 000025), as the Cost Auditor of the Company
Date of appointment / re-appointment / cessation (as applicable) & term of appointment/re-appointment	Re-appointment of M/s. Kiran. J Mehta & Associates as the Cost Auditor of the Company for the FY 2025-26, subject to the ratification of the remuneration payable, by the shareholders at the ensuing 31 st AGM of the Company
Brief profile (in case of appointment)	<p>Kiran J Mehta & Co. is a Partnership Firm of Cost Accountants, working since last more than four decades. It started in the year 1977 as a proprietorship concern by Late Shri Kirankumar J. Mehta.</p> <p>Since the year 1990, it became partnership firm and as on date it is the oldest partnership firm in the Gujarat region since 1990.</p> <p>The firm has several small, medium and large scale and even multinational clients. The firm's expertise is into Cost and Management Accounting areas. The gamut of its assignments include System, Cost Audit, Internal Audit, Stock Valuations, Excise related Valuation etc.</p> <p>The firm has a highly qualified team of Cost Accountants and other Staff members.</p> <p>The firm has its head quarter at Ahmedabad.</p>
Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

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4) TAX AUDITORS

Particulars	Details of Information
Reason for change - viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-appointment of M/s. Sureka & Associates, Chartered Accountants (Firm Registration No. 110640W), as the Tax Auditor of the Company
Date of appointment / re-appointment / cessation (as applicable) & term of appointment/re-appointment	May 15, 2025, for the FY 2025-26
Brief profile (in case of appointment)	Sureka & Associates are firm of Chartered Accountants established in the year 1982. They have associates at 4 other cities in India. Their clients are some very reputed Business groups of India and Multinationals operating in India. Their range of services comprise of attest functions, internal audits and advisory on various corporate laws, direct and indirect tax matters. They are also on the panel of Nationalised Banks for special assignments on their behalf.
Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

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5) SECRETARIAL AUDITORS

Particulars	Details of Information
Reason for change - viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of peer reviewed firm M/s. Mihen Halani & Associates, Company Secretaries in Practice (COP No.: 12015), as the Secretarial Auditor of the Company
Date of appointment / re-appointment / cessation (as applicable) & term of appointment/re-appointment	The Board at its meeting held on May 15, 2025, approved the appointment of M/s. Mihen Halani & Associates as the Secretarial Auditors of the Company, for a period of five (5) consecutive years commencing from the FY 2025-26 till FY 2029-30, subject to approval of the shareholders of the Company at the ensuing 31 st AGM of the Company
Brief profile (in case of appointment)	<p>With a vision to regard the law relating to corporate governance as prime and with the courage to provide flexible corporate governance business solutions, Mihen Halani & Associates (MHA), was established in the year 2013.</p> <p>MHAs' versatile team has extensive company secretarial, governance and legal expertise spanning a wide range of specialisms, industries & sectors. The team closely works with the Board to provide a suitable governance framework in a wide range of organizations from unlisted/listed companies, start-ups to multinational companies. The team has been successful in planning and implementing innovative strategies to meet the dynamic nature of law and business.</p> <p>MHA adheres to the highest professional standards to provide quality and time bound services. MHA has established values and work ethics which have paved the way towards achieving governance standards in organizations at various levels. MHA looks forward for creating a path that shall create a brand value which is synonymous to trust and value addition.</p>
Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

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Annexure-II

Details under Regulation 30 read with Para A of Part A of Schedule III of the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sl. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	any securities for cash or otherwise, including equity shares, or any other eligible securities as may be permissible under applicable law, subject to necessary approval including the approval of the members of the Company by way of a special resolution, and such other permissions, sanctions and statutory approvals, as may be required.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	through private placement
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto Rs. 1,000 Crore (Rupees One Thousand Crore) in one or more of the tranches.
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): i) names of the investors; ii) post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; iii) in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not applicable, as subject to the approval of the members at the ensuing 31 st AGM it is proposed to obtain an enabling approval for issuance of securities as provided above
5.	in case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s): i) whether bonus is out of free reserves created out of profits or share premium account; ii) bonus ratio; iii) details of share capital - pre and post bonus issue; iv) free reserves and/ or share premium required for implementing the bonus issue; v) free reserves and/ or share premium available for capitalization and the date as on which such balance is available; vi) whether the aforesaid figures are audited;	Not applicable

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Sl. No.	Particulars	Details
	vii) estimated date by which such bonus shares would be credited/ dispatched;	
6.	<p>in case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s):</p> <p>i) name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed;</p> <p>ii) proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs;</p> <p>iii) proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's;</p> <p>iv) issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);</p> <p>v) change in terms of FCCBs, if any;</p> <p>vi) details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);</p>	Not applicable
7.	<p>in case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s):</p> <p>i) size of the issue;</p> <p>ii) whether proposed to be listed? If yes, name of the stock exchange(s);</p> <p>iii) tenure of the instrument - date of allotment and date of maturity;</p> <p>iv) coupon/interest offered, schedule of payment of coupon/interest and principal;</p> <p>v) charge/security, if any, created over the assets;</p> <p>vi) special right/interest/privileges attached to the instrument and changes thereof;</p> <p>vii) delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;</p> <p>viii) details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the</p>	Not applicable

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Sl. No.	Particulars	Details
	security and /or the assets along with its comments thereon, if any;	
	ix) details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;	
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

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Annexure-III

Details under Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD 1/P/CIR/2023/123 dated July 13, 2023

Sl. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	any securities for cash or otherwise, including equity shares, or any other eligible securities as may be permissible under applicable law, subject to necessary approval including the approval of the members of the Company by way of a special resolution, and such other permissions, sanctions and statutory approvals, as may be required.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	through permissible modes, including by way of a private placement, preferential allotment, qualified institutions placement, in accordance with the applicable provisions of the Companies Act, 2013, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto Rs. 1,000 Crore (Rupees One Thousand Crore) in one or more of the tranches.
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): i) names of the investors; ii) post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; iii) in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not applicable, as subject to the approval of the members at the ensuing 31 st AGM it is proposed to obtain an enabling approval for issuance of securities as provided above.
5.	in case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s): i) whether bonus is out of free reserves created out of profits or share premium account; ii) bonus ratio; iii) details of share capital - pre and post bonus issue;	Not applicable

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Sl. No.	Particulars	Details
	iv) free reserves and/ or share premium required for implementing the bonus issue; v) free reserves and/ or share premium available for capitalization and the date as on which such balance is available; vi) whether the aforesaid figures are audited; vii) estimated date by which such bonus shares would be credited/ dispatched;	
6.	in case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s): i) name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed; ii) proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs; iii) proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's; iv) issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate); v) change in terms of FCCBs, if any; vi) details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);	Not applicable
7.	in case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s): i) size of the issue; ii) whether proposed to be listed? If yes, name of the stock exchange(s); iii) tenure of the instrument - date of allotment and date of maturity; iv) coupon/interest offered, schedule of payment of coupon/interest and principal; v) charge/security, if any, created over the assets; vi) special right/interest/privileges attached to the instrument and changes thereof; vii) delay in payment of interest / principal amount for a period of more than three months	Not applicable

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Sl. No.	Particulars	Details
	<p>from the due date or default in payment of interest / principal;</p> <p>viii) details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;</p> <p>ix) details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;</p>	
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

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