

September 11, 2018

To,
 National Stock Exchange of India Ltd.,
 Exchange Plaza, 5th Floor,
 Plot No. C/1, G. Block,
 Bandra-Kurla Complex,
 Mumbai – 400 051
NSE Symbol: WELCORP

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Welspun Pipes Limited ("Amalgamating Company" or "Transferor Company") with Welspun Corp Limited ("Amalgamated Company" or "Transferee Company") and their respective shareholders and creditors.

This is to inform you that the Board of Directors of the Company has approved the draft Scheme of Amalgamation of Welspun Pipes Limited ("Amalgamating Company" or "Transferor Company") with Welspun Corp Limited ("Amalgamated Company" or "Transferee Company") and their respective shareholders and creditors in their Board Meeting held on Wednesday, September 5, 2018.

We are enclosing herewith the draft scheme of Amalgamation of Welspun Pipes Limited with Welspun Corp Limited and their respective shareholders and creditors ('the Scheme') for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 (earlier SEBI Circular No.CIR/CFD/CMD/16/2015 dated 30th November 2015) ("Circular").

We hereby furnish the following documents as per the NSE checklist:

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Annexure-1 and 1A	1-8
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	Annexure-2	9-24
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure-3	25-30

Welspun Corp Limited

Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020

E-mail : companysecretary_wcl@welspun.com Website : www.welspuncorp.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 2836 662222 F : +91 2836 279060

Corporate Identity Number: L27100GJ1995PLC025609



4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure-4	31-33
5.	Fairness opinion by Merchant Banker	Annexure-5	34-40
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	Annexure-6	41-51
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	Annexure-7	52-59 (including Annual Report for FY 2017-18)
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular.	Annexure-8	60-61
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	Annexure-9 and 9A	62-64
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with stock exchanges	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with stock exchanges
11.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10,	Applicable	NA

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	2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.		
12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Annexure 10	65
13.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	National Stock Exchange of India Limited. Please refer Annexure-1	National Stock Exchange of India Limited. Please refer Annexure-1
14.	Brief details of the transferee/resulting and transferor/demerged companies.	Annexure-11	66-70
15.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure-12 and 12A	71-74
16.	Capital evolution details of the transferee/resulting and transferor/demerged companies.	Annexure-13 and 13A	75-78
17.	Confirmation by the Managing Director/ Company Secretary.	Annexure-14	79-80
18.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	Annexure-15	81-133 (including Annual Report for FY 2017-18)
19.	a) Regulations 17 to 27 of LODR Regulations Corporate governance requirements. b) Quarterly Corporate Governance Report filed with stock exchanges.	Annexure-16 Annexure-16A	134-135 136-155
20.	Confirmation regarding non defaulter	Annexure – 17	156-157


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Please find enclosed herewith demand draft dated September 7, 2018 bearing 008042 issued by IDBI Bank Limited, Mumbai for INR 2,16,000/- (Rupees Two Lacs Sixteen Thousand only) after including Goods and Service Tax and deducting tax at source, favoring National Stock Exchange of India Limited, towards processing fees.

Please find enclosed herewith demand draft dated September 7, 2018 bearing no. 008043 issued by IDBI Bank Limited, Mumbai for INR 5,00,000 (Rupees Five Lacs only) favoring Securities and Exchange Board of India, towards processing fees.

The draft Composite Scheme of Amalgamation together with all the documents as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 will be disseminated on the company's website as per the website link given as under:
www.welspuncorp.com

Name and Designation of the contact person:

Name: Mr. Pradeep Joshi

Designation: Company Secretary

Tel no.: 022-66136410

Email id: companysecretary_wcl@welspun.com; pradeep_joshi@welspun.com

The Company shall include the applicable information pertaining to Welspun Pipes Limited, an unlisted company involved in the scheme, in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part D of Schedule VIII of the ICDR Regulations, in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.

We request you to take the above on the record and oblige. If you require any further clarifications/informations, we would be happy to provide the same.

We request you to kindly grant you approval to the Scheme at your earliest.

Thanking you

Yours Faithfully

For Welspun Corp Limited



Pradeep Joshi

Company Secretary

FCS-4959



Enclosed. As above

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आईडीबीआई ओमनीपे/IDBI OMNIPAY

ADEVIEW BUILDING, OASIS COMPLEX, KAMALA CITY, P.B. MARG, LOWER PAREL
MBAI MAHARASHTRA - 400013 SF. NO. 18042जारी करने की तारीख से तीन महीने के लिए मान्य
VALID FOR THREE MONTHS FROM THE DATE OF ISSUEदिनांक
DATE

D	M	M	Y	Y	Y	Y	Y	Y	Y

ND PAY

को या उनके आदेश पर OR ORDER

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

प्राप्त मूल्य के लिए

Two Lakh Sixteen Thousand only

अदा करें।

₹ 2,16,000.00

18730100010050

* Not Over INR. 2,16,000.00

For WELSPUN CORP LTD



अदा करें/FOR VALUE RECEIVED

आईडीबीआई बैंक लिमिटेड/For IDBI BANK LTD.

प्राधिकृत हस्ताक्षरकर्ता
Authorised Signatory

क्रम सं./Sr. No. 18218

प्राधिकृत हस्ताक्षरकर्ता
Authorised Signatory

क्रम सं./Sr. No.

Payable at par at all IDBI Bank Branches in India

⑈008042⑈ 000259000⑈ 018700⑈ 16



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ADEVIEW BUILDING, OASIS COMPLEX, KAMALA CITY, P.B. MARG, LOWER PAREL
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DATE

D	M	M	Y	Y	Y	Y	Y	Y	Y

ND PAY

को या उनके आदेश पर OR ORDER

RESERVES AND EXCHANGE BOARD OF INDIA

प्राप्त मूल्य के लिए

Five Lakh only

अदा करें।

₹ 5,00,000.00

18730100010050

* Not Over INR. 5,00,000.00

For WELSPUN CORP LTD



अदा करें/FOR VALUE RECEIVED

आईडीबीआई बैंक लिमिटेड/For IDBI BANK LTD.

प्राधिकृत हस्ताक्षरकर्ता
Authorised Signatory

क्रम सं./Sr. No. 18216

प्राधिकृत हस्ताक्षरकर्ता
Authorised Signatory

क्रम सं./Sr. No.

Payable at par at all IDBI Bank Branches in India

⑈008043⑈ 000259000⑈ 018700⑈ 16

