

Brief particulars of the Resulting Company

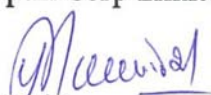
S. N.	Particulars	Remarks																								
1.	Name of the Company	Welspun Corp Limited																								
2.	Exchange(s) Listed on	BSE Limited & National Stock Exchange of India Limited																								
3.	Designated Stock Exchange	National Stock Exchange of India Limited																								
4.	Scheme provides for	The Scheme of Arrangement('Scheme') provides for demerger of the Demerged Undertaking (as defined at Clause 1.9 of the Scheme) of Welspun Steel Limited ('the Demerged Company' or 'WSL') into Welspun Corp Limited ('the Resulting Company' or 'WCL') under Sections 230 – 232 and other applicable provisions of the Companies Act, 2013, rules and regulations thereunder.																								
5.	Consideration	"81 (Eighty-one) 6% CRPS of the Resulting Company of Rs. 10 (Rupees Ten only) each fully paid up, which will be redeemable subject to the terms specified in Annexure to the Scheme, shall be issued and allotted for every 100 (One Hundred) equity share of the Demerged Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid"																								
6.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR), 1957	No																								
7.	Report of Audit Committee	Audit Committee report dated June 28, 2021 has recommended the draft scheme for favorable consideration.																								
8.	Valuation Report from a Registered Valuer	The share entitlement ratio have been derived based on valuation report dated June 26, 2021 issued by Ms. Drushti R. Desai. and M/s RSBA Valuation Advisors LLP.																								
9.	Fairness opinion by Merchant Banker	DAM Capital Advisors Limited, Merchant Banker, in its fairness opinion dated June 28, 2021 has opined that the share entitlement ratio as recommended by the valuer is fair.																								
10.	Pre and post scheme Shareholding Pattern of the listed Company	Pre-Scheme Shareholding Pattern: <table border="1"> <thead> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> </thead> <tbody> <tr> <td>Promoter</td><td>130,502,154</td><td>50.01</td></tr> <tr> <td>Public</td><td>130,447,241</td><td>49.99</td></tr> <tr> <td>Total</td><td>260,949,395</td><td>100.00</td></tr> </tbody> </table> Post-Scheme shareholding pattern: <table border="1"> <thead> <tr> <th>Category</th><th>No. of shares</th><th>%</th></tr> </thead> <tbody> <tr> <td>Promoter</td><td>130,502,154</td><td>50.01</td></tr> <tr> <td>Public</td><td>130,447,241</td><td>49.99</td></tr> <tr> <td>Total</td><td>260,949,395</td><td>100.00</td></tr> </tbody> </table>	Category	No. of shares	%	Promoter	130,502,154	50.01	Public	130,447,241	49.99	Total	260,949,395	100.00	Category	No. of shares	%	Promoter	130,502,154	50.01	Public	130,447,241	49.99	Total	260,949,395	100.00
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11.	Pre and post scheme Shareholding pattern of the unlisted company	Pre-Scheme shareholding pattern:		
		Category	No. of shares	%
		Promoter	43,39,64,903	96.91%
		Public	1,38,48,456	3.09%
		Total	44,78,13,359	100.00%
		Post-Scheme shareholding pattern:		
		Category	No. of shares	%
		Promoter	43,39,64,903	96.91%
		Public	1,38,48,456	3.09%
		Total	44,78,13,359	100.00%

12.	Minimum public shareholding in all the companies pre and post scheme is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	Complied	
13.	Approval of shareholders through postal ballot and e-voting	To be complied	
14.	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter dated [•] confirmed that the proposed Scheme of Arrangement to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.	
15.	Statutory Auditor's certificate confirming the compliance of the accounting treatment as specified in Para (I)(A)(5) of the SEBI Circular	Price Waterhouse Chartered Accountants LLP, Statutory Auditors of the Resulting Company, have provided the certificate dated June 28, 2021, confirming the accounting treatment as per SEBI circular.	
16.	Compliance Report as per SEBI circular	Compliance Report as the SEBI Circular has been submitted along with the application filed on July 5, 2021	
17.	Net Worth (Rs. In crores)	Name of the Resulting Company	Name of the Demerged Company
	Pre	Rs. 2531.13 crores	Rs.483.91 crores
	Post	Rs. 2531.13 crores	Rs.483.91 crores
18.	Capital before the scheme (No. of equity shares as well as capital in rupees)	Rs. 1,304,746,975/- divided into 260,949,395 equity shares of Rs. 5/- each	44,78,13,359 equity shares of Rs.10 each amounting to Rs.447,81,33,590/-

	No. of shares to be issued	362,728,821 Preference shares of Rs. 10/- each.	Nil
	Cancellation of shares on account of cross holding, if any	Nil	Nil
	Capital after the scheme (No. of equity shares as well as capital in rupees)	No change. Since preference shares will be issued after the approval of the Scheme. Rs. 1,304,746,975/- divided into 260,949,395 equity shares of Rs. 5/- each.	44,78,13,359 equity shares of Rs.10 each amounting to Rs.447,81,33,590/-
19.	Remarks, if any	Nil	

For Welspun Corp Limited



Pradeep Joshi
 Company Secretary and Compliance Officer
 FCS-4959

Exhibit: Pre and Post Scheme Shareholding pattern

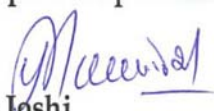
- i. The shareholding pattern of **Welspun Corp Limited or the Resulting Company** as on June 25, 2021 is as follows:

	PRE	%	POST	%
Promoter	130,502,154	50.01	130,502,154	50.01
Public	130,447,241	49.99	130,447,241	49.99
Custodian	0	0.00	0	0.00
Total	260,949,395	100.00	260,949,395	100.00
No. of shareholders	100,101		100,101	

- ii. The shareholding pattern of **Welspun Steel Limited or the Demerged Company** is as follows:

	PRE	%	*POST	%
Promoter	43,39,64,903	96.91%	43,39,64,903	96.91%
Public	13848456	3.09%	13848456	3.09%
Custodian	-	-	-	-
Total	44,78,13,359	100.00%	44,78,13,359	100.00%
No. of shareholders	8		8	

For Welspun Corp Limited



Pradeep Joshi
Company Secretary and Compliance Officer
 FCS-4959