

**WPL/SEC/2013****January 08, 2014**

To,

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1 <sup>st</sup> Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001  <b>Scrip Code: 532553</b>	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  <b>NSE Symbol: WELPROJ</b>	The Managing Director, Vadodara Stock Exchange Ltd, 'Fortune Towers', Sayajigunj, Vadodara – 390 005
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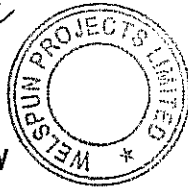
Dear Sir/Madam,

**Sub.: Corporate Governance Report and Shareholding Pattern for the quarter ended December 31, 2013**

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, 2013.

Kindly take the same on record.

Thanking You.

For **Welspun Projects Limited**
  
**Rajendra Sawant**  
**Company Secretary**


Encl : as above

**Registered Office**
 Welspun City,  
 Village Versamedi,  
 Taluka Anjar,  
 Gujarat - 370 110

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


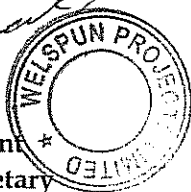
Fax : +91 2836 279060

website: www.welspunprojects.com



Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2013			
Name of the Company : WELSPUN PROJECTS LIMITED			
NSE Script Code		WELPROJ	
BSE Script Code		532553	
Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
<b>I. Board of Directors</b>	49 (I)		
(A) Composition of Board	49 (IA)	YES	NA
(B) Non- Executive Director's compensation & disclosures	49 (IB)	YES	NA
(C) Other Provisions as to Board & Committees	49 (IC)	YES	NA
(D) Code of Conduct	49 (ID)	YES	NA
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	NA
(B) Meeting of Audit Committee	49 (IIB)	YES	NA
(C) Powers of Audit Committee	49 (IIC)	YES	NA
(D) Role of Audit Committee	49 (IID)	YES	NA
(E) Review of Information by Audit Committee	49 (IIE)	YES	NA
<b>III. Subsidiary Companies</b>	49 (III)	YES	NA
<b>IV. Disclosures</b>	49 (IV)	YES	NA
(A) Basis of related party transactions	49 (IVA)	YES	NA
(B) Disclosure of Accounting Treatment	49(IVB)	YES	NA
(C) Board Disclosures	49 (IVC)	YES	NA
(D) Proceeds from Public issue, right issues, preferential issues etc.	49 (IVD)	YES	NA
(E) Remuneration of Directors	49 (IVE)	YES	NA
(F) Management	49 (IVF)	YES	NA
(G) Shareholders	49(IVG)	YES	NA
<b>V. CEO/ CFO Certification</b>	49 (V)	YES	NA
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	NA
<b>VII. Compliance</b>	49 (VII)	YES	NA

For Welspun Projects Limited

**Rajendra Sawant**  
Company Secretary

Dated : 08.01.2014

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