

**WPL/SEC/2014****January 14, 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: 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 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.

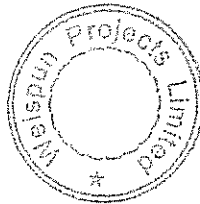
Thanking You.

For Welspun Projects Limited

Nilesh Javker
Company Secretary

ACS No. 24087

Encl: as above

**Corporate Office**

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 Senapati Bapat Marg,
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Name of the Company : WELSPUN PROJECTS LIMITED

Scrip Code - NSE: WELPROJ

BSE: 532553

Name of the Scrip Welspun Projects Limited

Class of Security Equity

Quarter Ended :

31/12/2014

PARTLY PAID SHARE	No. of Partly paid-up Shares	As a % of total No. of Partly paid-up Shares	As a % of total No. of Shares of the Company
Held by Promoter/ Promoter Group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total	NIL	NIL	NIL
OUTSTANDING CONVERTIBLE SECURITIES (Foreign Currency Convertible Bonds) and (Compulsorily Convertible Debenture)	No. of Outstanding Securities	As a % of total No. of Outstanding Convertible Securities	As a % of total No. of Shares of the Company assuming full conversion of the Convertible Securities
Held by Promoter/ Promoter Group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total	NIL	NIL	NIL
WARRANTS	No. of Warrants	As a % of total No. of Warrants	As a % of total No. of Shares of the Company assuming full conversion of Warrants
Held by Promoter/ Promoter Group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
Total	NIL	NIL	NIL
Total Paid-Up capital of the Company, assuming full conversion of Warrants and Convertible Securities			40,000,000

Sr. No.	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a % of (A+B) ¹	As a % of (A+D+C)	No. of shares	As a %
I	II	III	IV	V	VI	VII	VIII	(IX=VIII/IV)* 100
(A)	Shareholding of Promoter and Promoter Group ²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	1	24,448,445	24,448,445	61.12	61.12	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-	-	-	-
(e-i)	Sub Total (A)(1)	1	24,448,445	24,448,445	61.12	61.12	-	-
2	Foreign							
a	Individuals (Non-Residents Individuals/Foreign	-	-	-	-	-	-	-
b	Bodies Corporate	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-
d	Qualified Foreign Investor	-	-	-	-	-	-	-
e	Any Others (Specify)	-	-	-	-	-	-	-
e-i	Sub Total (A)(2)	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1	24,448,445	24,448,445	61.12	61.12	-	-
(B)	Public shareholding							
1	Institutions						N.A.	N.A.
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	2	1,433,026	1,433,026	3.58	3.58	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (B)(1)	2	1,433,026	1,433,026	3.58	3.58	N.A.	N.A.
B 2	Non-institutions							
(a)	Bodies Corporate	291	6,723,210	6,722,666	16.81	16.81	N.A.	N.A.
(b)	Individuals							
i	Individual shareholders holding nominal share capital up to Rs 1 lakh	7,252	2,895,530	2,895,394	7.24	7.24		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	56	2,701,300	2,701,300	6.75	6.75		
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-
(d-i)	Overseas - Bodies Corporate	2	342,334	342,334	0.86	0.86		
(d-ii)	Clearing member	9	25,089	25,089	0.06	0.06		
(d-iii)	Non Resident Indians (Repatriation & Non Repatriation)	60	106,252	106,252	0.27	0.27		
(d-iv)	Hindu Undivided Family	277	1,318,814	1,318,814	3.30	3.30		
(d-v)	Trust	1	6,000	6,000	0.02	0.02		
(D)	Sub-Total (B)(2)	7,948	14,118,529	14,117,849	35.30	35.30	N.A.	N.A.
	Total Public Shareholding (B)= (B)(1)+(B)(2)	7,950	15,551,555	15,550,875	38.88	38.88	N.A.	N.A.
	TOTAL (A)+(B)	7,951	40,000,000	39,999,320	100.00	100.00	N.A.	N.A.
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-
(2)	Public	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	7,951	40,000,000	39,999,320	100.00	100.00	N.A.	N.A.

For WELSPUN PROJECTS LIMITED

Company Secretary

Sr.No	Notes
1	
2	
3	
4	NIL
5	
6	
7	
8	
9	

FOR WELSPUR PROJECTS LIMITED



Company Secretary

(f) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares Held		Shares pledged or otherwise encumbered		Details of Warrants		Details of Convertible Securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of Grand Total (A)+(B)+(C)	Number	As a %	Number of Warrants Held	As a % of total Warrants of the same class	Number of convertible Securities held	As a % of total convertible securities of the same class	
I	II	III	IV	V	VI=(V/III)* 100	VII	IX	X	XI	XII
	INDIAN PROMOTERS									
1	Welspun Infratech Limited	24,448,445	61.12	-	-	-	-	-	-	61.12
Sub Total		24,448,445	61.12	-	-	-	-	-	-	61.12
	FOREIGN CO-PROMOTERS									
	NIL	-	-	-	-	-	-	-	-	-
Sub Total		-	-	-	-	-	-	-	-	-
Total		24,448,445	61.12	-	-	-	-	-	-	61.12

FOR WELSPUN INFRA LIMITED



Company Secretary

(f) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares of the Company

Sr. No.	Name of the shareholder	Number of shares held	Shares as a % of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (f)(a) above)	Details of Warrants Number of Warrants Held	As a % of total Warrants of the same class	Details of Convertible Securities Number of convertible Securities held	As a % of total convertible securities of the same class	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
I	II	III	IV	V	VI	VII	VIII	IX
1	TECK CONSULTANCY AND SERVICES PRIVATE LIMITED	1,600,000	4.00	-	-	-	-	4.01
2	INTERNATIONAL SYNTHESIS PVT LTD	1,363,909	3.41	-	-	-	-	3.41
3	MERRILL LYNCH CAPITAL MARKETS ESPAN	1,258,026	3.15	-	-	-	-	3.14
4	KPR FINANCE LIMITED	991,585	2.48	-	-	-	-	2.62
5	PRIYANKA FINANCE PRIVATE LIMITED	967,607	2.42	-	-	-	-	2.54
6	MANEK BHANSALI	709,111	1.77	-	-	-	-	1.18
		6,890,238	17.23	-	-	-	-	16.90

FOR WELSPUN PROJECTS LIMITED



Company Secretary

(1)(c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Shares as a % of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above]	Details of Warrants		Details of Convertible Securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of Warrants Held	As a % of total Warrants of the same class	Number of convertible Securities held	As a % of total convertible securities of the same class	
I	H	III	IV	V	VI	VII	VIII	IX
I	NIL	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-	-

FOR WELSPUN PROSPECTS LIMITED


Company Secretary

(I)(d) Statement showing details of Locked-in shares

Sr. No.	Name of the shareholder	Category of Shareholders (Promoters/ Public)	No. of Shares	Locked-in shares as a % of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1				
	TOTAL		-	

For WELSPUN PROJECTS LIMITED



Company Secretary

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a % of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (II)(a) above]
		-	-	-
TOTAL		-	-	-

FOR WELSPUN PROJECTS LIMITED



Company Secretary

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying Shares held by Promoter/Promoter Group are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1			-	-
2			-	-
TOTAL			-	-

For WELSPUN PROJECTS LIMITED


Company Secretary

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.
(Give description of voting rights for each class of security.

Class X: Equity Shares of Rs. 10 each fully paid-up ranking pari-passu in all respect
Class Y:
Class Z:)

Category Code	Category of Shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III + IV + V) (VI)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a % of (A + B) (VII)	As a % of (A + B + C) (VIII)
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	24,448,445	-	-	24,448,445	61.12	61.12
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(1)	24,448,445	-	-	24,448,445	61.12	61.12
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	24,448,445	-	-	24,448,445	61.12	61.12
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	-	-	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-
(f)	Foreign Institutional Investors	1,433,026	-	-	1,433,026	3.58	3.58
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (B)(1)	1,433,026	-	-	1,433,026	3.58	3.58
(2)	Non-institutions						
(a)	Bodies Corporate	6,723,210	-	-	6,723,210	16.81	16.81
(b)	Individuals : - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	2,895,530	-	-	2,895,530	7.24	7.24
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2,701,300	-	-	2,701,300	6.75	6.75
(c)	Qualified Foreign Investor	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-
(di)	Overseas-Bodies Corporate	342,334	-	-	342,334	0.86	0.86
(dii)	Clearing Member	25,089	-	-	25,089	0.06	0.06
(diii)	Non-resident Indians	106,252	-	-	106,252	0.27	0.27
(div)	Hindu Undivided Family	1,318,814	-	-	1,318,814	3.30	3.30
(dv)	Trust	6,000	-	-	6,000	0.02	0.02
	Sub-Total (B)(2)	14,118,529	-	-	14,118,529	35.30	35.30
	Total Public Shareholding (B)= (B)(1)+(B)(2)	15,551,555	-	-	15,551,555	38.88	38.88
	TOTAL (A)+(B)	40,000,000	-	-	40,000,000	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	40,000,000	-	-	40,000,000	100.00	100.00

For WELSPUN PROJECTS LIMITED


Company Secretary