

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

To,

<p>The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1st Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001</p> <p>Scrip Code: 532553</p>	<p>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</p> <p>NSE Symbol: WELPROJ</p>	<p>The Managing Director, Vadodara Stock Exchange Ltd, 'Fortune Towers', Sayajigunj, Vadodara – 390 005</p>
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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

Tel: +91 2266136000

Fax: +91 2224908020

E-mail: companysecretary_wpl@welspun.comwww.welspunprojects.com



Dare to Commit

Quarterly Compliance Report on Corporate Governance

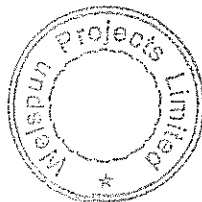
Name of the Company:
Quarter ended on:

Welspun Projects Limited
December 31, 2014

Clause	Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
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	
VIII.	Disclosures	49 (VIII)		
(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	
IX.	CEO/CFO Certification	49 (IX)	Yes	
X.	Report on Corporate Governance	49 (X)	Yes	
XI.	Compliance	49 (XI)	Yes	

For Welspun Projects Limited

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



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