



WEL/SEC/2015

October 13, 2015

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: WELENT | The Managing Director, Vadodara Stock Exchange Ltd, 'Fortune Towers', Sayajigunj, Vadodara – 390 005 |
|---|---|--|

Re: Clause 49 of the Listing Agreement

Dear Sir / Madam,

Quarterly Report on Compliance of Corporate Governance

With reference to Clause 49 of the Listing Agreement, please find enclosed herewith Quarterly Report on Compliance of Corporate Governance for the quarter ended on September 30, 2015.

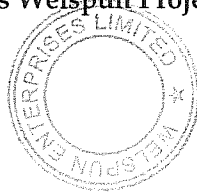
Please take the same on your record.

Thanking you,

Yours faithfully,

For Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)

Indu Daryani
Company Secretary
 Encl: as above



Corporate Office

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

Tel: +91 2266136000

Fax: +91 2224908020

E-mail: companysecretary_wep@welspun.com

www.welspunenterprises.com



Quarterly Compliance Report on Corporate Governance

Name of the Company:

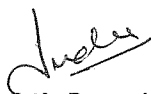
Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)

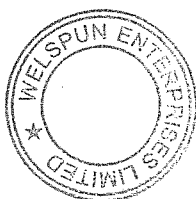
Quarter ending on:

September 30, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| II. Board of Directors | 49 (II) | | |
| (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 | |
| III. Audit Committee | 49 (III) | | |
| (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 | |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | Yes | |
| VI. Risk Management | 49 (VI) | Yes | |
| VII. Related Party Transactions | 49 (VII) | Yes | |
| VII Disclosures | 49 (VIII) | | |
| I. | | | |
| (A) Related party transactions | 49 (VIII A) | N.A. | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | It has been disclosed in the Annual Report for the FY 2014-15 |
| (D) Management | 49 (VIII D) | Yes | |
| (E) Shareholders | 49 (VIII E) | Yes | |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII I) | Yes | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | |
| X. Report on Corporate Governance | 49 (X) | Yes | It has been disclosed in the Annual Report for the FY 2014-15 |
| XI. Compliance | 49 (XI) | Yes | |

For Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)


 Indu Daryani
 Company Secretary
 Mumbai
 October 13, 2015



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