WPL/SEC/2017 February 01, 2017

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1st 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: WELENT**

Dear Sirs,

Ref: Regulation 5(2) of SEBI (Buyback of Securities) Regulations, 1998

Sub: Copy of the resolution passed through postal ballot and e-voting.

We are enclosing herewith certified true copy of the Buyback resolution passed by the members of the Company through postal ballot (including e-voting) circulated vide Notice dated December 23, 2016, result of which has been declared today i.e February 01, 2017.

Kindly take note of the same in your records.

Thank you,

Yours sincerely,

For **Welspun Enterprises Limited**
(Formerly known as Welspun Projects Limited)

Sandeep Garg
Managing Director
DIN: 00036419

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY POSTAL BALLOT (INCLUDING E-VOTING) BY THE MEMBERS OF WELSPUN ENTERPRISES LIMITED (FORMERLY KNOWN AS WELSPUN PROJECTS LIMITED) RESULTS OF WHICH WERE DECLARED BY THE CHAIRMAN ON FEBRUARY 01, 2017

1. SPECIAL RESOLUTION AUTHORISING BUY BACK OF EQUITY SHARES:

"**RESOLVED THAT** pursuant to Article 4A of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the "Share Capital Rules") to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) (the "Buyback Regulations"), and subject to such approvals, permissions and sanctions as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which shall include any Committee constituted/ to be constituted by the Board of Directors of the Company to exercise powers conferred by this resolution, including the Buyback Committee), consent of the members be and is hereby accorded to the Board for buyback of not exceeding 4,35,10,133 (Four Crore Thirty Five Lakh Ten Thousand One Hundred Thirty Three Only) fully paid up equity shares (representing 25% of the total paid-up equity share capital of the Company as on March 31, 2016) of the face value of Rs. 10/- (Rupees Ten Only) each (hereinafter referred to as the "Equity Shares" or "Shares") at a price of Rs. 62/- (Rupees Sixty Two Only) per equity share payable in cash ("Buyback Price") for an aggregate amount upto Rs. 269,76,28,246/- (Rupees Two Hundred and Sixty Nine Crore Seventy Six Lakh Twenty Eight Thousand Two Hundred and Forty Six Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. ("Buyback Size"), which is less than 25% of the aggregate of Paid-up Share Capital and Free Reserves (including Securities Premium Account) of the Company as per the latest audited balance sheet of the Company for the financial year ended March 31, 2016, out of the Free Reserves and/or the Securities Premium Account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the members of the Company, as on record date to be determined by the Board (hereinafter referred to as the"the Record Date"), on a proportionate basis through "Tender Offer" route as prescribed under the Buyback Regulations (the "Buyback")."

"**RESOLVED FURTHER THAT** the Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/ DCR2/ CIR/ P/ 2016/131 dated December 09, 2016 or such other mechanism as may be applicable."

"**RESOLVED FURTHER THAT** the Company may buyback Shares from the existing members of the Company as on the Record Date, on a proportionate basis, provided that 15% of the number of Shares under the Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the Buyback Regulations."

"**RESOLVED FURTHER THAT** the Buyback of Shares from the non-resident members of the Company, including Overseas Corporate Bodies, Foreign Institutional Investors, members of foreign nationality, etc., shall be subject to such approvals, if and to the extent

necessary or required, including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Key Managerial Personnel/ Officer(s) / Authorised Representative(s) / Committee of the Company (including the Buyback Committee) in order to give effect to the aforesaid resolution, including but not limited to:

- finalizing/modifying the terms of the Buyback, as may be permissible under the law, with regard to the fixation of the Record Date, entitlement ratio, the time frame for completion of the Buyback, etc.;

- the appointment of broker(s), solicitor(s), depository participant(s), escrow agent(s), advertising agency(ies) and other advisor(s)/consultant(s)/ intermediary(ies)/ agency(ies), as may be required, for the implementation of the Buyback;

- to make all necessary applications to the appropriate authorities for seeking their approvals including but not limited to approvals, as may be required, from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;

- to initiate all necessary actions for preparation, signing, issuing and filing of the Public Announcement, the draft Letter of Offer, Letter of Offer and all other documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities, as may be required;

- to obtain all necessary certificates and reports from the Statutory Auditors and other third parties as may be required under applicable laws;

- to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations;

- for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and

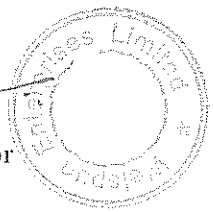
- to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of

India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, depositories or other authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback."

"**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of the Company or the Board to buyback any Shares, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law."

"**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

For **Welspun Enterprises Limited**
(Formerly known as Welspun Projects Limited)



Sandeep Garg
Managing Director
DIN: 00036419

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1. Approval for buyback of equity shares

Members are informed that the Board of Directors of the Company (the "Board") has, at its meeting held on December 22, 2016, approved the proposal for buyback of its equity shares, the details of which are as contained in the resolution stated at Item No. 1 of the Notice.

As per the applicable provisions of the Companies Act, 2013 (as amended) (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the "Share Capital Rules") and the SEBI (Buy Back of Securities) Regulations, 1998 (as amended) (the "Buyback Regulations"), this Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the proposed Special Resolution for the Buyback by the Company of its equity shares as under:

a) Necessity for the Buyback

i. The Buyback will help the Company to return surplus cash to its members, holding equity shares and tendering under the Buyback, broadly in proportion to their shareholding, thereby enhancing the overall return to the members;

ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";

iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without any additional investment.

v. Optimizes the capital structure.

b) Method to be adopted for the Buyback:

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Act and the Share Capital Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the Buyback Regulations, the Company will announce a record date (the "Record Date") for determining the names of the members holding equity

shares of the Company who will be eligible to participate in the Buyback. In due course, a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback will be dispatched to each shareholder as on the Record Date.

The equity shares to be bought back as a part of the buyback shall be divided in two categories:

(a) Reserved category for small shareholders; and

(b) General category for all other shareholders

As defined in Regulation 2(1)(la) of the Buyback Regulations, a 'small shareholder' means a shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such security, as on record date is not more than Rs. 2,00,000 (Rupees Two Lakh Only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (Fifteen Percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender his shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. The maximum tender under the Buyback by any shareholder shall not exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICY CELL/1/2015 dated April 13, 2015 read with circular CFD/ DCR2/ CIR/ P/ 2016/131 dated December 09, 2016.

Detailed instructions for participation in the Buyback as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

The Buyback from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under

the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

c) *Maximum amount required under the Buyback, its percentage of the total paid up share capital and free reserves (including Securities Premium Account) and the sources of funds from which the Buyback would be financed*

The maximum amount required under the Buyback will not exceed Rs. 269,76,28,246/- (Rupees Two Hundred and Sixty Nine Crore Seventy Six Lakh Twenty Eight Thousand Two Hundred and Forty Six Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., representing 20.95% and 21.85% respectively of the aggregate of the Standalone and Consolidated paid-up Share Capital and Free Reserves (including Securities Premium Account) as per the audited accounts of the Company for the financial year ended March 31, 2016, being within the 25% limit of paid-up Share Capital and Free Reserves (including Securities Premium Account) as per the provisions of the Act.

The Buyback would be financed out of Free Reserves and/or the Securities Premium Account of the Company. The Company shall transfer from its Free Reserves and / or Securities Premium Account a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

d) *Buyback Price and the basis of arriving at the Buyback Price*

The equity shares of the Company are proposed to be bought back at a price of Rs. 62/- (Rupees Sixty Two Only) per equity share (the "Buyback Price").

The Buyback Price has been arrived at after considering various factors such as the accumulated free reserves (including Securities Premium Account) as well as the cash liquidity reflected in the audited accounts of the Company for the financial year ended March 31, 2016, the prevailing market price of the equity shares of the Company before the announcement of Board Meeting for consideration of Buyback, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

The Buyback Offer Price of Rs. 62/- (Rupees Sixty Two Only) per equity share represents a premium of 4.11% and 4.38% over the closing price of the Equity Shares on the BSE Limited ("BSE") and on the National Stock Exchange of India Limited ("NSE") (collectively referred to as the "Stock Exchanges"), respectively, as on December 19, 2016, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered.

e) *Number of shares that the Company proposes to buyback and the time limit for completing the Buyback*

The Company proposes to buyback not exceeding 4,35,10,133 (Four Crore Thirty Five Lakh Ten Thousand One Hundred Thirty Three Only) equity shares of the face value of Rs. 10 each of the Company.

The Buyback is proposed to be completed within one year from the date of passing of the Special Resolution approving the proposed Buyback.

f) Particulars of the previous Buyback: Nil

g) Compliance with Section 68(2)(c) of the Act

The Buyback is in compliance with the provisions of Section 68(2)(c) of the Act. The amount of equity share capital and free reserves (including Securities Premium) based on the audited financial statements of the Company for the year ended March 31, 2016 is as under:

Particulars	Standalone		Consolidated	
	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)
(A) Paid up equity share capital (174,040,535 equity shares of face value Rs. 10 each)		1,740,405,350		1,740,405,350
(B) Free Reserves:				
Securities Premium	10,611,911,464		10,611,761,464	
General Reserve	32,177,549		32,177,549	
Profit & Loss Account	494,166,307	11,138,255,320	(36,844,855)	10,607,094,158
Total Paid up Capital and Free Reserves (A) + (B)		12,878,660,670		12,347,499,508
Permissible capital payment (25% of the paid up capital and free reserves)		3,219,665,168		3,086,874,877
Buyback Size proposed by Board of Directors (within the permissible capital payment)				269,76,28,246

h) The aggregate shareholding of the Promoters and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:

- Shareholding of the promoters and promoter group of the Company:

Sr. No.	Name of Shareholder	No. of Equity Shares held	Percentage of issued Equity Share Capital (on fully diluted basis)
A.	Promoter and promoter group who are in control of the Company (Welspun promoter group):		
1.	Mr. Balkrishan Goenka	84	0.00
2.	Mr. Rajesh Mandawewala	120	0.00
3.	MGN Agro Properties Private Limited	58,175,951	33.38
4.	Welspun Investments and Commercials Limited	3,139,800	1.80
5.	Welspun Zucchi Textiles Limited	60	0.00
	Total (A)	61,316,015	35.18
B.	Foreign co-promoter:		
1.	Intech Metals S.A.	37,80,000	2.17
	Total (B)	37,80,000	2.17
	Total (A)+(B)	**65,096,015**	**37.35**

- Shareholding of the Directors of the companies forming part of promoter group:

Apart from as mentioned above, none of the other Directors of the companies forming part of the promoter group hold any equity share in the Company.

- Shareholding of the Directors or Key Managerial Personnel of the Company:

Apart from the following, none of the other Directors or Key Managerial Personnel of the Company holds any equity share in the Company:

Sl. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of issued Equity Share Capital
1.	Mr. Balkrishan Goenka	Chairman (Executive)	84	0.00
2.	Mr. Rajesh Mandawewala	Director (Non-Executive)	120	0.00
3.	*Mr. Sandeep Garg	Managing Director	9,60,000	0.55
4.	Mr. Ram Gopal Sharma	Independent Director	1	0.00

** Equity shares allotted pursuant to the Company's Managing Director ESOP Plan*

i) Aggregate number of equity shares purchased or sold by persons including persons mentioned in (h) above from a period of six months preceding the date of the Board Meeting at which the buyback was approved) till the date of this notice :

No equity shares of the Company were either purchased or sold by any of the persons mentioned in clause (h) above during the period of six months preceding December 22, 2016,

being the date of the board meeting at which the Buyback was approved and the date of this Notice except that:

- Krishiraj Trading Limited, Welspun Mercantile Limited, Welspun Wintex Limited and Welspun Infra Developers Limited (Transferor Companies) got merged into MGN Agro Properties Private Limited (Transferee Company) pursuant to the Court approved scheme of arrangement between Welspun Group Promoter Companies which was made effective from September 27, 2016. As a result, shares held by Transferor Companies in the Company are now vested with the Transferee Company.

- Mr. Sandeep Garg, Managing Director of the Company was allotted 2,40,000 equity shares under the Company's MD ESOP Plan.

j) Intention of the Promoters and Persons in control of the Company to tender the shares for buyback indicating the number of shares, details of acquisition with dates and price:

Welspun promoter group have intended NOT to participate in the Buyback.

The foreign co-promoter intends to tender its shares under the Buyback. Maximum number of shares which may be tendered by the foreign co-promoter is 37,80,000 (Thirty Seven Lakh Eighty Thousand Only). The details of date and price of acquisition of the Equity Shares that the foreign co-promoter intends to tender are stated below:

Earlier Intech Metals S.A.("IMSA") held 90,00,000 (Ninety Lakh Only) equity shares of the face value of Rs. 10/- each in Welspun Corp Limited (WCL) which were allotted for cash at par on 27th January,1997. Later on, with respect to the aforesaid investment, consequent upon demerger of a business undertaking of WCL to a transferee company and subsequent merger of the transferee company into the Company, Intech Metals S.A. got allotted on June 15, 2015 37,80,000 (Thirty Seven Lakh and Eighty Thousand Only) equity shares of Rs.10/-each fully paid up of the Company which it presently holds and cost of it based on the original cost of acquisition in Indian Rupee terms is Rs. 13.92 per share.

k) Confirmations from the Company as per the provisions of Buyback Regulations and the Act:

- The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback.

- The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.

- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made.

- The Company shall not buy back locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.

- The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

- The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback.

l) Confirmations from the Board of Directors:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

i) immediately following the date of the Board Meeting and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;

ii) as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as for the year immediately following the date on which the results of the Postal Ballot will be declared approving the Buyback and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date of the Board Meeting and the date on which the results of the Postal Ballot will be declared; and

iii) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 (to the extent notified), as the case may be, including prospective and contingent liabilities.

m) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment:

The text of the Report dated December 22, 2016 received from MGB & Co LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Auditor's Report

To,

The Board of Directors,
Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)
Welspun House, Kamala City,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400013

Dear Sirs,

Subject: Report in terms of Clause (xi) of Part A of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended)

1. In connection with the proposal of Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) (the "Company") to buy back its shares at Rs. 62/- (Rupees Sixty two) per Equity share, in pursuance to the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act"), the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ("the Buy Back Regulations"), we have examined the Company's Audited Accounts for the year ended March 31, 2016 and according to the information and explanations given to us and on the basis of verification of relevant records as we considered appropriate, we report that:

i) We have enquired into the state of affairs of the Company in relation to the Audited Standalone and the Consolidated Financial Statements for the year ended March 31, 2016;

ii) The amount of permissible capital payment for the Buy Back of equity shares, as computed in the table below, has been properly determined in our view in accordance with Section 68 (2) of the Act and Regulation 4 (1) of the Buy Back Regulations. The amount of equity share capital and free reserves (including Securities Premium) have been extracted from the audited financial statements of the Company for the year ended March 31, 2016 as under:

Particulars	Standalone		Consolidated	
	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)
(A) Paid up equity share capital (174,040,535 equity shares of face value Rs. 10 each)		1,740,405,350		1,740,405,350
(B) Free Reserves:				

Securities Premium	10,611,911,464		10,611,761,464	
General Reserve	32,177,549		32,177,549	
Profit & Loss Account	494,166,307	11,138,255,320	(36,844,855)	10,607,094,158
Total Paid up Capital and Free Reserves (A) + (B)		12,878,660,670		12,347,499,508
Permissible capital payment (25% of the paid up capital and free reserves)		3,219,665,168		3,086,874,877
Buyback Size proposed by Board of Directors				269,76,28,246

iii) The Board of Directors at its meeting held on December 22, 2016 have formed their opinion as specified in Clause (x) of Part A of Schedule II of the Buy Back Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and the date on which the results of the Postal Ballot will be declared.

2. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

3. Compliance with the provisions of the Act and the Buy Back Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy of the above mentioned reporting under paragraph 1 above.

4. For the purpose of this report, we have conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India.

5. This report has been prepared and issued to the Company with reference to the proposed Buyback of Equity Shares including disclosing in the Postal Ballot Notice, Public Announcement, Draft Letter of Offer, Letter of Offer and submission to various Regulatory bodies such as SEBI, Stock Exchanges, RBI etc., as required under the Buy Back Regulations and should not be used, referred or distributed for any purpose without our prior written consent.

6. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For MGB & Co LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

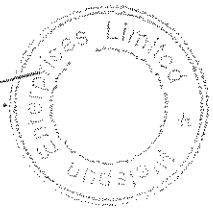
Sanjay Kothari
Partner
Membership No. 048215
Mumbai, December 22, 2016

Pursuant to the applicable provisions of the Act and the Buyback Regulations, the Board recommends passing of the Special Resolution as set out in Item No. 1 of the accompanying Notice by way of postal ballot/e-voting.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

Pursuant to the provisions of Regulation 10(4)(c) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the promoter and promoter group (including the foreign co-promoter) have decided NOT to vote on the resolution proposed at Item No. 1 of this Notice.

For **Welspun Enterprises Limited**
(Formerly known as Welspun Projects Limited)



Sandeep Garg
Managing Director
DIN: 00036419