

**WPL/SEC/2014****July 10, 2014**

To,

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1 st Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001 Scrip Code: 532553	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 NSE Symbol: WELPROJ	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 June 30, 2014

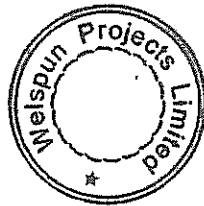
Please find enclosed herewith Corporate Governance Report pursuant to clause 49 and Shareholding Pattern pursuant to clause 35 of the Listing Agreement for the quarter ended June 30, 2014.

Kindly take the same on record.

Thanking You.

For Welspun Projects Limited

Nilesh Javker
Company Secretary



Encl: as above

Corporate Office

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

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Quarterly Compliance Report on Corporate Governance

for the quarter ended 30th June, 2014

Name of the Company : **WELSPUN PROJECTS LIMITED**

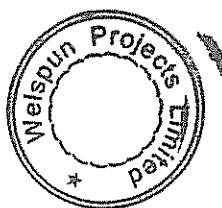
NSE Scrip Code

WELPROJ

BSE Scrip Code

532553

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	YES	NA
(B) Non- Executive Director's compensation & disclosures	49 (IB)	YES	NA
(C) Other Provisions as to Board & Committees	49 (IC)	YES	NA
(D) Code of Conduct	49 (ID)	YES	NA
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	NA
(B) Meeting of Audit Committee	49 (IIB)	YES	NA
(C) Powers of Audit Committee	49 (IIC)	YES	NA
(D) Role of Audit Committee	49 (IID)	YES	NA
(E) Review of Information by Audit Committee	49 (IIE)	YES	NA
III. Subsidiary Companies	49 (III)	YES	NA
IV. Disclosures	49 (IV)	YES	NA
(A) Basis of related party transeactions	49 (IVA)	YES	NA
(B) Disclosure of Accounting Treatment	49(IVB)	YES	NA
(C) Board Disclosures	49 (IVC)	YES	NA
(D) Proceeds from Public issue, right issues, preferential issues etc.	49 (IVD)	YES	NA
(E) Remuneration of Directors	49 (IVE)	YES	NA
(F) Management	49 (IVF)	YES	NA
(G) Shareholders	49(IVG)	YES	NA
V. CEO/ CFO Certification	49 (V)	YES	NA
VI. Report on Corporate Governance	49 (VI)	YES	NA
VII. Compliance	49 (VII)	YES	NA



For Welspun Projects Limited

Nilesh Javker
Company Secretary

Dated : 10.07.2014