

**WPL/SEC/2014****November 04, 2014**

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 Sirs,

Sub : Disclosure under the Listing Agreement - Clause 36 and such other clauses as may be applicable

Based on the recommendation of the Audit Committee, we wish to inform you that the Board of Directors the Company at its meeting held on 4th November 2014, considered and approved the Scheme of Amalgamation and Arrangement between Welspun Enterprises Limited, Welspun Infratech Limited, Welspun Plastics Private Limited, Welspun Infra Projects Private Limited and the Company and their respective Shareholders and Creditors ('Scheme') under Sections 391 to 394 read with sections 100 to 103 and all other applicable provisions of the Companies Act, 1956 and notified sections of Companies Act 2013.

A press release detailing the proposed Scheme is attached herewith.

Kindly acknowledge.

Thank you.

Yours faithfully,
For **Welspun Projects Limited**

Nilesh Javker
Company Secretary
ACS No. 24087

**Corporate Office**

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Welspun Enterprises Limited proposes merger into Welspun Projects Limited to capitalize on market opportunities with consolidated cash of Rs. 800 cr.

The Board of Directors of Welspun Enterprises Limited ('WEL' or 'the Company') and Welspun Projects Limited ("WPL") at their respective meetings held on November 4, 2014, considered and approved the proposal of merger of WEL, Welspun Infratech Limited ("WITL"), Welspun Plastics Private Limited ("WPPL") and Welspun Infra Projects Private Limited ("WIPPL") with WPL under the Scheme of Amalgamation and Arrangement under Sections 391 to 394 read with sections 100 to 103 and other applicable provisions of the Companies Act, 1956 ("the Scheme"). As a result of the proposed reorganization, all the above mentioned companies will merge in WPL, a listed entity, thereby shareholders of WEL will get 12 shares of WPL for every share being held in WEL

The merger is aimed to consolidate and simplify corporate structure of Welspun Enterprises and its subsidiaries. The elimination of multiple entities is expected to benefit in terms of superior capital structure, increased flexibility to allocate capital more efficiently, reduction in administrative/compliance cost and enhanced visibility of earnings and cashflows.

The combined entity will have cash resources of approx. INR 8,000 million as at September 30, 2014. This consolidation will enable WEL, its subsidiaries and WPL to better leverage their strengths and target opportunities which need large free cash and strong balance sheet to put the resultant entity on an accelerated growth path

The salient features of the Scheme are as follows:

- 1) The Appointed Date of the Scheme would be April 01, 2014
- 2) WEL holds about 61.12% stake in WPL through its 100% owned subsidiary, namely WITL and the same shall stand cancelled on the amalgamation.
- 3) KPMG is acting as a tax and regulatory advisor for the entire transaction
- 4) SBI Capital Markets Limited has issued a fairness opinion on the swap ratio recommended by Price Waterhouse Coopers which has conducted the valuation exercise.

The Scheme will be subject to requisite approval of the Stock Exchanges and sanctions of the Hon'ble High Courts of Bombay and the High Court of Gujarat in Ahmedabad and is expected to be completed in approximately 7 months



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