

**WPL/SEC/2014****January 14, 2015**

To,

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1 <sup>st</sup> Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001  <b>Scrip Code: 532553</b>	The Asst. Vice President, Listing Department National Stock Exchange of (I) Ltd., Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 <b>NSE Symbol: WELPROJ</b>	The Managing Director, Vadodara Stock Exchange Ltd, 'Fortune Towers', Sayajigunj, Vadodara – 390 005
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Dear Sir/Madam,

**Sub.: Corporate Governance Report and Shareholding Pattern for the quarter ended December 31, 2014**

Please find enclosed herewith Corporate Governance Report pursuant to clause 49 and Shareholding Pattern pursuant to clause 35 of the Listing Agreement for the quarter ended December 31, 2014.

Kindly take the same on record.

Thanking You.

For **Welspun Projects Limited****Niles Javker**  
**Company Secretary****ACS No. 24087**

Encl: as above

**Corporate Office**Welspun House,  
Kamala City,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai - 400013

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www.welspunprojects.com



Dare to Commit

**Quarterly Compliance Report on Corporate Governance**

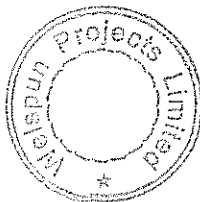
Name of the Company:  
Quarter ended on:

Welspun Projects Limited  
December 31, 2014

Clause	Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II.</b>	<b>Board of Directors</b>	<b>49 (II)</b>		
(A)	Composition of Board	49 (IIA)	Yes	
(B)	Independent Directors	49 (IIB)	Yes	
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D)	Other provisions as to Board and Committees	49 (IID)	Yes	
(E)	Code of Conduct	49 (IIE)	Yes	
(F)	Whistle Blower Policy	49 (IIF)	Yes	
<b>III.</b>	<b>Audit Committee</b>	<b>49 (III)</b>		
(A)	Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B)	Meeting of Audit Committee	49 (IIIB)	Yes	
(C)	Powers of Audit Committee	49 (IIIC)	Yes	
(D)	Role of Audit Committee	49 (IIID)	Yes	
(E)	Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV.</b>	<b>Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V.</b>	<b>Subsidiary Companies</b>	<b>49 (V)</b>	Yes	
<b>VI.</b>	<b>Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII.</b>	<b>Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII.</b>	<b>Disclosures</b>	<b>49 (VIII)</b>		
(A)	Related party transactions	49 (VIIIA)	N.A.	
(B)	Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C)	Remuneration of Directors	49 (VIIC)	Yes	
(D)	Management	49 (VIID)	Yes	
(E)	Shareholders	49 (VIIE)	Yes	
(F)	Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	
<b>IX.</b>	<b>CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	
<b>X.</b>	<b>Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	
<b>XI.</b>	<b>Compliance</b>	<b>49 (XI)</b>	Yes	

For Welspun Projects Limited

Nilesh Javker  
Company Secretary  
ACS No. 24087  
Mumbai  
January 14, 2015



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