

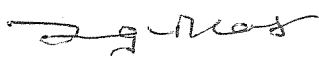


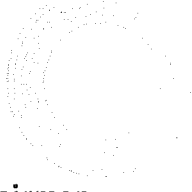
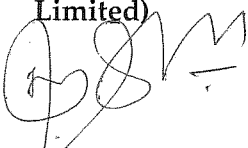
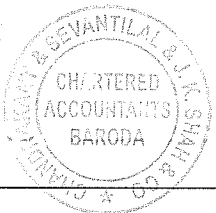


FORM A

*Pursuant to Clause 31(a) of the Listing Agreement
(As per SEBI circular No. CIR/CFD/DIL/7/2012 dated August 13, 2012)*

1.	Name of the Company:	Welspun Enterprises Limited (formerly known as Welspun Projects Limited)
2.	Annual financial statements for the year ended	March 31, 2015
3.	Type of Audit observation	Un-qualified / Matter of Emphasis : NIL
4.	Frequency of observation	N.A.
5.	To be signed by-	
	<ul style="list-style-type: none"> CEO/Managing Director For Welspun Enterprises Limited  Sandeep Garg Managing Director DIN : 00036419 Date: August <u>31</u>, 2015 	<ul style="list-style-type: none"> Chief Financial Officer For Welspun Enterprises Limited  Shrinivas Kargutkar Chief Financial Officer Date: August <u>24</u>, 2015 
	<ul style="list-style-type: none"> Audit Committee Chairman For Welspun Enterprises Limited  Ram Gopal Sharma Audit Committee Chairman DIN : 00026514 Date: August <u>24</u>, 2015 	<ul style="list-style-type: none"> Auditor of the Company For Chandrakant & Sevantilal & J. K. Shah & Co. FRN: 101676W (Statutory Auditors of Welspun Enterprises Limited)  H. B. Shah Partner Membership Number : 16642 Date: August <u>24</u>, 2015 



NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of Welspun Enterprises Limited (formerly known as Welspun Projects Limited) will be held on Tuesday, September 29, 2015 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370 110 at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the financial statements for the financial year ended March 31, 2015 and the reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a director in place of Mr. Sandeep Garg (DIN 00036419), who retires by rotation, and being eligible, offers himself for re-appointment.
- 3) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s MGB & Co. LLP, Chartered Accountants, having Firm Registration Number 101169W/W-100035, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the 26th Annual General Meeting subject to ratification by the members of the Company at every Annual General Meeting, at a remuneration of Rs. 25 lakh (Rupees Twenty Five Lacs Only) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses as may be authorized by the Board for the period commencing from this Annual General Meeting and ending at the conclusion of the next Annual General Meeting."

SPECIAL BUSINESS:

- 4) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ram Gopal Sharma (holding DIN 00026514), who was appointed as an additional director of the Company with effect from May 29, 2015 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director and who had submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Companies Act 2013 and who is eligible for appointment, be and is hereby appointed as an independent non-executive director of the Company with effect from May 29, 2015 to hold office for five consecutive years for a term up to May 28, 2020, not liable to retire by rotation."

- 5) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Mintoo Bhandari (holding DIN 00054831), who was appointed as an additional director of the Company with effect from May 29, 2015 in terms of Section 161 of the Companies Act, 2013 and Article 129 the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a director of the Company whose period of office shall be liable to retire by rotation."

- 6) To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, and subject to the approval of Central Government or other Government authority / board / agency, if any, the consent of the Company be and is hereby accorded for appointment of Mr. Balkrishan Goenka (holding DIN 00270175), as the "Chairman (executive)" of the Company for a period of 5 years effective from May 29, 2015, whose period of office is liable to retire by rotation, on the terms and conditions of appointment as may be agreed to by the Board of Directors at a remuneration of Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakh only) per annum on cost to company basis and commission @ 2% of annual profit (excluding profit/loss from capital receipts and assets disposition) of the Company on consolidated basis subject to approvals as may be required under the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then maximum remuneration within aforesaid limit of Rs. 1,20,00,000/- permissible under the applicable provisions of the Act including Schedule V thereto or the aforesaid remuneration with the prior approval of the Central Government, may be paid.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee including

Nomination and Remuneration Committee of the Board, be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Balkrishan Goenka, Chairman (executive), including giving of annual increment not exceeding 25% of the remuneration last drawn, to Mr. Balkrishan Goenka, Chairman (executive).

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee including Nomination and Remuneration Committee of the Board, be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

- 7) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Yogesh Agarwal (holding DIN 00947896), who was appointed as an additional director of the Company with effect from August 12, 2015 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director and who had submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Companies Act 2013 and who is eligible for appointment, be and is hereby appointed as an independent non-executive director of the Company with effect from August 12, 2015 to hold office for five consecutive years for a term up to August 11, 2020, not liable to retire by rotation."

- 8) To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- 9) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, including any statutory modification or re-enactment thereof for the time being in force, consent of the shareholders be and is hereby accorded for payment to M/s. Kiran J. Mehta & Co., Cost Accountants (FRN No. 000025), Cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending March 31, 2016, of remuneration of Rs. 2 lac (Rupees Two Lac Only) and applicable service tax plus such travelling and out-of-pocket expenses as may be authorized by the Board."

By Order of the Board

Place: Mumbai
Date: August 12, 2015

Indu Daryani
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

1. Item No. 2: Reappointment of Mr. Sandeep Garg (DIN: 00036419)

Mr. Sandeep Garg, aged 55, is B.E. (Electrical) and a scholar of Harvard Business School. Mr. Garg is a prominent figure in the industry with long and varied experience of over three decades. He brings along with him a successful history of achieving key milestones. He has worked with companies involved in engineering and construction of infrastructure in road, elevated roads, power, irrigation, railways, buildings and oil & gas pipelines.

Mr. Garg was appointed as the Managing Director of the Company for a period of 5 years in the year 2012.

Details of directorship in other companies and membership / chairmanship of the Committees of the Board of the Companies are as under:

Directorship: Anjar Road Private Limited, ARSS Bus Terminal Private Limited, MSK Projects (Kim Mandvi Corridor) Private Limited, MSK Projects (Himmatnagar Bypass) Private Limited, Dewas Bhopal Corridor Limited, Welspun Natural Resources Private Limited and Adani Welspun Exploration Limited.

WELSPUN

Dare to Commit

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110 Tel: 00 91 2836 662222 Fax: 00 91 2836 279010
 Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020
 website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

Membership/Chairmanship of Committees: Member-International Trade Practices and Governance Committee, Budget Committee, Project / Bid Committee, CSR Committee - Welspun Enterprises Limited.

Mr. Garg does not hold any shares of the Company.

None of the directors and key managerial personnel of the Company and their relatives, except Mr. Sandeep Garg, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Members' approval is sought by way of ordinary resolution proposed under item no. 2 of the accompanying notice.

2. Item No. 4 – Appointment of Mr. Ram Gopal Sharma (DIN 00026514) as an Independent Director

Mr. Ram Gopal Sharma, aged 75, is an eminent Economist. He is also a Fellow of the Insurance Institute of India (FII). After rendering services for 35 years, Mr. Sharma retired as Chief Executive from LIC Mutual Fund. He has over 40 years of experience in the life insurance, mutual funds and finance sector and has in the past been a member of the Mutual Fund Leadership Team delegation at the USAID, 1997.

The Board of Directors appointed Mr. Sharma as an additional director of the Company w.e.f. May 29, 2015 pursuant to section 161 of the Companies Act, 2013 to hold office up to the date of this Annual General Meeting.

Details of directorship in other companies and membership/ chairmanship of the Committees of the Board of the Companies are as under:

Directorship: Welspun Corp Limited, Welspun Steel Limited, Welspun India Limited, Welspun Tradings Limited and Welspun Energy Private Limited.

Membership/Chairmanship of Committees:

Audit Committee: Chairman - Welspun Corp Limited, Welspun India Limited, Welspun Enterprises Limited and Welspun Energy Private Limited, Member – Welspun Steel Limited and Welspun Tradings Limited. **Nomination and Remuneration Committee:** Member - Welspun Corp Limited, Welspun Steel Limited, Welspun India Limited, Welspun Tradings Limited, Welspun Enterprises Limited and Welspun Energy Private Limited. **CSR Committee:** Chairman- Welspun Corp Limited, Welspun Steel Limited, Welspun India Limited, Welspun Tradings Limited and Welspun Enterprises Limited.

Mr. Sharma does not hold any shares of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sharma being eligible and offering himself for appointment is proposed to be appointed as an independent director for a term of five consecutive years upto May 28, 2020. A notice has been received from a member proposing Mr. Sharma as a candidate for the office of director of the Company.

In the opinion of the Board, Mr. Sharma fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an independent director of the Company. The Board considers that his association would benefit the Company and it is therefore desirable to avail services of Mr. Sharma as an independent director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sharma as an independent director, for approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. Sharma as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the directors and key managerial personnel of the Company and their relatives, except Mr. Sharma, being an appointee, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

3. Item No. 5 – Appointment of Mr. Mintoo Bhandari (DIN 00054831) as Director

Mr. Mintoo Bhandari, aged 47, graduated with distinction in Mechanical Engineering from MIT (S.B. '87) and the Harvard Business School (MBA '92). He has been an early participant in the sourcing, execution and development of transactions and enterprises which leveraged operating resources in India and has been integrally involved with approximately twenty such transactions, several of which were pioneering in their structure, strategy and timing.

Mr. Bhandari was previously a member of the private equity team and later a manager of hedge fund capital at the Harvard Management Company which manages the endowment of Harvard University. He is the Managing Director of AGM India Advisors Private Ltd, an affiliate of Apollo Global Management LLC ("Apollo"), responsible for the development and oversight of transactions which relate to India. Insight Solutions Limited and Granele Limited are affiliates of Apollo.

Mr. Bhandari was appointed as an additional director of the Company (nominee director of private equity investors) w.e.f. May 29, 2015 pursuant to section 161 of the Companies Act, 2013 and Article 129 of the Articles of Association of the Company.

Details of directorship in other companies and membership/ chairmanship of the Committees of the Board of the Companies are as under:

Directorship: Managing Director -AGM India Advisors Private Limited, director - Dish TV India Limited, AION India Investment Advisors Private Limited and Welspun Corp Limited.

Membership/Chairmanship of Committees:

Audit Committee: Member - Welspun Corp Limited, Welspun Enterprises Limited. **Nomination and Remuneration Committee:** Member - Welspun Corp Limited, Welspun Enterprises Limited. **Share Transfer and Investors' Grievance and Stakeholders Relationship Committee:** Member - Welspun Corp Limited, Welspun Enterprises Limited. **International Trade Practices and Governance Committee:** Member- Welspun Corp Limited and Welspun Enterprises Limited.

Mr. Bhandari does not hold any shares of the Company.

In terms of section 161 of the Companies Act, 2013, Mr. Bhandari holds office upto the date of this Annual General Meeting.

The Company has received notice in writing from a member proposing the candidature of Mr. Bhandari for the office of director pursuant to section 160 of the Companies Act, 2013.

None of the directors or key managerial personnel of the Company or their relatives, except Mr. Mintoo Bhandari, may be deemed to be concerned or interested, financially or otherwise in this resolution.

Members' approval is sought by way of an ordinary resolution proposed under item no.5.

4. Item No. 6 – Appointment of Mr. Balkrishan Goenka as Executive Chairman (DIN 00270175)

Mr. Balkrishan Goenka is one of the promoters of Welspun Group from its inception. Mr. Goenka has steered the business of Welspun Group to its present heights. He began his career when he launched Welspun at the young age of 18 in 1985, and became a full time director of the Group in 1991, rising rapidly to be recognised as one of the leading entrepreneurs of the country today.

Mr. Goenka has played a pivotal role in the success of the Group, a story he has scripted with his vision, dynamism and dedication. Accepting all challenges and leading his team to overcome every obstacle he has embodied Welspun spirit of 'Dare to Commit'. In the process, Welspun has emerged as the 2nd largest Line Pipe (Large Diameter) company in the world and one of the Top Three producers of Home Textiles.

With the merger of infrastructure companies into the Company, the Company would need regular consultation and strategic guidance of Mr. Goenka and therefore it was imperative to appoint him as the Chairman (executive). The Board of Directors at their meeting held on May 29, 2015 subject to necessary approvals, had unanimously appointed Mr. Balkrishan Goenka as Chairman (executive) of the Company for a period of 5 years w.e.f. May 29, 2015 and fixed a remuneration of Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakh only) per annum on cost to company basis and commission @2% of annual profit (excluding profit/loss from capital receipts and assets disposition) of the Company on consolidated basis subject to approvals as may be required under the Companies Act, 2013.

Details of directorship in other companies and membership / chairmanship of the Committees of the Board of the companies are as under:

Directorship: Welspun India Limited, Welspun Syntex Limited, Welspun Steel Limited, Giant Realty Private Limited, MGN Agro Properties Private Limited, Adani Welspun Exploration Limited, Welspun Energy Private Limited, Welspun Logistics Limited, Welspun Corp Limited, Welspun Energy Madhya Pradesh Limited, Welspun Energy Anuppur Private Limited, Welspun Global Brands Limited, Welspun Renewables Energy Private Limited, Welspun Pipes Inc., Welspun Tubular LLC, Welspun Global Trade LLC, Welspun Middle East Pipe Coating Company LLC, Welspun Middle East Pipes Company LLC and Welspun Home Textiles UK Limited.

Membership / Chairmanship of Committees:

Audit Committee: Chairman - Welspun Renewables Energy Pvt. Ltd. and Member - Welspun Energy Pvt. Ltd., **Share Transfer and Investors' Grievance and Stakeholders Relationship Committee:** Member - Welspun Corp Ltd., Welspun India Ltd. and Welspun Syntex Ltd., **Nomination and Remuneration Committee:** Member - Welspun Enterprises Ltd., Welspun Syntex Ltd., Welspun Energy Pvt. Ltd., **Budget Committee:** Chairman - Welspun Corp Ltd., **International Trade Practices and Governance Committee:** Chairman - Welspun Corp Ltd., **Finance Committee:** Chairman - Welspun India Ltd., Welspun Energy Pvt. Ltd. and Welspun Renewables Energy Pvt. Ltd., Member- Welspun Corp Ltd. and Welspun Steel Ltd., **QIP Issue Committee:** Chairman - Welspun Corp Ltd., **NCD Issue Committee:** Member- Welspun Corp Ltd.,



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WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110 Tel: 00 91 2836 662222 Fax: 00 91 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020
website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

CSR Committee: Chairman - Welspun Energy Pvt. Ltd., Member - Welspun Corp Ltd., Welspun Syntex Ltd., Welspun Renewables Energy Pvt. Ltd. and Welspun Steel Ltd.

Appointment of Mr. Goenka as Chairman (executive) of the Company is appropriate and in the best interest of the Company. Mr. Goenka is promoter of the Company and holds 84 equity shares in the Company.

None of the key managerial personnel or directors of the Company or their relatives except Mr. Goenka himself maybe deemed to be concerned or interested, financial or otherwise in this resolution.

5. Item No. 7 – Appointment of Mr. Yogesh Agarwal (DIN 00947896) as an Independent Director

Mr. Yogesh Agarwal, aged 65, is Bachelor of Engineering (Hons.) from BITS, Pilani and is also CAIIB (Certified Associate of Indian Institute of Bankers).

Mr. Agarwal has to his credit more than four decades of experience in the field of Banking. Mr. Agarwal had been Managing Director on the Boards of several reputed banks viz. IDBI Bank Ltd., State Bank of India and State Bank of Patiala. He was the Chairman of Pension Fund Regulatory & Development Authority (PFRDA), Ministry of Finance, Govt. of India, New Delhi for the period from 2010 till 2013.

The Board of Directors appointed Mr. Agarwal as an additional director of the Company w.e.f. August 12, 2015 pursuant to section 161 of the Companies Act, 2013 to hold office up to the date of this Annual General Meeting.

Details of directorship in other companies and membership / chairmanship of the Committees of the Board of the Companies are as under:

Directorship: Ginni International Limited and Vacumet India Limited.

Membership/Chairmanship of Committees: **Audit Committee:** Chairman - Vacumet India Limited and member - Ginni International Limited; **Shareholders' Relationship Committee:** Member - Ginni International Limited; **Nomination and Remuneration Committee:** Chairman - Vacumet India Limited.

Mr. Agarwal does not hold any shares of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Agarwal being eligible and offering himself for appointment is proposed to be appointed as an independent director for a term of five consecutive years up to August 11, 2020. A notice has been received from a member proposing Mr. Agarwal as a candidate for the office of director of the Company.

In the opinion of the Board, Mr. Agarwal fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an independent director of the Company. The Board considers that his association would benefit the Company and it is therefore desirable to avail services of Mr. Agarwal as an independent director.

Accordingly, Board recommends the resolution in relation to appointment of Mr. Agarwal as an independent director, for approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. Agarwal as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the directors and Key Managerial Personnel of the Company and their relatives, except Mr. Agarwal, being an appointee, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

6. Item No. 8 – Adoption of New Set of Articles of Association

Erstwhile Welspun Enterprises Limited (WEL) through its Articles of Association had given certain rights to Granele Limited and Insight Solutions Limited, both overseas companies (the "Investors"). Pursuant to Scheme of Amalgamation and Arrangement (the Scheme) sanctioned by the Hon'ble High Court of Gujarat at Ahmedabad vide its order dated April 23, 2015, WEL got merged with the Company and the Investors are entitled to the equity shares and GDR entitlement in the Company. The Board has agreed to give similar rights to the Investors as they were given by WEL, which are required to be incorporated in the Articles of Association (AoA) of the Company.

Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution on set out at Item No. 8 of the Notice for approval by the shareholders.

7. Item No. 9 – Ratification of payment of remuneration to the Cost Auditors

Members are hereby informed that at the recommendation of the Audit Committee, the Board of Directors appointed M/s. Kiran J. Mehta & Co., Cost Accountants as the Cost Auditor of the Company for the financial year ending March 31, 2016, for conducting the Cost Audit of the Company in terms of the requirements under applicable laws at a remuneration as mentioned in the resolution no. 9 of the Notice.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders.

The Board recommends the passing of the Ordinary Resolution set at Item No. 9 of the accompanying Notice for approval and ratification by the members of the Company.

None of the directors / key managerial personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 9 of the Notice.

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
- Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
- A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Friday, September 25, 2015 (both days inclusive) for the purpose of determination of shareholders entitled to attend the AGM.
- All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Enterprises Limited (formerly known as Welspun Projects Limited), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078. Tel. No. 022-2596 3838, 022-2594 6970, Fax No. 022-2594 6969, email-rt.helpdesk@linkintime.co.in.
- Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company's Registrar and Transfer Agent.
- The Ministry of Corporate Affairs, Government of India vide circulars ref. nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively allowed serving of documents by a Company to its members in electronic mode through e-mails. Further, vide circular ref. no. CIR/CFD/DIL/7/2011 dated October 5, 2011 issued by the Securities and Exchange Board of India (SEBI) and consequent changes in Clause 32 of the Equity Listing Agreement, and the Companies Act, 2013, Companies can send full Annual Reports in electronic mode to its members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address.
- As part of the Green Initiative circulars issued by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company are being sent to the shareholders on their respective e-mail addresses registered with the Company. However, shareholders requiring a physical copy of the Annual Report may write to the Company at the Corporate Office at Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013. The Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company: www.welspunenterprises.com.
- The physical copies of the Annual Reports and other documents referred to in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting,



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WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110 Tel: 00 91 2836 662222 Fax: 00 91 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020
website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

10. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

11. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 26, 2015 (9:00 am) and ends on September 28, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Welspun Enterprises Limited (formerly known as Welspun Projects Limited)".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote casted successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjayrisbud@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives physical copy of the Notice of General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the General Meeting:

EVEN (Remote e-voting Event Number)

USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com. In order to address any grievances relating to e-voting, you may write to Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email ID evoting@nsdl.co.in; rajivr@nsdl.co.in or call at the following telephone no.24994738/1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and hold shares as of the cut-off date i.e. September 22, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the General Meeting.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.

XIII. Mr. Sanjay S. Risbud, Company Secretary (Certificate of Practice No. 5117) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunenterprises.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

By Order of the Board

**Indu Daryani
Company Secretary**

Place: Mumbai
Date: August 12, 2015

WELSPUN

Dare to Commit

Form No. SH-13
Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
Welspun Enterprises Limited,
(Formerly known as Welspun Projects Limited),
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110.

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S

- (a) Name:
(b) Date of Birth:
(c) Father's/Mother's/Spouse's name:
(d) Occupation:
(e) Nationality:
(f) Address:
(g) E-mail id:
(h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR

- (a) Date of birth:
(b) Date of attaining majority
(c) Name of guardian:
(d) Address of guardian:

Name:

Address:

Name of the Security Holder(s):

Signatures:

Witness with name and address:

Instructions:

- Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
- The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
- The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
- Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
- Only one person can be nominated for a given folio.
- Details of all holders in a folio need to be filled; else the request will be rejected.
- The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
- Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
- Upon receipt of a duly executed nomination form, the Registrar and Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
- The nomination can be varied or cancelled by executing fresh nomination form.
- The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
- The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrar and Transfer Agents of the Company who will return one copy thereof to the Shareholders.
- For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.

WELSPUN

Dare to Commit

WELSPUN ENTERPRISES LIMITED**(Formerly known as Welspun Projects Limited)**

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110 Tel: 00 91 2836 662222 Fax: 00 91 2836 279010
 Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020
 website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

E-mail Registration-Cum-Consent Form

To,
 The Company Secretary,
Welspun Enterprises Limited,
 (Formerly known as Welspun Projects Limited)
 Welspun City, Village Versamedi,
 Taluka Anjar, Dist. Kutch, Gujarat, Pin – 370110

I/ we the members of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No: _____ DP-ID: _____ Client ID: _____

Name of the Registered Holder (1st): _____

Name of the joint holder(s) (2nd): _____ (3rd): _____

Registered Address: _____

Pin: _____

Mobile Nos. (to be registered): _____ Email id (to be registered): _____

Signature of the Shareholder(s)*

* Signature of all the shareholders is required in case of joint holding.



Route Map - Gandhidham Station to Welspun



Route Map - Anjar Station to Welspun

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014

WELSPUN



Dare to Commit

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110 Tel: 00 91 2836 662222 Fax: 00 91 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020
website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

Name of the member (s) : _____

Registered Address : _____

E-mail Id: _____

Folio No / Client ID: _____ DP ID: _____

I/ We _____ being the member(s) of Equity Shares of the above named company, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____; or failing him

2. Name: _____

Address: _____

E-mail Id: _____ Signature: _____; or failing him

3. Name: _____

Address: _____

E-mail Id: _____ Signature: _____; or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 21st Annual General Meeting of the Company to be held on Tuesday, September 29, 2015 at 11.30 a.m. at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Consider and adopt Audited Financial Statement, Directors' Report and Auditors' Report thereon		
2	Re-appointment of Mr. Sandeep Garg as director of the company, liable to retire by rotation		
3	Appointment of M/s. MGB & Co. LLP, Chartered Accountants as the statutory auditors		
4	Appointment of Mr. Ram Gopal Sharma as an independent director of the Company		
5	Appointment of Mr. Mintoo Bhandari as a director of the Company, liable to retire by rotation		
6	Appointment of Mr. Balkrishan Goenka as Chairman (executive) and remuneration payable to him		
7	Appointment of Mr. Yogesh Agarwal as an independent director of the Company		
8	Alteration of Articles of Association of the Company		
9	Ratification of payment of remuneration to the Cost Auditors.		

Signed this day of2015.

Signature of shareholder _____

Signature of Proxy Holder(s) : 1) _____ 2) _____ 3) _____

Affix
Re. 1
Revenue
Stamp

Note:

- 1) Please complete all the details including details of member(s) in the above box before submission.
- 2) It is optional to put "X" in the appropriate column against the Resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 3) **A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- 4) The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

WELSPUN ENTERPRISES LIMITED
(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110

Tel: 00 91 2836 662222 Fax: 00 91 2836 279010

Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013

Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020

Website: www.welspunenterprises.com Email: companysecretary_wel@welspun.com

ATTENDANCE SLIP

Sr. No. _____

Name of the sole / first named member :

Address of sole / first named member :

Registered Folio No. :

DP ID no. / Client ID no. :

Number of shares held :

I hereby record my presence at the 21st Annual General Meeting of the Company held on Tuesday, September 29, 2015 at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370110 at 11.30 a.m.

Signature of Shareholder/ Proxy Present :

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the Meeting.

----- Tear here -----

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting period commences on Saturday, September 26, 2015 at 9.00 a.m. and ends on Monday, September 28, 2015 at 5:00 p.m. The e-Voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions annexed to the notice dated August 12, 2015 of the 21st Annual General Meeting before exercising the vote.

These details and instructions form integral part of the Notice dated August 12, 2015 of the 21st Annual General Meeting.



WELSPUN ENTERPRISES LTD.
INFRASTRUCTURE AND ENERGY

ENHANCE THE PRESENT TO
CRAFT THE FUTURE



21st ANNUAL REPORT 2015

WELSPUN ENTERPRISES LIMITED

21st Annual Report 2014-15

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WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

21st Annual Report 2014-15

CORPORATE INFORMATION**WELSPUN ENTERPRISES LIMITED (formerly known as Welspun Projects Limited)****CIN: L45201GJ1994PLC023920****website: www.welspunenterprises.com; e-mail id: companysecretary_wel@welspun.com**

BOARD OF DIRECTORS:		AUDIT COMMITTEE:
Mr. Balkrishan Goenka- Chairman Mr. Sandeep Garg – Managing Director Mr. Rajesh R. Mandawewala Mr. Apurba Kumar Dasgupta Mr. Ram Gopal Sharma Mr. Mohan Tandon Mr. Yogesh Agarwal Mr. Mintoo Bhandari -Nominee Director of Insights Solutions Ltd. Mr. Utsav Baijal- Nominee Director of Insights Solutions Ltd. (alternate to Mr. Mintoo Bhandari) Ms. Mala Tadarwal		Mr. Ram Gopal Sharma Mr. Apurba Kumar Dasgupta Mr. Mohan Tandon Mr. Rajesh R. Mandawewala Mr. Mintoo Bhandari Ms. Mala Tadarwal
KEY MANAGEMENT TEAM:		NOMINATION AND REMUNERATION COMMITTEE:
Mr. Balkrishan Goenka - Chairman Mr. Sandeep Garg- Managing Director Mr. Akhil Jindal- Director, Group Finance and Strategy Mr. Deepak Chauhan - Director, Legal, Welspun Group Mr. Shriniwas Kargutkar – Chief Financial Officer Mr. Banwari Lal Biyani - President, Project Excellence		Mr. Apurba Kumar Dasgupta Mr. Ram Gopal Sharma Mr. Mohan Tandon Mr. Balkrishan Goenka Mr. Mintoo Bhandari Ms. Mala Tadarwal
SHARE TRANSFER AND INVESTOR GRIEVANCE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:		BANKERS:
Ms. Mala Tadarwal Mr. Apurba Kumar Dasgupta Mr. Mohan Tandon Mr. Mintoo Bhandari		Corporation Bank Dena Bank IDBI Bank Ltd. IDFC
COMPANY SECRETARY:		AUDITORS:
Ms. Indu Daryani		Chandrakant & Sevantilal & J. K. Shah & Co. (F.Y. 2014-15) MGB & Co. LLP (Proposed for F.Y. 2015-16)
CORPORATE OFFICE		REGISTERED OFFICE:
Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Tel.: +91-22-6613-6000 Fax : +91-22-2490-8020		“Welspun City”, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370110 Tel.: +91-2836-662222 Fax : +91-2836-279010
STOCK EXCHANGES WHERE THE COMPANY'S SECURITIES ARE LISTED:		
BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051	Vadodara Sock Exchange 3rd Floor, Fortune Tower, Sayajigunj, Vadodara – 390 005
SECURITIES REGISTRAR AND TRANSFER AGENT:		
Link Intime India Private Ltd. C- 13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400078		



B. K. Goenka
Chairman, Welspun Group

My Dear Fellow Stakeholders,

At the outset, I would like to quickly take you through our journey since the demerger from Welspun Corp Ltd, which came into effect in January 2014. At the time of demerger, we were saddled with multiple assets that had become non-core due to the changing external environment and had negative earnings with large amount of debts to be serviced. The outlook for the infrastructure sector in the country was looking gloomy as new government project activities came to a standstill. We, at Welspun, however remained committed to find meaningful solutions around these assets, to reduce our debt obligation and not cause any stress to the banking system due to these assets.

So friends, I am happy to share that in the last two years of consolidation, we sold our stake in Leighton Welspun and Welspun Maxsteel, thereby virtually eliminated negative earnings and also reduced huge amount of debt by nearly Rs. 15 billion - not a mean achievement given that the external circumstances hadn't changed much during the last two years. Further, we consolidated most of our businesses into one company, thereby eliminating multiple listed entities, consolidated our balance sheet and cash flow which made the resultant entity stronger and robust. Through this action, we continued on our journey of sustenance, to ensure a more effective and efficient allocation of capital.

BUSINESS SCENARIO

During the year, with the merger of Welspun Projects Ltd. and Welspun Enterprises Ltd., we have combined the strengths of our entities and enhanced our net worth to capitalise on future growth opportunities. We divested from the DRI business i.e. Welspun Maxsteel Ltd. as part of our value unlocking strategy. Through these efforts, the company now has a strong balance sheet with a cash of Rs. 8 billion to invest in future growth projects.

The company is now focused on future infrastructure opportunities along with investments in the renewable energy business (Welspun Energy Private Ltd.) and the Oil & Gas exploration sector (Welspun Natural Resources Private Ltd.).

OUTLOOK

In the past few years, the Indian economy has experienced some moderation after a high growth trajectory achieved in early 2000s. However, of late, one can visualize early green shoots of growth and the economy is expected to further improve in 2015-16. With favorable government gearing to an investment-led strategy, we expect to see better growth opportunities which will eventually move our focus from a sustenance mode to a growth mode. With US\$ 1 trillion reserved for infrastructure development in the next few years, we see exciting opportunities coming up in this space, especially within roads and water. Innovative hybrid annuity project model for roads, which is currently under discussion could lead to lower

risk for private players and incentivize early completion of projects. Similarly, Government has a strong focus on the water sector including water supply, treatment and sanitation projects. Going forward, we will continue to tread with caution, on niche infrastructure areas such as roads & water transmission and processing, as well as O&M of existing assets.

For any economy, oil and gas sector is of strategic importance and plays a pivotal role in influencing decisions across other important spheres of a country. India happens to be the 4th largest consumer of energy in the world and with the economic growth closely linked to energy demand we see the need for oil and gas sector to grow further, rendering a fertile ground for investment. Through our investments in Welspun Natural Resources Private Limited, various oil & gas exploration blocks have enabled company's interests and drilling is underway in these blocks. As a growth strategy, the Company is also looking at potential opportunities in operating oil fields in geographies such as USA and Canada. The recent oil price fall provides opportunity to acquire further stake in oil producing assets with positive cash flows and future growth potential, at reasonable valuations.

Another area of importance for Government of India is renewable energy. The Jawaharlal Nehru National Solar Mission has recently increased its target of Grid Connected Solar Energy from 20,000 MW to 1,00,000 MW (100GW) to be achieved by 2022. Additionally, the government is also targeting 60GW of wind capacity by 2022. Through our investment in Welspun Energy Private Limited- India's leading renewable entity, we are likely to play a significant role in renewable energy.

BUILDING A RESPONSIBLE BUSINESS

At Welspun, building a responsible business is the essence of our core values. It defines and guides the way we conduct business, and has proven to be a differentiating element in our success story.

Community Development

Our social mission is enshrined within the '3Es' – Empowerment, Education and Environment & Health. To date, we have helped to empower over 200 under-privileged women by providing skills trainings and career opportunities. By providing school infrastructure and learning opportunities, we have kindled hope and optimism for over 3,000 children. Some of our contributions in Environment & Health include setting up of drinking water purification RO plants around our facilities, conducting health camps, providing mobile health vans, constructing sanitation facilities, tree planting and biodiversity drives.

Sustainability

At Welspun Group, R&D and innovation are key facets of our growth strategy and sustainability orientation. Ongoing efforts are underway to rationalize production activities, maintain energy efficiency measures and reduce ecological impact. We also focus on creating a superior workspace for our employees. We continually monitor the quantum of waste generated by our operations, focus on waste reduction and evaluate its possible reuse as alternate materials. Through implementation of measures such as recycling, wastewater recovery, rainwater harvesting and ensuring optimal use of water in our operations, we consciously reduce the amount of fresh water we consume.

Swachh Welspun Abhiyan

Inspired by PM Narendra Modi's Swachh Bharat Abhiyan, Welspun launched Swachh Welspun Abhiyan on 2nd of October 2014. This initiative outlines a comprehensive blueprint for a coordinated approach to waste minimization, cleanliness targets, and reducing adverse environmental impact, which eventually impacts the delicate ecological balance.

WE DARE TO COMMIT

As we contemplate a challenging yet successfully year gone by, we are aware that we still have a long way to go, and hence remain committed in our journey to growth. Last but not the least, I take this opportunity to express my sincere gratitude to our Board of Directors, our Management, our dedicated employees and our esteemed customers & suppliers, bankers and investors for their unrelenting dedication, support and commitment to Welspun.

Sincerely,
Balkrishan Goenka

Directors' Report

To,

The Members,

Welspun Enterprises Limited

(Formerly, known as Welspun Projects Limited)

Your directors have pleasure in presenting the 21st Annual Report of your company along with the Audited Financial Statement for the financial year ended March 31, 2015.

1. Financial Results :

(Amount in ₹)

Particulars	Standalone		Consolidated	
	FY 2014-15	FY 2013-14	FY 2014-15	FY 2013-14
Revenue from operations	1,84,31,26,857	2,02,97,96,229	8,25,63,83,530	2,43,44,74,447
Other Income	68,90,84,090	33,11,81,262	75,30,74,896	31,94,74,731
Total Income	2,53,22,10,947	2,36,09,77,491	9,00,94,58,426	2,75,39,49,178
Total Expenditure	2,44,91,03,500	2,67,80,98,221	10,64,01,13,906	3,09,05,59,655
Profit Before Tax	8,31,07,447	(31,71,20,730)	(1,63,06,55,480)	(33,66,10,477)
Exceptional Items	15,42,45,415	34,06,82,111	1,74,21,95,847	(34,06,82,111)
Provision for Tax	(13,57,71,980)	7,54,58,770	(10,47,92,343)	6,72,36,248
Profit After Tax	10,15,80,882	(58,23,44,071)	67,48,024	(61,00,56,340)
Balance Carried to Balance Sheet	10,15,80,882	(58,23,44,071)	67,48,024	(61,00,56,340)
Earning Per Share (Rs.)	0.59	(14.56)	0.04	(15.25)

2. Performance highlights:

Performance highlights for the year under report are as under:

(Amount in ₹)

Particulars	Standalone		Consolidated	
	FY 2014-15	FY 2013-14	FY 2014-15	FY 2013-14
Contract Receipts & Other Operating Income	1,52,84,99,522	1,70,69,61,850	7,51,87,79,822	1,69,49,61,850
Toll Collection	31,46,27,335	32,28,34,379	73,76,03,708	73,95,12,597

For details, please refer to the Management Discussion and Analysis attached to the report.

3. Dividend & Transfer to Reserves:

Considering the need to augment resources of the Company for business development, your Board does not recommend any dividend on shares of the Company for the year ended March 31, 2015. Further, no amount is proposed to be transferred to Reserves of the Company.

4. Scheme of Amalgamation:

The Hon'ble High Court of Judicature at Bombay vide its order dated April 10, 2015 and the Hon'ble High Court of Gujarat at Ahmedabad vide its order dated April 23, 2015 sanctioned the Scheme of Arrangement and Amalgamation between erstwhile Welspun Enterprises Limited, Welspun Infratech Limited, Welspun Plastics Private Limited, Welspun Infra Projects Private Limited (Transferor Companies) and your Company (Transferee Company) ("Scheme"). The Scheme was made effective from May 11, 2015 with the Appointed Date being April 1, 2014. Pursuant to the Scheme, the name of your Company was changed from Welspun Projects Limited to Welspun Enterprises Limited w.e.f. May 29, 2015.

Apart from addition of businesses transferred to the Company pursuant to the Scheme, there was no change in the nature of business of the Company.

5. Internal financial controls:

The Board of directors has laid down internal financial controls to be followed by the Company for ensuring the orderly and efficient conduct of its business and the said internal financial controls are adequate and are operating effectively. Internal Audits are regularly carried out to review the internal financial controls and the Internal Audit Reports along with recommendations contained therein are reviewed by the Audit Committee.

6. Subsidiaries/Joint Ventures Companies:

The name of the subsidiaries and joint ventures of the Company as on the date of report are as under:

Subsidiaries: MSK Projects (Kim Mandvi Corridor) Private Limited, MSK Projects (Himmatnagar Bypass) Private Limited, Anjar Road Private Limited, Welspun Construction Private Limited, Welspun Natural Resources Private Limited, Anjar Water Solution Private Limited (Formerly known as Welspun Road Projects Private Limited) and ARSS Bus Terminal Private Limited.

Joint Ventures: Dewas Bhopal Corridor Limited and Adani Welspun Exploration Limited.

A report on the performance and financial position of each of the subsidiaries and joint venture companies included in the consolidated financial statement is presented in Form AOC-1 annexed to this Report as Annexure - 1.

7. Deposits

The Company has not accepted any deposit within the meaning of Chapter V to Companies Act, 2013. Further, no amount on account of principal or interest on deposit was outstanding as at the end of the year under report.

8. Auditors

a) Statutory Auditors

Your Company's Auditors M/s Chandrakant & Sevantilal & J K Shah & Co, Chartered Accountants, who had been appointed up to the conclusion of the 21st Annual General Meeting subject to ratification by the members of the Company at every Annual General Meeting, have expressed their unwillingness to continue to act as the Auditors of the Company for the financial year 2015-16.

The Board has recommended appointment of M/s MGB & Co., LLP, Chartered Accountants as Auditors of the Company. Members are requested to consider appointment of M/s MGB & Co., LLP, Chartered Accountants as the Auditors of the Company and to fix their remuneration as per the provisions of Section 139 of the Companies Act, 2013. The Company has received consent from M/s MGB & Co., LLP, Chartered Accountants for their appointment and certificate to the effect that the appointment, if made shall be in accordance with the provisions of section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

b) Cost Auditors:

The Board has appointed M/s Kiran J Mehta and Co. (FRN -000025) Cost Accountant for conducting audit of cost records of the Company for the year 2015-16. The remuneration payable to the Cost Auditor for the year 2015-16 is proposed for ratification by the members.

c) Secretarial Auditor

The Board of Directors has appointed M/s. Sanjay Risbud & Co., Company Secretaries, as the Secretarial Auditor of your Company for the year 2015-16.

9. Auditors' Report

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification or explanation.

10. Share Capital & Listing

a) Issue of equity shares with differential rights.

The Company does not have any equity shares with differential rights. Therefore no disclosures as required under Rule 4(4) of the Companies (Share Capital and Debentures) Rules 2014 have been made.

b) Issue of sweat equity shares

During the year under report, the Company did not allot any equity share as sweat equity shares. Therefore, no disclosures as required under Rule 8 (13) of the Companies (Share Capital and Debentures) Rules, 2014 have been made.

c) Issue of employee stock options

During the year under report, your Company has granted 7,20,000 stock options to the Managing Director under Welspun Managing Director Stock Options – 2014.

The particulars required to be disclosed pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

a	Options granted on February 16, 2015	7,20,000
b	Options vested	Nil
c	Options exercised	Nil
d	Total number of equity shares arising as a result of exercise of Options	7,20,000 equity shares
e	Options lapsed	Nil
f	Exercise Price	Nil
g	Variation of terms and conditions	N.A.
h	Money realized by exercise of Options	Nil
i	Total number of Options in force	7,20,000
j	Employee wise details of options granted to	
	Key Managerial Personnel	7,20,000
	Other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year.	Nil
	Employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil
k	Diluted Earnings Per Share	0.59
l	Weighted-average exercise price (Rs.)	Nil
m	Weighted-average fair value of options (Rs.)	26.7499 (as per Black Scholes Valuation model)

Difference in employee compensation cost based on intrinsic value method and fair value:

The Company has adopted intrinsic value method for valuation and accounting of the aforesaid stock options as per the SEBI (Share Based Employee Benefits) Regulations, 2014.

Had the Company accounted the aforesaid stock options on the basis of the fair value determined in accordance with Black Scholes Valuation model, the proforma profit after tax as at March 31, 2015 would have been Rs. 101,524,629 instead of the reported profit after tax of Rs. 101,580,882. However, the diluted earnings per share would have remained unchanged (Re. 0.59 per share).

d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.

The Company has not made any provision of money for the purchase of, or subscription for, shares in the Company or its holding company, to be held by or for the benefit of the employees of the Company and hence the disclosure as required under Rule 16(4) of The Companies (Share Capital and Debentures) Rules, 2014 is not required.

e) Disclosure of Shares held in suspense account under Clause 5A of the Listing Agreement.

As on date of this Report, there are no unclaimed shares and hence no suspense account is required to be opened and credited with such shares and there is no freeze on voting rights of any shares.

f) Listing with the stock exchanges.

The Company's equity shares are listed on the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Vadodara Stock Exchange Limited (VSE).

Annual listing fees for the year 2015-16 have been paid to BSE, NSE and VSE.

11. Extract of the annual return

Pursuant to Section 92(3) of the Companies Act, 2013, extract of the annual return in Form MGT-9 of the Companies (Management and Administration) Rules, 2014 is attached to this report as Annexure- 2.

12. Conservation of energy, technology absorption and foreign exchange earnings and outgo.

The operations of the Company are not energy intensive and therefore there is nothing to report on conservation of energy, technology absorption, as required under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules 2014. Within the limited scope available for saving energy in construction contracts, every effort is being made for conserving and reducing its consumption.

Details of Foreign exchange earnings and outgo are as under:

Foreign exchange earnings	: Nil
Foreign exchange outgo	: Rs 6,65,374

13. Corporate Social Responsibility (CSR)

The Company has complied with all the applicable provisions of the Companies Act, 2013 with regard to CSR.

14. Directors and Key Managerial Personnel:

Your Company's Board comprises of mix of executive and non-executive directors with considerable experience and expertise across a range of fields such as finance, accounts, legal, and general management and business strategy. The details of the directors and their meetings held during the year has been given in the Corporate Governance Report, which forms part of this report.

a) Changes in Directors and Key Managerial Personnel

Since the last report, following changes took place in the Board of Directors and the Key Managerial Personnel of the Company:

- Mr. Atul Desai (DIN: 00019443) resigned as director of the Company w.e.f. October 01, 2014.
- Ms. Mala Tadarwal (DIN: 06933515) was appointed as an independent director of the Company w.e.f. August 05, 2014.
- Mr. Balkrishna Goenka (DIN: 00270175) was appointed as Chairman (executive) of the Company, Mr. Ram Gopal Sharma (DIN: 00026514) as independent director and Mr. Mintoo Bhandari (DIN: 00054831) as Nominee Director of Insight Solutions Limited [with Mr. Utsav Bajjal (DIN: 02592194) as an alternate director to Mr. Mintoo Bhandari] w.e.f. May 29, 2015.
- Mr. Nilesh Javker resigned from the office of Company Secretary of the Company w.e.f. May 26, 2015 and Mr. Rajendra Sawant was appointed as Company Secretary of the Company w.e.f. May 29, 2015.
- Mr. Shriniwas Kargutkar was appointed Chief Financial Officer of the Company in place of Mr. Lalit Jain w.e.f. May 29, 2015.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sandeep Garg is retiring by rotation at the forthcoming Annual General Meeting and being eligible, has been recommended for his re-appointment.

Details about the directors being appointment / re-appointed are given in the Notice of the 21st Annual General Meeting being sent to the members along with the Annual Report.



b) Declaration by Independent Director(s)

The independent directors on the Board of the Company have given declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 at the time of their respective appointment and there is no change in the circumstances as on the date of this report which may affect their status as an independent director.

c) Board Evaluation

Evaluation of the directors is done on an annual basis. The process is led by the Nomination and Remuneration Committee with specific focus on the performance vis-à-vis the plans, meeting challenging situations, performing leadership role within, and effective functioning of the Board. The evaluation process also considers the time spent by each of the directors, accomplishment of specific responsibilities and expertise, conflict of interest, integrity of the director, active participation and contribution during discussions.

d) Policy on directors' appointment and remuneration and other details

The salient features of Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

e) Committee of the Board of Directors

Information on the Audit Committee, the Nomination and Remuneration Committee, the Share Transfer and Investor Grievance and Stakeholders Relationship Committee and meetings of those committees held during the year is given in the Corporate Governance Report.

15. Particulars of contracts or arrangements with related parties:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm's length basis. The Policy on related party transactions as approved by the Board may be accessed on the Company's website at www.welspunenterprises.com. Disclosures as required under the Companies Act, 2013 are given in Form AOC-2 annexed as Annexure - 3 to this report.

16. Managerial Remuneration:

- a) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:
- i. The ratio of remuneration to Mr. Sandeep Garg, Managing Director, to the median remuneration of the employees of the Company was 1:181 (excluding the value of ESOPs granted to him)
 - ii. the percentage increase in remuneration in the financial year of Managing Director was 10%, of Chief Financial Officer was 15% and of Company Secretary was 20%.
 - iii. the percentage increase in the median remuneration of employees in the financial year was 11.69%
 - iv. 513 permanent employees were on the rolls of the Company as on March 31, 2015.
 - v. The remuneration to employees is fixed on an annual basis considering various factors like employee performance and his potential, company performance, business scenario /prospects, remuneration levels in the market for related job description. There is no variable remuneration linked to the Company performance.
 - vi. Market Capitalization of the Company as on March 31, 2015 was Rs. 1,24,60,00,000 (pre-merger) and Rs. 5,39,89,34,665 (post-merger). As on March 31, 2014 the market capitalization of the Company (pre-merger) was Rs. 43,36,00,000.
 - vii. Price / Earnings Ratio as at the closing of March 31, 2015 was 12.27 (pre-merger) and 52.80 (post-merger). Price / Earnings Ratio as at the close of March 31, 2014 was (0.74)
 - viii. The share price increased to Rs. 31.15 (BSE closing Price) as on March 31, 2015 in comparison to Rs. 30 (the rate at which the Company came out with the public issue in the year 2004).
 - ix. Average percentage increase in the salary of employees other than the managerial personnel in the financial

year was 6.97%. The percentage increase in Managerial Remuneration was 10.00%.

- x. The Profit before Tax of the Company for FY2014-15 was Rs. 23,73,52,862 whereas MD's, CFO's and Company Secretary's remuneration were Rs. 2,20,00,000; Rs. 60,95,000 and Rs. 12,09,000 respectively.
 - xi. None of the employees, who is not a director, received remuneration in excess of the highest paid director during the year.
 - xii. None of the directors was paid any variable component in the remuneration in the financial year.
 - xiii. We affirm that the remuneration is as per the remuneration policy of the Company.
- b) Details of the every employee of the Company as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as under:

Name	Designation	Age	DOJ	Current CTC (Rs.)	Qualification and experience	Previous Company	Nature of Employment (whether contractual or permanent)	% of Equity Shares held in the Company	Relative of any Director / Manager of the Company	DOL / Transfer
Sandeep Garg	Managing Director	55	16/07/2012	2,20,00,000	BE, 34 Yrs.	ILFS, Delhi	Permanent	Nil	Nil	Nil
Banwari Lal Biyani	President - Project Excellence	56	16/01/2010	1,06,26,000	ICWA, 37 Yrs.	Ispat, Mumbai	Permanent	Nil	Nil	Nil
Lalit Jain	Vice President - Finance & Accounts	45	23/04/2012	60,95,000	CA, 20 Yrs.	Essar, Mumbai	Permanent	0.00003	Nil	Nil

- c) Details of managerial remuneration and payments to other directors are given in the Corporate Governance Report attached to this report.

17. Secretarial Audit Report

The Board had appointed JMJA and Associates, LLP, a firm of Company Secretaries in Practice to conduct the Secretarial Audit for the year 2014-15. Secretarial Audit Report for the year ended March 31, 2015 is annexed with the report as Annexure - 4. There is no qualification, reservation or adverse remark or disclaimer made by the company secretary in practice in the secretarial audit report.

18. Corporate Governance Certificate

The Compliance certificate obtained from M/s. S. S. Risbud and Co. Company Secretaries, regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement is annexed to the Corporate Governance Report.

19. Risk Management policy

The Company recognizes that risk management is of concern to all levels of the businesses and requires a structured risk management policy and process involving all personnel. With this objective the Company has formulated structured Risk Management Policy thereby to effectively address such risks namely, strategic, business, regulatory and operational risks.

For the key business risks identified by the Company please refer to the Management Discussion and Analysis annexed to this Report.

20. Familiarization programme for Independent Directors

The details of familiarization program (for independent directors) are disclosed on the Company's website www.welspunenterprises.com and a web link thereto is: <http://www.welspunenterprises.com/userfiles/file/Familiarisation%20program.pdf>

21. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, your directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- d. they have prepared the annual accounts on a going concern basis;
- e. being a listed company, the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

22. Miscellaneous:

- During the year under report, no significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and your Company's operations in future.
- Particulars under section 186 of the Companies Act, 2013 and the rules made thereunder, of loans given, investments made, guarantees given or securities provided alongwith the purpose for which loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security are not required to be made.
- The Board of your Company has approved Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace and formed Internal Complaints Committee for each locations of your Company. No case of sexual harassment was reported to the Internal Complaints Committee during the year under review

23. Acknowledgements

Your directors thank the Government Authorities, Financial Institutions, Banks, Customers, Suppliers, Shareholders, Employees and other business associates of the Company, who through their continued support and co-operation, have helped as a partner in your company's progress and achievement of its objectives.

For and on behalf of the Board of Directors

Place: Mumbai
Date : May 29, 2015

Balkrishan Goenka
Chairman
DIN: 00270175

Annexure - 1**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Amount in ₹)

1.	Sl. No.	1	2	3	4	5	6	7	8
2.	Name of the subsidiary	MSK Projects (Himmatnagar Bypass) Private Limited	MSK Projects (Kim Mandavi Corridor) Private Limited	Anjar Road Private Limited	Welspun Construction Private Limited	* Welspun Natural Resources Private Limited	*Anjar Water Solutions Private Limited	ARSS Bus Terminal Private Limited@	Welspun Maxsteel Limited #
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR	INR	INR	INR	INR	INR	INR
5.	Share capital	24,20,000	6,73,00,000	1,00,000	1,00,000	31,87,50,000	1,00,000	18,62,74,510	9,33,71,09,580
6.	Reserves & surplus	3,63,00,861	(47,47,440)	-	(22,655)	(14,68,82,847)	-	-	(6,83,17,31,559)
7.	Total assets	3,80,98,072	48,29,29,988	1,34,618	16,01,06,620	2,72,69,76,703	8,42,582	25,85,44,127	16,53,15,14,718
8.	Total Liabilities	3,80,98,072	48,29,29,988	1,34,618	16,01,06,620	2,72,69,76,703	8,42,582	25,85,44,127	16,53,15,14,718
9.	Investments	-	-	-	-	13,11,15,380	-	-	-
10.	Turnover	3,15,77,731	3,96,16,874	-	-	-	-	-	5,89,33,18,486
11.	Profit before taxation	(31,93,022)	(3,04,29,874)	-	-	(31,15,92,929)	-	-	(1,67,04,50,432)
12.	Provision for taxation	12,13,626	3,01,90,172	-	-	-	-	-	-
13.	Profit after taxation	(19,79,396)	(2,39,702)	-	-	(31,15,92,929)	-	-	(1,67,04,50,432)
14.	Proposed Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
15.	% of shareholding	100%	100%	100%	100%	100%	100%	@49%	99.85%

The above figures are based on audited financials of subsidiaries

@ The Company controls the composition of the Board of Directors

* Became wholly owned subsidiaries of the Company pursuant to the Scheme of Amalgamation and Arrangement which was made effective from May 11, 2015

Amount shown are based on October 31, 2014. It ceased to be subsidiary w.e.f. October 31, 2014.

Notes:

- Names of subsidiaries which are yet to commence operations: Anjar Road Private Limited, Anjar Water Solutions Private Limited and ARSS Bus Terminal Private Limited
- Names of subsidiaries which have been liquidated or sold during the year: Welspun Maxsteel Limited - Ceased to be subsidiary w.e.f. October 31, 2014.

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amount in ₹)

	Name of Associates/Joint Ventures	Dewas Bhopal Corridor Limited	Adani Welspun Exploration Limited
1.	Latest audited Balance Sheet Date	March 31, 2014	March 31, 2015
2.	Shares of Associate/Joint Ventures held by the company on the year end		
	No.	50,000	34,99,997
	Amount of Investment in Associates/Joint Venture	51,02,10,900	13,11,15,380
	Extend of Holding %	50%	35%
3.	Description of how there is significant influence	By virtue of shareholding	By virtue of shareholding
4.	Reason why the associate/joint venture is not consolidated	NA	NA
5.	Networth attributable to Shareholding as per latest audited Balance Sheet	76,36,62,000	9,64,04,470
6.	Profit / Loss for the year		
	i. Considered in Consolidation	1,51,500	(2,25,734)
	ii. Not Considered in Consolidation	-	-

Notes:

- Names of associates or joint ventures which are yet to commence operations: NA
- Names of associates or joint ventures which have been liquidated or sold during the year: NA

Annexure – 2**Form No. MGT – 9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 2015**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	L45201GJ1994PLC023920
(ii)	Registration Date	December 20, 1994
(iii)	Name of the Company	Welspun Enterprises Limited (Formerly known as Welspun Projects Limited)
(iv)	Category / Sub Category of the Company	Public Company/ Company having Share Capital and Limited by Shares
(v)	Address of the Registered office and contact details	Welspun City, Village Versamedi, Taluka Anjar. Dist. Kutch, Gujarat-370110. Contact: The Company Secretary, Tel: 022-66136000 Email: companysecretary_wel@welspun.com
(vi)	Whether listed company	Yes, equity shares listed on: National Stock Exchanged of India Limited (NSE) The BSE Limited (BSE) and Vadodara Stock Exchange (VSE)
(vii)	Name, address and contact details of Registrar and Transfer Agent	M/s. Link Intime India Private Limited Unit : Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078. Email - rnt.helpdesk@linkintime.co.in Tele. No.: +91-022-25946970 Fax No. : +91-22-25946969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10% or more of the total turnover of the company are stated as under:-

Sl. No.	Name and description of main products / services	NIC code of the product / service	% to total turnover of the company.
1	Civil Engineering	42	69%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name And Address Of The Company	CIN / GLN	Holding / Subsidiary / Associate	% Of Shares Held	Applicable Section
1.	MSK Projects (Himmatnagar Bypass) Private Limited	U45200GJ2005PTC045753	Subsidiary	100.00	2(87)(ii)
2.	MSK Projects (Kim Mandvi Corridor) Private Limited	U45203GJ2005PTC047076	Subsidiary	100.00	2(87)(ii)
3.	Anjar Road Private Limited	U45400MH2012PTC228285	Subsidiary	100.00	2(87)(ii)
4.	Welspun Construction Private Limited	U45200MH2008PTC178766	Subsidiary	100.00	2(87)(ii)



5.	Welspun Natural Resources Private Limited	U11201GJ2006PTC064142	Subsidiary	100.00	2(87)(ii)
6.	Anjar Water Solutions Private Limited(Formerly known as Welspun Road Projects Private Limited)	U41000MH2010PTC208924	Subsidiary	100.00	2(87)(ii)
7.	ARSS Bus Terminal Private Limited	U63031OR2010PTC012372	Subsidiary	49.00	2(87)(i)
8.	Welspun Maxsteel Limited (Ceased to be subsidiary w.e.f October 31, 2014)	U27100GJ2008PLC064145	Subsidiary	99.85	2(87)(ii)
9.	Dewas Bhopal Corridor Private Limited	U45203MH2007PLC170813	Joint Venture	50.00	2(6)
10.	Adani Welspun Exploration Limited	U40100GJ2005PLC046554	Joint Venture	35.00	2(6)

IV. SHARE HOLDING PATTERN (equity share capital break-up as percentage of Total Equity)

I. Category-wise share holding

- a) Category-wise shareholding of the Company without taking into consideration the effect of merger of erstwhile Welspun Enterprises Limited with the Company

	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2,44,48,445	-	2,44,48,445	61.12	2,45,81,865	-	2,45,81,865	61.45	0.33
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1):-	2,44,48,445	-	2,44,48,445	61.12	2,45,81,865	-	2,45,81,865	61.45	0.33
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – individual	-	-	-	-	-	-	-	-	-
c) Bodies corporate	-	-	-	-	-	-	-	-	-
d) Any other....	-	-	-	-	-	-	-	-	-
Sub Total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of promoter (A) = (A)(1) + (A)(2)	2,44,48,445	-	2,44,48,445	61.12	2,45,81,865	-	2,45,81,865	61.45	0.33
B. Public shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt(s)	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture capital funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	-	-	-	-	-	-	-	-	-
g) FIs	2,39,675	-	2,39,675	0.60	16,96,824	-	16,96,824	4.24	3.64
h) Foreign venture capital funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Subtotal (B)(1):-	2,39,675	-	2,39,675	0.60	16,96,824	-	16,96,824	4.24	3.64

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

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2.Non Institutions									
a) Bodies corporate									
i. Indian	79,81,727	544	79,82,271	19.96	69,88,635	544	69,89,179	17.47	(2.48)
ii. Overseas	3,42,334	-	3,42,334	0.86	-	-	-	-	(0.86)
b) Individual									
i. Individual shareholding nominal share capital upto Rs. 1 lakh	28,65,626	136	28,65,762	7.16	28,48,078	136	28,48,214	7.12	(0.04)
ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	26,60,439	-	26,60,439	6.65	24,60,876	-	24,60,876	6.15	(0.50)
c) Others (specify) -									
i) Clearing Member	33,243	-	33,243	0.08	23,974	-	23,974	0.06	(0.02)
ii) Non Resident Indian (Repat & Non Repat)	88,738	-	88,738	0.22	83,802	-	83,802	0.21	(0.01)
iii) Hindu Undivided Family	13,33,093	-	13,33,093	3.33	13,15,266	-	13,15,266	3.29	(0.04)
iv) Trust	6,000	-	6,000	0.02	-	-	-	-	(0.02)
Sub Total (B)(2)	1,53,11,200	680	1,53,11,880	38.28	1,37,20,631	680	1,37,21,311	34.30	(3.98)
Total public shareholding (B = (B)(1) + (B)(2))	1,55,50,875	680	1,55,51,555	38.88	1,54,17,455	680	1,54,18,135	38.55	(0.33)
C.shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand total (A + B + C)	3,99,99,320	680	4,00,00,000	100.00	3,99,99,320	680	4,00,00,000	100.00	-

b) Category-wise shareholding of the Company taking into consideration the effect of merger of erstwhile Welspun Enterprises Limited with the Company in shareholding as on March 31, 2015.

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	-	-	-	204	-	204	0.00	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2,44,48,445	-	2,44,48,445	61.12	5,91,18,328	-	5,91,18,328	34.11	(27.01)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1):-	2,44,48,445	-	2,44,48,445	61.12	5,91,18,532	-	5,91,18,532	34.11	(27.01)
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – individual	-	-	-	-	-	-	-	-	-
c) Bodies corporate	-	-	-	-	37,80,000	-	37,80,000	2.18	2.18
d) Any other....	-	-	-	-	-	-	-	-	-
Sub Total (A)(2):-	-	-	-	-	37,80,000	-	37,80,000	2.18	2.18
Total shareholding of promoter (A) = (A)(1) + (A)(2)	2,44,48,445	-	2,44,48,445	61.12	6,28,98,532	-	6,28,98,532	36.29	(24.83)
B. Public shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	1,21,03,164	-	1,21,03,164	6.98	6.98
c) Central Govt(s)	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture capital funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	-	-	-	-	1,62,000	-	1,62,000	0.09	0.09
g) FIs	2,39,675	-	2,39,675	0.60	1,6,96,824	-	16,96,824	0.98	0.38
h) Foreign venture capital funds	-	-	-	-	16,098,948	-	16,098,948	9.29	9.29
i) Others (specify)	-	-	-	-	-	-	-	-	-
Subtotal (B)(1):-	2,39,675	-	239,675	0.60	3,00,60,936	-	3,00,60,936	17.34	16.74



2. Non Institutions									-
a) Bodies corporate									
i. Indian	79,81,727	544	79,82,271	19.96	1,50,36,771	6,136	1,50,42,907	8.68	(11.28)
ii. Overseas	3,42,334	-	3,42,334	0.86	2,10,23,328	45,02,292	2,55,25,620	14.73	13.87
b) Individual									
i. Individual shareholding nominal share capital upto Rs. 1 lakh	28,65,626	136	28,65,762	7.16	1,38,25,834	2,31,640	1,40,57,474	8.11	0.95
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	26,60,439	-	26,60,439	6.65	95,49,660	-	95,49,660	5.51	(1.14)
c) Others (specify)									
-Qualified Foreign Investors	-	-	-	-	40,836	-	40,836	0.02	0.02
i) Clearing Member	33,243	-	33,243	0.08	3,10,678	-	3,10,678	0.18	0.10
ii) Non Resident Indian (Repat & Non Repat)	88,738	-	88,738	0.22	5,91,834	33,192	6,25,026	0.36	0.14
iii) Hindu Undivided Family	13,33,093	-	13,33,093	3.33	13,60,866	-	13,60,866	0.79	(2.55)
iv) Trust	6,000	-	6,000	0.02	600	-	600	0.00	(0.01)
v) Unclaimed	-	-	-	-	31,800	-	31,800	0.02	0.02
Sub Total (B)(2)	1,53,11,200	680	1,53,11,880	38.28	6,17,72,207	47,73,260	6,65,45,467	38.39	0.11
Total public shareholding (B) = (B)(1) + (B)(2)	1,55,50,875	680	1,55,51,555	38.88	9,18,33,143	47,73,260	9,66,06,403	55.74	16.86
C. shares held by Custodian for GDRs & ADRs	-	-	-	-	- 1,38,15,600	-	1,38,15,600	7.97	7.97
Grand total (A+B+C)	3,99,99,320	680	4,00,00,000	100.00	16,85,47,275	47,73,260	17,33,20,535	100.00	-

ii. Shareholding of Promoters (taking into consideration the effect of merger of erstwhile Welspun Enterprises Limited with the Company in shareholding as on March 31, 2015)

Sl. No	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Rajesh R. Mandawewala	-	0.00%	Nil	120	0.00%	Nil	0.00%
2	Balkrishan Goenka	-	0.00%	Nil	84	0.00%	Nil	0.00%
3	Welspun Infratech Limited	2,44,48,445	61.12%	Nil	-	0.00%	Nil	-61.12%
4	Krishiraj Trading Limited	-	0.00%	Nil	3,43,30,600	19.81%	Nil	19.81%
5	Welspun Mercantile Limited	-	0.00%	Nil	86,86,620	5.01%	Nil	5.01%
6	Welspun Wintex Limited	-	0.00%	Nil	80,01,936	4.62%	Nil	4.62%
7	Welspun Infra Developers Limited	-	0.00%	Nil	49,59,312	2.86%	Nil	2.86%
8	Welspun Zucchi Textiles Limited	-	0.00%	Nil	60	0.00%	Nil	0.00%
9	Welspun Investments and Commercials Limited	-	0.00%	Nil	31,39,800	1.81%	Nil	1.81%
	Total of Co-Promoters(A)	2,44,48,445	61.12%	Nil	5,91,18,532	34.11%	Nil	-27.01%
10	Intech Metals S. A.	-	0.00%	Nil	37,80,000	2.18%	Nil	2.18%
	Total of Co-Promoters(B)	-	0.00%	Nil	37,80,000	0.00%	Nil	0.00%
	Total of Promoters (A) + (B)	2,44,48,445	61.12%	Nil	6,28,98,532	36.29%	Nil	-24.83%

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iii. Change in Promoter groups' shareholding: taking into consideration the effect of merger of erstwhile Welspun Enterprises Limited with the Company)

Sr. No.	Particulars	Shareholding			Cumulative shareholding during the year		
		No. of shares	Total No. of shares of the Company	% of total shares of the Company	No. of shares	Total No. of shares of the Company	% of total shares of the Company
1	At the beginning of the year	2,44,48,445	4,00,00,000	61.12	2,44,48,445	4,00,00,000	61.12
2	Increase due to Market Purchase during the year						
	Market purchase by Krishiraj Trading Limited on 24/02/2015	22,578		0.06	2,44,71,023		61.18
	Market purchase by Krishiraj Trading Limited on 27/02/2015	50,000		0.13	2,45,21,023		61.30
	Market Purchase by Krishiraj Trading Limited on 02/03/2015	60,842	4,00,00,000	0.15	2,45,81,865	4,00,00,000	61.45
3	Changes pursuant to Scheme of amalgamation (appointed date April 1, 2014)						
	Reduction in share capital (Welspun Infratech Limited)	2,44,48,445		14.11	1,33,420		0.08
	Share allotted on June 15, 2015 to:						
	Rajesh R. Mandawewala	120		0.00			
	Balkrishan Goenka	84		0.00			
	Krishiraj Trading Limited	3,41,97,180		19.73			
	Welspun Mercantile Limited	86,86,620		5.01			
	Welspun Wintex Limited	80,01,936		4.62			
	Welspun Infra Developers Limited	49,59,312		2.86			
	Welspun Zucchi Textiles Limited	60		0.00			
	Welspun Investments and						
	Commercials Limited	31,39,800		1.81			
	Intech Metals S. A.	37,80,000		2.18			
	Total no. of shares allotted to Promoters	6,27,65,112	17,33,20,535	36.21	6,28,98,532	17,33,20,535	36.29

iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):
Shareholding of the Company (pre-merger)

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/decrease in shareholding during the year due to purchase/sale	Cumulative Shareholding during the year/Shareholding at the end of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Subhkam Ventures (I) Pvt Ltd	16,00,000	4.00	(16,00,000)	0	0.00
2	KPR Finance Limited	12,00,000	3.00	(7,00,000)	5,00,000	1.25
3	Crescent Trading Pvt. Ltd.	13,63,909	3.41	(13,63,909)	0	0.00
4	Priyanka Finance Private Limited	10,47,543	2.62	(79,936)	9,67,607	2.42
5	Roopchand Bhanshali	4,72,453	1.18	(1,37,853)	3,34,600	0.84
6	ITI Wealth Management Pvt Ltd	4,69,900	1.17	(4,69,900)	0	0.00
7	Meenu Bhanshali	4,25,905	1.06	(3,34,600)	91,305	0.23
8	Aadi Financial Advisors LLP	3,18,334	0.80	(3,18,334)	0	0.00
9	Manek Bhansali	2,46,158	0.62	-	2,46,158	0.62
10	ITI Securities Ltd	2,75,216	0.69	-	2,75,216	0.69
11	Teck Consultancy and Services Private Limited	1,20,584	0.30	14,79,416	16,00,000	4.00



Shareholding details of Welspun Enterprises Limited (listed company - a transferor in the Scheme)

(Amount in ₹)

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Increase/decrease in shareholding during the year due to purchase/sale	Cumulative Shareholding during the year/Shareholding at the end of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Granele Limited	17,51,944	13.33	-	17,51,944	13.33
2	Merrill Lynch Capital Markets Espana S.A. S.V.	11,11,010	8.45	(1,10,659)	10,00,351	7.61
3	Life Insurance Corporation of India & its funds	9,63,895	7.33	-	9,63,895	7.33
4	Mentor Capital Limited	3,88,762	2.96	(48,185)	3,40,577	2.59
5	Simba Asia Ltd.	3,75,191	2.85	-	3,75,191	2.85
6	Nippon Investment and Finance Company Private Ltd.	3,67,447	2.79	(2,89,447)	78,000	0.59
7	Akash Bhanshali	1,82,673	1.39	(1,82,673)	0	0.00
8	Bakulesh Trambaklal Shah	1,47,229	1.12	(1,45,729)	1,500	0.01
9	Edgbaston Asian Equity Trust	1,38,184	1.05	(1,38,184)	0	0.00
10	Orange Mauritius Investments Limited	94,500	0.72	-	94,500	0.72
11	Dilipkumar Lakhi	3,90,128	2.97	(41,110)	3,49,018	2.65
12	Chirag Dilipkumar Lakhi	211,540	1.61	(16,007)	1,95,533	1.49

v. Shareholding of Directors and Key Managerial Personnel (after taking into consideration effect of the scheme).

Sr. No.	Name of Director / KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year/Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Directors				
1	Mr. Balkrishan Goenka	-	-	84	-
2	Mr. Rajesh R. Mandawewala	-	-	120	-
3	Mr. Apurba Kumar Dasgupta	-	-	-	-
4	Mr. Mohan Tandon	-	-	-	-
5	Mr. Atul Desai*	-	-	-	-
6	Ms. Mala Todarwal	-	-	-	-
	KMPs				
7	Mr. Sandeep Garg- Managing Director	-	-	-	-
8	Mr. Lalit Jain- Chief Financial Officer#	300	-	50	-
9	Mr. Nilesh Javker#	-	-	-	-

* Resigned with effect from October 1, 2014

Resigned w.e.f May 29, 2015

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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

(Amount in ₹)

	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	1,12,01,43,056	-	-	1,12,01,43,056
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	23,26,104	-	-	23,26,104
Total (i + ii + iii)	1,12,24,69,160	-	-	1,12,24,69,160
Change in indebtedness during the financial year.				
• Addition	57,79,52,690	-	-	57,79,52,690
• Reduction	(77,59,57,073)	-	-	(77,59,57,073)
Net change	(19,80,04,383)	-	-	(19,80,04,383)
Indebtedness at the end of the financial year				
i. Principal Amount	91,39,55,165	-	-	91,39,55,165
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	1,05,09,612	-	-	1,05,09,612
Total (i+ii+iii)	92,44,64,777	-	-	92,44,64,777

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.**A. Remuneration to Managing Director, whole-time directors and/or Manager:**

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Mr. Sandeep Garg - Managing Director
1.	Gross Salary	
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	1,98,77,496
	b) Value of perquisites u/s. 17(2) Income Tax Act, 1961	Nil
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	
2	Stock Option	Rs. 22,59,148 (Up to 12,00,000 carrying option to subscribe for equal number of equity shares of Rs. 10 each fully paid at zero cost. Options granted: 7,20,000; to be granted 4,80,000)
3.	Sweat equity	Nil
4	Commission	Nil
	- As % of profit	
	- Others, specify.....	
5	Others, please specify	Nil
	Total (A)	2,21,36,644
	Ceiling as per the Act.	In terms of the Circular No. 7/ 2015 dated April 10, 2015 issued by the Ministry of Corporate Affairs, the Company can pay remuneration to the Managing Director for his remaining tenure (including for the year 2014-15) in accordance with terms and conditions approved by Company as per relevant provisions of Schedule XIII of the earlier Act even if part of his tenure falls after April 1, 2014. Hence in terms of the Schedule XIII of the earlier Act read with Notifications dated July 14, 2011 and August 16, 2012 the Managing Director is eligible to receive remuneration for remaining period including the financial year 2014-15 in terms of the approval granted by the shareholders at its meeting held on September 28, 2012 without any further approval.

**B. Remuneration to other directors :**

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors				Total amount
		Mr. Mohan Tandon	Mr. Atul Desai	Mr. Apurba Kumar Dasgupta	Ms. Mala Tadarwal	
1.	Independent Directors					
	• Fee for attending board / committee meetings	3,35,000	1,10,000	3,15,000	2,50,000	10,10,000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	3,35,000	1,10,000	3,15,000	2,50,000	10,10,000
2.	Other Non Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	3,35,000	1,10,000	3,15,000	2,50,000	10,10,000
	Ceiling as per the Act.	1% of the Net profits of the Company (exclusive of any fees payable to directors for attending meetings of the Board or Committee thereof provided that the amount of such fees does not exceed Rs. one lakh per meeting of the Board or committee thereof.)				

C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole Time Director:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Mr. Lalit Jain-CFO	Mr. Nilesh Javkar-CS	Total
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	54,69,819	10,83,039	65,52,858
	b) Value of perquisites u/s. 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- As % of profit	Nil	Nil	Nil
	- Others, specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	54,69,819	10,83,039	65,52,858

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VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of penalty / punishment / compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Compounding Company Directors Other Officers in default	Section 297 of the Companies Act, 1956	The alleged violation was made at the time when company was under the control of erstwhile promoters (i.e. before the company came under the control of Welspun Group in the year 2010.)	Compounding Fees of Rs. 50,000/- paid by the Company. (see note below)	Company Law Board	-
B. Punishment Company Directors Other Officers in default	NIL				
C. Penalty Company Directors Other Officers in default	NIL				

Note : Besides, the then directors, i.e. the directors before the change of control occurred in the year 2010.

Annexure - 3

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis.

N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis.

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:	Amount (in Rs.)
Welspun Maxsteel Limited	Purchase of Traded goods	Completed	Based on transfer pricing guidelines	09.06.2014	Nil	33,09,50,094
Welspun Natural Resources Private Limited	Investment in Compulsorily Convertible Debentures	5 years from date of allotment or at any time as mutually agreed between the parties before the expiry of the tenure.	Each debenture shall be compulsorily convertible into 10 equity shares of Rs. 10 each.	11.08.2014	NA	1,26,96,92,300
Welspun Natural Resources Private Limited	Investment in Equity Shares	Not Applicable	Not applicable	11.08.2014	NA	30,00,00,000

Form No. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

To,

The Members,
WELSPUN ENTERPRISES LIMITED
(Formerly known as Welspun Projects Limited)
Welspun City, Village Versamedi, Anjar,
Gujarat – 370110
BSE Scrip Code – 532553
NSE Scrip Code – WELENT Series EQ

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by WELSPUN ENTERPRISES LIMITED (formerly known as Welspun Projects Limited) (hereinafter referred to as the “Company”). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of –

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014;

The Securities and Exchange Board of India (Registrars to an Issue and share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; The Company is in compliance with the listing agreements entered into by the Company with The BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Vadodara Stock Exchange (VSE).

The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

During the audit period, the Central Government had not approved the Secretarial Standards with respect to the Board and general meetings, therefore examination of the applicable clauses is not made.

We further report that in our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has complied with the provisions of the Act, the Rules made thereunder and the Memorandum and Articles of Association of the Company.

We further report that :

- the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For JMJA AND ASSOCIATES LLP

Jignesh Makwana

Partner

C. P. No.: 13928

Membership No.: 25395

Place : Mumbai

Date : May 29, 2015

Corporate Governance Report

I. PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors of the Company acts as a trustee and assumes fiduciary responsibility of protecting the interests of the Company, its members and other stakeholders. The Board supports the broad principles of Corporate Governance. In order to attain the highest level of good Corporate Governance practice, Board lays strong emphasis on transparency, accountability and integrity.

II. BOARD OF DIRECTORS

The Company's Board comprises of mix of executive and non-executive directors with considerable experience and expertise across a range of fields such as finance, accounts, legal, and general management and business strategy.

The composition and category of directors and relevant details relating to them are given below:

Name of the Director	Category	Board Meetings Attended during the Year 2014-15	Attendance at the Last AGM	No. of other Directorship (as last declared to the Company)			Member / Chairman in No. of Board/ Committees including other Companies (as last declared to the Company)@
				Public	Private	Other Body Corporate	
1) Mr. Balkrishan Goenka- Chairman [§]	C, P, NE	6/7	-	11	5	6	1C, 8M
2) Mr. Rajesh R. Mandawewala	NE, P, NI	6/7	-	10	7	12	4M
3) Mr. Apurba Kumar Dasgupta	NE, I	7/7	Yes	6	3	-	2C, 1M
4) Mr. Mohan Tandon	NE, I	6/7	-	2	-	-	3M
5) Mr. Atul Desai**	NE, I	3/3	Yes	11	1	1	3C, 3M
6) Ms. Mala Tadarwal*	NE, I	5/5	-	7	-	-	2C, 2M
7) Mr. Ram Gopal Sharma [#]	NE, I	-	-	5	1	-	2C, 1M
8) Mr. Mintoo Bhandari - Nominee of Equity Investor [#]	NE, NI	-	-	3	2	-	2M
9) Mr. Utsav Bajjal - Nominee of Equity Investor [#]	NE, NI	-	-	3	1	-	1M
10) Mr. Sandeep Garg – Managing Director	E	7/7	-	3	5	-	-

@ Chairmanship/membership of the Audit Committee and the Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee alone considered

* appointed w.e.f. 05.08.2014

** Resigned w.e.f. 01.10.2014

appointed w.e.f. 29.05.2015

§Appointed as Chairman (executive) w.e.f. 29.05.2015

Abbreviations: P = Promoter, I = Independent, NI = Non Independent, E = Executive Director, NE = Non-Executive Director, C=Chairman.

7 meetings of the Board of Directors were held during the financial year 2014-15 on the following dates: May 21, 2014, August 05, 2014, September 24, 2014, November 04, 2014, November 06, 2014, January 27, 2015 and March 26, 2015.

In addition to the above, a meeting of the Independent Directors was held on March 30, 2015 in compliance with Section 149(8) read with Schedule V to the Companies Act, 2013 and Clause 49 of the Listing Agreement. The said meeting was attended by Mr. Mohan Tandon, Mr. Apurba Kumar Dasgupta and Ms. Mala Tadarwal.

It is confirmed that there is no relationship between the directors inter-se.

Mr. Utsav Bajjal is an alternate director to Mr. Mintoo Bhandari.

III. AUDIT COMMITTEE

The Committee comprises of non-executive directors having accounting and finance background with majority of them (including Chairman) as independent directors.

The composition of the Committee as on the date of this report and attendance of members for meetings attended during the financial year 2014-15 is given hereunder:

Name of the Member	Member/ Chairman	Number of Meetings Attended
Mr. Ram Gopal Sharma*	Chairman	-
Mr. Mohan Tandon**	Member	5/5
Mr. Atul Desai [#]	Member	2/2
Mr. Apurba Kumar Dasgupta	Member	5/5
Ms. Mala Tondarwal [#]	Member	3/3
Mr. Rajesh R. Mandawewala***	Member	-
Mr. Mintoo Bhandari***	Member	-

[#] appointed w.e.f. 05.08.2014

^{##} Resigned w.e.f. 01.10.2014

*Appointed as Chairman and member w.e.f. 29.05.2015

** Ceased to be Chairman w.e.f. 29.05.2015

*** Appointed as member w.e.f. 29.05.2015

The Company Secretary of the Company acts as the Secretary of the Committee.

5 meetings of the Audit Committee of the Board of Directors were held during the financial year 2014-15 on the following dates: May 21, 2014, August 05, 2014, November 04, 2014, November 06, 2014 and January 27, 2015.

None of recommendations made by the Audit Committee were rejected by the Board.

Terms of Reference: The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

IV. NOMINATION AND REMUNERATION COMMITTEE

The Committee consists of the following directors with majority of them as independent directors. The composition of the Committee as on the date of this report and attendance of the members for meetings attended during the financial year 2014-15 is given hereunder:

Name of the Member	Member/ Chairman	Number of Meetings Attended
Mr. Apurba Kumar Dasgupta	Chairman	4/4
Mr. Atul Desai*	Member	2/2
Mr. Mohan Tandon	Member	4/4
Mr. Balkrishan Goenka**	Member	3/3
Ms. Mala Tondarwal	Member	2/2
Mr. Ram Gopal Sharma***	Member	-
Mr. Mintoo Bhandari***	Member	-

**Appointed as member w.e.f. May 21, 2014

*Ceased to be a member w.e.f October 1, 2014

*** Appointed as members w.e.f May 29, 2015

During the year under review, 4 meetings of the Committee were held on May 21, 2014, August 05, 2014, November 04, 2014 and January 21, 2015.

Terms of reference: To recommend appointment of, and remuneration to, Managerial Personnel and review thereof from time to time.

Nomination and Remuneration Policy:

The Company follows a policy on remuneration of directors and senior management employees, the salient features thereof are as under:

Appointment of Directors:

- While identifying persons who may be appointed directors, the Committee shall consider business of the Company, strength, weakness, opportunity and threats to company's business, existing composition of the board of directors,

diversity, skills, expertise of existing directors and background, skills, expertise, reputation and qualification possessed by persons being considered, specific requirements under Companies Act, 2013, standard listing agreement and any other laws as to composition of the Board.

- While identifying persons who may be appointed as independent directors, the Committee shall review their qualifications and suitability to ensure that such candidates will be able to function as directors 'Independently' and void of any conflict of interest, obligations, pressure from other Board members, KMPs, senior management and other persons associated with the Company.

Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel:

- The remuneration to executive directors, Key Managerial Personnel and senior management personnel at the time of appointment shall be mutually agreed. The Committee shall consider top industry indicators, requirements of role, qualification and experience of candidate, expected contribution of executive to the profitability challenges specific to the Company and such other matters as the Committee may deem fit. The remuneration must motivate individuals to achieve benchmarks which must be aligned to the vision of the Company. It may contain fixed pay. The management shall periodically find out the remuneration scale prevalent in the industry / peer group to the extent possible to find out if there is a need for revision in remuneration for retaining the talent.
- The non-executive directors shall not be eligible for any remuneration / commission, unless specifically approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee and by the shareholders.
- The non- executive directors including independent directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of such fees shall not exceed Rs. 1,00,000 per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- The non-executive directors may be paid commission after complying with required provisions of the Companies Act, 2013.

Besides, the Committee shall take into consideration performance, of the concerned executive as well as the Company, to the growth of business, profitability, company potentiality and critical role played / initiatives taken while considering pay hike / increment to the concerned executives.

Details of remuneration to directors:

- a) Particulars of remuneration paid/payable to Mr. Sandeep Garg, Managing Director of the Company for the financial year 2014-15 is as under:

Salary	:	Rs. 2,20,00,000
Commission	:	NIL
Service Contract	:	July 16, 2012 to July 15, 2017
Notice period	:	3 months
Stock Options	:	12,00,000 stock options at zero cost. The ESOPs shall be granted as under: 7,20,000 ESOPs on 16/2/2015; 2,40,000 ESOPs on 14/7/2015 and 2,40,000 ESOPs on 14/7/2016

Leave travel allowance, superannuation, telephone expense reimbursement, car facility, leave encashment, gratuity and other perquisites are as per the rules of the Company. Further, contribution to Provident Fund is to the extent exempt under Income Tax Act.

- b) Managing Director of the Company was not in receipt of any commission from the Company and at the same time, did not receive any remuneration or commission from any of the Company's subsidiary companies.
- c) None of the non-executive directors received remuneration other than sitting fees for attending meetings.
- d) No remuneration or perquisite was paid to, and no service contract was entered into with, but the sitting fees were paid to the following directors for attending meetings of Board / Committees of the Board for the financial year 2014-15.

Sr. No.	Name of the Director	Sitting Fees (Rs.)
1	Mr. Mohan Tandon	3,35,000/-
2	Mr. Apurba Kumar Dasgupta	3,15,000/-
3	Ms. Mala Tadarwal	2,50,000/-
4	Mr. Atul Desai*	1,10,000/-

* resigned w.e.f. 1st October 2014

The above mentioned sitting fees paid to the non-executive directors was within the limits prescribed under the Companies Act, 2013 for payment of sitting fees. Hence prior approval of the members as stipulated under Clause 49(II)(C) was not required.



- e) None of the directors had any transaction with the Company. However, transactions have taken place with some of the companies in which a director holds directorship. Those transactions took place at the prevailing market value as commercial transactions in the ordinary course of business and the same were disclosed to the Board.

V. SHARE TRANSFER, INVESTORS' GRIEVANCE AND STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee is constituted in accordance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to look into transfer of securities and redress investors' complaints and to review the functioning of the investors grievance redressal system.

The Chairman of the Committee is a non-executive director. The composition of the Committee as on the date of this report is given hereunder:

Name of the Member	Member/ Chairman
Ms. Mala Tadarwal	Chairman
Mr. Mohan Tandon	Member
Mr. Apurba Kumar Dasgupta	Member
Mr. Mintoo Bhandari	Member

The Company Secretary of the Company acts as the Compliance Officer of the Committee. Meetings of the Committee are scheduled to be held as and when required.

Number of Shareholders complaints / requests received during the year:

During the year under review, no shareholders complaints were received. Further, no request was received for demat/remat/transfer of physical shares during the year.

VI. SHAREHOLDING OF THE DIRECTORS OF THE COMPANY AS ON MARCH 31, 2015

Except for the Stock Options carrying right to subscribe for equal number of equity shares granted to Mr. Sandeep Garg- Managing Director, none of the other directors hold any shares in the Company.

VII. GENERAL BODY MEETINGS

The details of Annual General Meetings held and special resolutions passed in the last three years are given hereunder:

Meeting	Day & Date of the Meeting	Time	Place	Special Resolutions passed
20 th Annual General Meeting	Tuesday, September 30, 2014	11.30 a.m	Registered Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370110	<ul style="list-style-type: none"> Authorising keeping of register and index of members separately for each class of equity and preference share, register of debenture holders; and register of any other security holders at any other place in India outside the registered office of the Company. Alteration of Articles of Association of the Company to align the same with the requirements under the Companies Act, 2013.
19 th Annual General Meeting	Tuesday, September 24, 2013	11.30 a.m.	Registered Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370110	—
18 th Annual General Meeting	Friday, September 28, 2012	11.00 a.m.	Registered Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370110	<ul style="list-style-type: none"> Appointment of Mr. Sandeep Garg as Managing Director of the Company for a period of 5 years w.e.f July 16, 2012 Grant of ESOP to the Managing Director.

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

21st Annual Report 2014-15

Resolutions through postal ballot are passed in accordance with the procedure given in Rule 22 of the Companies (Management and Administration) Rules, 2014. The postal ballot and all other papers relating to postal ballot including voting by electronic means remain under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes and thereafter the scrutinizer returns the ballot papers and other related papers or register to the Company for preservation. The results of the postal ballot are declared by placing it, along with the scrutinizer's report, on the website of the Company.

The details of the special resolutions passed through postal ballot during the year under report, details of voting pattern on those resolutions, person who conducted the postal ballot exercise is as under:

Postal Ballot Notice Dated	Details of Special Resolution passed	Total outstanding Shares	No. of Votes Polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes against	% of votes in favor of total votes polled	% of votes against of total votes polled	Person who conducted the postal ballot exercise
January 23, 2015	Reduction of share capital of Company consequent to cancellation of equity shares held by Welspun Infratech Limited in the Company pursuant to Scheme	4,00,00,000	2,45,41,878	50.33	2,45,41,568	310	99.83	0.17	CS Mansi Damania Proprietor of M/s. Mansi Damania & Associates, Company Secretaries
	Increase in Authorised Share Capital to Rs. 102.75 crs	4,00,00,000	2,45,41,878	50.33	2,45,41,878	0	100.00	0.00	

None of the resolutions proposed to be passed at the 21st Annual General Meeting are required/proposed to be conducted through postal ballot.

VIII. DISCLOSURE**a. Related Party Transactions**

For related party transactions refer Note No. 43 of Notes to Accounts annexed to the Standalone Financial Statement. The Company's policy on dealing with Related Party Transactions as required under Clause 49 of the Listing Agreement with the stock exchanges is disclosed on the Company's website and a web link thereto is as under:

<http://www.welspunenterprises.com/userfiles/file/Annexure%20B%20-%20Related%20Party%20Transaction%20Policy.pdf>

b. Non-Compliance

There were no non-compliance by the Company and hence no penalties and strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last 3 years.

c. Code of Conduct

The Company has Code of Conduct for Board members and senior management personnel. A copy of the Code has been put on the Company's website for information of all the members of the Board and management personnel.

All Board members and senior management personnel have affirmed compliance of the same.

A declaration signed by the Managing Director of the Company is given below:

"I hereby confirm that there was no non-compliance with the Code of Conduct of the Company by any of the Board member or the senior management personnel."

Sd/-

Sandeep Garg
Managing Director
DIN: 00036419

d. Whistle Blower Policy and Vigil Mechanism.

The Company has adopted Whistle Blower Policy and Vigil Mechanism for its directors and employees in terms of provisions of the Listing Agreement and Companies Act, 2013 and no personnel have been denied access to the Audit Committee. Protected Disclosures and other communication can be made in writing by an email addressed to the Chairman of the Audit Committee. The policy on Whistle Blower Policy and Vigil Mechanism is disclosed on the Company's website and a web link thereto is as under:

<http://www.welspunenterprises.com/userfiles/file/Annexure%20C%20-%20Whistle%20Blower%20Policy.pdf>



e. Policy for determining 'material' subsidiaries.

The Company's policy on determining material subsidiaries as required under Clause 49 of the Listing Agreement with the stock exchanges is disclosed on the Company's website and a web link thereto is as under:

<http://www.welspunenterprises.com/userfiles/file/Annexure%20J%20-%20Policy%20on%20Material%20Subsidiary.pdf>

f. Detail of compliance with mandatory requirement and adoption of the non-mandatory requirements of the Clause 49 of the Listing Agreement.

The Company is in compliance with the mandatory requirements mentioned under 49 of the Listing Agreement to the extent applicable and in addition the Company has adopted non-mandatory requirement mentioned at (3) - "Audit Qualifications", (4) - "Separate Posts of the Chairman and the Managing Director / CEO, and (5) - "Reporting of Internal Auditor" of Annexure XIII to the Clause 49 of the Listing Agreement with the Stock Exchanges.

IX. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent out to the Stock Exchanges immediately after they are approved by the Board. The Company published its un-audited/audited financial results in Western Times / Kutch Mitra (Gujarati edition), Financial Express (English Edition).

These results are simultaneously posted on the website of the Company at www.welspunenterprises.com. The official press release, if any, is also available on the website of the Company.

X. GENERAL SHAREHOLDER INFORMATION

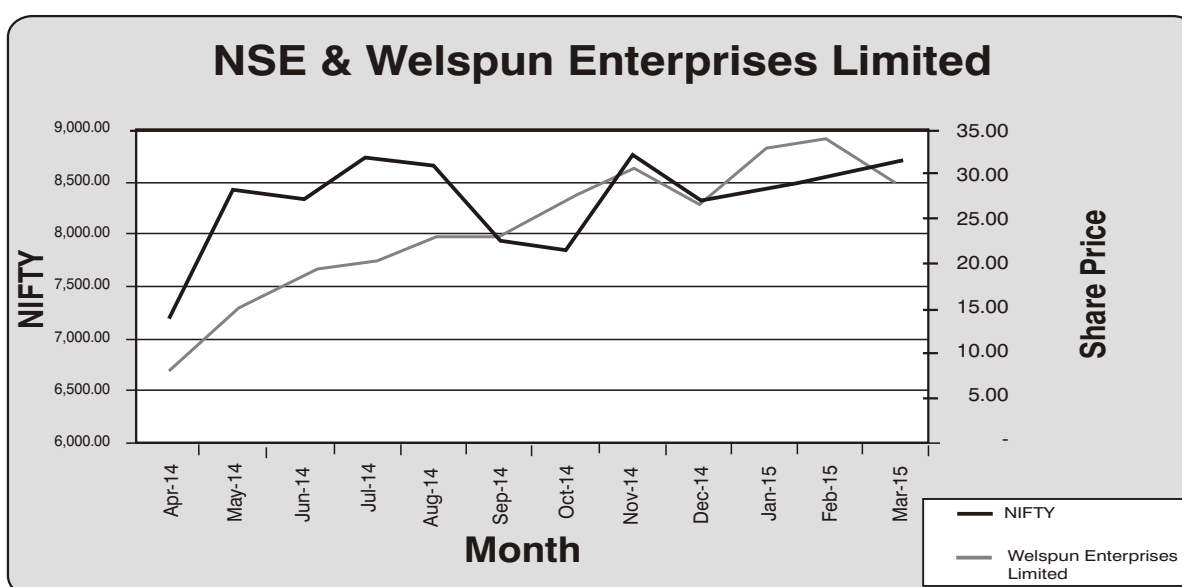
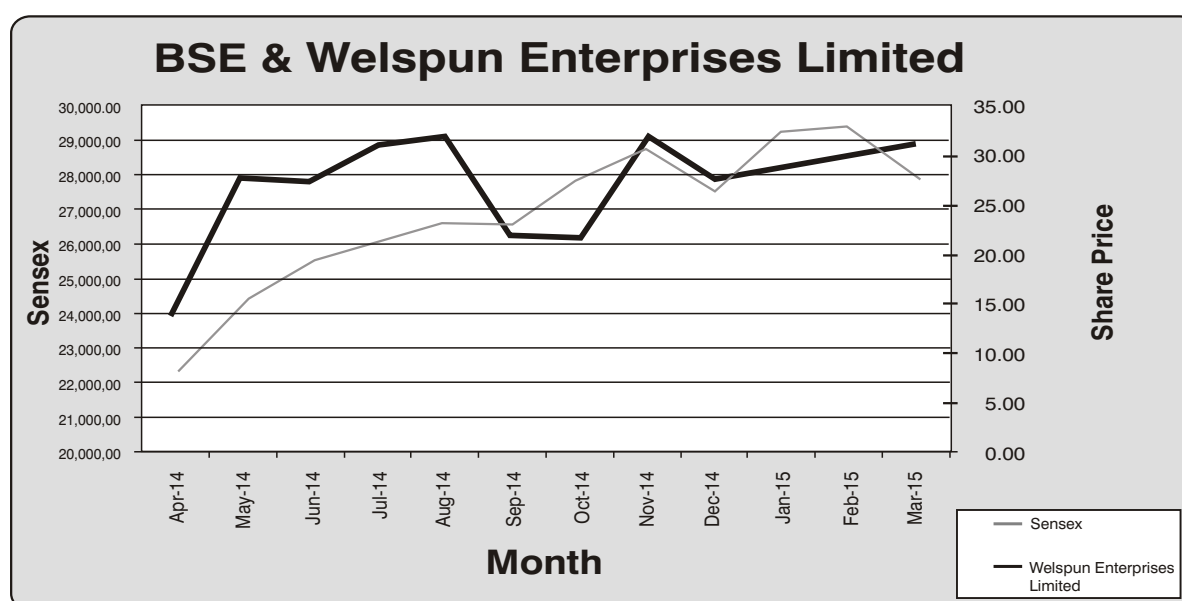
- Annual General Meeting** shall be held on Tuesday, September 29, 2015 at 11.30 a.m. at the Registered Office of the Company at "Welspun City", Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110.
- Financial Year** of the Company is 1st April to 31st March.
- Date of Book Closure:** Thursday, September 24, 2015 to Friday, September 25, 2015 (both days inclusive).
- Dividend payment date:** N.A.
- Listing on Stock Exchanges:** The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited, Mumbai (BSE) and Vadodara Stock Exchange Limited (VSE).
- Stock Code /Symbol for equity shares:**

Bombay Stock Exchange Limited	:	532553
National Stock Exchange of India Limited	:	WELENT; Series: EQ
ISIN No. (For dematerialized shares)	:	ISIN INE625G01013
- Stock Market price data, high and low price of equity shares on the Bombay Stock Exchange Limited, Mumbai and the National Stock Exchange of India Limited are as under:**

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April - 2014	14.30	9.61	14.40	10.00
May - 2014	27.81	13.46	28.05	13.45
June - 2014	35.40	25.6	35.70	25.45
July - 2014	33.70	26.75	33.60	26.55
August - 2014	34.10	28.55	33.80	29.10
September - 2014	32.15	21.50	32.90	21.05
October - 2014	23.50	19.05	23.00	18.60
November - 2014	38.95	21.80	39.05	21.50
December - 2014	33.50	25.05	32.50	26.00
January - 2015	34.50	24.60	34.40	24.50
February - 2015	31.20	25.65	30.50	25.00
March - 2015	35.65	28.25	35.45	28.80

8. Performance in comparison to broad-based indices i.e. BSE - Sensex and NSE- S&P Nifty is as under:

Month	BSE Index (Sensex)	Closing price of Share (Rs.)	NSE (S&P Nifty)	Closing price of Share (Rs.)
April -2014	22,417.80	14.00	6,696.40	13.55
May-2014	24,217.34	27.81	7,229.95	28.05
June-2014	25,413.78	27.50	7,611.35	27.25
July-2014	25,894.97	31.00	7,721.30	32.00
August-2014	26,638.11	31.80	7,954.35	30.85
September-2014	26,630.51	22.00	7,964.80	22.25
October-2014	27,865.83	21.60	8,322.20	21.40
November-2014	28,693.99	31.85	8,588.25	31.85
December-2014	27,499.42	27.55	8,282.70	27.10
January-2015	29,182.95	28.50	8,808.90	28.35
February-2015	29,361.50	30.10	8,901.85	30.30
March-2015	27,957.49	31.15	8,491.00	31.60





9. **Registrar and Transfer Agent:** The Company has appointed Registrar and Transfer Agent to handle the share transfer work and to resolve the complaints of shareholders. Name, address and telephone number of Registrar and Transfer Agent is given hereunder:

Link Intime India Private Limited

(Formerly known as :Intime Spectrum Registry Limited)

Unit : Welspun Enterprises Limited

(Formerly known as Welspun Projects Limited)

C-13, Pannalal Silk Mills Compound,

LBS Marg, Bhandup (West),

Mumbai – 400 078.

Email - rnt.helpdesk@linkintime.co.in

Tele. No.: +91-022-25946970

Fax No. : +91-22-25946969

10. **Share Transfer System:** Our Registrar and Transfer Agent registers shares sent for transfer in physical form within 15 days from the receipt of the documents, if the same are found in order. Shares under objection are returned within two weeks.

11. **Distribution of Shareholding:**

Shareholding Pattern as on March 31, 2015 (pre-merger)

Number of Shares	No. of shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares held
Upto – 500	6,563	82.91	9,43,367	2.36
501-1,000	616	7.78	5,19,316	1.3
1,001-2,000	305	3.85	4,82,348	1.21
2,001-3,000	130	1.64	3,33,555	0.83
3,001-4,000	50	0.63	1,81,563	0.45
4,001-5,000	67	0.85	3,16,996	0.79
5,001-10,000	92	1.16	7,19,554	1.8
10,001 and above	93	1.17	3,65,03,301	91.26
Total	7,916	100.00	4,00,00,000	100.00

Shareholding Pattern as on March 31, 2015 (taking into consideration effect of merger of erstwhile Welspun Enterprises Limited with the Company):

Number of Shares	No. of shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares held
Upto – 500	57,435	97.12	95,31,695	5.50
501-1,000	776	1.31	19,66,576	1.13
1,001-2,000	386	0.65	19,08,560	1.10
2,001-3,000	159	0.27	11,87,943	0.69
3,001-4,000	62	0.10	6,77,703	0.39
4,001-5,000	78	0.13	9,26,992	0.53
5,001-10,000	107	0.18	19,20,022	1.11
10,001 and above	134	0.23	15,52,01,044	89.55
Total	59,137	100.00	17,33,20,535	100.00

12. De-materialization of shares and liquidity:

As on March 31, 2015, 97.25% equity shares have been dematerialized and have reasonable liquidity on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

13. Outstanding Employee Stock Options, conversion date and likely impact on equity share capital is as under:

Outstanding as on 31.03.2015	Conversion date	Likely impact on equity share capital
7,20,000 Stock Options carrying right to subscribe for equal number of equity shares in the Company	16/02/2019	Increase in equity capital by 7,20,000 equity shares of Rs. 10.00 each

14. Project locations of the Company and its subsidiaries

Sr. No	Company	Location	State	Nature of Business
1	Welspun Enterprises Limited	Ludhiana	Punjab	Project- BOT
2	Welspun Enterprises Limited	Dewas	Madhya Pradesh	Project- BOT
3	Welspun Enterprises Limited	Hoshangabad	Madhya Pradesh	Project- BOT
4	Welspun Enterprises Limited	Raisen	Madhya Pradesh	Project- BOT
5	Welspun Enterprises Limited	Vapi	Gujarat	Project- EPC
6	Welspun Enterprises Limited	Mohali	Punjab	Project- EPC
7	Welspun Enterprises Limited	Surat	Gujarat	Project- EPC
8	Welspun Enterprises Limited	Delhi	Delhi	Project- EPC
9	Welspun Enterprises Limited	Bharuch	Gujarat	Operations & Maintenance
10	MSK Projects (Himmatnagar Bypass) Private Limited	Himmatnagar	Gujarat	Project- BOT
11	MSK Projects (Kim Mandvi Corridor) Private Limited	Kim Mandvi	Gujarat	Project- BOT
12	Dewas Bhopal Corridor Ltd	Dewas	Madhya Pradesh	Project- BOT

15. Address for correspondence

The Company Secretary,
Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)
Welspun House, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013.
Tel: +91-22-66136000; +91-22-24908000,
Fax: +91-22-24908020 /21
e-mail: companysecretary_wel@welspun.com

PRACTICING COMPANY SECRETARY'S CERTIFICATE

To The Members of
Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)

We have examined the compliance of conditions of Corporate Governance by Welspun Enterprises Limited (formerly known as Welspun Projects Limited) for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

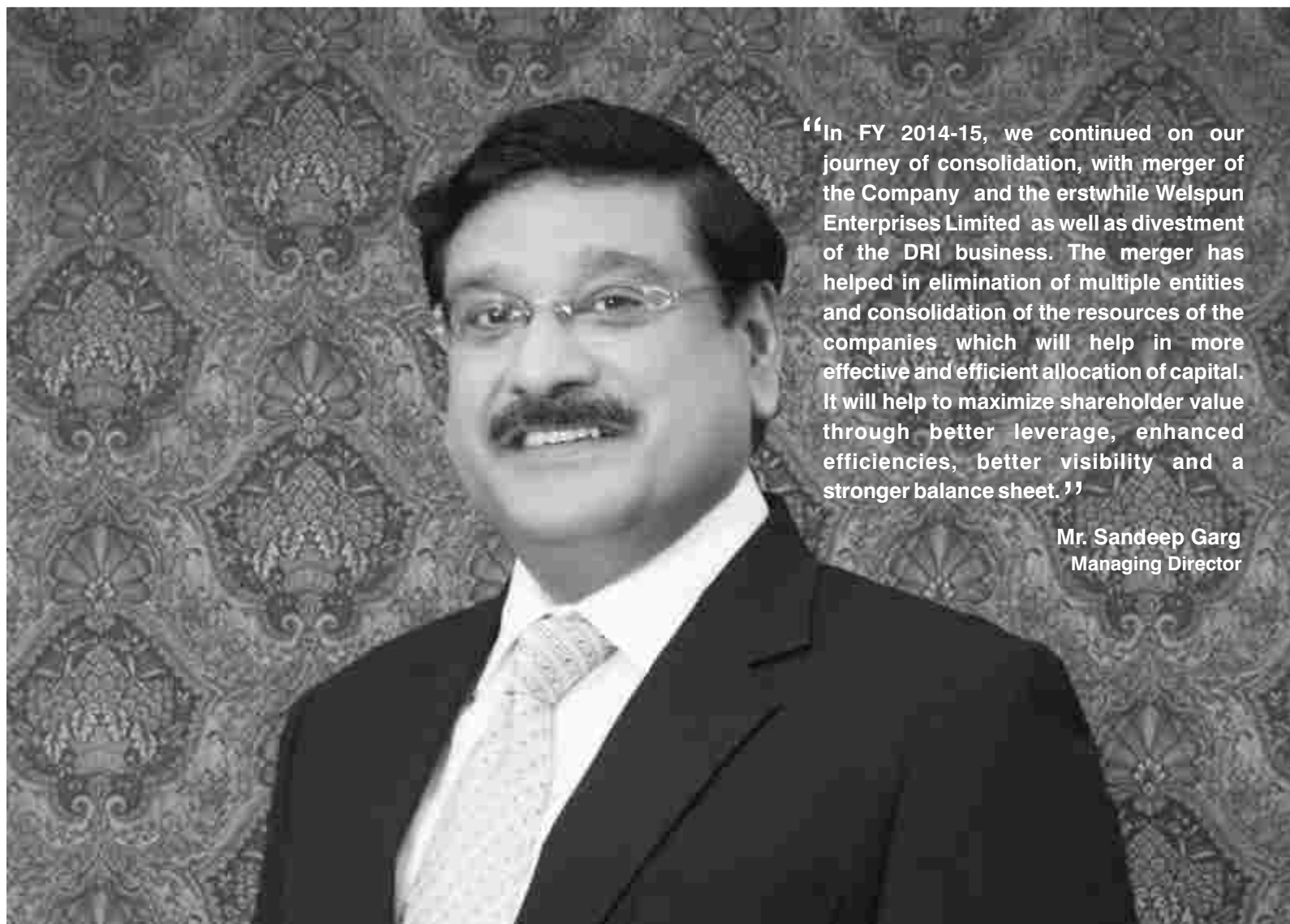
In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievance received during the year ended March 31, 2015, the Registrars of the Company have certified that as at March 31, 2015, there was no investor grievance remaining pending, as the case may be.

**For S.S. Risbud & Co.
Company Secretaries**

**Sanjay S. Risbud
Membership No. 13774
Certificate of Practice No. 5117**

Mumbai
May 29, 2015



“In FY 2014-15, we continued on our journey of consolidation, with merger of the Company and the erstwhile Welspun Enterprises Limited as well as divestment of the DRI business. The merger has helped in elimination of multiple entities and consolidation of the resources of the companies which will help in more effective and efficient allocation of capital. It will help to maximize shareholder value through better leverage, enhanced efficiencies, better visibility and a stronger balance sheet.”

Mr. Sandeep Garg
Managing Director

Management Discussion and Analysis

The Management Discussion and Analysis (MD&A) should be read in conjunction with the Audited Financial Statement of Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) (“WEL” or the “the Company”), and the notes thereto for the year ended March 31, 2015. This MD&A covers WEL’s financial position and operations for the year ended March 31, 2015. Amounts are stated in Indian Rupees unless otherwise indicated.

Forward-Looking Statements

This report contains forward looking statements, which may be identified by their use of words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’, or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company’s strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement, on the basis of any subsequent developments, information or events.

Business Overview

Welspun Enterprises Limited (WEL), part of the Welspun Group, is an operating Company as well as a holding company. The year of 2014-15 was a year of consolidation for the company. During the year, the company divested its DRI business; Welspun Maxsteel Limited. The company had identified this business as non-core and therefore exited the same. As part of further consolidation, pursuant to Scheme of Arrangement and Amalgamation made effective from May 11, 2015, the erstwhile Welspun Enterprises Limited, Welspun Infratech Limited, Welspun Plastics Private Limited and Welspun Infra Projects Private Limited were merged into the Company. This consolidation will enable the Company to better leverage the combined strengths of the entities, synergies arising out of consolidation of business such as, enhancement of net worth of the combined business to capitalise on future growth potential, optimal utilisation of resources, reducing operating and compliance cost and achieving operational and management efficiency. It will aid the Company to target opportunities which need large free cash and strong balance sheet. The merger has helped to consolidate and simplify corporate structure of WEL and its subsidiaries.



Macro-Economic Environment

In 2014, global economic recovery remained tepid and divergent across economies, with most emerging market economies experiencing slowdown. While advanced economies remained susceptible to the risk of deflation, inflationary pressures subsided in key emerging economies giving leeway for easing monetary policy. Global commodity prices continue to decline. Financial markets were buoyant but volatile in pricing in policy developments in major economies.

In the few years the Indian economy has experienced some moderation after a high growth trajectory achieved in early 2000s. Slow demand, financial crises in developed nations and domestic economy slowdown appeared to be some of the major setbacks for the country. However prudent regulatory and fiscal policies have helped in slow pickup in growth. Moreover, India continues to be a favourable investment and trade destination globally. India's share in the global GDP climbed from 4% in 2000s to 6% in 2012 (Source : World Trade Report 2014). In the last decade, net capital inflows in the country grew at a CAGR of 14.4% reaching nearly USD 50 billion in 2013. India has ranked among the top 20 biggest exporters in 2013 and has ranked 19th biggest exporter in 2013, improving from 26th rank in 2008. In the last decade, the contribution of India's exports to its GDP has grown from 11.1% in 2003-04 to 17% in 2013-14.

The macroeconomic environment is expected to improve in 2015-16, with fiscal policy gearing to an investment-led growth strategy and monetary policy using available room for accommodation. The Reserve Bank's consumer confidence survey points to growing consumer optimism since June 2014, reflecting purchasing power gains arising from lower inflation as well as improved perception of income, spending and employment growth. Large declines in commodity prices and the benign inflation outlook for the near-term should provide a boost to growth. (Source: RBI)

Industry and Company overview

The Company's key activity is in the infrastructure business. Apart from that, the company holds equity investments in Welspun Energy Limited (renewable energy) and Welspun Natural Resources Private Limited (Oil and gas exploration).

Infrastructure

India has the second largest road network in the world at 4.7 million km. This network transports more than 60 per cent of all goods in the country and 85 per cent of India's total passenger traffic. Road activity has gradually increased over the years with the improvement in connectivity between cities, towns and villages in the country. With automobiles and freight movement also growing at a rapid rate, the necessity for a road network good enough to carry the traffic is paramount.

Understanding this need, the Government of India has set aside 20 per cent of the investment of US\$ 1 trillion reserved for infrastructure during the 12th Five-Year Plan (2012–17) to develop the country's roads. The value of roads and bridges infrastructure in India is projected to grow at a compound annual growth rate (CAGR) of 17.4 per cent over FY12–17 to touch US\$ 19.2 billion by 2017. The financial outlay for road transport and highways grew at a CAGR of 19.4 per cent in the period FY09-14, which is ample proof of the government's emphasis on roads. Around the same period, build-operate-transfer (BOT) projects have achieved a CAGR of 17.1 per cent over FY06-13.

The Indian government plans to develop a total of 66,117 km of roads under different programmes such as National Highways Development Project (NHDP), Special Accelerated Road Development Programme in North East (SARDP-NE), and has set an objective of building 30 km of road a day from 2016. Also, about two-thirds of NHDP road projects (ex-phase IV) have not been awarded as yet, thus offering a massive opportunity to private players in future.

An interesting opportunity which could come up in the near future in roads is hybrid annuity projects. This is an innovative model being discussed by the Government to reduce risk of private players and focus on early completion. The government is expected to provide support for 40% of the construction cost while the remaining 60% is expected to be arranged by the concessionaire. The government is expected to bear the traffic risk, by providing for any shortfall compared to the projected figures. There is expected to be a bonus on early completion as well as penalty on late completion of the project to incentivise speedy completion.

Apart from roads, water sector also provides a significant opportunity for private players. Per capita water availability in India fell from 1,820 cubic metre in 2001 to 1,544 cubic metre in 2012. It is estimated that if the current pattern of demand continues, about half of the demand for water in the country will be unmet by 2030. This suggests that India is moving quickly from a "water-stressed" to a "water-scarce" country. Hence there is considerable emphasis from the government for water supply, water treatment as well as sanitation projects. This also suggests significant opportunity in laying, operating and maintaining cross-country transmission pipelines.

WEL has developed and operates PPP projects in various sectors like roads, water, and urban infrastructure. In the highway sector alone, the Company has successfully completed six BOT (Toll) Road projects with a total length of over 500 km. Going forward, the Company will continue to focus with caution on project development activities. Key focus areas will be infrastructure development in niche areas such as water transmission and processing, roads as well as O&M of existing assets.

Oil and Gas Exploration Industry

According to the OPEC World Oil Outlook report, global oil consumption is projected to reach 111 MMb/d by 2040 from 90 MMb/day in 2013. While OECD consumption is projected to fall in the period from 2013 to 2040, non-OECD consumption is expected to more than offset this decline. China, India and the Middle East are expected to be the largest contributors to the growth in oil consumption.

The global outlook for gas appears to be bright over the coming decades, as demand is expected to increase by 50% in the period from 2013-2035 reaching 169 trillion cubic feet in 2035. New sources of gas, both conventional and unconventional, are expected to bring greater diversity to global supply. Changes in the list of major LNG suppliers will result in creation of new linkages between regional gas markets, notably between those of North America and the Asia-Pacific, narrowing to a degree the wide regional gas price differentials that exist today.

India is the 4th largest consumer of energy in the world after USA, China and Russia accounting for around 4.6% of world energy consumption. In this, share of Natural Gas in Indian Energy basket to increase from 10% to 20% by 2025. Despite the increase in domestic gas production, dependency on imported gas is expected to increase substantially. LNG, which currently constitutes 30% of the natural gas consumption in the country, is expected to have a share of more than 50% by 2025. Backed by new oil fields, domestic oil output is anticipated to grow to 1 MMBPD by FY16. With India developing gas-fired power stations, consumption is up more than 160 per cent since 1995 and is likely to expand at a CAGR of 21 per cent during FY08-17. (Source : EIA)

The oil and gas sector has been identified as one of the six core industries in India. It is of strategic importance and plays a pivotal role in influencing decisions across other important spheres of the economy. In 1997-98, the New Exploration Licensing Policy (NELP) was envisioned to deal with the ever-growing gap between demand and supply of gas in India. As per a recent report, the oil and gas industry in India is anticipated to be worth US\$ 140 billion in 2015. With India's economic growth closely linked to energy demand, the need for oil and gas is projected to grow further, rendering the sector a fertile ground for investment.

Welspun Natural Resources Private Limited (WNRPL) represents Welspun Group's interests in the oil and gas exploration business. The Company owns 35% stake in Adani Welspun Exploration Limited, a joint venture with the Adani group. WNRPL has interest in various oil & gas exploration blocks in India and abroad, either directly or through its subsidiaries or JVs. Drilling is underway in these blocks.

As a growth strategy, the Company is looking at potential opportunities in operating oil fields. With the recent oil price fall, O&G producers with high debt levels and low hedges could be under distress. This provides opportunity to acquire stake in producing assets with positive cash flows and future growth potential, at reasonable valuations. The focus geographies would be USA and Canada which have a stable regulatory regime in the O&G space.

Renewable Energy/ Power

The power sector in India is undergoing a significant change that is redefining the overall industry outlook. The Planning Commission's 12th Plan expects total domestic energy production to reach 669.6 million tonnes of oil equivalent (MTOE) by 2016-17 and 844 MTOE by 2021-22. As of April 2014, total thermal installed capacity stood at 168.4 Gigawatt (GW), while hydro and renewable energy installed capacity totalled 40.5 GW and 31.7 GW, respectively.

The Government of India has identified the power sector as a key sector of focus to promote sustained industrial growth. The Indian power sector has an investment potential of Rs. 15 trillion (US\$ 237.35 billion) in the next 4-5 years with immediate goal of the government to produce two trillion units (kilowatt hours) of energy by 2019. This will mean doubling the current production capacity in order to achieve provide 24x7 electricity for residential, industrial, commercial and agriculture use.

There is a strong emphasis on developing renewable energy sources to meet the expected increase in demand. Jawaharlal Nehru National Solar Mission (JNNSM) was launched in 2009 with a target for Grid Connected Solar Projects of 20,000 MW by 2022. In the last two to three years, the sector has witnessed rapid development with installed solar capacity increasing rapidly from 18 MW to about 3800 MW during 2010 - 15. The price of solar energy has come down significantly from Rs.17.90 per unit in 2010 to under Rs.7 per unit, thereby reducing the need of grants and subsidies for solar power. With technology advancement, solar power is expected to reach grid parity by 2017-18. These developments have prompted the Indian government to increase its target of Grid Connected Solar to 100,000 MW (100GW) by 2022 from the present target of 20,000 MW. In addition to this, the government is also targeting 60GW of wind capacity by 2022.

The Company holds a significant minority stake (~20%) in Welspun Energy Private Limited (WEPL), which is in the development of renewable energy projects. WEPL is one of the leading renewable energy companies in India, with presence in the solar and wind energy sectors. It has one of the largest operational capacities in solar energy in the country of close to 400 MW. It also has operational wind capacity of 50 MW. The Company plans to grow its portfolio to more than 5,000 MW of clean energy by 2019.

KEY RISKS :

Infrastructure	Oil & Gas Exploration	Renewable Energy
<ul style="list-style-type: none"> Limited avenues for raising long-term funding Delays in land acquisition Inadequate regulatory framework Requirement of multiple clearances and associated delays Inefficiencies in pricing of infrastructure Inadequate availability of skilled manpower High interest rates 	<ul style="list-style-type: none"> Commercial viability of discoveries Price Volatility of Oil & Gas Limitation due to Infrastructure for exploration and evacuation of products. Regulatory controls 	<ul style="list-style-type: none"> Delays in Land acquisition Delays in statutory approvals and clearances from the authorities Availability and cost of capital - both equity and debt funding Evacuation issues Rapid changes in technology in solar power Weak financial condition of electricity distribution companies Lack of availability of adequately skilled and technical manpower

HUMAN RESOURCES POLICY

Human resource is the biggest asset of the Company and it remains one of the core focus areas of the Company. The Management of the Company lays special emphasis on the welfare of its employees and training, welfare and safety measures are undertaken on a regular basis. The Company has a well qualified and experienced team of professionals with a dedicated human resource department, which is competent to deliver when needed. The Company aims to provide a congenial work environment that respects individuals and encourages professional growth, innovation and superior performance.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Management of the Company maintains adequate internal control system which is designed to provide reasonable assurance that assets are safeguarded and transactions are rightly executed and recorded in accordance with management authorization and accounting policies.

All the records are adequately maintained for preparation of financial statements and other financial information. Apart from internal controls, the Company also audits the efficiency and security of its operations, its information technologies and data, in accordance with the global standards. The Audit Committee reviews internal audit reports as well as the internal control systems and financial disclosures.

DISCUSSION OF FINANCIAL PERFORMANCE

This discussion on Financial Analysis is for consolidated financials of the Company. Pursuant to Scheme of Arrangement and Amalgamation made effective from May 11, 2015, the erstwhile Welspun Enterprises Ltd., Welspun Infratech Limited, Welspun Plastics Private Limited and Welspun Infra Projects Private Limited were merged into the Company. Hence, the FY15 numbers are not comparable to the FY14 numbers. During the year, the company divested its DRI business- Welspun Maxsteel Ltd on 31st October 2014. The continuing financials shown below is without the DRI business.

The key highlights of the financial year 2014-15 were:

Continuing financials	Figures in Rs. million
Particulars	FY15
Income from Operations	3,039
EBITDA	777
PBT before exceptional	40

The total revenue from operations in the continuing business post divestment from the DRI business stood at Rs. 3,039 million in FY15; Reported EBITDA at Rs. 777 million and profit before tax and before exceptional items at Rs. 40 million.

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

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The Key highlights of the balance Sheet at the end of FY15 is as follows:

Figures in Rs. million

Particulars	FY15
Networth	15,149
Minority Interest	94
Gross Debt*	2,759
Cash & Cash Equivalents	7,859
Net Debt /(Cash)	(5,100)
Other Long Term Liabilities	397
TOTAL LIABILITIES	10,540
Total Net Fixed Assets (incl. CWIP)*	6,680
Net Current Assets (Excluding Cash & Cash Equivalents)	50
Other Long Term Investments	3,809
TOTAL ASSETS	10,540

Note : Cash & Cash Equivalents includes Current liquid Investments & ICDs

**Attributable to Welspun*

The total networth of the Company stands at Rs. 15,149 million at the end of FY15. Gross debt attributable to Welspun stands at Rs. 2,759 million. Total cash and cash equivalents (including ICDs) stands at Rs. 7,859 million. Therefore, the Company has a Net Cash position of Rs. 5,100 million at the end of the year.

Impact of Business Re-organisation on the Financials

Erstwhile Welspun Enterprises Ltd. was formed by the demerger of the non-pipe businesses of Welspun Corp Ltd through a scheme of demerger which came in to effect in January 2014. On account of the demerger, Welspun Enterprises had a gross debt of approx. Rs. 17 bn and cash balance of approx. Rs. 10 bn resulting in a net debt of approx. Rs.7 bn. Since then, the Company has continuously worked on reducing debt, divesting loss making businesses and strengthening balance sheet through consolidation efforts.

As a first step, the Company sold its ~40% stake in Leighton Welspun Contractors Pvt. Ltd. in February 2014. As a result of this transaction, the net debt of the company was reduced by around Rs. 5 bn.

In October 2014, the Company divested its DRI business – Welspun Maxsteel Ltd. This further reduced the net debt of the Company by around Rs.8 bn.

The Company has made further investment of Rs. 1.5 bn in O&G business during this period. Finally, Welspun Enterprises Ltd., Welspun Infratech Ltd., Welspun Plastics Private Ltd. and Welspun Infra Projects Private Ltd. have been merged with Welspun Projects Ltd., through the Scheme of Amalgamation and Arrangement made effective from May 11, 2015.

The resultant company has a stronger balance sheet with cash and cash equivalents of approx Rs. 8 bn and net worth of around Rs. 15 bn. This sets the foundation for strong future growth by targeting opportunities which require free cash and need strong net worth.

Financial Section

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF WELSPUN ENTERPRISES LIMITED
(FORMERLY KNOWN AS WELSPUN PROJECTS LIMITED)

Report on the Financial Statements

1. We have audited the accompanying standalone financial statements of Welspun Enterprises Limited (formerly known as Welspun Projects Limited) ("the company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Management and Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

8. As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on 31 March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statement (Refer Note 30 to the financial statements);
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, in respect of long term contracts including derivative contracts.
 - (iii) There is no delay in transferring the amount, required to be transferred to the Investor Education and Protection Fund.

FOR CHANDRAKANT & SEVANTILAL & J. K. SHAH & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 101676W

Place: Baroda
Date : 29/5/2015

(H.B.SHAH) PARTNER
Membership No. 016642

ANNEXURE TO INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF M/S WELSPUN ENTERPRISES LIMITED (FORMERLY KNOWN AS WELSPUN PROJECTS LIMITED) ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015.

(Referred to in paragraph 7 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
b) Major portion of fixed assets has been physically verified during the year by the management in accordance with a programme of verification, which, in our opinion provides for physical verification of all the fixed assets at reasonable interval having regards to the size of the Company and nature of its business. According to the information and explanations given to us the shortage of fixed assets of Rs. 1,91,29,426/- (Net of Depreciation provided) on such verification has been properly dealt with in the books of accounts.
- 2) a) As explained to us, the inventories were physically verified by the management at reasonable intervals during the year.
b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) As the Company has not maintained quantitative records of stock, It is not possible to find out discrepancies between the physical stock and book records.
- 3) a) The Company has granted unsecured loan to Companies covered in the Registered maintained under Section 189 of the Companies Act, 2013.
b) As per information and explanations given to us, the Companies to whom advance in the nature of loan is granted, there is no stipulation for repayment of loan and no interest is charged on the said loan granted except loan to Joint Venture Company. Out of the said loan granted, the Company has made provision for doubtful loan amounting to Rs. 1,49,32,82,970/-.
c) We have been informed that the Company is taking reasonable steps to recover the principal of loan in case where overdue amount is more than Rs. 1 Lakh.
- 4) In our opinion and according to the information and explanations given to us, there are, adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventories and fixed assets and for the sale of goods, and services. During the course of our audit, we have not observed any major weakness in the internal controls.
- 5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly the provisions of clause (V) of the Companies (Auditor's Report) Order 2015, are not applicable to the Company.
- 6) According to the information and explanations given to us, in our opinion, the Company have, *prima facie*, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended, prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, wherever applicable. We have not, however made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7) a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Valued Added Tax and Cess and other statutory dues with the appropriate authorities.

According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2015, for a period of more than six months from the day they become payable except Sales Tax liability of Rs. 12,95,874/-.

b) The disputed statutory dues that have not been deposited on account of disputed matters pending before appropriate authorities are as under.



Sr. No.	Nature of the Statute	Nature of the dues	Amount	Period to which the amount relate	Forum where dispute is Pending
1.	Building & Other Construction Workers Welfare Cess	Labour Cess	Rs.1,15,57,322/-	Various Years	M.P. High court Jabalpur Bench
2.	Stamp Duty Act	Stamp Duty	Rs.1,15,44,000/-	Various year	High Court of Madhya Pradesh
3.	Punjab Municipal Corporation	House Tax of Jalandhar & Ludhiana	Rs.4,35,94,000/-	Various Years	Supreme Court of India
4.	Income Tax Act, 1961	Income Tax	Rs.6,62,61,528/-	A.Y. 2008-09	Commissioner (Appeal) - Baroda
5.	Service Tax Act	Service Tax	Rs.1,20,25,063/- Rs. 1,03,75,575/-	Various Years	Commissioner (Appeal)- Baroda CESAT Ahmedabad

- c) According to information and explanations given to us, the amount required to be transferred to investor education and protection fund, in accordance with relevant provision of the Companies Act, 1956 (1 of 1956) ad rules made there under has been transferred to such fund.
- 8) There is no accumulated losses at the end of financial year. The Company has not incurred Cash Losses during the financial year covered by the Audit and Company has incurred Cash losses during the immediately preceding financial year.
- 9) The Company has not defaulted in repayment of dues to any financial institution or Banks.
- 10) In our opinion and according to information and explanations given to us the term and condition on which the Company has given guarantee for loan taken by others from Bank / Financial Institution are not prejudicial to the interest of the Company.
- 11) In our opinion, the term loans have been applied for the purpose for which they were raised.
- 12) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company was noticed or reported during the year.

FOR CHANDRAKANT & SEVANTILAL & J. K. SHAH & CO.

CHARTERED ACCOUNTANTS
Firm Registration No. 101676W

Place : Baroda
Date : 29/5/2015

(H.B.SHAH) PARTNER
Membership No. 016642

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

21st Annual Report 2014-15

BALANCE SHEET AS AT MARCH 31, 2015

	Notes	As At March 31, 2015 (Amount in ₹)	As At March 31, 2014 (Amount in ₹)
EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	1,73,32,05,350	40,00,00,000
(b) Reserves and surplus	3	13,10,52,43,530	3,86,91,56,279
		14,83,84,48,880	4,26,91,56,279
(2) Non-current liabilities			
(a) Long-term borrowings	4	67,39,53,641	65,49,97,278
(b) Deferred tax liabilities	5	8,02,44,613	-
(c) Long-term provisions	6	37,64,49,169	1,93,17,431
		1,13,06,47,423	67,43,14,709
(3) Current liabilities			
(a) Short-term borrowings	7	16,97,18,596	31,01,41,778
(b) Trade payables	8	27,49,68,061	53,82,31,429
(c) Other current liabilities	9	34,63,22,433	33,90,65,512
(d) Short-term provisions	10	5,67,018	1,19,62,476
		79,15,76,108	1,19,94,01,195
TOTAL EQUITY AND LIABILITIES		16,76,06,72,411	6,14,28,72,182
ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		10,56,81,556	28,30,67,452
(ii) Intangible assets		1,66,10,65,090	1,85,00,25,158
(iii) Intangible assets under development		-	25,73,09,647
		1,76,67,46,646	2,39,04,02,257
(b) Non-current investments	12	5,59,28,06,210	60,48,08,471
(c) Deferred tax assets	13	-	6,24,11,400
(d) Long term loans and advances	14	67,82,77,847	58,03,58,782
		8,03,78,30,703	3,63,79,80,911
(2) Current assets			
(a) Current investments	15	6,27,77,58,391	90,41,62,912
(b) Inventories	16	3,72,46,058	5,87,72,323
(c) Trade receivables	17	33,45,32,333	46,92,51,605
(d) Cash and bank balances	18	60,10,34,702	11,12,91,347
(e) Short-term loans and advances	19	1,07,53,75,924	73,63,25,569
(f) Other current assets	20	39,68,94,300	22,50,87,515
		8,72,28,41,708	2,50,48,91,272
TOTAL ASSETS		16,76,06,72,411	6,14,28,72,182

Significant Accounting Policies & Notes to Accounts

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The accompanying notes are an integral part of the financial statements

As per our report of even date

For Chandrakant & Sevantilal & J. K. Shah & Co.

Chartered Accountants

Firm Registration No.: 101676W

H. B. Shah

Partner

Membership No.: 16642

Date : May 29, 2015

Place: Baroda

For and on behalf of the Board of Directors**Balkrishan Goenka**

Chairman

DIN : 00270175

Shrinivas Kargutkar

Chief Financial Officer

Date : May 29, 2015

Place: Mumbai

Sandeep Garg

Managing Director

DIN : 00036419

Rajendra Sawant

Company Secretary



STATEMENT OF PROFIT & LOSS FOR YEAR ENDED MARCH 31, 2015

	Notes	Year ended March 31, 2015 (Amount in ₹)	Year ended March 31, 2014 (Amount in ₹)
Revenue			
I. Revenue from Operations	21	1,84,31,26,857	2,02,97,96,229
II. Other Income	22	68,90,84,090	33,11,81,262
III. Total Revenue (I + II)		2,53,22,10,947	2,36,09,77,491
IV. Expenditure			
Cost of Materials Consumed	23	24,69,93,613	67,57,68,241
Purchase of Stock in Trade	23A	53,87,91,333	2,02,02,208
(Increase) / Decrease in Work in Progress	24	(3,22,19,879)	19,07,53,360
Employee Benefits Expense	25	22,99,51,632	26,23,74,508
Finance Costs	26	13,10,31,788	12,73,59,556
Depreciation and Amortization Expense	27	24,93,08,253	27,51,87,524
Other Expenses	28	1,08,52,46,760	1,12,64,52,823
Total Expenses		2,44,91,03,500	2,67,80,98,221
V. Profit/(Loss) before exceptional item and tax (III - IV)		8,31,07,447	(31,71,20,730)
VI. Exceptional Item - Net	41	15,42,45,415	(34,06,82,111)
VII Profit/(Loss) before tax for the year (V - VI)		23,73,52,862	(65,78,02,841)
VIII Tax expense:			
(1) Adjustment to tax relating to the earlier periods		(68,84,034)	4,68,28,630
(2) Deferred tax (asset)/liability		14,26,56,014	(12,22,87,400)
IX. Profit/(Loss) after tax for the year (VII - VIII)		10,15,80,882	(58,23,44,071)
X Earning per equity share:	29		
(1) Basic		0.59	(14.56)
(2) Diluted		0.59	(14.56)

Significant Accounting Policies & Notes to Accounts 1 to 52
The accompanying notes are an integral part of the financial statements

As per our report of even date
For Chandrakant & Sevantilal & J. K. Shah & Co.
Chartered Accountants
Firm Registration No.: 101676W

H. B. Shah
Partner
Membership No.: 16642

Date : May 29, 2015
Place: Baroda

For and on behalf of the Board of Directors

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Shrinivas Kargutkar
Chief Financial Officer

Date : May 29, 2015
Place: Mumbai

Sandeep Garg
Managing Director
DIN : 00036419

Rajendra Sawant
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	As At March 31, 2015 (Amount in ₹)	As At March 31, 2014 (Amount in ₹)
A Cash flow from operating activities		
Profit before exceptional, extraordinary and tax	8,31,07,447	(31,71,20,730)
Adjustments for :-		
Depreciation and amortisation	24,93,08,253	27,51,87,525
Finance cost	13,10,31,788	12,73,59,556
Loss on sale of fixed assets	81,38,393	11,96,575
Provision for bad debts	1,76,19,119	19,87,99,882
Fixed assets written off	1,91,29,426	-
Provision for diminution of Current investment	55,94,071	-
Interest Income	(61,40,07,560)	-
Loss on sale of Investments	4,80,52,171	-
Profit on sale of Investments	(51,41,113)	(21,22,974)
Profit on sale of stake of BUL MSK Infrastructure P Ltd	-	(5,71,91,997)
Profit on sale of fixed assets	(2,14,63,013)	(1,94,84,137)
Provision written back	(12,73,923)	-
Provision for leave encashment and gratuity etc	-	2,25,27,255
Unclaimed liability written back	-	5,41,46,862
Intangible assets written off	-	17,01,592
Dividend received	(26,116,622)	(37,600)
Operating profit before working capital changes	(10,60,21,564)	28,49,61,809
Adjustments for :-		
Trade and other receivables	(1,58,39,336)	9,16,67,788
Current liabilities and provisions	(1,00,14,002)	9,73,73,816
Inventory and Work in progress	2,15,26,265	(83,91,09,288)
Loans and advances	(20,96,46,401)	-
Cash generated/(used) from operations	(31,99,95,038)	(36,51,05,875)
Direct taxes paid	(70,00,000)	(1,15,99,251)
Net cash generated/ (used) in operating activities (A)	(32,69,95,038)	(37,67,05,126)
B Cash Flow from Investing activities		
(Purchase)/Sale of fixed assets (including Capital work in progress)	7,63,11,056	(1,21,54,619)
Sale of fixed assets	-	6,60,97,817
(Purchase) / Sale of Investments (net)	(2,02,46,09,353)	86,66,73,232
Inter Corporate Deposit given	(37,64,36,933)	-
Dividend received	2,61,16,622	37,600
Interest received	61,40,07,560	-
BOT expenditure during the year	-	(9,32,24,622)
Net cash generated/ (used) in investing activities (B)	(1,68,46,11,048)	82,74,29,408
C Cash Flow from Financing activities		
Repayment of Borrowings	(20,02,67,647)	(13,74,71,493)
Interest and other finance expenses paid	(13,10,31,788)	(12,73,59,556)
Net cash generated/ (used) in financing activities (C)	(33,12,99,435)	(26,48,31,049)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(2,34,29,05,521)	18,58,93,233
Cash and cash equivalents at the beginning of the year	98,52,45,981	79,93,52,748
Add : Cash and Cash equivalents acquired through merger	8,14,18,92,854	-
Cash and cash equivalents at the end of the year	6,78,42,33,314	98,52,45,981
Notes:	(Amount in ₹)	(Amount in ₹)
1. Break up of cash and cash equivalents are as follows	As at March 31, 2015	As at March 31, 2014
Current investments	6,27,77,58,391	90,41,62,912
Cash and bank balances	50,64,74,923	8,10,83,069
Total	6,78,42,33,314	98,52,45,981

- The above cash flow statement has been prepared under the 'Indirect Method', as set out in Accounting Standard (AS-3) "Cash Flow Statements" notified under Companies (Accounting Standards) Rules.
- Transactions pursuant to the Scheme of Amalgamation and Arrangement as referred in Note 31 have not been considered in the above cash flow statement being non-cash transactions.

As per our report of even date

For Chandrakant & Sevantalil & J. K. Shah & Co.

Chartered Accountants

Firm Registration No.: 101676W

H. B. Shah

Partner

Membership No.: 16642

Date : May 29, 2015

Place: Baroda

For and on behalf of the Board of Directors
Balkrishan Goenka

Chairman

DIN : 00270175

Shrinivas Kargutkar

Chief Financial Officer

Date : May 29, 2015

Place: Mumbai

Sandeep Garg

Managing Director

DIN : 00036419

Rajendra Sawant

Company Secretary



Notes forming part of the Financial Statements

A GENERAL INFORMATION

Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) ('WEL' or 'the Company') is a public limited company incorporated in India. Its shares are listed on three stock exchanges in India. The company is engaged in the business of engineering, procurement & construction ('EPC') in the field of infrastructure sector, trading, investment activities, oil & gas and corporate support to various infrastructure Special Purpose Vehicles ('SPV'). It is also engaged in carrying out operation and maintenance ("O&M") activities for the transportation sector projects.

B BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply.

Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013, and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in sub-section (3C) of Section 211 of the Act. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1. SIGNIFICANT ACCOUNTING POLICIES

a) USE OF ESTIMATES

The preparation of the financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amount of revenue and expenses of the year. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. The examples of such estimates include the useful life of the tangible and intangible assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plan etc. Actual results could differ from those estimates and in such case the difference is recognised when known or materialised.

b) REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. All revenues are accounted on accrual basis except to the extent stated otherwise.

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects Value Added Tax (VAT) and Central Sales Tax (CST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Toll Collections

Toll revenue from operations is recognized on an accrual basis which coincides with the collection of toll.

Construction revenue

The Company follows the percentage completion method, based on the stage of completion at the Balance Sheet date taking into account the contractual price and revision thereto by estimating total revenue and total cost till

completion of the contract and profit so determined has been accounted for proportionate to the percentage of the actual work done. In case of lump-sum contract, revenue is recognized on the completion of milestone as specified in the contract or as identified by the management. Foreseeable losses are accounted for as and when they are determined except to the extent they are expected to be recovered through claims presented or to be presented to the customer or in arbitration.

Amount due in respect of the price escalation claim and/or variation in contract work approved by the customers are recognized as revenue only when there are conditions stipulated in the contracts for such claims or variations and/or the same are evidenced inter-alia by way of confirmation or the same are accepted by the customers.

Advances received from customers in respect of contracts are treated as liability.

Progress payments received are adjusted against receivables from customers in respect of the contract work performed. Amount(s) retained by the customers until the satisfactory completion of the contract are recognized in the final statement as receivables. Where such retention has been released by the customers against submission of bank guarantee, the amount so released is adjusted against receivables from the customers and value of bank guarantees is disclosed as contingent liability under bank guarantees outstanding.

Disputed amount under the contract works are recognized as revenue when the same are finally settled and there is reasonable assurance that the amount will be received.

Liquidated damages payable, if any, as per the terms of the contract, for the delays, if any, are accounted only when such delay is attributable to the Company.

Income from services

Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

c) EXTRAORDINARY AND EXCEPTIONAL ITEMS

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

d) EXPENDITURE IN RESPECT OF BUILD, OPERATE & TRANSFER PROJECTS:

Expenditure incurred on construction of Build, Operate and Transfer (BOT) Project which does not represent Company's own assets is classified as "BOT PROJECT EXPENDITURE" (Toll Collection right) and shown under the head 'Intangible Assets'.

e) FIXED ASSETS

i. Tangible Assets:

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.



Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

The company adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. In accordance with MCA circular dated 09 August 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

ii. Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

f) DEPRECIATION / AMORTISATION.

Depreciation is provided on written down value basis at the rate derived on the basis of useful life and method prescribed under Schedule – II of the Companies Act 2013.

Intangible Assets i.e. BOT Cost (Toll Collection right) is amortized over the period of concession, using revenue based amortization. Under this methodology, the Carrying value is amortized in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets' economic benefits will be consumed. At each Balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortization of toll collection rights is changed prospectively to reflect any change in the estimates.

Intangible assets representing BOT Costs are amortised over the concession period, ranging from 10 years to 30 years, which is beyond the maximum period of 10 years as specified in AS 26 on Intangible Assets, as the economic benefits from the underlying assets would be available to the Group over such period as per the respective concessionaire agreements.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

The Company uses a rebuttable presumption that the useful life of an intangible asset (excluding BOT assets) will not exceed ten years from the date when the asset is available for use.

g) IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

If internal / external indications suggest that an asset of the Company may be impaired, the recoverable amount of asset / cash generating asset is determined on the Balance Sheet date and if it is less than its carrying amount of the asset / cash generating unit the carrying amount of asset is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such asset / cash generating unit, which is determined by the present value of carrying amount of the estimated future cash flow.

h) VALUATION OF INVENTORIES

Raw materials and components are valued at lower of cost and net realizable value. Cost is determined on FIFO basis.

Traded goods are valued at lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a FIFO basis.

Unbilled Cost are carried as Construction Work in Progress which is valued considering the stage of completion and foreseeable losses in accordance with the AS 7.

Stores and spares are written off in the year of purchase.

i) GOVERNMENT GRANTS AND SUBSIDIES:

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

j) INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

k) PROVISION FOR DOUBTFUL DEBTS / LOANS ADVANCES:

Provision is made in accounts for doubtful debts / advances which in the opinion of the management are considered doubtful of recovery.

l) AMALGAMATION ACCOUNTING

An amalgamation in the nature of purchase is accounted for using the purchase method. The cost of acquisition/ amalgamation is measured as the aggregate of the consideration transferred, measured at fair value. Other aspects of accounting are as below:

- (i) The assets and liabilities of the transferor company are recognized at their fair values at the date of amalgamation. The reserves, whether capital or revenue, of the transferor company, except statutory reserves, are not recognized.
- (ii) Any excess consideration over the value of the net assets of the transferor company acquired is recognized as goodwill. If the amount of the consideration is lower than the value of the net assets acquired, the difference is treated as capital reserve.

m) RETIREMENT AND OTHER EMPLOYEE BENEFITS

Short Term Employee benefits:

Short Term Employee Benefits are recognized in the period during which the services have been rendered.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Long Term Employee benefits:

Provident Fund, Family Pension fund

As Per Provident Fund Act 1952 all employees of the Company are entitled to receive benefits under the provident fund and family pension fund which is defined contribution plan. These contributions are made to the plan administered and managed by Government of India.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid,

the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

Leave encashment:

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

Gratuity :

The Company provides for gratuity obligations through a Defined benefits retirement plan ("The Gratuity Plan") covering all employees. The present value of the obligation under such defined benefit plan is determined based on the actuarial valuation using the project unit credit method, which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measure each unit separately to build up final obligation. The obligation is measured at the present value of the estimated cash flows. The discount rate used for determining present value of the defined obligation under the defined benefit plan is based on the market yield on Government Securities as at the balance sheet date. Actuarial gains and losses are recognized in Profit and Loss Account as and when determined.

The Company makes annual contribution to LIC for the gratuity plan in respect of all the employees.

n) EMPLOYEE STOCK COMPENSATION COST

Employees (including senior executives) of the company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

The intrinsic value of the Stock Option calculated at the average rate per Share is amortized on the straight line basis over the vesting period in accordance with SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guideline 1999. Accordingly proportionate expense is shown as "Employees Compensation Expenses" in statement of profit & loss account.

o) BORROWING COST

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

p) PROVISION FOR CURRENT AND DEFERRED TAX

Tax Expenses

- i. Provision for current tax is made based on taxable income for the current accounting year and in accordance with the provisions of the Income tax Act, 1961.
- ii. Deferred tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date.

The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be adjusted in future.

- iii. Minimum Alternate Tax (MAT) credit is recognized as an assets only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period.

q) FOREIGN CURRENCY TRANSACTION

Transaction in foreign currency is recorded at the exchange rate prevailing on the date of the transaction, exchange rate differences resulting from foreign exchange transaction settled during the period including year-end transaction of current assets and liabilities are recognized in the statement of profit & loss. Exchange rates differences arising in relation to liabilities incurred for acquisition of fixed assets are adjusted to the carrying value of the fixed assets.

In respect of forward exchange contract, except in case of fixed assets, the difference between forward rate and the exchange rate at the inception of the forward exchange contract is recognized as income / expenses over the life of the contract.

r) LEASE

Operating Lease

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under operating leases are recognized as expenses on accrual basis in accordance with respective lease agreements.

Finance Lease

Assets acquired under leases where Company has substantially all the risk and rewards of ownership are classified as finance lease. Assets acquired under finance are capitalized and corresponding lease liability is recorded at an amount equal to the fair value of the leased assets at the inception of the lease. Initial costs incurred in connection with the specific leasing activities directly attributable to activities performed by the Company are included as part of the amount recognized as an asset under the lease.

s) CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

t) EARNINGS PER SHARE ('EPS')

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

u) PROVISIONS

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

v) CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.



Notes forming part of the financial statements

	As At March 31, 2015 (Amount in ₹)	As At March 31, 2014 (Amount in ₹)
2 SHARE CAPITAL		
Authorised #		
18,00,00,000 (Previous Year: 4,20,00,000) Equity Shares of Rs. 10/- each	1,80,00,00,000	42,00,00,000
Total	1,80,00,00,000	42,00,00,000
Issued, subscribed and paid up		
17,33,20,535 (Previous Year: 4,00,00,000) Equity Shares of Rs. 10/- each fully paid up (Refer Note 31)	1,73,32,05,350	40,00,00,000
Total	1,73,32,05,350	40,00,00,000

#Increased pursuant to the Scheme of Amalgamation and Arrangement (Refer Note 31)

a Rights, Preference and restriction on shares

The Company has only one class of equity share having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. The dividend, incase proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except incase of interim dividend. In the event of liquidation of the company, the holders of the equity shares are entitled to receive remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

b Reconciliation of number of shares outstanding

	March 31, 2015		March 31, 2014	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the period	4,00,00,000	40,00,00,000	4,00,00,000	40,00,00,000
Add : Issued pursuant to the Scheme of Amalgamation (Refer Note 31)	15,77,68,980	1,57,76,89,800	-	-
Less : Cancellation of Intergroup holding pursuant to the Scheme of Amalgamation (Refer Note 31)	(2,44,48,445)	(24,44,84,450)	-	-
Outstanding at the end of the period	17,33,20,535	1,73,32,05,350	4,00,00,000	40,00,00,000

c Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	March 31, 2015	March 31, 2014
	No. of shares	No. of shares
Welspun Infratech Limited (Holding Company) (Refer Note 31) *	-	2,44,48,445

d Details of shareholders holding more than 5% shares in the Company

	March 31, 2015		March 31, 2014	
	No. of shares	Percentage (%)	No. of shares	Percentage (%)
Krishiraj Trading Limited	3,43,30,600	19.81%	-	-
Granele Limited	2,10,23,328	12.13%	-	-
JP Morgan Chase Bank, NA	1,38,15,600	7.97%	-	-
Life Insurance Corporation and its schemes	1,15,66,740	6.67%	-	-
Merrill Lynch Capital Markets S A S V	1,20,04,212	6.93%	-	-
Welspun Mercantile Limited	86,86,620	5.01%	-	-
Welspun Infratech Limited (Holding Company) *	-	0%	2,44,48,445	61.12%

* Ceased to be holding company upon scheme becoming effective w.e.f. April 01, 2014 for more details Refer Note 31

Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
3. RESERVE & SURPLUS		
Securities Premium Reserve		
Balance as per last financial statements	2,88,65,99,786	2,88,65,99,786
Closing balance	2,88,65,99,786	2,88,65,99,786
Capital Reserve		
Balance as per last financial statements	82,87,29,840	82,87,29,840
Add : Pursuant to the scheme of Amalgamation and Arrangement (Refer Note 31)	9,13,74,32,934	-
Closing balance	9,96,61,62,774	82,87,29,840
Employee Stock Option Outstanding		
Balance as per last financial statements	22,59,148	-
Add : Compensation options granted during the year (Refer Note 38)		-
Closing balance	22,59,148	-
Amalgamation reserve		
Balance as per last financial statements	5,21,12,583	5,21,12,583
Closing balance	5,21,12,583	5,21,12,583
General Reserve		
Balance as per last financial statements	3,21,77,549	3,21,77,549
Closing balance	3,21,77,549	3,21,77,549
Surplus / (Deficit) in the Statement of Profit and Loss		
Balance As per Last financial statements	6,95,36,521	65,18,80,592
Add: Net profit / (loss) during the year	10,15,80,882	(58,23,44,071)
Less: Value of assets beyond their useful lives as on April 01, 2014, written off (Refer Note 34)	(51,85,713)	-
Closing balance	16,59,31,690	6,95,36,521
Total Reserve and Surplus	13,10,52,43,530	3,86,91,56,279

(Amount in ₹)

	Current		Non Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
4. LONG TERM BORROWINGS				
Secured				
Term Loans				
- From banks	7,02,82,929	9,65,04,000	9,83,16,324	17,07,83,794
- From others parties	-	5,85,00,000	57,56,37,317	48,42,13,484
Less: Current portion disclosed under other Current Liabilities	(7,02,82,929)	(15,50,04,000)	-	-
Total Long Term Borrowings	-	-	67,39,53,641	65,49,97,278



Notes forming part of the financial statements

(Amount in ₹)

	Current		Non Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
4(a) NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SECURED BORROWINGS				
Long Term Borrowings				
Secured				
1 Term Loans from Banks :-				
i) Dena Bank	3,66,82,929	6,29,04,000	-	3,70,11,059
Secured by first mortgage and charge on all the Company's capital assets, specific & pertaining to the Hoshangabad - Harda - Khandwa Projects only both present and futures. A first Charge on all the revenues / receivable of Hoshangabad- Harda - Khandwa project account of the Company. A first charge on Company's bank accounts including without limitation the trust and retention account (RTA) / Escrow Account and Debt Service Reserve Account to be established by the Company. A First charge/ assignment/security on the Company right under the concession agreement, Project documents Contract and all licence permits approvals consents and insurance policies in respect of the projects.				
Repayment terms : Equal monthly installments of Rs.30.83 lacs each. Interest shall be paid separately as and when due.				
Rate of Interest : 12.50%				
ii) Corporation Bank	3,36,00,000	3,36,00,000	9,83,16,324	13,37,72,735
Secured by exclusive first charge by way of hypothecation of entire toll receivable under the Raisen Rahatgarh road Project Repayment terms : Equal monthly Installments of Rs. 28.00 lacs each. Interest shall be paid separately as and when due.				
Rate of Interest : 12.50%				
2 Term Loans from Other Parties :-				
i) Industrial Development Finance Corporation Limited	-	5,85,00,000	57,56,37,317	48,42,13,484
Secured by way of mortgage in favour of IDFC of all moveable properties pertaining to the Dewas Water Supply Projects Presents, futures. A first charge by way of the hypothecation of all movables including movable plant machinery, machinery spares, tools, & accessories, furniture & fixture, vehicles and all other movable assets pertaining to the project present & future. First charge of all the book debts, operating, cash flows, revenue, receivables of the Company pertaining to the Dewas Water Supply project, present & Future. Assignment of all rights, title and interest of the Company in respect of all the assets of the Dewas Water Supply Projects agreement and Contracts including Concession Agreement. First Charge over the Escrow Account. Debt Service Reserve Account and other Reserve and any other reserves and any other banks account the Company wherever maintained. Personal Guarantee of the Directors of the Company.				
Repayment terms : Repayment in monthly installments w.e.f.16.04.2016 i.e- FY 17-3%; FY18-7%; FY19-10%; FY20-20%; FY21-22%; FY22-33% . Interest shall be paid separately as and when due				
Rate of Interest : 13% pa				
	<u>7,02,82,929</u>	<u>15,50,04,000</u>	<u>67,39,53,641</u>	<u>65,49,97,278</u>

Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
5. DEFERRED TAX LIABILITIES		
Deferred Tax Liabilities		
- Depreciation	25,25,59,917	-
Sub Total	25,25,59,917	-
Deferred Tax Assets		
- Retirement benefits	(95,96,200)	-
- Provision for bad debts	(218,80,345)	-
- Carry forward of losses and unabsorbed depreciation	(14,08,38,759)	-
Sub Total	(17,23,15,304)	-
Total Deferred Tax Liabilities	8,02,44,613	-

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
6. LONG TERM PROVISIONS		
Provision for employee benefits		
- Gratuity	1,73,19,342	1,93,17,431
- Leave encashment	1,21,29,827	-
Provision for Welspun Maxsteel Limited (WMSL) obligations	34,70,00,000	-
Total Other long term provisions	37,64,49,169	1,93,17,431

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
7. SHORT TERM BORROWINGS		
Secured		
Loans repayable on demand		
- From banks	16,97,18,596	31,01,41,778
Total Short Term Borrowings	16,97,18,596	31,01,41,778
a) Nature of security and terms of repayment for secured borrowings		
Working Capital Loan from Banks :-		
Corporation Bank	16,97,18,596	31,01,41,778
Secured by hypothecation of inventories & book debts of the Company.		
Rate of Interest : 12.35% pa	16,97,18,596	31,01,41,778

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
8. TRADE PAYABLES		
Sundry Creditor		
- Total outstanding due to creditors other than Micro, Small and Medium Enterprises	27,49,68,061	53,82,31,429
	27,49,68,061	53,82,31,429



Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
9. OTHER CURRENT LIABILITIES		
Current maturities of long term borrowings		
- Secured loans from banks (Refer Note 4(a) 1)	7,02,82,929	9,65,04,000
- Secured loans from other parties (Refer Note 4(a) 2)	-	5,85,00,000
Interest accrued but not due on borrowings	1,05,09,612	23,26,104
Income received in advance	-	6,34,31,365
Creditor for expenses	12,82,00,477	-
Trade advances and deposits	3,14,43,283	-
Security deposits payable	9,14,29,212	8,40,26,934
Statutory liabilities	1,44,50,643	3,42,77,108
Payable to employees	6,277	-
Total Other Current Liabilities	34,63,22,433	33,90,65,512

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
10. SHORT TERM PROVISIONS		
Provision for Employee benefits		
- Gratuity	3,28,893	-
- Leave Encashment	2,38,125	1,19,62,476
Total Short Term Provisions	5,67,018	1,19,62,476

WELSPUN ENTERPRISES LIMITED
(Formerly known as Welspun Projects Limited)
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(Amount in ₹)

11 Fixed Assets

Particulars	Gross Block					Depreciation / Amortisation				Net Block	
	As at April 1, 2014	Amalgamation #	Additions	Deletions**	As at March 31, 2015	As at April 1, 2014	Amalgamation #	For the year	Disposal/ Adjustments**	As at March 31, 2015	As at March 31, 2014
Tangible Assets											
Freehold Land *	1,24,31,635 (1,24,31,635)	-	-	-	1,24,31,635 (1,24,31,635)	-	-	-	-	1,24,31,635	1,24,31,635
Building	42,84,109 (42,84,109)	-	56,180	4,69,772	38,70,517 (42,84,109)	14,77,266 (13,29,537)	-	17,49,997 (1,47,729)	19,642	6,62,896	28,06,843
Plant and machinery	39,98,65,330 (50,21,29,893)	-	80,32,395 (91,09,115)	18,39,34,233 (11,13,73,678)	22,39,63,492 (39,98,65,330)	25,00,99,263 (29,50,69,292)	-	3,30,12,863 (2,67,46,610)	10,50,38,911 (7,17,16,639)	4,58,90,287	14,97,66,067
Construction Equipment	23,68,43,402	-	-	12,52,36,993	11,16,06,409	14,50,40,365	-	1,39,98,375	8,06,35,766	3,32,03,436	9,18,03,037
Air Conditioner	(23,64,39,456)	-	(4,03,946)	-	(23,68,43,402)	(13,02,79,577)	-	(1,47,60,788)	-	2,00,914	5,65,510
	16,36,982	-	91,980	106,305	16,22,657	10,71,472	-	3,50,271	-	90,11,921	1,75,82,636
Vehicle	(15,69,132)	-	(67,850)	-	(16,36,982)	(9,84,870)	-	(86,602)	-	5,77,395	17,17,798
	14,30,10,506	57,29,894	2,61,379	4,90,11,370	9,99,90,409	12,54,27,870	17,06,889	53,67,502	4,15,23,772	17,90,894	38,61,136
Computers	(20,51,30,928)	-	(7,05,319)	(6,28,25,741)	(14,30,10,506)	(17,14,87,430)	-	(86,26,166)	(5,46,85,726)	11,12,178	17,32,790
	1,29,29,440	-	3,10,495	4,84,293	1,27,55,642	1,12,11,642	-	9,66,604	-	8,00,000	8,00,000
Office equipment	(1,26,74,609)	-	(2,54,831)	-	(1,29,29,440)	(1,01,72,243)	-	(10,39,399)	-	-	-
	81,78,459	-	21,60,883	9,48,395	93,90,947	43,17,323	-	32,88,967	6,237	-	-
	(68,42,363)	-	(13,49,296)	(13,200)	(81,78,459)	(35,03,408)	-	(8,13,915)	-	-	-
Furniture and Fixtures	62,40,509	-	10,14,005	21,001	72,33,513	45,07,719	-	16,13,616	-	-	-
	(59,76,247)	-	(2,64,262)	-	(62,40,509)	(41,85,243)	-	(3,22,476)	-	-	-
Realisation Value of Impaired Assets	8,00,000	-	-	-	8,00,000	-	-	-	-	-	-
	(8,00,000)	-	-	-	(8,00,000)	-	-	-	-	-	-
Total	82,62,20,372 (98,82,78,372)	5,729,894	1,19,27,317	36,02,12,361	48,36,65,222 (82,62,20,372)	54,31,52,920 (61,70,11,600)	17,06,889	6,03,48,185 (5,25,43,685)	22,72,24,328 (12,64,02,365)	10,56,81,556	28,30,67,452
Intangible Assets											
Goodwill	(17,01,592)	-	-	(17,01,592)	-	-	-	-	-	-	-
<u>BOT Toll Collection Right</u>	97,94,82,478	-	-	-	97,94,82,478	64,07,30,549	-	99,128,016	-	23,96,23,913	33,87,51,929
Hoshanagabad-Harda- Khandwa Projects	(97,33,75,264)	-	(61,07,216)	-	(97,94,82,480)	(55,38,56,585)	-	(86,873,964)	-	27,49,05,597	32,89,79,729
Raisen Rahatgarh Projects	72,07,02,006	-	-	-	72,07,02,006	39,17,22,277	-	54,074,132	-	-	-
Jalandhar Bus Terminal Project	(72,03,52,317)	-	(3,49,689)	-	(72,07,02,006)	(31,81,56,921)	-	(73,565,356)	-	-	-
	18,88,77,689	-	-	-	18,88,77,689	18,88,77,689	-	18,88,77,689	-	-	-
	(18,88,77,689)	-	-	-	(18,88,77,689)	(15,23,01,454)	-	(36,576,235)	-	2,39,58,573	5,28,36,059
Ludhiana Bus Terminal Project	19,43,13,456	-	-	-	19,43,13,456	14,14,77,397	-	28,877,486	-	1,12,25,77,007	1,12,94,57,441
	(19,43,13,456)	-	-	-	(19,43,13,456)	(11,58,49,112)	-	(25,628,285)	-	-	-
Dewas Water Supply Project	1,19,09,56,828	-	-	-	1,19,09,56,828	6,14,99,387	-	68,80,434	-	-	-
	(1,19,09,56,828)	-	-	-	(1,19,09,56,828)	(6,14,99,387)	-	-	-	-	-
Total	3,27,43,32,457 (3,26,95,77,146)	-	(64,56,905)	(17,01,592)	3,27,43,32,457 (3,27,43,32,459)	1,42,43,07,299 (1,20,16,63,459)	-	18,89,60,068 (22,26,43,840)	-	1,66,10,65,090	1,85,00,25,158
Total	4,10,05,52,829	57,29,894	1,19,27,317	36,02,12,361	3,75,79,97,679	1,96,74,60,219	17,06,889	24,93,08,253	22,72,24,328	1,76,67,46,646	2,13,30,92,610
	(4,25,78,55,518)	-	(1,86,11,524)	(17,59,14,211)	(4,10,05,52,831)	(1,81,86,75,059)	-	(27,51,87,525)	(12,64,02,365)	-	-
Intangible Assets Under Development @	25,73,09,647	-	-	25,73,09,647	-	-	-	-	-	-	-
	(17,05,41,928)	-	(8,89,67,859)	(22,00,140)	(25,73,09,647)	-	-	-	-	-	-
Total										1,76,67,46,646	2,39,04,02,257

* Includes Value of Land of Rs.35,67,149/- situated at Baulgaon Tehsil, Indapur Dist. Pune for which legal documents are yet to be executed.

** Includes Value of Assets Rs. 8,96,01,735 (Including Depreciation of Rs. 7,04,72,309/- provided till 31st March 2014) found shortage during physical verification

Includes assets taken over pursuant to the Scheme of Amalgamation and Arrangement. Refer Note 31

@ Refer Note 35

Figures in brackets are in respect of the previous year.



Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
12. NON CURRENT INVESTMENTS		
Quoted		
Non Trade		
Corporation Bank Limited	1,28,000	1,28,000
8,000 (Previous Year: 1,600) Equity Shares of Rs. 2/- (Previous year:Rs. 10/-) each fully paid up		
Unquoted		
Trade		
Investment in Subsidiaries		
MSK Projects(Himmatnagar Bypass) Private Limited	2,33,00,000	2,33,00,000
2,42,000 (Previous Year 2,42,000) equity shares of Rs. 10/- each fully paid up		
MSK Projects (Kim Mandvi Corridor) Private Limited	6,73,00,000	6,73,00,000
67,30,000 (Previous Year 67,30,000) equity shares of Rs. 10/- each fully paid up		
20,50,000 (Previous Year Nil) 0% unsecured compulsorily convertible debentures of Rs 100 each fully paid	20,50,00,000	-
Each debenture shall be compulsorily convertible into 10 equity Shares of Rs. 10 each of the Company at the end of the 5 years from the date of allotment.		
Anjar Road Private Limited	1,00,000	1,00,000
10,000 (Previous Year 10,000) equity shares of Rs 10 each fully paid up		
Welspun Natural Resources Private Limited	30,00,00,000	-
3,18,75,000 (Previous year Nil) equity shares of Rs 10 each		
96,96,923 (Previous year Nil) unsecured compulsorily convertible debentures of Rs 100 each	96,96,92,300	-
Each debenture shall be compulsorily convertible into 10 equity shares of Rs 10 each of the Company at the end of the 5 years from date of allotment or as mutually agreed before the end of the tenure.		
Anjar Water Solutions Private Limited #	1,00,000	-
(Formerly known as Welspun Road Projects Private Limited)		
10,000 (Previous Year: Nil) Equity Shares of Rs. 10/- each fully paid up		
Welspun Construction Private Limited	1,00,000	-
1,00,000 (Previous Year Nil) equity shares of Rs. 10/- each fully paid up		
16,00,000 (Previous Year Nil) unsecured compulsorily convertible debentures of Rs 100 each	16,00,00,000	-
Each debenture shall be compulsorily convertible in to 10 equity shares of Rs. 10/- each of the Company at the end of the 5 years from the date of allotment.		
ARSS Bus Terminal Private Limited #	912,74,510	-
91,27,451 (Previous Year: Nil) Equity Shares of Rs. 10/- each fully paid up		
Investment in Joint Ventures		
Dewas Bhopal Corridor Limited	51,02,10,900	51,02,10,900
50,000 (Previous Year 50,000) Equity shares of Rs 10/- each fully paid up.		
Non Trade		
Investment in Others		
Welspun Energy Private Limited	3,26,26,00,000	-
6,04,93,342 (Previous year Nil) Equity shares of Rs.10 each fully paid up #		
Sarv Shakti Synthetics Limited	15,000	15,000
1,500 (Previous Year: 1,500) Equity Shares of Rs. 10/- each fully paid up		
Myraj Consultancy Limited	3,00,000	3,00,000
30,000 (Previous Year: 30,000) Equity Shares of Rs. 10/- each fully paid up		
MSK Finance Limited	50,000	50,000
500 (Previous Year: 500) Equity Shares of Rs. 100/- each fully paid up		
Nutan Nagrik Sahakari Bank Limited	4,800	4,800
48 (Previous Year: 48) Equity Shares of Rs. 100/- each fully paid up		
Baroda Peoples Cooperative Bank Limited	3,76,521	3,76,521
37,652 (Previous Year: 37,652) Equity Shares of Rs. 10/- each fully paid up		
Baroda City Cooperative Bank Limited	3,150	3,150
63 (Previous Year: 63) Equity Shares of Rs. 50/- each fully paid up		
Classic Organisers Private Limited	10,000	10,000
1,000 (Previous Year: 1,000) Equity Shares of Rs. 10/- each fully paid up		
Sindh Merchantile Coopeartive Bank Limited	9,600	9,600
960 (Previous Year: 960) Equity Shares of Rs. 10/- each fully paid up		

Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
Minar Trading Services Limited 7400 (Previous Year: 7400) Equity Shares of Rs. 10/- each fully paid up Less : Provision for dimunition in value of investment	74,000 (8,43,071)	74,000 (74,000)
Investment in Government Securities		
Indira Vikash Patra	500	500
Sardar Sarovar Narmada Nigam Limited 3 (Previous Year: 3) Bonds of Rs. 10,00,000/- each	30,00,000	30,00,000
Total Non Current Investments	5,59,28,06,210	60,48,08,471
(# Above shares are received pursuant to the Scheme of Arrangement and Amalgamation Refer Note 31)		
Aggregate book value of quoted investments	1,28,000	1,28,000
Aggregate book value of unquoted investments	5,59,35,21,281	60,47,54,471
Aggregate market value of quoted investments	4,17,600	4,43,040
Aggregate provision for diminution in value of investments	8,43,071	74,000

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
13. DEFERRED TAX ASSET		
Deferred Tax Asset		
- Retirement benefits	-	69,44,201
- Provision for bad debts	-	7,93,83,196
- Carry forward losses and unabsorbed depreciation	-	6,27,84,329
Deferred tax Liability		
- Depreciation	-	(8,67,00,326)
Total Deferred Tax Asset	-	6,24,11,400

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
14. LONG TERM LOANS AND ADVANCES		
Unsecured considered good, unless otherwise stated :-		
Security Deposits	4,86,36,753	-
Loans and advances to related parties	42,16,25,102	39,19,34,136
Other loans and advances :	-	-
- Balance with customs, service tax, VAT authorities, etc	-	-
- Tax Deducted At Source / Advance Tax (Net Of Provision for Taxation)	19,68,15,829	17,12,80,982
- Wealth Tax	15,051	-
- MAT Credit Entitlement	1,05,15,990	79,00,000
- Other loans and advances	6,69,122	92,43,664
Sub total	67,82,77,847	58,03,58,782
Doubtful :-		
Security Deposits	71,89,974	47,52,410
Loans and advances to related parties	1,49,32,82,970	-
	1,50,04,72,944	47,52,410
Provision for Doubtful debt :-		
Security Deposits	71,89,974	47,52,410
Loans and advances to related parties	1,49,32,82,970	-
Sub total	1,50,04,72,944	47,52,410
Total Long Term Loans and Advances	67,82,77,847	58,03,58,782



Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
15. CURRENT INVESTMENTS		
At lower of cost and fair value, unless otherwise stated :		
Non Trade		
Investments in Bonds and Debentures		
Quoted investment		
Industrial Finance Corporation of India Limited Deep Discount Bond 2032 31,320 (Previous year Nil) Bonds of Rs. 25,000 each	20,35,80,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2033 16,200 (Previous year Nil) Bonds of Rs. 25,000 each	10,56,01,806	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2034 41,470 (Previous year Nil) Bonds of Rs. 25,000 each	26,95,55,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2037 17,370 (Previous year Nil) Bonds of Rs. 25,000 each	11,29,05,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2038 41,470 (Previous year Nil) Bonds of Rs. 25,000 each	26,95,55,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2039 7,010 (Previous year Nil) Bonds of Rs. 25,000 each	4,55,65,000	-
15% Alke IFMR Capital 2014 Pass through Certificates	-	1,40,24,193
8.46% India Infrastructure Finance Company Limited. 30/08/2028 Nil (Previous year 50) Bonds of Rs.10,00,000/- each fully paid up.	-	5,19,54,276
9.74% Tata Sons Ltd 2024 13/01/2024 Nil (Previous year 7) Bonds of Rs.10,00,000/- each fully paid up.	-	70,67,246
12.70% Cholamandalam P.P. 14/12/2012 Nil (Previous year 118) Bonds of Rs.10,00,000/- each fully paid up.	-	12,21,87,868
9.80% Larsen & Turbo Finance Ltd 21/12/2022 Nil (Previous year 16) Bonds of Rs.10,00,000/- each fully paid up	-	1,64,12,405
8.06% Rural Electrification Corporation 31/05/2023 Nil (Previous year 97) Bonds of Rs.10,00,000/- each fully paid up.	-	10,34,44,246
9.90% Industrial Finance Corporation of India 05/11/2027 Nil (Previous year 3,320) Bonds of Rs.25,000/- each fully paid up.	-	8,73,36,238
8.63% Indian Railway Finance Corporation 26/03/2029 Nil (Previous year 50) Bonds of Rs.1,00,00,000/- each fully paid up.	-	50,17,36,438
7.50% Water & Sanitation Pooled Fund Bonds 09/09/2020 15 (Previous year NIL) Bonds of Rs. 1,00,000 each	15,25,650	-
10% Indian Overseas Bank Perpetual Bonds 68 (Previous year Nil) Bonds of Rs. 10,00,000 each	6,81,36,000	-
10.95% ICICI BANK 31/10/2016 25 (Previous year Nil) Bonds of Rs. 1,00,000 each	25,42,250	-
11.05% ICICI BANK 18/08/2016 18 (Previous year Nil) Bonds of Rs. 1,00,000 each	18,31,680	-
11.10% ICICI BANK 05/07/2016 25 (Previous year Nil) Bonds of Rs. 1,00,000 each	25,45,000	-
11.20% ICICI BANK 20/06/2016 2 (Previous year Nil) Bonds of Rs. 1,00,000 each	2,03,860	-
11.50% ICICI BANK 16/06/2016 12 (Previous year Nil) Bonds of Rs. 1,00,000 each	12,27,600	-
9.65% Reliance Capital Limited 18/03/2025 4 (Previous year Nil) Bonds of Rs. 10,00,000 each	40,00,400	-
9.98% ICICI Bank Perpetual Bonds 3 (Previous year Nil) Bonds of Rs. 10,00,000 each	30,32,700	-
7.93% Power Grid Corporation of India Limited 20/05/2027 42 (Previous year Nil) Bonds of Rs. 10,00,000 each	4,39,53,000	-

Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
7.93% Power Grid Corporation of India Limited 20/05/2024 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,00,000	-
7.93% Power Grid Corporation of India Limited 20/05/2028 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,00,000	-
7.93% Power Grid Corporation of India Limited (SERIES XLIII) 20/05/2025 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,00,000	-
9.80% Gujarat State Petroleum C 22/03/2073 21 (Previous year Nil) Bonds of Rs. 10,00,000 each	2,15,64,900	-
8.79% Bangalore Metro Rail Corporation Limited 23/12/2024 106 (Previous year Nil) Bonds of Rs. 10,00,000 each	10,65,83,000	-
10.40% Reliance Ports and Terminals Limited 18/07/2021 2 (Previous year Nil) Bonds of Rs. 10,00,000 each	20,94,000	-
10.75% IDBI Bank Ltd Perpetual Bonds 614 (Previous year Nil) Bonds of Rs. 10,00,000 each	65,48,92,400	-
7.93% Power Grid Corporation of India Limited(SERIES XLIII) 20/05/2026 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,18,95,000	-
9.20% Tamil Nadu Generation and Distribution Corporation 18/12/2024 35 (Previous year Nil) Bonds of Rs. 10,00,000 each	3,78,27,335	-
8.15% Power Grid Corporation of India Limited (Series XLIX) 09/03/2020 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,90,000	-
8.23% Punjab National Bank 09/02/2025 60 (Previous year Nil) Bonds of Rs. 10,00,000 each	6,02,52,000	-
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 20 (Previous year Nil) Bonds of Rs. 10,00,000 each	1,99,12,000	-
8.66% India Infrastructure Finance Corporation Limited 22/01/2034 400 (Previous year Nil) Bonds of Rs 1,000 each	4,50,200	-
9.00% Rajasthan Rajya Vidyut Prasaran Nigam Limited 24/12/2026 25 (Previous year Nil) Bonds of Rs. 10,00,000 each	2,55,07,500	-
9.48% Oriental Bank of Commerce Perpetual Bonds 105 (Previous year Nil) Bonds of Rs. 10,00,000 each	10,33,65,000	-
8.69% Damodar Valley Corporation 25/03/2028 275 (Previous year Nil) Bonds of Rs. 1,000,000 each	28,91,62,500	-
9.75 % Industrial Finance Corporation of India Limited 26/04/2028 238 (Previous year Nil) Bonds of Rs. 1,000,000 each	24,77,81,800	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2022 94 (Previous year Nil) Bonds of Rs. 25,000 each	24,36,010	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2032 4,090 (Previous year Nil) Bonds of Rs. 25,000 each	10,78,22,625	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2037 650(Previous year Nil) Bonds of Rs. 25,000 each	1,66,40,000	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2027 4,400 (Previous year Nil) Bonds of Rs. 25,000 each	11,53,79,000	-
10.45% Gujarat State Petroleum Corp Limited 28/09/2072 41 (Previous year Nil) Bonds of Rs. 10,00,000 each	4,42,92,300	-
8.80% Food Corporation of India 22/03/2028 129 (Previous year Nil) Bonds of Rs 10,00,000 each	13,98,23,100	-
9.08% Konkan Railway Corporation Limited 25/09/2024 24 (Previous year Nil) Bonds of Rs. 10,00,000 each	2,47,72,800	-
9.60% North Eastern Electric Power Corporation Ltd 01/10/2024 150 (Previous year Nil) Bonds of Rs. 10,00,000 each	15,44,70,000	-
9.51% Corporation Bank Perpetual Bonds 31 (Previous year Nil) Bonds of Rs. 10,00,000 each	3,11,51,900	-



Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
9.55% Canara Bank Perpetual Bonds 170 (Previous year Nil) Bonds of Rs. 10,00,000 each	16,97,80,000	-
9.60% Housing Development Finance Corporation Ltd 07/04/2016 1 (Previous year Nil) Bonds of Rs. 10,00,000 each	10,09,800	-
8.27% Rural Electrification Corporation 09/03/2022 90 (Previous year Nil) Bonds of Rs. 10,00,000 each	8,89,38,000	-
9.84% Air India 27/09/2026 3 (Previous year Nil) Bonds of Rs. 10,00,000 each	32,96,100	-
9.90 % Industrial Finance Corporation of India Limited 11/06/2021 7 (Previous year Nil) Bonds of Rs. 10,00,000 each	73,59,100	-
9.48% Bank of Maharashtra Perpetual Bonds 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	4,75,75,000	-
10.75% IDBI Bank Limited Series II 28 (Previous Year Nil) Bonds of Rs 10,00,000 each	2,96,91,200	-
8.20% Power Grid Corporation 23/01/2030 50 (Previous Year Nil) Bonds of Rs 10,00,000 each	5,00,90,000	-
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 30 (Previous Year Nil) Bonds of Rs 10,00,000 each	2,98,68,000	-
9.48% Bank of Maharashtra 31 (Previous Year Nil) Bonds of Rs 10,00,000 each	2,94,96,500	-
18.00% Ambience Infrastructure Developers Private Ltd 23/07/2015 499 (Previous Year Nil) Bonds of Rs 10,00,000 each	49,90,00,000	-
18.00% Ambience Infrastructure Developers Private Ltd 10/10/2017 670 (Previous Year Nil) Bonds of Rs 10,00,000 each	67,00,00,000	-
18.00% Ambience Infrastructure Developers Private Ltd NCD 28/08/2017 750 (Previous Year Nil) Bonds of Rs 10,00,000 each	75,00,00,000	-
10.90% DLF Emporio Ltd 21/11/2021 104 (Previous Year Nil) Bonds of Rs 10,00,000 each	10,60,80,000	-
10.90% DLF Promenade Ltd NCD 21/12/2021 30 (Previous Year Nil) Bonds of Rs 10,00,000 each	3,06,00,000	-
9.90% Industrial Finance Corporation India Limited 05/11/2032 360 (Previous Year Nil) Bonds of Rs 25,000 each	94,95,531	-
8.06% Rural Electrification Corporation Limited 31/05/2032 100 (Previous Year Nil) Bonds of Rs 10,00,000 each	10,01,19,000	-
10.20% SREI Infrastructure Finance Limited 23/03/2020 16 (Previous Year Nil) Bonds of Rs 10,00,000 each	1,66,41,600	-
9.48% Bank of Maharashtra 19 (Previous Year Nil) Bonds of Rs 10,00,000 each	1,80,78,500	-
IFMR Capital Mosec Ariadne 2014 Pass through Certificates	1,00,00,000	-
Accrued interest on bonds	38,39,744	-
Investments in Equity shares		
National Mineral Development Corporation (1,00,000 Shares (Previous year Nil) of Rs 1/- (Market Price Rs 128.75 per share)	1,77,00,000	-
Less : Provision for diminution of shares	(48,25,000)	-
Total Current Investments	6,27,77,58,391	90,41,62,912
Aggregate book value of investments		
-Quoted	6,28,27,09,673	90,41,62,912
-Unquoted	-	-
Aggregate provision for diminution in value of investments	48,25,000	-
Aggregate market value of quoted investments	6,41,57,26,000	90,52,78,000

Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
16. INVENTORIES		
(Valued at lower of cost and net realisable value)		
Raw Materials	3,72,46,058	5,87,72,323
Total Inventories	3,72,46,058	5,87,72,323

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
17. TRADE RECEIVABLES		
Unsecured :-		
Outstanding for a period exceeding Six months from the date they are due for payment		
Considered good	10,98,61,964	10,34,59,262
Considered doubtful	1,01,79,892	22,79,04,224
	12,00,41,856	33,13,63,486
Less: Provision for doubtful debt	1,01,79,892	22,79,04,224
Sub total	10,98,61,964	10,34,59,262
Other receivable		
Considered good	22,46,70,369	36,57,92,343
Considered doubtful	70,75,236	1,72,36,210
	23,17,45,605	38,30,28,553
Less: Provision for doubtful debt	70,75,236	1,72,36,210
Sub total	22,46,70,369	36,57,92,343
Total Trade Receivables	33,45,32,333	46,92,51,605

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
18. CASH AND BANK BALANCES		
Cash and Cash equivalents :-		
Balances with banks :		
- In Current accounts	35,49,57,547	7,87,02,772
- in Deposit Accounts having original maturity period of less than 3 months*	14,98,26,035	-
Cash on hand	16,91,341	23,80,297
	50,64,74,923	8,10,83,069
Other Bank Balance :-		
In Deposit Accounts having original maturity period of more than 3 months but less than 12 months	70,30,907	-
In Earmarked Accounts :-		
- Held as margin money or security against guarantees and other commitments # (with various Government authorities and Banks)	8,75,28,872	3,02,08,277
Total Cash and Bank Balances	60,10,34,702	11,12,91,346

Note : * Includes fixed deposits of Rs. 5,55,00,000 given as bank guarantee for Adani Welspun Exploration Limited

Includes fixed deposits of Rs. 2,77,16,145/- (P.Y. Rs.1,19,39,395/-) pledged with MPRDC Ltd as maintenance deposits, fixed deposits of Rs. 4,45,12,594/- (P.Y. Rs. 1,19,39,395/-), as per Order of P & H, High Court, Chandigarh in the matter of Jalandhar Arbitration & fixed deposits of Rs. 1,52,99,133/- (P.Y. 1,82,67,882/-), given as bank guarantee margin of NHAI & for term loan of subsidiaries companies.



Notes forming part of the financial statements

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
19. SHORT TERM LOANS AND ADVANCES		
Unsecured, Considered good unless stated otherwise		
Loans and advances to related parties	62,97,269	-
Advance recoverable in cash or kind	3,48,68,682	6,47,84,348
Other loans and advance	1,20,48,913	-
Advance to suppliers/sub-contractors :-		
- Unsecured considered good	2,99,88,307	8,19,96,284
- Doubtful	49,53,762	70,10,703
Less Provision for doubtful advances	-49,53,762	(70,10,703)
Balance with government authorities :-		
- Direct tax	2,45,51,917	7,51,46,095
- Indirect tax	8,31,31,076	-
Inter Corporate Deposits	88,08,67,343	50,44,30,410
Prepaid Expenses	35,13,668	76,44,021
Loans and advances to employees	1,08,750	23,24,411
Total Short Term Loans and Advances	<u>1,07,53,75,924</u>	<u>73,63,25,569</u>

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
20 OTHER CURRENT ASSETS		
Interest accrued on :-		
- Current investments	12,70,20,565	-
- Fixed deposit	27,44,596	80,83,808
- Inter corporate deposits	1,79,05,552	-
Unbilled work-in-progress	24,92,23,586	21,70,03,707
Total Other Current Assets	<u>39,68,94,300</u>	<u>22,50,87,515</u>

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

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Notes forming part of the financial statements

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
21 REVENUE FROM OPERATIONS		
Revenue from :-		
- Engineering, Procurement and Construction (EPC)	95,85,21,251	1,67,66,25,141
- Toll Business	31,46,27,335	32,28,34,379
- Consultancy Services	-	3,37,42,025
- Sales of Traded goods	54,33,07,907	2,78,19,513
Other Operating Income :-		
- Scrap Sales	1,11,27,208	70,50,437
- Other Material Sales	2,54,10,599	-
- Renting of machineries	5,70,000	-
Revenue From Operations (Gross)	1,85,35,64,299	2,06,80,71,494
Less: Service tax	1,04,37,442	3,82,75,266
Total Revenue from Operations (Net)	1,84,31,26,857	2,02,97,96,229
A Details of Sales of traded goods		
Electric material	2,42,658	1,21,84,974
Mechanical material	26,22,718	1,04,26,628
Bare pipes	-	52,07,911
Steel products	34,13,56,067	-
Cotton products	19,90,86,464	-
	54,33,07,907	2,78,19,513

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
22 OTHER INCOME		
Interest Income :-		
- On Bank deposits	1,92,30,299	-
- On Current investments	49,20,99,726	2,68,37,078
- On Inter corporate deposit	1,79,05,552	-
- On Non current	8,04,87,605	6,93,20,094
- On Income tax refund	42,36,379	35,55,287
- On Others	48,000	-
Dividend Income :-		
- On Current investments	2,61,16,622	1,14,16,082
- On Non current investments	-	37,600
Net gain on sale of :-		
- On Current investments	51,41,113	21,22,974
- On Non current investments (Refer Note 22 A)	-	5,71,91,997
Profit on sale of fixed assets	2,14,63,013	1,94,84,137
Provision for bad debt made in earlier year written back	12,73,923	2,75,000
Unclaimed liabilities written back	1,71,86,070	-
Provision written back on settlement with ex promoters WPL (Refer Note 22 B)	-	5,41,46,862
Income from settlement with ex promoters of WPL (Refer Note 22 C)	-	8,00,00,000
Insurance Claim	28,64,234	65,05,415
Discount received	7,98,074	-
Miscellaneous income	2,33,481	2,88,736
Total Other Income	68,90,84,090	33,11,81,262

Note 22 A :

Pursuant to agreements dated. 03-12-2012, 31-12-2012 and 26-07-2013 entered into between Welspun Projects Limited, Welspun Infra Projects Private Limited and Bharat Udyog Limited, the Company has sold its 50% Share holding in BUL-MSK Infrastructure Private Limited, (a Joint Venture Company). Gain of Rs. 5,71,91,997/- on sales of the said share holding is shown as Profit on sales Company's stake in BUL MSK Infrastructure Private Limited.

Note 22 B :

Amount of Rs. 5,41,46,862/- being unpaid liabilities not payable in pursuant to said agreement to third parties in respect of their fixed deposits against which the ex-promoters of the Company has taken loan from Corporation bank has been written back and shown as income and shown as above.

Note 22 C :

On settlement of dispute between Welspun Infra tech Limited, Welspun Projects Limited and ex-promoters of the Welspun Projects Limited (Formerly known as MSK Projects (India) Limited) and pursuant to the consent terms filed before honourable justice during January 2014 claim of Rs. 8,00,00,000/- received / receivable from ex-promoters of the Company has been treated as income and shown as above.



Notes forming part of the financial statements

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
23 COST OF MATERIAL CONSUMED		
Inventories at the beginning of the year	5,87,72,323	14,81,65,882
Add: Purchases during the year	22,54,67,348	58,63,74,682
Less: Inventories at the end of the year	(3,72,46,058)	(5,87,72,323)
Total Cost of Material Consumed	24,69,93,613	67,57,68,241

Note :

Particulars	March 31, 2015	% of Consumption	March 31, 2014	% of Consumption
a) Imported	-	-	-	-
b) Indigenous	24,69,93,613	100%	67,57,68,241	100%

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
23A PURCHASE OF STOCK IN TRADE		
Purchase of stock in trade	53,87,91,333	2,02,02,208
Total Purchase of Stock in Trade	53,87,91,333	2,02,02,208
A Details of Purchase of traded goods :		
Steel products	33,74,63,704	-
Cotton products	19,98,95,151	-
Electric Material	28,893	1,03,98,367
Mechanical Material	14,03,585	65,04,314
Bare Pipe	-	32,99,527
	53,87,91,333	2,02,02,208

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
24 INCREASE / DECREASE IN WORK IN PROGRESS (INVENTORIES)		
Inventories / Work in Progress at the beginning of the year	21,70,03,707	21,92,77,936
Add : Transfer from Leighton Welspun Contractors Private Limited - Mohali project	-	18,84,79,131
	21,70,03,707	40,77,57,067
Less : Inventories / Work in Progress at the end of the year	24,92,23,586	21,70,03,707
Total (Increase) / Decrease in Work in Progress/ Inventories	(3,22,19,879)	19,07,53,360

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
25 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	21,07,71,873	23,85,04,301
Contribution to provident and other funds	1,41,94,850	1,72,88,072
Staff welfare expenses	49,84,909	65,82,135
	22,99,51,632	26,23,74,508

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
26 FINANCE COSTS		
Interest expenses on:-		
- Term Loans	12,01,27,619	9,79,24,948
- Others	157	-
Other Borrowing costs	97,50,027	2,30,34,529
Bank Charges and guarantee commission	11,53,985	-
Foreign exchange loss	-	64,00,079
Total Finance Costs	13,10,31,788	12,73,59,556

WELSPUN ENTERPRISES LIMITED

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Notes forming part of the financial statements

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
27 DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation on tangible assets	6,03,48,185	5,25,43,685
Amortisation on intangible assets	18,89,60,068	22,26,43,840
Total Depreciation and amortisation expenses	24,93,08,253	27,51,87,524

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
28 OTHER EXPENSES		
Sub-contract costs and others	33,32,22,482	31,84,23,708
Hire charges	96,25,420	1,11,48,095
Power, fuel and water charges	4,28,66,692	1,00,02,695
Repairs and maintenance :-		
- Plant and machinery	25,33,378	56,82,925
- Building	1,81,001	-
- Others	8,43,04,579	5,66,90,467
Project monitoring and maintenance fees	53,84,284	61,06,932
Civil work	4,88,71,172	7,92,82,741
Earth work	-	2,69,14,500
Fabrication expenses	-	1,18,33,950
Site workers payments	2,02,27,945	6,17,38,771
Concrete work	5,73,940	83,81,548
Painting work	60,97,452	14,30,031
Pipe laying charges	2,87,79,953	-
Safety expenses	-	8,332
Shuttering expenses	10,88,829	2,57,09,455
Toll expenses	17,34,423	18,81,728
Donation	32,100	2,00,660
Rent	3,47,08,915	1,02,81,812
Rates and taxes	10,54,51,260	6,72,50,649
Insurance costs	93,07,662	75,25,432
Tendering expenses	10,80,000	32,64,757
Travelling and conveyance	88,78,624	1,03,07,389
Communications	31,79,127	-
Legal and professional fees	3,06,79,856	2,70,03,639
Civil consultancy charges	4,38,22,964	-
Staff deputation expenses	82,52,187	-
Advertisement	7,36,895	-
Business promotion	50,98,739	-
Printing and stationary	32,94,226	-
Directors sitting fees	9,06,000	-
Payment to Auditor :-		
- As auditor	14,60,000	12,60,000
- Other services	1,49,500	1,68,500
Provision for diminution in the value of current investment	55,94,071	-
Loss on sale of current investment	4,80,52,171	-
Loss on sale of fixed assets	81,38,393	11,96,575
Bad debts	24,51,40,434	-
Less : Provision for bad debts made in earlier year	(24,51,40,434)	-
Provision for doubtful debts and advances (net)	1,76,19,119	19,87,99,882
Shortage of fixed asset written off	1,91,29,426	-
Intangible assets written off	-	17,01,592
Provision for value of land	35,67,149	-
Site work expenses	11,20,39,740	13,57,71,750
Miscellaneous expenses	2,85,77,086	3,64,84,308
Total Other Expenses	1,08,52,46,760	1,12,64,52,823

**Notes forming part of the financial statements**

(Amount in ₹)

29. EARNINGS PER SHARE

	FY 2014-15	FY 2013-14
Net profit / (Loss) after Tax available for equity shareholders.	10,15,80,882	(58,23,44,071)
Weighted Average number of equity shares of Rs. 10/- each outstanding during the year used for calculating Basic EPS (Nos. of shares)	17,33,20,535	4,00,00,000
Weighted Average number of equity shares of Rs. 10/- each outstanding during the year used for calculating Diluted EPS (Nos. of shares)	17,33,30,732	4,00,00,000
Basic Earning Per Share (Rs.)	0.59	(14.56)
Diluted Earning Per Share (Rs.)	0.59	(14.56)

30 CONTINGENT LIABILITIES & COMMITMENTS:

(Amount in ₹)

Contingent Liabilities

	March 31, 2015	March 31, 2014
Labour Cess Demand disputed by the Company (net of provision)	1,15,57,322	1,15,57,322
Stamp duty payable on concession agreement disputed by the Company in respect of BOT Projects	1,15,44,000	1,15,44,000
Arrears of House tax liabilities in respect of Ludhiana and Jalandhar Bus Terminal (net of provision)	4,35,94,000	98,50,410
Liability in respect of Supply of Steel disputed by the Company	2,34,96,000	-
Claims against the Company/ Disputed liabilities not acknowledged as debts	4,00,000	40,63,268
Guarantee issued by the bankers on behalf of the company	69,02,87,667	46,12,48,000
Guarantee given by the Company to the bankers for the facilities granted :-		
- Wholly owned subsidiaries #	3,43,23,50,891	32,57,19,000
- Joint Ventures	3,49,57,49,641	3,31,53,42,000
Income tax demand disputed by the company	66,62,31,528	50,69,59,000
Service tax demand disputed by the company	2,24,01,000	3,47,76,000

Previous year figures doesn't include the merged entities contingent liabilities (Refer Note 31)

Includes Corporate Guarantee given by Welspun Enterprises Limited on behalf of Welspun Maxsteel Limited (WMSL) before WMSL sale amounting to Rs 320 Cr. However the same has been released subsequent to the reporting date.

31 SCHEME OF AMALGAMATION AND ARRANGEMENT

During the year, the Board of Directors of Welspun Projects Limited (WPL) and Welspun Enterprises Limited (WEL) at their respective meeting held on November 4, 2014 approved the Scheme of Amalgamation and Arrangement under Sections 391 and 394 of the Companies Act, 1956 ("the Scheme") of WEL and its subsidiaries Welspun Infratech Limited (WITL), Welspun Infra Projects Private Limited (WIPPL) and Welspun Plastics Private Limited (WPPL) with WPL.

Pursuant to the Scheme sanctioned by the Hon'ble High Court of Bombay vide its Order dated April 10, 2015 and the Hon'ble High Court of Gujarat at Ahmedabad vide its Order dated April 23, 2015, and the orders since filed with Registrar of Companies on May 11, 2015 ('Effective Date') the following Companies (Transferor Companies) whose nature of business stated there against are merged with WPL (Transferee Company) with effect from April 1, 2014 (the 'appointed date').

Notes forming part of the financial statements

Name of the Transferor Company	Nature of Business
Welspun Enterprises Limited	Trading in steel, cotton etc and treasury operations
Welspun Infratech Limited	Infrastructure development
Welspun Infra Projects Private Limited	Infrastructure development
Welspun Plastics Private Limited	Oil & Gas exploration

The amalgamation has been accounted under the 'Purchase Method' as prescribed under Accounting Standard 14 'Accounting for Amalgamation' (AS 14) in accordance with the scheme. Accordingly, the following assets and liabilities of the Transferor Companies as at 1st April 2014 have been recorded at their fair value.

Details of Assets and Liabilities acquired:-

Particulars	Amount in ₹	Amount in ₹
Non Current Assets		
Fixed assets	40,23,005	
Non current investment	3,35,39,74,510	
Other non current assets	12,39,27,178	3,48,19,24,693
Current Assets		
Current Investments	7,67,45,04,437	
Cash and bank balances	31,58,20,214	
Other current assets	22,44,67,169	8,21,47,91,821
Total Assets		11,69,67,16,514
Less:		
Non current liabilities		1,08,60,47,407
Current liabilities		14,00,30,823
Total Liabilities		1,22,60,78,230
Net assets		10,47,06,38,284
Share capital movement		
New share capital issued	1,57,76,89,800	
Share capital cancellation*	(24,44,84,450)	1,33,32,05,350
Capital reserve on merger		9,13,74,32,934

- * Upon the Scheme becoming effective and with effect from the Appointed Date, the investment held by WITL in the equity share capital of WPL was cancelled. Accordingly, the share capital of WPL was reduced to the extent of face value of shares held by WITL in WPL and was so cancelled.

Further, upon the Scheme becoming effective and with effect from the Appointed Date the authorised share capital of Transferor Companies shall stand consolidated and vested in and be merged with the authorized share capital of WPL and shall stand reclassified as consisting of only equity shares of Rs. 10 each.

Difference of the value of the net assets at fair market value of the Transferor Companies acquired by the Transferee Company over the consideration paid to the shareholders of the Transferor Companies is recognized as capital Reserve in the books of the Transferee Company.

In terms of the Scheme, every equity holder of Welspun Enterprises Limited holding 1 (one) equity share in Welspun Enterprises Limited of Rs. 10 each fully paid up as of the Record Date shall be entitled to 12 (twelve) equity shares of Rs. 10 each, issued at par, credited as fully paid up of Welspun Projects Limited (now renamed as Welspun Enterprises Limited).

- 32 Security Deposits and Retention money deducted from contract receipt are subject to confirmation and adjustment, if any, on finalization of account.
- 33 The Company has given Inter corporate deposits of Rs. 28,52,00,000/- to ARSS Infrastructure Limited and Rs.



2,50,00,000 to Anil Construction P Ltd, during the year 2012-13 and also charged interest of Rs. 4,15,00,000 thereon, which is not received. No interest is charged on the said ICD's during the year 2013-14 & 2014-15.

The matter is constantly pursued by the company and legal proceeding is also initiated for recovery of the said amount. There is no need to make any provision for the said amount as the Company is hopeful for the recovery in near future.

- 34 The useful life of the Fixed Assets has been revised in accordance with Schedule II to the Companies Act 2013, which is applicable from accounting period commencing on or after April 1 2014, consequently an amount of Rs. 51,85,713/- representing Assets beyond useful life as on April 1 2014 has been charged to retained earnings. In other cases carrying amount has been depreciated / amortized over the remaining useful life of the assets.

- 35 The Company has obtained the contract on Build, Operate and Transfer basis from MPSIDC for execution for Dewas Water Supply projects, However the Company could not achieve the optimum capacity due to certain problem and defects in pipe line hence to achieve a desired and specified result the Company had decided to expand the capacity and to undertake reconstruction of the Project. Accordingly the Company had decided to capitalize the entire expenditure (net of revenue) incurred for reconstruction.

Accordingly the Company had Capitalized Rs. 25,73,09,647/- during the financial years from 2011-12 to 2013-14 and shown under the head "Intangible Assets under Development".

However, based on current status of the project and negotiations with MPSIDC, the planned augmentation of the existing project seems unlikely. Considering these facts the company has written off 'Intangible asset under development' and charged the same to Statement of Profit and Loss. The current year expenditure and revenue are charged/ credited respectively to Statement of Profit and Loss.

Further, MPSIDC has decided to issue bids (pursuant to Swiss challenge) for laying new pipeline for changing the sourcing of water supply. The Company will review the accounting treatment of the carrying amount of BOT expenditure on outcome of the bid process.

- 36 Various suppliers' accounts had debit/ credit balance outstanding for more than 3 years. On scrutiny of the said accounts it is found that certain Credit Balances standing to the Supplier accounts are not payable and Debit Balance Standing to the Supplier Account are not receivable. Accordingly, the Company has written back / off unclaimed Credit Balance of Rs.5,16,35,083/- and Debit Balance of Rs. 3,44,49,013/- not receivable and net unpaid amount of Rs.1,71,86,070/- is shown as unclaimed liabilities written back under the head "Other Income" in Statement of Profit & Loss.

- 37 The Company has obtained Jalandhar Bus Terminal Projects on BOT Basis, The Concession period to collect Toll is over during Apr 2014 as per the Concession Agreement. However the Company has continued to collect the Toll after Apr 2014 to Jan 2015. Toll collected during these period is Rs.4,87,30,984/-. There is dispute in respect of Date of Commencement and also extension of the Concession period between Department of Transport, Jalandhar and the Company, matter is pending with the Hon'ble High Court Chandigarh.

Meanwhile as per the order of the High Court the Company has deposited Rs 4,35,64,407/- of Toll Revenue with the Punjab National Bank in "Fixed Deposits".

- 38 In accordance with the "Welspun Managing Director Stock Option Plan 2014" the Company has granted 7,20,000 equity shares to the "Managing Director" of the Company at zero Cost on February 16, 2015. The intrinsic value of the above Stock Option of Rs. 1,87,92,000/- calculated at the average rate of Rs. 26.10/- per Share is amortized on the straight line basis over the vesting period of one Year in accordance with the Guidance note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India. Accordingly proportionate amount of Rs. 22,59,148/- is shown as "Employees Compensation Expenses" in Statement of Profit & Loss.

The salient features of the Scheme are as under:

- (i) Vesting: Options to vest shall occur on the first anniversary of the Grant date. However incase of Vesting period may be extended by the entire duration of the leave period for Employees on the long Leave. The Vesting Schedule is as under:

Number of ESOP	Date of Grant	Date of Vesting
7,20,000	February 16, 2015	February 16, 2016
2,40,000	July 14, 2015	July 14, 2016
2,40,000	July 14, 2016	July 14, 2017

Notes forming part of the financial statements

- ii) Exercise: Options granted shall be capable of being exercised in one or more tranches in multiples of 5000 shares, within a period of 3 years from the date of vesting of the respective Employee Stock Options. In the event of cessation of employment due to death or permanent incapacity, all the vested and unvested options may be exercised immediately but not later than 6 months from the cessation of employment. In the event of cessation of employment due to normal retirement, all the vested options should be exercised immediately but not later than 6 months from date of retirement and all unvested options will stand cancelled. In the event of cessation of employment due to resignation prior to retirement, all the vested options should be exercised immediately but not later than 1 month from date of submission of resignation and all unvested options will stand cancelled.

Date of Grant	February 16, 2015
Number of Options Granted	7,20,000
Exercise Period	3 years from date of Vesting of respective Employee Stock Options
Exercise Price	Rs. Nil

Summary of Stock Options	March 31, 2015		March 31, 2014	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	Nil	Nil	Nil	Nil
Options granted during the year	7,20,000	-	-	-
Options exercised during the year	Nil	Nil	Nil	Nil
Options cancelled/ lapsed during the year	Nil	Nil	Nil	Nil
Options outstanding at the end of the year	7,20,000	Nil	Nil	Nil
Options vested but not exercised at the year end	Nil	Nil	Nil	Nil

Information in respect of options outstanding as at March 31, 2015

No. of Stock Options	Weighted Average remaining life in years	Weighted Average Exercise Price (Rs.)
7,20,000	2.50	Nil

The weighted average fair value of stock options granted during the year was 26.7499. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following input :-

	Grant Date : February 16, 2015 Vest 1 February 16, 2016
Variables	
Stock Price	26.75
Volatility	53.09%
Riskfree Rate	7.77%
Exercise Price	0.00
Time to Maturity	2.50
Dividend Yield	0%
Option Fair Value	26.7499

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

The company measures the cost of ESOP using the intrinsic value method. Had the company used the fair value model to determine compensation, its profit after tax and earnings per share as reported would have changed to the amounts indicated below:



Notes forming part of the financial statements

(Amount in ₹)

	March 31, 2015	March 31, 2014
Profit after tax as reported	10,15,80,882	58,23,44,071
Add : ESOP cost using the intrinsic value method	22,59,148	-
Less : ESOP cost using the fair value method	23,15,401	-
Proforma profit after tax	10,15,24,629	58,23,44,071
Earning per share :-		
Basic – As reported	0.59	(14.56)
Basic – Proforma	0.59	-
Diluted – As reported	0.59	(14.56)
Diluted – Proforma	0.59	-

Effect of share- based payment plan on the Balance Sheet and Statement of Profit and Loss:

	March 31, 2015	March 31, 2014
Expense arising from employee share-based payment plan	22,59,148	-
Deferred Stock Compensation	22,59,148	-

39 Based on expert's opinion obtained by the Company, the Company's operation comprises of only one segment namely Infrastructure Development.

40 Disclosure in accordance with Accounting Standard - 7 (Revised).

(Amount in ₹)

	2014-15	2013-14
Contract Revenue	3,06,42,87,695	2,57,57,31,000
Contract Cost Incurred	3,22,01,66,557	2,55,45,07,000
Recognized Profits / (Losses)	(15,58,78,862)	12,17,89,000
Advances Received	4,95,66,634	3,48,03,000
Retention Money	12,34,13,717	11,99,76,000
Gross Amount due from Customers For Contract Work	11,08,41,893	11,01,30,000

41 EXCEPTIONAL ITEMS

During the year, the Company has recorded all items of assets and liabilities of transferor companies at fair value as on appointed date. Subsequent to recording the same at fair value, adjustments are recorded in statement of profit and loss accounting for the events happened during the year

(Amount in ₹)

	2014-15	2013-14
a. Provision for Welspun Maxsteel Limited (WMSL) obligations written back	70,30,00,000	-
b. Loss on sale of shares of Welspun Maxsteel Limited	(29,14,44,938)	-
c. Intangible asset under development written off	(25,73,09,647)	-
d. Loss on sale of shares of Leighton Welspun Contractors Pvt. Ltd.		(34,06,82,111)
Total	15,42,45,415	(34,06,82,111)

a. Provision for WMSL obligations written back:

Based on valuation report, the company has made provision of Rs 105 Cr in respect of certain obligations on account of pending litigations as on appointed date by debiting the capital reserve in accordance with the scheme. Based on the management review of provision at year end, the provision no longer required is written back to statement of profit and loss and disclosed as exceptional item.

b. Loss on sale of shares of WMSL:

Based on valuation report, the company's investment in equity shares of WMSL was valued at Rs Nil. Subsequent to this, the company has invested Rs 19.39 Cr in preference shares of WMSL.

Further, on Oct 31, 2014 the company has transferred all its investments in WMSL to JSW Steel at Rs 2 pursuant to share purchase agreement dated August 18, 2014. Due to this sale, loss on sale of WMSL (net of cost of disposal) amounting to Rs 29.14 Cr is disclosed as exceptional item in statement of Profit and Loss.

c. Intangible asset under development written off:

Refer Note 35 above

Notes forming part of the financial statements**d. Loss on sale of shares of Leighton Welspun Contractors Private Limited (Pertains to FY 2013-14):**

Pursuant to agreement for sale Dated 5th March 2013 entered in to between the Company and Leighton Welspun Contractors Private Limited, the Company has transferred identified EPC division / works of GMADA Mohali Water Division, Chirai Anjar Road Work and Dewas Water Projects aggregate value of Rs. 556 Crores for the composite consideration of Rs.1,15,03,48,500/- subject to the terms and condition as contained in the said agreement.

As a consideration for the transfer of the above business the Company had received 1,15,03,485 equity shares in the Leighton Welspun Contractors Private Limited, of the face value of Rs. 10/- each fully paid up at a premium of Rs. 90/- per share aggregating consideration of Rs 1,15,03,48,500/- Surplus of Rs. 1,07,92,49,055 arising in respect of the said transfer was shown as 'income from transfer of business' under the head "Other Operating Revenue" in the statement of profit & loss for the year ended 31st March 2013.

As per the Clause 14.4.2 of the said Agreement To Sell (ATS), if the Company is unable to issue Notice to Proceed (NTP) for any of the above projects, it has an obligation to give Replacement Project(s) to LWIN of equivalent contract value. If NTP is not issued, and Replacement Project(s) are not arranged, the proportionate shareholding based on the value of projects for which NTP is not issued will be extinguished. Due to various circumstances, it became clear that a NTP could not be issued to LWIN for either of the balance projects. Following these developments, the Company obtained an opinion from an external valuator on the cost of the obligation to arrange for Replacement Projects for LWIN ('replacement obligation').

Based on valuation carried out, Welspun Infra Projects Private Limited ("WIPPL") (Group Company) holding 32.38% in LWIN has agreed to purchase the Company's stake in LWIN @ Rs 81 Crores. Loss of Rs. 34,06,82,111/- on sales of the said Company's stake in "LWIN" is shown under the head "Exceptional Item" in the statement of Profit & Loss. Further as per agreement Mohali Project was assigned back to the Company, by LWIN along with all rights, asset and liabilities pertaining to the said business.

42 Disclosures relating to Employee Benefits – As per Revised AS-15:

During the year Company has recognized the following amount in the financial statements

DEFINED CONTRIBUTION PLAN

Contribution to Defined Contribution Plan recognized as Expense for the year as under:

	Amount in ₹
Employer Contribution to Provident Fund	1,78,48,000 (1,62,22,000)

DEFINED BENEFIT PLAN

Reconciliation of opening and closing balances of Defined Benefit obligation

(Amount in ₹)

	Gratuity (Funded)	Leave Encashment (Non Funded)
Defined Benefit obligation at the beginning of the year	95,79,632	56,00,101
Current Service Cost	23,21,820	54,32,847
Interest Cost	15,71,060	8,21,242
Actuarial (gain)/loss	1,21,60,203	33,80,406
Benefits Paid	(73,35,801)	(22,43,620)
Defined Benefit obligation at the year end	1,82,96,914	1,29,90,976

Reconciliation of opening and closing balances of fair value of plan Assets

(Amount in ₹)

	Gratuity (Funded)
Fair value of plan assets in the beginning of the year	1,43,54,224
Expected return on plan assets	22,96,676
Actuarial gain/(loss)	(51,77,517)
Employer contribution Paid	19,12,110
Benefits Paid	(59,68,739)
Fair Value of plan assets at the end of the year	74,16,754

**Notes forming part of the financial statements**

Reconciliation of Fair Value of Plan Assets and Benefit Obligation

(Amount in ₹)

	Gratuity (Funded)	Leave Encashment (Non Funded)
Fair Value of Assets as at March 31, 2015	74,16,754	1,29,90,976
Present Value of obligation as at March 31, 2015	1,82,96,914	-
Liabilities Recognized in Balance Sheet	1,08,80,160	1,29,90,976

Expenses recognized during the year

(Amount in ₹)

	Gratuity (Funded)	Leave Encashment (Non Funded)
Current Service Cost	23,21,820	54,32,847
Interest Cost	15,71,060	8,21,242
Expected return on Plan Assets	(22,96,676)	-
Actuarial gain/(loss)	1,73,37,720	33,80,406
Net Periodic Cost	1,89,33,924	96,34,495

Actuarial Assumptions

	Gratuity (Funded)	Leave Encashment (Non Funded)
Discount Rate (Per Annum)	8%	8%
Salary Escalation (Per Annum)	9%	9%

43 RELATED PARTY DISCLOSURES**A PARTICULARS OF SUBSIDIARIES AND JOINT VENTURES**

Name of Entities	Relationship
Welspun Enterprises Limited	Ultimate Holding Company *
Welspun Infratech Limited	Holding Company *
Direct Subsidiaries :-	
MSK Projects (Himmatnagar Bypass) Private Limited	Wholly owned subsidiary
MSK Projects (Kim Mandvi Corridor) Private Limited	Wholly owned subsidiary
Anjar Road Private Limited	Wholly owned subsidiary
Welspun Construction Private Limited	Wholly owned subsidiary
Welspun Natural Resources Private Limited	Wholly owned subsidiary
Anjar Water Solutions Private Limited (formerly Welspun Road Projects Private Limited)	Wholly owned subsidiary
ARSS Bus Terminal Private Limited	Subsidiary @
Welspun Maxsteel Limited	Subsidiary #
Direct Joint Ventures :-	
Dewas Bhopal Corridor Limited	Joint Venture
Held through Welspun Natural Resources Private Limited	
Adani Welspun Exploration Limited	Joint Venture

* Ceased to be Holding Company w.e.f. April 1, 2014 pursuant to the Scheme (Refer Note 31)

@The Company controls the composition of the Board of Directors

Ceased to be subsidiary w.e.f October 31, 2014

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

21st Annual Report 2014-15

Notes forming part of the financial statements**B DIRECTORS / KEY MANAGEMENT PERSONNEL (KMP)**

Name of the Related Parties	Nature of Relationship
Mr B. K. Goenka	Chairman
Mr Sandeep Garg	Managing Director
Mr Lalit Jain*	Chief Financial Officer
Mr Nilesh Javker**	Company Secretary
Mr Shriniwas Kargutkar	Chief Financial Officer
Mr Rajendra Sawant	Company Secretary

* Ceased to be KMP w.e.f May 29, 2015

** Ceased to be KMP w.e.f May 26, 2015

C OTHER RELATED PARTIES

Name of the Related Parties	Nature of Relationship
Welspun India Limited	Group Company
Welspun Corp Limited	Group Company
Welspun Steel Limited	Group Company
Welspun Reality Private Limited	Group Company
Welspun Logistics Private Limited	Group Company



Notes forming part of the financial statements

D RELATED PARTY TRANSACTIONS

(Amount in ₹)

	Holding Company @	Subsidiaries	Joint Ventures	Other Related Parties	Key Management Personnel
Civil Construction revenue	-	1,50,00,000	-	21,86,09,160	-
	(13,68,16,000)	(1,20,00,000)	(-)	(55,91,19,000)	(-)
Purchase of traded goods	-	33,09,50,094	-	-	-
	(-)	(-)	(-)	(-)	(-)
Rent	-	-	-	2,62,57,260	-
	(-)	(-)	(-)	(-)	(-)
Hire Charges	-	-	-	4,00,000	-
	(-)	(-)	(-)	(-)	(-)
Miscellaneous Income	-	-	3,91,13,662	22,33,474	-
	(-)	(-)	(3,50,23,000)	(-)	(-)
Material Purchase	-	-	-	21,09,146	-
	(2,82,28,000)	(-)	(-)	(9,47,24,000)	(-)
Reimbursement of expenses	-	-	-	45,56,607	-
	(11,88,000)	(-)	(-)	(64,01,000)	(-)
Loan received	-	-	-	-	-
	(3,87,60,000)	(2,34,86,000)	(-)	(1,01,000)	(-)
Repayment of loan received	-	87,00,309	-	-	-
	(37,30,000)	(2,79,65,000)	(-)	(95,000)	(-)
Loan given	-	20,92,52,191	13,94,952	-	-
	(-)	(1,22,87,000)	(8,82,72,000)	(1,50,00,000)	(-)
Repayment of Loan given *	-	30,30,12,385	26,54,505	1,72,250	-
	(-)	(1,63,19,000)	(87,36,000)	(1,50,00,000)	(-)
Guarantee given	-	1,13,00,000	-	-	-
	(-)	(-)	(-)	(-)	(-)
Sales of Shares	-	-	-	-	-
	(81,00,00,000)	(-)	(-)	(-)	(-)
Mobilisation advance received	-	1,94,27,192	-	1,78,82,653	-
	(7,73,000)	(-)	(-)	(10,11,91,000)	(-)
Mobilisation advance repaid	-	-	-	4,82,78,123	-
	(3,93,11,000)	(-)	(-)	(6,73,17,000)	(-)
Application money for Compulsorily Convertible Debentures	-	1,63,42,92,300	-	-	-
	(-)	(-)	(-)	(-)	(-)
Conversion into Compulsorily Convertible Debentures	-	1,63,42,92,300	-	-	-
	(-)	(-)	(-)	(-)	(-)
Investment in Shares	-	30,05,00,000	-	-	-
	(-)	(-)	(-)	(-)	(-)
Investment in Debentures	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)
Remuneration to the directors	-	-	-	-	2,53,39,815
	(-)	(-)	(-)	(-)	(1,83,51,000)
Closing Balance as at 31 March 2015					
Receivable at the end of the year	-	8,47,856	33,34,89,679	2,11,24,240	-
	(2,17,58,000)	(9,49,53,000)	(29,72,31,000)	(4,34,26,000)	(-)
Payable at the end of the year	-	1,07,26,883	-	1,06,45,207	-
	(23,93,000)	(-)	(-)	(3,76,51,000)	(-)
Bank guarantee outstanding	-	-	23,45,00,000	-	-
	(-)	(-)	(-)	(-)	(-)
Corporate guarantee outstanding #	-	3,43,23,50,891	3,49,57,49,641	-	-
	(-)	(32,57,19,000)	(3,31,54,00,000)	(-)	(-)
Loans and advances	-	1,58,64,88,484	-	-	-
	(-)	(-)	(-)	(-)	(-)

Figures in brackets are in respect of Previous year

@ Previous year figures are not comparable as it includes the amount transacted with the transferor entities. Refer Note 31

* Included in Other Related Parties - Other receivables realised

Included in Subsidiaries - WMSL Contingent Liability as at March 31, 2015. Subsequently NOC received after March 31, 2015

Notes forming part of the financial statements

- E Disclosure in respect of transactions with more than 10% of the total transactions of the same type with related party during the year.
- i. Civil Construction revenue :-
 - a) Welspun India Limited Rs 21,47,52,672/- (PY 54,32,96,980/-) and
 - b) Welspun Corp Limited Rs Nil (PY Rs 13,68,16,000/-).
 - ii. Purchase of traded goods :-
 - a) Welspun Maxsteel Limited Rs 33,09,50,094/- (PY Nil)
 - iii. Rent paid :-
 - a) Welspun Reality Private Limited Rs 2,62,57,260/- (PY Nil)
 - iv. Hire Charges :-
 - a) Welspun Logistics Limited Rs 4,00,000/- (PY Nil)
 - v. Miscellaneous Income :-
 - a) Dewas Bhopal Corridor Limited Rs 3,91,13,662/- (PY Nil)
 - vi. Material Purchased :-
 - a) Welspun Corp Limited Rs 21,09,146/- (PY Rs 2,82,28,000/-) and
 - b) Welspun Steel Limited Rs Nil (PY Rs 9,47,24,000/-)
 - vii. Reimbursement of expenses :-
 - a) Welspun Corp Limited Rs 45,56,607/- (PY 11,88,000/-)
 - viii. Loan received :-
 - a) Welspun Enterprises Limited Rs Nil (PY Rs 3,87,60,000/-)
 - b) MSK Projects (Himmatnagar Bypass) Private Limited Rs Nil (PY Rs 2,34,86,000/-)
 - ix. Repayment of Loan received :-
 - a) Welspun Enterprises Limited Rs Nil (PY Rs 37,30,000/-)
 - b) MSK Projects (Himmat nagar Bypass) Private Limited Rs 87,00,309/- (PY Rs 2,79,65,000/-)
 - x. Loan given :-
 - a) MSK Projects (Kim Mandvi Corridor) Private Limited Rs 12,44,37,997/- (PY Rs 1,22,87,000/-)
 - b) Welspun Natural Resources Private Limited Rs 8,47,27,398/- (PY Rs Nil)
 - c) Dewas Bhopal Corridor Limited Rs 13,94,952/- (PY 8,82,72,000/-)
 - d) Welspun Maxsteel Limited Rs Nil (PY Rs. 1,50,00,000/-)
 - xi. Repayment of Loan given :-
 - a) MSK Projects (Kim Mandvi Corridor) Private Limited Rs 21,82,85,062/- (PY Rs 51,21,479/-)
 - b) MSK Projects (Himmatnagar Bypass) Private Limited Rs Nil (PY Rs 1,11,97,521/-)
 - c) Welspun Natural Resources Private Limited Rs 8,47,27,323/- (PY Rs Nil)
 - d) Dewas Bhopal Corridor Limited Rs 26,54,505 (PY Rs 87,36,000/-)
 - e) Welspun Maxsteel Limited Rs Nil (PY Rs 1,50,00,000/-)
 - xii. Guarantee given :-
 - a) MSK Projects (Kim Mandvi Corridor) Private Limited Rs 1,03,00,000 (PY Nil)
 - xiii. Mobilisation advance received :-
 - a) MSK Projects (Himmatnagar Bypass) Private Limited Rs 1,94,27,192 (PY Rs Nil)
 - b) Welspun India Limited Rs 1,78,82,653/- (PY Rs 9,74,58,000)
 - xiv. Mobilisation advance repaid :-
 - a) Welspun Corp Limited Rs Nil (PY Rs 3,93,11,000/-)



Notes forming part of the financial statements

- b) Welspun India Limited Rs 4,45,44,869/- (PY Rs 6,73,17,000/-)
- xv. Application money for Compulsorily Convertible Debentures (CCD) :-
 - a) Welspun Natural Resources Private Limited Rs 1,26,96,92,300 (PY Nil)
 - b) MSK Projects (Kim Mandvi Corridor) Private Limited Rs 20,50,00,000/- (PY Nil)
- xvi. Conversion into Compulsorily Convertible Debentures (CCD) :-
 - a) Welspun Natural Resources Private Limited Rs 1,26,96,92,300 (PY Nil)
 - b) MSK Projects (Kim Mandvi Corridor) Private Limited Rs 20,50,00,000/- (PY Nil)
- xvii. Investment in shares :-
 - a) Welspun Natural Resources Private Limited Rs 30,00,00,000 (PY Nil)
- xviii. Remuneration to Directors :-
 - a) Mr Sandeep Garg – Rs 2,53,39,815/- (PY Rs 1,83,51,000/-)

Closing Balance as at March 31, 2015

- i. Receivable at the end of the year :-
 - a) Dewas Bhopal Corridor Limited Rs 33,29,30,355/- (PY Rs 29,72,31,000/-)
 - b) MSK Projects (Kim Mandvi Corridor) Private Limited Rs 840,146/- (PY Rs 9,46,89,070/-)
 - ii. Payable at the end of the year :-
 - a) Welspun India Limited Rs 1,06,45,207/- (PY Rs 3,70,07,423/-)
 - b) MSK Projects (Himmatnagar Bypass) Private Limited Rs 1,07,26,883/- (PY Nil)
 - iii. Bank Guarantee Outstanding :-
 - a) Adani Welspun Exploration Limited Rs 23,45,00,000/- (PY Nil)
 - iv. Corporate Guarantee Outstanding :-
 - a) Welspun Maxsteel Limited Rs 3,20,00,00,000/- (PY Nil)
 - b) Dewas Bhopal Corridor Limited Rs 3,22,56,49,641/- (PY Rs 3,31,54,00,000)
 - c) MSK Projects (Kim Mandvi Corridor) P. Limited Rs 23,23,50,891 (PY Rs 32,57,19,000)
 - v. Loans and Advances :-
 - a) Welspun Natural Resources Private Limited Rs 1,58,07,50,539/- (PY Nil)
- 44 Based on the legal opinion taken by the Company, Subsidy of Rs.82,87,29,840/- (P.Y. 82,87,29,840/-) received from Madhya Pradesh Rajya Setu Nirman Nigam Limited, against the Build, Operate & Transfer Project Expenditure is in the nature of promoter contribution and accordingly treated as Capital Reserve in the books of accounts of the Company.
- 45 Confirmations of certain parties for amounts due from them as per accounts of the company are not obtained. Amount due from customers include amounts due/with held on account of various claims. The claims will be verified and necessary adjustments, if any, shall be made in the year of settlement. Subject to this, company is confident of recovering the dues and accordingly they have been classified as “debt considered good” and therefore no provision is considered necessary, there against.
- 46 Under the Micro, Small and Medium Enterprise Development Act, 2006 (“MSMED Act”) which came into force effective from October 2, 2006, certain disclosures relating to amounts due to micro, small and medium enterprises and remained unpaid after the appointed date etc. of principal and interest amounts are required to be made. The Company is in the process of compiling the relevant information. As the relevant information is not yet readily available and / or not given or confirmed by such enterprises, it is not possible to give required information in the accounts. However, in view of the management, the impact of interest, if any, which may subsequently become payable to such enterprise in accordance with the provisions of the Act, would not be material and the same, if any, would be disclosed in the year of payment of interest.

In the absence of the necessary information with the Company relating to the registration status of the suppliers under the Micro, Small and Medium Enterprises Development Act’ 2006, the information required under the said Act could not be compiled and disclosed.

Notes forming part of the financial statements

47 Expenditure in Foreign currency Rs. 6,65,364/-

Rs. -Nil-

48 Earnings in Foreign Currency Rs. -Nil-

Rs. -Nil-

49 Interest in Joint Venture

The Company holds 50% interest in Dewas Bhopal Corridor Limited ('DBCL') directly and 35% in Adani Welspun Exploration Limited ('AWEL') indirectly through Welspun Natural Resources Private Limited. DBCL is engaged in the business of engineering, procurement & construction ('EPC') in the field of infrastructure sector and AWEL is engaged in exploration & extraction of Oil & Gas.

The Company's share of the assets, liabilities, income and expenses of the jointly controlled entity for the year ended March 31, 2015 are as follows: (Amount in ₹)

	March 31, 2015	March 31, 2014 #
1 Assets :-		
Non Current Assets	5,56,49,89,993	2,68,43,22,363
Current Assets	9,70,75,421	4,90,51,221
Total	5,66,20,65,414	2,73,33,73,585
2 Liabilities :-		
Non Current Liabilities	2,28,83,53,328	1,87,24,67,870
Current Liabilities	2,37,50,23,431	9,72,43,544
Total	4,66,33,76,759	1,96,97,11,414
3 Income	46,72,38,939	35,70,46,985
4 Expenditure(Incl Exceptional items)	37,34,62,200	35,59,37,661
5 Contingent liabilities	12,90,37,619	12,79,52,000

Previous year figures of AWEL is not available pursuant to the Scheme of Amalgamation & Arrangement (Refer Note 31)
Unaudited accounts of DBCL as at March 31, 2015 (as furnished by the management of the Company) is taken into consideration.

50 Disclosure as required by Clause 32 of the Listing Agreement

(Amount in ₹)

	Balance as at March 31, 2015	Maximum amount outstanding during the year ended March 31, 2015	Balance as at March 31, 2014	Maximum amount outstanding during the year ended March 31, 2014
i. Loans and advances in the nature of loans to subsidiary				
Welspun Natural Resources Private Limited *	1,58,07,50,539	1,58,07,50,539	-	-
MSK Projects (Kim Mandvi Corridor) Private Limited	8,86,110	20,57,86,684	9,46,87,211	9,46,87,211
ARSS Bus Terminal Private Limited	52,38,547	52,38,547	3,00,228	3,00,228
Anjar Road Private Limited	75,306	75,306	1,530	1,530
Anjar Water Solutions Private Limited (formerly Welspun Road Projects Private Limited)	7,32,030	7,32,030	Nil	Nil
ii. Loans and advances in the nature of loans to Joint ventures				
Dewas Bhopal Corridor Limited	33,29,30,355	33,29,30,355	29,72,31,051	29,72,31,051
Adani Welspun Exploration Limited	5,59,324	51,51,833	-	-
iii. Loans and advances in the nature of loans to firms/companies in which directors are interested	Nil	Nil	Nil	Nil
iv. Investments by the Loanee in the shares of the Company as at March 31, 2015	Nil	Nil	Nil	Nil

* Provision made for the loan Rs 1,49,32,82,970/- (Previous year Nil)

**Notes forming part of the financial statements**

51. Previous year figures are not comparable in view of the scheme referred in Note 31. Figures for the previous year are re-classified/ re - arranged / re -grouped, wherever necessary so as to be in conformity with the figures of the current years' classification/ disclosure.
52. In the opinion of the Board of Directors, Current Assets, Loans and Advances have value at which they are stated in the Balance Sheet, if realized in the ordinary course of business. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

As per our report of even date

For Chandrakant & Sevantilal & J. K. Shah & Co.

Chartered Accountants

Firm Registration No.: 101676W

H. B. Shah

Partner

Membership No.: 16642

Date : May 29, 2015

Place: Baroda

For and on behalf of the Board of Directors**Balkrishan Goenka**

Chairman

DIN : 00270175

Shriniwas Kargutkar

Chief Financial Officer

Date : May 29, 2015

Place: Mumbai

Sandeep Garg

Managing Director

DIN : 00036419

Rajendra Sawant

Company Secretary

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF WELSPUN ENTERPRISES LIMITED (FORMERLY KNOWN AS WELSPUN PROJECTS LIMITED)

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated financial statements of Welspun Enterprises Limited (formerly known as Welspun Projects Limited) ("the company"), and its Subsidiaries and Joint Ventures (collectively referred to as the Group), which comprise the Consolidated Balance Sheet as at 31 March 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting the frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of presentation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the Audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - (a) in the case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2015;
 - (b) in the case of the Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.



Other Matters

7. We did not audit the financial statements of seven subsidiaries, and one jointly controlled entity, whose financial statements reflect total assets of Rs. 6,87,66,18,991/- as at 31st March, 2015, total revenues of Rs. 604,46,08,914/- and net cash flows amounting to Rs. (-) 2,83,09,756/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entity, is based solely on the reports of the other auditors.
8. We have relied on the unaudited financial statement of one joint venture, whose financial statements reflect total assets of Rs. 2,85,96,51,040/- as at 31st March, 2015 and total revenue of Rs. 35,52,33,582/- and net Cash Flow amounting to Rs. 3,76,38,251/- for the year then ended. These financial statements as approved by the Board of Directors of the Company have been furnished to us by the management and our report in so far as its relates to amounts included in respect of the joint venture is based solely on such approved unaudited financial statements.
9. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, based on the comments in the auditors' reports of the Holding Company, subsidiaries companies and jointly controlled entities incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
11. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant financial statements adopted for the purpose of preparation of the consolidated financial statements.
 - (c) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (d) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group (Refer Note 31 to the consolidated financial statements);
 - (ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, in respect of long term contracts including derivative contracts.
 - (iii) There has been no delay in transferring the amount required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries companies and jointly controlled entities incorporated in India.

FOR CHANDRAKANT & SEVANTILAL & J. K. SHAH & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 101676W

Place: Baroda
Date : 29/05/2015

(H.B.SHAH) PARTNER
Membership No. 016642

ANNEXURE TO INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WELSPUN ENTERPRISES LIMITED (FORMERLY KNOWN AS WELSPUN PROJECTS LIMITED), ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015.

(Referred to in paragraph 10 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

This Report on CARO 2015 is based on the consolidated financial statements of the Holding Company, its Subsidiary Companies and Joint Ventures.

Our reporting on the CARO 2015 includes 1 (one) subsidiary company which has been audited by us and 7 (seven) subsidiaries and 1 (one) joint venture entity incorporated in India, to which CARO 2015 is applicable, which have been audited by the other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under CARO 2015 in the case of the consolidated financial statements.

In respect of 1 (one) joint venture entity incorporated in India, which has been included in the consolidated financial statements based on unaudited financial statements of such entity provided to us by the Management and hence no Report under CARO 2015 is available and accordingly the possible effects of the same on our reporting under CARO 2015 has not been considered.

- 1) a) The respective entities has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) Major portion of fixed assets has been physically verified during the year by the Management of the respective entities in accordance with a programme of verification, which, in our opinion and the opinion of the other auditors provides for physical verification of all the fixed assets at reasonable interval having regards to the size of the respective entities and nature of their business.

According to the information and explanations given to us the shortage of fixed assets of Rs. 1,91,29,426/- (Net of Depreciation provided) on such verification has been properly dealt with in the books of accounts.

- 2) a) As explained to us and the other auditors, the inventories were physically verified by the Management of the respective entities at reasonable intervals during the year.
- b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities are reasonable and adequate in relation to the size of the respective entities and the nature of their business.
- c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories except in respect of EPC Contracts and no material discrepancies were noticed on physical verification.

In respect of EPC Contracts, the respective entities has not maintained quantitative records of stock, it is not possible to find out discrepancies between the physical stock and book records.

- 3) a) The Holding Company has granted unsecured loan to Companies covered in the Register maintained under Section 189 of the Companies Act, 2013.
- b) As per information and explanations given to us, the Companies to whom advance in the nature of loan is granted, there is no stipulation for repayment of loan and no interest is charged on the said loan granted except loan to Joint Venture Company. Out of the said loan granted, the Holding Company has made provision for doubtful loan amounting to Rs. 1,49,32,82,970/-.
- c) We have been informed that the Holding Company is taking reasonable steps to recover the principal of loan in case where overdue amount is more than Rs. 1 Lakh.

- 4) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there are, adequate internal control system in the Holding Company, Subsidiary Companies and Joint Ventures incorporated in India, commensurate with the size of the respective entities and the nature of their business, for the purchase of inventories and fixed assets and for the sale of goods and services. During the course of our and other auditors audit, no continuing failure to correct major weaknesses in such internal control system has been observed.

- 5) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and other auditors, the respective entities has not accepted any deposits from the public. Accordingly the provisions of clause (V) of the Companies (Auditor's Report) Order 2015, are not applicable.

- 6) According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Holding Company, subsidiary Companies and joint ventures incorporated in India have, *prima facie*, made and maintained the prescribed cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended, prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013,



wherever applicable. Neither we nor the other auditors have, however made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- 7) a) According to the records of the respective entities, the holding Company, Subsidiary Companies and joint Ventures incorporated in India is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Valued Added Tax and Cess and other statutory dues with the appropriate authorities.

According to the information and explanations given to us and the other auditors, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2015, for a period of more than six months from the day they become payable except Sales Tax liability of Rs.12,95,874/-.

- b) The disputed statutory dues that have not been deposited on account of disputed matters pending before appropriate authorities are as under.

Sr. No.	Nature of the Statute	Nature of the dues	Amount	Period to which the amount relate	Forum where dispute is Pending
1.	Building & Other Construction Workers Welfare Cess	Labour Cess	Rs.1,15,57,322/-	Various Years	M.P. High court Jabalpur Bench
2.	Stamp Duty Act	Stamp Duty	Rs.1,15,44,000/-	Various year	High Court of Madhya Pradesh
3.	Punjab Municipal Corporation	House Tax of Jalandhar & Ludhiana	Rs.4,35,94,000/-	Various Years	Supreme Court of India
4.	Income Tax Act, 1961	Income Tax	Rs.6,62,61,528/-	A.Y. 2008-09	Commissioner (Appeal)- Baroda
5.	Service Tax Act	Service Tax	Rs.1,20,25,063/- Rs. 1,03,75,575/-	Various Years	Commissioner (Appeal)- Baroda CESAT Ahmedabad

- c) According to information and explanations given to us and the other auditors, the amount required to be transferred to investor education and protection fund, in accordance with relevant provision of the Companies Act, 1956 (1 of 1956) and Rules made there under has been transferred to such fund within the prescribed time limit.
- 8) There are no consolidated accumulated losses at the end of financial year. The Holding Company, Subsidiary Companies and Joint Ventures incorporated in India has not incurred Cash Losses during the financial year (except two Subsidiary Companies) covered by our and other auditors Audit. The Holding Company has incurred Cash losses during the immediately preceding financial year.
- 9) In our opinion and the opinion of the other auditors and according to information and explanations given to us and the other auditors, the Holding Company, Subsidiary Companies and Joint Ventures incorporated in India has not defaulted in repayment of dues to any financial institution or Banks.
- 10) In our opinion and the opinion of the other auditors and according to information and explanations given to us and the other auditors, the terms and conditions on which the Holding Company has given guarantee for loan taken by others from Bank / Financial Institution are not *prejudicial* to the interest of the Holding Company.
- 11) In our opinion and the opinion of the other auditors, the term loans have been applied for the purpose for which they were raised.
- 12) To the best of our knowledge and belief and according to the information and explanations given to us and the other auditors, no material fraud on or by the Holding Company, Subsidiary Companies and Joint Ventures incorporated in India was noticed or reported during the year.

FOR CHANDRAKANT & SEVANTILAL & J. K. SHAH & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 101676W

Place : Baroda

Date : 29/05/2015

(H.B.SHAH) PARTNER

Membership No. 016642

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

21st Annual Report 2014-15

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Notes	As At March 31, 2015 (Amount in ₹)	As At March 31, 2014 (Amount in ₹)
EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	1,73,32,05,350	40,00,00,000
(b) Reserves and surplus	3	13,41,59,51,755	4,18,50,71,100
		15,14,91,57,105	4,58,50,71,100
(2) Minority Interest		9,43,86,690	-
(3) Non-current liabilities			
(a) Long-term borrowings	4	3,06,59,99,532	2,54,73,12,667
(b) Deferred tax liabilities	5	1,76,86,254	-
(c) Long-term provisions	6	37,89,87,137	1,93,17,431
		3,46,26,72,923	2,56,66,30,098
(4) Current liabilities			
(a) Short-term borrowings	7	1,23,97,31,626	31,01,41,778
(b) Trade payables	8	28,88,32,903	54,69,44,627
(c) Other current liabilities	9	58,90,00,025	59,06,70,734
(d) Short-term provisions	10	36,74,19,309	1,19,62,476
		2,48,49,83,863	1,45,97,19,615
TOTAL EQUITY AND LIABILITIES		21,19,12,00,581	8,61,14,20,812
ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		11,33,18,294	29,16,29,766
(ii) Intangible assets		4,89,55,34,271	5,05,74,77,170
(iii) Capital work-in-progress		2,15,46,05,656	-
(iv) Intangible assets under development		-	25,73,09,647
		7,16,34,58,221	5,60,64,16,583
(b) Non-current investments	12	3,26,57,49,500	38,97,571
(c) Deferred tax assets	13	-	9,49,28,621
(d) Long term loans and advances	14	1,76,99,57,414	34,23,83,266
(e) Other non-current assets	15	78,29,812	2,52,056
		12,20,69,94,947	6,047,878,097
(2) Current assets			
(a) Current investments	16	6,27,77,58,391	90,41,62,912
(b) Inventories	17	3,72,46,058	5,87,72,323
(c) Trade receivables	18	33,45,32,333	46,89,79,184
(d) Cash and bank balances	19	70,10,12,156	16,84,91,452
(e) Short-term loans and advances	20	1,23,64,16,121	73,79,67,746
(f) Other current assets	21	39,72,40,575	22,51,69,098
		8,98,42,05,634	2,56,35,42,715
TOTAL ASSETS		21,19,12,00,581	8,61,14,20,812

Significant Accounting Policies & Notes to Accounts

1 to 56

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Chandrakant & Sevantilal & J. K. Shah & Co.

Chartered Accountants

Firm Registration No.: 101676W

H. B. Shah

Partner

Membership No.: 16642

Date : May 29, 2015

Place: Baroda

For and on behalf of the Board of Directors**Balkrishan Goenka**

Chairman

DIN : 00270175

Shrinivas Kargutkar

Chief Financial Officer

Date : May 29, 2015

Place: Mumbai

Sandeep Garg

Managing Director

DIN : 00036419

Rajendra Sawant

Company Secretary



CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR YEAR ENDED MARCH 31, 2015

	Notes	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
Revenue			
I. Revenue from Operations	22	8,25,63,83,530	2,43,44,74,447
II. Other Income	23	75,30,74,896	31,94,74,731
III. Total Revenue (I + II)		9,00,94,58,426	2,75,39,49,178
IV. Expenditure			
Cost of Materials Consumed	24	6,02,79,48,450	67,57,68,241
Purchase of Stock in Trade	24 A	53,87,91,333	2,02,02,208
(Increase) / Decrease in Work in Progress (Inventories)	25	(73,20,15,962)	19,07,53,360
Employee Benefits Expense	26	46,84,34,410	28,56,97,719
Finance Costs	27	1,37,98,91,278	39,68,59,366
Depreciation and amortization expense	28	88,16,33,157	35,43,30,414
Other Expenses	29	2,07,54,31,240	1,16,69,48,347
Total Expenses		10,64,01,13,906	3,09,05,59,655
V. Profit/(Loss) before exceptional item and tax (III - IV)		(1,63,06,55,480)	(33,66,10,477)
VI. Exceptional Item - Net	41	1,74,21,95,847	(34,06,82,111)
VII Profit/(Loss) before tax for the year (V - VI)		11,15,40,367	(67,72,92,588)
VIII. Tax expense:			
(1) Adjustment to tax relating to the earlier periods		(68,84,034)	4,70,96,630
(2) Deferred tax (asset)/liability		11,16,76,377	(11,43,32,878)
IX. Profit/(Loss) after tax for the year (VII - VIII)		67,48,024	(61,00,56,340)
X. Earning per equity share:	30		
(1) Basic		0.04	(15.25)
(2) Diluted		0.04	(15.25)

Significant Accounting Policies & Notes to Accounts 1 to 56
The accompanying notes are an integral part of the financial statements

As per our report of even date

For Chandrakant & Sevantilal & J. K. Shah & Co.

Chartered Accountants

Firm Registration No.: 101676W

H. B. Shah

Partner

Membership No.: 16642

Date : May 29, 2015

Place: Baroda

For and on behalf of the Board of Directors

Balkrishan Goenka

Chairman

DIN : 00270175

Shrinivas Kargutkar

Chief Financial Officer

Date : May 29, 2015

Place: Mumbai

Sandeep Garg

Managing Director

DIN : 00036419

Rajendra Sawant

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	As At March 31, 2015 (Amount in ₹)	As At March 31, 2014 (Amount in ₹)
A Cash flow from operating activities		
Profit before exceptional, extraordinary and tax	(1,63,06,55,480)	(33,66,10,477)
Adjustments for :-		
Depreciation and amortisation	88,16,33,157	35,43,30,414
Preliminary expenses written off	1,56,380	1,56,380
Deferred tax	-	(13,89,431)
Finance cost	1,37,98,91,278	39,68,59,366
Loss on sale of fixed assets	2,88,50,614	12,17,467
Profit on sale of fixed assets	(21,4,63,013)	-
Fixed asset written off	1,91,29,426	-
Provision for doubtful debts and advances	24,56,31,267	19,87,99,882
Provision for land	35,67,149	-
Project expenses written off	1,18,94,529	-
Foreign exchange gain	(27,72,317)	-
Provision written back	(60,05,056)	-
Interest Income	(66,12,35,751)	-
Loss on sale of Investments	6,76,82,905	-
Profit on sale of Investments	(51,41,113)	(21,22,974)
Profit on sale of stake of BUL MSK Infrastructure P Ltd	-	(5,11,24,201)
Profit on sale of fixed assets	-	(1,94,84,137)
Provision for diminution in value of Investment	55,94,071	-
Provision for leave encashment and gratuity	-	2,25,27,255
Unclaimed liability written back	-	(5,44,21,862)
Intangible assets written off	-	17,01,592
Dividend received	(30,813,771)	(37,600)
Operating profit before working capital changes	28,59,44,275	51,04,01,674
Adjustments for :-		
Trade and other receivables	(1,12,80,15,615)	(3,20,80,334)
Current Liability and provisions	63,83,27,474	(69,47,34,643)
Inventory and Work in progress	(51,11,53,631)	9,16,67,788
Loans and advances	85,78,51,736	-
Cash generated/(used) from operations	14,29,54,240	(12,47,45,515)
Direct taxes paid	(70,00,000)	(1,00,16,143)
Net cash generated/ (used) in operating activities (A)	14,99,54,240	(11,47,29,372)
B Cash Flow from Investing activities		
Purchase of fixed assets (including Capital work in progress)	(1,43,08,96,568)	(1,47,34,201)
Sale of fixed assets	-	17,92,88,868
(Purchase) / Sale of Investments (net)	(3,32,32,911)	81,17,89,363
Intercompany deposit	(32,70,33,727)	-
Dividend received	3,08,13,771	37,600
Interest received	52,13,84,152	-
BOT expenditure during the year	-	(9,63,74,877)
Net cash generated/ (used) in investing activities (B)	(1,23,89,65,283)	88,00,06,753
C Cash Flow from Financing activities		
Borrowings	2,80,60,104	(16,16,26,878)
Minority Interest	9,43,86,690	-
Interest and other finance expenses paid	(1,37,98,91,278)	(39,68,59,366)
Net cash generated/ (used) in financing activities (C)	(1,25,74,44,484)	(55,84,86,244)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(2,34,64,55,528)	20,67,91,137
Cash and cash equivalents at the beginning of the year	1,01,07,94,643	80,40,03,506
Add : Cash and Cash equivalent of the subsidiary	8,16,23,56,150	-
Cash and cash equivalents at the end of the year	6,82,66,95,265	1,01,07,94,643
Notes:		
1. Break up of cash and cash equivalents are as follows		
Current investments	6,28,54,80,616	90,41,62,912
Cash and bank balances	54,12,14,649	10,66,31,731
Total	6,82,66,95,265	1,01,07,94,643

2. The above cash flow statement has been prepared under the 'Indirect Method', as set out in Accounting Standard (AS-3) "Cash Flow Statements" notified under Companies (Accounting Standard) Rules.
3. Transactions pursuant to the Scheme of Amalgamation and Arrangement as referred in Note 32 have not been considered in the above cash flow statement being non-cash transactions.

As per our report of even date

For Chandrakant & Sevantilal & J. K. Shah & Co.

Chartered Accountants
Firm Registration No.: 101676W

H. B. Shah

Partner
Membership No.: 16642

Date : May 29, 2015

Place: Baroda

For and on behalf of the Board of Directors
Balkrishan Goenka

Chairman
DIN : 00270175

Shrinivas Kargutkar

Chief Financial Officer
Date : May 29, 2015
Place: Mumbai

Sandeep Garg

Managing Director
DIN : 0003641

Rajendra Sawant

Company Secretary

Notes forming part of the Consolidated Financial Statements ('CFS')

A GENERAL INFORMATION

Welspun Enterprises Limited (formerly known as Welspun Projects Limited) ('WEL' or 'the Company') is a public limited company incorporated in India. Its shares are listed on three stock exchanges in India. The company and its subsidiaries, associates and jointly controlled entities ('the Group') are engaged in the business of engineering, procurement & construction ('EPC') in the field of infrastructure sector, trading, oil and gas exploration activities, investment activities and corporate support to various infrastructure Special Purpose Vehicles ('SPV'). It is also engaged in carrying out operation and maintenance ("O&M") activities for the transportation sector projects.

B BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

These Consolidated Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply.

Consequently, these consolidated financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013, and Accounting Standard 30, Financial Instruments: Recognition and Measurement issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in sub-section (3C) of Section 211 of the Act. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1. SIGNIFICANT ACCOUNTING POLICIES

a) PRINCIPLES OF CONSOLIDATION

The Consolidated Financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard – AS-21 (Consolidated Financial Statements) & Accounting Standard - AS-27 (Financial Reporting of interest in joint ventures) issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements have been prepared on the following basis.

- i. The financial statements of the Company and its subsidiary Companies are combined on a line by line basis by adding together the book value of the like item of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions resulting in unrealized profit except in respect of BOT contracts where the construction revenue earned is considered as exchanged against toll collection rights, profit from such contracts are considered as realised and are not eliminated in consolidated financial statements.
- ii. Interest in Joint Ventures has been accounted by using the proportionate consolidation method as per accounting Standard (AS-27) – Financial Reporting of Interest in Joint Ventures.
- iii. The difference between the Company's cost of investments in the subsidiaries over its position of equity at the time of acquisition of the shares is recognized in the consolidated financial statements as Goodwill or Capital Reserves as the case may be.
- iv. The difference between costs of the Company's interest in jointly controlled entities over its shares of net assets in the jointly controlled entities at the date on which interest is acquired is recognized in the consolidated financial statement as Goodwill or Capital Reserves as the case may be.
- v. The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and presented to the extent possible, in the financial statements.

Notes forming part of the Consolidated Financial Statements ('CFS')**b) The Subsidiary Companies considered in the CFS are:**

Name of Entities	Country of incorporation	Extent of Holding
MSK Projects (Himmatnagar Bypass) Private Limited	India	100%
MSK Projects (Kim Mandavi Corridor) Private Limited	India	100%
Anjar Road Private Limited	India	100%
Welspun Construction Private Limited	India	100%
Welspun Natural Resources Private Limited (WNRPL)	India	100%
Anjar Water Solutions Private Limited (Formerly Welspun Road Projects Private Limited)	India	100%
ARSS Bus Terminal Private Limited (ABTPL)@	India	49%
Welspun Maxsteel Limited (WMSL)#	India	99.85%

@The Company controls the composition of the Board of Directors.

Ceased to be subsidiary since October 31, 2014. Hence, audited financial statements as at October 31, 2014 is taken into consideration for consolidated financial statements.

c) The significant Joint Venture Companies considered in the CFS are:

Name of the Company	Country Of Incorporation	% of Ownership interest as at March 31, 2015
Dewas Bhopal Corridor Limited*	Joint Venture	50%
Held through Welspun Natural Resources Private Limited		
Adani Welspun Exploration Limited ('AWEL')	Joint Venture	35%

* - Based on un-audited financial statements (as furnished by the management of the Company) as at March 31, 2015 is taken into consideration for CFS.

d) USE OF ESTIMATES

The preparation of the consolidated financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the consolidated financial statements and the reported amount of revenue and expenses of the year. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the consolidated financial statements. The examples of such estimates include the useful life of the tangible and intangible assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plan etc. Actual results could differ from those estimates and in such case the difference is recognised when known or materialised.

e) REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. All revenues are accounted on accrual basis except to the extent stated otherwise.

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects Value Added Tax (VAT) and Central Sales Tax (CST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Toll Collections

Toll revenue from operations is recognised on an accrual basis which coincides with the collection of toll.

Construction revenue

The Company follows the percentage completion method, based on the stage of completion at the Balance Sheet date taking in to account the contractual price and revision thereto by estimating total revenue and total cost till completion of the contract and profit so determined has been accounted for proportionate to the percentage of the actual work done. In case of lump-sum contract, revenue is recognized on the completion of milestone as

Notes forming part of the Consolidated Financial Statements ('CFS')

specified in the contract or as identified by the management. Foreseeable losses are accounted for as and when they are determined except to the extent they are expected to be recovered through claims presented or to be presented to the customer or in arbitration.

Amount due in respect of the price escalation claim and/or variation in contract work approved by the customers are recognized as revenue only when there are conditions stipulated in the contracts for such claims or variations and/or the same are evidenced inter-alia by way of confirmation or the same are accepted by the customers.

Advances received from customers in respect of contracts are treated as liability.

Progress payments received are adjusted against receivables from customers in respect of the contract work performed. Amount(s) retained by the customers until the satisfactory completion of the contract are recognized in the final statement as receivables. Where such retention has been released by the customers against submission of bank guarantee, the amount so released is adjusted against receivables from the customers and value of bank guarantees is disclosed as contingent liability under bank guarantees outstanding.

Disputed amount under the contract works are recognized as revenue when the same are finally settled and there is reasonable assurance that the amount will be received.

Liquidated damages payable, if any, as per the terms of the contract, for the delays, if any, are accounted only when such delay is attributable to the Company.

Income from services

Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

f) EXPENDITURE IN RESPECT OF BUILD, OPERATE & TRANSFER PROJECTS:

Expenditure incurred on construction of Build, Operate and Transfer (BOT) Project which does not represent Company's own assets is classified as "BOT PROJECT EXPENDITURE" (Toll Collection right) and shown under the head 'Intangible Assets'.

g) FIXED ASSETS

i. Tangible Assets:

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

The company adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. In accordance with MCA circular dated 09 August 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

ii. Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of

Notes forming part of the Consolidated Financial Statements ('CFS')

amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

iii. Oil & Gas Assets :

The Company follows the Full Cost method of accounting for oil & gas assets as set out by the Guidance Note issued by the Institute of Chartered Accountants of India (ICAI) on "Accounting on Oil & Gas Producing Activities". Expenditure incurred on the acquisition of the licenses are initially capitalized on a license by license basis. Costs including indirect cost incurred for the block are held, undepleted within "Exploratory Work in Progress" until the exploration phase relating to the license area is complete or commercial oil & gas reserves have been discovered. Exploratory/ appraisal drilling costs are initially capitalized within "Exploratory Work in Progress" on a block by block basis until the success or otherwise of the blocks are established.

h) DEPRECIATION / AMORTISATION.

Depreciation is provided on written down value basis as per the rate derived on the basis of useful life and method prescribed under Schedule – II of the Companies Act 2013.

Intangible Assets i.e. BOT Cost (Toll Collection right) is amortized over the period of concession, using revenue based amortization. Under this methodology, the Carrying value is amortized in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets' economic benefits will be consumed. At each Balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortization of toll collection rights is changed prospectively to reflect any change in the estimates.

Intangible assets representing BOT Costs are amortised over the concession period, ranging from 10 years to 30 years, which is beyond the maximum period of 10 years as specified in AS 26 on Intangible Assets, as the economic benefits from the underlying assets would be available to the Group over such period as per the respective concessionaire agreements.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

The company uses a rebuttable presumption that the useful life of an intangible asset (excluding BOT assets) will not exceed ten years from the date when the asset is available for use.

i) IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

If internal / external indications suggest that an asset of the Company may be impaired, the recoverable amount of asset / cash generating asset is determined on the Balance Sheet date and if it is less than its carrying amount of the asset / cash generating unit the carrying amount of asset is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such asset / cash generating unit, which is determined by the present value of carrying amount of the estimated future cash flow.

j) AMALGAMATION ACCOUNTING

An amalgamation in the nature of purchase is accounted for using the purchase method. The cost of an acquisition/ amalgamation is measured as the aggregate of the consideration transferred, measured at fair value. Other aspects of accounting are as below:

- (i) The assets and liabilities of the transferor company are recognized at their fair values at the date of amalgamation. The reserves, whether capital or revenue, of the transferor company, except statutory reserves, are not recognized.
- (ii) Any excess consideration over the value of the net assets of the transferor company acquired is recognized as goodwill. If the amount of the consideration is lower than the value of the net assets acquired, the difference is treated as capital reserve.

k) RETIREMENT AND OTHER EMPLOYEE BENEFITS**Short Term Employee benefits:**

Short Term Employee Benefits are recognized in the period during which the services have been rendered.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Notes forming part of the Consolidated Financial Statements ('CFS')

Long Term Employee benefits:

Provident Fund, Family Pension fund

As Per Provident Fund Act 1952 all employees of the Company are entitled to receive benefits under the provident fund and family pension fund which is defined contribution plan. These contributions are made to the plan administered and managed by Government of India.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

Leave encashment :

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

Gratuity :

The Company provides for gratuity obligations through a Defined benefits retirement plan ("The Gratuity Plan") covering all employees. The present value of the obligation under such defined benefit plan is determined based on the actuarial valuation using the project unit credit method, which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measure each unit separately to build up final obligation. The obligation is measured at the present value of the estimated cash flows. The discount rate used for determining present value of the defined obligation under the defined benefit plan is based on the market yield on Government Securities as at the balance sheet date. Actuarial gains and losses are recognized in Profit and Loss Account as and when determined.

The Company makes annual contribution to LIC for the gratuity plan in respect of all the employees.

l) **EMPLOYEE STOCK COMPENSATION COST**

Employees (including senior executives) of the company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the Statement of Profit and Loss account for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

The intrinsic value of the Stock Option calculated at the average rate per Share is amortized on the straight line basis over the vesting period in accordance with SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guideline 1999. Accordingly proportionate expense is shown as "Employees Compensation Expenses" in Statement of Profit & Loss account.

m) **EARNINGS PER SHARE ('EPS')**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Notes forming part of the Consolidated Financial Statements ('CFS')

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n) PROVISIONS

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

o) Other Significant Accounting policies:

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.



Notes forming part of the Consolidated Financial Statements ('CFS')

	As At March 31, 2015 (Amount in ₹)	As At March 31, 2014 (Amount in ₹)
2 SHARE CAPITAL		
Authorised #		
18,00,00,000 (Previous Year: 4,20,00,000) Equity Shares of Rs. 10/- each	1,80,00,00,000	42,00,00,000
Total	1,80,00,00,000	42,00,00,000
Issued, subscribed and paid up		
17,33,20,535 (Previous Year: 4,00,00,000) Equity Shares of Rs. 10/- each fully paid up (Refer Note 32)	1,73,32,05,350	40,00,00,000
Total	1,73,32,05,350	40,00,00,000

#Increased pursuant to the Scheme of Amalgamation and Arrangement (Refer Note 32)

a Rights, Preference and restriction on shares

The Company has only one class of equity share having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. The dividend, incase proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except incase of interim dividend. In the event of liquidation of the company, the holders of the equity shares are entitled to receive remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

b. Reconciliation of number of shares outstanding

	March 31, 2015		March 31, 2014	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the period	4,00,00,000	40,00,00,000	4,00,00,000	40,00,00,000
Add : Issued pursuant to the Scheme of Amalgamation (Refer Note 32)	15,77,68,980	1,57,76,89,800	-	-
Less : Cancellation of Intergroup holding pursuant to the Scheme of Amalgamation (Refer Note 32)	(2,44,48,445)	(24,44,84,450)	-	-
Outstanding at the end of the period	17,33,20,535	1,73,32,05,350	4,00,00,000	40,00,00,000

c. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	March 31, 2015	March 31, 2014
	No. of shares	No. of shares
Welspun Infratech Limited (Holding Company) (Refer Note 32) *	-	2,44,48,445

d Details of shareholders holding more than 5% shares in the Company

	March 31, 2015		March 31, 2014	
	No. of shares	Percentage Holding (%)	No. of shares	Percentage Holding (%)
Krishiraj Trading Limited	3,43,30,600	19.81%	-	-
Granele Limited	2,10,23,328	12.13%	-	-
JP Morgan Chase Bank, NA	1,38,15,600	7.97%	-	-
Life Insurance Corporation and its schemes	1,15,66,740	6.67%	-	-
Merrill Lynch Capital Markets S A S V	1,20,04,212	6.93%	-	-
Welspun Mercantile Limited	86,86,620	5.01%	-	-
Welspun Infratech Limited (Holding Company) *	-	0.00%	2,44,48,445	61.12%

* Ceased to be holding company upon scheme becoming effective w.e.f. April 01, 2014 for more details Refer Note 32

Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
3. RESERVE & SURPLUS		
Securities Premium Reserve		
Balance as per last financial statements	2,88,65,99,786	2,88,65,99,786
Closing balance	2,88,65,99,786	2,88,65,99,786
Capital Reserve		
Balance as per last financial statements	1,26,53,79,840	1,26,53,79,840
Add : Pursuant to the scheme of Amalgamation and Arrangement (Refer Note 32)	9,13,74,32,934	-
Closing balance	10,40,28,12,774	1,26,53,79,840
Capital Reserve on Consolidation		
Balance as per last financial statements	-	-
Add : During the year (Refer Note 51)	9,41,53,592	-
Closing balance	9,41,53,592	
Employee Stock Option Outstanding		
Balance as per last financial statements	-	-
Add : Compensation options granted during the year (Refer Note 38)	22,59,148	-
Closing balance	22,59,148	-
Amalgamation reserve		
Balance as per last financial statements	5,21,12,583	5,21,12,583
Closing balance	5,21,12,583	5,21,12,583
General Reserve		
Balance as per last financial statements	3,21,77,549	3,21,77,549
Closing balance	3,21,77,549	3,21,77,549
Surplus / (Deficit) in the Statement of Profit and Loss		
Balance As per Last financial statements	(5,11,98,658)	57,05,25,090
Add: Net profit / (loss) during the year	67,48,024	(61,00,56,340)
Less: Value of assets beyond their useful lives as on April 01, 2014, written off (Refer Note 34)	(53,02,577)	(1,16,67,408)
Less : Adjustment pertaining to previous year for joint venture company	(44,10,466)	-
Closing balance	(5,41,63,677)	(5,11,98,658)
Total Reserve and Surplus	13,41,59,51,755	4,18,50,71,100

(Amount in ₹)

	Current		Non Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
4. LONG TERM BORROWINGS				
Secured				
Term Loans				
- From banks	17,08,82,929	18,75,79,000	2,32,63,29,535	2,06,30,99,183
- From others parties	-	5,85,00,000	57,56,37,317	48,42,13,484
Less: Current portion disclosed under other Current Liabilities	(17,08,82,929)	(24,60,79,000)	-	-
Unsecured				
Loans and advances from other parties	-	14,19,37,088	16,40,32,680	-
Less : Current portion disclosed under other Current Liabilities	-	(14,19,37,088)	-	-
Total Long Term Borrowings	-	-	3,06,59,99,532	2,54,73,12,667



Notes forming part of the Consolidated Financial Statements ('CFS')

(Amount in ₹)

	Current		Non Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
4(a) NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SECURED BORROWINGS				
Long Term Borrowings				
Secured				
1 Term Loans from Banks :-				
i) Dena Bank	3,66,82,929	6,29,04,000	-	3,70,11,059
Secured by first mortgage and charge on all the Company's capital assets, specific & pertaining to the Hoshangabad - Harda - Khandwa Projects only both present and futures. A first Charge on all the revenues / receivable of Hoshangabad-Harda - Khandwa project account of the Company. A first charge on Company's bank accounts including without limitation the trust and retention account (RTA) / Escrow Account and Debt Service Reserve Account to be established by the Company. A First charge/assignment/security on the Company right under the concession agreement, Project documents Contract and all licence permits approvals consents and insurance policies in respect of the projects				
Repayment terms : Equal monthly installments of Rs.30.83 lacs each. Interest shall be paid separately as and when due.				
Rate of Interest : 12.50% pa				
ii) Corporation Bank	3,36,00,000	3,36,00,000	9,83,16,324	13,37,72,735
Secured by exclusive first charge by way of hypothecation of entire toll receivable under the Raisen Rahatgarh road Project				
Repayment terms : Equal monthly Installments of Rs. 28.00 lacs each. Interest shall be paid separately as and when due.				
Rate of Interest : 12.50% pa				
iii) State Bank of India	-	2,67,00,000	23,23,50,891	29,90,19,385
First Charge over on the assignment of project rights/movable / im-movable property/intangible assets / uncalled capital of the borrower for the respective projects and on assignement of all the receivable / revenue of the projects. First charge on Company's bank accounts from the Kim Mandvi projects including the Trust and Retention account / Escrow Account and Debt Service Reserve Account /Maintenance Reserve Account or such other account to be opened as directed by the bank. First Charge / Assignment Security Interest on the Company's right under the concession Agreement, Project documents, Contracts and All licences permits, approvals, Consents, and insurance policies in respect of the Kim Mandvi Projects) Assignment of contractors guarantee, liquidated damages letter of credit, guarantee or performance bond and insurance policies pertaining to the Kim Mandvi Projects noting the interest of the lenders. First charge on all the intangible assets of the Company including but not limited to the Goodwill of the Company pertaining and specific to the Kim Mandvi Projects.				
Repayment terms : FY16-Rs. 10 Lacs; FY17-Rs. 10 Lacs and FY18- Rs 158 Lacs; FY19- Rs172 Lacs; FY20- Rs 189 Lacs; FY21- Rs 308 Lacs; FY22- Rs 387 Lacs; FY23- Rs 473 Lacs; FY24- Rs 563 Lacs				
Rate of Interest : 10.24% p.a. (4.86% + 5.38%)				

Notes forming part of the Consolidated Financial Statements ('CFS')

(Amount in ₹)

	Current		Non Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
iv) State Bank of India (for Dewas Bhopal Corridor Limited) Secured by first pari passu charge with other term lenders on all rights (including step in charge) of the project covered by tri-partite agreement that has been signed by the Company with MPRDC (Madhya Pradesh Road Development Corporation). First charge on Assignment of Toll Collection rights along with Escrow on Future Toll Collection. Charge on Debt Service Reserve Account proposed to be created. Hypothecation of all Movable, tangible & intangible, receivable, cash & investment & monies lying in trust & retention account. Further secured by personal guarantee of Directors & Corporate Guarantees of Welspun Projects Limited & Chetak Enterprises Limited. Further secured by pledge of equity shares of the company equivalent to 51% of the subscribed and paid up capital of the company for a period up to 36 months from Commercial Operation Date. Thereafter, and subject to satisfactory performance of the project and also satisfaction of lenders, the pledged shares shall aggregate 30% of the paid up capital of the company until the currency of the loan. Repayment terms : FY16- Rs 560 lacs; FY17- Rs 1,300 lacs; FY18- Rs 1,600 lacs; FY19- Rs 2,000 lacs; FY20- Rs 1,400 lacs; FY21- Rs 1,258 lacs Rate of Interest : 12.25% p.a.	2,80,00,000	1,75,00,000	38,37,83,179	40,58,96,641
v) Punjab National Bank (for Dewas Bhopal Corridor Limited) Term Loan of Rs. 100 Crores repayable in 126 monthly installments on ballooning basis with first installment to commence from 01/07/2010. Rate of Interest : Rate of Interest @ BLR+TP-1.50% on term Loan and approval for reset of interest option after every three years. Prepayment:- Recovery of pre payment charges @1% instead of applicable 2% in case account is taken over by other bank before reset period. To exercise reset of interest option after every 3 years from date of 1st disbursement (called reset date(s)) and non recovery of prepayment charges in the event of takeover of account by other bank due to non acceptance of reset interest by the company on such reset dates. However the interest rates after reset shall not be less than that charged by other term lenders of the project. Repayment terms : FY16- Rs 560 lacs; FY17- Rs 1,300 lacs; FY18- Rs 1,600 lacs; FY19- Rs 2,000 lacs; FY20- Rs 1,400 lacs; FY21- Rs 1,258 lacs Rate of Interest : 12.25% p.a.	2,80,00,000	1,75,00,000	38,23,26,964	39,90,40,369
vi) State Bank of India and State Bank of Indore (for Dewas Bhopal Corridor Limited) Term Loan of Rs. 100 Crores repayable in 126 monthly installments on ballooning basis with first installment to commence from 01/07/2010. Rate of Interest : Rate of Interest 0.75% below SBAR, payable at monthly with first interest reset 3 years after first disbursement and thereafter every 2 years. Interest will be payable at monthly rests, as and when due. Prepayment : If prepayment is done on other than reset dates, due to account/amount of term loan being taken over by another bank, the bank shall charge flat prepayment charges @1% of the outstanding amount of loan. The company shall be given the chance to either accept the reset interest rates after every 3 years from the date of first disbursement or the company may shift to any other bank without prepayment charges if reset interest rates is not acceptable to the company after giving a notice of 30 days. Default : In case of default of more than 30 days in payment of installment of principal, interest and all other monies on their respective due dates, to the Bank or any lender, the company shall pay on total outstanding amounts with the Bank, liquidated damages at the rate of 2% p.a. for the period of default. Repayment terms : FY16- Rs 644 lacs; FY17- Rs 1,495 lacs; FY18- Rs 1,840 lacs; FY19- Rs 2,300 Lacs; FY20- Rs 1,610 lacs; FY21- Rs 1,447 lacs. Rate of Interest : 12.10% p.a.	42,00,000	26,25,000	5,72,99,401	5,38,52,805



Notes forming part of the Consolidated Financial Statements ('CFS')

(Amount in ₹)

	Current		Non Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
<p>vii) State Bank of Bikaner and Jaipur (for Dewas Bhopal Corridor Limited)</p> <p>Term Loan of Rs. 30 Crores repayable in 126 monthly installments on ballooning basis with first installment to commence from 01/07/2010. Rate of Interest: Rate of interest 1.75% below SBAR, payable at monthly with first interest reset one year post COD and subsequent interest rate every 2 years thereafter from term loan limit. Prepayment : i. Pre-payment premium @ 1% on the pre-paid amount of the term loan, with a prior written notice of minimum 30 days. ii. Further, no pre-payment penalty will be payable for pre-payments, in part or full under the following circumstances : the pre-payment is made pro-rata to all the lenders from the internal accruals of the Company with a prior written notice of minimum 30 days or the pre-payment is made on each interest re-set date, after giving a prior written notice of 30 days.</p> <p>Repayment terms : FY16- Rs 168 lacs; FY17- Rs 390 lacs; FY18- Rs 480 lacs; FY19- Rs 600 lacs; FY20- Rs 420 lacs; FY21- Rs 378 lacs</p> <p>Rate of Interest : 12.75% pa</p>	84,00,000	52,50,000	11,38,02,857	12,36,97,071
<p>viii) Dena Bank (for Dewas Bhopal Corridor Limited)</p> <p>Term Loan of Rs. 50 Crores repayable in 126 monthly installments on ballooning basis with first installment to commence from 01/07/2010. Rate of Interest : Rate of Interest @ BLPR+0.50TP-2.25% on term Loan and optional reset of interest after every three years or as decided by the consortium. Prepayment:-Recovery of pre payment charges @1% instead of applicable 2% in case account is taken over by other bank before reset period. To exercise reset of interest option after every 3 years from date of 1st disbursement (called reset date(s)) and non recovery of prepayment charges in the event of takeover of account by other bank due to non acceptance of reset interest by the company on such reset dates. However the interest rates after reset shall not be less than that charged by other term lenders of the project.</p> <p>Repayment terms : :FY16- Rs 280 lacs; FY17- Rs 650 lacs; FY18- Rs 800 lacs; FY19- Rs 1,000 lacs; FY20- Rs 700 lacs; FY21- Rs 629 lacs</p> <p>Rate of Interest : 12.50% pa</p>	1,40,00,000	87,50,000	19,18,25,239	21,26,96,727
<p>ix) State Bank of Travancore (for Dewas Bhopal Corridor Limited)</p> <p>Term Loan of Rs. 50 Crores repayable in 126 monthly installments on ballooning basis with first installment to commence from 01/07/2010. Rate of Interest : Concession pricing at 0.75% below SBTPLR till COD thereafter at 1.00% below SBTPLR on term Loan and with first interest reset one year post COD and subsequent interest rate every 2 years thereafter from term loan limit. Prepayment:-1.00% p.a. on the prepaid amount of TL for the resedual period of Loan , however no prepayment charges is payable if the prepayment is effected at the instance of the bank or prepayment is made surplus available with the company with a prior notice of minimum or on interest reset date. Default : In case of default of more than 30 days in payment of installment of principal, interest and all other monies on their respective due dates, to the Bank or any lender, the company shall pay on total outstanding amounts with the Bank, liquidated damages at the rate of 2% p.a. for the period of default.</p> <p>Repayment terms : FY16- Rs 280 lacs; FY17- Rs 650 lacs; FY18- Rs 800 lacs; FY19- Rs 1,000 lacs; FY20- RS 700 lacs; FY21- Rs 630 lacs.</p> <p>Rate of Interest : 12.50% pa</p>	1,40,00,000	87,50,000	19,13,69,985	20,24,12,859

Notes forming part of the Consolidated Financial Statements ('CFS')

(Amount in ₹)

	Current		Non Current	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
x) IDBI Bank (for Dewas Bhopal Corridor Limited)	40,00,000	40,00,000	19,18,17,196	19,56,99,535
Term Loan of Rs. 40 Crores repayable in 138 monthly installments on balooning basis with first installment to commence from 01/04/2011.				
Repayment terms : FY16- Rs 80 lacs; FY17- Rs 80 lacs; FY18- Rs 40 lacs; FY19- Rs 40 lacs; FY20- Rs 400 lacs; FY21- Rs 400 lacs; FY22- Rs 1400 lacs; FY23- Rs 1436 lacs				
Rate of Interest : 12.25% pa				
xi) External Commercial Borrowing	-	-	48,34,37,500	-
(In Foreign Currency)				
The above loan is secured by the first pari-passu charge on existing and future movable fixed assets, receivables and Letter of Comfort of Adani Enterprises Ltd.				
Repayment terms : Repayable in 12 equal quarterly instalments of USD 1,841,667 each, starting from January 16, 2017.				
Rate of Interest : 3 Months Libor plus 490 basis points.				
2 Term Loans from Other Parties :-				
i) Industrial Development Finance Corporation Limited	-	5,85,00,000	57,56,37,317	48,42,13,484
Secured by way of mortgage in favour of IDFC of all moveable properties pertaining to the Dewas Water Supply Projects Presents, futures. A first charge by way of the hypothecation of all movables including movable plant machinery, machinery spares, tools, & accessories, furniture & fixture, vehicles and all other movable assets pertaining to the project present & future. First charge of all the book debts, operating, cash flows, revenue, receivables of the Company pertaining to the Dewas Water Supply project, present & Future. Assignment of all rights, title and interest of the Company in respect of all the assets of the Dewas Water Supply Projects agreement and Contracts including Concession Agreement. First Charge over the Escrow Account. Debt Service Reserve Account and other Reserve and any other reserves and any other banks account the Company wherever maintained. Personal Guarantee of the Directors of the Company.				
Repayment terms : Repayment in monthly installments w.e.f.16.04.2016 i.e- FY 17-3%; FY18-7%; FY19-10%; FY20-20%; FY21-22%; FY22-33%. Interest shall be paid separately as and when due.				
Rate of Interest : 13% pa				
	<u>17,08,82,929</u>	<u>24,60,79,000</u>	<u>2,90,19,66,852</u>	<u>2,54,73,12,667</u>



Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
5. DEFERRED TAX LIABILITIES		
Deferred Tax Liabilities		
- Depreciation	32,50,35,164	-
Sub Total	32,50,35,164	-
Deferred Tax Assets		
- Retirement benefits	(95,81,636)	-
- Provision for bad debts	(2,18,80,345)	-
- Carry forward of losses and unabsorbed depreciation	(27,57,86,929)	-
Sub Total	(30,73,48,910)	-
Total Deferred Tax Liabilities	1,76,86,254	-

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
6. LONG TERM PROVISIONS		
Provision for employee benefits		
- Gratuity	1,92,47,278	1,93,17,431
- Leave encashment	1,27,39,859	-
Provision for Welspun Maxsteel Limited (WMSL) obligations	34,70,00,000	-
Total Other long term provisions	37,89,87,137	1,93,17,431

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
7. SHORT TERM BORROWINGS		
Secured		
Loans repayable on demand		
- From banks	16,97,18,596	31,01,41,778
Unsecured		
Loans and advances from other parties	1,07,00,13,030	-
Total Short Term Borrowings	1,23,97,31,626	31,01,41,778
a) Nature of security and terms of repayment for secured borrowings		
Working Capital Loan from Banks :-		
Corporation Bank	16,97,18,596	31,01,41,778
Secured by hypothecation of inventories & book debts of the Company.		
Rate of Interest : 12.35% pa	16,97,18,596	31,01,41,778

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
8. TRADE PAYABLES		
Sundry Creditor		
- Total outstanding due to creditors other than Micro, Small and Medium Enterprises	28,88,32,903	54,69,44,627
	28,88,32,903	54,69,44,627

Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
9. OTHER CURRENT LIABILITIES		
Current maturities of long term borrowings		
- Secured loans from banks (Refer Note 4 (a) (1))	17,08,82,929	18,75,79,000
- Secured loans from other parties (Refer Note 4 (a) (2))	-	5,85,00,000
- Unsecured loans from other parties	-	14,19,37,088
Interest accrued but not due on borrowings	1,39,71,629	1,84,07,055
Share application money received	5,19,54,047	-
Other payables	1,44,51,102	-
Creditor for expenses	20,50,13,645	-
Trade advances and deposits	2,07,16,400	6,34,31,365
Security deposits	9,21,39,865	8,40,26,934
Statutory liability	1,98,64,131	3,67,89,292
Payable to employees	6,277	-
Total Other Current Liabilities	58,90,00,025	59,06,70,734

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
10. SHORT TERM PROVISIONS		
Provision for Employee benefits		
- Gratuity	7,93,747	-
- Leave Encashment	6,56,812	1,19,62,476
Provision for Minimum Work Program (Refer Note 53)	36,59,68,750	-
Total Short Term Provisions	36,74,19,309	1,19,62,476

Notes forming part of the Consolidated Financial Statements ('CFS')

11. FIXED ASSETS

(Amount in ₹)

Fixed Assets	Gross Block			Depreciation / Amortisation			Net Block	
	As at April 1, 2014	Amalgamation #	Additions	Deletions**	As at March 31, 2015	As at April 1, 2014	As at March 31, 2015	As at March 31, 2014
Tangible Assets								
Freehold Land *	1,40,44,390 (1,40,44,390)	64,23,57,144 (-)	1,010,710 (-)	64,33,67,854 (-)	1,40,44,390 (1,40,44,390)	-	1,40,44,390	1,40,44,390
Leasehold Land	-	2,96,66,98,908 (-)	-	2,96,66,98,908 (-)	-	-	-	-
Building	48,52,609 (48,52,609)	83,02,58,032 (-)	56,180 (-)	83,07,27,804 (-)	44,39,017 (48,52,609)	15,08,266 (13,60,537)	11,71,130	33,44,343
Plant and machinery	39,88,01,777 (50,15,31,903)	11,39,76,95,350 (-)	80,32,395 (97,67,316)	11,64,91,90,965 (11,24,97,442)	25,00,37,515 (39,88,01,777)	1,79,88,18,428 (29,53,20,241)	4,37,31,419	14,87,64,262
Construction Equipment	23,93,19,402 (23,88,99,233)	8,63,407 (-)	4,20,169 (-)	12,52,36,993 (4,20,169)	11,49,45,816 (23,93,19,402)	7,84,31,372 (14,50,61,378)	3,65,14,444	9,42,58,024
Air Conditioner	16,36,982 (15,69,132)	91,980 (-)	91,980 (-)	1,06,305 (-)	16,22,657 (16,36,982)	10,71,472 (9,84,870)	2,00,914	5,65,510
Vehicle	14,51,59,218 (20,66,20,398)	2,32,25,294 (-)	3,96,307 (13,64,561)	8,83,28,706 (6,28,25,741)	8,04,52,113 (14,51,59,218)	82,99,534 (17,23,15,276)	99,55,063	1,87,40,695
Computers	1,44,04,722 (1,40,31,823)	36,11,089 (-)	4,27,920 (3,72,889)	7,56,889 (-)	1,76,86,842 (1,44,04,722)	16,27,223 (12,04,290)	7,60,703	20,23,232
Office equipment	1,20,05,288 (96,36,165)	4,07,52,236 (-)	37,00,850 (24,14,674)	4,16,70,840 (45,551)	1,47,87,533 (1,20,05,288)	1,66,58,538 (39,78,909)	46,24,756	69,78,750
Furniture and Fixtures	66,76,892 (63,50,159)	82,01,414 (-)	11,38,698 (3,26,733)	81,74,472 (-)	78,42,532 (66,76,892)	24,03,710 (42,37,714)	15,15,473	21,10,560
Realisation Value of Impaired Assets	8,00,000 (8,00,000)	-	-	-	8,00,000 (8,00,000)	-	8,00,000	8,00,000
Total	83,77,01,280 (99,83,35,812)	15,91,27,99,467 (1,47,34,202)	1,57,18,446 (1,47,34,202)	16,35,42,59,736 (17,53,68,734)	41,19,59,457 (83,77,01,280)	1,91,97,51,370 (61,97,02,377)	11,33,18,294	29,16,29,766
Intangible Assets								
Goodwill	-	-	-	-	-	-	-	-
Goodwill on Consolidation	17,01,592 (26,49,56,868)	1,67,00,000 (-)	-	17,01,592 (26,49,56,868)	1,67,00,000 (26,49,56,868)	-	-	26,49,56,868
Software	-	1,27,78,793 (-)	65,357 (-)	-	1,28,44,150 (-)	63,70,393 (-)	39,74,116	-
BOT Toll Collection Right	97,67,68,002 (97,06,60,788)	-	2,714,475 (61,07,214)	-	97,94,82,477 (97,67,68,002)	-	23,96,23,912	33,60,37,453
Hoshanabad-Hardia- Khandwa Projects	72,07,02,005 (72,03,52,316)	-	-	-	72,07,02,005 (72,07,02,005)	-	27,49,05,596	32,89,79,728
Raisen Rahatgarh Projects	18,88,77,689 (18,88,77,689)	-	-	-	18,88,77,689 (18,88,77,689)	-	-	-
Jalandhar Bus Terminal Project	19,43,13,456 (19,43,13,456)	-	-	-	19,43,13,456 (19,43,13,456)	-	-	-
Ludhiana Bus Terminal Project	1,19,09,56,828 (1,19,09,56,828)	-	-	-	1,19,09,56,828 (1,19,09,56,828)	-	2,39,58,573	5,28,36,059
Dewas Water Supply Project	8,44,47,460 (8,44,47,460)	-	-	-	8,44,47,460 (8,44,47,460)	-	1,12,25,77,007	1,12,94,57,441
Himmatnagar Bypass P. Limited	51,44,96,542 (51,13,46,287)	-	3,21,64,333 (31,50,255)	-	54,66,60,875 (51,44,96,542)	-	2,43,13,738	3,24,18,317
Kim Mandvi Corridor P. Limited	2,72,18,67,548 (2,72,18,67,548)	-	28,09,06,005 (-)	-	3,00,27,75,553 (2,72,18,67,548)	-	47,67,31,576	46,20,86,935
Dewas Bhopal Road Projects	-	-	-	-	-	6,52,21,948 (27,33,25,801)	2,72,94,49,752	2,45,07,04,368
Bul MSK Projects Limited	-	-	-	-	-	-	-	-
Total	6,85,73,86,398 (6,95,29,02,697)	2,94,78,793 (96,07,158)	31,58,52,170 (96,07,158)	26,49,56,868 (10,51,23,457)	6,93,77,60,493 (6,85,73,86,398)	2,25,94,558 (1,54,08,40,554)	4,89,55,34,271	5,05,74,77,169
Total	7,69,50,87,678 (7,69,50,87,678)	15,94,22,78,260 (15,94,22,78,260)	33,15,70,616 (33,15,70,616)	16,61,92,16,604 (16,61,92,16,604)	7,34,97,19,951 (7,34,97,19,951)	1,94,23,45,928 (1,94,23,45,928)	5,00,88,52,565	5,34,91,06,935
Capital Work in Progress	-	2,15,46,05,656 (-)	-	-	2,15,46,05,656 (-)	-	2,15,46,05,656	-
Intangible Assets Under Development @	25,73,09,647 (17,05,41,926)	-	-	25,73,09,647 (22,00,140)	-	-	-	25,73,09,647
TOTAL	-	-	-	-	-	-	7,16,34,58,221	5,60,64,16,582

* Includes Value of Land of Rs.35,67,149/- situated at Baulgaon Tehsil, Indapur Dist. Pune for which legal documents are yet to be executed.

** Includes Value of Assets Rs. 8,96,01,735 (Including depreciation of Rs. 7,04,72,309/- provided till March 31, 2014) found shortage during physical verification. Further it also includes assets of WMSL removed from Consolidation wef October 31, 2014, due to the disposal of shares of WMSL.

Includes assets of WMSL, WNRP, ABTPL and AWEL which are consolidated above due to the Scheme of Amalgamation and Arrangement becoming effective. (Refer Note 32)
@ Refer Note 35

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

21st Annual Report 2014-15

Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
12. NON CURRENT INVESTMENTS		
Quoted		
Non Trade		
Corporation Bank Limited	1,28,000	1,28,000
8,000 (Previous Year: 1,600) Equity Shares of Rs. 2/- (Previous year: Rs. 10/-) each fully paid up		
Unquoted		
Welspun Energy Private Limited	3,26,26,00,000	-
6,04,93,342 (Previous year Nil) equity shares of Rs.10 each fully paid up #		
Sarv Shakti Synthetics Limited	15,000	15,000
1,500 (Previous Year: 1,500) Equity Shares of Rs. 10/- each fully paid up		
Myraj Consultancy Limited	3,00,000	3,00,000
30,000 (Previous Year: 30,000) Equity Shares of Rs. 10/- each fully paid up		
MSK Finance Limited	50,000	50,000
500 (Previous Year: 500) Equity Shares of Rs. 100/- each fully paid up		
Nutan Nagrik Sahakari Bank Limited	4,800	4,800
48 (Previous Year: 48) Equity Shares of Rs. 100/- each fully paid up		
Baroda Peoples Cooperative Bank Limited	3,76,521	3,76,521
37,652 (Previous Year: 37,652) Equity Shares of Rs. 10/- each fully paid up		
Baroda City Cooperative Bank Limited	3,150	3,150
63 (Previous Year: 63) Equity Shares of Rs. 50/- each fully paid up		
Classic Organisers Private Limited	10,000	10,000
1,000 (Previous Year: 1,000) Equity Shares of Rs. 10/- each fully paid up		
Sindh Merchantile Cooperative Bank Limited	9,600	9,600
960 (Previous Year: 960) Equity Shares of Rs. 10/- each fully paid up		
Minar Trading Services Limited	74,000	74,000
7,400 (Previous Year: 7,400) Equity Shares of Rs. 10/- each fully paid up		
Less : Provision for diminution in value of investment	(8,43,071)	(74,000)
Investment in others		
Indira Vikash Patra	500	500
Sardar Sarovar Narmada Nigam Limited	30,00,000	30,00,000
3 (Previous Year: 3) Bonds of Rs. 10,00,000/- each		
National Securities Certificate #	21,000	-
Total Non Current Investments	3,26,57,49,500	38,97,571
(# Above shares/ debentures/ other securities are received pursuant to the Scheme of Arrangement and Amalgamation Refer Note 32)		
Aggregate book value of quoted investments	1,28,000	1,28,000
Aggregate book value of unquoted investments	3,26,64,64,571	38,43,571
Aggregate market value of quoted investments	4,17,600	4,43,040
Aggregate provision for diminution in value of investments	8,43,071	74,000

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
13. DEFERRED TAX ASSET		
Deferred Tax Asset		
- Retirement benefits	-	69,44,201
- Provision for bad debts	-	7,93,83,196
- Share of Joint Ventures	-	4,04,97,000
- Carry forward losses and unabsorbed depreciation		9,74,26,970
Deferred tax Liability		
- Depreciation		(12,93,85,033)
- Bonus Payable	-	62,287
Total Deferred Tax Asset	-	9,49,28,621



Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
14. LONG TERM LOANS AND ADVANCES		
Unsecured considered good :-		
Capital Advances	1,62,95,296	-
Security Deposits	4,94,12,287	99,68,539
Loans and advances to related parties	1,46,14,65,185	15,18,59,267
Other loans and advances :		
- Tax Deducted At Source / Advance Tax (Net Of Provision for Taxation)	23,15,84,483	17,26,55,461
- Wealth Tax	15,051	-
- MAT Credit Entitlement	1,05,15,990	79,00,000
- Other loans and advances	6,69,122	-
Sub total	1,76,99,57,414	34,23,83,266
Doubtful :-		
Security Deposits	-	47,52,410
	-	47,52,410
Provision for Doubtful debt :-		
Security Deposits	-	47,52,410
Sub total	-	47,52,410
Total Long Term Loans and Advances	1,76,99,57,414	34,23,83,266

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
15. OTHER NON CURRENT ASSETS		
Unsecured considered good :-		
Unamortised expenditure	1,07,586	2,52,056
Interest accrued but not due on fixed deposit	4,42,873	-
In Deposit account having original maturity of more than 12 months (as margin money for debt services)	72,79,353	-
Total Other Non Current Assets	78,29,812	2,52,056

Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
16. CURRENT INVESTMENTS		
At lower of cost and fair value, unless otherwise stated :		
Non Trade		
Quoted investment		
Investments in Bonds and Debentures		
Industrial Finance Corporation of India Limited Deep Discount Bond 2032 31,320 (Previous year Nil) Bonds of Rs. 25,000 each	20,35,80,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2033 16,200 (Previous year Nil) Bonds of Rs. 25,000 each	10,56,01,806	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2034 41,470 (Previous year Nil) Bonds of Rs. 25,000 each	26,95,55,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2037 17,370 (Previous year Nil) Bonds of Rs. 25,000 each	11,29,05,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2038 41,470 (Previous year Nil) Bonds of Rs. 25,000 each	26,95,55,000	-
Industrial Finance Corporation of India Limited Deep Discount Bond 2039 7,010 (Previous year Nil) Bonds of Rs. 25,000 each	4,55,65,000	-
15% Alke IFMR Capital 2014 Pass through Certificates	-	1,40,24,193
8.46% India Infrastructure Finance Company Limited. 30/08/2028 Nil (Previous year 50) Bonds of Rs.10,00,000/- each fully paid up.	-	5,19,54,276
9.74% Tata Sons Ltd 2024 13/01/2024 Nil (Previous year 7) Bonds of Rs.10,00,000/- each fully paid up.	-	70,67,246
12.70% Cholamandalam P.P. 14/12/2012 Nil (Previous year 118) Bonds of Rs.10,00,000/- each fully paid up.	-	12,21,87,868
9.80% Larsen &Tourbo Finance Ltd 21/12/2022 Nil (Previous year 16) Bonds of Rs.10,00,000/- each fully paid up	-	1,64,12,405
8.06% Rural Electrification Corporation 31/05/2023 Nil (Previous year 97) Bonds of Rs.10,00,000/- each fully paid up.	-	10,34,44,246
9.90% Industrial Finance Corporation of India 05/11/2027 Nil (Previous year 3,320) Bonds of Rs.25,000/- each fully paid up.	-	8,73,36,238
8.63% Indian Railway Finance Corporation 26/03/2029 Nil (Previous year 50) Bonds of Rs.1,00,00,000/- each fully paid up.	-	50,17,36,438
7.50% Water & Sanitation Pooled Fund Bonds 09/09/2020 15 (Previous year NIL) Bonds of Rs. 1,00,000 each	15,25,650	-
10% Indian Overseas Bank Perpetual Bonds 68 (Previous year Nil) Bonds of Rs. 10,00,000 each	6,81,36,000	-
10.95% ICICI BANK 31/10/2016 25 (Previous year Nil) Bonds of Rs. 1,00,000 each	25,42,250	-
11.05% ICICI BANK 18/08/2016 18 (Previous year Nil) Bonds of Rs. 1,00,000 each	18,31,680	-
11.10% ICICI BANK 05/07/2016 25 (Previous year Nil) Bonds of Rs. 1,00,000 each	25,45,000	-
11.20% ICICI BANK 20/06/2016 2 (Previous year Nil) Bonds of Rs. 1,00,000 each	2,03,860	-
11.50% ICICI BANK 16/06/2016 12 (Previous year Nil) Bonds of Rs. 1,00,000 each	12,27,600	-
9.65% Reliance Capital Limited 18/03/2025 4 (Previous year Nil) Bonds of Rs. 10,00,000 each	40,00,400	-
9.98% ICICI Bank Perpetual Bonds 3 (Previous year Nil) Bonds of Rs. 10,00,000 each	30,32,700	-
7.93% Power Grid Corporation of India Limited 20/05/2024 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,00,000	-



Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
7.93% Power Grid Corporation of India Limited 20/05/2027 42 (Previous year Nil) Bonds of Rs. 10,00,000 each	4,39,53,000	-
7.93% Power Grid Corporation of India Limited 20/05/2028 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,00,000	-
7.93% Power Grid Corporation of India Limited (SERIES XLIII) 20/05/2025 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,00,000	-
9.80% Gujarat State Petroleum C 22/03/2073 21 (Previous year Nil) Bonds of Rs. 10,00,000 each	2,15,64,900	-
8.79% Bangalore Metro Rail Corporation Limited 23/12/2024 106 (Previous year Nil) Bonds of Rs. 10,00,000 each	10,65,83,000	-
10.40% Reliance Ports and Terminals Limited 18/07/2021 2 (Previous year Nil) Bonds of Rs. 10,00,000 each	20,94,000	-
10.75% IDBI Bank Ltd Perpetual Bonds 614 (Previous year Nil) Bonds of Rs. 10,00,000 each	65,48,92,400	-
7.93% Power Grid Corporation of India Limited (SERIES XLIII) 20/05/2026 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,18,95,000	-
9.20% Tamil Nadu Generation and Distribution Corporation 18/12/2024 35 (Previous year Nil) Bonds of Rs. 10,00,000 each	3,78,27,335	-
8.15% Power Grid Corporation of India Limited (Series XLIX) 09/03/2020 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	5,00,90,000	-
8.23% Punjab National Bank 09/02/2025 60 (Previous year Nil) Bonds of Rs. 10,00,000 each	6,02,52,000	-
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 20 (Previous year Nil) Bonds of Rs. 10,00,000 each	1,99,12,000	-
8.66% India Infrastructure Finance Corporation Limited 22/01/2034 400 (Previous year Nil) Bonds of Rs 1,000 each	4,50,200	-
9.00% Rajasthan Rajya Vidyut Prasaran Nigam Limited 24/12/2026 25 (Previous year Nil) Bonds of Rs. 10,00,000 each	2,55,07,500	-
9.48% Oriental Bank of Commerce Perpetual Bonds 105 (Previous year Nil) Bonds of Rs. 10,00,000 each	10,33,65,000	-
8.69% Damodar Valley Corporation 25/03/2028 275 (Previous year Nil) Bonds of Rs. 10,00,000 each	28,91,62,500	-
9.75 % Industrial Finance Corporation of India Limited 26/04/2028 238 (Previous year Nil) Bonds of Rs. 10,00,000 each	24,77,81,800	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2022 94 (Previous year Nil) Bonds of Rs. 25,000 each	24,36,010	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2032 4,090 (Previous year Nil) Bonds of Rs. 25,000 each	10,78,22,625	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2037 650 (Previous year Nil) Bonds of Rs. 25,000 each	1,66,40,000	-
9.90 % Industrial Finance Corporation of India Limited 05/11/2027 4,400 (Previous year Nil) Bonds of Rs. 25,000 each	11,53,79,000	-
10.45% Gujarat State Petroleum Corp Limited 28/09/2072 41 (Previous year Nil) Bonds of Rs. 10,00,000 each	4,42,92,300	-
8.80% Food Corporation of India 22/03/2028 129 (Previous year Nil) Bonds of Rs 10,00,000 each	13,98,23,100	-
9.08% Konkan Railway Corporation Limited 25/09/2024 24 (Previous year Nil) Bonds of Rs. 10,00,000 each	2,47,72,800	-
9.60% North Eastern Electric Power Corporation Ltd 01/10/2024 150 (Previous year Nil) Bonds of Rs. 10,00,000 each	15,44,70,000	-

Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
9.51% Corporation Bank Perpetual Bonds 31 (Previous year Nil) Bonds of Rs. 10,00,000 each	3,11,51,900	-
9.55% Canara Bank Perpetual Bonds 170 (Previous year Nil) Bonds of Rs. 10,00,000 each	16,97,80,000	-
9.60% Housing Development Finance Corporation Ltd 07/04/2016 1 (Previous year Nil) Bonds of Rs. 10,00,000 each	10,09,800	-
8.27% Rural Electrification Corporation 09/03/2022 90 (Previous year Nil) Bonds of Rs. 10,00,000 each	8,89,38,000	-
9.84% Air India 27/09/2026 3 (Previous year Nil) Bonds of Rs. 10,00,000 each	32,96,100	-
9.90 % Industrial Finance Corporation of India Limited 11/06/2021 7 (Previous year Nil) Bonds of Rs. 10,00,000 each	73,59,100	-
9.48% Bank of Maharashtra Perpetual Bonds 50 (Previous year Nil) Bonds of Rs. 10,00,000 each	4,75,75,000	-
10.75% IDBI Bank Limited Series II 28 (Previous Year Nil) Bonds of Rs 10,00,000 each	2,96,91,200	-
8.20% Power Grid Corporation 23/01/2030 50 (Previous Year Nil) Bonds of Rs 10,00,000 each	5,00,90,000	-
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 30 (Previous Year Nil) Bonds of Rs 10,00,000 each	2,98,68,000	-
9.48% Bank of Maharashtra 31 (Previous Year Nil) Bonds of Rs 10,00,000 each	2,94,96,500	-
18.00% Ambience Infrastructure Developers Private Ltd 23/07/2015 499 (Previous Year Nil) Bonds of Rs 10,00,000 each	49,90,00,000	-
18.00% Ambience Infrastructure Developers Private Ltd 10/10/2017 670 (Previous Year Nil) Bonds of Rs 10,00,000 each	67,00,00,000	-
18.00% Ambience Infrastructure Developers Private Ltd NCD 28/08/2017 750 (Previous Year Nil) Bonds of Rs 10,00,000 each	75,00,00,000	-
10.90% DLF Emporio Ltd 21/11/2021 104 (Previous Year Nil) Bonds of Rs 10,00,000 each	10,60,80,000	-
10.90% DLF Promenade Ltd NCD 21/12/2021 30 (Previous Year Nil) Bonds of Rs 10,00,000 each	3,06,00,000	-
9.90% Industrial Finance Corporation India Limited 05/11/2032 360 (Previous Year Nil) Bonds of Rs 25,000 each	94,95,531	-
8.06% Rural Electrification Corporation Limited 31/05/2032 100 (Previous Year Nil) Bonds of Rs 10,00,000 each	10,01,19,000	-
10.20% SREI Infrastructure Finance Limited 23/03/2020 16 (Previous Year Nil) Bonds of Rs 10,00,000 each	1,66,41,600	-
9.48% Bank of Maharashtra 19 (Previous Year Nil) Bonds of Rs 10,00,000 each	1,80,78,500	-
IFMR Capital Mosec Ariadne 2014 Pass through Certificates	1,00,00,000	-
Accrued interest on bonds	38,39,744	-
Investments in Equity shares		
National Mineral Development Corporation (1,00,000 Shares (Previous year Nil) of Rs 1/- (Market Price Rs 128.75 per share)	1,77,00,000	-
Less : Provision for diminution of shares	(48,25,000)	-
Total Current Investments	6,27,77,58,391	90,41,62,912
Aggregate book value of investments		
-Quoted	6,28,25,83,391	90,41,62,912
Aggregate provision for diminution in value of investments	(48,25,000)	-
Aggregate market value of quoted investments	6,41,57,26,000	90,52,78,000



Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
17. INVENTORIES		
(Valued at lower of cost and net realisable value)		
Raw Materials	3,72,46,058	5,87,72,323
Total Inventories	3,72,46,058	5,87,72,323

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
18. TRADE RECEIVABLES		
Unsecured :-		
Outstanding for a period exceeding Six months from the date they are due for payment		
Considered good	10,98,61,964	10,34,59,262
Considered doubtful	1,01,79,892	22,79,04,224
	12,00,41,856	33,13,63,486
Less: Provision for doubtful debt	1,01,79,892	22,79,04,224
Sub total	10,98,61,964	10,34,59,262
Other receivable		
Considered good	22,46,70,369	36,55,19,922
Considered doubtful	70,75,236	1,72,36,210
	23,17,45,605	38,27,56,132
Less: Provision for doubtful debt	70,75,236	1,72,36,210
Sub total	22,46,70,369	36,55,19,922
Total Trade Receivables	33,45,32,333	46,89,79,184

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
19. CASH AND BANK BALANCES		
Cash and Cash equivalents :-		
Balances with banks :		
- In Current accounts	38,68,65,477	9,41,76,740
- in Deposit Accounts having original maturity period of less than 3 months*	14,98,26,035	-
Cash on hand	45,23,137	1,24,54,991
	54,12,14,649	10,66,31,731
Other Bank Balance :-		
In Deposit Accounts having original maturity period of more than 3 months but less than 12 months	70,30,907	-
In Deposit Accounts having original maturity period of more than 12 months@	53,03,724	-
In Earmarked Accounts :-		
- Held as margin money or security against guarantees and other commitments #	14,74,62,876	6,18,59,721
Total Cash and Bank Balances	70,10,12,156	16,84,91,452

Note : * Includes fixed deposits of Rs 55,500,000 given as bank guarantee for Adani Welspun Exploration Limited.

@ Deposits having an original maturity more than 12 months and are getting matured in next 12 months.

Includes fixed deposits of Rs.2,77,16,145/- (P.Y. Rs.1,19,39,395/-) pledged with MPRDC Ltd as maintenance deposits, fixed deposits of Rs.4,45,12,594/- (P.Y. Rs. 1,19,39,395/-), as per Order of P & H, High Court, Chandigarh in the matter of Jalandhar Arbitration & fixed deposits of Rs.1,52,99,133/- (P.Y. 1,82,67,882/-), given as bank guarantee margin of NHAI & for term loan of subsidiaries companies.

Notes forming part of the Consolidated Financial Statements ('CFS')

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
20. SHORT TERM LOANS AND ADVANCES		
Unsecured, Considered good unless stated otherwise		
Loans and advances to related parties	6,26,920	-
Security Deposits	4,77,750	-
Advance recoverable in cash or kind	3,69,95,908	6,47,84,353
Other loans and advance	1,02,82,507	-
Advance to suppliers/sub-contractors :-		
- Unsecured considered good	3,08,00,897	8,28,63,948
- Doubtful	49,53,762	70,10,703
Less Provision for Doubtful Advances	(49,53,762)	(70,10,703)
Balance with government authorities :-		
- Direct tax	2,45,51,917	7,51,46,095
- Indirect tax	8,34,27,228	-
Inter Corporate Deposits	88,08,67,343	50,44,30,410
Prepaid Expenses	62,75,524	78,00,673
Loans and advances to employees	20,58,627	28,90,767
Advance for capital purchase	16,00,51,500	51,500
Total Short Term Loans and Advances	1,23,64,16,121	73,79,67,746

	As at March 31, 2015 (Amount in ₹)	As at March 31, 2014 (Amount in ₹)
21 OTHER CURRENT ASSETS		
Interest accrued on :-		
- Current investments	12,70,20,565	-
- Fixed deposit	30,90,872	81,65,391
- Inter corporate deposits	1,79,05,552	-
Unbilled work-in-progress	24,92,23,586	21,70,03,707
Total Other Current Assets	39,72,40,575	22,51,69,098



Notes forming part of the Consolidated Financial Statements ('CFS')

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
22 REVENUE FROM OPERATIONS		
Revenue from :-		
- Engineering, Procurement and Construction (EPC)	94,63,86,627	1,66,47,05,713
- Unrealised profit in respect of BOT Projects (Joint Ventures) now released (Refer Note 35 A)	11,19,61,814	-
- Toll Business	73,76,03,708	73,95,12,597
- Consultancy Services	-	3,37,42,025
- Sale of finished goods	6,48,04,33,523	-
- Sales of traded goods	54,04,42,530	2,78,19,513
Other Operating Income :-		
- Scrap Sales	1,11,27,208	70,50,437
- Other Material Sales	2,54,10,599	-
- Hire charges of ships	5,86,69,289	-
- Export benefits	43,74,160	-
- Renting of machineries	5,70,000	-
Revenue From Operations (Gross)	8,91,69,79,458	2,47,28,30,285
Less: Service tax	1,04,37,442	3,83,55,838
Less: Excise duty	65,01,58,486	-
Total Revenue from Operations (Net)	8,25,63,83,530	2,43,44,74,447
Details of Sales		
<u>Finished goods</u>		
Sponge Iron	6,08,75,07,705	-
Iron ore fines	32,89,43,354	-
Liquid Co2	6,39,82,464	-
	6,48,04,33,523	-
<u>Traded goods</u>		
Steel products	34,13,56,066	-
Cotton products	19,90,86,464	-
Electric Material	-	1,21,84,974
Mechanical Material	-	1,04,26,628
Bare Pipes	-	52,07,911
	54,04,42,530	2,78,19,513
	7,02,08,76,053	2,78,19,513

Notes forming part of the Consolidated Financial Statements ('CFS')

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
23 OTHER INCOME		
Interest Income :-		
- On Bank deposits	2,07,29,532	-
- On Current investments	50,56,70,337	2,68,37,078
- On Inter corporate deposit	1,79,05,552	-
- On Non current investments	6,09,39,137	6,34,76,119
- On Income tax refund	42,84,646	35,55,287
- On Overdue trade receivables	5,16,48,759	-
- On Others	57,789	-
Dividend Income :-		
- On Current investments	3,08,13,771	1,16,21,322
- On Non current investments	-	37,600
Net gain on sale of :-		
- On Current investments	51,41,113	21,22,974
- On Non current investments (Refer Note 23 A)	-	5,11,24,201
Profit on sale of fixed assets	2,14,63,013	1,94,84,137
Provision written back	60,05,056	2,75,000
Sundry credit balance written back (net)	1,74,80,809	-
Provision written back on settlement with ex promoters WPL (Refer Note 23 B)	-	5,41,46,862
Income from settlement with ex promoters of WPL (Refer Note 23 C)	-	8,00,00,000
Insurance Claim	48,19,386	65,05,415
Lease rental and hiring charges	9,65,904	-
Discount received	7,98,074	-
Scrap sale	9,88,837	-
Foreign exchange gain	27,72,317	-
Miscellaneous income	5,90,865	2,88,736
Total Other Income	75,30,74,896	31,94,74,731

Note 23 A :

Pursuant to agreements dated. 03-12-2012, 31-12-2012 and 26-07-2013 entered into between Welspun Projects Limited, Welspun Infra Projects Private Limited and Bharat Udyog Limited, the Company has sold its 50% Share holding in BUL-MSK Infrastructure Private Limited, (a Joint Venture Company). Gain of Rs. 5,71,91,997/- on sales of the said share holding is shown as Profit on sales Company's stake in BUL MSK Infrastructure Private Limited.

Note 23 B :

Amount of Rs. 5,41,46,862/- being unpaid liabilities not payable in pursuant to said agreement to third parties in respect of their fixed deposits against which the ex-promoters of the Company has taken loan from Corporation bank has been written back and shown as income and shown as above.

Note 23 C :

On settlement of dispute between Welspun Infra tech Limited, Welspun Projects Limited and ex-promoters of the Welspun Projects Limited (Formerly known as MSK Projects (India) Limited) and pursuant to the consent terms filed before honourable justice during January 2014 claim of Rs. 8,00,00,000/- received / receivable from ex-promoters of the Company has been treated as income and shown as above.

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
24 COST OF MATERIAL CONSUMED		
Inventories at the beginning of the year	5,87,72,323	14,81,65,882
Add: Welspun Maxsteel Limited Inventory at the beginning of the year	1,64,71,56,808	-
Add : Purchases during the year #	4,35,92,65,377	58,63,74,682
Less: Inventories at the end of the year	(3,72,46,058)	(5,87,72,323)
Total Cost of Material Consumed	6,02,79,48,450	67,57,68,241

Includes of Welspun Maxsteel Limited Purchases Rs. 5,60,75,51,325 till October 31, 2014 Less Inventories Rs. 1,47,37,53,296 till October 31, 2014.

Note :

Particulars	March 31, 2015	% of Consumption	March 31, 2014	% of Consumption
a) Imported	-	-	-	-
b) Indigenous	6,02,79,48,450	100%	67,57,68,241	100%



Notes forming part of the Consolidated Financial Statements ('CFS')

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
24A PURCHASE OF STOCK IN TRADE		
Purchase of stock in trade	53,87,91,333	2,02,02,208
Total Purchase of Stock in Trade	53,87,91,333	2,02,02,208
A Details of Purchase of traded goods :		
Steel products	33,74,63,704	-
Cotton products	19,98,95,151	-
Electric Material	28,893	1,03,98,367
Mechanical Material	14,03,585	65,04,314
Bare Pipe	-	32,99,527
	53,87,91,333	2,02,02,208
	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
25 (INCREASE) / DECREASE IN WORK IN PROGRESS (INVENTORIES)		
(Increase) / Decrease in Work in Progress / Inventories	(73,20,15,962)	19,07,53,360
Total (Increase) / Decrease in Work in Progress/ Inventories	(73,20,15,962)	19,07,53,360
	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
26 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	42,08,04,817	25,94,39,289
Contribution to provident and other funds	2,74,08,355	1,90,33,637
Directors remuneration	34,88,518	-
Staff welfare expenses	1,67,32,720	72,24,793
Total Employee Benefits Expense	46,84,34,410	28,56,97,719
	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
27 FINANCE COSTS		
Interest expenses on:-		
- Term loans	1,09,10,37,942	35,49,23,402
- Working capital loan	4,97,49,123	-
- Others	46,17,483	-
Other borrowing costs	1,60,33,160	3,55,35,885
Bank charges and guarantee commission	11,58,263	-
Discounting and other charges	21,72,95,307	-
Foreign exchange loss	-	64,00,079
Total Finance Costs	1,37,98,91,278	39,68,59,366
	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
28 DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation on tangible assets	60,17,44,466	5,31,45,140
Amortisation on intangible assets	28,49,44,384	30,11,85,274
	88,66,88,850	35,43,30,414
Less : Amount capitalised :-		
Depreciation on tangible assets	25,56,054	-
Amortisation on intangible assets	24,99,639	-
	50,55,693	-
Depreciation on tangible assets (Net)	59,91,88,412	5,31,45,140
Amortisation on intangible assets (Net)	28,24,44,745	30,11,85,274
Total Depreciation and amortisation expenses	88,16,33,157	35,43,30,414

Notes forming part of the Consolidated Financial Statements ('CFS')

	Year Ended March 31, 2015 (Amount in ₹)	Year Ended March 31, 2014 (Amount in ₹)
29 OTHER EXPENSES		
Sub-contract costs and others	33,32,22,482	31,84,23,708
Stores and spares consumed	9,30,29,488	-
Hire charges	1,11,65,823	1,21,88,817
Power, fuel and water charges	7,38,78,528	1,24,01,783
Repairs and maintenance :-		
- Plant and machinery	7,58,12,221	57,01,319
- Building	43,73,635	-
- Others	12,55,32,261	7,30,16,670
Project monitoring and maintenance fees	1,42,23,809	1,41,88,537
Civil Work	4,88,71,172	7,92,82,741
Earth Work	-	2,69,14,500
Fabrication expenses	-	1,18,33,950
Site workers payments	2,31,78,464	6,28,98,061
Concrete work	-	83,81,548
Reinforcement work	3,65,022	-
Painting work	60,97,452	14,30,031
Pipe laying charges	2,87,79,953	-
Safety expenses	89,288	8,332
Road work expenses	1,11,804	-
Shuttering expenses	10,88,829	2,57,09,455
Toll expenses	17,42,773	22,42,313
Donation	54,85,372	3,03,411
Demobilization Charges	1,19,294	-
Drilling Charges	14,27,374	-
Mobilization Charges	4,45,816	-
Rent	3,90,02,777	1,04,34,312
Rates and taxes	11,02,42,821	6,73,35,424
Insurance costs	1,80,68,893	88,42,603
Tendering expenses	13,27,707	32,64,757
Travelling and conveyance	1,55,02,433	1,10,98,857
Communications	40,43,143	-
Legal and professional fees	17,23,79,398	2,78,90,340
Civil consultancy charges	1,36,080	-
Staff deputation expenses	82,52,187	-
Freight and transportation	7,21,76,855	-
Ship operation expenses	3,25,91,965	-
Other operational expenses	2,50,26,489	-
Increase/ decrease in excise duty in finished goods	7,80,81,562	-
Advertisement	9,74,128	-
Business promotion	50,98,739	-
Export duty	8,57,71,058	-
Printing and stationary	41,29,446	-
Directors sitting fees	9,66,000	-
Payment to Auditor :-		
- As auditor	14,60,000	14,60,000
- Other services	1,49,500	1,68,200
Provision for diminution in the value of current investment	55,94,071	-
Loss on sale of Current investment	6,76,82,905	-
Loss on sale of fixed assets	2,88,50,614	12,17,467
Bad debts	24,51,40,434	-
Less: Provision for bad debts made in earlier years	(24,51,40,434)	-
Provision for doubtful debts and advances (net)	24,56,31,267	19,87,99,882
Project expenses written off	1,18,94,529	-
Shortage of fixed asset written off	1,91,29,426	-
Intangible assets written off	-	17,01,592
Provision for value of land	35,67,149	-
Site work expenses	11,20,44,835	13,58,47,802
Miscellaneous expenses	5,64,58,024	4,38,05,559
Preliminary expenses written off	1,56,380	1,56,380
Total Other expenses	2,07,54,31,240	1,16,69,48,347



Notes forming part of the Consolidated Financial Statements ('CFS')

30. EARNINGS PER SHARE

(Amount in ₹)

	FY 2014-15	FY 2013-14
Net profit / (Loss) after Tax available for equity shareholders.	67,48,024	(61,00,56,340)
Weighted Average number of equity shares of Rs. 10/- each outstanding during the year (Nos. of shares) used for calculating Basic EPS	17,33,20,535	4,00,00,000
Weighted Average number of equity shares of Rs. 10/- each outstanding during the year used for calculating Diluted EPS (Nos. of shares)	17,33,30,732	4,00,00,000
Basic Earning Per Share (Rs.)	0.04	(15.25)
Diluted Earning Per Share (Rs.)	0.04	(15.25)

31. CONTINGENT LIABILITIES & COMMITMENTS:

Contingent Liabilities

(Amount in ₹)

	March 31, 2015	March 31, 2014
Labour Cess Demand disputed by the Company (net of provision)	5,42,21,322	3,45,44,000
Stamp duty payable on concession agreement disputed by the Company in respect of BOT Projects	9,68,70,000	4,26,74,000
Arrears of House tax liabilities in respect of Ludhiana and Jalandhar Bus Terminal (net of provision)	4,35,94,000	-
Liability in respect of Supply of Steel disputed by the Company	2,34,96,000	-
Claims against the Company/ Disputed liabilities not acknowledged as debts	4,00,000	2,63,63,000
Guarantee issued by the bankers on behalf of the company	69,02,87,667	46,22,48,000
Guarantee given by the Company to the bankers for the facilities granted	6,92,81,00,532	3,64,10,61,000
Income tax demand disputed by the company	6,72,79,147	50,69,59,000
Service tax demand disputed by the company	2,24,01,000	4,63,74,000
	7,92,66,49,668	4,76,02,23,000

Previous year figures doesn't include the merged entities contingent liabilities (Refer Note 32)

Includes Corporate Guarantee given by Welspun Enterprises Limited on behalf of Welspun Maxsteel Limited (WMSL) before WMSL sale amounting to Rs 320 Cr. However the same has been released subsequent to the reporting date.

32 SCHEME OF AMALGAMATION AND ARRANGEMENT

During the year, the Board of Directors of Welspun Projects Limited (WPL) and Welspun Enterprises Limited (WEL) at their respective meeting held on November 4, 2014 approved the Scheme of Amalgamation and Arrangement under Section 391 and 394 of the Companies Act, 1956 ("the Scheme") of WEL and its subsidiaries Welspun Infratech Limited (WITL), Welspun Infra Projects Private Limited (WIPPL) and Welspun Plastics Private Limited (WPPL) with WPL.

Pursuant to the Scheme sanctioned by the Hon'ble High Court of Bombay vide its Order dated April 10, 2015 and the Hon'ble High Court of Gujarat at Ahmedabad vide its order dated April 23, 2015, and the orders since filed with Registrar of Companies on May 11, 2015 ('Effective Date') the following Companies (Transferor Companies) whose nature of business stated there against are merged with WPL (Transferee Company) retrospectively with effect from April 1, 2014 (the 'appointed date').

Name of the Transferor Company	Nature of Business
Welspun Enterprises Limited	Trading in steel, cotton etc and treasury operations
Welspun Infratech Limited	Infrastructure development
Welspun Infra Projects Private Limited	Infrastructure development
Welspun Plastics Private Limited	Oil & Gas exploration

Notes forming part of the Consolidated Financial Statements ('CFS')

The amalgamation has been accounted under the 'Purchase Method' as prescribed under Accounting Standard 14 'Accounting for Amalgamation' (AS 14) in accordance with the scheme. Accordingly, the following assets and liabilities of the Transferor Companies as at 1st April 2014 have been recorded at their fair value.

Details of Assets and Liabilities acquired:-

	Amount in ₹	Amount in ₹
Non Current Assets		
Fixed assets	40,23,005	
Non current investment	3,35,39,74,510	
Other non current assets	12,39,27,178	3,48,19,24,693
Current Assets		
Current Investments	7,67,45,04,437	
Cash and bank balances	31,58,20,214	
Other current assets	22,44,67,169	8,21,47,91,821
Total Assets		11,69,67,16,514
Less:		
Non current liabilities		1,08,60,47,407
Current liabilities		14,00,30,823
Total Liabilities		1,22,60,78,230
Net assets		10,47,06,38,284
Share capital movement		
New share capital issued	1,57,76,89,800	
Share capital cancellation*	(24,44,84,450)	1,33,32,05,350
Capital reserve on merger		9,13,74,32,934

- * Upon the Scheme becoming effective and with effect from the Appointed Date, the investment held by WITL in the equity share capital of WPL was cancelled. Accordingly, the share capital of WPL was reduced to the extent of face value of shares held by WITL in WPL and was so cancelled.

Further, upon the Scheme becoming effective and with effect from the Appointed Date the authorised share capital of Transferor Companies shall stand consolidated and vested in and be merged with the authorized share capital of WPL and shall stand reclassified as consisting of only equity shares of Rs. 10 each.

Difference of the value of the net assets at fair market value of the Transferor Companies acquired by the Transferee Company over the consideration paid to the shareholders of the Transferor Companies is recognized as Capital Reserve in the books of the Transferee Company.

In terms of the Scheme, every equity holder of Welspun Enterprises Limited holding 1 (one) equity share in Welspun Enterprises Limited of Rs. 10 each fully paid up as of the Record Date shall be entitled to 12 (twelve) equity shares of Rs. 10 each, issued at par, credited as fully paid up of Welspun Projects Limited (now renamed as Welspun Enterprises Limited).

- 33 The Company has given Inter corporate deposits of Rs. 28,52,00,000/- to ARSS Infrastructure Limited and Rs. 2,50,00,000 to Anil Construction P Ltd, during the year 2012-13 and also charged interest of Rs. 4,15,00,000 thereon, which is not received. No interest is charged on the said ICD's during the year 2013-14 & 2014-15.

The matter is constantly pursued by the company and legal proceeding is also initiated for recovery of the said amount. There is no need to make any provision for the said amount as the Company is hopeful for the recovery in near future.

- 34 The useful life of the Fixed Assets has been revised in accordance with Schedule II to the Companies Act 2013, which is applicable from accounting period commencing on or after April 1, 2014, consequently an amount of Rs. 53,02,577/- representing Assets beyond useful life as on April 1, 2014 has been charged to retained earnings. In other cases carrying amount has been depreciated / amortized over the remaining useful life of the assets.

- 35 The Company has obtained the contract on Build, Operate and Transfer basis from MPSIDC for execution for Dewas Water Supply projects, However the Company could not achieve the optimum capacity due to certain problem and defects in pipe line hence to achieve a desired and specified result the Company had decided to expand the capacity and to undertake reconstruction of the Project. Accordingly the Company had decided to capitalize the entire expenditure (net of revenue) incurred for reconstruction.



Notes forming part of the Consolidated Financial Statements ('CFS')

Accordingly the Company had Capitalized Rs. 25,73,09,647/- during the financial years from 2011-12 to 2013-14 and shown under the head "Intangible Assets under Development".

However, based on current status of the project and negotiations with MPSIDC, the planned augmentation of the existing project seems unlikely. Considering these facts the company has written off 'Intangible asset under development' and charged the same to Statement of Profit and Loss. The current year expenditure and revenue are charged/ credited respectively to Statement of Profit and Loss.

Further, MPSIDC has decided to issue bids (pursuant to Swiss challenge) for laying new pipeline for changing the sourcing of water supply. The Company will review the accounting treatment of the carrying amount of BOT expenditure on outcome of the bid process.

35A Change in Accounting Policy

Hitherto up to 31st March 2014, financial Statement of the Company and its Joint Venture, were combined on a line by line basis, by adding income and expenses after fully eliminating inter group transaction resulting in un realized profit in case of BOT project, The Build, Operate and Transfer (BOT) contracts are governed by Service concession agreements with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "toll collection rights" against the construction services rendered. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, profit from such contracts should be considered as realised. This accounting practice is consistently followed by majority BOT developer companies. Considering guidance note on service concession arrangements issued by ICAI and industry practice, the Management has changed the accounting policy accordingly in respect of BOT contracts awarded to group companies (operator), where work is subcontracted to Parent Company. Due to change of policy, profit arising on intra group transactions of BOT till date (including those pertaining to prior years) are taken as realized amounting of Rs 11,19,61,814 in consolidated financial statements.

- 36 Various suppliers' accounts had debit/ credit balance outstanding for more than 3 years. On scrutiny of the said accounts it is found that certain Credit Balances standing to the Supplier accounts are not payable and Debit Balance Standing to the Supplier Account are not receivable. Accordingly, the Company has written back / off unclaimed Credit Balance of Rs.5,19,29,822/- and Debit Balance of Rs. 3,44,49,013/- not receivable and net unpaid amount of Rs.1,74,80,809/- is shown as unclaimed liabilities written back under the head "Other Income" in Statement of Profit & Loss.

- 37 The Company has obtained Jalandhar Bus Terminal Projects on BOT Basis, The Concession period to collect Toll is over during Apr 2014 as per the Concession Agreement. However the Company has continued to collect the Toll after Apr 2014 to Jan 2015. Toll collected during these period is Rs.4,87,30,984/-. There is dispute in respect of Date of Commencement and also extension of the Concession period between Department of Transport, Jalandhar and the Company, matter is pending with the Hon'ble High Court Chandigarh.

Meanwhile as per the order of the High Court the Company has deposited Rs 4,35,64,407/- of Toll Revenue with the Punjab National Bank in "Fixed Deposits".

- 38 In accordance with the "Welspun Managing Director Stock Option Plan 2014" the Company has granted 7,20,000 equity shares to the "Managing Director" of the Company at zero Cost on February 16, 2015. The intrinsic value of the above Stock Option of Rs. 1,87,92,000/- calculated at the average rate of Rs. 26.10/- per Share is amortized on the straight line basis over the vesting period of one Year in accordance with the Guidance note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India. Accordingly proportionate amount of Rs.22,59,148/- is shown as "Employees Compensation Expenses" in Statement of Profit & Loss.

The salient features of the Scheme are as under:

- (i) Vesting: Options to vest shall occur on the first anniversary of the Grant date. However incase of Vesting period may be extended by the entire duration of the leave period for Employees on the long Leave. The Vesting Schedule is as under:

Number of ESOP	Date of Grant	Date of Vesting
7,20,000	February 16, 2015	February 16, 2016
2,40,000	July 14, 2015	July 14, 2016
2,40,000	July 14, 2016	July 14, 2017

- (ii) Exercise: Options granted shall be capable of being exercised in one or more tranches in multiples of 5000 shares, within a period of 3 years from the date of vesting of the respective Employee Stock Options. In the event of cessation of employment due to death or permanent incapacity, all the vested and unvested options may be exercised immediately but not later than 6months from the cessation of employment. In the event of cessation of employment due to normal retirement, all the vested options should be exercised immediately but not later than 6

Notes forming part of the Consolidated Financial Statements ('CFS')

months from date of retirement and all unvested options will stand cancelled. In the event of cessation of employment due to resignation prior to retirement, all the vested options should be exercised immediately but not later than 1 month from date of submission of resignation and all unvested options will stand cancelled.

Date of Grant	February 16, 2015
Number of Options Granted	7,20,000
Exercise Period	3 years from date of Vesting of respective Employee Stock Options
Exercise Price	Rs. Nil

Summary of Stock Options	March 31, 2015		March 31, 2014	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	Nil	Nil	Nil	Nil
Options granted during the year	7,20,000	-	-	-
Options exercised during the year	Nil	Nil	Nil	Nil
Options cancelled/ lapsed during the year	Nil	Nil	Nil	Nil
Options outstanding at the end of the year	7,20,000	Nil	Nil	Nil
Options vested but not exercised at the year end	Nil	Nil	Nil	Nil

Information in respect of options outstanding as at March 31, 2015

No. of Stock Options	Weighted Average remaining life in years	Weighted Average Exercise Price (₹)
7,20,000	2.50	Nil

The weighted average fair value of stock options granted during the year was 26.74. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following input :-

	Grant Date : February 16, 2015 Vest 1 February 16, 2016
Variables :	
Stock Price	26.75
Volatility	53.09%
Riskfree Rate	7.77%
Exercise Price	0.00
Time to Maturity	2.50
Dividend Yield	0%
Option Fair Value	26.74

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

The company measures the cost of ESOP using the intrinsic value method. Had the company used the fair value model to determine compensation, its profit after tax and earnings per share as reported would have changed to the amounts indicated below:



Notes forming part of the Consolidated Financial Statements ('CFS')

(Amount in ₹)

	March 31, 2015	March 31, 2014
Profit after tax as reported	67,48,024	(61,00,56,340)
Add : ESOP cost using the intrinsic value method	22,59,148	-
Less : ESOP cost using the fair value method	23,15,401	-
Proforma profit after tax	66,91,771	(61,00,56,340)
Earning per share :-		
Basic – As reported	0.04	(15.25)
Basic – Proforma	0.04	-
Diluted – As reported	0.04	(15.25)
Diluted – Proforma	0.04	-

Effect of share- based payment plan on the Balance Sheet and Statement of Profit and Loss:

(Amount in ₹)

	March 31, 2015	March 31, 2014
Expense arising from employee share-based payment plan	22,59,148	-
Deferred Stock Compensation	22,59,148	-

39. Information required by Schedule III of the Companies Act, 2013:

Name of the Entity	March 31, 2015.			
	Net Asset/(Net Liability) ie total assets minus total liabilities		Share in Profit/ (loss)	
	As a % of Consolidated Net Assets	Amount in ₹	As a % of Consolidated Profit/ (loss)	Amount in ₹
Parent				
Welspun Enterprises Limited (Formerly known as Welspun Projects Limited)	98%	14,83,84,48,876	1505%	10,15,80,882
Subsidiaries				
MSK Projects (Himmatnagar Bypass) Private Limited	0%	3,87,20,865	(29%)	(19,79,396)
MSK Projects (Kim Mandvi Corridor) Private Limited	0%	6,25,52,557	(4%)	(2,39,702)
Anjar Road Private Limited	0%	1,00,000	-	-
Welspun Construction Private Limited	0%	95,383	-	-
Welspun Natural Resources Private Limited	1%	17,18,67,152	(4618%)	(31,15,92,929)
Anjar Water Solutions Private Limited (Formerly known as Welspun Road Projects Private Limited)	0%	100,000	-	-
ARSS Bus Terminal Private Limited	1%	18,62,74,510	-	-
Welspun Maxsteel Limited	17%	2,50,53,78,021	(24755%)	(1,67,04,50,432)
Joint Ventures				
Adani Welspun Exploration Limited	1%	9,64,04,470	(3%)	(2,25,734)
Dewas Bhopal Corridor Limited	6%	90,22,84,186	1387%	9,35,78,311
Inter Company Elimination and Consolidation	(23%)	(3,55,86,82,230)	26616%	1,79,60,77,022
Minority Interest in all subsidiaries	(1%)	(9,43,86,690)	-	-
	100%	15,14,91,57,101	100%	67,48,024

Notes forming part of the Consolidated Financial Statements ('CFS')**40 Disclosure in accordance with Accounting Standard - 7 (Revised)**

	2014-15	2013-14
Contract Revenue	3,06,42,87,695	2,57,57,31,000
Contract Cost Incurred	3,22,01,66,557	2,55,45,07,000
Recognized Profits / (Losses)	(15,58,78,862)	12,17,89,000
Advances Received	4,95,66,634	3,48,03,000
Retention Money	12,34,13,717	11,99,76,000
Gross Amount due from Customers For Contract Work	11,08,41,893	11,01,30,000

41 EXCEPTIONAL ITEMS

During the year, the Company has recorded all items of assets and liabilities of transferor companies at fair value as on appointed date ie April 01, 2015. Subsequent to recording the same at fair value, adjustments are recorded in statement of profit and loss accounting for the events happened during the year

	March 31, 2015	March 31, 2014
a. Provision for Welspun Maxsteel Limited (WMSL) obligations written back	70,30,00,000	-
b. Profit on sale of shares of WMSL	1,47,65,05,494	-
c. Intangible asset under development written off	(25,73,09,647)	-
d. Capital Work In Progress written off	(18,00,00,000)	-
e. Loss on sale of shares of Leighton Welspun Contractors Private Limited	-	(34,06,82,111)
TOTAL	1,74,21,95,847	(34,06,82,111)

a. Provision for WMSL obligations written back:

Based on valuation report, the company has made provision of Rs 105 Cr in respect of certain obligations on account of pending litigations as on appointed date by debiting the capital reserve in accordance with the scheme. Based on the management review of provision at year end, the provision no longer required is written back to statement of profit and loss and disclosed as exceptional item.

b. Profit on sale of shares of WMSL

On October 31, 2014 the company has transferred all its investments in WMSL to JSW Steel at Rs 2 pursuant to share purchase agreement dated August 18, 2014.

Profit on sale of shares of WMSL above represents the difference between the proceeds from disposal of investment in WMSL and the carrying amount of its assets less liabilities as of the date of disposal (after considering Capital Reserve on consolidation of WMSL).

c. Intangible asset under development written off:

Refer Note 35 above

d. Capital Work in Progress written off:

Rs 18 Crores pertains to write off of Egypt block. Also Refer Note 52.

e. Loss on sale of shares of Leighton Welspun Contractors Private Limited (Pertains to FY 2013-14):

Pursuant to agreement for sale Dtd.5th March 2013 entered in to between the Company and Leighton Welspun Contractors Private Limited, the Company has transferred identified EPC division / works of GMADA Mohali Water Division, Chirai Anjar Road Work and Dewas Water Projects aggregate value of Rs. 556 Crores for the composite consideration of Rs.1,15,03,48,500/- subject to the terms and condition as contained in the said agreement.

As a consideration for the transfer of the above business the Company had received 1,15,03,485 equity shares in the Leighton Welspun Contractors Private Limited, of the face value of Rs. 10/- each fully paid up at a premium of Rs. 90/- per share aggregating consideration of Rs 1,15,03,48,500/- Surplus of Rs. 1,07,92,49,055 arising in respect of the said transfer was shown as 'income from transfer of business' under the head "Other Operating Revenue" in the statement of profit & loss for the year ended 31st March 2013.



Notes forming part of the Consolidated Financial Statements ('CFS')

As per the Clause 14.4.2 of the said Agreement To Sell (ATS), if the Company is unable to issue Notice to Proceed (NTP) for any of the above projects, it has an obligation to give Replacement Project(s) to LWIN of equivalent contract value. If NTP is not issued, and Replacement Project(s) are not arranged, the proportionate shareholding based on the value of projects for which NTP is not issued will be extinguished. Due to various circumstances, it became clear that a NTP could not be issued to LWIN for either of the balance projects. Following these developments, the Company obtained an opinion from an external valuator on the cost of the obligation to arrange for Replacement Projects for LWIN ('replacement obligation').

Based on valuation carried out, Welspun Infra Projects Private Limited ("WIPPL") (Group Company) holding 32.38% in LWIN has agreed to purchase the Company's stake in LWIN @ Rs 81 Crores. Loss of Rs. 34,06,82,111/- on sales of the said Company's stake in "LWIN" is shown under the head "Exceptional Item" in the statement of Profit & Loss. Further as per agreement Mohali Project was assigned back to the Company, by LWIN along with all rights, asset and liabilities pertaining to the said business.

42 Disclosures relating to Employee Benefits – As per Revised AS-15:

During the year Company has recognized the following amount in the financial statements

DEFINED CONTRIBUTION PLAN

Contribution to Defined Contribution Plan recognized as Expense for the year as under:

Particulars	Amount in ₹
Employer Contribution to Provident Fund	1,82,01,497 (1,62,22,000)

DEFINED BENEFIT PLAN

Reconciliation of opening and closing balances of Defined Benefit obligation

(Amount in ₹)

Particulars	Gratuity (Funded)	Leave Encashment (Non Funded)
Defined Benefit obligation at the beginning of the year	1,02,07,457	56,00,101
Current Service Cost	24,36,661	54,32,847
Interest Cost	16,25,995	8,21,242
Actuarial (gain)/loss	1,23,96,051	33,80,406
Benefits Paid	(77,27,578)	(22,43,620)
Defined Benefit obligation at the year end	1,89,38,584	1,29,90,976

Reconciliation of opening and closing balances of fair value of plan Assets

(Amount in ₹)

Particulars	Gratuity (Funded)
Fair value of plan assets in the beginning of the year	1,52,36,938
Expected return on plan assets	23,73,472
Actuarial gain/(loss)	(51,98,407)
Employer contribution Paid	19,68,501
Benefits Paid	(63,60,516)
Fair Value of plan assets at the end of the year	80,19,989

Reconciliation of Fair Value of Plan Assets and Benefit Obligation

(Amount in ₹)

Particulars	Gratuity (Funded)	Leave Encashment (Non Funded)
Fair Value of Assets as at March 31, 2015	80,19,989	1,29,90,976
Present Value of obligation as at March 31, 2015	1,89,38,584	-
Liabilities Recognized in Balance Sheet	1,08,41,724	1,29,90,976

Notes forming part of the Consolidated Financial Statements ('CFS')

Expenses recognized during the year

(Amount in ₹)

Particulars	Gratuity (Funded)	Leave Encashment (Non Funded)
Current Service Cost	2,4,36,661	54,32,847
Interest Cost	16,25,995	8,21,242
Expected return on Plan Assets	(23,73,472)	-
Actuarial gain/(loss)	1,75,94,458	33,80,406
Net Periodic Cost	1,92,83,641	96,34,495

Actuarial Assumptions

Particulars	Gratuity (Funded)	Leave Encashment (Non Funded)
Discount Rate (Per Annum)	8%	8%
Salary Escalation (Per Annum)	9%	9%

43. RELATED PARTY DISCLOSURES

A PARTICULARS OF JOINT VENTURES

Name of Entities	Relationship
Direct Joint Ventures :-	
Dewas Bhopal Corridor Limited	Joint Venture
Held through Welspun Natural Resources Private Limited	
Adani Welspun Exploration Limited	Joint Venture

B DIRECTORS / KEY MANAGEMENT PERSONNEL (KMP)

Name of the Related Parties	Nature of Relationship
Mr B. K. Goenka	Chairman
Mr Sandeep Garg	Managing Director
Mr Lalit Jain*	Chief Financial Officer
Mr Nilesh Javker**	Company Secretary
Mr Shriniwas Kargutkar	Chief Financial Officer
Mr Rajendra Sawant	Company Secretary

* Ceased to be KMP w.e.f May 29, 2015

** Ceased to be KMP w.e.f May 26, 2015

C OTHER RELATED PARTIES

Name of the Related Parties	Nature of Relationship
Welspun India Limited	Group Company
Welspun Corp Limited	Group Company
Welspun Steel Limited	Group Company
Welspun Reality Private Limited	Group Company
Welspun Logistics Private Limited	Group Company



Notes forming part of the Consolidated Financial Statements ('CFS')

D TRANSACTIONS WITH THE RELATED PARTY FOR THE PERIOD

(Amount in ₹)

	Holding Company @	Joint Ventures	Other Related Parties	Key Management Personnel
Civil Construction revenue	-	-	21,86,09,160	-
	(13,68,16,000)	(-)	(55,91,19,000)	(-)
Rent	-	-	2,62,57,260	-
	(-)	(-)	(-)	(-)
Hire Charges	-	-	4,00,000	-
	(-)	(-)	(-)	(-)
Miscellaneous Income	-	-	2,233,474	-
	(-)	(-)	(-)	(-)
Material Purchase	-	-	21,09,146	-
	(2,82,28,000)	(-)	(9,47,24,000)	(-)
Reimbursement of expenses	-	-	45,56,607	-
	(11,88,000)	(-)	(64,01,000)	(-)
Loan received	-	-	-	-
	(3,87,60,000)	(-)	(1,01,000)	(-)
Repayment of loan received	-	-	-	-
	(37,30,000)	(-)	(95,000)	(-)
Loan given	-	-	-	-
	(-)	(-)	(1,50,00,000)	(-)
Repayment of Loan given *	-	-	1,72,250	-
	(-)	(-)	(1,50,00,000)	(-)
Sales of Shares	-	-	-	-
	(81,00,00,000)	(-)	(-)	(-)
Mobilisation advance received	-	-	1,78,82,653	-
	(7,73,000)	(-)	(10,11,91,000)	(-)
Mobilisation advance repaid	-	-	4,82,78,123	-
	(3,93,11,000)	(-)	(6,73,17,000)	(-)
Remuneration to the directors	-	-	-	2,53,39,815
	(-)	(-)	(-)	(1,83,51,000)
Closing Balance as at March 31, 2015				
Receivable at the end of the year	-	1,29,55,43,660	2,11,74,378	-
	(2,17,58,000)	(-)	(4,34,26,000)	(-)
Payable at the end of the year	-	-	1,06,45,207	-
	(23,93,000)	(-)	(3,76,51,000)	(-)
Bank guarantee outstanding	-	23,45,00,000	-	-
	(-)	(-)	(-)	(-)
Corporate guarantee outstanding	-	3,49,57,49,641	-	-
	(-)	(3,31,54,00,000)	(-)	(-)

Figures in brackets are in respect of Previous year

@ Previous year figures are not comparable as it includes the amount transacted with the transferor entities. Refer Note 32

* Included in Other Related Parties - Other receivables realised

Notes forming part of the Consolidated Financial Statements ('CFS')

E Disclosure in respect of transactions with more than 10% of the total transactions of the same type with related party during the year.

i. Civil Construction Revenue :-
a) Welspun India Limited Rs. 21,47,52,672/- (P.Y. 54,32,96,980/-)

ii. Rent Paid :-
a) Welspun Reality Private Limited Rs. 2,62,57,260/- (PY Nil)

iii. Hire Charges
a) Welspun Logistics Limited Rs. 4,00,000/- (PY Nil)

iv. Miscellaneous Income :-
a) Welspun India Limited Rs. 12,96,067/- (PY Nil)
b) Welspun Steel Limited Rs. 9,37,407/- (PY Nil)

v. Material Purchased :-
a) Welspun Corp Limited Rs 21,09,146/- (PY Rs. 2,82,28,000/-)
b) Welspun Steel Limited Rs Nil (PY Rs. 9,47,24,000/-)

vi. Reimbursement of expenses :-
a) Welspun Corp Limited Rs 45,56,607/- (PY 11,88,000/-)

vii. Loan received :-
a) Welspun Enterprises Limited Rs Nil (PY Rs 3,87,60,000/-)

viii. Repayment of Loan received :-
a) Welspun Enterprises Limited Rs Nil (PY Rs 37,30,000/-)

ix. Loan given :-
a) Welspun Maxsteel Limited Rs Nil (PY Rs1,50,00,000/-)

x. Repayment of Loan given :-
a) Welspun India Limited Rs 1,72,250/- (Nil)
b) Welspun Maxsteel Limited Rs Nil (PY Rs 1,50,00,000/-)

xi. Mobilisation advance received :-
a) Welspun India Limited Rs 1,78,82,653/- (PY Rs 9,74,58,000)

xii. Mobilisation advance repaid :-
a) Welspun India Limited Rs 4,45,44,869/- (PY Rs 6,73,17,000/-)

xiii. Remuneration to Directors :-
a) Mr Sandeep Garg – Rs 2,53,39,815/- (PY Rs 1,83,51,000/-)

Closing Balance as at March 31, 2015

i. Receivable at the end of the year :-
a) Adani Welspun Exploration Limited Rs 1,29,55,43,660/- (PY Nil)

ii. Payable at the end of the year :-
a) Welspun India Limited Rs 1,06,45,207/- (PY Rs 3,70,07,423/-)

iii. Bank Guarantee Outstanding :-
a) Adani Welspun Exploration Limited Rs 23,45,00,000/- (PY Nil)

iv. Corporate Guarantee Outstanding :-
a) Dewas Bhopal Corridor Limited Rs 3,22,56,49,641/- (PY Rs 3,31,54,00,000)

44 Based on the legal opinion taken by the Company, Subsidy of Rs.82,87,29,840/- (P.Y. 82,87,29,840/-) received from Madhya Pradesh Rajya Setu Nirman Nigam Limited, against the Build, Operate & Transfer Project Expenditure is in the nature of promoter contribution and accordingly treated as Capital Reserve in the books of accounts of the Company.



Notes forming part of the Consolidated Financial Statements ('CFS')

- 45 Confirmations of certain parties for amounts due from them as per accounts of the company are not obtained. Amount due from customers include amounts due/with held on account of various claims. The claims will be verified and necessary adjustments, if any, shall be made in the year of settlement. Subject to this, company is confident of recovering the dues and accordingly they have been classified as "debt considered good" and therefore no provision is considered necessary, there against.
- 46 Under the Micro, Small and Medium Enterprise Development Act, 2006 ("MSMED Act") which came into force effective from 2nd October, 2006, certain disclosures relating to amounts due to micro, small and medium enterprises and remained unpaid after the appointed date etc. of principal and interest amounts are required to be made. The Company is in the process of compiling the relevant information. As the relevant information is not yet readily available and / or not given or confirmed by such enterprises, it is not possible to give required information in the accounts. However, in view of the management, the impact of interest, if any, which may subsequently become payable to such enterprise in accordance with the provisions of the Act, would not be material and the same, if any, would be disclosed in the year of payment of interest.

In the absence of the necessary information with the Company relating to the registration status of the suppliers under the Micro, Small and Medium Enterprises Development Act' 2006, the information required under the said Act could not be compiled and disclosed.

47 UNHEDGED FOREIGN CURRENCY EXPOSURE

Foreign currency exposure not covered by derivative instruments or otherwise as on :-

Particulars	As at March 31, 2015		As at March 31, 2014	
	USD	₹	USD	₹
Current liability	15,049	9,40,560	-	-
Foreign Borrowing	77,35,000	48,34,37,500	-	-
Interest Accrued but not due	55,392	34,62,017	-	-
Other receivables	30,098	18,81,144	-	-

- 48 Expenditure in Foreign currency Rs. 6,65,364/-
Rs. -Nil-
- 49 Earning in Foreign Currency Rs. -Nil-
Rs. -Nil-

50 Interest in Joint Venture

The Company holds 50% interest in Dewas Bhopal Corridor Limited ('DBCL') directly and 35% in Adani Welspun Exploration Limited ('AWEL') indirectly through Welspun Natural Resources Private Limited. DBCL is engaged in the business of engineering, procurement & construction ('EPC') in the field of infrastructure sector and AWEL is engaged in exploration & extraction of Oil & Gas.

The Company's share of the assets, liabilities, income and expenses of the jointly controlled entity for the year ended March 31, 2015 are as follows:

(Amount in ₹)

	March 31, 2015	March 31, 2014 #
1 Assets :-		
Non Current Assets	4,68,14,09,254	2,76,21,79,370
Current Assets	9,70,75,420	4,79,38,134
Total	4,77,84,84,674	2,81,01,17,504
2 Liabilities :-		
Non Current Liabilities	2,28,83,53,328	1,59,33,80,245
Current Liabilities	1,46,16,39,755	22,50,67,758
Total	3,74,99,93,083	1,81,84,48,003
3 Income	46,72,38,939	33,96,38,141
4 Expenditure(Incl Exceptional items)	37,34,62,201	34,10,64,795
5 Contingent liabilities	6,50,42,619	6,39,76,000

- # Previous year figures of AWEL is not included above as the Scheme of Amalgamation & Arrangement is effective from the appointed date April 1, 2014 (Refer Note 32)
Unaudited accounts of DBCL as at March 31, 2015 (as furnished by the management of the Company) is taken into consideration for above disclosures.

Notes forming part of the Consolidated Financial Statements ('CFS')**51 Capital Reserve on Consolidation**

Particulars	Amount in ₹
Capital Reserve on consolidation	9,46,78,045
Less Goodwill on consolidation	22,653
Net Capital Reserve on consolidation	9,46,55,392

- 52 During the year, Adani Welspun Exploration Limited (AWEL) relinquished the Block South Gulf of Suez, Egypt (Block) which was awarded to the Consortium of AWEL and Gujarat State Petroleum Corporation Ltd (GSPCL) in Apr, 2010. The Block was operated by GSPCL (60%) and the balance was held by AWEL.

As per the work programme, AWEL carried out Aero Magnetic Survey and other geological studies etc. in the Block and also carried out a prognostic resource estimate. As per the survey results and after a further understanding of the geographical area of the Block, it was observed that the carrying out any further programme in the Block will be geophysically impracticable and techno economically not feasible. The Consortium discussed the various strategies with Egypt Govt. officials and ultimately it was decided to surrender the Block in November, 2014.

Accordingly, the total expenditure amounting to Rs. 75,09,12,220 (Our share – Rs 26,28,19,277) pertaining to Block has been charged to Provision and Statement of Profit & Loss aggregating to Rs 8,28,19,277 and Rs. 18,00,00,000 respectively.

- 53 The first exploratory phase of Mumbai Block, after considering the extension period as granted by the Directorate General of Hydrocarbons is due to expire on April 29, 2015. AWEL is in an advanced stage for bringing in a reputed E&P company as a partner in the Block and accordingly proposes to enter into the second exploratory phase. AWEL has accordingly estimated an amount of Rs 1,04,56,25,000 (Our share Rs 36,59,68,750/-) towards the Unfinished Minimum Work Programme (UMWP) of first exploratory phase and the liability towards payment of the same has been provided in the financial statements.

Directorate General of Hydrocarbons has notified hydrocarbon discoveries in respect of both the Kutch blocks. In order to assess the full potential of the blocks, the Consortium has decided to move into appraisal phase of the PSC and not to extend further the first exploration period, the first phase. Accordingly, AWEL has provided the liability of Rs 18,00,00,000 (Our share Rs 6,30,00,000/-) towards its share of liability of UMWP in respect of both the blocks.

- 54 Adani Welspun Exploration Limited has earned interest on fixed deposits which were placed out of the funds borrowed for the purpose of meeting capital expenditure of project. Interest expenses on borrowing is capitalized as part of the project development cost and accordingly, income earned by utilizing borrowed funds have been reduced from project costs.
- 55 Previous year figures are not comparable in view of the scheme of arrangement referred in Note 32. Figures for the previous year are re-classified/ re-arranged / re-grouped, wherever necessary so as to be in conformity with the figures of the current years' classification/ disclosure.
- 56 In the opinion of the Board of Directors, Current Assets, Loans and Advances have value at which they are stated in the Balance Sheet, if realized in the ordinary course of business. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

As per our report of even date

For Chandrakant & Sevantilal & J. K. Shah & Co.

Chartered Accountants

Firm Registration No.: 101676W

H. B. Shah

Partner

Membership No.: 16642

Date : May 29, 2015

Place: Baroda

For and on behalf of the Board of Directors**Balkrishan Goenka**

Chairman

DIN : 00270175

Shrinivas Kargutkar

Chief Financial Officer

Date : May 29, 2015

Place: Mumbai

Sandeep Garg

Managing Director

DIN : 00036419

Rajendra Sawant

Company Secretary



WELSPUN ENTERPRISES LTD.
INFRASTRUCTURE AND ENERGY

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