

WEL /SEC/2023

January 13, 2023

To,
BSE Limited
1st Floor, Rotunda Bldg,
Dalal Street, Fort,
Mumbai - 400 001.
Scrip Code: (Equity : 532553)
(NCD-959560 , 959529)

Dear Sir/Madam,

Sub.: Quarterly Security Cover Certificate in terms of Regulation 54 read with Regulation 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 54 read with Regulation 56 (1)(d) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in terms of the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022, please find the attached quarterly security certificate received from statutory Auditors for the quarter ended 30 September, 2022.

This is for your information and record.

FOR WELSPUN ENTERPRISES LIMITED

NIDHI TANNA
COMPANY SECRETARY
ACS - 30465

Welspun Enterprises Limited

Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020

E-mail : companysecretary_wel@welspun.com Website : www.welspunenterprises.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

T : +91 28 3666 2222 F : +91 28 3627 9010

Corporate Identity Number: L45201GJ1994PLC023920

To,
The Board of Directors
Welspun Enterprises Limited
C/8, BKT House, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel (West), Mumbai 400013

Auditor's Certificate on book values of assets included in the statement of security cover as per Debenture Trust Deeds as on 30 September 2022 in respect of listed Non-Convertible Debentures (Rs. 175 crores, ISIN number: INE625G07010 and Rs. 200 crores, ISIN number: INE625G07028) as per the standalone unaudited financial statements as on 30 September 2022.

1. We, **MGB & Co LLP**, Chartered Accountants, are the Statutory Auditors of **Welspun Enterprises Limited** (the "Company") having its registered office at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370110.
2. This certificate is issued at the request of the Company as per the revised format of Security Cover prescribed by Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated 19 May 2022 in Annexure I. This certificate supersedes our earlier two certificates both dated 5 December 2022 on statement of Asset cover.
3. The accompanying Statement of Security Cover as mentioned in the Debenture Trust Deeds (collectively the "Agreement") dated 22 July 2020 (the "Statement") has been prepared by the management of the Company as at 30 September 2022 pursuant to Regulation 56(1) (d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) read with Circular SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated 19 May 2022 (together referred to as the "Listing Regulations, 2015"), which has been initiated by us for the purposes of identification only.

Management's Responsibility for the statement

4. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the Listing Regulations, 2015 and the Agreement, and it provides all relevant, complete and accurate information as required therein.

Auditor's Responsibility

6. Pursuant to the Listing Regulations, 2015, it is our responsibility to examine the Statement and to certify based on our procedures performed as described in paragraph 10 below, whether anything has come to our attention that causes us to believe that the book values of the assets specified in columns C to J in the Statement prepared by the Company are not in agreement with the underlying books and relevant records of the Company as at 30 September 2022, as produced to us by the Management during the course of our examination.



7. The financial statements for the year ending on 31 March 2023, relating to the books and records for the period 1 April 2022 to 30 September 2022 referred to in paragraph 6 above, are subject to our audit pursuant to the requirements of the Companies Act, 2013.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. In carrying out our examination as described in paragraph 6 above, we have carried out the following procedures:
 - We have traced the financial information contained in Columns C to Columns J of Statement with underlying unaudited books and records of the Company as at 30 September 2022 as provided by the Management.
11. For avoidance of doubt, we clarify that we were not required to, and have not performed any procedures on the information included in columns K to O of the accompanying statement and the same is furnished by the management of the Company.
12. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Conclusion

13. Based on our examination as described in paragraph 8 and procedures performed as described in paragraph 10 above, and according to the information and explanations given to us, we certify that nothing has come to our attention that causes us to believe that the book values of the assets specified in columns C to J in the Statement prepared by the Company are not in agreement with the underlying books and relevant records of the Company as at 30 September 2022 as produced to us by the Management during the course of our examination.

Restriction on use

14. Our work was performed solely to assist you in meeting the requirements of the Listing Regulations, 2015 to enable the Company to meet the conditions of Regulation 56(1)(d) of the Listing Regulations, 2015. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.



15. Our certificate has been prepared pursuant to the requirements of the Listing Regulations solely to enable the Company (i) to submit Statement along with our Deliverable to the Debenture Trustees and (ii) to publish the Statement with Deliverable on the website of the Company and for onward submission to the Stock Exchange. This shall not be used for any other purpose. This certificate has been issued solely at the request of the Board of Directors of the Company to whom it is addressed. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **MGB & Co LLP**
Chartered Accountants
Firm Registration Number 101169WW-100035

Amit Kothari

Amit Kumar Kothari

Partner

Membership Number 222726

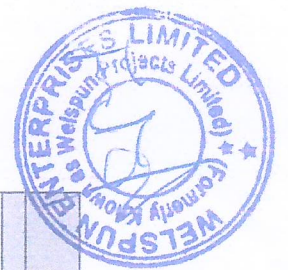
Mumbai, 12 January 2023

UDIN: 23222726BGWLQG5169



Statement of Security Cover as on 30 September 2022
(Rs. in crores)

Column A Particulars	Column B Description of asset for which this certificate relate	Column C ¹ Exclusive Charge	Column D ² Exclusive Charge	Column E ³ Debt for which this certificate is being issued	Column F ⁴ Debt for which this certificate is being issued	Column G ⁵ Other assets on which there is pari-passu charge (excluding items covered in Column F)	Column H ⁶ Assets not offered as Security/ Unsecured Liabilities	Column I ⁷ Elimination (amount in negative)	Column J (Total C to H)	Column K Market Value for Assets charged on Exclusion basis	Column L Carrying / book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Column M Market Value for Pari passu charge Assets ¹⁰	Column N Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRM market value is not applicable)	Column O Total Value=(K+L+M+N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment		-	-	Yes	35	-	1	-	36	-	-	35	-	35
Capital Work-in- Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	11	-	11	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	-	-	-	-	-	-	-	-	-	-	-
Development		-	-	-	-	-	-	-	-	-	-	-	-	-
Investments		-	-	Yes	52	-	1,466	-	1,518	-	-	-	-	52
Loans		-	-	Yes	989	-	-	-	989	-	-	-	-	989
Inventories		-	-	Yes	59	-	-	-	59	-	-	59	-	59
Trade Receivables		-	-	Yes	263	-	-	-	263	-	-	263	-	263
Cash and Cash Equivalents		-	-	Yes	49	-	-	-	49	-	-	49	-	49
Bank Balances other than Cash and Cash Equivalents		-	-	-	-	-	130	-	130	-	-	-	-	-
Others		-	-	Yes	885	-	64	-	949	-	-	885	-	885
Total		-	-		2,353	-	1,672	-	4,025	-	-	95	-	2,353
LIABILITIES														
Debt securities to which this certificate pertains		-	-	-	387	-	-	-	387	-	-	-	-	387
Other debt sharing pari-passu charge with above debt		-	-	-	214	-	-	-	214	-	-	-	-	214
Other Debt		-	-	-	-	-	52	-	52	-	-	-	-	-
Subordinated debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-
Bank		-	-	-	-	-	-	-	-	-	-	-	-	-
Debt Securities		-	-	-	-	-	-	-	-	-	-	-	-	-
Others		-	-	-	-	-	-	-	-	-	-	-	-	-
Trade Payables		-	-	-	-	-	461	-	461	-	-	-	-	-
Lease Liabilities		-	-	-	-	-	12	-	12	-	-	-	-	-
Provisions		-	-	-	-	-	7	-	7	-	-	-	-	-
Others		-	-	-	-	-	962	-	962	-	-	-	-	-
Total		-	-		601	-	1,494	-	2,094	-	-	601	-	601
Cover on Book Value					3.92									
Cover on Market Value¹¹														
		Exclusive Security Cover Ratio			Part-Passu Security Cover Ratio									
					3.92									



- i. This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued
- ii. This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.
- iii. This column shall include debt for which this certificate is issued having any part passu charge - Mention Yes, else No.
- iv. This column shall include a) book value of assets having part-passu charge b) outstanding book value of debt for which this certificate is issued and c) other debt sharing part-passu charge along with debt for which certificate is issued
- v. This column shall include book value of all other assets having part passu charge and outstanding book value of corresponding debt.
- vi. This column shall include all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid-for in order to match the liability amount with financials. It is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under part passu). On the assets side, there shall not be elimination as there is no overlap
- vii. Assets which are considered at Market Value like Land, Building, Residential/ Commercial Real Estate to be stated at Market Value. Other assets having charge to be stated at book value/Carrying Value.
- ix. The market value shall be calculated as per the total value of assets mentioned in Column O.

Notes :

1. The book value as mentioned in above table are as per standalone financials in format of the Company prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other recognised accounting practices and policies to the extent applicable.
2. Current assets includes certain investments and bank deposits which are subjected to lien to banks/ financial institutions, hence, not considered for security cover
3. Property, plant and equipment of Rs. 35 crores above includes certain assets classified as held for sale in accordance with Ind AS105 Non Current Assets Held for Sale and Discontinued Operations amounting to Rs. 25 crores as still the assets are held by the management



Authorised Signatory
 (Latit Jain)
 12/01/2023