

**WPL/SEC/2012****September 28, 2012**

To,

Bombay Stock Exchange Ltd, 1 st Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001 Scrip Code: 532553	National Stock Exchange of (I) Ltd., Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 NSE Symbol: WELPROJ	Vadodara Stock Exchange Ltd 'Fortune Towers', Sayajigunj, Vadodara – 390 005
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Dear Sirs,

Re: Compliance of the Clause 31 of the Listing Agreement

In compliance with the Clause 31 of the Listing Agreement, we submit herewith the proceedings in short of the 18th Annual General Meeting of the Company held on Friday, September 28, 2012 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370 110:

1. Members have approved and adopted the audited annual accounts of the Company for the year ended March 31, 2012 together with the Auditor's Report and Director's Report thereon.
2. Members by the Ordinary Resolution have approved the appointment of M/s Chandrakant & Sevantilal & J K Shah & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.
3. The Members have approved the re-appointment of following directors:
 - Mr. A K Dasgupta - Re-appointed as Director
 - Mr. Nirmal Gangwal - Re-appointed as Director
4. Members by the Ordinary Resolution have approved the appointment of Mr. Mohan Tandon, Mr. Rajesh Mandawewala and Mr. Sandeep Garg as director of the Company, pursuant to section 257 of the Companies Act, 1956.
5. Members by the Special Resolution have approved the appointment of Mr. Sandeep Garg as Managing Director of the Company for a period of 5 years w.e.f. July 16, 2012 and grant of Employee Stock Options ("ESOP") to the Managing Director
6. Members by the Ordinary Resolution approved appointment of Mr. Atul Desai as director of the Company pursuant to section 257 of the companies Act, 1956.

Registered Office

Welspun City,
Village Versamedi,
Taluka Anjar,
Gujarat - 370 110

Tel.: +91 2836 279071, 74, 41, 44

Fax : +91 2836 279060

website: www.welspunprojects.com

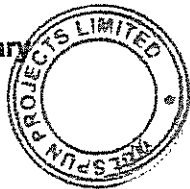


Kindly note that the proceedings in detail will be sent to you after the same are signed by Chairman of the meeting.

Thanking you

Yours faithfully,
For **Welspun Projects Limited**

Rajendra Sawant
Company Secretary

**Registered Office**

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Taluka Anjar,
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