

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/27541\_III

September 17, 2021

The Company Secretary  
Welspun Corp Limited  
Welspun City, Village Versamedi,  
Taluka Anjar, Dist. Kutch,  
Gujarat -370110

**Kind Attn.: Mr. Pradeep Joshi**

Dear Sir,

**Sub: Observation Letter for draft scheme of arrangement between Welspun Steel Limited and Welspun Corp Limited and their respective shareholders.**

We are in receipt of draft scheme of arrangement between Welspun Steel Limited (“Demerged Company” or “WSL”) and Welspun Corp Limited (“Resulting Company” or “WCL”) and their respective shareholders vide application dated July 05, 2021.

Based on our letter reference no Ref: NSE/LIST/27541 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, (hereinafter referred to as ‘the Circular’) and the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 (“Circular”), kindly find following comments on the draft scheme:

- a. The Company shall ensure that the Company discloses all details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon’ble NCLT and shareholders, while seeking approval of the scheme.*
- b. The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.*
- c. The Companies involved in the scheme shall duly comply with various provisions of the Circular.*
- d. The Company is advised that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for the abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- e. The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

- f. The Company is advised that all the details provided by the Company vide its letter dated September 03, 2021 shall be prominently disclosed in the notice sent to the Shareholders.*
- g. The Company is advised that the CRPS proposed to be issued in terms of the “Scheme” shall mandatorily be in demat form only. Accordingly, the para 11.9 of Part B of the “Scheme” and other relevant paras shall be suitably amended before the “Scheme” is filed with Hon’ble NCLT and shareholders, while seeking approval.*
- h. The Company is advised that the “Scheme” shall be acted upon subject to the application complying with the Clause 21 of Part C mentioned in the scheme document.*
- i. The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon’ble National Company Law Tribunal (‘NCLT’) and the company is obliged to bring the observations to the notice of Hon’ble NCLT.*
- j. It is to be noted that the petitions are being filed by the company before Hon’ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchange(s). Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

**It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.**

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from September 17, 2021 within which the scheme shall be submitted to NCLT.

**The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.**

Yours faithfully,  
For National Stock Exchange of India Limited

Harshad Dharod  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:  
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>