WEL/SEC/2017 October 04, 2017

The Manager, Dept. of Corporate Services, Bombay Stock Exchange Ltd, 1st Floor, Rotunda Bldg, Dalal Street, Fort Mumbai - 400 001 **Scrip Code: 532553**	The Asst. Vice President, Listing Department National Stock Exchange of (I) Ltd., Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 **NSE Symbol: WELENT**

Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Sub.: 23rd Annual Report of the Company

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Report of the Company approved and adopted at the 23rd Annual General Meeting of the Company held on Thursday, September 28, 2017 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110.

Please take the same on record.

Thanking you.

Yours faithfully,

For Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)

Indu

Indu Daryani
Company Secretary

Welspun Enterprises Limited (Formely known as Welspun Projects Limited)
Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.
T : +91 22 6613 6000 / 2490 8000 F : +91 22 2490 8020
E-mail : companysecretary_wel@welspun.com Website : www.welspunenterprises.com
Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.
T : +91 2836 662222 F : +91 2836 279010
Corporate Identity Number: L45201GJ1994PLC023920

UNLOCKING THE VALUE

WELSPUN ENTERPRISES
INFRASTRUCTURE AND ENERGY

Annual Report
2016 - 17

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WELSPUN ENTERPRISES
INFRASTRUCTURE AND ENERGY

Corporate Information

WELSPUN ENTERPRISES LIMITED (Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

website: www.welspunenterprises.com; email id: companysecretary_wel@welspun.com

BOARD OF DIRECTORS:

Mr. Balkrishan Goenka - Chairman

Mr. Sandeep Garg - Managing Director

Mr. Rajesh R. Mandawewala - Director

Mr. Ram Gopal Sharma - Director

Mr. Mohan Tandon - Director

Mr. Yogesh Agarwal - Director

Mr. Mintoo Bhandari - Nominee Director

Mr. Utsav Baijal - Alternate Director to Mr. Mintoo Bhandari

Mr. Dhruv Kaji (Appointed w.e.f. 30/05/2017)

AUDIT COMMITTEE:

Mr. Ram Gopal Sharma

Mr. Mohan Tandon

Mr. Mintoo Bhandari

Mr. Utsav Baijal (Alternate Director to Mintoo Bhandari)

Ms. Mala Todarwal

NOMINATION AND REMUNERATION COMMITTEE:

Mr. Mohan Tandon

Mr. Ram Gopal Sharma

Mr. Balkrishan Goenka

Mr. Mintoo Bhandari

Mr. Utsav Baijal (Alternate Director to Mintoo Bhandari)

Ms. Mala Todarwal

KEY MANAGEMENT TEAM:

Mr. Balkrishan Goenka - Chairman (Executive)

Mr. Sandeep Garg - Managing Director & CEO

Mr. Akhil Jindal - Director, Group Finance & Strategy

Mr. Deepak Chauhan - Director, Legal, Welspun Group

Mr. Asim Chakraborty - Director-COO- Highways

Mr. Banwari Lal Biyani - Director, Operation Head-BOT & EPC

Mr. Shriniwas Kargutkar - Chief Financial Officer

SHARE TRANSFER AND INVESTOR GRIEVANCE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Mohan Tandon

Mr. Sandeep Garg

Mr. Mintoo Bhandari

Mr. Utsav Baijal (Alternate Director to Mintoo Bhandari)

COMPANY SECRETARY:

Ms. Indu Daryani

AUDITORS:

MGB & Co., LLP, Chartered Accountants

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Mr. Ram Gopal Sharma

Mr. Rajesh R. Mandawewala

Mr. Sandeep Garg

CORPORATE OFFICE:

Welspun House, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400013
Tel: +91-22-6613 6000
Fax. +91-22-2490-8020

REGISTERED OFFICE:

"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

SECURITIES REGISTRAR AND TRANSFER AGENT:

Link Intime India Private Ltd.
C- 101,247 Park,L.B.S. Marg,
Vikhroli (West), Mumbai – 400083.

BANKERS:

Corporation Bank
IDBI Bank Ltd
Indian Bank
IDFC Bank Ltd

Balkrishan Goenka
- Chairman

CHAIRMAN'S MESSAGE

My dear fellow stakeholders,

It is with great satisfaction that I look back at the year gone by. It was a year in which we continued our focus on consolidation, thereby strengthening the foundation for future growth.

During the year, we continued with our re-organisation efforts with the sale of the stake in the energy business and the buyback of shares. We are now, one of the very few companies in the infra sector sitting on a net cash position.

Our efforts, of the last three years, have started yielding results as can be seen in our financial performance. We have recorded a 43% growth in revenues on a consolidated basis and 33% on a standalone basis. Before exceptionals, our PBT almost doubled on a consolidated basis. As a result of the Company's consolidation efforts, the credit ratings of the Company have also been upgraded to "A+" from "A" in respect of long-term facilities and to "A1+" (highest possible rating) from "A1" for short-term facilities.

Looking forward to the future

While I am happy with our efforts in the last three years, I am more excited about the future of Welspun Enterprises. I believe that we are at a very important stage in our growth path.

Infrastructure sector will continue to be one of our core focus areas. There is considerable thrust from the government on the sector. The government realizes that India needs robust infrastructure to achieve its growth goals. Hence there are several measures being taken to accelerate construction of rail, roads, etc. This provides us with an amazing opportunity to grow our business.

Our current Hybrid annuity model (HAM) Project, Delhi Meerut Expressway Package – I, is progressing well. More than 20% of the work has been completed by March 31, 2017, which is well ahead of the schedule and has been appreciated by NHAI as well. I am confident that we will be able to complete the entire construction well ahead of schedule, probably by the end of this financial year. We are also continuously, albeit cautiously, bidding for more HAM projects and we hope to build an order book of close to Rs. 3,000 crore by the end of the financial year. This should drive revenue growth in the infra business in the coming year.

We will also continue to have interests in the O&G business. Our JV Company (Adani Welspun Exploration Ltd.) in which Welspun Enterprises Ltd. (WEL) holds 35% stake, has won a block in the Discovered Small Field Bids Round (DSF 2016). It has been awarded the contract area B-9 Cluster by the Government of India, which is in close proximity to AWEL's prospective exploratory block in offshore Mumbai and ONGC's B-12 area, which is under advanced stage of development. We expect to start development of this oilfield in this financial year and it is expected to start generating revenues in two years.

With all these developments, I am confident that our operational performance will continue to improve over the next few years and create value. Apart from these two areas, we are also exploring other opportunities where we can deploy part of our cash reserve and generate long-term sustainable value for all stakeholders. I strongly believe that our healthy cash balance coupled with a strong net worth and a robust credit rating, will enable the Company to take growth initiatives which will create substantial shareholder value.

"Our current Hybrid annuity model (HAM) Project, Delhi Meerut Expressway Package – I, is progressing well. More than 20% of the work has been completed by March 31, 2017, which is well ahead of the schedule and has been appreciated by NHAI as well."

BUILDING A RESPONSIBLE BUSINESS

The Group's corporate social responsibility approach transcends the core pillars of sustainable development and is rooted in strengthening educational foundation, improving access to healthcare services, empowering people and conserving the environment. We are committed to a wider, all-round social progress, as well as to sustainable development that balances the needs of the present with those of the future.

Some of our major CSR initiatives include:

SUSTAINABILITY

Our environment is one thing which we all share in common. It offers us abundance of resources and it is our responsibility to make judicious use and contribute towards a healthy lifestyle for all. As part of our sustainability initiatives, we at the group level started a Sewage Treatment Plant (STP) at Anjar with a capacity of 30 million litres of water per day. We have entered into an agreement with Anjar, Gandhidham - Adipur Nagar Palika to collect their sewage water, treat it and use it for internal requirements. This would make fresh water available for use by nearby villages and for irrigation in surrounding areas, thus reducing load on the Narmada River water.

INCLUSIVE GROWTH

As a responsible organization, we believe in working with our communities through our diverse range of social interventions that are aimed at securing stable and sustainable futures. Under this, the group has taken several initiatives around the Delhi-Meerut Project. Some of these are:

- Free medical camp to educate and provide healthcare checkup
- Providing potable water supply to nearby villages through tankers
- Started Education Enhancement Program to provide basic education and promote cleanliness of the surroundings

The Group has trained over 10,000 youth in FY17 under the Welspun skill development program and have empowered over 1200 women through beneficiary schemes like vocational center, health programs, school renovation, smart classes, clean and green energies etc.

Overall, this year has been a very encouraging year for our growth plans. This would not have been possible without the support of our key stakeholders. I take this opportunity to express my sincere gratitude to our Board of Directors, our Management, our dedicated employees and our esteemed customers and vendors, bankers and investors, for their unrelenting dedication, support and commitment to Welspun.

Sincerely,
Best Regards,

Balkrishan Goenka

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis (MD&A) should be read in conjunction with the Audited Consolidated Financial Statements of Welspun Enterprises Ltd ("Welspun" or "WEL" or the "Company"), and the notes thereto for the year ended March 31, 2017. This MD&A covers Welspun's financial position and operations for the year ended March 31, 2017. Amounts are stated in Indian Rupees unless otherwise indicated. The numbers for the year ending March 31, 2017 as well as for the previous year are on a consolidated basis and regrouped and reclassified wherever necessary.

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 statements, on the basis of any subsequent developments, information or events.

Sandeep Garg

- Managing Director

"During the year, we have further strengthened our balance sheet by divesting our stake in the energy business. We have also completed a share buyback to create value for our shareholders. We are well-poised to take advantage of the potential in the infrastructure as well as oil & gas space, with a strong balance sheet and a sizable cash reserve."

BUSINESS OVERVIEW

Welspun Enterprises Limited (WEL)- formerly known as Welspun Projects Ltd.- is a part of the Welspun Group. The Company is an operating Company as well as a holding company. The Company operates in the infrastructure space with investments in oil & gas.

The Company, in its current form, was created by the merger of the erstwhile Welspun Enterprises Ltd., Welspun Infratech Limited, Welspun Plastics Private Limited and Welspun Infra Projects Private Limited with Welspun Projects, which was renamed as Welspun Enterprises Ltd. This consolidation has enabled 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. The merger has also helped to consolidate and simplify corporate structure of Welspun Enterprises and its subsidiaries.

In FY17, the company continued to pursue measures for stakeholder value creation. The Company divested its stake in the energy business to improve its cash reserve. The Company also bought back 15.49% of its share capital in order to streamline its capital structure.

MACROECONOMIC OVERVIEW

In CY16, the global economy noticed an unstable growth, due to shifting policies and heightened uncertainty the growth stood at 3.1% in 2016 vis-à-vis 3.4% in 2015. The Indian economy on the other hand, is on a robust growth trajectory and boasts of a stable annual growth rate, rising forex reserve and booming capital markets. In FY 17 the economy expanded by 7.1%.

At the backdrop of a robust macro-economic stability, the year was marked by two major domestic policy developments, the passage of the GST bill and demonetisation. India braved the effects of demonetisation and the economy was the fastest-growing large economy in the world, in spite of such headwinds.

Indian economy is set to grow at 7.4 -7.7% in 2017-18. Consumption & investment are expected to receive a boost from two sources: catch-up after the demonetisation-induced reduction in the last two quarters of 2016-17; and cheaper borrowing costs, which are likely to be lower in 2017 than 2016 by as much as 75 to 100 basis points. Also, the per capita income has already crossed US$1,500 p.a. with the inflation under tight RBI monitoring. On the political front, India has a stable government with a strong leadership which is focused towards structural reforms through initiatives like ease of doing business, Make in India, Skill India, GST and affordable housing.

Infrastructure

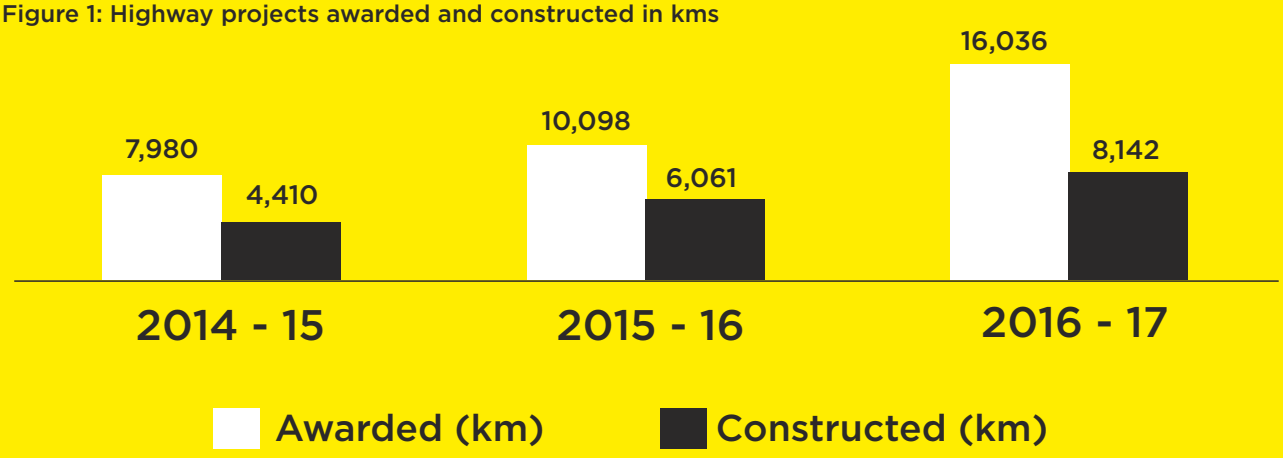
Infrastructure, being the backbone of economic activity, is a high focus area for the Government of India. As per the World Economic Forum's Global Competitiveness Report 2016-17, India's overall infrastructure rank is 68 out of 138 economies - 13 places up from last year. Despite this improvement, India lags most of the BRICS countries as Russian Federation ranked 35, China 42 and South Africa 64. This shows the huge potential in the infrastructure sector. The Government is aware of the importance of infrastructure development and its efforts are targeted towards ensuring time-bound creation of world class infrastructure in the country.

The importance of road infrastructure can be seen from the fact that the transport sector contributes 6% of the country's GDP with road transport having around 70% share. More than 60% of freight and 90% of the passenger traffic in the country is handled by roads. Under Union Budget 2017-18, government has allocated an outlay of USD 58.90 billion for the infrastructure sector; out of which USD 9.51 billion has been provided for the development of highways. The efforts, in the last few years, have yielded results with a continuous increase in highway projects (in Km) awarded and constructed in recent years (see fig 1 below). The country achieved the all time highest figure by building 8,142 kms of roads in the year 2016-17 which is averaging at an all-time high pace of 22.3 kms per day. It, however, still falls short of the ministry's ambitious target of building 15,000 kms for the entire 2016-17 fiscal.

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) etc. The government has also identified development of 2,000 km of coastal roads to improve the connectivity between ports and remote villages. Apart from this, Government has taken several initiatives which includes the monetisation of 75 publicly funded highway projects of value Rs 35,600 crore (US$ 5.32 billion) via toll-operate-transfer (TOT) mode that will fetch adequate funds to finance road construction of 2,700 km length of roads.

There is considerable focus on development of ports as well. Under 'Sagar Mala', a Rs. 8 trillion project, the government is working to modernize India's Ports so that port-led development can be augmented and coastlines can be developed to contribute in India's growth. It proposes fourteen Coastal Economic Zones (CEZ) across major and non-major ports of India to increase country's merchandise exports by US$ 110 billion by 2025. The proposed port-led development is expected to not only reduce logistics costs by optimising movement of cargo, but also impact competitiveness in availability or raw materials, skills, supporting infrastructure and existing industrial agglomeration.
The government, through a series of initiatives, is working on policies to attract significant investor interest.

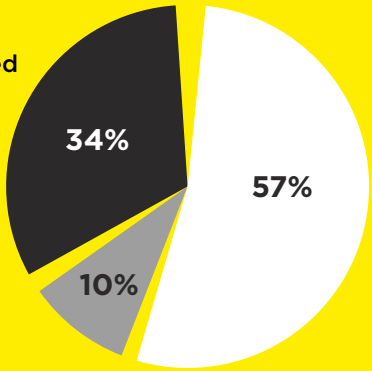
Figure 1: Highway projects awarded and constructed in kms



Source: Ministry of Road Transport and Highways (MoRTH)

The government, over the last 18 months, has focussed on the Hybrid Annuity Model (HAM) to build roads to fast-track highway projects, revive the Public-Private-Partnership (PPP) mode and attract more investments in the sector. Under HAM, the government provides 40 per cent of the project cost to the developer to start work while the remaining investment is made by the developer. An important feature of the model is the allocation of risks between the PPP partners — the Government and the private partner i.e. the developer/investor. The focus of government on the HAM projects can be seen from the fact that in 2016-17, about 57% (based on km) of projects awarded were HAM projects. (See Fig. 2)

Figure 2: Split of projects awarded in 2016-17 (by kms)



Source: Ministry of Road Transport and Highways (MoRTH)

The Infrastructure Investment Trust (InvIT), after getting notified in September 2014, has gained traction only recently. The investment mechanism facilitates capital into the infrastructure sector by pooling small sums of money from investors, helping infrastructure developers monetise their infrastructure assets and complete projects that sometimes get stalled midway due to lack of funding. It helps developers who don't have much headroom left for more equity infusion in projects. They can utilise the funds received from the InvIT to de-leverage their balance sheet and in turn can access additional debt from banks at a better interest rate.

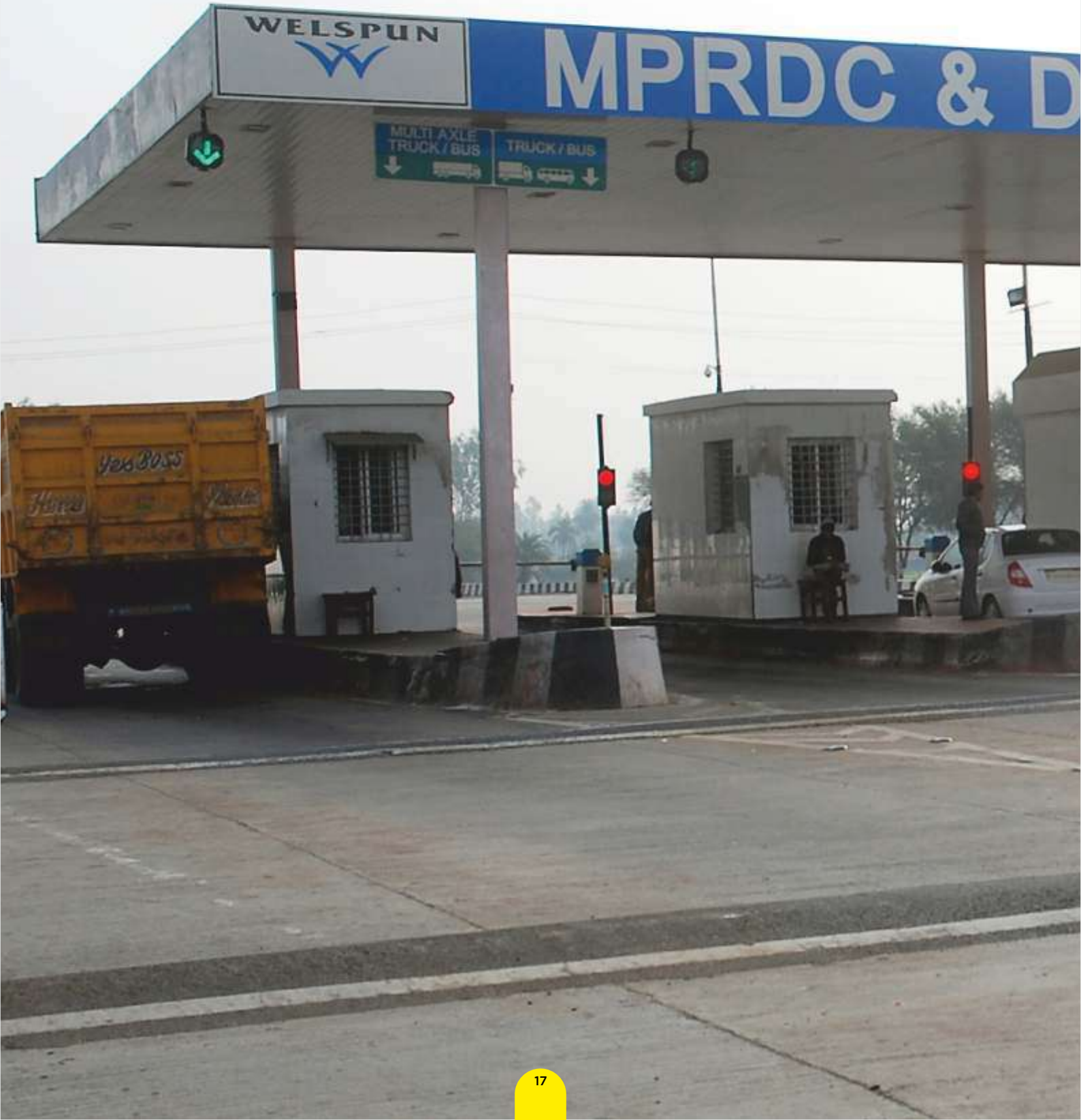
Oil and Gas

The world economy is expected to almost double over the next 20 years, with growth averaging 3.4% p.a. Much of the expected growth in the global economy is driven by emerging economies, with China and India accounting for around half of the increase. This growth will require more energy, thus making the global energy demand grow by about 30% to 2035. India's demand for gas is expected to expand by 162% and oil by 120% by 2035. This increase will majorly be contributed by radical shift in India's GDP structure and promotion of the manufacturing sector, growing population & urbanisation, rising income levels, target of universal access to electricity and step-up in agriculture and allied sectors. Fuel consumption in India increased by 10.7 per cent to a 16-year high of 196.48 million tonnes (MT) in 2016 and the demand for petroleum products is expected to remain high.

The oil and gas sector is among the six core industries in India and plays a major role in influencing decision making for all the other important sections of the economy. More than 80% of the crude oil and 43% of the gas requirement of India is met through imports. This is expected to turn India into the 2nd largest oil importer in the world, behind China, in the future. This has invited government investments worth USD75 billion across the oil & gas value chain under the erstwhile 12th Plan (2012–17) and policy support from the government. The government intends to reduce the import dependence by 10 per cent by 2022. The efforts include:

- The new Hydrocarbon Exploration and Licensing Policy (HELP) which was received quite well by the industry.
- In May 2016, the Government of India launched a bidding round for 67 discovered small onshore and offshore fields in 46 contract areas — with investor - friendly features such as pricing and marketing freedom, simplified revenue-sharing arrangements and no minimum work program stipulation. The auctions witnessed a healthy interest with bids received for nearly 70 per cent of contract areas.
- Introduction of Second Generation (2G) ethanol to augment the 10% ethanol blended petrol programme.

Given this scenario, India provides an emerging energy consumption economy with domestically unmet demand. Any existing or new player can bank on the increasing demand with supportive government policies and increased R&D to tap the opportunity in the oil and gas sector.


WELSPUN
MPRDC & D
MULTI AXLE TRUCK / BUS
TRUCK / BUS
Yes Boss

BUSINESS HIGHLIGHTS

Welspun Enterprises Limited (WEL) is one of the three key companies under the Welspun Group. The Company operates in the infrastructure space with investments in oil & gas space. WEL is unique in the Indian infrastructure space as it has a significant net cash balance (~Rs. 9 billion), unlike most other companies in the space which are burdened with high amount of debt. The Company also has a strong net worth of over Rs. 11 billion. This has set a strong foundation for future growth of the Company.

Strategic Restructuring

In FY17, the Company unlocked value from its investments in the energy business. WEL owned 15.49% minority stake in Welspun Energy, which in turn, held a significant stake in its subsidiary, Welspun Renewable Energy. During the year, Welspun Energy divested its stake in Welspun Renewable Energy to Tata Power in a deal representing the largest transaction in the renewable space in India. The transaction comprised of the sale of 1,141 MW Renewable Power Projects comprising of solar power and wind power projects. This was followed by WEL selling its minority stake in Welspun Energy for Rs. 2.86 billion. This is more than three times the capital invested by the company (~Rs. 0.90 billion).

In order to effectively utilise its cash balance and create shareholder value, the Company bought back around 27 million shares, constituting about 15.5% of the Company's paid-up capital during the year. The buyback was at a price of Rs. 62 per equity share entailing a cash outflow of Rs. 1.67 billion.

As a result of the re-organisation efforts, the Company's credit rating has been upgraded by CARE. The Long term rating has been upgraded to 'A+' from 'A' and short term rating to 'A1+' (highest possible rating) from 'A1'.

Infrastructure

On the infrastructure side of the business, the Company's focus during the year was the Delhi-Meerut Expressway Project Package – 1, awarded to it in Jan 2016. The project was one of the first to be awarded under the Hybrid Annuity Model (HAM) in the country by National Highways Authority of India (NHAI), with the estimated project cost being Rs. 8.4 billion.

The Company achieved financial closure for the project in Sep 2016, again a first in the country for a HAM project. The appointed date for the project was declared as Nov 28, 2016 by NHAI. The work on the project is in full swing with more than 20% completion by March 31, 2017, which is well ahead of the planned schedule. The entire work is expected to be completed well ahead of the scheduled completion date of May 26, 2019. NHAI has also appreciated the outstanding performance and extraordinary speed of work in the project. The Company has invested approximately Rs. 1.05 billion, the entire requirement from the developer, in the SPV till the end of FY17.

Apart from the HAM project, the Company has five operational BOT projects in its portfolio – four in road and one in water. The Company continues to operate and maintain these projects. The total revenue from five projects where the Company owns 100% stake, was around Rs. 370 million. Apart from this, the Company owns 13% equity stake in the road project - Dewas Bhopal Corridor Limited, which can be divested, subject to approval from relevant authorities.

As a roadmap for the future, the Company will continue to bid for upcoming HAM projects cautiously. WEL will target projects where the Company can differentiate itself from other routine players. As part of building its HAM portfolio, WEL will also look at acquiring distressed HAM projects, which are available at reasonable valuations and can be value-accretive to shareholders. The Company would tie-up with other players for projects where WEL would not qualify on its own and can derive synergistic benefits from partnerships. WEL is also studying other opportunities like Toll-Operate-Transfer (TOT) projects.

Oil and Gas

In the Oil & Gas business, the JV Company (Adani Welspun Exploration Ltd.) – where Welspun owns 35% stake- was awarded one of the gas-rich clusters in Mumbai High (B-9 cluster) under the Discovered Small Field bidding process (DSF 2016) in March 2017. The area of the Cluster is 183 Square Kilometres, and comprises of three offshore fields, B-9, B-7 and BRC, located in the Mumbai Offshore basin. The block is in close proximity to AWEL's prospective exploratory block (MB/OSN/2005/2) and ONGC's B-12 area, which is under advanced stage of development.

Under the existing portfolio, AWEL has four other relevant blocks.

- Kutch-1 or GK-OSN-2009/1 - AWEL has 25% stake in this block. This field has already been declared as a potential commercial discovery by the operator - ONGC. Appraisal studies are underway to determine the commercial viability of the block.

- Kutch-2 or GK-OSN-2009/2 - AWEL has 30% stake in this block. This field has also been declared as a potential commercial discovery by the operator - ONGC. Appraisal studies are underway to determine the commercial viability of the block.

- Mumbai Block or MB-OSN-2005/2- AWEL currently holds 100% ownership interest in Phase I. In Phase II of the project, AWEL has a right to farm-out 55% ownership to ONGC for which ONGC board approval has been obtained.

- Palej or CB-ONN-2005/4 – AWEL is trying to revive this block, for which termination notice was served by MoPNG but no termination letter was issued. AWEL had stuck oil in the block and was under the appraisal process.

KEY RISKS

Infrastructure

- Limited avenues for raising long-term funding
- Inadequate regulatory framework
- Requirement of multiple clearances and associated delays
- Inefficiencies in pricing of infrastructure
- Inadequate availability of skilled manpower
- High interest rates

Oil & Gas Exploration

- Commercial viability of discoveries
- Price Volatility of Oil & Gas
- Limitation due to Infrastructure for exploration and evacuation of products.
- Regulatory controls

HUMAN RESOURCES POLICY

Human resource is the biggest asset of the Company and it remains one of the core focus areas. 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. The headcount in the Company as on March 31, 2017 is 504.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Management of the Company maintains adequate internal control systems which are 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 – FY17

Note: *This section discusses the financial performance on a comparable basis. The numbers might differ from the reported numbers.*

The financials are as shown below:

(Rs. Million)

Income Statement Snapshot	Consolidated			Standalone		
Particulars	**FY17**	**FY16**	**YoY Growth**	**FY17**	**FY16**	**YoY Growth**
Total Income	**4,153**	2,908	43%	**3,983**	3,006	33%
PBT Before Exceptionals	381	192	98%	427	312	37%
PBT	**151**	(40)	-	**534**	383	39%

(Rs. Million)

Consolidated Balance Sheet Snapshot	March 31, 2017	March 31, 2016
Net Worth	**12,584**	**14,210**
Gross Debt	1,503	942
Cash & Cash Equivalents	10,785	8,769
Net Debt /(Cash)	**(9,282)**	**(7,828)**
Other Long Term Liabilities	288	370
Total Net Fixed Assets (incl. CWIP)	3,032	2,324
Net Current Assets (Excluding Cash & Cash Equivalents)	(1,289)	172
Other Long Term Investments and Assets	1,843	4,244

Note: Cash & Cash Equivalents includes liquid Investments & ICDs

INCOME FROM OPERATIONS

Total income up 43% to Rs. 4,153 million from Rs. 2,908 million, primarily contributed by progress on the Delhi- Meerut road project.

PROFITABILITY

Profit before tax (before exceptional) almost doubled to Rs. 381 million in FY17 from Rs. 192 million in FY16. Profit before tax showed a considerable increase, growing to Rs. 151 million in FY17 from Rs. (40) million in FY16.

NETWORTH

Networth was at Rs. 12,584 million in FY17 as compared to Rs. 14,210 million in FY16.

DEBT

The Company gross debt stands at Rs. 1,503 million in FY17 compared to Rs. 942 million in FY16. The increase was primarily on account of the debt taken for the construction of the Delhi-Meerut project. Taking into consideration, cash and cash equivalents of Rs. 10,785 million, the Net Debt/(cash) stood at Rs. (9,282) million in FY17 as compared to Rs. (7,828) million in FY16.

FIXED ASSETS

The net fixed assets (incl. CWIP) of the company stood at Rs. 3,032 million in FY17 as compared to Rs. 2,324 million in FY16. The increase was primarily on account of capitalization of the Delhi-Meerut project partly offset by the depreciation of the existing assets.

CREDIT RATINGS

As a result of the Company's consolidation efforts, the credit ratings of the Company have also been upgraded by CARE. The rating has been revised to "A+" from "A" in respect of long-term facilities and to "A1+" (highest possible rating) from "A1" for short-term facilities.

Directors' Report

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

Your directors have pleasure in presenting the 23rd Annual Report of your Company along with the Audited Financial Statement for the financial year ended March 31, 2017.

1. FINANCIAL RESULTS:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2016 - 17	FY 2015 - 16	FY 2016 - 17	FY 2015 - 16
Revenue from operations	30,053	18,485	31,435	18,805
Other Income	7,058	9,531	7,188	8,390
Interest Income	2,715	2,043	2,908	1,883
Total Income	**39,826**	**30,059**	**41,531**	**29,078**
Total Expenditure	**35,558**	**26,943**	**37,519**	**27,488**
Share of profit/ (loss) from associate and joint venture	-	-	(202)	332
Profit Before Tax	**4,268**	**3,116**	**3,810**	**1,922**
Exceptional Items	1,068	718	(2,300)	(2,319)
Tax expenses/ (credit)	1,009	(470)	1,014	(460)
Profit for the year	4,327	4,304	496	63
Other Comprehensive Income	(5)	(2)	(4)	(3)
Total Comprehensive Income	**4,322**	**4,302**	**492**	**60**
Earnings Per Share				
Basic	2.49	2.48	0.29	0.04
Diluted	2.48	2.47	0.28	0.04

The financial statements have been prepared in accordance with the applicable accounting standards.

2. PERFORMANCE HIGHLIGHTS:

Performance highlights for the year under report are as under:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2016 - 17	FY 2015 - 16	FY 2016 - 17	FY 2015 - 16
Contract Receipts & Other Operating Income	27,255	15,368	27,738	14,963
Toll Collection	2,798	3,117	3,697	3,842

3. DIVIDEND & TRANSFER TO RESERVES:

The Board is pleased to recommend a dividend @ 7.5% for the year ended March 31, 2017 i.e. Re.0.75 per equity share of Rs.10/- each fully paid up out of the accumulated profits.

The Board of Directors approved and adopted Dividend Distribution Policy of the Company setting out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to the shareholders and/ or retaining the profits earned by the Company. As per

the Policy, the Board will endeavor to achieve distribution of an amount of profit subject to maximum of 25% of Profit after Tax for a financial year, on consolidated basis or standalone basis whichever is higher. The Policy is available on your Company's website at:

http://www.welspunenterprises.com/userfiles/file/WEL%20Dividend%20Distribution%20Policy%20%20(1).pdf

Futher, no amount is proposed to be transfered to reserves of your Company.

4. BUY BACK OF EQUITY SHARES:

During the year, the Company has bought back 26,987,479 (15.49%) equity shares of Rs. 10 each fully paid up, for a total consideration of Rs. 1,673,223,698/- in accordance with the provisions of Sections 68, 69, 70 of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.

5. INTERNAL CONTROLS:

Your Company has adequate internal control system, which is commensurate with the size, scale and complexity of its operations. Your company has a process in place to continuously monitor existing controls and identify gaps and implement new and improved controls wherever the effect of such gaps would have a material impact on your company's operation.

6. SUBSIDIARIES/JOINT VENTURES COMPANIES:

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

Your company's policy on Material Subsidiary as approved by the Board is uploaded on your Company's website www.welspunenterprises.com and a web link thereto is:

http://www.welspunenterprises.com/userfiles/file/Policy%20for%20governance%20of%20Material%20and%20other%20Subsidiaries.pdf

7. AUDITORS AND AUDITORS' REPORT:

a) Statutory Auditors

Your company's Auditors, M/s. MGB & Co. LLP, Chartered Accountants who have been appointed up to the conclusion of the 26th Annual General Meeting, subject to ratification by the members of your Company at every Annual General Meeting, have given their consent to continue to act as the Auditors of your Company. M/s.MGB & Co. LLP, Chartered Accountants is holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Members are requested to ratify their appointment as the Auditors of the Company and to fix their remuneration by passing an ordinary resolution under Section 139 of the Companies Act, 2013.

The Auditors' observation, if any, read with Notes to Accounts are self-explanatory and therefore does not call for any comment.

b) Cost Auditors

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company, on the recommendations of the Audit committee, has appointed M/s Kiran J Mehta and Co., Cost Accountants (Firm Registration Number 000025) as the Cost Auditors of your company for the financial year 2017-18. Members are requested to ratify their remuneration by passing an ordinary resolution.

The Company had appointed M/s. Kiran J. Mehta & Co., Cost Accountants, as the Cost Auditors of the Company for the financial year 2016-17. The Cost Audit Report for the Financial year 2015-16 was e-filed on September 26, 2016. The Cost Audit for the financial year 2016-17 is in progress and the report will be e-filed to Ministry of Corporate Affairs, Government of India in due course.

c) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of your Company has appointed M/s. S. S. Risbud & Co., Company Secretaries as the Secretarial Auditor of your company for the financial year 2017-18.

The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed with the report as Annexure - 2. There is no qualification, reservation or adverse remark or disclaimer made by the Company Secretary in Practice in the Secretarial Audit Report.

d) Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government

The Statutory Auditors of your Company have not reported any fraud to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013 read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

8. SHARE CAPITAL & LISTING:

a) Issue of equity shares with differential rights

The Company does not have any equity share with differential rights and hence disclosure as required under Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is not required.

b) Issue of sweat equity shares

During the year under report, the Company has not allotted any sweat equity share. Therefore, disclosure as required under Rule 8 (13) of the Companies (Share Capital and Debentures) Rules, 2014 is not required.

c) Issue of employee stock options

During the financial year, 240,000 options were granted to the Managing Director in terms of "Welspun Managing Director Stock Option Plan -2014" ("MDESOP-2014"). Further, your company allotted 2,40,000 equity shares to the Managing Director against the options granted in the last year and exercised by him after vesting.

During the financial year 2016-17, there has been no change in the MDESOP-2014. Further, it is confirmed that the ESOP Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014. The applicable disclosures as stipulated under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 read with SEBI circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 with regard to MDESOP-2014 are available on the website of your Company at www.welspunenterprises.com and weblink thereto is:
http://www.welspunenterprises.com/userfiles/file/WEL-MDESOP%20disclosure_2016-17.pdf

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 during FY 2016-17		240,000
b	Options vested during FY 2016-17		240,000
c	Options exercised during FY 2016-17		240,000
d	Total number of shares arising as a result of exercise of Options		240,000
e	Options lapsed		Nil
f	Exercise Price		Nil
g	Variation of terms of options		N.A.
h	Money realized by exercise of options		Nil
i	Total number of options in force		240,000
j	Employee wise details of options granted to	Key Managerial Personnel	240,000
		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		2.48
l	Weighted - average exercise price (Rs.)		Nil
m	Weighted - average fair values of options (Rs.)		53.23 (as per Black Scholes Valuation model)

The Company has expensed out cost of issuance of ESOPs by using the fair value method for valuation and accounting of the aforesaid stock options as per SEBI (Share Based Employee Benefits) Regulations, 2014.

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 purchase of, or subscription to, shares in the 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 with respect to shares held in unclaimed suspense account

The details of the unclaimed shares account as required to be disclosed pursuant to Point F to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Aggregate number of shareholders and the outstanding shares in the unclaimed shares account lying at the beginning of the year		Number of shareholders who approached issuer for transfer of shares from unclaimed shares account during the year		Number of shareholders to whom shares were transferred from unclaimed shares account during the year		Aggregate number of shareholders and the outstanding shares in the unclaimed shares account lying at the end of the year	
No. of Shares	No. of Holders	No. of Shares	No. of Holders	No. of Shares	No. of Holders	No. of Shares	No. of Holders
31,800	212	-	-	-	-	31,800	212

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

f) Listing with the stock exchanges

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

Annual listing fees for the financial year 2017-18 have been paid to BSE and NSE.

9. FINANCE:

a) Credit Rating

Your company has been assigned credit rating of "CARE A +" (Single A Plus) in respect of long term bank facilities and "CARE A1+" (A one Plus) in respect of short term bank facilities, by Credit Analysis & Research Limited ("CARE").

b) 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.

10. EXTRACT OF THE ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of the annual return in Form MGT-9 is attached to this Report as Annexure-3.

11. 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. Within the limited scope available for saving energy in construction contracts, every effort is being made for conserving and reducing its consumption.

The Company has implemented Project System Module of SAP to monitor daily road projects of HAM (Hybrid Annuity Model) projects. The Company has adopted quality monitoring technology for construction of roads/ Structures in HAM projects.

Details of the Foreign Exchange Earnings and Outgo are as under:

Foreign Exchange Earnings: Nil
Foreign Exchange Outgo: Nil

12. CORPORATE SOCIAL RESPONSIBILITY (CSR):

In view of the absence of average net profit for the past three financial years computed in accordance with Section 198 of the Companies Act, 2013, your company need not contribute any amount for CSR activities as required under Section 135 of the Companies Act, 2013 read with The Companies (Corporate Social Responsibility) Rules, 2014.

Your company's CSR Policy is hosted on your company's website www.welspunenterprises.com and a web link thereto is: http://www.welspunenterprises.com/userfiles/file/CSR%20Policy%20-.pdf

Disclosure as required under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Report as Annexure – 4.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Your company's Board comprises of a mix of executive and non-executive directors with considerable experience and expertise across a range of fields such as finance, accounts, general management and business strategy. The details of the directors and their meetings held during the year have 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, the following changes took place in the Board of Directors of the Company:

Ms. Mala Todarwal (DIN: 06933515) has been re-appointed by the Members of the Company at the Annual General Meeting held on September 30, 2016 as an independent director for three consecutive years as w.e.f. August 05, 2016 to hold office for three consecutive years for the second term up to August 04, 2019 by way of passing a special resolution pursuant to the provisions of Section 149 of the Companies Act, 2013.

Mr. Dhruv Subodh Kaji (Din : 00192559) was appointed as an additional independent director with effect from May 30, 2017, whose term is expiring at the forthcoming Annual General Meeting. Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from a member proposing Mr. Kaji for appointment as a director of the Company. Accordingly, a resolution proposing his appointment has been included in the notice convening the Annual General Meeting. Mr. Kaji meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

There is no change in Key Managerial Personnel.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sandeep Garg (DIN: 00036419) and Mr. Mintoo Bhandari (Din : 00054831) are retiring by rotation at the forthcoming Annual General Meeting and being eligible, they have been recommended for re-appointment by the Board.

Details about the directors being appointed / re-appointed are given in the Notice of the 23rd 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 your company have given their 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) Formal Annual Evaluation

The Company followed the evaluation process with specific focus on the performance vis-à-vis the plans, meeting of challenging situations, performing of leadership role within, and effective functioning of the Board etc. which was largely in line with the SEBI Guidance Note on Board Evaluation dated January 5, 2017. The evaluation process invited through IT enabled platform sought graded responses to a structured questionnaire for each aspect of the evaluation viz. 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. For the financial year 2016-17, the annual performance evaluation was carried out by the Independent Directors, Nomination and Remuneration Committee and the Board, which included evaluation of the Board, Independent Directors, Non-independent Directors, Executive Directors, Chairman, Committees of the Board, Quantity, Quality and Timeliness of Information to the Board. All the results were satisfactory.

d) Familiarization program for Independent Directors

The familiarization program aims to provide the Independent Directors with the scenario with the infrastructure industry, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant development so as to enable them to take well-informed decisions in timely manner. The familiarization program also seeks to update the directors on their knowledge, roles, responsibilities, rights and duties under the Act and other statutes.

The policy on Company's familiarization program for independent directors is hosted on the Company's website www.welspunenterprises.com and a web link thereto is:
http://www.welspunenterprises.com/userfiles/file/Familiarisation%20program.pdf

e) Policy on directors' appointment, remuneration and other details

The salient features of your Company's "Nomination and Remuneration Policy" on directors' appointment, remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in Point No. "V. NOMINATION AND REMUNERATION COMMITTEE" of the Corporate Governance Report, which forms part of this report.

f) Number of meetings of the Board

The Board met 6 times during the financial year 2016-17, the details of which are given in the Corporate Governance Report forming part of this Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

g) Committee of the Board of Directors

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

14. VIGIL MECHANISM:

Your Company has adopted Whistle Blower Policy and Vigil Mechanism for its directors and employees in terms of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the 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/Whistle%20Blower%20Policy%20and%20Vigil%20Mechanism.pdf

15. LOANS, GUARANTEES AND INVESTMENTS:

Pursuant to Section 186(11)(a) of the Companies Act, 2013, your company, being a company engaged in the business of providing infrastructural facilities, is exempt from the requirement of providing the particulars of loans made, guarantees given or securities provided.

For the particulars of the investments made by your company during the period under report, refer Note 6 and 12 of the standalone financial statement.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into by your company during the year under report were

on an arm's length basis and were in the ordinary course of business, to serve the mutual needs and the mutual interest except that the sale of entire investment of the Company in the equity share capital of Welspun Energy Private Limited to Welshop Trading Private Limited, although was at an arm's length and mutually suitable but was considered to be of an extraordinary nature, a members' resolution for which was passed by unrelated members in terms of Section 188 of the Companies Act,2013, through Postal Ballot based on consolidated report of the Scrutinizer dated February 01, 2017. For the details of the related party transactions, please refer Note No. 54 of Notes to Accounts to the standalone financial statement.

The Audit Committee has given its omnibus approval for the transactions which could be envisaged and the same is valid for one financial year.

The Company's policy on dealing with Related Party Transactions as required under Regulation 23 of LODR is disclosed on the Company's website www.welspunenterprises.com and a web link thereto is as under:

http://www.welspunenterprises.com/userfiles/file/Related%20Party%20Transaction%20Policy.pdf

Disclosures as required under the Companies Act, 2013 are given in Form AOC-2 annexed as Annexure 5 to this Report.

17. MANAGERIAL REMUNERATION:

a) Details of the ratio of the remuneration of each executive director to the median employee's remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

i) The ratio of remuneration of Mr. Balkrishan Goenka, Chairman (Executive) and Mr. Sandeep Garg, Managing Director to the median remuneration of the employees of the Company was 1: 88 and 1:304 (including the value of ESOPs and remuneration from associate company) respectively.

ii) The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year : Managing Director : 9% (excluding ESOP and one-time bonus), Chief Financial Officer : 14 % and Company Secretary : 11%.

iii) The percentage increase in the median remuneration of employees in the financial year 2016-17 was 5%.

iv) 504 permanent employees were on the roll of the Company as on March 31, 2017.

v) Market Capitalization of the Company as on March 31, 2017 was Rs. 12,313,699,482 (post Buy-Back) and as on March 31, 2016, it was Rs.8,223,415,279.

vi) The share price increased to Rs.83.60 (BSE closing Price) as on March 31, 2017 in comparison to Rs. 30 (the rate at which the Company came out with the public issue in the year 2004).

vii) Average percentile increase in the salaries of employees (other than the managerial personnel), and of the managerial personnel, in the FY 2016-17 was 9% and 6% (excluding ESOP and one-time bonus) respectively. Percentile increase in managerial remuneration is lower than the percentile increase in the salaries of other employees because there was no increases in the remuneration to executive chairman.

viii) The Profit before Tax of the Company for FY 2016-17 was Rs. 5,336/- (in Lakhs) whereas Managing Director's, the Chief Financial Officer's, and the Company Secretary's, remuneration were Rs. 416 Lakhs (including Rs.120 Lakh paid from associate company and the ESOPs Perquisites); Rs. 72 Lakh and Rs. 14 Lakh respectively .

ix) We affirm that the remuneration is as per the remuneration policy of the Company.

b) Details of the top ten employees in terms of the remuneration drawn and the name of every employee of the Company as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

(₹ in Lakhs)

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	57 years	16/07/2012	*416	BE, 36 yrs.	ILFS, Delhi	Permanent	0.65	No	NA
Banwari Lal Biyani	Director-Operation Head – BOT & EPC	58 years	01/08/2014	139	AICWA, 39 yrs	Ispat Industrial Ltd., Mumbai	Permanent	0.00	No	NA

Asim Chakrab-orty	Director-COO - Highways	56 years	23/01/2003	129	BE, 36 years	Gherzi Eastern Limited	Permanent	0.00	No	NA
Shriniwas Kargutkar	Chief Financial Officer	59 years	15/05/2008	75	CA, 33 yrs	Welspun Corp Ltd.	Permanent	0.00	No	NA
Narendra Bhandari	President – Finance and Acounts	56 years	25/09/2009	67	CA, 31 yrs	Welspun Maxsteel Limited	Permanent	0.00	No	NA
V Rambala-krishnan	Senior Vice President – Execution	51 years	04/03/2016	93	BE, MBA, 28 yrs	Reliance Infrastructure Ltd.	Permanent	0.00	No	NA
Lalit Kumar Jain	Senior Vice President-Finance and Accounts	47 years	23/04/2012	75	CA, 22yrs	Essar Projects India Ltd., Mumbai	Permanent	0.00	No	NA
Prateek Rungta	Vice President –Head – Supply Chain Management	48yrs	16/02/2010	60	BE, 26 yrs	Ispat Industries Limited	Permanent	0.00	No	NA
Vinoo Sanjay	Assistant Vice President – EA to MD	43yrs	05/12/2009	55	MS/ PGDM -IIM, 12 yrs	Feedback Ventures Pvt Ltd	Permanent	0.00	No	NA
Mahesh Rohra	Senior General Manager – Estimation & Engineering	50 yrs	18/07/2013	56	BE,25 yrs	Shriram EPC Ltd	Permanent	0.00	No	06/02/2017

*Includes Rs. 120 Lakhs paid from associate company and the ESOPs perquisites.

c) Particulars of the remuneration payable/paid to the executive directors of the Company for the year under report is as under:

(₹ in Lakhs)

Particulars	Mr. Balkrishan Goenka-Chairman (Executive)	Mr. Sandeep Garg – Managing Director
Salary & Allowance	Rs. 120	Rs. 276* (from Apr 1, 2016 to Mar 31, 2017)
Perquisites	NIL	ESOPs Perquisite : Rs. 140
Commission	2% of the annual profit (excluding profit/loss from capital receipts and assets disposition) of your Company on consolidated basis. Payable/Paid : Nil	NIL
Details of fixed component	Rs. 120	Rs. 276*
Service Contract/Term of appointment	5 years from May 29, 2015 to May 28, 2020	5 years from July 16, 2012 to July 15, 2017
Notice Period (as per Company policy)	3 months	3 months
Severance Fees	NIL	NIL
Stock Options	NIL	Up to 1,200,000 as under:

No. of ESOPs	Date of Grant	Date of Vesting	Date of Exercise
7,20,000	16-02-2015	16-02-2016	17-02-2016
2,40,000	14-07-2015	14-07-2016	18-07-2016
2,40,000	14-07-2016	14-07-2017	N.A.

*includes Rs. 120 Lakhs paid from associate company.

d) No remuneration or perquisite was paid to, and no service contract was entered into with, the non-executive directors (including independent directors) of your Company except for the payment of the following sitting fees for attending meetings of Board / Committees of the Board/general meetings for the FY 2016-17.

Sr. No.	Name of the Director	Sitting Fees (Rs.)
1	Mr. Mohan Tandon	521,000
2	Mr. Ram Gopal Sharma	459,000
3	Ms. Mala Todarwal	371,000
4	Mr. Mintoo Bhandari	168,000
5	Mr. Utsav Baijal	234,000
6	Mr. Yogesh Agarwal	150,000

The above mentioned sitting fees paid to the non-executive directors was in line with the Nomination and Remuneration Policy of your Company. The sitting fees paid to the directors was within the limits prescribed under the Companies Act, 2013 for payment of sitting fees and therefore prior approval of the members as stipulated under Regulation 17 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not required.

e) Mr. Sandeep Garg, Managing Director of the Company was not in receipt of any commission from your Company nor any remuneration or commission from your Company's subsidiary companies.

f) Mr. Balkrishan Goenka, Chairman (Executive) of the Company, who was in receipt of remuneration of Rs. 12,000,000 from your Company and was entitled for commission of 2% of the annual profit (excluding profit/loss from capital receipts and assets disposition) of your Company on consolidated basis, was not in receipt of any remuneration or commission from your Company's subsidiary companies.

g) Apart from Sitting Fees for meetings, there is no pecuniary transaction entered into by the non-executive directors with your company.

18. SHAREHOLDING OF THE DIRECTORS OF THE COMPANY AS ON MARCH 31, 2017:

Refer corporate governance report for detail of shareholding of directors

Except as mentioned in the Corporate Governance Report, none of other directors hold any shares in the Company.

19. CORPORATE GOVERNANCE CERTIFICATE:

The compliance certificate obtained from M/s. S.S. Risbud & Co, Company Secretaries regarding compliance of the conditions of corporate governance as stipulated under Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with this Report.

20.RISK MANAGEMENT POLICY:

With its fast and continuous expansion in the volume of businesses in the highly competitive & challenging scenario, the Company is exposed to plethora of risks which may adversely impact growth and profitability. 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 had formulated structured Risk Management Policy to effectively address such risks namely strategic, business, regulatory and operational risks especially road projects.

The Policy envisages identification of risks together with the impact that these may have on the business objectives. It also provides a mechanism for categorization of risks into Low, Medium and High according to the severity of risks. The risks identified are reviewed by a committee of senior executives and the Managing Director of the Company and appropriate actions for mitigation of risks are advised. The risk profile is updated on the basis of change in the business environment.

For the key business risks identified by your Company please refer to the Management Discussion and Analysis which is part of this Report.

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. the directors 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. the directors had 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. the directors had 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. the directors 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, there was no change in the general nature of business of your company.
- No material change or commitment has occurred which would have affected the financial position of your company between the end of the financial year to which the financial statements relate and the date of the 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.
- Further, the Board of your company approved the Policy on Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace and formed Internal Complaints Committee for each location 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 partner in your company's progress and achievement of its objectives.

For and on behalf of the Board of Directors

Balkrishan Goenka
Chairman
DIN: 00270175

Place: Mumbai
Date : May 30, 2017

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

(₹ in Lakhs)

1.	Sr. No.	1	2	3	4	5	6	7
2.	Name of the subsidiary	MSK Projects (Himmat-nagar Bypass) Private Limited	MSK Projects (Kim Mandavi Corridor) Private Limited	Anjar Water Solutions Private Limited (Formerly Known as Welspun Road Projects Private Limited)	Welspun Build-Tech Private Limited (Formerly Known as Welspun Construction Private Limited)	Welspun Natural Resource Private Limited	Welspun Delhi Meerut Expressway Private Limited	ARSS Bus Terminal Private 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.
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
5.	Share Capital	24	673	1	1	3,188	500	1,863
6.	Instruments entirely equity in nature	-	2,152	-	1,712	14,424	10,055	-
7.	Reserves and Surplus /Other Equity	387	(650)	(8)	(3)	(5,607)	75	(18)
8.	Total Assets	418	4,846	1	1,711	23,901	22,801	1,854
9.	Total Liabilities	7	2,671	8	1	11,896	12,171	9
10.	Investments	-	-	-	-	4,508	-	1,150
11.	Turnover	441	458	-	-	-	19,721	-
12.	Profit Before Taxation	24	(340)	*(0)	(1)	(1,230)	75	(5)
13.	Provision For Taxation	-	-	-	-	-	-	-
14.	Profit After Taxation	19	(340)	*(0)	(1)	(1,230)	75	(5)
15.	Proposed Dividend	-	-	-	-	-	-	-
16.	% of shareholding	100%	100%	100%	100%	100%	100%	100%

* "0" denotes less than Rs 50,000/-

Notes: 1. Names of subsidiaries which are yet to commence operations: Anjar Water Solutions Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year: No subsidiary was sold during the year

Part "B": Associates and Joint Ventures

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

(₹ in Lakhs)

Name of Associates / Joint Ventures	
1. Latest audited Balance Sheet Date	**March 31, 2017**
2. Shares of Associate/Joint Ventures held by the Company on the year end	
No. of Shares	4,654,997
Amount of Investment in Associates / Joint Venture	4,508
Extend of Holding %	35%
3. Description of how there is significant influence	Your Company through its wholly owned subsidiary Welspun Natural Resources Private Limited holds more than 20% voting power of Adani Welspun Exploration Limited.
4. Reason why the associate/joint venture is not consolidated	NA
5. Networth attributable to Shareholding as per latest audited Balance Sheet	3,109*
6. Profit / Loss for the year	
i. Considered in Consolidation	(322)
i. Not Considered in Consolidation	-

Note : * including Ind AS adjustments

Notes :

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

For and on behalf of the Board of Directors

Balkrishan Goenka
Chairman
DIN: 00270175

Sandeep Garg
Managing Director
DIN: 00036419

Date : May 30, 2017
Place: Mumbai

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Annexure - 2

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

To,
The Members,
Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)
Welspun City, Village Versamedi, Anjar,
Gujarat – 370110
CIN: L45201GJ1994PLC023920
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 called "the Company"). 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 authorized 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, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We 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, 2017 according to the provisions of:

i) The Companies Act, 1956 / 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'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) 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;

e) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015;

f) The Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guideline 1999 and the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations 2014 notified on October 28, 2014;

g) The Securities and Exchange Board of India (Buy Back of Securities) Regulations , 1998.

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009.

i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008 (No event occurred requiring compliance during the audit period) and

j) The Securities Contract Regulation Act, 1956 and the rules made under that act with regards to maintenance of minimum public shareholding.

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India on the meetings of the Board of Directors and general meetings.

ii) The Listing Agreements entered into by the company with the BSE Limited (BSE) and The National Stock Exchange of India (NSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. As mentioned above.

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 Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance to the Act 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 decision is 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.

We further report that during the audit period the Company has not undertaken any event /action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For S.S. RISBUD & CO.
Company Secretaries

Sanjay S. Risbud
Proprietor
Membership No. 13774
C.P. No.: 5117

Place: Mumbai
Date : May 30, 2017

Note: This report is to be read with our letter of even date which is annexed as Annexure A herewith and forms as integral part of this report.

ANNEXURE A

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

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our Audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.

6. The Secretarial Audit Report is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S.S. RISBUD & CO.
Company Secretaries

Sanjay S. Risbud
Proprietor
Membership No. 13774
C.P. No.: 5117

Place: Mumbai
Date : May 30, 2017

Annexure - 3

Form No. MGT – 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 2017

[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 asWelspun 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, District Kutch, Gujarat-370110. Contact: The Company Secretary, Tel: 02836-662222; Email: companysecretary_wel@welspun.com
(vi)	Whether listed company:	Yes, equity shares listed on: • National Stock Exchange of India Limited (NSE) • The BSE Limited (BSE)
(vii)	Name, address and contact details of Registrar and Transfer Agent :	Link Intime India Private Limited Unit : Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Email - rnt.helpdesk@linkintime.co.in Tele. No.: +91-022-49186000 Fax No. : +91-22-49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and description of main products / services	NIC code of the product / service	% to total turnover of the Company
1	Construction and maintenance of roads/utilities etc	42101	79.82%

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 707-708, Sterling Center, R C Dutt Road, Alkapuri, Vadodara, Gujarat - 390005	U45200GJ2005PTC045753	Subsidiary	100.00	2(87)(ii)
2.	MSK PROJECTS (KIM MANDVI CORRIDOR) PRIVATE LIMITED 707-708, Sterling Center, R C Dutt Road, Alkapuri, Vadodara, Gujarat - 390005	U45203GJ2005PTC047076	Subsidiary	100.00	2(87)(ii)
3.	ANJAR WATER SOLUTIONS PRIVATE LIMITED (Formerly known as Welspun Road Projects Private Limited) Welspun House, 7th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra - 400013	U41000MH2010PTC208924	Subsidiary	100.00	2(87)(ii)

4.	WELSPUN BUILD-TECH PRIVATE LIMITED (Formerly known as Welspun Construction Private Limited) B-Wing, 9th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra - 400013	U45200MH2008PTC178766	Subsidiary	100.00	2(87)(ii)
5.	WELSPUN NATURAL RESOURCES PRIVATE LIMITED Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370110	U11201GJ2006PTC064142	Subsidiary	100.00	2(87)(ii)
6.	ARSS BUS TERMINAL PRIVATE LIMITED 73, HIG, BDA Housing Complex, Ekamara Collage Square, Kapil Prasad, Bhubaneswar, Orissa - 751002	U63031OR2010PTC012372	Subsidiary	100.00	2(87)(ii)
7.	WELSPUN DELHI MEERUT EXPRESSWAY PRIVATE LIMITED T-11, 3rd Floor, Vasant Square Mall, Sector-B, Pocket - V, Vasant Kunj, New Delhi 110070	U45203DL2016PTC291178	Subsidiary	100.00	2(87)(ii)
8.	ADANI WELSPUN EXPLORATION LIMITED Adani House, Nr Mithakhalisix Roads, Narangpura, Ahmedabad - 380009	U40100GJ2005PLC046554	Associate	35.00	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital break-up as percentage of Total Equity)

i. Category-wise shareholding

	No. of shares held at the beginning of the year				No. of shares 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	204	-	204	0.00	-
b)Central Govt.	-	-	-	-	-	-	-	-	-
c)State Govt (s)	-	-	-	-	-	-	-	-	-
d)Bodies Corporate	61,315,811	-	61,315,811	35.23	62,815,811		62,815,811	42.64	7.41
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1):-	**61,316,015**	**-**	**61,316,015**	**35.23**	**62,816,015**	**-**	**62,816,015**	**42.64**	**7.41**
(2) Foreign									
a)NRIs – Individuals	-	-	-	-	-	-	-	-	-
b)Other- Individual	-	-	-	-	-		-	-	-
c)Bodies Corporate	3,780,000	-	3,780,000	2.17	2,925,066	-	2,925,066	1.99	(0.18)
d)Any other....	-	-	-	-	-	-	-	-	-
Sub Total (A)(2):-	**3,780,000**	**-**	**3,780,000**	**2.17**	**2,925,066**		**2,925,066**	**1.99**	**(0.18)**
Total shareholding of promoter (A)= (A)(1)+(A)(2)	**65,096,015**	**-**	**65,096,015**	**37.40**	**65,741,081**	**-**	**65,741,081**	**44.63**	**7.23**
B.Public shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	855,134	-	855,134	0.58	0.58
b) Banks / FI	10,684,078	-	10,684,078	6.14	10,664,231	-	10,664,231	7.24	1.10
c)Central Govt.	-	-	-	-	-	-	-	-	-
d)State Govt(s)	-	-	-	-	-	-	-	-	-
e)Venture capital funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	162,000	-	162,000	0.09	162,000	-	162,000	0.11	0.02
g) FIIs	17,968,882	-	17,968,882	10.32	1,900,229	-	1,900,229	1.29	(9.03)
h) Foreign venture capital funds	-	-	-	-	-	-	-	-	-
i) Others -Foreign Portfolio Investors	1,186,606	-	1,186,606	0.68	9,438,596	-	9,438,596	6.41	5.73
Subtotal (B)(1):-	**30,001,566**	**-**	**30,001,566**	**17.24**	**23,020,190**	**-**	**23,020,190**	**15.63**	**(1.62)**

2. Non Institutions									
a) Bodies Corporate									
i. Indian	8,836,616	6,136	8,842,752	5.08	11,607,004	6,124	116,131,28	7.88	2.80
ii. Overseas	25,516,084	-	25,516,084	14.66	-	-	-	-	(14.66)
b) Individual									
i. Individual shareholding nominal share capital upto Rs. 1 lakh	11,134,522	226,120	11,360,642	6.53	11,843,927	221,188	1,20,65,115	8.19	1.66
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	16,475,950	-	16,475,950	9.47	21,830,112	-	21,830,112	14.82	5.35
c) Others -									
i) Qualified Foreign Investors	-	-	-	-	8,714,027	-	8,714,027	5.92	5.92
ii) Clearing Member	699,827	-	699,827	0.40	2,232,532	-	2,232,532	1.52	1.12
iii) Non Resident Indians (Repat & Non Repat)	544,013	33,192	577,205	0.33	917,412	32,352	949,764	0.65	0.31
iv) Hindu Undivided Family	1,623,094	-	1,623,094	0.93	1,095,307	-	1,095,307	0.74	(0.19)
v) Trust	-	-	-	-	-	-	-	-	-
vi) Unclaimed Shares	31,800	-	31,800	0.02	31,800	-	31,800	0.02	0.00
Sub Total (B)(2)	**64,861,906**	**265,448**	**65,127,354**	**37.42**	**58,272,121**	**259,664**	**58,531,785**	**39.74**	**2.31**
Total public shareholding (B) = (B)(1)+(B)(2)	**94,863,472**	**265,448**	**95,128,920**	**54.66**	**81,292,311**	**259,664**	**81,551,975**	**55.37**	**0.69**
C. Shares held by Custodian for GDRs & ADRs	**13,815,600**	**-**	**13,815,600**	**7.94**	**-**	**-**	**-**	**-**	**(7.94)**
Grand Total (A+B+C)	**173,775,087**	**265,448**	**174,040,535**	**100.00**	**147,033,392**	**259,664**	**147,293,056**	**100.00**	**-**

Note: Your Company's paid up share capital increased by 240,000 equity shares on account of issue of Equity shares to the Managing Director under the MD -ESOP Plan and reduced by 2,69,87,479 equity shares during the year ended March 31, 2017 on account of Buy Back of Equity shares. With the change in paid up capital, the % ages referred to above are not exactly comparable for the purposes of arriving the differences.

ii. Shareholding of Promoters :

Sr. 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	120	0.00	Nil	120	0.00	Nil	-
2	Balkrishan Goenka	84	0.00	Nil	84	0.00	Nil	-
3	Krishiraj Trading Limited	34,330,600	19.73	Nil	Nil	Nil	Nil	(19.73)
4	Welspun Mercantile Limited	8,686,620	4.99	Nil	Nil	Nil	Nil	(4.99)
5	Welspun Wintex Limited	8,001,936	4.60	Nil	Nil	Nil	Nil	(4.60)
6	Welspun Infra Developers Limited	7,156,795	4.11	Nil	Nil	Nil	Nil	(4.11)
7	Welspun Zucchi Textiles Limited	60	0.00	Nil	60	0.00	Nil	-
8	Welspun Investments and Commercials Limited	3,139,800	1.80	Nil	3,139,800	2.13	Nil	0.33
9	Anjar Road Private Limited	0	0.00	Nil	58,175,951	39.50	Nil	39.50
10	MGN Agro Properties Private Limited	0	0.00	Nil	1,500,000	1.02	Nil	1.02
	Total of Co-Promoters (A)	**61,316,015**	**35.23**	**Nil**	**62,816,015**	**42.65**	**Nil**	**7.42**
11	Intech Metals S. A.	3,780,000	2.17	Nil	2,925,066	1.99	Nil	(0.18)
	Total of Co-Promoters (B)	**3,780,000**	**2.17**	**Nil**	**2,925,066**	**1.99**	**Nil**	**(0.18)**
	Total of Promoters (A)+(B)	**65,096,015**	**37.40**	**Nil**	**65,741,081**	**44.64**	**Nil**	**7.24**

Note: Your Company's paid up share capital increased by 240,000 equity shares on account of issue of Equity shares to the Managing Director under the MD -ESOP Plan and reduced by 2,69,87,479 equity shares during the year ended March 31, 2017 on account of Buy Back of Equity shares. With the change in paid up capital, the % ages referred to above are not exactly comparable for the purposes of arriving the differences.

iii. Change in Promoter groups' shareholding:

Sr. No.	Particulars	Shareholding at the beginning of the year			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**	65,096,015	174,040,535	37.40	65,096,015	174,040,535	37.40
2	**Increase in Promoter Group shareholding due to Market Purchases by MGN Agro Properties Private Limited on March 23, 2017**						
	March 23, 2017	1,500,000	147,293,056	1.02	66,596,015	147,293,056	38.42
3	**Change in Promoter Group shareholding % due to Buy Back of Equity shares of Intech Metals S.A. shares (Foreign Co-promoter)**						
	Promoter Shareholding	(854,934)	147,293,056	0.58	65,741,081	147,293,056	0.58
4	**At the end of the year**	65,741,081	147,293,056	44.63	65,741,081	147,293,056	44.63

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

Sr. No.		Shareholding at the beginning of the year		Transactions during the year			Cumulative Shareholding during the year	
	For each of the top ten shareholders	No. of shares	% of total shares of the Company	* As on Date	Increase/ (Decrease) in share holding	Reason for Increase/ (Decrease)	No. of shares	% of total shares of the Company
1	**LIFE INSURANCE CORPORATION OF INDIA**							
	At the beginning of the year	10,098,804	6.86	-	-	-	10,098,804	6.86
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	10,098,804	6.86
	At the end of the year	-	-	-	-	-	**10,098,804**	**6.86**
2	**INSIGHT SOLUTIONS LTD**							
	At the beginning of the year	-	**0.00**	-	-	-	-	**0.00**
	Increase /(Decrease) in shareholding during the year	-	-	January 27, 2017	13,815,600	-	13,815,600	9.38
		-	-	March 24, 2017	(5,101,573)	Buy Back of shares	8,714,027	5.92
	At the end of the year	-	-	-	-	-	**8,714,027**	**5.92**
3	**MERRILL LYNCH MARKETS SINGAPORE PTE. LTD**							
	At the beginning of the year	-	**0.00**	-	-	-	-	-
	Increase /(Decrease) in shareholding during the year	-	-	August 26, 2016	14,133,927	-	14,133,927	9.60
				September 02, 2016	(104,290)	Sale	14,029,637	9.52
				September 09, 2016	(39,652)	Sale	13,989,985	9.50
				September 16, 2016	(430,244)	Sale	13,559,741	9.21
				September 23, 2016	(2,516,195)	Sale	11,043,546	7.50
				September 30, 2016	(233,678)	Sale	10,809,868	7.34
				February 17, 2017	(12,542)	Sale	10,797,326	7.33
				February 24, 2017	(451,616)	Sale	10,345,710	7.02
				March 03, 2017	(144,047)	Sale	10,201,663	6.93
				March 10, 2017	(342,398)	Sale	9,859,265	6.69
				March 17, 2017	(400,000)	Sale	9,459,265	6.42
				March 24, 2017	(100,000)	Sale	9,359,265	6.35
				March 31, 2017	(1,064,339)	Sale	8,294,926	5.63
	At the end of the year	-	-	-	-	-	**8,294,926**	**5.63**

4	**DILIPKUMAR LAKHI**							
	At the beginning of the year	**4,743,803**	**3.22**	-	-	-	**4,743,803**	**3.22**
	Increase /(Decrease) in shareholding during the year	-	-	August 26, 2016	6,500	Purchase	4,750,303	3.23
		-	-	December 30, 2016	25,03,195	Purchase	7,253,498	4.92
				January 13, 2017	5,000	Purchase	7,258,498	4.93
				March 31, 2017	(10,000)	Sale	7,248,498	4.92
	At the end of the year						**7,248,498**	**4.92**
5	**MENTOR CAPITAL LIMITED**							
	At the beginning of the year	**4,091,802**	**2.78**	-	-	-	4,091,802	**2.78**
	Increase /(Decrease) in shareholding during the year	-	-	July 22, 2016	(58,510)	Sale	4,033,292	2.74
				July 29, 2016	58,510	Purchase	4,091,802	2.78
				September 23, 2016	(20,000)	Sale	4,071,802	2.76
				October 14, 2016	9,000	Purchase	4,080,802	2.77
	At the end of the year	-	-	-	-	-	**4,080,802**	**2.77**
6	**CHIRAG DILIPKUMAR LAKHI**							
	At the beginning of the year	**2,734,309**	**1.86**	-	-	-	**2,734,309**	**1.86**
	Increase /(Decrease) in shareholding during the year	-	-	July 22, 2016	45,000	Purchase	2,779,309	1.89
		-	-	July 29, 2016	59,825	Purchase	2,839,134	1.93
		-	-	February 10, 2017	7,900	Purchase	2,847,034	1.93
	At the end of the year	-	-	-	-	-	**2,847,034**	**1.93**
7	**POLUS GLOBAL FUND**							
	At the beginning of the year	**1,134,000**	**0.77**	-	-	-	**1,134,000**	**0.77**
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	-
	At the end of the year	-	-	-	-	-	1,134,000	0.77
8	**BAKULESH TRAMBAKLAL SHAH**							
	At the beginning of the year	**935,000**	**0.63**	-	-	-	**935,000**	**0.63**
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	-
	At the end of the year						**935,000**	**0.63**
9	**DIMENSIONAL EMERGING MARKETS VALUE FUND**							
	At the beginning of the year	**940,128**	**0.63**	-	-	-	**940,128**	**0.64**
	Increase /(Decrease) in shareholding during the year	-	-	November 18, 2016	(20,690)	Sale	919,438	0.62
				December 02, 2016	(27,561)	Sale	891,877	0.61
				March 24, 2017	(30,402)	Sale	861,475	0.58
	At the end of the year						861,475	0.58
10	**GRANELE LIMITED**							
	At the beginning of the year	**21,023,328**	**14.27**	-	-	-	**21,023,328**	**14.27**
	Increase /(Decrease) in shareholding during the year	-			(21,023,328)	Buy Back of shares	-	-
	At the end of the year						-	**0.00**

* The information is an on the date of weekly BENPOS received from the Registrar and Share Transfer Agent. Exact dates of transaction are not available.

v. Shareholding of Directors and Key Managerial Personnel (KMP):

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Transactions during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date	Increase/ (Decrease) in shareholding	Reason for Increase/ (Decrease)	No. of shares	% of total shares of the Company
	Directors							
1	**Mr. Rajesh R. Mandawewala**							
	At the beginning of the year	120	0.00	-	-	-	120	0.00
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	-	-	-	-	-	120	0.00
2	**Mr. Mohan Tandon**							
	At the beginning of the year	-	0.00	-	-	-	-	0.00
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	-	-	-	-	-	-	0.00
3	**Mr. Ram Gopal Sharma**							
	At the beginning of the year	1	0.00	-	-	-	1	0.00
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	-	-	-	-	-	1	0.00
5	**Mr. Mintoo Bhandari**							
	At the beginning of the year	-	0.00	-	-	-	-	0.00
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	-	-	-	-	-	-	0.00
6	**Mr. Utsav Baijal**							
	At the beginning of the year	-	0.00	-	-	-	-	0.00
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	-	-	-	-	-	-	0.00
7	**Mr. Yogesh Agarwal**							
	At the beginning of the year	-	0.00	-	-	-	-	0.00
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	-	-	-	-	-	-	0.00
8	**Ms. Mala Todarwal**							
	At the beginning of the year	-	0.00	-	-	-	-	0.00
	Increase /(Decrease) in shareholding during the year	-	-	December 28, 2016	400	Purchase	400	0.00
		-	-	December 30, 2016	400	Purchase	800	0.00
	At the end of the year	-	-	-	-	-	800	0.00
9*	**Mr. Dhruv Kaji**							
	At the beginning of the year	-	0.00	-	-	-	-	0.00
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	-	-	-	-	-	-	0.00

	Key Managerial Personnel							
10	**Mr. Balkrishan Goenka- Chairman (Executive)**							
	At the beginning of the year	**84**	**0.00**	**-**	**-**	**-**	**84**	**0.00**
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	**-**	**-**	**-**	**-**	**-**	**84**	**0.00**
11	**Mr. Sandeep Garg - Managing Director**							
	At the beginning of the year	**720,000**	**0.41**	**-**	**-**	**-**	**720,000**	**0.49**
	Increase /(Decrease) in shareholding during the year	-	-	August 05, 2016	240,000	ESOP allotment	960,000	0.65
	At the end of the year	**-**	**-**	**-**	**-**	**-**	**960,000**	**0.65**
12	Mr. Shriniwas Kargutkar - Chief Financial Officer							
	At the beginning of the year	**-**	**0.00**	**-**	**-**	**-**	**-**	**0.00**
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	**-**	**-**	**-**	**-**	**-**	**-**	**0.00**
13	Ms. Indu Daryani - Company Secretary							
	At the beginning of the year	-	**0.00**	-	-	-	-	**0.00**
	Increase /(Decrease) in shareholding during the year	-	-	-	-	-	-	0.00
	At the end of the year	**-**	**-**	**-**	**-**	**-**	**-**	**0.00**

* Appointed with effect from May 30, 2017

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment *(₹ in Lakhs)*

	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	5,756	-	-	5,756
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	35	-	-	35
Total (I + ii + iii)	**5,791**	**-**	**-**	**5,791**
Change in indebtedness during the financial year				
• Addition	642	-	-	642
• Reduction	820	-	-	820
Net change	**178**	-	-	**178**
Indebtedness at the end of the financial year				
i. Principal Amount	5,584	-	-	5,584
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	29	-	-	29
Total (i+ii+iii)	**5,613**	**-**	**-**	**5,613**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director (MD), Whole-Time Directors (WTD) and/or Manager:

(₹ in Lakhs)

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Balkrishan Goenka - Chairman (Executive)	Mr. Sandeep Garg - Managing Director	
1.	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act 1961.	120	251**	371
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	140	140
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	*Stock Options	-	140	140
3.	Sweat equity	-	-	-
4	Commission - As % of profit - Others, specify.....	-	-	-
5	Others, please specify	-	-	-
	Total (A)	**120**	**391**	**511**
	Ceiling as per the Act	Within the limits prescribed under the Companies Act, 2013		

* Included in the value of perquisites u/s 17(2) Income Tax Act, 1961
** Includes Rs. 110 lakhs paid from associate Company

B. Remuneration to other directors

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Mohan Tandon	Mr. Ram Gopal Sharma	Ms. Mala Todarwal	Mr. Mintoo Bhandari	Mr. Utsav Baijal	Mr. Yogesh Agarwal	
1.	**Independent Directors**							
	• Fee for attending board/ committee meetings	5.21	4.59	3.71	-	-	1.50	15.01
	• Commission	-	-	-		-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	**5.21**	**4.59**	**3.71**	**-**	**-**	**1.50**	**15.01**
2.	**Other Non-Executive Directors**							
	• Fee for attending board/ committee meetings	-	-	-	**1.68**	2.34	-	4.02
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total (B) = (1 + 2)	**5.21**	**4.59**	**3.71**	**1.68**	**2.34**	**1.50**	**19.03**
	Total Managerial Remuneration	-	-	-	-	-	-	-
	Overall 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:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Shriniwas Kargutkar, Chief Financial Officer	Ms. Indu Daryani, Company Secretary	Total
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	68	13	81
	b) Value of perquisites u/s. 17(2) Income Tax Act, 1961	-	*0	*0
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	
3	Sweat Equity	-	-	-
4	Commission - As % of profit - Others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	**68**	**13**	**81**

* "0" denotes less than Rs 50,000/-

VI. 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. Company*					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	Section 307(1) of the Companies Act, 1956	Register of Directors Shareholding	Rs.342,000/	National Company Law Tribunal, Ahmedabad Bench	National Company Appellate Tribunal, New Delhi for extension of time for payment
B. Directors*					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	Section 307(1) of the Companies Act, 1956	Register of Directors Shareholding	Rs. 1,368,000/-	National Company Law Tribunal, Ahmedabad Bench	-
C. OTHER OFFICERS IN DEFAULT*					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	Section 307(1) of the Companies Act, 1956	Register of Directors Shareholding	Rs. 342,000/-	National Company Law Tribunal, Ahmedabad Bench	-

*This compounding fees relates to the non-compliance committed prior to 16th August, 2010 i.e. the date of change of control of the Company to the existing promoter group.

Annexure - 4

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   The Company is not only committed to complying with regulations relating to Corporate Social Responsibility but also aims at creating Corporate Social value. The CSR vision is enshrined in the 3E's i.e.: (i) Education; (ii) Empowerment of women; and (iii) Environment and Health.

   These 3E's are implemented through:

   - The programs organized by a trust, Welspun Foundation for Health and Knowledge created by the group;
   - Tie-ups with Non-Governmental Organizations / Developmental Agencies / Institutions; and
   - Facilitating Government initiatives.

   The Company's CSR Policy is disclosed on the website of the Company www.welspunenterprises.com, a web-link of which is as under:
   http://www.welspunenterprises.com/userfiles/file/CSR%20Policy(1).pdf

2. **The Composition of the CSR Committee**

   The Committee comprises of the following three directors as on date of this Report:

   The Committee comprises of 3 directors as on date of this Report, viz. 1) Mr. Ram Gopal Sharma – an Independent Director as the Chairman; 2) Mr. Rajesh Mandawewala - Member; and 3) Mr. Sandeep Garg - Member, Ms. Indu Daryani - Company Secretary is the Secretary to the Committee.

3. **Average net profit / (loss) of the Company for last three financial years:** Rs. (600) lakh.

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** Nil

5. **Details of CSR spent during the financial year.**
   a. Total amount to be spent for the financial year: Nil
   b. Amount unspent, if any: Nil
   c. Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (Location)	Amount Outlay (Budget) project or programs wise (Rs.)	Amount spent on the projects or programs (Sub -heads: (1) Direct expenditure on projects or programs (2) Overheads)	Cumulative expenditure up to the date reporting period	Amount spent : Direct or through implementing agency
Nil							

6. Owing to average net loss of Rs. 600 lakh during the preceding three financial years, your Company could not spend any amount on CSR.

7. It is hereby confirmed by and on behalf of the Corporate Social Responsibility Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

For and on Behalf of the Board

Place: Mumbai
Date : May 30, 2017

Sandeep Garg
Managing Director
DIN: 00036419

Ram Gopal Sharma
Chairman - CSR Committee
DIN : 00026514

Annexure - 5

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 : Not Applicable

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 Contract	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:
1) Sale of Entire Investment in Welspun Energy Private Limited Welshop Trading Private Limited	Contract for sale of entire investment of 15.49% in equity share capital of WEPL at the sale price of Rs. 285.80 Crore receivable immediately on sale plus further sale proceeds receivable in future contingent upon occurrence of certain events.	Single transaction of Sale of Investment completed and the sale price of Rs. 285.80 received. Contingent sale proceeds will be receivable in future if and when certain events occur.	Single transaction of Sale of Investment of 15.49% in equity share capital of WEPL at the sale price of Rs. 285.80 Crore receivable immediately on sale plus further sale proceeds receivable in future contingent upon occurrence of certain events.	23.12.2016	Nil
A promoter group company controlled by the persons controlling Welspun Enterprises Limited. Mr. Balkrishan Goenka and Mr. Rajesh Mandawewala, Directors of the Company, together with their relatives, through Rank Marketing LLP hold equity interest of 89.90% and 10.10 % respectively in Welshop Trading Private Limited.	Sale Price is higher than the value derived based on the Valuation certificate obtained from an independent valuer, being SEBI registered Category I Merchant Banker.		Sale Price is higher than the value derived based on the Valuation certificate obtained from an independent valuer, being SEBI registered Category I Merchant Banker.	-	-
2)EPC Contract Welspun Delhi Meerut Expressway Private Limited EPC Contract between Welspun Delhi Meerut Expressway Private Limited and the Company is for undertaking the execution of design, engineering, procurements of Materials, Construction, including Projects Facilities of KM 0.000 to existing KM 8.360(approx. 8.716) on the Delhi UP Border section of NH-24.	EPC Contract	30 months	EPC Contract between Company and Wholly owned subsidiary i.e. Welspun Delhi Meerut Expressway Private Limited for Rs.772 Crores	N.A.	10% Mobilisation advance

For and on behalf of the Board of Directors

Balkrishan Goenka
Chairman
DIN: 00270175

Place: Mumbai
Date : May 30, 2017

Corporate Governance Report

I. PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors of your 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 a mix of executive and non-executive directors with considerable experience and expertise across a range of fields such as finance, accounts, general management and business strategy. Except the independent directors, all other directors are liable to retire by rotation as per the provisions of the Companies Act, 2013.

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

Sr. No.	Name of the Director	Category	Board Meetings attended during FY 2016-17	Attendance at the 22nd AGM	Directorship on the Board of other Companies			Membership /Chairpersonship in No. of Board / Committees including other Companies (as last declared to the Company)@	No. of equity shares held in the Company
					Public	Private	Other Body Corporate		
1)	Mr. Balkrishan Goenka - Chairman	C, P, E	4/6	No	8	3	17	2M	84
2)	Mr. Rajesh R. Mandawewala	P, NE	3/6	No	8	3	14	4M	120
3)	Mr. Mohan Tandon	I	6/6	Yes	2	-	-	1C,3M	-
4)	Ms. Mala Todarwal	I	6/6	No	10	-	-	4C, 6M	800
5)	Mr. Ram Gopal Sharma	I	6/6	Yes	7	1	-	6C, 3M	1
6)	Mintoo Bhandari*	NE	2/6	No	2	3	-	4M	-
	Mr. Utsav Baijal (Alternate Director to Mr. Mintoo Bhandari)	NE	1/6	No	1	1	-	2M	-
7)	Mr. Yogesh Agarwal	I	5/6	No	2	-	-	1C,2M	-
8)	Mr. Sandeep Garg- Managing Director	E	6/6	No	7	1	-	1M	960,000
9)	Mr. Dhruv Subodh Kaji$	I	N.A.	N.A.	3	1	-	1C, 2M	-

@ Chairmanship/membership of the Audit Committee and the Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee alone considered
*3 meetings attended by the Observer
$ Appointed with effect from May 30, 2017
Abbreviations:
P = Promoter/Promoter Group; E = Executive Director; NE = Non-Executive Director; I = Independent Non-Executive; C=Chairman; and M= Member.

6 meetings of the Board of Directors were held during the financial year 2016-17 on the following dates: May 23, 2016, September 14, 2016, December 14, 2016, December 22, 2016, December 23, 2016 and February 14, 2017.

In addition to the above, a meeting of the Independent Directors was held on March 30, 2017 in compliance with Section 149(8) read with Schedule IV to the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said meeting was attended by Mr. Mohan Tandon, Mr. Ram Gopal Sharma and Ms. Mala Todarwal.

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

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

III. AUDIT COMMITTEE

The Committee comprises of 4 non-executive directors (out of which one has an alternate director) having accounts and finance background. A majority of them including Chairman are independent directors.

The composition of the Committee as on the date of this report and attendance of members for meetings held during the financial year 2016-17 is given hereunder:

Name of the Member	Member / Chairman	Number of Meetings Attended
Mr. Ram Gopal Sharma	Chairman	5/5
Mr. Mohan Tandon	Member	5/5
Ms. Mala Todarwal	Member	5/5
Mr. Mintoo Bhandari	Member	2/5
Mr. Utsav Baijal%	Member	1/5

% Alternate director to Mr. Mintoo Bhandari

The Company Secretary of your Company Ms. Indu Daryani is the Secretary to the Committee.

5 meetings of the Audit Committee were held during the financial year 2016-17 on the following dates: May 23, 2016, September 14, 2016, December 14, 2016, December 22, 2016, and February 14, 2017.

None of the recommendations made by the Audit Committee was 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 Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

IV. DETAILS OF ESTABLISHMENT OF VIGIL MECHANSIM FOR DIRECTORS AND EMPLOYEES

The Company has a Whistle Blower Policy and Vigil Mechanism for its directors and employees and no personnel has been denied access to the Audit Committee Chairman.

V. NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted the Nomination and Remuneration Committee consisting of executive and non-executive directors, majority of which are independent directors. During the year under review, 3 meetings of the Committee were held on May 23, 2016, September 14, 2016 and February 14, 2017.

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

Composition of Committee:
The composition of the Committee as on the date of this report and attendance of the members for meetings held during the financial year 2016-17 is given hereunder:

Name of the Member	Member / Chairman	Number of Meetings Attended
Mr. Mohan Tandon	Chairman	3/3
Mr. Balkrishan Goenka	Member	0/3
Ms. Mala Todarwal	Member	3/3
Mr. Ram Gopal Sharma	Member	3/3
Mr. Mintoo Bhandari	Member	0/3
Mr. Utsav Baijal%	Member	1/3

% Alternate director to Mr. Mintoo Bhandari

Remuneration Policy:

The Company follows the Nomination and Remuneration Policy for appointment of, payment of remuneration to, and performance evaluation of directors, key managerial personnel and senior management personnel which, inter alia, sets out the criteria for performance evaluation of independent directors.

The salient features of the policy are as under:

- The Nomination and Remuneration (NRC) Committee shall be constituted from amongst the directors serving on the Board of Directors of the Company to recommend appointment of, payment of remuneration to and performance evaluation of directors, Key Managerial Personnel and Senior Management officials, to the Board of Directors.
- While appointing any person as director, important aspects like business of the Company; strength, weakness, opportunity and threats to Company's business; existing composition of the board of directors; diversity in background of existing directors; background, skills, expertise and qualification possessed by persons being considered and specific requirements under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws as to composition of the Board shall be taken into consideration.
- While identifying persons who may be appointed as independent directors, their qualifications and suitability shall be reviewed 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.
- While recommending appointment of any candidate as Key Managerial Personnel or as a part of senior management, factors such as expectations of the role of the position being considered, qualification, skill, expertise, background, human qualities such as abilities to perform as a part of a team, emotional quotient, etc. shall be taken into consideration.
- The NRC Committee shall recommend remuneration payable to directors, Key Managerial Personnel and senior management personnel taking into consideration 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 NRC Committee shall further co-ordinate the process of evaluation of performance of directors (including Independent Directors), various committees of the Board and the Board as required under section 178 of the Companies Act, 2013.

Your Company's Nomination and Remuneration Policy as required under Section 178(3) of the Companies Act, 2013 is disclosed on the Company's website www.welspunenterprises.com and a web link thereto is as under:http://www.welspunenterprises.com/userfiles/file/Nomination%20and%20Remuneration%20Policy.pdf

VI. REMUNERATION OF DIRECTORS

Refer point no. 17 of the Directors' Report

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

The Share Transfer, Investor's Grievance and Stakeholder's Relationship Committee is in accordance with the Section 178 of the Companies Act, 2013 and the Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to look into transfer of securities and redress investor's complaints and to review the functioning of the investors grievance redressal system.

The Chairman of the Committee is a non – executive & independent Director. The composition of the Committee as on the date of this report is given hereunder:

Name of the Member	Member / Chairman
Mr. Mohan Tandon**	Chairman
Ms. Mala Todarwal*	Member
Mr. Sandeep Garg	Member
Mr. Mintoo Bhandari	Member
Mr. Utsav Baijal%	Member

* Resigned as Chairman & Member of Committee w.e.f.14.09.2016
** Appointed as Chairman w.e.f. 14.09.2016
% Alternate director to Mr. Mintoo Bhandari

The Company Secretary, Ms. Indu Daryani, is the Compliance Officer of the Committee.

During the year under review, 8 complaints were received from various shareholders. Break –up and number of complaints received under different category is given hereunder:

Sr. No.	Nature of Complaint/Request	No. of requests received and processed
1.	Non-receipt of share certificate(s) – Transfer	1
2.	Non-receipt of dividend	4
3.	Non-receipt of annual report	3
4.	Others	0
	Total	**8**

All the complaints received during the year under report were resolved within the stipulated time to the satisfaction of the investors/shareholders and no complaint was pending as on March 31, 2017.

VIII.CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The composition and the terms of reference of the Corporate Social Responsibility Committee is as required under Section 135 of the Companies Act, 2013 and the rules made thereunder.

The composition of the Committee as on the date of this report is given hereunder:

Name of the Member	Member / Chairman
Mr. Ram Gopal Sharma	Chairman
Mr. Rajesh Mandawewala	Member
Mr. Sandeep Garg	Member

IX. 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
22nd Annual General Meeting	Thursday, September 29, 2016	11.30 a.m.	Registered Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370110	• Re-appointment of Ms. Mala Todarwal as an Independent Director.
21st Annual General Meeting	Tuesday, September 29, 2015	11.30 a.m.	Registered Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370110	• Appointment of Mr. Balkrishan Goenka as Chairman (Executive) and fixation of remuneration payable to him. • Alteration of Articles of Association of the Company for inclusion of certain rights pertaining to PE investors.
20th Annual General Meeting	Tuesday, September 30, 2014	11.30 a.m.	Registered Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370110	• Authorising keeping of register and index of members separately for each class of equity and preference shares, 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.

- During the year under Report, resolution for alteration of Articles of Association to increase the threshold for investment by the Investor (as defined in the Articles) from 14.99% to 20.10% was passed at the Extra Ordinary General Meeting held on January 24, 2017.
- During the year under Report, resolutions which were passed through postal ballot are as follows:

Procedure for postal ballot:

Procedure as given in Rule 22 of the Companies (Management and Administration) Rules, 2014 was followed. The postal ballot and all other papers relating to postal ballot including voting by electronic means, remained under the safe custody of the scrutinizer till the Chairman considered, approved and signed the minutes and thereafter, the scrutinizer returned the ballot papers and other related papers and register to the Company for preservation. The results of the postal ballot were declared by hosting it, along with the scrutinizer's report, on the website of the Company.

Since the last report, 2 (two) postal ballots were conducted and the resolutions u/s 68, 69, 70, 180 (1) (a) and 188, 4 and 13 of the Companies Act, 2013 were passed. Details of voting pattern on those resolutions, the person who conducted postal ballot exercise, the nature of resolution and the procedure for postal ballot were as under :

i. Postal Ballot Notice dated December 23, 2016

Resolution	Whether Special/ Ordinary Resolution	% of votes polled on outstanding shares	% of vote in favor of total votes polled	% of votes against of total votes polled	Who conducted the postal ballot exercise
u/s 68, 69 and 70 (Buy Back of Equity Shares)	Special Resolution	25.47	99.96	0.04	CS Sanjay Risbud Proprietor of M/s. S.S Risbud & Co
u/s 180 (1) (a) (Sale of Investment in Welspun Energy Private Limited)	Special Resolution	60.65	99.96	0.04	
u/s 188 (Sale of Investment in Welspun Energy Private Limited)	Ordinary Resolution	23.76	99.90	0.10	

ii. Postal Ballot Notice dated April 14, 2017

Resolution	Whether Special/ Ordinary Resolution	% of votes polled on outstanding shares	% of vote in favor of total votes polled	% of votes against of total votes polled	Who conducted the postal ballot exercise
u/s 4 and 13 (Alteration of object clause of Memorandum of association)	Special Resolution	43.91	99.99	0.01	CS Sanjay Risbud Proprietor of M/s. S.S Risbud & Co

X. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of your 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 Kutch Mitra (Gujarati edition) and Financial Express (English Edition).

These results are simultaneously posted on the website of the Company at www.welspunenterprises.com. The official press release and the presentations made to institutional investors or to the analyst are also available on the website of your Company.

XI. GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting shall be held on Thursday, September 28, 2017 at 11.30 a.m. at the Registered Office of the Company at "Welspun City", Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110.

b) Financial Year of the Company is April 1 to March 31.

c) Date of Book Closure: Monday, September 18, 2017 to Wednesday, September 20, 2017 (both days inclusive).

d) Dividend payment date: On any day from September 29, 2017 to October 5, 2017.

e) Listing on Stock Exchanges: At present, the equity shares of your Company are listed on :

Sr. No.	Name of Stock Exchange	Address of Stock Exchange	Stock code/symbol for equity shares	Whether Annual Listing Fee paid for FY 2017-18	Whether share suspended from trading during FY 2016-17
1.	National Stock Exchange of India Ltd. (NSE)	Exchange Plaza, C -1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051	WELENT; Series: EQ	Yes	No
2.	BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai –400001	532553	Yes	No

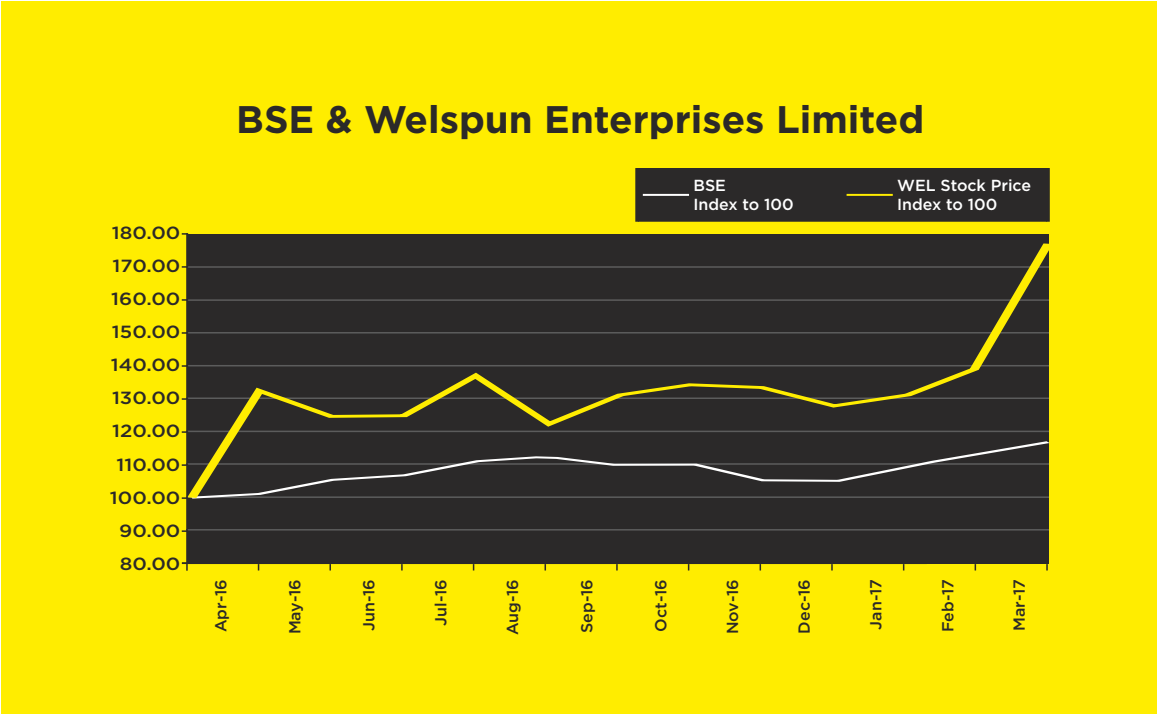
Note: ISIN No. (For dematerialized shares) : INE625G01013

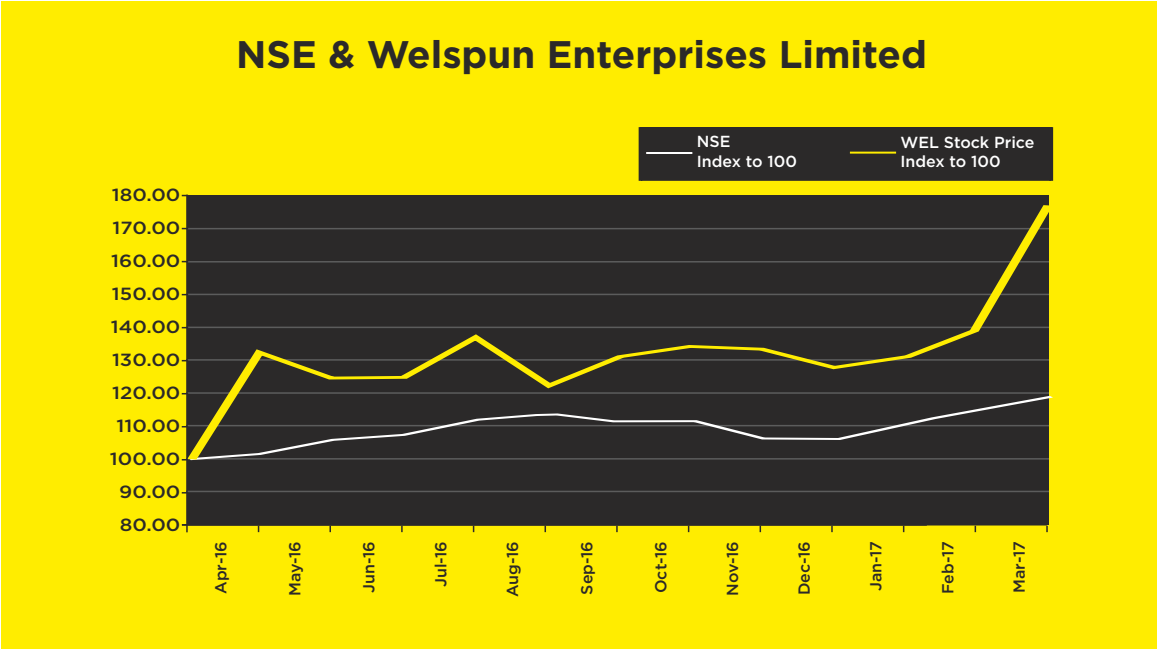
f) Stock Market price data, high and low price of equity shares during each month in FY 2016-17 on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) are as under:

	BSE		NSE	
Month	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2016	68.00	46.75	69.00	46.80
May, 2016	66.85	54.00	67.00	53.75
June, 2016	67.90	56.50	69.00	56.50
July, 2016	70.40	54.10	70.40	54.20
August, 2016	65.15	54.20	65.00	54.60
September, 2016	72.80	55.35	72.50	55.05
October, 2016	69.70	61.30	69.60	62.40
November, 2016	75.30	54.00	75.40	53.20
December, 2016	67.90	58.55	68.00	58.55
January, 2017	64.40	59.15	64.50	59.45
February, 2017	74.80	61.60	74.75	61.30
March, 2017	87.55	64.05	87.50	64.05

g) 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, 2016	25,606.62	62.55	7,849.80	62.60
May, 2016	26,667.96	58.95	8,160.10	58.95
June, 2016	26,999.72	59.00	8,287.75	59.00
July, 2016	28,051.86	64.70	8,638.50	64.70
August, 2016	28,452.17	57.85	8,786.20	57.90
September, 2016	27,865.96	61.95	8,611.15	61.95
October, 2016	27,930.21	63.50	8,625.70	63.50
November, 2016	26,652.81	63.15	8,224.50	63.30
December, 2016	26,626.46	60.35	8,185.80	60.35
January, 2017	27,655.96	62.15	8,561.30	62.20
February, 2017	28,743.32	65.50	8,879.60	65.55
March, 2017	29,620.50	83.60	9,173.75	83.50





Note : Prices are indexed to 100 as on April 1, 2016.

h) **Registrar and Transfer Agent:** The Company has appointed Registrar and Transfer Agent to handle the share transfer / transmission 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-101, 247 Park, L.B. S. Marg,
Vikhroli (West),
Mumbai – 400 083.
Email - rnt.helpdesk@linkintime.co.in
Tele. No.: +91-022-249186000
Fax No. : +91-22– 249186060

i) **Share Transfer System:** Our Registrar and Transfer Agent registers securities 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.

j) Distribution of Shareholding:

Shareholding Pattern as on March 31, 2017:

Number of Shares	No. of shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares held
Upto – 500	46,958	89.44	4,696,925	3.19
501-1,000	2,600	4.95	1,978,150	1.34
1,001-2,000	1,270	2.42	1,908,596	1.30
2,001-3,000	493	0.94	1,270,895	0.86
3,001-4,000	194	0.37	701,477	0.48
4,001-5,000	220	0.42	1,037,369	0.70
5,001-10,000	333	0.63	2,470,711	1.68
10,001 and above	436	0.83	133,228,933	90.45
Total	52,504	100.00	147,293,056	100.00

k) De-materialization of shares and liquidity: As on March 31, 2017, 99.82% equity shares have been dematerialized and have reasonable liquidity on the BSE Limited and the National Stock Exchange of India Ltd.

l) Outstanding Employee Stock Options, Conversion date and likely impact on equity share capital is as under:

Outstanding as on 31.03.2017	Conversion Date	Likely Impact on Equity Share Capital
2,40,000 Stock Options carrying right to subscribe for equal number of equity shares in the Company.	during 14.07.2017 to 14.07.2020	Increase in equity capital by 240,000 equity shares of Rs. 10.00 each

m) Project locations of your Company and its subsidiaries:

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

n) Disclosure of shares held in suspense account under Clasue F of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Refer to point No. 8 (e) to the Directors' Report.

o) 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

XII.OTHER DISCLOSURES

a) Related Party Transactions

For materially significant related party transactions, refer Note No.54 of Notes to Accounts annexed to the Standalone Financial Statement and Annexure 5 to the Directors'Report .

The Company's policy on dealing with Related Party Transactions as required under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed on the Company's website and a web link thereto is as under :
http://www.welspunenterprises.com/userfiles/file/Related%20Party%20Transaction%20Policy.pdf.

b) Disclosure Pursuant to Regulation 34 (3) of the SEBI (LODR), 2015

For disclosures pursuant to Regulation 34(3), refer Note No. 54 of Notes to Accounts annexed to the Standalone Financial Statement.

c) Non-Compliance

There was no non-compliance by your Company and hence no penalty or stricture was imposed / passed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital market, during the last 3 years.

d) Policy for determining 'material' subsidiaries

The Company's policy on determining material subsidiaries as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed on your Company's website www.welspunenterprises.com and a web link thereto is as under:
http://www.welspunenterprises.com/userfiles/file/Annexure%208J%20-%20Policy%20on%20Material%20Subsidiary.pdf

e) Details of compliance with Corporate Governance Requirements specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

The Company is in compliance with mandatory requirements mentioned under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable and in addition the Company adopted non-mandatory requirement mentioned at (C) – "Modified Opinion(s) in Audit Report", (D) – "Separate posts of chairperson and chief executive officer"; and (E) – "Reporting of Internal Auditor" of Part E of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) Disclosure of commodity price risks and commodity hedging activities

The Company takes contracts with the right to commodity price escalation on the agreed terms which right is passed on to the subcontractor(s). Any actual escalation beyond the agreed terms is undertaken by the subcontractor(s). Thus the Company is insulated from the risk of the commodity price fluctuation. Please refer para on "Key Risks" the Management Discussion and Analysis for other risks.

g) Code of Conduct for Board and Senior Management

The Company has a Code of Conduct for Board members and senior management personnel. 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 the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2016-17."

Sd/-
Sandeep Garg
Managing Director
DIN: 00036419

CERIFICATE OF PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

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

I 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, 2017, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. my 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 my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulations.

I state that in respect of investor grievances received during the year ended March 31, 2017, the Registrars of the Company have certified that as at March 31, 2017, there was no investor grievance remaining unattended/pending to the satisfaction of the investor.

For S. S. Risbud & Co.
Company Secretaries

Sanjay S. Risbud
Membership No. 13774
C.P. No. 5117

Place: Mumbai
Date : May 30, 2017

Independent Auditor's Report

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

1. Report on the standalone Ind AS financial statements

We have audited the accompanying standalone Ind AS financial statements of Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) (the "Company"), which comprise the balance sheet as at March 31, 2017, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

2. Management's responsibility for the standalone Ind AS financial statements

The 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's responsibility

Our responsibility is to express an opinion on these standalone Ind AS 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 thereunder.

We conducted our audit of the standalone Ind AS financial statements 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 standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, of the state of affairs of the Company as at March 31, 2017, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

5. Other matters

The comparative financial information of the Company for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these standalone Ind AS financial statements, are based on the statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us and issued audit report dated May 23, 2016 for the year ended March 31, 2016 and audit report dated May 29, 2015 for the year ended March 31, 2015 audited by erstwhile auditor expressed an unmodified opinion on those standalone financial statements as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion on the standalone Ind AS financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of these matters.

6. Report on other legal and regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of section 143(11) of the Act, ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.

II. As required by Section143 (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 it appears from our examination of those books;

c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

e) On the basis of the written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion 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 standalone Ind AS 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; and

iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year.

iv. The Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016, on the basis of the information available with the Company. Based on the audit procedures, and relying on management's representation, we report that disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management- Refer Note 59 to the standalone Ind AS financial statements.

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 6(I) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2017

i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The fixed assets have been physically verified by the management during the year as per the phased program designed to cover all the fixed assets over a period, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. As informed to us, no discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except in case of a Freehold Land of Rs. 35.67 lakhs whose title is not yet transferred in the name of the Company.

ii. The physical verification of inventory has been conducted by the Management at reasonable intervals during the year. As informed to us, no discrepancies were noticed on such verification.

iii. The Company has not granted any loan, secured or unsecured, to any party covered in the register maintained under Section 189 of the Act;

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder.

vi. We have broadly reviewed the cost records maintained by the Company prescribed by the Central Government under Section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of such records with a view to determine whether they are accurate or complete.

vii. According to the records of the Company, examined by us and information and explanations given to us:

a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities except delay in few cases. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.

b) There are no dues of duty of customs, sales tax and duty of excise which have not been deposited on account of any dispute. The disputed dues of income tax, service tax and value added tax which have not been deposited are as under:

Name of the Statute	Nature of the Dues	Amount in (₹ in Lakhs)	Period to which the amount relate	Forum where dispute is pending
The Income Tax Act, 1961	Income tax-	48.91	FY 2007-2008	Commissioner of Income Tax (Appeals)
	Penalty	0.58	FY 2007-2008	Assistant Commissioner of Income Tax
	Income Tax	112.22	FY 2012-2013	Commissioner of Income Tax (Appeals)
The Central Excise Act, 1944	Service tax	70.25	FY 2008-2009 to 2010-2011	Additional Commissioner-Central Excise and Service Tax
		96.40	FY 2007-2008 to FY 2009-2010	Central Excise Service Tax Appellate Tribunal
Haryana Value Added Tax Act, 2003	Value Added Tax	170.74	FY 2009-2010	Deputy Excise and Taxation Commissioner
Gujarat Value Added Tax Act, 2003	Value Added Tax	3.76	FY 2011-2012	Deputy Commissioner of Commercial Tax

viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution and banks. The Company has not taken any loans from Government and has not issued any debentures.

ix. In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have been informed of any such case by the Management.

xi. According to the records of the Company examined by us, and information and explanations given to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Sections 177 and 188 of the Act and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 6(II)(f) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2017

We have audited the internal financial controls over financial reporting of **Welspun Enterprises Limited** (Formerly known as Welspun Projects Limited) ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of internal financial controls over financial reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

Balance Sheet as at March 31, 2017

(₹ in Lakhs)

	Notes	March 31, 2017	March 31, 2016	April 1, 2015
Assets				
1. Non-current assets				
(a) Property, plant and equipment	4	338	496	1,013
(b) Intangible assets	5	2,178	9,781	16,611
(c) Financial assets				
(i) Investments	6	37,464	52,032	51,156
(ii) Loans	7	1,954	1,281	4,311
(d) Deferred tax assets (net)	8	-	119	-
(e) Non-current tax assets	9	1,879	1,736	1,968
(f) Other non-current assets	10	1,438	827	2
Total non-current assets		**45,251**	**66,272**	**75,061**
2. Current assets				
(a) Inventories	11	296	298	372
(b) Financial assets				
(i) Investments	12	74,977	80,467	64,157
(ii) Trade receivables	13	1,919	3,735	3,345
(iii) Cash and cash equivalents	14	24,884	2,538	5,065
(iv) Bank balances other than (iii) above	15	4,549	1,085	973
(v) Loans	16	5,283	6,365	9,051
(vi) Other financial assets	17	2,040	3,877	2,961
(c) Current tax assets	18	-	-	246
(d) Other current assets	19	1,108	144	1,168
Total current assets		**115,057**	**98,509**	**87,338**
Assets held-for-sale	20	5,662	121	8
		120,719	**98,630**	**87,346**
Total assets		**165,970**	**164,902**	**162,407**
Equity and liabilities				
Equity				
(a) Equity share capital	21	14,729	17,404	17,332
(b) Other equity	21	120,510	130,260	125,955
Total equity		**135,239**	**147,664**	**143,287**
Liabilities				
1. Non-current liabilities				
(a) Financial liabilities				
Borrowings	22	5,181	5,584	6,740
(b) Provisions	23	2,868	3,695	3,764
(c) Deferred tax liabilities (net)	8	280	-	736
Total non-current liabilities		**8,329**	**9,279**	**11,240**
2. Current liabilities				
(a) Financial liabilities				
(i) Borrowings	24	2,400	1,261	1,697
(ii) Trade payables	25	6,544	2,331	2,714
(iii) Other financial liabilities	26	10,054	3,981	3,004
(b) Provisions	27	14	7	6
(c) Other current liabilities	28	3,390	379	459
Total current liabilities		**22,402**	**7,959**	**7,880**
Total equity and liabilities		**165,970**	**164,902**	**162,407**

Notes forming part of the financial statements 1 to 65

As per our report of even date

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Statement of profit and loss for the year ended March 31, 2017

(₹ in Lakhs)

	Notes	March 31, 2017	March 31, 2016
I. Income			
Revenue from operations	29	30,053	18,485
Other income	30	7,058	9,531
Interest income	31	2,715	2,043
Total income		**39,826**	**30,059**
II. Expenses			
Cost of materials consumed	32	1,297	2,970
Purchases of stock-in-trade	33	5,662	7,752
Subcontracting, civil and repair work		17,006	3,240
Decrease in construction work-in-progress	34	890	202
Employee benefits expense	35	2,888	2,846
Finance costs	36	778	1,142
Depreciation and amortisation expense	37	1,731	2,571
Other expenses	38	5,306	6,220
Total expenses		**35,558**	**26,943**
III. Profit before exceptional items and tax (I - II)		**4,268**	**3,116**
IV. Exceptional items (net)	52	1,068	718
V. Profit before tax (III + IV)		5,336	3,834
VI. Tax expense	39		
- Current tax		607	389
- Deferred tax charge /(credit)		402	(859)
Total tax expense/(credit)		**1,009**	**(470)**
VII. Profit for the year (V - VI)		**4,327**	**4,304**
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plan	53	(8)	(3)
Income tax effect on above		3	1
Other comprehensive income for the year (net of tax)		**(5)**	**(2)**
IX. Total comprehensive income for the year (VII + VIII)		**4,322**	**4,302**
Earnings per equity share of Rs.10 each fully paid up	44		
Basic (Rs)		2.49	2.48
Diluted (Rs)		2.48	2.47

Notes forming part of the financial statements 1 to 65

As per our report of even date
For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Statement of changes in equity for the year ended March 31, 2017

A. Equity share capital

(₹ in Lakhs)

	Note	Amount
Balances as at April 1, 2015	**21(a)**	**17,332**
Changes in equity share capital		72
Balances as at March 31, 2016	**21(a)**	**17,404**
Changes in equity share capital		(2,675)
Balances as at March 31, 2017	**21(a)**	**14,729**

B. Other equity

(₹ in Lakhs)

		RESERVES AND SURPLUS						
	Note	Capital reserve	Securities premium reserve	Share options outstanding account	Amalgamation reserve	General reserve	Retained earnings	Total other equity
Balance as at April 1, 2015 (A)		**99,662**	**28,866**	**23**	**521**	**322**	**(3,439)**	**125,955**
Profit for the year		-	-	-	-	-	4,304	4,304
Other comprehensive income for the year		-	-	-	-	-	(2)	(2)
Total comprehensive income for the year (B)		**-**	**-**	**-**	**-**	**-**	**4,302**	**4,302**
Transferred pursuant to the modified scheme	47	(77,307)	77,307	-	-	-	-	(0)
Share issue expenses	21(b)	-	(170)	-	-	-	-	(170)
Compensation options granted	48 & 21(b)	-	-	245	-	-	-	245
Exercise of share options	48 & 21(b)	-	121	(192)	-	-	-	(72)
Total (C)		**(77,307)**	**77,258**	**53**	**-**	**-**	**-**	**4**
Balance as at March 31, 2016 (D = (A + B + C))		**22,355**	**106,124**	**76**	**521**	**322**	**863**	**130,260**
Profit for the year		-	-	-	-	-	4,327	4,327
Other comprehensive income for the year		-	-	-	-	-	(5)	(5)
Total comprehensive income for the year (E)		**-**	**-**	**-**	**-**	**-**	**4,322**	**4,322**
Compensation options granted	48 & 21(b)	-	-	121	-	-	-	121
Buy back of shares	46	-	(14,033)	-	-	-	-	(14,033)
Exercise of share options	48 & 21(b)	-	82	(106)	-	-	-	(24)
Expenses related to buy back of shares	46	-	(136)	-	-	-	-	(136)
Total (F)		**-**	**(14,087)**	**15**	**-**	**-**	**-**	**(14,072)**
Balance as at March 31, 2017 (G = D+E+F))		**22,355**	**92,036**	**91**	**521**	**322**	**5,185**	**120,510**

Notes forming part of the financial statements 1 to 65

As per our report of even date
For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Statement of cash flows for the year ended March 31, 2017

(₹ in Lakhs)

		March 31, 2017	March 31, 2016
A	**Cash flow from operating activities**		
	Profit before tax	5,336	3,834
	Adjustments for		
	Depreciation and amortisation expense	2,853	7,061
	(Gain) / loss on sale/discard of property, plant and equipment (net)	(74)	7
	Bad debts	460	171
	Provision for doubtful debts and advances / (written back) (net)	-	(126)
	Accrued interest income written off	-	474
	Interest income	(8,284)	(9,796)
	Interest expense	666	1,046
	Net gain on sale of current investments	(387)	(222)
	Gain on sale of non-current investments	(729)	(5,208)
	Provision for leave encashment and gratuity	48	22
	Amount receivable on stake sale of earlier years written off	348	-
	Reversal of provision for Welspun Maxsteel Limited (WMSL) obligations	(882)	-
	Realisation of contingent asset on account of income tax refund from WMSL	(927)	-
	Claim revenue (BOT)	(766)	-
	Unclaimed liabilities written back	-	(614)
	Unwinding of discount on security deposits	4	-
	Expected credit loss	1,256	1,108
	Share based payments to employees	121	245
	Dividend income	(26)	(20)
	Operating profit before working capital changes	(983)	(2,018)
	Adjustments for		
	(Increase) / decrease in trade and other receivables	368	(258)
	Increase / (decrease) in trade and other payables	13,063	1,841
	(Increase) / decrease in inventories	1	75
	Cash generated/ (used) in operating activities	12,449	(360)
	Direct taxes paid	(754)	-
	Net cash generated/ (used) in operating activities (A)	11,695	(360)
B	**Cash flow from investing activities**		
	Purchase of property, plant and equipment	(36)	(182)
	Sale of property, plant and equipment and assets held for sale	244	348
	Gain on sale of current investments (net)	1,781	375
	Investment in wholly owned subsidiary	(10,555)	(4,942)
	Investment in other entities	(2,013)	-
	Sale of investment in other entity	28,580	-
	Sale of investment in subsidiary	-	1,151
	Sale of investment in joint venture (net)	-	8,984
	Realisation of contingent asset on account of income tax refund from WMSL	927	-
	Application money for optionally convertible debentures	(632)	-
	Increase in other bank balances	(3,027)	(120)
	Inter-corporate deposits given	(3,500)	(13,300)
	Inter-corporate deposits given repaid	4,550	16,576
	Dividend received	26	20
	Interest received	5,773	5,627
	Net cash generated from investing activities (B)	22,117	14,537
C	**Cash flow from financing activities**		
	Buy back of equity shares	(16,732)	-
	Share issue expenses	(137)	(170)
	Repayment of long-term borrowings	(177)	(1,686)
	Increase/ (decrease) in short-term borrowings (net)	1,139	(436)
	Interest paid	(617)	(1,116)
	Net cash used in financing activities (C)	(16,524)	(3,408)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	17,288	10,769
	Cash and cash equivalents at the beginning of the year	78,482	67,713
	Cash and cash equivalents at the end of the year	95,770	78,482

Notes:

1. Break up of cash and cash equivalents as follows:

	March 31, 2017	March 31, 2016
Current investments	70,886	75,944
Cash and cash equivalent	24,884	2,538
	95,770	78,482

2. Previous year figures are regrouped/ reclassified wherever considered necessary.

As per our report of even date

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Notes forming part of the financial statements

1. Corporate 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 publicly traded on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company is engaged in infrastructure development (Engineering, Procurement and Construction ('EPC') and Build, Operate and Transfer (BOT) basis) and trading activities. It is also engaged in carrying out Operation and Maintenance ("O&M") activities for the transportation sector projects.

The separate financial statements (hereinafter referred to as "Financial Statements") of the Company for the year ended March 31, 2017 were authorised for issue by the Board of Directors at their meeting held on May 30, 2017.

2. Basis of preparation

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules framed thereunder and guidelines issued by Securities and Exchange Board of India (SEBI)

For all periods upto and including the year ended March 31, 2016, the Company prepared its financial statements to comply in all material respects with the accounting standards (previous GAAP) notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounting Standards) Rules, 2014. These financial statements for the year ended March 31, 2017 are the first financial statements of the Company prepared in accordance with Ind AS. Refer note 40 for understanding how the transition from previous GAAP to Ind AS affected the Company's earlier reported Balance sheet, financial performance and cash flows.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for the following:

a) Certain financial assets and liabilities which have been measured at fair value (Refer accounting policy regarding financial instruments).
b) Assets held for sale -measured at fair value less cost to sell
c) Defined benefit plan assets and liabilities
d) Share based payments

The financial statements are presented in Rs in lakhs, except when otherwise indicated.

3(A) Significant accounting policies

i) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

ii) 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. Revenue is measured at the fair value of the consideration received or receivable. All revenues are accounted on accrual basis except to the extent stated otherwise.

a) 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.

b) Toll collection

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

c) Revenue from construction contracts

Revenue from construction contracts is recognised by applying percentage of completion method after providing for foreseeable losses, if any. Percentage of completion is determined as a proportion of the cost incurred up to the reporting date to the total estimated cost to complete. Foreseeable losses, if any, on the contracts is recognised as an expense in the period in which it is foreseen, irrespective of the stage of completion of the contract. While determining the amount of foreseeable loss, all elements of cost and related incidental income not included in contract revenue is taken into consideration. Contract is reflected at cost that are expected to be recoverable till such time the outcome of the contact cannot be ascertained reliably and at reliasable value thereafter.

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. Unbilled work are carried as construction work-in-progress which is valued considering the stage of completion and foreseeable losses in accordance with the Ind-AS 11.

d) Revenue from services

Revenues from service 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.

e) Interest income

Interest income for all debt instruments, measured at amortised cost or fair value through other comprehensive income, is recognised using the effective interest rate ('EIR') method and shown under interest income in the statement of profit and loss. EIR is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income on interest bearing financial assets classified as fair value through profit and loss is shown under other income.

f) Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

iii) Exceptional items

On certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

iv) Service concession arrangement

a) The Company constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include Infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under Appendix A to Ind AS 11 - Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the Company receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used to the extent the Company has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the Company performs more than one service (i.e., construction or upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated by reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

The Company manages concession arrangements which include toll road project and water supply project. The Company maintains and services the infrastructure during the concession period. These concession arrangements set out rights and obligations related to the infrastructure and the service to be provided.

Income from the concession arrangements earned under the intangible asset model consists of the (i) fair value of contract revenue, which is deemed to be fair value of consideration transferred to acquire the asset; and (ii) payments actually received from the users. The intangible asset is amortised over its expected useful life in a way that reflects the pattern in which the asset's economic benefits are consumed by the Company, starting from the date when the right to operate starts to be used. Based on these principles, the intangible asset is amortised in line with the actual usage of the specific public utility facility, with a maximum of the duration of the concession.

Notes forming part of the financial statements

Financial receivable is recorded at a fair value of guaranteed value to be received over the concession period. This receivable is subsequently measured at amortised cost.

Any asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial asset expire.

b) Amortisation:

Intangible assets i.e. BOT cost (Toll collection right) existing on transition date, viz., April 1, 2015 are 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.

v) Property, plant and equipment

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its previous GAAP financial statements as deemed cost at the transition date, viz., April 1, 2015.

Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Depreciation on property, plant and equipment 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.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

vi) Intangible assets

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its intangible assets as recognised in its previous GAAP financial statements as deemed cost at the transition date, viz., April 1, 2015.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangibles assets are amortised as explained in note iv (b) above

vii) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

viii) 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 or 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 FIFO basis.

ix) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual installments.

x) Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

xi) Employee benefits

a) Short-term benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

b) Defined benefit plans

Post-employment and other long-term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in other comprehensive income in the period in which they occur.

c) Defined contribution plans

Payments to defined contribution retirement benefit schemes are charged to the statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

Notes forming part of the financial statements

xii) Share based payments

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)

Employee stock options
The fair value of the options granted under the "Welspun Managing Director Stock Option Plan 2014" is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (example profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (example the requirement for employee to save or holdings shares for a specific period of time)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity.

xiii)Borrowing costs

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 asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consists of interest and other costs incurred in connection with the borrowing of funds.

xiv) Taxes on income

a) Current tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Current taxes are recognized in profit or loss except to the extent that the tax relates to items recognized in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred tax
Deferred income tax is recognized on all temporary differences which are the differences between the carrying amount of an asset or liability in the statement of financial position and its tax base except when the deferred income tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax liabilities are recognized for all taxable temporary differences; and deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date and based on the tax consequence which will follow from the manner in which the Company expects, at financial year end, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to item recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liability and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is

reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

xv) Foreign currency transactions

The Company's financial statements are presented in INR rupees in lakhs, which is also the Company's functional currency. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

xvi)Leases

a) Operating lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lesser are classified as operating lease. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

b) Finance lease

Assets acquired under leases where Company has substantially all the risks and rewards of ownership are classified as finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

xvii)Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and other short term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

xviii) Earnings per share

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 except when the results would be anti-dilutive.

xix)Provisions, contingent liabilities and contingent assets

a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) where, as a result of a 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 to the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. when discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer

Notes forming part of the financial statements

probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

b) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurence or non occurence of one or more uncertain future events beyond the control of the Company or a present obligation which 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. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent asset is not recognized, but its existence is disclosed in the financial statements.

xx) Investment in associates, joint venture and subsidiaries

The Company has accounted for its investment in associate, joint venture and subsidiaries at cost.

xxi)Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

a) Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except for financial assets classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in four categories:

i) Debt instruments measured at amortised cost
ii) Debt instruments measured at fair value through other comprehensive income (FVTOCI)
iii) Debt instruments measured at fair value through profit or loss (FVTPL)
iv) Equity instruments measured at FVTOCI or FVTPL

Debt instruments

The subsequent measurement of debt instruments depends on their classification. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

i) Debt instruments measured at amortised cost

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

ii) Debt instruments measured at FVTOCI

Debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payment of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest income which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in the OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

iii) Debt instruments measured at FVTPL

Debt instruments that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

iv) Equity instruments (other than investment in associates, joint venture and subsidiaries - Refer note (xx) above)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

B. Derecognition of financial assets

A financial asset is derecognised only when

i) The Company has transferred the rights to receive cash flows from the financial asset or

ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

C. Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

i) Financial assets measured at amortised cost

ii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected credit losses are measured through a loss allowance at an amount equal to

i) the twelve months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within twelve after the reporting date) or

ii) full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on twelve months ECL.

D. Financial liabilities

a) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

i) Financial liabilities measured at amortised cost

After initial recognition, financial liability are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

ii) Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL are carried in the statement of profit and loss at fair value with changes in fair value recognized in the statement of profit and loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Notes forming part of the financial statements

xxii) Business combinations

In accordance with Ind AS 101, provisions related to first time adoption, the Company has elected to apply Ind AS accounting for business combination prospectively from April 1, 2015. Business combinations are accounted for using the acquisition method as per Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

xxiii) Fair value measurement

The Company measures financial instruments, such as, investment in debt and equity instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers, if any, have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3(B) Significant estimates, judgements and assumptions

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities . Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a) Contract estimates

The Company, being part of construction industry, prepares budgets in respect of each EPC projects to compute project profitability and construction revenue under percentage of completion method. The major component of contract estimate is budgeted cost to complete the contract. While estimating this component certain assumption are considered by the management such as (i) work will be executed in the manner so that the project is completed in time (ii) consumption norms will remain the same (iii) estimates for contingencies (iv) there will be no change in design and the geological factors will be same as envisaged and (v) price escalations. Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

b) Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes, if any, but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

c) Impairment testing - impairment of financial assets

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

d) Taxes

The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. The Company records its best estimates of the tax liability in the current tax provision. The management believes that they have adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

e) Fair value measurement

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions (Refer note 41).

f) Share based payments

Estimating fair value for share-based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 48.

g) Defined benefit obligation

The cost of post-employment and other long-term benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may defer from actual developments in future. These include determination of the discount rates, expected rate of return on asset, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in the assumptions. All assumptions are reviewed at each reporting date. The assumptions used are disclosed in Note 53.

3(C) Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards)(Amendments) Rules, 2017, notifying amendment to Ind AS 7, 'Statement of Cash Flows'. This amendment is in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of Cash Flows'. The amendment is applicable to the Company from April 1, 2017.

Amendment to Ind AS 7

The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is currently assessing the potential impact of this amendment.

Notes forming part of the financial statements

4. Property, plant and equipment

(₹ in Lakhs)

	Freehold land	Buildings	Plant and machinery	Construction equipments	Vehicles	Computers	Office and other equipments	Furniture and fixtures	Realisation value of impaired assets	TOTAL
Gross carrying amount										
Deemed cost as at April 1, 2015	89	6	459	332	90	6	20	11	-	1,013
Additions	-	-	6	-	58	1	3	1	113	182
Disposals	-	0	88	268	8	3	5	6	-	378
Reclassification as held for sale	-	-		-		-	-	-	113	113
Balance as at March 31, 2016	89	6	377	64	141	3	18	6	-	703
Additions	-	-		-	9	5	21	1	-	36
Disposals	-	-	100	-	14	-	-	-	-	113
Balance as at March 31, 2017	89	6	278	64	136	8	38	8	-	626

	Freehold land	Buildings	Plant and machinery	Construction equipments	Vehicles	Computers	Office and other equipments	Furniture and fixtures	Realisation value of impaired assets	TOTAL
Accumulated depreciation										
Balance as at April 1, 2015	-	-	-	-	-	-	-	-	-	-
Additions	-	2	102	80	33	1	10	3	-	231
Disposals	-	-	7	16	1	-	0	-	-	24
Balance as at March 31, 2016	-	2	95	64	32	1	10	3	-	207
Additions	-	0	54	-	32	2	8	1	-	97
Disposals	-	-	12	-	4	-	-	-	-	16
Balance as at March 31, 2017	-	2	137	64	61	3	18	4	-	288
Net Carrying Amount										
Balance as at March 31, 2017	89	4	141	-	75	5	20	4	-	338
Balance as at March 31, 2016	89	4	281	-	109	2	7	3	-	496
Balance as atApril 1 ,2015	89	6	459	332	90	6	20	11	-	1,013

Note : For details of property, plant and equipment pledged as security, refer note 60

5 Intangible assets (BOT Toll Collection Right)

(₹ in Lakhs)

	Hoshanagabad-Harda-Khandwa Projects	Raisen Rahatgarh Projects	Jalandhar Bus Terminal Project	Ludhiana Bus Terminal Project	Dewas Water Supply Project	TOTAL
Gross carrying amount						
Deemed cost as at April 1, 2015	2,396	2,749	-	240	11,226	16,611
Additions	-	-	-	-	-	-
Balance as at March 31, 2016	2,396	2,749	-	240	11,226	16,611
Additions	766	-	-	-	-	766
Reclassification as held for sale	-	-	-	-	11,226	11,226
Balance as at March 31, 2017	3,162	2,749	-	240	-	6,151

	Hoshanagabad-Harda-Khandwa Projects	Raisen Rahatgarh Projects	Jalandhar Bus Terminal Project	Ludhiana Bus Terminal Project	Dewas Water Supply Project	TOTAL
Accumulated depreciation						
Balance as at April 1, 2015	-	-	-	-	-	-
Additions	1,055	1,045	-	240	4,490*	6,830
Balance as at March 31, 2016	1,055	1,045	-	240	4,490	6,830
Additions	994	639	-	-	1,123*	2,756
Reclassification as held for sale	-	-	-	-	5,613	5,613
Balance as at March 31, 2017	2,049	1,684	-	240	-	3,973
Net Carrying Amount						
Balance as at March 31, 2017	1,113	1,065	-	-	-	2,178
Balance as at March 31, 2016	1,341	1,705	-	-	6,735	9,781
Balance as at April 1, 2015	2,396	2,749	-	240	11,226	16,611

Note : For details of intangible assets pledged as security, refer note 60
* disclosed under exceptional item in statement of profit and loss

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
6. Non-current investments			
Unquoted			
Investment in wholly owned subsidiaries - (at cost)			
MSK Projects(Himmatnagar Bypass) Private Limited 242,000 (March 31, 2016 : 242,000, April 1, 2015 : 242,000) equity shares of Rs. 10/- each fully paid up	233	233	233
MSK Projects (Kim Mandvi Corridor) Private Limited 6,730,000 (March 31, 2016 :6,730,000, April 1, 2015 : 6,730,000) equity shares of Rs. 10/- each fully paid up	673	673	673
1,001,784 (March 31, 2016 :1,001,784, April 1, 2015 : 2,050,000) 0% unsecured compulsorily convertible debentures of Rs. 100 each fully paid up #	1,002	1,002	2,050
Welspun Natural Resources Private Limited 31,875,000 (March 31, 2016 : 31,875,000, April 1, 2015 : 31,875,000) equity shares of Rs. 10 each fully paid up @	3,715	3,000	3,000
14,424,022 (March 31, 2016 :14,424,022, April 1, 2015 : 9,696,923) 0% unsecured compulsorily convertible debentures of Rs. 100 each fully paid up #	14,424	14,424	9,697
Anjar Road Private Limited Nil (March 31, 2016 :Nil, April 1, 2015 : 10,000) equity shares of Rs. 10 each fully paid up	-	-	1
Anjar Water Solutions Private Limited (Formerly known as Welspun Road Projects Private Limited) 10,000 (March 31, 2016 : 10,000, April 1, 2015 : 10,000) equity shares of Rs. 10 each fully paid up	1	1	1
Welspun Build-Tech Private Limited (Formerly known as Welspun Construction Private Limited) 10,000 (March 31, 2016 : 10,000, April 1, 2015 : 10,000) equity shares of Rs. 10 each fully paid up	1	1	1
1,711,775 (March 31, 2016 : 1,711,775, April 1, 2015 : 1,600,000) 0% unsecured compulsorily convertible debentures of Rs. 100 each fully paid up #	1,712	1,712	1,600
ARSS Bus Terminal Private Limited (Refer note 50) 18,627,451 (March 31, 2016 : 18,627,451, April 1, 2015 : 9,127,451) equity shares of Rs. 10 each fully paid up	3,101	3,101	913
Welspun Delhi Meerut Expressway Private Limited* 5,000,000 (March 31, 2016 : 10,000, April 1, 2015 : Nil) equity shares of Rs. 10 each fully paid up	500	1	-
10,055,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) 0% unsecured compulsorily convertible debentures of Rs. 100 each fully paid up #	10,055	-	-
Investment in Jointly controlled entity			
Dewas Bhopal Corridor Private Limited Nil (March 31, 2016 : Nil, April 1, 2015 : 50,000) equity shares of Rs. 10/- each fully paid up	-	-	5,102
Investment at fair value through profit and loss			
Other Investments - Quoted			
Corporation Bank Limited 8,000 (March 31, 2016 : 8,000, April 1, 2015 : 8,000) equity shares of Rs. 2/- each fully paid up	4	3	4
Other Investments - Unquoted			
Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited) 1,549 (March 31, 2016 :Nil , April 1,2015 : Nil) equity shares of Rs. 10 each	0	-	-
20,130,000 (March 31, 2016 :Nil , April 1, 2015 : Nil) 0% unsecured compulsorily convertible debentures of Rs. 10 each fully paid #	2,013	-	-
Welspun Energy Private Limited Nil (March 31, 2016 : 60,493,342, April 1, 2015 : 60,493,342) Equity shares of Rs. 10 each fully paid up	-	27,851	27,851
Investment in Government Securities Indira Vikash Patra	0	0	0
Sardar Sarovar Narmada Nigam Limited 3 (March 31, 2016 : 3, April 1, 2015 : 3) bonds of Rs. 1,000,000/- each fully paid up	30	30	30
Total	**37,464**	**52,032**	**51,156**
'0' denotes less than Rs 50,000			
Aggregate book value of quoted investments	4	3	4
Aggregate book value of unquoted investments	37,460	52,028	51,151
Aggregate market value of quoted investments	4	3	4

Each debenture shall be compulsorily convertible into 10 equity shares of Rs 10 each fully paid up at the end of the 5 years from the date of allotment or as mutually agreed before the end of the tenure.

* The Company has pledged 51% of the shares for loan taken by its subsidiary.

@ **Movement in investment as at March 31, 2017**

	Investment as at March 31, 2016 (Previous GAAP)	Ind AS Adjustment for fair value of interest free loan	Investment as at March 31, 2017 (Ind AS)
Welspun Natural Resources Private Limited	3,000	715	3,715

Notes forming part of the financial statements

7. Non-current financial assets - loans

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured			
Security deposits- considered good			
- Related parties (Refer note - 54)	215	300	400
- Others	390	409	84
Considered doubtful - Others	-	-	72
	605	**709**	**556**
Less: Allowance for doubtful deposits - Others	-	-	72
	605	709	484
Loans to related parties (Refer note - 54)			
Considered good	1,349	572	3,827
Considered doubtful	10,545	9,288	8,181
	11,894	9,860	12,008
Less : Expected credit loss	10,545	9,288	8,181
	1,349	**572**	**3,827**
Total	**1,954**	**1,281**	**4,311**

Loans are non-derivative financial assets carried at amortised cost which generate a fixed or variable interest income. The carrying value may be affected by changes in the credit risk of the counterparties.

8. Deferred tax assets/ (liabilities) (net)

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Deferred tax assets			
- Employee benefits/ expenses allowable on payment basis	136	74	96
- Provision for bad debts	-	206	219
- Unused tax losses and depreciation	1,094	1,462	1,408
Total (A)	**1,230**	**1,742**	**1,723**
Deferred tax liabilities			
- Depreciation on property, plant and equipment and intangible assets	1,280	1,298	2,525
- Fair valuation of financial instruments	719	814	39
Total (B)	**1,999**	**2,112**	**2,564**
Deferred tax liabilities (net) (A - B)	**(769)**	**(370)**	**(841)**
Add : MAT credit entitlement (C)	489	489	105
Deferred tax assets/ (liabilities) (net) (A - B + C)	**(280)**	**119**	**(736)**

9. Non-current tax assets

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Balance with government authorities			
- Direct tax (net of provision for taxation)	1,879	1,736	1,968
- Wealth tax	-	-	0
Total	**1,879**	**1,736**	**1,968**

'0' denotes less than Rs 50,000

10. Other non-current assets

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Deferred revenue	61	1	2
Balances with Government authorities - Indirect tax	1,377	826	-
Total	**1,438**	**827**	**2**

11. Inventories

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Raw materials	296	298	372
Total	**296**	**298**	**372**

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
12. Current investments			
Investments at fair value through profit and loss			
I. Quoted			
Investment in bonds and debentures			
a) Investment in bonds			
Industrial Finance Corporation of India Limited Deep Discount Bond 2032 31,320 (March 31, 2016 : 31,320, April 1, 2015 : 31,320) Bonds of Rs. 25,000 each	2,286	2,203	2,038
Industrial Finance Corporation of India Limited Deep Discount Bond 2033 16,200 (March 31, 2016 : 16,200, April 1, 2015 : 16,200) Bonds of Rs. 25,000 each	1,172	1,131	1,058
Industrial Finance Corporation of India Limited Deep Discount Bond 2034 41,470 (March 31, 2016 : 41,470, April 1, 2015 : 41,470) Bonds of Rs. 25,000 each	2,955	2,864	2,698
Industrial Finance Corporation of India Limited Deep Discount Bond 2037 17,370 (March 31, 2016 : 17,370, April 1, 2015 : 17,370) Bonds of Rs. 25,000 each	1,208	1,177	1,131
Industrial Finance Corporation of India Limited Deep Discount Bond 2038 41,470 (March 31, 2016 : 41,470, April 1, 2015 : 41,470) Bonds of Rs. 25,000 each	2,861	2,797	2,698
Industrial Finance Corporation of India Limited Deep Discount Bond 2039 7,010 (March 31, 2016 : 7,010, April 1, 2015 : 7,010) Bonds of Rs. 25,000 each	483	471	457
9.48% Oriental Bank of Commerce Perpetual Bonds 50 (March 31, 2016 : 443, April 1, 2015 : 105) Bonds of Rs. 1,000,000 each	506	4,970	1,050
9.75 % Industrial Finance Corporation of India Limited 26/04/2028 32 (March 31, 2016 : 4, April 1, 2015 : 238) Bonds of Rs. 1,000,000 each	362	45	2,698
9.90 % Industrial Finance Corporation of India Limited 05/11/2037 40 (March 31, 2016 : Nil, April 1, 2015 : 650) Bonds of Rs. 25,000 each	11	-	176
10.40% Magma Fincorp Limited 06/01/2027 10 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	103	-	-
10.95% IDBI Bank Limited Perpetual (Series-II) 20/01/2022 395 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	4,043	-	-
11.09% IDBI Bank Limited Perpetual (Series-II) 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,191	-	-
11.60% Bank of Maharashtra Perpetual (Series-II) 76 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	786	-	-
12.00% United Bank of India Perpetual (Series-II) 31 (31 March 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	310	-	-
7.10% Power Finance Corporation Limited 11/01/2027 437 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	4,292	-	-
7.37% NTPC Limited 14/12/2031 548 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	5,653	-	-
7.59% Housing and Urban Development Corporation Limited 21/06/2020 60 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	601	-	-
8.75% Housing Development Finance Corporation Limited(Series P-002) 04/03/2021 25 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 10,000,000 each	2,601	-	-
8.90% Indiabulls Housing Finance Limited 26/09/2021 6,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	63	-	-
8.95% Punjab National Bank 30 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	302	-	-
8.97% U.P. Power Corporation Limited 13/02/2026 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 14/02/2025 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2021 230 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,326	-	-
8.97% U.P. Power Corporation Limited 15/02/2022 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2023 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2024 200 (31 March 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2027 100 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	1,011	-	-
9.05% Dewan Housing Finance Corporation Limited 09/09/2023 20,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	212	-	-
9.21% Punjab National Bank Perpetual Bond 500 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	5,009	-	-
9.25% Dewan Housing Finance Corporation Limited 09/09/2023 41,793 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	433	-	-

Notes forming part of the financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
9.30% Dewan Housing Finance Corporation Limited 16/08/2026 2,598 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	28	-	-
9.50% Yes Bank Limited 23/12/2021 20 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	205	-	-
9.55% Piramal Finance Limited 08/03/2027 967 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	9,728	-	-
7.92% Himachal Pradesh Uday 2030 1,500,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 100 each	1,549	-	-
7.98% Telangana Uday 2030 2,000,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 100 each	2,066	-	-
8.01% Himachal Pradesh Uday 2029 2,350,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 100 each	2,431	-	-
6.87% National Housing Bank 06/02/2023 Nil (March 31, 2016 : 3, April 1, 2015 : Nil) Bonds of Rs 1,000,000 each	-	30	-
7.28% Indian Railway Finance Corporation 21/12/2030 Nil (March 31, 2016 : 65,497, April 1, 2015 : Nil) Bonds of Rs 1,000 each	-	672	-
7.64% National Bank for Agricultural and Rural Development 23/3/2031 Nil (March 31, 2016 : 50,000, April 1, 2015 : Nil) Bonds of Rs 1,000 each	-	516	-
7.88% Power Finance Corporation Limited 21/10/2017 Nil (March 31, 2016 : 1,629, April 1, 2015 : Nil) Bonds of Rs 1,000,000 each	-	16,864	-
8.70% Power Finance Corporation Limited 15/01/2020 Nil (March 31, 2016 : 2, April 1, 2015 : Nil) Bonds of Rs 1,000,000 each	-	20	-
8.11% Rural Electrification Corporation 07/10/2025 Nil (March 31, 2016 : 200, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	2,081	-
8.14% Nuclear Power Corporation of India 25/03/2027 Nil (March 31, 2016 : 56, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	568	-
8.14% Nuclear Power Corporation of India 25/03/2028 Nil (March 31, 2016 : 27, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	277	-
8.14% Nuclear Power Corporation of India 25/03/2029 Nil (March 31, 2016 : 38, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	391	-
8.65% India Infradebt limited 21/3/2026 Nil (March 31, 2016 : 89, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	892	-
9.15% Punjab National Bank 13/02/2099 Nil (March 31, 2016 : 466, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	4,854	-
10.00% Tamil Nadu Generation and Distribution Corporation 08/02/2026 Nil (March 31, 2016 : 90, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	913	-
10.20% Dena Bank 18/03/2099 Nil (March 31, 2016 : 1, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	11	-
11.95% Union Bank of India 29/09/2099 Nil (March 31, 2016 : 46, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	538	-
9.03% Gujarat State Petroleum C 22/03/2028 Nil (March 31, 2016 : 2, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	21	-
9.55% Andhra Bank Perpetual Bonds Nil (March 31, 2016 : 190, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	2,065	-
8.06% Rural Electrification Corporation Limited 31/05/2032 Nil (March 31, 2016 : 100, April 1, 2015 : 100) Bonds of Rs 10,00,000 each	-	1,134	1,072
9.48% Bank of Maharashtra Nil (March 31, 2016 : 70, April 1, 2015 : 31) Bonds of Rs 1,000,000 each	-	775	302
10.75% IDBI Bank Limited Series II Nil (March 31, 2016 : 28, April 1, 2015 : 642) Bonds of Rs 1,000,000 each	-	311	7,166
9.60% Housing Development Finance Corporation Limited 07/04/2016 Nil (March 31, 2016 : 1, April 1, 2015 : 1) Bonds of Rs. 1,000,000 each	-	11	12
10.45% Gujarat State Petroleum Corp Limited 28/09/2072 Nil (March 31, 2016 : 573, April 1, 2015 : 41) Bonds of Rs. 1,000,000 each	-	6,350	456
8.69% Damodar Valley Corporation 25/03/2028 Nil (March 31, 2016 : 1,483, April 1, 2015 : 275) Bonds of Rs.1,000,000 each	-	16,192	2,900
8.23% Punjab National Bank 09/02/2025 Nil (March 31, 2016 : 77, April 1, 2015 : 60) Bonds of Rs. 1,000,000 each	-	794	611
7.93% Power Grid Corporation of India Limited (Series XLIII) 20/05/2026 Nil (March 31, 2016 : 5, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	53	555
7.93% Power Grid Corporation of India Limited (Series XLIII) 20/05/2025 Nil (March 31, 2016 : 10, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	105	535
9.98% ICICI Bank Perpetual Bonds Nil (March 31, 2016 : 3, April 1, 2015 : 3) Bonds of Rs. 1,000,000 each	-	32	33
7.93% Power Grid Corporation of India Limited 20/05/2027 Nil (March 31, 2016 : 50, April 1, 2015 : 42) Bonds of Rs. 1,000,000 each	-	521	469

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
10.95% ICICI Bank 31/10/2016 Nil (March 31, 2016 : 25, April 1, 2015 : 25) Bonds of Rs. 100,000 each	-	26	27
11.05% ICICI Bank 18/08/2016 Nil (March 31, 2016 : 18, April 1, 2015 : 18) Bonds of Rs. 100,000 each	-	19	20
11.10% ICICI Bank 05/07/2016 Nil (March 31, 2016 : 25, April 1, 2015 : 25) Bonds of Rs. 100,000 each	-	27	28
11.20% ICICI Bank 20/06/2016 Nil (March 31, 2016 : 2, April 1, 2015 : 2) Bonds of Rs. 100,000 each	-	2	3
11.50% ICICI Bank 16/06/2016 Nil (March 31, 2016 :12, April 1, 2015 :12) Bonds of Rs. 100,000 each	-	13	14
7.50% Water & Sanitation Pooled Fund Bonds 09/09/2020 Nil (March 31, 2016 : Nil, April 1, 2015 : 15) Bonds of Rs. 100,000 each	-	-	17
10% Indian Overseas Bank Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 68) Bonds of Rs. 1,000,000 each	-	-	699
9.65% Reliance Capital Limited 18/03/2025 Nil (March 31, 2016 : Nil, April 1, 2015 : 4) Bonds of Rs. 1,000,000 each	-	-	41
7.93% Power Grid Corporation of India Limited 20/05/2024 Nil (March 31, 2016 :Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	535
7.93% Power Grid Corporation of India Limited 20/05/2028 Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	535
9.80% Gujarat State Petroleum C 22/03/2073 Nil (March 31, 2016 :Nil, April 1, 2015 : 21) Bonds of Rs. 1,000,000 each	-	-	223
8.79% Bangalore Metro Rail Corporation Limited 23/12/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 106) Bonds of Rs. 1,000,000 each	-	-	1,093
10.40% Reliance Ports and Terminals Limited 18/07/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 2) Bonds of Rs. 1,000,000 each	-	-	23
9.20% Tamil Nadu Generation and Distribution Corporation 18/12/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 35) Bonds of Rs. 1,000,000 each	-	-	388
8.15% Power Grid Corporation of India Limited (Series XLIX) 09/03/2020 Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	504
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 Nil (March 31, 2016 : Nil, April 1, 2015 : 20) Bonds of Rs. 1,000,000 each	-	-	201
8.66% India Infrastructure Finance Corporation Limited 22/01/2034 Nil (March 31, 2016 : Nil, April 1, 2015 : 400) Bonds of Rs. 1,000 each	-	-	6
9.00% Rajasthan Rajya Vidyut Prasaran Nigam Limited 24/12/2026 Nil (March 31, 2016 : Nil, April 1, 2015 : 25) Bonds of Rs. 1,000,000 each	-	-	263
9.90 % Industrial Finance Corporation of India Limited 05/11/2022 Nil (March 31, 2016 : Nil, April 1, 2015 : 94) Bonds of Rs. 25,000 each	-	-	26
9.90 % Industrial Finance Corporation of India Limited 05/11/2032 Nil (March 31, 2016 : Nil, April 1, 2015 : 4,090) Bonds of Rs. 25,000 each	-	-	1,125
9.90 % Industrial Finance Corporation of India Limited 05/11/2027 Nil (March 31, 2016 : Nil, April 1, 2015 : 4,400) Bonds of Rs. 25,000 each	-	-	1,201
8.80% Food Corporation of India 22/03/2028 Nil (March 31, 2016 : Nil, April 1, 2015 : 129) Bonds of Rs. 1,000,000 each	-	-	1,404
9.08% Konkan Railway Corporation Limited 25/09/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 24) Bonds of Rs. 1,000,000 each	-	-	254
9.60% North Eastern Electric Power Corporation Limited 01/10/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 150) Bonds of Rs. 1,000,000 each	-	-	1,570
9.51% Corporation Bank Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 31) Bonds of Rs. 1,000,000 each	-	-	317
9.55% Canara Bank Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 170) Bonds of Rs. 1,000,000 each	-	-	1,713
8.27% Rural Electrification Corporation 09/03/2022 Nil (March 31, 2016 : Nil, April 1, 2015 : 90) Bonds of Rs. 1,000,000 each	-	-	895
9.84% Air India 27/09/2026 Nil (March 31, 2016 : Nil, April 1, 2015 : 3) Bonds of Rs. 1,000,000 each	-	-	35
9.90 % Industrial Finance Corporation of India Limited 11/06/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 7) Bonds of Rs. 1,000,000 each	-	-	76
9.48% Bank of Maharashtra Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	488
8.20% Power Grid Corporation 23/01/2030 Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	511
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 Nil (March 31, 2016 : Nil, April 1, 2015 : 30) Bonds of Rs. 1,000,000 each	-	-	300
18.00% Ambience Infrastructure Developers Private Limited 23/07/2015 Nil (March 31, 2016 : Nil, April 1, 2015 : 499) Bonds of Rs. 1,000,000 each	-	-	5,014

Notes forming part of the financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
18.00% Ambience Infrastructure Developers Private Limited 10/10/2017 Nil (March 31, 2016 : Nil, April 1, 2015 : 670) Bonds of Rs 1,000,000 each	-	-	6,812
18.00% Ambience Infrastructure Developers Private Limited NCD 28/08/2017 Nil (March 31, 2016 : Nil, April 1, 2015 : 750) Bonds of Rs 1,000,000 each	-	-	7,624
10.90% DLF Emporio Limited 21/11/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 104) Bonds of Rs 1,000,000 each	-	-	1,067
10.90% DLF Promenade Limited NCD 21/12/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 30) Bonds of Rs 1,000,000 each	-	-	308
9.90% Industrial Finance Corporation India Limited 05/11/2032 Nil (March 31, 2016 : Nil, April 1, 2015 : 360) Bonds of Rs 25,000 each	-	-	100
10.20% SREI Infrastructure Finance Limited 23/03/2020 Nil (March 31, 2016 : Nil, April 1, 2015 : 16) Bonds of Rs 1,000,000 each	-	-	168
9.48% Bank of Maharashtra Nil (March 31, 2016 : Nil, April 1, 2015 : 19) Bonds of Rs 1,000,000 each	-	-	185
IFMR Capital Mosec Ariadne 2014 Pass through Certificates Nil (March 31, 2016 : Nil, April 1, 2015 : 3) Bonds of Rs 1,000,000 each	-	-	100
b) Investment in Mutual Funds			
Edelweiss Arbitrage Fund Dividend Option 4,848,391 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value Rs. 1,000 each	510	-	-
HDFC Charity Fund for Cancer Cure - Arbitrage Plan - growth 2,000,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value of . 1,000 each	200	-	-
Principal Short Term Income Fund - Direct Plan Growth 1,716,768 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value Rs. 1,000 each	509	-	-
Reliance Liquid Fund - Treasury Plan-Growth 6,704 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value of Rs. 1,000 each	265	-	-
Reliance Medium Fund - Direct Growth 7,231,265 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value of Rs. 1,000 each	2,508	-	-
SBI - Premier Liquid Fund - Regular Plan Growth Nil (March 31, 2016 : 175,622.408, April 1, 2015 : Nil) Units of face value Rs. 1,000 each	-	4,183	-
Pramerica Dynamic Bond Fund - Growth Option Nil (March 31, 2016 : 36,532.835, April 1, 2015 : Nil) Units of face value of Rs. 1,000 each	-	500	-
c) Investment in equity shares			
National Mineral Development Corporation 100,000 (March 31, 2016 : 100,000, April 1, 2015 : 100,000) shares of face value of Rs. 1/- each fully paid up	133	98	129
II. Investment in equity shares - Unquoted other investments			
Dewas Bhopal Corridor Private Limited 13,000 (March 31, 2016 : 13,000, April 1, 2015 : Nil) Equity shares of Rs. 10/- each fully paid up.	2,950	2,950	-
Total	**74,977**	**80,467**	**64,157**
Aggregate book value of quoted investments	72,027	77,517	64,157
Aggregate book value of unquoted investments	2,950	2,950	-
Aggregate market value of quoted investments	72,027	77,517	64,157

13. Trade receivables

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured			
Considered good	30	182	206
- Related parties (Refer note 54)	1,889	3,553	3,139
- Others	-	-	173
Considered doubtful - Others	1,919	3,735	3,518
Less : Allowance for doubtful debts	-	-	173
Total	1,919	3,735	3,345

Trade receivables are non-interest bearing and are normally settled as per payment terms mentoned in the contract.

14. Cash and cash equivalents

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Balances with banks in			
- Current accounts	24,859	894	3,550
- Deposit with banks having original maturity of less than three months*	-	1,628	1,498
Cash on hand	25	16	17
Total	24,884	2,538	5,065

* Deposits with banks earns interest at prevaling bank deposit rates.

15. Bank balances (other than 14 above)

	March 31, 2017	March 31, 2016	April 1, 2015
Balances with banks			
- Deposits with bank having original maturity of more than 3 months but less than 12 months*	4,266	47	98
- Held as margin money or security against guarantees and other commitments (with various government authorities and banks)*	283	1,038	875
Total	**4,549**	**1,085**	**973**

* Deposits with banks earns interest at prevaling bank deposit rates.

16. Current financial assets - loans

	March 31, 2017	March 31, 2016	April 1, 2015
A. Secured, considered good			
Inter corporate deposits			
- Related parties (Refer note 54)	515	517	-
- Others	4,656	5,848	-
B. Unsecured, considered good			
Inter corporate deposits - Others	-	-	8,988
Loans and advances - Related parties (Refer note 54)	112	0	63
Total	**5,283**	**6,365**	**9,051**

17. Other current financial assets

	March 31, 2017	March 31, 2016	April 1, 2015
(Unsecured)			
Advances recoverable			
- Considered good	8	1,587	469
- Doubtful	145	145	-
	153	1,732	469
Less : Allowance for doubtful advances	**145**	**145**	**-**
	8	**1,587**	**469**
Application money for optionally convertible debentures	632	-	-
Unbilled work-in-progress	1,400	2,290	2,492
Total	**2,040**	**3,877**	**2,961**

18. Current tax assets

	March 31, 2017	March 31, 2016	April 1, 2015
Balance with government authorities			
- Direct tax (net of provisions)	-	-	246
Total	**-**	**-**	**246**

Notes forming part of the financial statements

19 Other current assets

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Advance against goods and services			
- Considered good	654	124	301
- Doubtful	-	-	50
	654	124	351
Less : Allowance for doubtful advances	-	-	50
	654	124	301
Balance with government authorities - Indirect tax	-	-	832
Prepaid expenses	454	20	35
Total	**1,108**	**144**	**1,168**

20 Assets held-for-sale

	March 31, 2017	March 31, 2016	April 1, 2015
Assets held-for-sale (Refer note 62)	5,662	121	8
Total	**5,662**	**121**	**8**

21 Equity

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
21(a) Equity share capital			
Authorised			
180,000,000 (31 March 2016: 180,000,000; 01 April 2015 180,000,000) equity shares of Rs. 10/- each	18,000	18,000	18,000
	18,000	**18,000**	**18,000**
Issued, subscribed and paid up			
147,293,056 (31 March 2016: 174,040,535; 01 April 2015 173,320,535) equity shares of Rs. 10/- each fully paid up	14,729	17,404	17,332
	14,729	**17,404**	**17,332**

(i) Rights, preference and restriction on shares

The Company has only one class of equity shares 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.

(ii) Reconciliation of number of equity shares outstanding

(₹ in Lakhs)

	March 31, 2017		March 31, 2016	
	Number	(Rs in lakhs)	Number	(Rs in lakhs)
At the beginning of the year	**174,040,535**	**17,404**	**173,320,535**	**17,332**
Add : Pursuant to exercise of stock options (Refer note 48)	240,000	24	720,000	72
Less : Equity shares bought back during the year (Refer note 46)	(26,987,479)	(2,699)	-	-
Outstanding at the end of the year	**147,293,056**	**14,729**	**174,040,535**	**17,404**

(iii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the last five years immediately preceding the reporting date

	March 31, 2017	March 31, 2016	April 1, 2015
a) Equity shares allotted as fully paid up for consideration other than cash	-	-	-
- Pursuant to the Scheme of Amalgamation and Arrangement	-	-	157,768,980
- Pursuant to exercise of stock options (Refer note 48)	240,000	720,000	-
b) Equity shares bought back during the year (Refer note 46)	(26,987,479)	-	-

(iv) Shares reserved for issue under options

For details of shares reserved for issue under the share based payment plan of the Company - Refer note 48

(v) Details of shareholders holding more than 5% shares in the Company

(₹ in Lakhs)

	March 31, 2017		March 31, 2016	
	Number of shares	% Holding	Number of shares	% Holding
Anjar Road Private Limited	58,175,951	39.50%	-	0.00%
Merrill Lynch Markets Singapore PTE. Limited	8,294,926	5.63%	-	0.00%
Life Insurance Corporation of India and its schemes	8,752,524	5.94%	7,232,604	4.16%
Insight Solutions Limited	8,714,027	5.92%	-	0.00%
Krishiraj Trading Limited	-	0.00%	34,330,600	19.73%
Granele Limited	-	0.00%	21,023,328	12.08%
Merrill Lynch Capital Markets S A S V	-	0.00%	15,748,618	9.05%
JP Morgan Chase Bank NA	-	0.00%	13,815,600	7.94%

21(b) Other equity

(₹ in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Capital reserve	22,355	22,355	99,662
Securities premium reserve	92,036	106,124	28,866
Share options outstanding account	91	76	23
Amalgamation reserve	521	521	521
General reserve	322	322	322
Retained earnings	5,185	863	(3,439)
Total	**120,510**	**130,260**	**125,955**

(i) Capital reserve

	March 31, 2017	March 31, 2016
As per last Balance Sheet	22,355	99,662
Transferred to securities premium pursuant to Modified Scheme (Refer note 47)	-	(77,307)
	22,355	22,355
(ii) Securities premium reserve		
As per last Balance Sheet	106,124	28,866
Exercise of share options	82	121
Transferred from capital reserve to Modified Scheme (Refer note 47)	-	77,307
Transaction costs - share issue expenses	(137)	(170)
Buy back of shares	(14,033)	-
	92,036	106,124
(iii) Other reserves		
(a) Share options outstanding account		
As per last Balance Sheet	76	23
Compensation options granted during the year	121	245
Share options exercised during the year	(106)	(192)
	91	76
(b) Amalgamation reserve		
As per last Balance Sheet	521	521
(c) General reserve		
As per last Balance Sheet	322	322
(d) Retained earnings		
As per last Balance Sheet	863	(3,439)
Total comprehensive income for the year	4,322	4,302
	5,185	863
Total	**120,510**	**130,260**

Nature and purpose of reserves

a) Capital reserve

Capital reserve represents capital surplus and not normally available for distribution as dividend.

b) Securities premium reserve

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

c) Share options outstanding account

The share options outstanding account is used to recognise the value of equity settled share based payment provided to Managing director as part of their remuneration. Refer note 48 for further details of this plan.

d) Amalgamation reserve

It represents reserve arising out of amalgamation of two subsidiaries with the Company.

e) General reserve

The reserve is a distributable reserve maintained by the Company out of transfers made from profits.

Notes forming part of the financial statements

22 Non-current borrowings

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Secured			
Term loans from banks	5,613	5,791	7,548
Less : Current maturities disclosed under other current financial liabilites (Refer note 26)	(432)	(207)	(808)
Total	**5,181**	**5,584**	**6,740**
Term loans from banks			
Industrial Development Finance Corporation Limited ('IDFC')	5,613	5,791	5,861
Dena Bank	-	-	367
Corporation Bank	-	-	1,319
	5,613	**5,791**	**7,547**

Nature of security and terms of repayments for long term borrowings

i) Industrial Development Finance Corporation Limited ('IDFC')

Secured by way of mortgage in favour of IDFC of all movable properties pertaining to the Dewas Water Supply Projects, present and future. A first charge by way of hypothecation of all the movable assets including movable plant and machinery, machinery spares, tools & accessories, furniture and fixtures, vehicles and all other movable assets pertaining to the project, present and future. First charge of all book debts, operating cash flows, revenues and receivables of the Company pertaining to the project, present and future. First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future. Assignment of all rights, title, interest, benefits, claims and demands of the Company in respect of all the assets of the projects agreement and contracts including concession agreement. First charge over the escrow account, debt service reserve account and other reserve and any other bank account the Company wherever maintained.

Repayment terms : Repayment in monthly installments w.e.f. April 16, 2016 i.e- FY 17-3%; FY18-7%; FY19-10%; FY20-20%; FY21-22%; FY22-33%; FY23-5%. Interest shall be paid separately as and when due.

Rate of Interest : 11.25% p.a.

ii) Dena Bank

Secured by first mortgage and charge on all the Company's capital assets, specific and 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 conserts and insurance policies in respect of the projects.

iii) Corporation Bank

Secured by exclusive first charge by way of hypothecation of entire toll receivable under the Raisen Rahatgarh road Project.

23 Non-current provisions

	March 31, 2017	March 31, 2016	April 1, 2015
Provision for employee benefits	280	225	294
Provision for Welspun Maxsteel Limited (WMSL) obligations	2,588*	3,470	3,470
Total	2,868	3,695	3,764

*Represents certain obligations related to stamp duty, etc of Welspun Maxsteel Limited, an erstwhile subsidiary disposed off in FY 2014-15

24 Current financial liabilities - borrowings

	March 31, 2017	March 31, 2016	April 1, 2015
Secured			
Loans repayable on demand from banks	1,975	1,261	1,697
Unsecured			
Loans repayable on demand from related parties	425	-	-
Total	**2,400**	**1,261**	**1,697**

Nature of security and terms of repayment for secured borrowings

Loan from bank is secured by hypothecation of inventories and book debts of the Company.
Rate of interest: MCLR +1.45% pa

25 Trade payables

	March 31, 2017	March 31, 2016	April 1, 2015
Acceptances	101	238	107
Trade payables Others (for Micro, Small and Medium Enterprises - Refer note 56)	6,443	2,093	2,607
Total	**6,544**	**2,331**	**2,714**

Terms and conditions of the above financial liabilities:
Acceptances are interest bearing and are normally settled on 90-days terms.
Trade payables are non-interest bearing and are normally settled as per payment terms mentioned in the contract.

26 Current financial liabilities - others

	March 31, 2017	March 31, 2016	April 1, 2015
Current maturities of long-term borrowings (Refer note 22)	432	207	808
Creditors for expenses	1,607	2,963	1,282
Mobilisation advance payable - Related parties	6,507	-	-
Security deposits/ retention money payable	1,492	799	914
Payable to employees	16	12	0
Total	**10,054**	**3,981**	**3,004**

27 Current provisions

	March 31, 2017	March 31, 2016	April 1, 2015
Provision for employee benefits	14	7	6
Total	**14**	**7**	**6**

28 Other current liabilities

	March 31, 2017	March 31, 2016	April 1, 2015
Trade advances	205	232	314
Unearned revenue - Related parties	1,885	-	-
Statutory dues	1,300	147	145
Total	**3,390**	**379**	**459**

29 Revenue from operations

	March 31, 2017	March 31, 2016
Revenue from		
- Engineering, Procurement and Construction (EPC)	21,192	7,565
- Build Operate Transfer (BOT) Business	2,798	3,117
- Sale of traded goods (cotton products)	5,677	7,776
Other operating revenues		
- Scrap sales	10	18
- Other material sales	428	143
- Renting of machineries	8	-
Revenue from operations (gross)	30,113	18,619
Less: Service tax	60	134
Total	**30,053**	**18,485**

Notes forming part of the financial statements

30 Other income

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Interest income		
- Financial assets mandatorily measured at fair value through profit and loss	2,275	5,333
- Others*	11	56
Dividend income on financial assets mandatorily measured at fair value through profit and loss	26	20
Net gain on financial assets mandatorily measured at fair value through profit and loss	3,322	3,107
Net gain on sale of current investments	387	254
Unclaimed liabilities written back	-	614
Gain on sale of property, plant and equipment (net)	74	-
Insurance claim	181	54
Claim revenue (Refer note 63)	766	-
Discount received	16	-
Miscellaneous income	0	93
Total	**7,058**	**9,531**

* Others includes interest income on income tax refund etc.

31 Interest income

	March 31, 2017	March 31, 2016
Interest income on financial assets at amortised cost		
- On bank deposits	437	209
- On inter corporate deposits	994	622
- On loans and advances	1,256	1,210
Unwinding of discount on security deposits	28	2
Total	**2,715**	**2,043**

32 Cost of materials consumed

	March 31, 2017	March 31, 2016
Inventories at the beginning of the year	298	373
Add: Purchases	1,295	2,895
	1,593	3,268
Less: Inventories at the end of the year	(296)	(298)
Total	**1,297**	**2,970**

33 Purchases of stock-in-trade

	March 31, 2017	March 31, 2016
Purchases of traded goods (cotton products)	5,662	7,752
Total	**5,662**	**7,752**

34 (Increase) / decrease in construction work-in-progress

	March 31, 2017	March 31, 2016
Construction work-in-progress at the beginning of the year	2,290	2,492
Less : Construction work-in-progress at the end of the year	1,400	2,290
Total	**890**	**202**

35 Employee benefits expense

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Salaries, wages and bonus	2,490	2,363
Contribution to provident and other funds	203	175
Share based payments to employees (Refer note 48)	121	246
Staff welfare expenses	74	62
Total	**2,888**	**2,846**

36 Finance costs

	March 31, 2017	March 31, 2016
Interest expenses on financial liabilities at amortised cost		
- Term loans	642	900
- Working capital	7	141
Net interest on defined benefit plan	18	24
Other interest costs	17	5
	684	**1,070**
Bank charges and other finance costs	63	70
Unwinding of discount on interest free deposits	31	2
Total	**778**	**1,142**

37 Depreciation and amortisation expense

	March 31, 2017	March 31, 2016
Depreciation on property, plant and equipment	97	231
Amortisation of intangible assets	1,634	2,340
Total	**1,731**	**2,571**

38 Other expenses

	March 31, 2017	March 31, 2016
Site expenses	364	965
Hire charges	85	84
Power, fuel and water charges	390	428
Repairs and maintenance :-		
- Property, plant and equipment	21	39
- Building	-	1
- Others	366	24
Project monitoring and maintenance fees	66	60
Rent	271	286
Rates and taxes	431	563
Insurance	79	76
Travelling and conveyance expense	331	249
Communication expenses	26	32
Legal and professional fees	846	1,506
Freight	21	-
Business promotion and advertisement	91	80
Printing and stationary	41	28
Directors sitting fees	18	17
Payment to Auditor		
- Audit fees	20	22
- Certifications (including fees for limited review)	8	4
- Reimbursement of expenses	1	0
Bad debts [net off provision for doubtful debts and advances written back Rs. Nil (Previous year Rs. 126 lakhs)]	460	45
Accrued interest income written off	-	474
Donation	0	0
Loss on sale of property, plant and equipment (net)	-	7
Expected credit loss	1,256	1,108
Miscellaneous expenses	114	123
Total	**5,306**	**6,220**

'0' denotes less than Rs. 50,000

Notes forming part of the financial statements

39 Income tax

a) The major components of income tax for the year ended 31 March 2017 are as under:-

i) Income tax related to items recognised in the statement of profit and loss during the year

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Current tax		
Current tax on taxable income for the year	607	389
Deferred tax		
Relating to origination and reversal of temporary differences	402	(470)
MAT credit taken	-	(389)
Total deferred tax charge/ (credit)	**402**	**(859)**
Income tax expense/ (credit) reported in the statement of profit and loss	**1,009**	**(470)**

ii) Deferred tax related to items recognized in other comprehensive income (OCI) during the year

	March 31, 2017	March 31, 2016
Deferred tax on remeasurement (gains)/losses on defined benefit plan	3	1
Deferred tax charged to OCI	**3**	**1**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

	March 31, 2017	March 31, 2016
Accounting profit before tax	**5,336**	**3,834**
Income tax @ 34.608%	**1,847**	**1,327**
Non-deductible expenses for tax purpose		
- ECL on loans	435	383
- Depreciation on grant exempted from tax	248	356
- Bad debts written off - capital nature	120	-
- Other non deductible expenses	60	-
Profit/gain of capital nature	-	(137)
Exceptional item (gain on sale of stake in Joint venture)	-	(1,803)
Other allowances for tax purpose	(233)	-
Utilisation of previously unrecognised tax losses	(1,469)	(596)
Income tax expense/ (credit) reported in the statement of profit and loss	**1,009**	**(470)**

c) Deferred tax relates to the following:

	Balance Sheet			Recognized in the statement		Recognized in OCI	
	Mar 31, 2017	Mar 31, 2016	Apr 1, 2015	Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
a) Taxable temporary differences							
Depreciation on property, plant and equipment and intangible assets	1,280	1,298	2,526	(18)	(1,228)	-	-
Fair valuation of financial instruments	719	814	39	(95)	775	-	-
Total (a)	**1,999**	**2,112**	**2,565**	**(113)**	**(453)**	**-**	**-**
b) Deductible temporary differences							
Allowance for doubtful debts	-	206	219	206	13	-	-
Employee benefits / expenses allowable on payment basis	136	74	96	(59)	24	3	1
Unused tax losses and unabsorbed depreciation	1,094	1,462	1,409	368	(54)	-	-
Total (b)	**1,230**	**1,742**	**1,724**	**515**	**(17)**	**3**	**1**
Less: MAT credit entitlement (c)	489	489	105	-	(389)	-	-
Net deferred tax (assets)/liabilities (a-b-c)	**280**	**(119)**	**736**				
Deferred tax charge/(credit) (a+b)				**402**	**(859)**	**3**	**1**

d) Unrecognised deferred tax assets on unused tax losses

The Company has brought forward long term capital losses of Rs. 86,279 lakhs (31 March 2016 Rs. 103,263 lakhs, 1 April 2015 Rs.102,395 lakhs) (majority of which is expiring in 31 March 2023)

40 First time adoption of ind AS

A. First Ind AS financial statements

These are the Company's first financial statements prepared in accordance with Ind AS applicable as at 31 March 2017.

The accounting policies set out in note 3 have been applied in preparing the financial statements for the year ended 31 March 2017, the comparative information presented in these financial statements for the year ended 31 March 2016 and in the preparation of an opening Ind AS balance sheet as at 1 April 2015 (the date of transition). In preparing its opening Ind AS balance sheet, the Company has restated the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2014 and other relevant provisions of the Act (previous GAAP or Indian GAAP) so as to comply in all material respects with Ind AS.

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is as follows:

i) Optional exemptions availed

a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption is also applicable for intangible assets covered by Ind AS 38.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

b) Investment in subsidiaries and joint venture

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investment in subsidiaries and joint venture as recognised in the financial statements at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to measure all of its investments in subsidiaries at their previous GAAP carrying value.

ii) Mandatory exceptions applied

a) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

b) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

c) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Accordingly, the Company has assessed classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Notes forming part of the financial statements

B. Effect of Ind AS adoption on the balance sheet as at April 1, 2015 (date of transition)

(₹ in Lakhs)

	Note	Previous GAAP	Ind AS adjustments	Ind AS
I Assets				
1 Non-current assets				
(a) Property, plant and equipment	H 6	1,021	(8)	1,013
(b) Intangible assets		16,611	-	16,611
(c) Financial assets				
(i) Investments	H 1	55,928	(4,773)	51,156
(ii) Loans	H 2, H 8	4,709	(398)	4,311
(d) Non-current tax assets		1,968	-	1,968
(e) Other non-current assets	H 2	-	2	2
Total non-current assets		**80,237**	**(5,177)**	**75,061**

	Note	Previous GAAP	Ind AS adjustments	Ind AS
2 Current assets				
(a) Inventories		372	-	372
(b) Financial assets				
(i) Investments	H 1	64,048	109	64,157
(ii) Trade receivables		3,345	-	3,345
(iii) Cash and cash equivalents		5,065	-	5,065
(iv) Bank balances other than (iii) above		973	-	973
(v) Loans		9,051	-	9,051
(vi) Other financial assets		2,961	-	2,961
(c) Current tax assets		246	-	246
(d) Other current assets		1,168	0	1,168
Total current assets		**87,229**	**110**	**87,338**
Assets held-for-sale	H 6	-	8	8
		87,229	118	87,346
Total assets		**167,466**	**(5,059)**	**162,407**
II Equity and liabilities				
A Equity				
a) Equity share capital		17,332	-	17,332
b) Other equity	H 1-9	131,052	(5,098)	125,955
Total equity		**148,384**	**(5,098)**	**143,287**
B Liabilities				
1 Non-current liabilities				
(a) Financial liabilities				
Borrowings		6,740	-	6,740
(b) Provisions		3,764	-	3,764
(c) Deferred tax liabilities (net)	H 9	697	39	736
Total non-current liabilities		**11,201**	**39**	**11,240**
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings		1,697	-	1,697
(ii) Trade payables		2,714	-	2,714
(iii) Other financial liabilities		3,005	(1)	3,004
(b) Provisions		6	-	6
(c) Other current liabilities		459	-	459
Total current liabilities		**7,881**	**(1)**	**7,880**
Total equity and liabilities		**167,466**	**(5,059)**	**162,407**

C. Effect of Ind AS adoption on the balance sheet as at March 31, 2016

	Note	Previous GAAP	Ind AS adjustments	Ind AS
I Assets				
1 Non-current assets				
(a) Property, plant and equipment	H 6	617	(121)	496
(b) Intangible assets		9,781	-	9,781
(c) Financial assets				
(i) Investments	H 1	56,805	(4,774)	52,032
(ii) Loans	H 2, H 8	1,677	(396)	1,281
(d) Deferred tax assets (net)	H 9	933	(814)	119
(e) Non-current tax assets		1,736	-	1,736
(f) Other non-current assets	H 2	827	1	827
Total non-current assets		**72,376**	**(6,104)**	**66,272**
2 Current assets				
(a) Inventories		298	-	298
(b) Financial assets				
(i) Investments	H 1	78,543	1,924	80,467
(ii) Trade receivables		3,735	-	3,735
(iii) Cash and cash equivalents		2,538	-	2,538
(iv) Bank balances other than (iii) above		1,085	-	1,085
(v) Loans		6,365	-	6,365
(vi) Other financial assets		3,877	-	3,877
(c) Current tax assets				-
(d) Other current assets		144	-	144
Total current assets		**96,585**	**1,924**	**98,509**
Assets held-for-sale	H 6	-	121	121
		96,585	**2,045**	**98,630**
Total assets		**168,961**	**(4,059)**	**164,902**
II Equity and liabilities				
A Equity				
a) Equity share capital		17,404	-	17,404
b) Other equity	H 1-9	134,344	(4,084)	130,260
Total equity		**151,748**	**(4,084)**	**147,664**
B Liabilities				
1 Non-current liabilities				
(a) Financial liabilities				
Borrowings		5,584	-	5,584
(b) Provisions	H 4	3,702	(7)	3,695
Total non-current liabilities		**9,286**	**(7)**	**9,279**
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings		1,261	-	1,261
(ii) Trade payables		2,331	(0)	2,331
(iii) Others	H 1	3,949	32	3,981
(b) Provisions		7	-	7
(c) Other current liabilities		379	-	379
Total current liabilities		**7,927**	**32**	**7,959**
Total equity and liabilities		**168,961**	**(4,059)**	**164,902**

D Effect of Ind AS adoption on the statement of profit and loss for the year ended March 31, 2016

(₹ in Lakhs)

		Note	Previous GAAP	Ind AS adjustments	Ind AS
I	**Income**				
	Revenue from operations		18,485	-	18,485
	Other income	H 1	7,686	1,845	9,531
	Interest income	H 2 , H 7	934	1,109	2,043
	Total Income		**27,105**	**2,954**	**30,059**
II	**Expenses**				
	Cost of materials consumed		2,970	-	2,970
	Purchases of stock-in-trade		7,752	-	7,752
	Subcontracting, civil and repair work		3,240	-	3,240
	Decrease in construction work-in-progress		202	-	202
	Employee benefits expense	H 3 , H 5	2,862	(16)	2,846
	Finance costs	H 2	1,141	1	1,142
	Depreciation and amortisation expense		2,571	-	2,571
	Other expenses	H 8	5,049	1,171	6,220
	Total expenses		**25,787**	**1,156**	**26,943**
III	**Profit before exceptional items and tax (I - II)**		**1,318**	**1,798**	**3,116**
IV	Exceptional items (net)		718	-	718
V	**Profit before tax (III + IV)**		**2,036**	**1,798**	**3,834**
VI	**Tax expense**				
	- Current tax		389	-	389
	- Deferred tax charge /(credit)	H 9	(1,635)	776	(859)
	Total tax expense		**(1,246)**	**776**	**(470)**
VII	**Profit for the year (V - VI)**		**3,282**	**1,022**	**4,304**
VIII	**Other comprehensive income**				
	Items that will not be reclassified to profit or loss				
	- Remeasurement gains/(losses) on defined benefit plan	H 5	-	(3)	(3)
	Income tax effect on above		-	1	1
	Other comprehensive income for the year (net of tax)		**-**	**(2)**	**(2)**
IX	**Total comprehensive income for the year (VII + VIII)**		**3,282**	**1,020**	**4,302**

E The reconciliation of equity as at 31 March 2016 reported as per previous Indian GAAP and Ind AS is as under :

(₹ in Lakhs)

	Note	March 31, 2017	March 31, 2016
Equity as per previous Indian GAAP		**151,748**	**148,384**
Effect of measuring financial instruments (equity investment) at fair value	H 1	(3,150)	(4,773)
Effect of measuring financial instruments (debt instruments) at fair value	H1, H8	(127)	(286)
Other Ind AS adjustments	H 2-8	7	0
Deferred tax impact on above adjustments	H 9	(814)	(39)
Equity as per Ind-AS		147,664	143,287

F The reconciliation of total comprehensive income for the year ended 31 March 2016 reported as per previous Indian GAAP and Ind AS is as under :

(₹ in Lakhs)

	Note	March 31, 2016 (Audited)
Net Profit as per previous Indian GAAP		**3,282**
Effect of measuring financial instruments at fair value	H 1 , H 7	1,782
Other Ind AS adjustments	H 2-8	12
Actuarial loss/ (gain) on defined benefit plans reclassified to other comprehensive income	H 5	3
Deferred tax on Ind AS adjustments	H 9	(775)
Profit for the year as per Ind-AS		4,304
Other comprehensive income (net of tax)	H 4	2
Total Comprehensive income as per Ind AS		**4,302**

Notes forming part of the financial statements

G Impact of Ind AS adoption on the statement of cash flows for the year ended March 31, 2016

All the adjustments on account of Ind AS are non - cash in nature and hence, there is no material impact on the cash flows in the cash flow statement.

H Footnotes to the reconciliation of equity as at April 1, 2015 and March 31, 2016 and profit or loss for the year ended March 31,2016

1 FVTPL financial assets

Under the previous GAAP, investments in equity instruments were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary diminution in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition and subsequently in the statement of profit and loss for the year ended March 31, 2016. This resulted in decrease in non-current investments by Rs. 4,773 lakhs as at March 31, 2016 (April 1 2015: Rs. 4,773 lakhs) and increase in current investments by Rs. 1,624 lakhs as at March 31, 2016 and decrease of retained earnings by Rs.3,150 lakhs as at March 31, 2016 (April 1, 2015: Rs. 4,773 lakhs)

Under the previous GAAP, the Company accounted for investments in debt securities and mutual funds (current investments) as investments measured at lower of cost and fair value. Under Ind AS, these investments are mandatorily classified as debt investments measured at FVTPL as these investments are held for trading. Ind AS requires FVTPL debt instruments to be measured at fair value. At the date of transition to Ind AS, difference between the instruments fair value and previous GAAP carrying amount has been recognised in retained earnings. This resulted in increase in current investments by Rs. 301 lakhs as at March 31, 2016 (April 1, 2015 : Rs 109 lakhs) and corresponding increase in retained earnings by equivalent amounts.

2 Security deposits

Under the previous GAAP, interest free lease security deposits given (that are refundable in cash on completion of the lease term) were recorded at their transaction value. Under Ind AS, all financial assets are required to be measured at fair value. Accordingly, the Company has fair valued lease security deposits under Ind AS. Difference between the fair value and transaction value of the security deposits has been recognised as deferred lease revenue. Consequent to this change, security deposits decreased by Rs. 0.80 lakhs as at March 31, 2016 (April 1, 2015: Rs. 2 lakhs) and deferred lease revenue increased by Rs. 0.76 lakhs as at March 2016 (April 1, 2015: Rs. 2 lakhs). The profit for the year ended on March 31, 2016 decreased by Rs. 0.05 lakhs due to recognition of deferred lease revenue over the lease term amounting to Rs. 2 lakhs which is partially offset by notional interest expense of Rs. 2 lakhs recognised on security deposits.

3 Share based payments

Under the previous GAAP, the cost of stock options granted pursuant to the Company's stock option scheme was the intrinsic value of the options granted as at the date of the grant which was amortised on straight line basis over the vesting period in accordance with the SEBI Guidelines 1999. Under Ind AS the cost of share based payments is recognised based on the fair value of the options as at the grant date. Consequently, the amount recognised in employee stock options outstanding account increased by Rs. 10 lakhs as at March 31, 2016 (April 1, 2015: Rs. 0.56 lakhs). The proft for the year ended March 31, 2016 increased by Rs 6 lakhs. There is no impact on total equity.

4 Other comprehensive income

Under previous GAAP, the Company was not required to present other comprehensive income (OCI) separately. Hence, it has reconciled profit or loss as per Indian GAAP to profit or loss as per Ind AS. Further, Ind AS profit or loss is reconciled to total comprehensive income as per Ind AS.

5 Remeasurement of post employment benefit obligations

Under Ind AS, remeasurements i.e.actuarial gains and losses on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurement were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended March 31, 2016 increased by Rs. 2 lakhs (net of deferred tax of Rs. 1 lakhs). There is no impact on the total equity as at March 31, 2016.

6 Assets held-for-sale

The Company intends to dispose off the construction equipments as it is not intended to be utilized for business purpose in future. Construction equipments has been depreciated till March 31, 2015 and thereafter classified as Assets included in disposal group classified as held for sale with no depreciation charged from 1 April 2015. Under the previous GAAP, the carrying value of the construction equipments were shown under Property, plant and equipment. Further refer note 64 for adjustment made for the year ended March 31, 2016.

7 Loans given

Under Ind AS, loans given are valued at present value as compared to being carried at cost in the previous GAAP. This adjustment includes the difference between the book value and the present value of interest free loan given to a subsidiary, which is treated as investment in that subsidiary. The interest on the present value of this loan is recognised over the tenure of the loan using the EIR method.

8 Expected credit loss ('ECL')

As per Ind AS 109, the Company is required to apply expected credit loss model for recognising the allowance for doubtful debts. As a result, the Company has recognised, difference between loan balance (net of ECL loss) receivable and present value of recoverable amount of receivable, into retained earnings as at April 1, 2015 which resulted in decrease in equity by Rs. 395 lakhs. Further, the Company has recognised additional ECL loss of Rs. 1,108 lakhs during year ended March 31, 2016 which resulted in decrease in profit and equity by Rs. 1,108 lakhs.

9 Tax adjustments

Tax adjustments include deferred tax impact on account of difference between previous GAAP and Ind AS.

41 Fair value measurements

On comparision by class of the carrying amounts and fair value of the Company's financial instruments, the carrying amounts of the financial instruments reasonably approximates fair.

Financial instruments by category

(₹ in Lakhs)

	Mar 31, 2017		Mar 31, 2016		Apr 1, 2015	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets (other than investment in subsidiaries and joint venture)						
Non-current assets						
Investments	2,047	-	27,884	-	27,885	-
Loans	-	1,954	-	1,281	-	4,311
Current assets						
Investments	74,977	-	80,467	-	64,157	-
Trade receivables	-	1,919	-	3,735	-	3,345
Cash and cash equivalents	-	24,884	-	2,538	-	5,065
Other bank balances	-	4,549	-	1,085	-	973
Loans	-	5,283	-	6,365	-	9,051
Other financial assets	-	2,040	-	3,877	-	2,961
Total financial assets	**77,024**	**40,629**	**108,351**	**18,881**	**92,042**	**25,706**
Non-current liabilities						
Borrowings	-	5,181	-	5,584	-	6,740
Current liabilities						
Borrowings	-	2,400	-	1,261	-	1,697
Trade and other payables	-	6,544	-	2,331	-	2,714
Other financial liabilities	-	10,054	-	3,981	-	3,004
Total financial liabilities	**-**	**24,179**	**-**	**13,157**	**-**	**14,155**

Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of the cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, alllowances are taken to account for the expected losses of these receivables.

   The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

   Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

   Level 2:other techiniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

   Level 3: techniques which uses inputs that have a significant effect on the recorded fair value that are not based on observable market data.

(₹ in Lakhs)

	Mar 31, 2017				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	2,047	2,047	-	2,047	-
Current Investments	74,977	74,977	3,993	70,984	-

	Mar 31, 2016				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	27,884	27,884	-	27,884	-
Current Investments	80,467	80,467	4,683	75,784	-

	Mar 31, 2015				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	27,885	27,885	-	27,885	-
Current Investments	64,157	64,157	-	64,157	-

The carrying amounts of loans, trade receivables, cash and cash equivalents, Other bank balances, other financial assets, non-current and current borrowings, trade payables and other financial liabilities that are measured at amortised cost are considered to be approximately equal to the fair value due to short-term maturities of these financial assets/ liabilities.

Notes forming part of the financial statements

42 Financial risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. The Company is exposed to market risk, credit risk and liquidity risk.

A. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks.

a) Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize Company's position with regard to interest income and interest expenses and manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instrument in its total portfolio.

i) Interest rate risk exposure

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Variable rate borrowings	7,588	7,052	9,244

ii) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

Effect on profit before tax	March 31, 2017	March 31, 2016
Interest rates : (Increase) by 50 basis points	(28)	(35)
Interest rates : Decrease by 50 basis points	28	35

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows fluctuate because of changes in market prices of various currencies against the functional currency. However the Company is currently not exposed to foreign currency risk.

B. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

Trade receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Company has also taken advances and security deposits from some of its customers, which mitigate the credit risk to an extent.

Financial instruments and cash deposits

The Company considers factors such as track record, size of the institution, market reputation, financial strength / rating and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings.

The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due.

	March 31, 2017	March 31, 2016	April 1, 2015
Up to 3 months	427	1,910	2,468
3 to 6 months	55	667	104
More than 6 months	1,437	1,158	774
Total	**1,919**	**3,735**	**3,346**

C. Liquidity risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on the contractual undiscounted payments.

(₹ in Lakhs)

	Mar 31, 2017			
	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	5,181	-	4,893	288
Short term borrowings	2,400	2,400	-	-
Trade payables	6,544	6,544	-	-
Other financial liabilities	10,054	10,054	-	-

	Mar 31, 2016			
	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	5,584	-	3,396	2,187
Short term borrowings	1,261	1,261	-	-
Trade payables	2,331	2,331	-	-
Other financial liabilities	3,981	3,981	-	-

	Apr 1, 2015			
	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	6,740	-	3,286	3,454
Short term borrowings	1,697	1,697	-	-
Trade payables	2,714	2,714	-	-
Other financial liabilities	3,004	3,004	-	-

43 Capital management

For the purpose of Company's capital management, capital includes issued capital and other equity reserves attributable to the shareholders. The primary objective of the Company's Capital Management is to maximize shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing borrowings, trade and other payables, less cash and cash equivalents.

	March 31, 2017	March 31, 2016	April 1, 2015
Gross debts (inclusive of Non-current and current borrowings)			
Borrowing (Non current and current)	8,013	7,052	9,245
Trade payables	6,544	2,331	2,714
Other payables	13,013	4,153	2,655
Less : Cash and cash equivalents (incl other bank balances)*	(29,150)	(2,584)	(5,163)
Less : Current investments	(72,027)	(77,517)	(64,157)
Less : Inter-corporate deposits	(5,170)	(6,365)	(8,988)
Net debts	**(78,778)**	**(72,930)**	**(63,694)**
Equity	14,729	17,404	17,332
Other equity	120,510	130,260	125,955
Total capital	**135,239**	**147,664**	**143,287**
Capital and net debt	56,462	74,734	79,593
Gearing ratio	**-140%**	**-98%**	**-80%**

* excludes balances wih banks held as margin money or security against guarantees and other commitments.

44 Earnings per share (EPS)

	March 31, 2017	March 31, 2016
Profit for the year (Rs. in lakhs)	4,327	4,304
Weighted average number of equity shares for Basic EPS (Number of shares)	174,064,275	173,409,060
Weighted average number of equity shares for Diluted EPS (Number of shares)	174,255,698	174,165,152
Nominal value of equity shares (Rs.)	10	10
Basic EPS (Rs.)	2.49	2.48
Diluted EPS (Rs.)	2.48	2.47

45 Commitment and contingencies

(a) Leases

Operating lease commitments — company as lessee

The group has taken office premises and residential facilities under cancellable opearting lease agreements that are renewable on a periodic basis at the option of both the lessor and the lessee. The initial tenure of the lease varies from six months to thirty six months. Lease rental charges for March 31, 2017 is Rs. 271 lakhs (March 31, 2016 : Rs. 286 lakhs)

Notes forming part of the financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Not later than one year	201	-	208
Later than one year but not later than five years	200	-	-
Later than five years	-	-	-
	401	**-**	**208**

b) Contingent liabilities (to the extent not provided for)
i) Claims against the Company not acknowledged as debts

	March 31, 2017	March 31, 2016	April 01, 2015
Disputed labour cess demand (net of provision)	229	481	116
Stamp duty payable on concession agreement disputed in respect of BOT Projects	542	542	115
Arrears of house tax liabilities in respect of Ludhiana and Jalandhar Bus Terminal (net of provision)	-	436	436
Disputed income tax liability	1,073	1,126	662
Disputed service tax liabilty	174	224	224
Disputed value added tax liability	175	171	-
Other claims against the Company	284	284	239
	2,477	**3,264**	**1,792**

ii) Guarantees excluding financial guarantees

	March 31, 2017	March 31, 2016	April 1, 2015
Bank guarantees issued	7,986	4,138	6,903
	7,986	**4,138**	**6,903**

iii) Financial guarantees

	March 31, 2017	March 31, 2016	April 1, 2015
Guarantee given to the bankers for the facilities granted	2,258	2,263	34,324
- Subsidiaries	555	555	34,957
- Associate and joint ventures			
	2,813	**2,818**	**69,281**

46 Buy back of shares

Pursuant to the approval from the Board of Directors and Shareholders, the Company has bought back 26,987,479 equity shares of Rs. 10 /- each from the shareholders of the Company on a proportionate basis by way of a tender offer route at a price of Rs. 62 per equity share for an aggregate amount of Rs.16,732 lakhs in accordance with the provisions of the Companies Act, 2013 and SEBI (Buy Back of Securities) Regulations, 1998.

47 Modification to the scheme of amalgamation and arrangement

The Hon'ble High Court of Gujarat at Ahmedabad vide its order dated February 3, 2016 and the Hon'ble High Court of Judicature of Bombay vide its order dated March 23, 2016 had approved modifications to the Scheme which provided for recording of the equity shares issued by the Company pursuant to the Scheme ("Modified Scheme") at fair value and the same had resulted into reduction of Capital Reserves, and corresponding increase in the Securities Premium of the Company, by Rs.77,307 lakhs. The Modified Scheme had became effective on April 28, 2016 (appointed date April 1, 2014) and had been given effect in the previous financial year.

48 Share based payments

In accordance with the "Welspun Managing Director Stock Option Plan 2014" the Company has granted 720,000 equity shares to the "Managing Director" of the Company at zero Cost on February 16, 2015 and 240,000 equity shares on July 14, 2015. The fair value of the above Stock Options of Rs. 193 lakhs as on February 16, 2015 is calculated at the average rate of Rs. 26.75/- per Share and Rs. 106 lakhs as on July 14, 2015 is calculated at the average rate of Rs. 44.35/- per Share is amortized on the straight line basis over the vesting period of one year in accordance with the Ind AS 102 "Share-based payment". Accordingly proportionate amount of Rs. 122 Lakhs (March 31, 2016 - Rs. 245 lakhs) is shown as "Employee stock option expenses" in the statement of profit and loss (Refer note 35).

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
720,000	16-Feb-15	16-Feb-16
240,000	14-Jul-15	14-Jul-16
240,000	14-Jul-16	14-Jul-17

ii) Exercise: Options granted shall be capable of being exercised in one or more tranches in multiples of 5,000 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 six 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 six 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 one month from date of submission of resignation and all unvested options will stand cancelled.

Date of grant	February 16, 2015	July 14, 2015	July 14, 2016
Number of options granted	720,000	240,000	240,000
Exercise period	3 years from date of Vesting of respective Employee Stock Options	3 years from date of Vesting of respective Employee Stock Options	3 years from date of Vesting of respective Employee Stock Options
Exercise price	Rs. Nil	Rs. Nil	Rs. Nil

	Mar 31, 2017		Mar 31, 2016	
	No. of stock options	Weighted average Exercise price (Rs.)	No. of stock options	Weighted average Exercise price (Rs.)
Options outstanding at the beginning of the period	240,000	Nil	720,000	Nil
Options granted during the year the period	240,000	-	240,000	-
Options exercised during the year	240,000	Nil	720,000	Nil
Options cancelled/ lapsed during the year	Nil	Nil	Nil	Nil
Options outstanding at the end of the period	240,000	Nil	240,000	Nil
Options vested but not exercised at the year end	Nil	Nil	Nil	Nil

iii) Information in respect of options outstanding as at March 31, 2017

No. of stock options	Remaining life in months	Weighted average exercise price (Rs.)
240,000	33	Nil

Information in respect of options outstanding as at March 31, 2016

No. of stock options	Remaining life in months	Weighted average exercise price (Rs.)
240,000	33	Nil

iv) The fair value of each option granted is estimated on the date of grant using the Black Scholes valuation model with the following assumptions :

	Grant Date		
	February 16, 2015 Vest 1 February 16, 2016	July 14, 2015 Vest 2 July 14, 2016	July 14, 2016 Vest 3 July 14, 2017
Variables			
Stock price	26.10	50.25	58.10
Volatility	53.09%	56.84%	19.32%
Risk free rate	7.77%	7.68%	7.68%
Exercise price	Nil	Nil	Nil
Time to maturity	2.5	2.5	2.5
Dividend yield	0%	5%	5%
Option fair value	26.75	44.35	53.23

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.

Notes forming part of the financial statements

v) Effect of share - based payment plan on the Balance Sheet and Statement of profit and loss:

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Share based payments to employees (Refer note 48)	121	246
Share options outstanding account	91	76

49 Segment information

The financial statements of the Company contain both the consolidated financial statements as well as the standalone financial statements of the Company. Hence, the Company has presented segment information based on the consolidated financial statements as permitted by Ind AS - 108 "Operating segments".

50 The Company had entered into settlement agreement dated September 10, 2015 with ARSS Infrastructure Projects Limited ('ARSS') and its affiliates. Pursuant to the aforesaid agreement, the Company in the previous year had acquired balance 51% stake in its subsidiary ARSS Bus Terminal Private Limited ('ABTPL') in consideration of the part of its loan recoverable from ARSS and waiver of interest accrued Rs. 455 lakhs of earlier years. This amount has been included in other expenses for the year ended March 31, 2016. By virtue of this agreement, ABTPL became wholly owned subsidiary ('WOS') of the Company w.e.f September 10, 2015.

51 Disclosure in accordance with Ind AS - 11 construction contract

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Contract revenue upto	35,819	37,924	30,643
Contract cost incurred upto	31,574	38,910	32,202
Recognized profits / (losses) upto	4,245	(986)	(1,559)
Advances received as at	8,817	16	496
Retention money as at	1,291	1,285	1,234
Gross amount due from customers for contract work as at	404	1,102	1,108
Gross amount due to customers for contract work as at	-	-	-

52 Exceptional items (net)

	March 31, 2017	March 31, 2016
a) Realisation of contingent asset on account of income tax refund from Welspun Maxsteel Limited (now renamed as JSW Steel (Salav) Limited)	927	-
b) Reversal of 'provision for Welspun Maxsteel Limited (WMSL) obligations' (arising out of sale of WMSL)	882	-
c) Gain on sale of stake in Welspun Energy Private Limited	730	-
d) Amount receivable on stake sale of earlier years written off	(348)	-
e) Additional amortisation charge on account of reassessment of useful life of water pipe line project (on public-private partnership basis) due to economic and policy developments and revised the remaining usefiul life to 2.5 years in respect of the said asset w.e.f April 01, 2015.	(1,123)	(4,490)
f) Gain on sale of stake in Joint Venture in Dewas Bhopal Corridor Private Limited	-	5,208
Total	**1,068**	**718**

53 Disclosures pursuant to adoption of Ind AS 19 employee benefits

As per Indian Accounting Standard – 19 "Employee Benefits", the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

a. The Company makes annual contributions to the employees' gratuity fund scheme, a funded defined benefit plan which is managed by LIC of India. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

b. Leave encashment is a non-funded defined benefit scheme. The obligation for leave encashment is recognized in the same manner as gratuity.

c. Details of post retirement gratuity plan are as follows:-

i) Expenses recognised during the year in the statement of profit and loss:-

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Current service cost	49	22
Interest cost	6	14
Net expenses	**55**	**36**

ii) Expenses recognised during the year in other comprehensive income (OCI)

	March 31, 2017	March 31, 2016
Actuarial (gains) / losses arising from changes in demographic assumptions	(101)	-
Actuarial (gains) / losses arising from changes in financial assumptions	-	(2)
Actuarial (gains) / losses arising from changes in experience assumptions	103	5
Expected return on plan assets excluding interest	5	(0)
Net expenses	**8**	**3**

iii) Net liability recognised in the balance sheet

	March 31, 2017	March 31, 2016	April 1, 2015
Fair value of plan assets	121	122	83
Present value of obligation	262	204	176
Liability recognized in balance sheet	**141**	**82**	**93**

iv) Reconciliation of opening and closing balances of defined benefit obligation

	March 31, 2017	March 31, 2016
Defined benefit obligation as at the beginning of the year	204	176
Current service cost	49	22
Interest cost	16	14
Actuarial (gain) / loss on obligation	2	3
Liability transferred in/ (paid)	(5)	(13)
Benefits paid by the company	(4)	-
Defined benefit obligation at the end of the year	**262**	**204**

v) Reconciliation of opening and closing balance of fair value of plan assets

	March 31, 2017	March 31, 2016
Fair values of plan assets at the beginning of the year	122	83
Interest income	-	-
Return on plant assets, excluding interest income	9	7
Employer contribution	-	46
Actuarial gain/ (loss)	(5)	0
Benefits paid	(5)	(14)
Fair value of plan assets at year end	**121**	**122**

vi) Reconciliation of opening and closing balance of net defined benefit obligation

	March 31, 2017	March 31, 2016
Defined benefit obligation as at the beginning of the year	82	93
Current service cost	49	22
Interest cost (net)	16	14
Actuarial (gain) / loss	8	3
Liability transferred in/ (paid)	(5)	(13)
Return on plant assets, excluding interest income	(9)	(7)
Employer contribution	-	(46)
Benefits paid	2	14
Defined benefit obligation at the end of the year	**141**	**82**

vii) Investment details

	March 31, 2017	March 31, 2016	April 1, 2015
Insurer managed funds	121	122	83
	121	**122**	**83**

Notes forming part of the financial statements

viii) Actuarial assumptions

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Mortality Table	Indian assured lives Mortality (2006-08)	Indian assured lives Mortality (2006-08)	Indian assured lives Mortality (2006-08)
Discount rate (per annum)	7.55%	7.99%	8.00%
Expected rate of return on plan assets (per annum)	-	-	-
Rate of escalation in salary (per annum)	6.00%	9.00%	9.00%
Attrition rate	3% up to age 35, 2% up to age 45 and 1% thereafter	3% up to age 35, 2% up to age 45 and 1% thereafter	2% up to age 44 and 1% thereafter

ix) Quantitative sensitivity analysis

	March 31, 2017	March 31, 2016
Impact of change in discount rate		
Present value obligation at the end of the period	261	203
Impact due to increase of 0.50%	(2)	(1)
Impact due to decrease of 0.50%	1	2
Impact of change in salary increase		
Present value obligation at the end of the period	261	203
Impact due to increase of 0.50%	1	2
Impact due to decrease of 0.50%	(1)	(1)

Sensitivities due to mortality & withdrawals are insignificant & hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

x) Maturity analysis of projected benefit obligation: from the fund

	March 31, 2017	March 31, 2016
Year ended		
31-Mar-16	-	2
31-Mar-17	13	16
31-Mar-18	9	26
31-Mar-19	35	58
31-Mar-20	77	16
31-Mar-21	23	-

The average duration of defined benefit obligation is 33.63 years (2016 - 34.80 Years, 2015 - 34.23 Years)

Notes:

1. Amounts recognized as an expense and included in the Note 35 "Employee benefits expense" are gratuity Rs. 49 lakhs (March 31, 2016 Rs. 58 lakhs) and leave encashment Rs. 11 lakhs (March 31 2016 Rs. 29 lakhs)
2. The estimate of future salary increases considered in the actuarial valuation, takes into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
3. Contribution to provident and other funds which is a defined plan is recognized as an expense in Note 35 of the financial statements.

54 Disclosure as required by Ind AS 24 - related party disclosures

a) Particulars of subsidiaries

Direct subsidiaries	Prinicpal activities		% equity interest	
		March 31, 2017	March 31, 2016	April 1, 2015
MSK Projects (Himmatnagar Bypass) Private Limited	Infrastructure	100%	100%	100%
MSK Projects (Kim Mandvi Corridor) Private Limited	Infrastructure	100%	100%	100%
Anjar Water Solutions Private Limited (Formerly known as Welspun Road Projects Private Limited)	Infrastructure	100%	100%	100%
Welspun Build-Tech Private Limited (Formerly known as Welspun Construction Private Limited)	Infrastructure	100%	100%	100%
Welspun Natural Resources Private Limited	Infrastructure & Oil exploration	100%	100%	100%
Anjar Road Private Limited ^	Infrastructure	Nil	Nil	100%
Welspun Delhi Meerut Expressway Private Limited *	Infrastructure	100%	100%	Nil
ARSS Bus Terminal Private Limited @	Infrastructure	100%	100%	49%

The country of incorporation of all the above Subsidiaries are India

^ Ceased to be wholly owned subsidiary w.e.f November 20, 2015

* Became subsidiary on February 16, 2016.

@The Company controls the composition of the board of directors. It became wholly owned subsidiary w.e.f. September 10, 2015 (Refer note 50)

b) Joint Venture

(₹ in Lakhs)

Name of the Company	Extent of holding		
	March 31, 2017	March 31, 2016	April 1, 2015
Dewas Bhopal Corridor Private Limited *	NA	NA	50%

* Ceased to be a joint venture company w.e.f. December 22, 2015.

c) Associate

Name of the Company	Extent of holding		
	March 31, 2017	March 31, 2016	April 1, 2015
Adani Welspun Exploration Limited (Held through Welspun Natural Resources Private Limited –Wholly owned subsidiary)	35%	35%	35%

c) Directors / Key Managerial Personnel (KMP)

Name of the related parties	Nature of relationship
Mr. B. K. Goenka	Chairman
Mr. Sandeep Garg	Managing Director

d) Other related parties with whom transactions have taken place or balances outstanding at the year end

Welspun India Limited, Welspun Corp Limited, Welspun Steel Limited, Welspun Realty Private Limited, Welspun Mercantile Limited,Welspun Global Brands Limited, Welspun Energy Chattisgarh Private Limited. Welspun Captive Power Generation Limited, Welspun Energy Private Limited, Welspun Orissa Steel Private Limited, Rank Marketing LLP, Welspun Foundation for Health and Knowledge, Welshop Trading Private Limited, Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited)

e) Transactions with related parties

Nature of transactions	March 31, 2017	March 31, 2016
Construction contract and operation and maintenance revenue (including unbilled work-in-progress)	**19,584**	**971**
Subsidiaries		
MSK Projects (Kim Mandvi Corridor) Private Limited	-	75
MSK Projects (Himmatnagar Bypass) Private Limited	330	113
Welspun Delhi Meerut Expressway Private Limited	18,909	23
Other related parties		
Welspun India Limited	345	749
Welspun Captive Power Generation Limited	-	11
Rent expenses	**202**	**219**
Other related parties		
Welspun Corp Limited	2	-
Welspun Realty Private Limited	200	219
Electricity expenses	**-**	**33**
Other related party		
Welspun Global Brands Limited	-	33
Business promotion expenses	**29**	**12**
Other related party		
Welspun Global Brands Limited	29	12
Staff welfare expenses	**-**	**11**
Other related party		
Welspun Global Brands Limited	-	11
Interest income	**139**	**112**
Joint venture		
Dewas Bhopal Corridor Limited	-	102
Other related parties		
Welspun Energy Chattisgarh Private Limited	-	6
Welspun Energy Private Limited	79	-
Welspun Steel Limited	60	4
Miscellaneous Income	**-**	**67**
Associate		
Adani Welspun Exploration Limited	-	67
Rent income from machineries	**8**	**-**
Other related party		
Welspun India Limited	8	-
Unearned revenue	**1,885**	**-**
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	1,885	-

Notes forming part of the financial statements

(₹ in Lakhs)

Nature of transactions	March 31, 2017	March 31, 2016
Sale of materials	**15**	**79**
Other related parties		
Welspun India Limited	15	52
Welspun Steel Limited	-	1
Welspun Captive Power Generation Limited	-	24
Welspun Corp Limited	-	1
Sale of fixed assets	**-**	**4**
Other related parties		
Welspun India Limited	-	3
Welspun Corp Limited	-	0
Reimbursement of expenses (net)	**-**	**39**
Subsidiary		
MSK Projects (Himmatnagar Bypass) Private Limited	-	38
Other related party		
Welspun Corp Limited	-	1
Loans/ advances received	**812**	**717**
Subsidiaries		
MSK Projects (Himmatnagar Bypass) Private Limited	346	-
Welspun Delhi Meerut Expressway Private Limited	464	-
ARSS Bus Terminal Private Limited	-	717
Other related party		
Welspun Corp Limited	2	-
Loans/ advances received repaid / adjusted	**383**	**-**
Subsidiaries		
MSK Projects (Himmatnagar Bypass) Private Limited	343	-
Welspun Delhi Meerut Expressway Private Limited	39	-
Other related party		
Welspun Corp Limited	1	-
Trade advances received	**-**	**190**
Subsidiary		
MSK Projects (Himmatnagar Bypass) Private Limited	-	190
Loans/ deposits/ advances given	**2,590**	**216**
Subsidiaries		
ARSS Bus Terminal Private Limited	4	3
Anjar Water Solutions Private Limited	1	0
MSK Projects (Himmatnagar Bypass) Private Limited	51	-
MSK Projects (Kim Mandvi Corridor) Private Limited	159	97
Welspun Build-Tech Private Limited	2	-
Welspun Natural Resources Private Limited	1,875	3
Welspun Delhi Meerut Expressway Private Limited	495	0
Associate		
Adani Welspun Exploration Limited	1	-
Joint venture		
Dewas Bhopal Corridor Limited	-	113
Repayments of loans/ advances given	**412**	**3,683**
Subsidiaries		
ARSS Bus Terminal Private Limited	1	52
Anjar Water Solutions Private Limited	1	-
MSK Projects (Himmatnagar Bypass) Private Limited	51	-
MSK Projects (Kim Mandvi Corridor) Private Limited	64	97
Welspun Build-Tech Private Limited	1	-
Welspun Natural Resources Private Limited	294	-
Joint venture		
Dewas Bhopal Corridor Limited	-	3,534
Security deposit given refunded	**21**	**100**
Other related party		
Welspun Realty Private Limited	21	100
Sale of equity shares of Welspun Energy Private Limited	**28,580**	**-**
Other related party		
Welshop Trading Private Limited	28,580	-
Sale of equity shares of subsidiary	**-**	**1**
Other related party		
Welspun Mercantile Limited	-	1
Mobilisation advance received	**7,720**	**110**
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	7,720	-
MSK Projects (Himmatnagar Bypass) Private Limited	-	110

(₹ in Lakhs)

Nature of transactions	March 31, 2017	March 31, 2016
Mobilisation advance repaid	**1,213**	**90**
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	1,213	-
Other related party		
Welspun India Limited	-	90
Application money for optionally convertible debentures	**632**	**-**
Other related party		
Welspun Energy Private Limited	632	-
Advance for material	**84**	**-**
Other related parties		
Welspun Orissa Steel Private Limited	84	-
Advance adjusted/ repaid	**84**	**-**
Other related party		
Welspun Orissa Steel Private Limited	84	-
Purchase of equity shares	**0**	**-**
Other related party		
Rank Marketing LLP	0	-
Advance given for right issue of compulsorily convertible debentures	**10,055**	**-**
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	10,055	-
Investment in compulsorily convertible debentures	**12,068**	**4,941**
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	10,055	-
MSK Projects (Kim Mandvi Corridor) Private Limited	-	102
Welspun Build-Tech Private Ltd	-	112
Welspun Natural Resources Private limited	-	4,727
Other related party		
Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited)	2,013	-
Inter-corporate deposit given	**2,500**	**1,500**
Other related parties		
Welspun Energy Private Limited	2,500	-
Welspun Steel Limited	-	500
Welspun Energy Chattisgarh Private Limited	-	1,000
Inter-corporate deposit given repaid	**2,500**	**1,000**
Other related parties		
Welspun Energy Private Limited	2,500	-
Welspun Energy Chattisgarh Private Limited	-	1,000
Sale of investment in compulsorily convertible debentures	**-**	**1,150**
Subsidiary		
ARSS Bus Terminal Private Limited	-	1,150
Conversion of loan/ advance to equity shares	**495**	**-**
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	495	-
Investment in shares	**4**	**1**
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	4	1
Other related party		
Welspun Energy Thermal Private Limited	0	-
Remuneration paid/ provided	**383**	**822**
Key Management Personnel	383	822

Closing balances as at #

	March 31, 2017	March 31, 2016	April 1, 2015
Loans, advances and deposits given	**13,431**	**10,685**	**15,807**
Subsidiaries			
Welspun Natural Resources Private Limited	11,894	9,860	12,008
Anjar Road Private Limited	-	-	1
Anjar Water Solutions Private Limited	8	7	7
MSK Projects (Himmatnagar Bypass) Private Limited	-	11	-
MSK Projects (Kim Mandvi Corridor) Private Limited	96	-	9
ARSS Bus Terminal Private Limited	6	3	52
Welspun Delhi Meerut Expressway Private Limited	-	0	-
Welspun Build-Tech Private Limited	1	0	-
Joint venture			
Dewas Bhopal Corridor Private Limited	-	-	3,329
Associate			
Adani Welspun Exploration Limited	1	-	-
Other related parties			
Welspun Energy Private Limited	632	-	-
Welspun Realty Private Limited	279	300	400
Welspun Steel Limited	515	504	-

Notes forming part of the financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Trade and other receivables	**103**	**192**	**217**
Subsidiary			
Welspun Delhi Meerut Expressway Private Limited	31	-	-
Associate			
Adani Welspun Exploration Limited	-	68	-
Joint venture			
Dewas Bhopal Corridor Private Limited	-	-	6
Other related parties			
Welspun India Limited	64	115	206
Welspun Energy Chattisgarh Private Limited	-	1	-
Welspun Foundation for Health and Knowledge	8	8	-
Welspun Corp Limited	-	1	5
Payable at the end of the year	**9,011**	**208**	**214**
Trade advances, deposits received and other payable			
Subsidiaries			107
MSK Projects (Himmatnagar Bypass) Private Limited	182	190	-
Welspun Delhi Meerut Expressway Private Limited	8,817	-	
Other related parties			-
Welspun Global Brands Limited	12	18	
Welspun India Limited	-	-	106
Allowance for doubtful loans	**10,545**	**9,288**	**8,181**
Subsidiary			
Welspun Natural Resources Private Limited	10,545	9,288	8,181
Investment in shares	**11,175**	**37,811**	**37,774**
Subsidiaries			
Welspun Natural Resources Private Limited	3,715	3,000	3,000
ARSS Bus Terminal Private Limited	3,101	3,101	913
Welspun Build-Tech Private Limited	1	1	1
MSK Projects (Himmatnagar Bypass) Private Limited	233	233	233
MSK Projects (Kim Mandvi Corridor) Private Limited	673	673	673
Anjar Road Private Limited	-	-	1
Anjar Water Solutions Private Limited	1	1	1
Welspun Delhi Meerut Expressway Private Limited	500	1	-
Joint venture			
Dewas Bhopal Corridor Private Limited	2,950	2,950	5,102
Other related parties			
Welspun Energy Thermal Private Limited	0	-	-
Welspun Energy Private Limited	-	27,851	27,851
Investment - fair valuation of interest free loan	**-**	**-**	**-**
Subsidiary			
Welspun Natural Resources Private Limited	-	-	-
Investment in compulsorily convertible debentures	**29,206**	**17,138**	**13,347**
Subsidiaries			
Welspun Natural Resources Private Limited	14,424	14,424	9,697
Welspun Build-Tech Private Limited	1,712	1,712	1,600
MSK Projects (Kim Mandvi Corridor) Private Limited	1,002	1,002	2,050
Welspun Delhi Meerut Expressway Private Limited	10,055	-	-
Other related parties			
Welspun Energy Thermal Private Limited	2,013	-	-
Bank guarantee outstanding	**609**	**31**	**2,458**
Subsidiaries			
MSK Projects (Kim Mandvi Corridor) Private Limited	21	21	103
MSK Projects (Himmatnagar Bypass) Private Limited	10	10	10
Associate			
Adani Welspun Exploration Limited	578	-	2,345
Corporate guarantee outstanding	**14,856**	**6,080**	**69,281**
Subsidiaries			
Welspun Maxsteel Limited	-	-	32,000
Welspun Delhi Meerut Expressway Private Limited	12,043	-	-
MSK Projects (Kim Mandvi Corridor) Private Limited	2,258	3,720	2,324
Associate			
Adani Welspun Exploration Limited	555	2,360	2,701
Joint venture			
Dewas Bhopal Corridor Private Limited	-	-	32,256

#Closing balances are considered after considering the Ind AS Adjustments to make comparable with financial statements for reporting purpose.

Notes :

i) All transactions with related parties are made on arm's length basis in the ordinary course of business (except sale of equity shares of Welspun Energy Private Limited). The outstanding balances at year end are unsecured (except loan given to Welspun Steel Limited) due to be settled for consideration in cash.

ii) "0" denotes less than Rs 50,000.

f) Breakup of remuneration of key managerial personnel of the Company

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
a) Salaries, allowances and perquisites ^	253	313
b) Contribution to provident and other funds	9	14
c) Performance bonus	-	250
d) Share based compensation benefit (Refer note 48)	121	246
Total	**383**	**822**

^ Excludes leave encashment and gratuity provided on the basis of actuarial valuation on an overall Company basis.

55 Concession arrangements - main features

a) i) Name of the concession	BOT Project at Khandwa Hoshangabad With Madhya Pradesh Road Development Corporation Ltd
ii) Description of arrangements	Toll Collection for 185.6 km length & 5.5 meter width + 4.5 meter unpaved shoulder Road
iii) Significant terms of arrangements	Period of Concession: 14 Years from COD a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
iv) Asset	Intangible
b) i) Name of the concession	BOT Project at Raisen & Rahatgarh With Madhya Pradesh Road Development Corporation Limited
ii) Description of arrangements	Toll Collection for 101.1 km length & 7 meter width + 4 meter unpaved shoulder Road
iii) Significant terms of arrangements	Period of Concession: 13 Years from COD a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
iv) Asset	Intangible
c) i) Name of the concession	BOT Project at Dewas With Madhya Pradesh State Industrial Development Corporation Limited
ii) Description of arrangements	122 km Transmission line &7 km Gravity line (from MBR)
iii) Significant terms of arrangements	Period of Concession: 29 Years from COD a) Remuneration: Water supply revenue b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
iv) Asset	Intangible
d) i) Name of the concession	Development of Modern Bus Terminus at Jalandhar with Punjab State Transport Corporation
ii) Description of arrangements	Development of Modern Bus Terminus
iii) Significant terms of arrangements	Period of Concession: 8 Years from COD a) Remuneration: Adda fees, parking fees, rent and advertisement revenue b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
iv) Asset	Intangible
e) i) Name of the concession	Development of Modern Bus Terminus at Ludhiana with Punjab State Transport Corporation
ii) Description of arrangements	Development of Modern Bus Terminus
iii) Significant terms of arrangements	Period of Concession: 10 Years from COD a) Remuneration: Adda fees, parking fees, rent and advertisement revenue b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
iv) Asset	Intangible

Notes forming part of the financial statements

56 Under the Micro, Small and Medium Enterprise Development Act, 2006 ("MSMED Act"), certain disclosures relating to amounts due to micro, small and medium enterprises are required to be made. As the relevant information is not given or confirmed by such enterprises in view of the management, the impact of interest, if any, which may subsequently become payable to such enterprises 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.

57 Details of loans/ guarantees given, investments made and securities provided covered u/s 186 of the Companies act, 2013

a) The Company is engaged in the business of providing infrastructural facilities as specified under Schedule VI of the Companies Act 2013 (the 'Act') and hence the provisions of Section 186 of the Act related to loans/ guarantees given or securities provided are not applicable to the Company.

b) There are no investments other than as disclosed in Note 6 and 12 forming part of the financial statements.

58 Disclosure as required by schedule v (a) (2) of the SEBI (listing obligation and disclosure requirements) regulations, 2015

(₹ in Lakhs)

	March 31, 2017*	Maximum amount outstanding during the year ended March 31, 2017	March 31, 2016*	Maximum amount outstanding during the year ended March 31, 2016
i) Loans and advances in the nature of loans to subsidiary				
Welspun Natural Resources Private Limited **	11,894	17,392	9,860	15,810
MSK Projects (Kim Mandvi Corridor) Private Limited	96	111	-	96
ARSS Bus Terminal Private Limited	6	7	3	45
Anjar Road Private Limited #	-	1	-	1
Anjar Water Solutions Private Limited	8	9	7	7
MSK Projects (Himmatnagar Bypass) Private Limited	-	-	11	11
Welspun Delhi Meerut Expressway Private Limited ##	-	5,470	0	0
Welspun Build-Tech Private Limited (Formerly Welspun Construction Private Limited)	1	7	0	105
ii) Loans and advances in the nature of loans to joint venture/ associate				
Dewas Bhopal Corridor Private Limited ###	-	-	-	7,277
Adani Welspun Exploration Limited	1	74	68	68
iii)Loans and advances in the nature of loans to firms/companies in which directors are interested				
Welspun Steel Limited	515	515	504	504
Welspun Energy Limited	-	1,800	-	-
iv)Investment by the loanee in the shares of the Company as at March 31, 2017	Nil	Nil	Nil	Nil

* Closing balances are considered after considering the Ind AS adjustments to make comparable with financial statements for reporting purpose.

** After considering expected credit loss of Rs. 10,545 lakhs (March 31, 2016 : Rs. 9,288 lakhs)

\# Ceased to be subsidiary w.e.f. November 20, 2015

Became subsidiary w.e.f. February 16, 2016

Ceased to be joint venture w.e.f. December 22, 2015

59 The details of Specified Bank Notes (SBN) held and transacted during the period November 8, 2016 to December 30, 2016 are provided in the table below:

	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	27	5	32
(+) Permitted receipts	18	252	270
(-) Permitted payments	-	22	22
(-) Amount deposited in Banks	45	214	259
Closing cash in hand as on December 30, 2016	-	21	21

60 Collateral / security pledged

The carrying amount of assets pledged as security for current and non-current borrowings availed (Fund based - March 31, 2017: Rs. 5,633 lakhs, March 31, 2016 : Rs. 5,804 lakhs and March 31, 2015 : Rs. 7,564 lakhs and Non-fund based - March 31, 2017 : Rs. 164 lakhs, March 31, 2016 Rs. 47 lakhs and March 31, 2015 : Rs. 47 lakhs) of the Company are as under:

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Property, plant and equipment	338	496	1,013
Intangible assets	2,178	9,781	16,611
Inventories	296	298	372
Other current and non-current assets excluding investments and tax	48,837	19,974	26,885
Total assets pledged	**51,649**	**30,548**	**44,881**

61 Proposed dividend on equity shares

	March 31, 2017	March 31, 2016
Dividend proposed for the year Rs 0.75 per share (March 31, 2016 Nil)	1,105	-
Dividend distribution tax on above	225	-

Proposed dividend on equity shares are subject to approval of shareholders at the annual general meeting and are not recognised as a liability (including dividend distribution tax theron) as at reporting date.

62 Assets classified as held-for-sale

a) Construction equipments

The Company intends to dispose off the construction equipments as it is not intended to be utilized for business purpose in future. These equipments have been depreciated till March 31, 2015 and thereafter classified as Assets included in disposal group classified as held for sale amounting to Rs. 8 lakhs as at 1 April 2015 and Rs. 113 lakhs as at March 31, 2016 with no depreciation charged from April 1, 2015. Buyer for these assets has been identified with the terms of sale being under negotiation. During the year ended March 31, 2017, the Company sold assets amounting to Rs. 72 lakhs. As at March 31, 2017, the Company believes that the fair value of these assets exceeds the carrying amount.

b) Intangible assets

The Company has reclassified Dewas Water Supply Project (BOT Asset) of Rs. 5,613 lakhs under the head "Non Current Assets held for Sale" as per Ind-AS 105 as the carrying amount is expected to be recovered principally by sale transaction rather than its continuing use.

63 Claim revenue

The Company had executed widening, strengthening, updation and maintenance of Hoshngabad-Harda-Khandwa road project on BOT basis pursuant to a concession agreement dated May 20, 2002. At later stage during the execution of the project, Madhya Pradesh Road Development Corporation Limited ('MPRDC') suggested change of scope which was adhered to by the Company. The cost incurred for this change of scope was claimed by the Company from the MPRDC. Finally during the current year, MPRDC has agreed to compensate the Company for the claim amount via extension of concession period. On acceptance by MPRDC, the company has decided to recognize the claim revenue in the current year in line with its accounting policy. The Company has calculated the equivalent amount of claim Rs. 765.54 lakhs in INR and capitalized the same as Intangible asset –(BOT toll collection right) with corresponding credit being recorded as claim revenue under the head Other income.

64 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.

65 Figures for the previous year are re-classified/ re-arranged/ re-grouped, wherever necessary to be in conformity with the figures of the current year's classification/ disclosure.

As per our report of even date

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Independent Auditor's Report

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

1. Report on the consolidated Ind AS financial statements

We have audited the accompanying consolidated Ind AS financial statements of Welspun Enterprises Limited (Formerly known as Welspun Projects Limited) ("the Holding Company"), and its subsidiaries (collectively referred to as "the Group") its associate which comprise the consolidated balance sheet as at March 31, 2017, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

2. Management's responsibility for the consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS 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 position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting 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 consolidated Ind AS 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 preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

3. Auditor's responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 thereunder.

We conducted our audit of the consolidated Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

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 5 below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 including the Ind AS, of the consolidated state of affairs of the Group, its associate as at March 31, 2017 and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated changes in equity for the year ended on that date.

5. Other matter

a) We did not audit the financial statements of six subsidiaries whose financial statements reflect total assets of Rs. 32,730 lakhs as at March 31, 2017, total revenues of Rs. 2,947 lakhs, total net loss after tax of Rs. 1,558 lakhs, total comprehensive loss of Rs. 1,558 lakhs and total cash inflows of Rs. 233 lakhs for the year ended on that date, and financial statements of one associate wherein the Group's share of net loss after tax is Rs. 202 lakhs (based on consolidated financial statements) for the year ended March 31, 2017, 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 associate is based solely on the reports of the other auditors

Our opinion on the consolidated Ind AS 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

b) The comparative financial information of the Group, its associate for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these consolidated Ind AS financial statements, are based on previously issued consolidated financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us whose report dated May 23, 2016 for the year ended March 31, 2016 and audit report dated May 29, 2015 for the year ended March 31, 2015 audited by erstwhile auditor expressed an unmodified opinion on those consolidated financial statements and have been restated to comply with Ind AS Adjustments made to the said consolidated financial information prepared in accordance with the Companies (Accounting Standards), 2006 to comply with Ind AS have been audited by us.

6. Report on other legal and regulatory requirements

I. 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 Ind AS financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books;

c) The consolidated Ind AS balance sheet, the consolidated Ind AS statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a Director of that company in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

ii. The Group did not have any long term contracts including derivative contracts having any material foreseeable losses;

iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India during the year; and

iv. The Holding Company has provided requisite disclosures in its consolidated Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016, on the basis of the information available with the Group. Based on the audit procedures, and relying on management's representation, we report that disclosures are in accordance with the books of accounts maintained by the Group and as produced to us by the Management- Refer Note 62 to the consolidated Ind AS financial statements.

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

Annexure - A to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 6(1)(f) of the Independent Auditor's Report of even date to the members of the Company on the consolidated financial statements for the year ended March 31, 2017.

We have audited the internal financial controls over financial reporting of **Welspun Enterprises Limited** (Formerly known as Welspun Projects Limited) ("the Holding Company") and its subsidiary companies and associate as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

1. Management's responsibility for internal financial controls

The respective Board of Directors of the Holding company, its subsidiary companies and associate, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Holding Company, its subsidiaries and associate considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

2. Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's, its subsidiary company's and associate internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

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 Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

3. Meaning of internal financial controls over financial reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

4. Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

5. Opinion

In our opinion, the Holding Company, its subsidiary companies and associate, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Holding Company, its subsidiary companies and associate, considering the essential components of Internal control stated in the Guidance Note issued by the ICAI.

6. Other matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiary companies and associate, is based on corresponding reports of the auditors of such companies. Our opinion is not qualified in respect of this matter.

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

Consolidated Balance sheet as at March 31, 2017

(₹ in Lakhs)

	Notes	March 31, 2017	March 31, 2016	April 1, 2015
Assets				
1. Non-current assets				
(a) Property, plant and equipment	4	2,081	2,223	1,051
(b) Capital work-in-progress	4	6,381	6,381	8,252
(c) Intangible assets	5	8,930	14,641	21,621
(d) Investments in associates and joint ventures	6	3,109	2,646	9,987
(e) Financial assets				
i) Investments	7	2,047	27,884	27,885
Ii) Service concession receivables	8	12,923	-	-
iii) Loans	9	6,788	5,779	5,910
(f) Deferred tax assets (net)	10	242	346	234
(g) Non-current tax assets	11	2,134	1,993	2,304
(h) Other non-current assets	12	1,440	828	1,602
Total non-current assets		**46,075**	**62,721**	**78,846**
2. Current assets				
(a) Inventories	13	296	298	372
(b) Financial assets				
i) Investments	14	74,977	80,467	64,157
ii) Trade receivables	15	1,918	3,735	3,345
iii) Cash and cash equivalents	16	25,776	2,594	5,085
iv) Bank balances other than (iii) above	17	4,876	1,218	1,028
v) Loans	18	5,172	6,365	8,988
vi) Other financial assets	19	2,043	3,901	2,963
(c) Current tax assets	20	-	-	246
(d) Other current assets	21	1,120	155	1,180
Total current assets		**116,178**	**98,733**	**87,364**
Assets held-for-sale	22	49	121	8
		116,227	**98,854**	**87,372**
Total assets		**162,302**	**161,575**	**166,218**
Equity and liabilities				
Equity				
(a) Equity share capital	23	14,729	17,404	17,332
(b) Other equity	23	111,112	124,692	125,869
		125,841	142,096	143,201
(c) Non-controlling interests		-	-	944
Total equity		**125,841**	**142,096**	**144,145**
Liabilities				
1. Non-current liabilities				
(a) Financial liabilities				
Borrowings	24	12,453	7,941	8,991
(b) Provisions	25	2,880	3,700	3,771
(c) Deferred tax liabilities (net)	10	280	-	736
Total non-current liabilities		**15,613**	**11,641**	**13,498**
2. Current liabilities				
(a) Financial liabilities				
i) Borrowings	26	1,974	1,261	1,721
ii) Trade payables	27	6,562	2,346	2,714
iii)Other financial liabilities	28	10,365	4,028	3,618
(b) Provisions	29	14	7	9
(c) Other current liabilities	30	1,933	196	497
(d) Current tax liabilities	31	-	-	16
Total current liabilities		**20,848**	**7,838**	**8,575**
Total equity and liabilities		**162,302**	**161,575**	**166,218**

Notes forming part of the consolidated financial statements 1 to 68

As per our report of even date

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Statement of consolidated profit and loss for the year ended March 31, 2017

(₹ in Lakhs)

		Notes	March 31, 2017	March 31, 2016
I	**Income**			
	Revenue from operations	32	31,435	18,805
	Other income	33	7,188	8,390
	Interest income	34	2,908	1,883
	Total income		**41,531**	**29,078**
II	**Expenses**			
	Cost of materials consumed	35	1,297	2,970
	Subcontracting, civil and repair work		17,060	3,163
	Purchases of stock-in-trade	36	5,662	7,752
	Decrease in construction work-in-progress	37	891	202
	Employee benefits expense	38	2,991	2,905
	Finance costs	39	1,017	1,282
	Depreciation and amortisation expense	40	2,090	2,734
	Other expenses	41	6,511	6,480
	Total expenses		**37,519**	**27,488**
III	**Profit before share of profits of an associate / joint venture and Exceptional items (I - II)**		**4,012**	**1,590**
IV	**Share of profit/ (loss) from associate and joint venture**		**(202)**	**332**
V	**Profit before exceptional items and tax (III + IV)**		**3,810**	**1,922**
VI	**Exceptional items (net)**	54	**(2,300)**	**(2,319)**
VII	**Profit before tax (V + VI)**		**1,510**	**(397)**
VIII	**Tax expense**	42		
	- Current tax		627	392
	- Deferred tax charge /(credit)		387	(852)
	Total tax expense/(credit)		**1,014**	**(460)**
IX	**Profit for the year (VII - VIII)**		**496**	**63**
X	**Other Comprehensive Income (OCI)**			
	Items that will not be reclassified to profit or loss			
	- Remeasurement gains/(losses) on defined benefit plan		(8)	(3)
	Income tax effect on above		3	1
	Share of OCI of associate		1	(1)
	Other comprehensive income for the year (net of tax)		**(4)**	**(3)**
XI	**Total comprehensive income for the year (X + XI)**		**492**	**60**
	Earnings per equity share of Rs.10 each fully paid up	47		
	Basic (Rs)		0.29	0.04
	Diluted (Rs)		0.28	0.04

Notes forming part of the consolidated financial statements 1 to 68

As per our report of even date
For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Consolidated statement of changes in equity for the year ended March 31, 2017

A. Equity share capital

(₹ in Lakhs)

	Note	Amount
Balances as at April 1, 2015	**23(a)**	**17,332**
Changes in equity share capital		72
Balances as at March 31, 2016	**23(a)**	**17,404**
Changes in equity share capital		(2,675)
Balances as at March 31, 2017	**23(a)**	**14,729**

B. Other Equity

(₹ in Lakhs)

		RESERVES AND SURPLUS								
	Note	Capital reserve	Securities premium reserve	Share options outstand-ing account	Amalga-mation reserve	General reserve	Retained earnings	Total other equity	Non-contro-lling interests	Total
Balance as at April 1, 2015 (A)		**104,970**	**28,866**	**23**	**521**	**322**	**(8,833)**	**125,869**	**944**	**126,813**
Profit for the year		-	-	-	-	-	63	63	-	63
Other comprehensive income		-	-	-	-	-	(3)	(3)	-	(3)
Total comprehensive income for the year (B)		-	-	-	-	-	**60**	**60**	-	**60**
Transferred pursuant to the modified scheme	50	(77,307)	77,307	-	-	-	-	-	-	-
Share issue expenses	23(b)	-	(171)	-	-	-	-	(171)	-	(171)
Compensation options granted	51 & 23(b)	-	-	245	-	-	-	245	-	245
Exercise of share options	51 & 23(b)	-	120	(192)	-	-	-	(72)	-	(72)
Acquisition of non-controlling interest	52	(1,238)	-	-	-	-	-	(1,238)	(944)	(2,182)
Share of associate		-	-	-	-	-	(1)	(1)	-	(1)
Total (C)		**(78,545)**	**77,256**	**53**	**-**	**-**	**(1)**	**(1,237)**	**(944)**	**(2,181)**
Balance as at March 31, 2016 (D = (A + B + C))		**26,425**	**106,122**	**76**	**521**	**322**	**(8,774)**	**124,692**	**-**	**124,692**
Profit for the year		-	-	-	-	-	496	496	-	496
Other comprehensive income		-	-	-	-	-	(4)	(4)	-	(4)
Total comprehensive income for the year (E)		-	-	-	-	-	**492**	**492**	-	**492**
Compensation options granted	51 & 23(b)	-	-	122	-	-	-	122	-	122
Buy back of shares	49	-	(14,033)	-	-	-	-	(14,033)	-	(14,033)
Exercise of share options	51 & 23(b)	-	82	(106)	-	-	-	(24)	-	(24)
Expenses related to buy back of shares	49	-	(137)	-	-	-	-	(137)	-	(137)
Share of associate		-	-	-	-	-	(0)	(0)	-	(0)
Total (F)		**-**	**(14,088)**	**16**	**-**	**-**	**(0)**	**(14,072)**	**-**	**(14,072)**
Balance as at March 31, 2017 (G = D+E+F))		**26,425**	**92,034**	**92**	**521**	**322**	**(8,282)**	**111,112**	**-**	**111,112**

'0' denotes less than Rs 50,000

Notes forming part of the consolidated financial statements 1 to 68

As per our report of even date
For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

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Managing Director
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Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Consolidated statement of cash flows for the year ended March 31, 2017

(₹ in Lakhs)

		March 31, 2017	March 31, 2016
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	1,510	(397)
	Adjustments for		
	Depreciation and amortisation expense	6,581	7,225
	(Gain) / loss on sale/discard of property, plant and equipment (net)	(74)	7
	Bad debts	460	171
	Provision for doubtful debts and advances / (written back) (net)	-	(126)
	Accrued interest income written off	-	474
	Interest income	(7,950)	(9,085)
	Interest expense	788	1,161
	Net gain on sale of current investments	(387)	(222)
	Gain on sale of non-current investments	(729)	(2,171)
	Provision for leave encashment and gratuity	60	24
	Amount receivable on stake sale of earlier years written off	348	-
	Reversal of provision for Welspun Maxsteel Limited (WMSL) obligations	(882)	-
	Realisation of contingent asset on account of income tax refund from WMSL	(927)	-
	Claim revenue (BOT)	(766)	-
	Unclaimed liabilities written back	(6)	(617)
	Unwinding of discount on security deposits	4	-
	Expected credit loss	1,264	946
	Share based payments to employees	122	245
	Dividend income	(26)	(20)
	Exchange difference (net)	172	125
	Share of (profit)/ loss from associate and joint venture	202	(332)
	Operating profit before working capital changes	**(237)**	**(2,592)**
	Adjustments for:		
	(Increase) / decrease in trade and other receivables	(12,580)	(236)
	Increase / (decrease) in trade and other payables	11,907	856
	(Increase) / decrease in inventories	1	75
	Cash generated/ (used) in operating activities	**(909)**	**(1,897)**
	Direct taxes paid (net of refund)	(767)	154
	Net cash generated/ (used) in operating activities (A)	**(1,676)**	**(1,743)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment (including capital work-in-progress)	(61)	(171)
	Sale of property, plant and equipment and assets held for sale	245	496
	Gain on sale of current investments (net)	1,781	375
	Investment in other entities	(2,013)	-
	Sale of investment in other entity	28,580	-
	Sale of investment in joint venture	-	9,188
	Realisation of contingent asset on account of income tax refund from WMSL	927	-
	Application money for optionally convertible debentures	(632)	-
	Increase in other bank balances	(3,658)	(190)
	Inter-corporate deposits given	(3,500)	(13,300)
	Inter-corporate deposits given repaid	4,550	13,727
	Dividend received	26	20
	Interest received	5,773	5,969
	Net cash generated from investing activities (B)	**32,018**	**16,114**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Buy back of equity shares	(16,732)	-
	Share issue expenses	(137)	(171)
	Proceeds from long-term borrowings	4,733	-
	Repayment of long-term borrowings	(9)	(1,774)
	Increase/ (decrease) in short-term borrowings (net)	714	(460)
	Interest paid	(788)	(1,162)
	Net cash used in financing activities (C)	**(12,218)**	**(3,567)**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	**18,124**	**10,804**
	Cash and cash equivalents at the beginning of the year	78,538	67,734
	Cash and cash equivalents at the end of the year	**96,662**	**78,538**

Notes: 1. Break up of cash and cash equivalents as follows

	March 31, 2017	March 31, 2016
Current investments	70,886	75,944
Cash and cash equivalents	25,776	2,594
Total	**96,662**	**78,538**

2. Previous year figures are regrouped/ reclassified wherever considered necessary

As per our report of even date

For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Notes forming part of the consolidated financial statements

1. Corporate information

Welspun Enterprises Limited (formerly known as Welspun Projects Limited) (herein after referred to as 'WEL' or the 'company' or the 'parent company') is a public limited company incorporated in India. Its shares are publicly traded on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company along with its subsidiaries (the 'Group'), associate is engaged in infrastructure development (Engineering, Procurement and Construction ('EPC') and Build, Operate and Transfer (BOT) basis), oil and gas exploration activities and trading activities. It is also engaged in carrying out Operation and Maintenance ("O&M") activities for the transportation sector projects.

The Consolidated Financial Statements (hereinafter referred to as "CFS") of the group for the year ended March 31, 2017 were authorised for issue by the Board of Directors at their meeting held on May 30, 2017.

2. Basis of preparation

The CFS have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules framed thereunder and guidelines issued by Securities and Exchange Board of India (SEBI).

For all periods upto and including the year ended March 31, 2016, the CFS of WEL were prepared to comply in all material respects with the accounting standards (previous GAAP) notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounting Standards) Rules, 2014 and other provisions of the Act and guidelines issued by SEBI. These financial statements for the year ended March 31, 2017 are the first CFS of the group prepared in accordance with Ind AS applicable to the group. Refer note 43 for understanding how the transition from previous GAAP to Ind AS affected the group's earlier reported Balance sheet, financial performance and cash flows.

The CFS have been prepared under the historical cost convention and on accrual basis, except for the following:

a) Certain financial assets and liabilities which have been measured at fair value (Refer accounting policy regarding financial instruments).
b) Assets held for sale -measured at fair value less cost to sell
c) Defined benefit plan assets and liabilities
d) Share based payments

The Consolidated Financial Statements are presented in Rs in lakhs, except when otherwise indicated.

3(A) Principles of consolidation and equity accounting

i) Subsidiaries

a) The consolidated financial statements incorporate the financial statements of WEL and entities controlled by WEL and its subsidiaries.

b) Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

c) The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. The financial statements of the parent company and its subsidiaries have been consolidated using uniform accounting policies. When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies in line with the Group's accounting policies. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the parent i.e. year ended March 31, 2017.

d) Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

e) Listed below are the subsidiaries considered in the CFS. Subsidiaries are consolidated from the date on which effective control is acquired and are excluded from the date that control ceases.

(₹ in Lakhs)

Name of the subsidiaries	Proportion of interest (including beneficial interest) / voting power (either directly / indirectly through subsidiaries)			Country of Incorporation
	March 31, 2017	March 31, 2016	April 1, 2015	
MSK Projects (Himmatnagar Bypass) Private Limited	100%	100%	100%	India
MSK Projects (Kim Mandvi Corridor) Private Limited	100%	100%	100%	India
Anjar Water Solutions Private Limited (Formerly known as Welspun Road Projects Private Limited)	100%	100%	100%	India
Welspun Build-Tech Private Limited(Formerly known as Welspun Construction Private Limited)	100%	100%	100%	India
Welspun Natural Resources Private Limited	100%	100%	100%	India
Anjar Road Private Limited^	-	-	100%	India
Welspun Delhi Meerut Expressway Private Limited*	100%	100%	-	India
ARSS Bus Terminal Private Limited@	100%	100%	49%	India

^ Ceased to be wholly owned subsidiary w.e.f November 20, 2015

* Became subsidiary w.e.f. February 16, 2016.

@ The Company controls the composition of the board of directors. It became wholly owned subsidiary w.e.f. September 10, 2015 (Refer note 52)

ii) Associate and joint venture

a) Associate is an entity over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investment in associate is accounted for using the equity method of accounting, after initially being recognised at cost.

b) Under Ind AS 111 "Joint Arrangements", investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The group has interest in joint ventures that are accounted for using the equity method after initially being recognised at cost in the consolidated balance sheet.

c) Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment.

d) List of investments in associate and joint ventures accounted for using "Equity method" is as under:

Name of the associate/ joint venture	Extent of holding			Country of Incorporation
	March 31, 2017	March 31, 2016	April 1, 2015	
Associate				
Adani Welspun Exploration Limited (Held through Welspun Natural Resources Private Limited –Wholly owned subsidiary)	35%	35%	35%	India
Joint venture				
Dewas Bhopal Corridor Private Limited*	NA	NA	50%	India

* Ceased to be a joint venture company w.e.f. December 22, 2015.

Notes forming part of the consolidated financial statements

3(B) Significant accounting policies

i) Current versus non-current classification

The group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

ii) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. All revenues are accounted on accrual basis except to the extent stated otherwise.

a) 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 group 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 group. Hence, they are excluded from revenue.

b) Toll collection

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

c) Revenue from construction contracts

Revenue from construction contracts is recognised by applying percentage of completion method after providing for foreseeable losses, if any. Percentage of completion is determined as a proportion of the cost incurred up to the reporting date to the total estimated cost to complete. Foreseeable losses, if any, on the contracts is recognised as an expense in the period in which it is foreseen, irrespective of the stage of completion of the contract. While determining the amount of foreseeable loss, all elements of cost and related incidental income not included in contract revenue is taken into consideration. Contract is reflected at cost that are expected to be recoverable till such time the outcome of the contact cannot be ascertained reliably and at reliasable value thereafter.

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. Unbilled work are carried as construction work-in-progress which is valued considering the stage of completion and foreseeable losses in accordance with the Ind AS 11.

d) Revenue from services

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

e) Interest income

Interest income for all debt instruments, measured at amortised cost or fair value through other comprehensive income, is recognised using the effective interest rate ('EIR') method and shown under interest income in the statement of profit and loss. EIR is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income on interest bearing financial assets classified as fair value through profit and loss is shown under other income.

f) Dividend income

Dividend income is recognised when right to receive the payment is established, which is generally when shareholders approve the dividend.

iii) Exceptional items

On certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the group is such that its disclosure improves the understanding of the performance of the group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

iv) Service concession arrangement

a) The group constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include Infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under Appendix A to Ind AS 11 - Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the group receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used to the extent the group has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the group performs more than one service (i.e., construction or upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated by reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

The group manages concession arrangements which include toll road project, hybrid annuity road project and water supply project. The group maintains and services the infrastructure during the concession period. These concession arrangements set out rights and obligations related to the infrastructure and the service to be provided.

Income from the concession arrangements earned under the intangible asset model consists of the (i) fair value of contract revenue, which is deemed to be fair value of consideration transferred to acquire the asset; and (ii) payments actually received from the users. The intangible asset is amortised over its expected useful life in a way that reflects the pattern in which the asset's economic benefits are consumed by the group, starting from the date when the right to operate starts to be used. Based on these principles, the intangible asset is amortised in line with the actual usage of the specific public utility facility, with a maximum of the duration of the concession.

Financial receivable is recorded at a fair value of guaranteed value to be received over the concession period. This receivable is subsequently measured at amortised cost.

Any asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial asset expire.

b) Amortisation

Intangible assets i.e. BOT cost (Toll collection right) existing on transition date, viz., April 1, 2015 are 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.

v) Property, plant and equipment

Since there is no change in the functional currency, the group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its previous GAAP financial statements as deemed cost at the transition date, viz., April 1, 2015.

Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Depreciation on property, plant and equipment 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.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

vi) Intangible assets

Since there is no change in the functional currency, the group has elected to continue with the carrying value for all of its intangible assets as recognised in its previous GAAP financial statements as deemed cost at the transition date, viz., April 1, 2015.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangibles assets are amortised as explained in note iv (b) above

vii) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. If indication exists, an asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

viii) 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 or 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 FIFO basis.

ix) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

Notes forming part of the consolidated financial statements

When the group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual installments.

x) Non-current assets held for sale

The group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

xi) Employee benefits

a) Short-term benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

b) Defined benefit plans:

Post-employment and other long-term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in other comprehensive income in the period in which they occur.

c) Defined contribution plans:

Payments to defined contribution retirement benefit schemes are charged to the statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund

xii) Share based payments

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)

Employee stock option

The fair value of the options granted under the "Welspun Managing Director Stock Option Plan 2014" is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (example profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (eg. the requirement for employee to save or holdings shares for a specific period of time)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity.

xiii) Borrowing costs

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 asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consists of interest and other costs incurred in connection with the borrowing of funds.

xiv) Taxes on income

a) Current tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Current taxes are recognized in profit or loss except to the extent that the tax relates to items recognized in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred tax

Deferred tax is recognized on all temporary differences which are the differences between the carrying amount of an asset or liability in the consolidated balance sheet and its tax base except when the deferred income tax arises

from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of the transaction other than business combination that at the time of the transaction affects neither accounting profit nor taxable profit.
Deferred tax liabilities are recognized for all taxable temporary differences; and deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where the group is able to control the timing of the reversal of the temporay differences and it is probable that the difference will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date and based on the tax consequence which will follow from the manner in which the Company expects, at financial year end, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to item recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liability and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

xv) Foreign currency transactions

The consolidated financial statements are presented in Indian rupee (INR), which is Welspun Enterprises Limited's functional and presentation currency. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

xvi) Leases

a) Operating lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lesser are classified as operating lease. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

b) Finance lease

Assets acquired under leases where group has substantially all the risks and rewards of ownership are classified as finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

Notes forming part of the consolidated financial statements

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

xvii) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and other short term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the group's cash management.

xviii) Earnings per share

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 except when the results would be anti-dilutive.

xix) Provisions, contingent liabilities and contingent assets

a) Provisions

Provisions are recognized when the group has a present obligation (legal or constructive) where, as a result of a 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 to the amount of the obligation. When the group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. when discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

b) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurence or non occurence of one or more uncertain future events beyond the control of the group or a present obligation which 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. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group. Contingent asset is not recognized, but its existence is disclosed in the financial statements.

xx) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

a) Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. The group determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except for financial assets classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in four categories:

i) Debt instruments measured at amortised cost

ii) Debt instruments measured at fair value through other comprehensive income (FVTOCI)

iii) Debt instruments measured at fair value through profit or loss (FVTPL)

iv) Equity instruments measured at FVTOCI or FVTPL

Debt instruments

The subsequent measurement of debt instruments depends on their classification. The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

i) Debt instruments measured at amortised cost

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

ii) Debt instruments measured at FVTOCI

Debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payment of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest income which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in the OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

iii) Debt instruments measured at FVTPL

Debt instruments that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

iv) Equity instruments (other than investment in associate and joint venture)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. The group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

B. Derecognition of financial assets

A financial asset is derecognised only when

i) The group has transferred the rights to receive cash flows from the financial asset or

ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the group has not retained control of the financial asset. Where the group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

C. Impairment of financial assets

The group assesses impairment based on expected credit losses (ECL) model to the following:

i) Financial assets measured at amortised cost

ii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected credit losses are measured through a loss allowance at an amount equal to

i) the twelve months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within twelve months after the reporting date) or

ii) full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there

Notes forming part of the consolidated financial statements

is no longer a significant increase in credit risk since initial recognition, then the group reverts to recognising impairment loss allowance based on twelve months ECL.

D. Financial liabilities

a) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. The group determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

i) Financial liabilities measured at amortised cost

After initial recognition, financial liability are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

ii) Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL are carried in the statement of profit and loss at fair value with changes in fair value recognized in the statement of profit and loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

xxi) Business combinations

In accordance with Ind AS 101, provisions related to first time adoption, the group has elected to apply Ind AS accounting for business combination prospectively from April 1, 2015. Business combinations are accounted for using the acquisition method as per Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the group. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Business combinations between entities under common control is accounted for at carrying value. Transaction costs that the group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

xxii) Fair value measurement

The group measures financial instruments, such as, investment in debt and equity instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the group determines whether transfers, if any, have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3 (C) Significant estimates, judgements and assumptions

The preparation of consolidated financial statements requires management to exercise judgment in applying the group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a) Contract estimates

The group, being part of construction industry, prepares budgets in repect of each EPC projects to compute project profitability and construction revenue under percentage of completion method. The major component of contract estimate is budgeted cost to complete the contract. While estimating this component certain assumption are considered by the management such as

(i) work will be executed in the manner so that the project is completed in time

(ii) consumption norms will remain the same

(iii) estimates for contingencies

(iv) there will be no change in design and the geological factors will be same as envisaged and

(v) price escalations.

Due to such complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

b) Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigation and other claims against the group. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes, if any, but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

c) Impairment testing - impairment of financial asset

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

d) Taxes

The group periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. The group records its best estimates of the tax liability in the current tax provision. The management believes that they have adequately provided for the probable outcome of these matters.Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

e) Fair value measurement

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions (Refer note 44).

f) Share based payments

Estimating fair value for share-based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 51.

g) Defined benefit obligation

The cost of post-employment and other long-term benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may defer from actual developments in future. These include

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determination of the discount rates, expected rate of return on asset, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in the assumptions. All assumptions are reviewed at each reporting date. The assumptions used are disclosed in Note 55.

3 (D) Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards)(Amendments) Rules, 2017, notifying amendment to Ind AS 7, 'Statement of Cash Flows'. This amendment is in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of Cash Flows'. The amendment is applicable to the Company from April 1, 2017.

Amendment to Ind AS 7

The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is currently assessing the potential impact of this amendment.

4. Property, plant and equipment

(₹ in Lakhs)

	Freehold land	Buildings	Plant and machinery	Construction equipments	Vehicles	Computers	Office and other equipments	Furniture and fixtures	Realisation value of impaired assets	Total
Gross carrying amount										
Deemed cost as at April 1, 2015	105	6	465	332	94	7	11	31	-	1,051
Additions	1,686	-	21	-	59	1	1	3	113	1,884
Disposals	-	0	81	253	7	3	5	5	-	355
Reclassification as held for sale	-	-	-	-	-	-	-	-	113	113
Balance as at March 31, 2016	1,791	6	405	79	145	5	29	29	-	2,467
Additions	24	-	1	-	9	5	20	20	-	61
Disposals	-	-	88	-	10	-	-	-	-	98
Balance as at March 31, 2017	1,815	6	317	79	145	10	49	49	-	2,430

	Freehold land	Buildings	Plant and machinery	Construction equipments	Vehicles	Computers	Office and other equipments	Furniture and fixtures	Realisation value of impaired assets	Total
Accumulated depreciation										
Balance as at April 1, 2015	-	-	-	-	-	-	-	-	-	-
Additions	-	2	108	79	34	2	16	3	-	244
Disposals	-	-				-	-	-	-	
Balance as at March 31, 2016	-	2	108	79	34	2	16	3	-	244
Additions	-	0	58	-	33	3	10	1	-	105
Disposals	-	-		-		-		-	-	
Balance as at March 31, 2017	-	2	166	79	67	4	26	4	-	349
Net Carrying Amount										
Balance as at March 31, 2017	1,815	4	152	-	77	6	23	4	-	2,081
Balance as at March 31, 2016	1,791	4	297	-	111	3	13	4	-	2,223
Balance as at April 1, 2015	105	6	465	332	94	7	31	11	-	1,051

Net carrying amount	March 31, 2017	March 31, 2016	April 1, 2015
Property, plant and equipment	2,081	2,223	1,051
Capital work-in-progress	6,381	6,381	8,252

For details of property, plant and equipment pledged as security, refer note 63

5 Intangible assets (BOT Toll Collection Right)

(₹ in Lakhs)

	Hoshanagabad-Harda-Khandwa Projects	Raisen Rahatgarh Projects	Ludhiana Bus Terminal Project	Dewas Water Supply Project	Himmat-nagar Bypass Private Limited	Kim Mandvi Corridor Private Limited	Total
Gross Carrying Amount							
Deemed cost as at April 1, 2015	**2,396**	**2,749**	**240**	**11,226**	**243**	**4,767**	**21,621**
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Balance as at March 31, 2016	**2,396**	**2,749**	**240**	**11,226**	**243**	**4,767**	**21,621**
Additions	766	-	-	-	-	-	766
Disposals	-	-	-	-	-	-	-
Balance as at March 31, 2017	**3,162**	**2,749**	**240**	**11,226**	**243**	**4,767**	**22,387**

	Hoshanagabad-Harda-Khandwa Projects	Raisen Rahatgarh Projects	Ludhiana Bus Terminal Project	Dewas Water Supply Project	Himmat-nagar Bypass Private Limited	Kim Mandvi Corridor Private Limited	Total
Accumulated Depreciation							
Balance as at April 1, 2015	-	-	-	-	-	-	-
Additions	1,055	1,045	240	4,490	(62)	212	6,980
Balance as at March 31, 2016	**1,055**	**1,045**	**240**	**4,490**	**(62)**	**212**	**6,980**
Additions	994	640	-	4,490	81	272	6,477
Balance as at March 31, 2017	**2,049**	**1,685**	**240**	**8,980**	**19**	**484**	**13,457**
Net Carrying Amount							
Balance as at March 31, 2017	**1,113**	**1,064**	**-**	**2,246**	**224**	**4,283**	**8,930**
Balance as at March 31, 2016	**1,341**	**1,704**	**-**	**6,736**	**305**	**4,555**	**14,641**
Balance as at April 1, 2015	**2,396**	**2,749**	**240**	**11,226**	**243**	**4,767**	**21,621**

Note : For details of intangible assets pledged as security, refer note 63

6 Investments in associate and joint venture (Refer note 59)

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Unquoted			
Investment in associate			
Adani Welspun Exploration Limited 4,654,997 (March 31, 2016 : 4,654,997; April 1, 2015 : 3,499,997) equity shares of Rs. 10/- each fully paid up	3,109	2,646	964
Investment in joint venture			
Dewas Bhopal Corridor Private Limited Nil (March 31, 2016 : Nil, April 1, 2015 : 50,000) equity shares of Rs. 10/- each fully paid up	-	-	9,023
Total	**3,109**	**2,646**	**9,987**

7 Non-current investments

	March 31, 2017	March 31, 2016	April 1, 2015
Investment at fair value through profit and loss			
Quoted investment			
Corporation Bank Limited 8,000 (March 31, 2016 : 8,000, April 1, 2015 : 8,000) equity shares of Rs. 2/- each fully paid up	4	3	4
Unquoted investment			
Welspun Energy Private Limited Nil (March 31, 2016 : 60,493,342, April 1, 2015 : 60,493,342) equity shares of Rs.10 each fully paid up	-	27,851	27,851
Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited) 1549 (March 31, 2016 :Nil , April 1, 2015 : Nil) equity shares of Rs. 10 each	0	-	-
20,130,000 (March 31, 2016 :Nil , April 1, 2015 : Nil) 0% unsecured compulsorily convertible debentures of Rs 10 each fully paid #	2,013	-	-

Each debenture shall be compulsorily convertible into 10 equity shares of Rs. 10 each fully paid up at the end of the 5 years from the date of allotment or as mutually agreed before the end of the tenure.

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(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Investment in government securities			
Indira Vikash Patra	0	0	0
Sardar Sarovar Narmada Nigam Limited 3 (31 March 2016 : 3, 1 April 2015 : 3) bonds of Rs. 1,000,000/- each fully paid up	30	30	30
Total	**2,047**	**27,884**	**27,885**
'0' denotes less than Rs. 50,000			
Aggregate book value of quoted investments	4	3	4
Aggregate book value of unquoted investments	2,043	27,881	27,881
Aggregate market value of quoted investments	4	3	4

8 Service concession receivables

	March 31, 2017	March 31, 2016	April 1, 2015
Service concession receivables (Refer note 60)	12,923	-	-
Total	**12,923**	**-**	**-**

9 Non-current financial assets - loans

	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured			
Security deposits- considered good			
- Related parties (Refer note 56)	215	300	400
- Others	391	410	85
Considered doubtful - Others	-	-	72
	606	710	557
Less: Allowance for doubtful deposits - Others	-	-	72
	606	**710**	**485**
Loans to related parties (Refer note 56)			
Considered good	6,182	5,069	5,425
Considered doubtful	9,671	8,526	8,181
	15,853	13,595	13,606
Less : Expected credit loss	9,671	8,526	8,181
	6,182	**5,069**	**5,425**
Total	**6,788**	**5,779**	**5,910**

Loans are non-derivative financial assets carried at amortised cost which generate a fixed or variable interest income. The carrying value may be affected by changes in the credit risk of the counterparties.

10 Deferred tax liabilities / assets

	March 31, 2017	March 31, 2016	April 1, 2015
I) Deferred tax liabilities (net)			
Deferred tax liabilities			
Depreciation on property, plant and equipment and intangible assets	1,280	-	2,525
Fair valuation of financial instruments	719	-	39
Total (i)	**1,999**	**-**	**2,564**
Less : Deferred tax assets			
Allowance for doubtful debts	-	-	219
Employee benefits / expenses allowable on payment basis	136	-	96
Unused tax losses and unabsorbed depreciation	1,094	-	1,408
Total (ii)	**1,230**	**-**	**1,723**
Less: MAT credit entitlement (iii)	489	-	105
Total (i - ii - iii)	**280**	**-**	**736**

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
II) Deferred tax assets (net)			
Deferred tax assets			
Unused tax losses and unabsorbed depreciation	954	2,416	954
Allowance for doubtful debts	-	206	-
Employee benefits / expenses allowable on payment basis	2	74	1
Total (i)	**956**	**2,696**	**955**
Less : Deferred tax assets			
Depreciation on property, plant and equipment and intangible assets	729	2,025	721
Fair valuation of financial instruments	-	814	-
Total (ii)	**729**	**2,839**	**721**
Less: MAT credit entitlement (iii)	15	489	-
Total (i - ii - iii)	**242**	**346**	**234**

11 Non-current tax assets

	March 31, 2017	March 31, 2016	April 1, 2015
Balance with government authorities			
- Direct tax (net of provision for taxation)	2,134	1,993	2,304
- Wealth tax	-	-	0
Total	**2,134**	**1,993**	**2,304**

'0' denotes less than Rs 50,000

12 Other non-current assets

	March 31, 2017	March 31, 2016	April 1, 2015
Capital advances	-	-	1,600
Deferred revenue	61	1	2
Balances with government authorities - Indirect tax	1,379	827	-
Total	**1,440**	**828**	**1,602**

13 Inventories

	March 31, 2017	March 31, 2016	April 1, 2015
Raw materials	296	298	372
Total	**296**	**298**	**372**

14 Current investments

	March 31, 2017	March 31, 2016	April 1, 2015
Investments at fair value through profit and loss			
I. Quoted			
a) Investment in bonds			
Industrial Finance Corporation of India Limited Deep Discount Bond 2032 31,320 (March 31, 2016 : 31,320, April 1, 2015 : 31,320) Bonds of Rs. 25,000 each	2,286	2,203	2,038
Industrial Finance Corporation of India Limited Deep Discount Bond 2033 16,200 (March 31, 2016 : 16,200, April 1, 2015 : 16,200) Bonds of Rs. 25,000 each	1,172	1,131	1,058
Industrial Finance Corporation of India Limited Deep Discount Bond 2034 41,470 (March 31, 2016 : 41,470, April 1, 2015 : 41,470) Bonds of Rs. 25,000 each	2,955	2,864	2,698
Industrial Finance Corporation of India Limited Deep Discount Bond 2037 17,370 (March 31, 2016 : 17,370, April 1, 2015 : 17,370) Bonds of Rs. 25,000 each	1,208	1,177	1,131

Notes forming part of the consolidated financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Industrial Finance Corporation of India Limited Deep Discount Bond 2038 41,470 (March 31, 2016 : 41,470, April 1, 2015 : 41,470) Bonds of Rs. 25,000 each	2,861	2,797	2,698
Industrial Finance Corporation of India Limited Deep Discount Bond 2039 7,010 (March 31, 2016 : 7,010, April 1, 2015 : 7,010) Bonds of Rs. 25,000 each	483	471	457
9.48% Oriental Bank of Commerce Perpetual Bonds 50 (March 31, 2016 : 443, April 1, 2015 : 105) Bonds of Rs.1,000,000 each	506	4,970	1,050
9.75 % Industrial Finance Corporation of India Limited 26/04/2028 32 (March 31, 2016 : 4, April 1, 2015 : 238) Bonds of Rs. 1,000,000 each	362	45	2,698
9.90 % Industrial Finance Corporation of India Limited 05/11/2037 40 (March 31, 2016 : Nil, April 1, 2015 : 650) Bonds of Rs. 25,000 each	11	-	176
10.40% Magma Fincorp Limited 06/01/2027 10 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	103	-	-
10.95% IDBI Bank Limited Perpetual (Series-II) 20/01/2022 395 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	4,043	-	-
11.09% IDBI Bank Limited Perpetual (Series-II) 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,191	-	-
11.60% Bank of Maharashtra Perpetual (Series-II) 76 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	786	-	-
12.00% United Bank of India Perpetual (Series-II) 31 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	310	-	-
7.10% Power Finance Corporation Limited 11/01/2027 437 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	4,292	-	-
7.37% NTPC Limited 14/12/2031 548 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	5,653	-	-
7.59% Housing and Urban Development Corporation Limited 21/06/2020 60 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	602	-	-
8.75% Housing Development Finance Corporation Limited(Series P-002) 04/03/2021 25 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 10,000,000 each	2,601	-	-
8.90% Indiabulls Housing Finance Limited 26/09/2021 6,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	63	-	-
8.95% Punjab National Bank 30 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	302	-	-
8.97% U.P. Power Corporation Limited 13/02/2026 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 14/02/2025 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2021 230 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,326	-	-
8.97% U.P. Power Corporation Limited 15/02/2022 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2023 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2024 200 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	2,023	-	-
8.97% U.P. Power Corporation Limited 15/02/2027 100 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	1,011	-	-
9.05% Dewan Housing Finance Corporation Limited 09/09/2023 20,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	212	-	-
9.21% Punjab National Bank Perpetual 500 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	5,009	-	-

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
9.25% Dewan Housing Finance Corporation Limited 09/09/2023 41,793 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	433	-	-
9.30% Dewan Housing Finance Corporation Limited 16/08/2026 2,598 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000 each	28	-	-
9.50% Yes Bank Limited 23/12/2021 20 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	205	-	-
9.55% Piramal Finance Limited 08/03/2027 967 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	9,728	-	-
7.92% Himachal Pradesh Uday 2030 1,500,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 100 each	1,549	-	-
7.98% Telangana Uday 2030 2,000,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 100 each	2,066	-	-
8.01% Himachal Pradesh Uday 2029 2,350,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Bonds of Rs. 100 each	2,431	-	-
6.87% National Housing Bank 06/02/2023 Nil (March 31, 2016 : 3, April 1, 2015 : Nil) Bonds of Rs 1,000,000 each	-	30	-
7.28% Indian Railway Finance Corporation 21/12/2030 Nil (March 31, 2016 : 65,497, April 1, 2015 : Nil) Bonds of Rs 1,000 each	-	672	-
7.64% National Bank for Agricultural and Rural Development 23/3/2031 Nil (March 31, 2016 : 50,000, April 1, 2015 : Nil) Bonds of Rs 1,000 each	-	516	-
7.88% Power Finance Corporation Limited 21/10/2017 Nil (March 31, 2016 : 1,629, April 1, 2015 : Nil) Bonds of Rs 1,000,000 each	-	16,864	-
8.70% Power Finance Corporation Limited 15/01/2020 Nil (March 31, 2016 : 2, April 1, 2015 : Nil) Bonds of Rs 1,000,000 each	-	21	-
8.11% Rural Electrification Corporation 07/10/2025 Nil (March 31, 2016 : 200, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	2,081	-
8.14% Nuclear Power Corporation of India 25/03/2027 Nil (March 31, 2016 : 56, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	568	-
8.14% Nuclear Power Corporation of India 25/03/2028 Nil (March 31, 2016 : 27, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	277	-
8.14% Nuclear Power Corporation of India 25/03/2029 Nil (March 31, 2016 : 38, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	391	-
8.65% India Infradebt limited 21/3/2026 Nil (March 31, 2016 : 89, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	892	-
9.15% Punjab National Bank 13/02/2099 Nil (March 31, 2016 : 466, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	4,854	-
10.00% Tamil Nadu Generation and Distribution Corporation 08/02/2026 Nil (March 31, 2016 : 90, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	913	-
10.20% Dena Bank 18/03/2099 Nil (March 31, 2016 : 1, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	11	-
11.95% Union Bank of India 29/09/2099 Nil (March 31, 2016 : 46, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	538	-
9.03% Gujarat State Petroleum C 22/03/2028 Nil (March 31, 2016 : 2, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	21	-
9.55% Andhra Bank Perpetual Bonds Nil (March 31, 2016 : 190, April 1, 2015 : Nil) Bonds of Rs. 1,000,000 each	-	2,065	-
8.06% Rural Electrification Corporation Limited 31/05/2032 Nil (March 31, 2016 : 100, April 1, 2015 : 100) Bonds of Rs 1,000,000 each	-	1,134	1,072
9.48% Bank of Maharashtra Nil (March 31, 2016 : 70, April 1, 2015 : 31) Bonds of Rs 1,000,000 each	-	775	302
10.75% IDBI Bank Limited Series II Nil (March 31, 2016 : 28, April 1, 2015 : 642) Bonds of Rs 1,000,000 each	-	311	7,166
9.60% Housing Development Finance Corporation Limited 07/04/2016 Nil (March 31, 2016 : 1, April 1, 2015 : 1) Bonds of Rs. 1,000,000 each	-	11	12

Notes forming part of the consolidated financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
10.45% Gujarat State Petroleum Corp Limited 28/09/2072 Nil (March 31, 2016 : 573, April 1, 2015 : 41) Bonds of Rs.1,000,000 each	-	6,350	456
8.69% Damodar Valley Corporation 25/03/2028 Nil (March 31, 2016 : 1,483, April 1, 2015 : 275) Bonds of Rs.1,000,000 each	-	16,192	2,900
8.23% Punjab National Bank 09/02/2025 Nil (March 31, 2016 : 77, April 1, 2015 : 60) Bonds of Rs. 1,000,000 each	-	794	611
7.93% Power Grid Corporation of India Limited (Series XLIII) 20/05/2026 Nil (March 31, 2016 : 5, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	53	555
7.93% Power Grid Corporation of India Limited (Series XLIII) 20/05/2025 Nil (March 31, 2016 : 10, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	105	535
9.98% ICICI Bank Perpetual Bonds Nil (March 31, 2016 : 3, April 1, 2015 : 3) Bonds of Rs. 1,000,000 each	-	32	33
7.93% Power Grid Corporation of India Limited 20/05/2027 Nil (March 31, 2016 : 50, April 1, 2015 : 42) Bonds of Rs. 1,000,000 each	-	521	469
10.95% ICICI Bank 31/10/2016 Nil (March 31, 2016 : 25, April 1, 2015 : 25) Bonds of Rs. 100,000 each	-	26	27
11.05% ICICI Bank 18/08/2016 Nil (March 31, 2016 : 18, April 1, 2015 : 18) Bonds of Rs. 100,000 each	-	19	20
11.10% ICICI Bank 05/07/2016 Nil (March 31, 2016 : 25, April 1, 2015 : 25) Bonds of Rs. 100,000 each	-	27	28
11.20% ICICI Bank 20/06/2016 Nil (March 31, 2016 : 2, April 1, 2015 : 2) Bonds of Rs. 100,000 each	-	2	3
11.50% ICICI Bank 16/06/2016 Nil (March 31, 2016 :12, April 1, 2015 :12) Bonds of Rs. 100,000 each	-	13	14
7.50% Water & Sanitation Pooled Fund Bonds 09/09/2020 Nil (March 31, 2016 : Nil, April 1, 2015 : 15) Bonds of Rs. 100,000 each	-	-	17
10% Indian Overseas Bank Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 68) Bonds of Rs. 1,000,000 each	-	-	699
9.65% Reliance Capital Limited 18/03/2025 Nil (March 31, 2016 : Nil, April 1, 2015 : 4) Bonds of Rs. 1,000,000 each	-	-	41
7.93% Power Grid Corporation of India Limited 20/05/2024 Nil (March 31, 2016 :Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	535
7.93% Power Grid Corporation of India Limited 20/05/2028 Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	535
9.80% Gujarat State Petroleum C 22/03/2073 Nil (March 31, 2016 :Nil, April 1, 2015 : 21) Bonds of Rs. 1,000,000 each	-	-	223
8.79% Bangalore Metro Rail Corporation Limited 23/12/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 106) Bonds of Rs. 1,000,000 each	-	-	1,093
10.40% Reliance Ports and Terminals Limited 18/07/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 2) Bonds of Rs. 1,000,000 each	-	-	23
9.20% Tamil Nadu Generation and Distribution Corporation 18/12/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 35) Bonds of Rs. 1,000,000 each	-	-	388
8.15% Power Grid Corporation of India Limited (Series XLIX) 09/03/2020 Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	504
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 Nil (March 31, 2016 : Nil, April 1, 2015 : 20) Bonds of Rs. 1,000,000 each	-	-	201
8.66% India Infrastructure Finance Corporation Limited 22/01/2034 Nil (March 31, 2016 : Nil, April 1, 2015 : 400) Bonds of Rs 1,000 each	-	-	6
9.00% Rajasthan Rajya Vidyut Prasaran Nigam Limited 24/12/2026 Nil (March 31, 2016 : Nil, April 1, 2015 : 25) Bonds of Rs. 1,000,000 each	-	-	263

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
9.90 % Industrial Finance Corporation of India Limited 05/11/2022 Nil (March 31, 2016 : Nil, April 1, 2015 : 94) Bonds of Rs. 25,000 each	-	- -	26
9.90 % Industrial Finance Corporation of India Limited 05/11/2032 Nil (March 31, 2016 : Nil, April 1, 2015 : 4,090) Bonds of Rs. 25,000 each	-	-	1,125
9.90 % Industrial Finance Corporation of India Limited 05/11/2027 Nil (March 31, 2016 : Nil, April 1, 2015 : 4,400) Bonds of Rs. 25,000 each	-	-	1,201
8.80% Food Corporation of India 22/03/2028 Nil (March 31, 2016 : Nil, April 1, 2015 : 129) Bonds of Rs 1,000,000 each	-	-	1,404
9.08% Konkan Railway Corporation Limited 25/09/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 24) Bonds of Rs. 1,000,000 each	-	-	254
9.60% North Eastern Electric Power Corporation Limited 01/10/2024 Nil (March 31, 2016 : Nil, April 1, 2015 : 150) Bonds of Rs. 1,000,000 each	-	-	1,570
9.51% Corporation Bank Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 31) Bonds of Rs. 1,000,000 each	-	-	317
9.55% Canara Bank Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 170) Bonds of Rs. 1,000,000 each	-	-	1,713
8.27% Rural Electrification Corporation 09/03/2022 Nil (March 31, 2016 : Nil, April 1, 2015 : 90) Bonds of Rs. 1,000,000 each	-	-	895
9.84% Air India 27/09/2026 Nil (March 31, 2016 : Nil, April 1, 2015 : 3) Bonds of Rs. 1,000,000 each	-	-	35
9.90 % Industrial Finance Corporation of India Limited 11/06/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 7) Bonds of Rs. 1,000,000 each	-	-	76
9.48% Bank of Maharashtra Perpetual Bonds Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs. 1,000,000 each	-	-	488
8.20% Power Grid Corporation 23/01/2030 Nil (March 31, 2016 : Nil, April 1, 2015 : 50) Bonds of Rs 1,000,000 each	-	-	511
8.69% Rajasthan Rajya Vidyut Prasaran Nigam Limited 23/03/2027 Nil (March 31, 2016 : Nil, April 1, 2015 : 30) Bonds of Rs 1,000,000 each	-	-	300
18.00% Ambience Infrastructure Developers Private Limited 23/07/2015 Nil (March 31, 2016 : Nil, April 1, 2015 : 499) Bonds of Rs 1,000,000 each	-	-	5,014
18.00% Ambience Infrastructure Developers Private Limited 10/10/2017 Nil (March 31, 2016 : Nil, April 1, 2015 : 670) Bonds of Rs 1,000,000 each	-	-	6,812
18.00% Ambience Infrastructure Developers Private Limited NCD 28/08/2017 Nil (March 31, 2016 : Nil, April 1, 2015 : 750) Bonds of Rs 1,000,000 each	-	-	7,624
10.90% DLF Emporio Limited 21/11/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 104) Bonds of Rs 1,000,000 each	-	-	1,067
10.90% DLF Promenade Limited NCD 21/12/2021 Nil (March 31, 2016 : Nil, April 1, 2015 : 30) Bonds of Rs 1,000,000 each	-	-	308
9.90% Industrial Finance Corporation India Limited 05/11/2032 Nil (March 31, 2016 : Nil, April 1, 2015 : 360) Bonds of Rs 25,000 each	-	-	100
10.20% SREI Infrastructure Finance Limited 23/03/2020 Nil (March 31, 2016 : Nil, April 1, 2015 : 16) Bonds of Rs 1,000,000 each	-	-	168
9.48% Bank of Maharashtra Nil (March 31, 2016 : Nil, April 1, 2015 : 19) Bonds of Rs 1,000,000 each	-	-	185
IFMR Capital Mosec Ariadne 2014 Pass through Certificates	-	-	100

Notes forming part of the consolidated financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
b) Investment in Mutual Funds			
Edelweiss Arbitrage Fund Dividend Option 4,848,391 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value Rs. 1,000 each	510	-	-
HDFC Charity Fund for Cancer Cure - Arbitrage Plan - growth 2,000,000 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value of Rs. 1,000 each	200	-	-
Principal Short Term Income Fund - Direct Plan Growth 1,716,768 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value Rs. 1,000 each	509	-	-
Reliance Liquid Fund - Treasury Plan-Growth 6,704 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value of Rs. 1,000 each	265	-	-
Reliance Medium Fund - Direct Growth 7,231,265 (March 31, 2016 : Nil, April 1, 2015 : Nil) Units of face value of Rs. 1,000 each	2,509	-	-
SBI - Premier Liquid Fund - Regular Plan Growth Nil (March 31, 2016 : 175,622.408, April 1, 2015 : Nil) Units of face value Rs. 1,000 each	-	4,183	-
Pramerica Dynamic Bond Fund - Growth Option Nil (March 31, 2016 : 36,532.835, April 1, 2015 : Nil) Units of face value of Rs. 1,000 each	-	500	-
c) Investment in Equity Shares			
National Mineral Development Corporation 100,000 (March 31, 2016 : 100,000, April 1, 2015 : 100,000 shares) of face value of Rs 1/- each)	133	98	129
II Investment in Equity Shares - Unquoted			
Dewas Bhopal Corridor Private Limited 13,000 (March 31, 2016 : 13,000, April 1, 2015 : Nil) equity shares of Rs 10/- each fully paid up.	2,950	2,950	-
Total	**74,977**	**80,467**	**64,157**
Aggregate book value of quoted investments	72,027	77,517	64,157
Aggregate book value of unquoted investments	2,950	2,950	-
Aggregate market value of quoted investments	72,027	77,517	64,157

15 Trade receivables

	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured			
Considered good			
- Related parties (Refer note 56)	-	182	206
- Others	1,918	3,553	3,139
	-		173
Considered doubtful - Others	1,918	3,735	3,518
	-	-	173
Less : Allowance for doubtful debts	1,918	3,735	3,345
Total	**1,918**	**3,735**	**3,345**

Trade receivables are non-interest bearing and are normally settled as per payment terms mentoned in the contract.

16 Cash and cash equivalents

	March 31, 2017	March 31, 2016	April 1, 2015
Balances with banks in			
- Current accounts	25,120	944	3,564
- Deposits with banks having original maturity of less than three months*	625	1,628	1,498
Cash on hand	31	22	23
Total	**25,776**	**2,594**	**5,085**

* Deposits with banks earns interest at prevailing bank deposit rates.

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
17 Bank balances other than (16) above			
Balances with banks			
- Deposits with banks having original maturity of more than 3 months but less than 12 months *	4,550	128	111
- Held as margin money or security against guarantees and other commitments (with various government authorities and banks) *	326	1,090	917
Total	**4,876**	**1,218**	**1,028**

* Deposits with banks earns interest at prevailing bank deposit rates.

18 Current financial assets - loans

	March 31, 2017	March 31, 2016	April 1, 2015
A. Secured, considered good			
Inter corporate deposits			
- Related parties (Refer note 56)	515	517	-
- Others	4,656	5,848	-
B. Unsecured, considered good			
Inter corporate deposits - Others	-	-	8,988
Loans and advances			
- From related parties (Refer note 56)	1	-	-
Total	**5,172**	**6,365**	**8,988**

19 Other current financial assets

	March 31, 2017	March 31, 2016	April 1, 2015
Unsecured			
Advances recoverable			
- Considered good	11	1,611	470
- Doubtful	145	145	-
	156	1,756	470
Less : Allowance for doubtful advances	145	145	-
	11	1,611	470
Application money for optionally convertible debentures	632	-	-
Unbilled work in progress	1,400	2,290	2,493
Total	**2,043**	**3,901**	**2,963**

20 Current tax assets

	March 31, 2017	March 31, 2016	April 1, 2015
Balance with government authorities			
- Direct tax (net of provisions)	-	-	246
Total	**-**	**-**	**246**

21 Other current assets

	March 31, 2017	March 31, 2016	April 1, 2015
Advance against goods and services			
- Considered good	665	134	310
- Doubtful	-	-	50
	665	134	360
Less : Allowance for doubtful advances	-	-	(50)
	665	134	310
Balance with government authorities - Indirect tax	-	-	834
Prepaid expenses	455	21	36
Total	**1,120**	**155**	**1,180**

Notes forming part of the consolidated financial statements

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
22 Assets held-for-sale			
Assets held-for-sale (Refer Note 65)	49	121	8
Total	**49**	**121**	**8**

23 Equity

	March 31, 2017	March 31, 2016	April 1, 2015
23(a) Equity share capital			
Authorised			
180,000,000 (31 March 2016: 180,000,000 ; 1 April 2015 180,000,000) equity shares of Rs. 10/- each	18,000	18,000	18,000
	18,000	**18,000**	**18,000**
Issued, subscribed and paid up			
147,293,056 (31 March 2016: 174,040,535 ; 1 April 2015 173,320,535) equity shares of Rs. 10/- each fully paid up	14,729	17,404	17,332
	14,729	**17,404**	**17,332**

i) Rights, preference and restriction on shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. The dividend, in case 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.

ii) Reconciliation of number of equity shares outstanding

	March 31, 2017		March 31, 2016	
	Number	(Rs in Lakhs)	Number	(Rs in Lakhs)
At the beginning of the year	174,040,535	17,404	173,320,535	17,332
Add : Pursuant to exercise of stock options (Refer note 51)	240,000	24	720,000	72
Less : Equity shares bought back during the year (Refer note 49)	(26,987,479)	(2,699)	-	-
Outstanding at the end of the year	**147,293,056**	**14,729**	**174,040,535**	**17,404**

iii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the last five years immediately preceding the reporting date

	March 31, 2017	March 31, 2016	April 1, 2015
a) Equity shares allotted as fully paid up for consideration other than cash			
- Pursuant to the Scheme of Amalgamation and Arrangement	-	-	157,768,980
- Pursuant to exercise of stock options (Refer note 51)	240,000	720,000	-
b) Equity shares bought back during the year (Refer note 4)	(26,987,479)	-	-

(iv) Shares reserved for issue under options

For details of shares reserved for issue under the share based payment plan of the Company - Refer note 51

(v) Details of shareholders holding more than 5% shares in the Company

(₹ in Lakhs)

	March 31, 2017		March 31, 2016	
	Number of Shares	% Holding	Number of Shares	% Holding
Anjar Road Private Limited	58,175,951	39.50%	-	0.00%
Merrill Lynch Markets Singapore PTE. Limited	8,294,926	5.63%	-	0.00%
Life Insurance Corporation of India and its schemes	8,752,524	5.94%	7,232,604	4.16%
Insight Solutions Limited	8,714,027	5.92%	-	0.00%
Krishiraj Trading Limited	-	0.00%	34,330,600	19.73%
Granele Limited	-	0.00%	21,023,328	12.08%
Merrill Lynch Capital Markets S A S V	-	0.00%	15,748,618	9.05%
JP Morgan Chase Bank NA	-	0.00%	13,815,600	7.94%

23(b) Other equity

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Capital reserve	26,425	26,425	104,970
Securities premium reserve	92,034	106,122	28,866
Share options outstanding account	92	76	23
Amalgamation reserve	521	521	521
General reserve	322	322	322
Retained earnings	(8,282)	(8,774)	(8,833)
Total	**111,112**	**124,692**	**125,869**

	March 31, 2017	March 31, 2016
(i) Capital reserve		
As per last balance sheet	26,425	104,970
Transferred to securities premium pursuant to Modified Scheme (Refer note 50)	-	(77,307)
Acquisition of non-controlling interests	-	(1,238)
	26,425	**26,425**
(ii) Securities premium reserve		
As per last balance sheet	106,122	28,866
Exercise of share options	82	120
Transferred from capital reserve to Modified Scheme (Refer note 50)	-	77,307
Transaction costs - share issue expenses	(137)	(171)
Buy back of shares	(14,033)	-
	92,034	**106,122**
(iii) Other reserves		
(a) Share options outstanding account		
As per last balance sheet	76	23
Compensation options granted during the year	122	245
Share options exercised during the year	(106)	(192)
	92	**76**
(b) Amalgamation reserve		
As per last balance sheet	521	521
(c) General reserve		
As per last balance sheet	322	322
(d) Retained earnings		
As per last balance sheet	(8,774)	(8,833)
Total comprehensive income for the year	492	60
Share of associate	(0)	(1)
	(8,282)	**(8,774)**
Total	**111,112**	**124,692**

'0' denotes less than Rs 50,000

Nature and purpose of reserves

a) Capital reserve
Capital reserve represents capital surplus and not normally available for distribution as dividend.

b) Securities premium reserve
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

c) Share options outstanding account
The share options outstanding account is used to recognise the value of equity settled share based payment provided to managing director as part of their remuneration. Refer note 51 for further details of this plan.

d) Amalgamation reserve
This represents reserve arising out of amalgamation of two subsidiaries with the Company.

e) General reserve
The reserve is a distributable reserve maintained by the Company out of transfers made from profits.

Notes forming part of the consolidated financial statements

24 Non-current borrowings *(₹ in Lakhs)*

	March 31, 2017	March 31, 2016	April 1, 2015
Secured			
Term loans from banks	13,056	8,160	9,803
Less : Current maturities disclosed under other current financial liabilites (Refer note 28)	603	219	818
Total	**12,453**	**7,941**	**8,985**
Unsecured			
Loans and advances from other parties	-	-	6
Total	**12,453**	**7,941**	**8,991**
Term Loans From Banks			
Industrial Development Finance Corporation Limited	5,613	5,792	5,861
State Bank of India	2,304	2,368	2,256
Union Bank of India	2,570	-	-
State Bank of Hyderabad	2,627	-	-
Dena Bank	-	-	367
Corporation Bank	-	-	1,319
Transaction cost related to debt	(58)	-	-
	13,056	**8,160**	**9,803**

Nature of security and terms of repayments for long term borrowings

A. In Parent Company

i) Industrial Development Finance Corporation Limited ('IDFC')

Secured by way of mortgage in favour of IDFC of all movable properties pertaining to the Dewas Water Supply Projects, present and future. A first charge by way of hypothecation of all the movable assets including movable plant and machinery, machinery spares, tools & accessories, furniture and fixtures, vehicles and all other movable assets pertaining to the project, present and future. First charge of all book debts, operating cash flows, revenues and receivables of the Company pertaining to the project, present and future. First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future. Assignment of all rights, title, interest, benifits, claims and demands of the Company in respect of all the assets of the projects agreement and contracts including concession agreement. First charge over the escrow account, debt service reserve account and other reserve and any other bank account the Company wherever maintained.

Repayment terms : Repayment in monthly installments w.e.f.16 April 2016 i.e- FY 17-3%; FY18-7%; FY19-10%; FY20-20%; FY21-22%; FY22-33%; FY23-5%. Interest shall be paid separately as and when due.

Rate of Interest : 11.25% p.a.

ii) Dena Bank

Secured by first mortgage and charge on all the Company's capital assets, specific and 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 conserts and insurance policies in respect of the projects.

iii) Corporation Bank

Secured by exclusive first charge by way of hypothecation of entire toll receivable under the Raisen Rahatgarh road Project.

B. In Subsidiaries

iv)State Bank of India

Secured by first charge over on the assignment of project rights/ movable / immovable property/ intangible assets / uncalled capital of the MSK Projects (Kim Mandvi Corridor) Private Limited ('KM') for the respective projects and on assignment of all the receivable / revenue of the projects. First charge on KM'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 KM'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 KM including but not limited to the Goodwill of the KM pertaining and specific to the Kim Mandvi Projects. Corporate guarantee given by Welspun Enterprises Limited, a holding company (formerly known as Welspun Projects Limited)

Repayment terms : (Rs. in Lacs): FY18 - 158; FY19 - 172; FY20 - 189; FY21 - 308; FY22 - 387; FY23 - 473; FY24 - 563

Rate of Interest : 10.32% p.a. (4.94% + 5.38% premium)

v) Union Bank of India

Secured by first pari passu charges on all immovable properties including lease hold rights, if any, both present and future. First pari passu charges on all tangible moveable assets including moveable plant & machineries, machinery spares, tools & accessories, furniture & fixture, vehicles and other movable assets both present & future. Lien over all accounts of the Welspun Delhi Meerut Expressway Private Limited ('DME'), including the escrow accounts and sub accounts and all funds from time to time, deposited therein. First charge in all intangible assets, if any including but not limited to, goodwill rights, undertaking intellectual property and uncalled capital present & future excluding the project assets.

Collateral security : Parent company has pledged 51% of the shares of its subsidiary "Welspun Delhi Merrut Expressway Private Limited".

Repayment terms : Term loan is repayable in half yearly installments starting from 2019 and ending in 2034

Rate of interest : 1 year MCLR plus 0.85% p.a.

vi) State Bank of Hyderabad

Secured by first pari passu charges on all borrower immovable properties, including lease hold rights if any both present and future. First pari passu charges on all borrower, tangible movable, assets including movable plant and machinery, spares, accessories, furniture fixture vehicles and all other movable assets, both present and future. Lien over all accounts, of the Welspun Delhi Meerut Expressway Private Limited ('DME'), including the escrow accounts and sub-accounts and all funds from time to time, deposited therein. First charge on all intangible assets, of the borrower, if any including but not limited to goodwill, right, undertaking, intellectual property, uncalled capital present and future excluding the project assets.

Repayment terms : Term loan is repayable in half yearly installments starting from 2019 and ending in 2034

Rate of interest : One year SBH MCLR Rate plus spread of 0.25% p.a. payable monthly installment

25 Non-current provisions

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Provision for employee benefits	292	230	301
Provision for Welspun Maxsteel Limited (WMSL) obligations	2,588*	3,470	3,470
Total	**2,880**	**3,700**	**3,771**

* Represents certain obligations related to stamp duty, etc of Welspun Maxsteel Limited, an erstwhile subsidiary disposed off in FY 2014-15

26 Current financial liabilities - borrowings

	March 31, 2017	March 31, 2016	April 1, 2015
Secured			
Loans repayable on demand from banks	1,974	1,261	1,697
Unsecured			
Loans and advances from other parties	-	-	24
Total	**1,974**	**1,261**	**1,721**

Nature of security and terms of repayment for secured borrowings
Loan from bank is secured by hypothecation of inventories and book debts of the group.
Rate of interest: MCLR +1.45% pa

27 Trade payables

	March 31, 2017	March 31, 2016	April 1, 2015
Acceptances	101	238	107
Trade payables Others (for Micro, Small and Medium Enterprises - Refer note 58)	6,461	2,108	2,607
Total	**6,562**	**2,346**	**2,714**

Terms and conditions of the above financial liabilities:
Acceptances are interest bearing and are normally settled on 90-days terms.
Trade payables are non-interest bearing and are normally settled as per payment terms mentioned in the contract.

Notes forming part of the consolidated financial statements

28 Current financial liabilities - Others

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Current maturities of long-term borrowings (Refer note 24)	603	219	818
Share application money received	-	-	524
Creditors for expenses	1,639	2,976	1,337
Security deposits/ retention money payable	7,862	800	915
Payable to employees	24	17	1
Foreign exchange forward contracts	237	16	23
Total	**10,365**	**4,028**	**3,618**

29 Current provisions

	March 31, 2017	March 31, 2016	April 1, 2015
Provision For Employee Benefits	14	7	9
Total	**14**	**7**	**9**

30 Other current liabilities

	March 31, 2017	March 31, 2016	April 1, 2015
Trade advances	23	42	207
Statutory dues	1,910	154	146
Payable to other parties	-	-	144
Total	**1,933**	**196**	**497**

31 Current tax liabilities

	March 31, 2017	March 31, 2016	April 1, 2015
Provision for tax (net of advances)	-	-	16
Total	**-**	**-**	**16**

32 Revenue from operations

	March 31, 2017	March 31, 2016
Revenue from		
- Engineering, Procurement and Construction (EPC)	1,953	7,160
- Build Operate Transfer (BOT) Business	3,697	3,842
- Construction revenue	19,721	-
- Sale of traded goods (cotton products)	5,677	7,776
Other operating revenues		
- Scrap sales	11	18
- Other material sales	428	143
- Renting of machineries	8	-
Revenue from operations (gross)	**31,495**	**18,939**
Less: Service tax	60	134
Total	**31,435**	**18,805**

33 Other income

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Interest income		
- Financial assets mandatorily measured at fair value through profit and loss	2,275	5,333
- Others*	50	68
Dividend income on financial assets mandatorily measured at fair value through profit and loss	26	20
Net gain on financial assets mandatorily measured at fair value through profit and loss	3,357	1,937
Net gain on sale of current investments	387	254
Unclaimed liabilities written back	6	617
Gain on sale of property, plant and equipment (net)	74	-
Insurance claim	181	54
Claim revenue (Refer note 66)	766	-
Discount received	16	-
Exchange difference	50	8
Miscellaneous income	0	99
Total	**7,188**	**8,390**

* Others includes interest income on income tax refund etc.

34 Interest income

	March 31, 2017	March 31, 2016
Interest income on financial assets at amortised cost		
- On bank deposits	446	211
- On inter corporate deposits	994	621
- On loans and advances	1,264	1,049
- On financial assets	176	-
Unwinding of discount on security deposits	28	2
Total	**2,908**	**1,883**

35 Cost of materials consumed

	March 31, 2017	March 31, 2016
Inventories at the beginning of the year	298	373
Add: Purchases	1,295	2,895
	1,593	**3,268**
Less: Inventories at the end of the year	(296)	(298)
Total	**1,297**	**2,970**

36 Purchases of stock-in-trade

	March 31, 2017	March 31, 2016
Purchases of traded goods (cotton products)	5,662	7,752
Total	**5,662**	**7,752**

37 (Increase) / decrease in construction work-in-progress

	March 31, 2017	March 31, 2016
Construction work-in-progress at the beginning of the year	2,290	2,492
Less : Construction work-in-progress at the end of the year	1,399	2,290
Total	**891**	**202**

Notes forming part of the consolidated financial statements

38 Employee benefits expense

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Salaries, wages and bonus	2,579	2,413
Contribution to provident and other funds	210	180
Share based payments to employees (Refer note 51)	122	245
Staff welfare expenses	80	67
Total	**2,991**	**2,905**

39 Finance costs

	March 31, 2017	March 31, 2016
Interest expenses on financial liabilities at amortised cost		
- Term loans	781	1,020
- Working capital	7	141
Net interest on defined benefit plan	19	25
Other interest costs	74	6
	881	1,192
Bank charges and other finance costs	105	88
Unwinding of discount on security deposits	31	2
Total	**1,017**	**1,282**

40 Depreciation and amortisation expenses

	March 31, 2017	March 31, 2016
Depreciation on property, plant and equipment	105	244
Amortisation of intangible assets	1,985	2,490
Total	**2,090**	**2,734**

41 Other expenses

	March 31, 2017	March 31, 2016
Site expenses	364	968
Stores and spares consumed	1	0
Hire charges	90	85
Power, fuel and water charges	395	439
Repairs and maintenance		
- Property, plant and equipment	29	39
- Building	-	1
- Others	373	25
Project monitoring and maintenance fees	70	64
Rent	279	293
Rates and taxes	1,090	572
Insurance	131	80
Travelling and conveyance expenses	334	254
Communications expenses	26	33
Legal and professional fees	1,012	1,754
Freight	21	1
Business promotion and advertisement	91	82
Printing and stationary	44	31
Directors sitting fees	21	20
Payment to Auditor		
- Audit fees	20	22
- Certifications (including fees for limited review)	8	4
- Reimbursement of expenses	1	0
Loss on sale of property, plant and equipment (net)	-	7
Bad debts [net off provision for doubtful debts and advances written back Rs Nil (31 March 2016 Rs 126 lakhs)]	460	45
Accrued interest income written off	-	474
Donation	1	0
Exchange loss	222	133
Expected credit loss	1,264	946
Preliminary expenses written off	0	9
Miscellaneous expenses	164	99
Total	**6,511**	**6,480**

42 Income tax

a) The major components of income tax for the year ended March 31, 2017 are as under:

i) Income tax related to items recognised in the consolidated statement of profit and loss during the year *(₹ in Lakhs)*

	March 31, 2017	March 31, 2016
Current tax		
Current tax on taxable income for the year	627	392
Deferred tax		
Relating to origination and reversal of temporary differences	402	(463)
MAT Credit taken	(15)	(389)
Total deferred tax charge/ (credit)	**387**	**(852)**
Income tax expense/ (credit) reported in the consolidated statement of profit and loss	**1,014**	**(460)**

ii) Deferred tax related to items recognized in other comprehensive income (OCI) during the year

	March 31, 2017	March 31, 2016
Deferred tax on remeasurement (gains)/losses on defined benefit plan	3	1
Deferred tax charged to OCI	**3**	**1**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

	March 31, 2017	March 31, 2016
Accounting profit before tax	**1,510**	**(397)**
Income tax @ 34.608%	**523**	**(138)**
Non-deductible expenses for tax purpose		
- ECL on loans	435	383
- Depreciation on grant exempted from tax	248	356
- Bad debts written off - capital nature	120	-
- Other non deductible expenses	1,419	424
Profit/gain of capital nature	-	(137)
Effect of income that is exempted from tax	(29)	-
Exceptional item (gain on sale of stake in joint venture)	-	(752)
Other allowances for tax purpose	(233)	-
Utilisation of previously unrecognised tax losses	(1,469)	(596)
Income tax expense/ (credit) reported in the consolidated statement of profit and loss	**1,014**	**(460)**

c) Deferred tax relates to the following:

	Balance Sheet			Recognized in the statement of Profit & Loss		Recognized in OCI	
	Mar 31, 2017	Mar 31, 2016	Apr 1, 2015	Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
A. Deferred tax liabilities (net)							
i) Deferred tax liabilities							
Depreciation on property, plant and equipment and intangible assets	1,280	-	2,525	1,280	(2,525)	-	-
Fair valuation of financial instruments	719	-	39	719	(39)	-	-
Total (i)	**1,999**	**-**	**2,564**	**1,999**	**(2,564)**	**-**	**-**
Less : Deferred tax assets							
Allowance for doubtful debts	-	-	219	-	219	-	-
Employee benefits / expenses allowable on payment basis	136	-	96	(133)	97	3	1
Unused tax losses and unabsorbed depreciation	1,094	-	1,408	(1,094)	1,408	-	-
Total (ii)	**1,230**	**-**	**1,723**	**(1,227)**	**1,724**	**3**	**1**
Less: MAT credit entitlement (iii)	489	-	105	(489)	105	-	-
(A) Total (i - ii - iii)	**280**	**-**	**736**	**283**	**(735)**	**3**	**1**

Notes forming part of the consolidated financial statements

(₹ in Lakhs)

	Balance Sheet			Recognized in the statement		Recognized in OCI	
	Mar 31, 2017	Mar 31, 2016	Apr 1, 2015	Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
B. Deferred tax assets (net)							
ii) Deferred tax assets							
Unused tax losses and unabsorbed depreciation	954	2,416	954	1,462	(1,462)	-	-
Allowance for doubtful debts	-	206	-	206	(206)	-	-
Employee benefits / expenses allowable on payment basis	2	74	1	72	(73)	-	-
Total (i)	**956**	**2,696**	**955**	**1,740**	**(1,741)**	**-**	**-**
Less : Deferred tax liabilities							
Depreciation on property, plant and equipment and intangible assets	729	2,025	721	(1,296)	1,304	-	-
Fair valuation of financial instruments	-	814	-	(814)	814	-	-
Total (ii)	**729**	**2,839**	**721**	**(2,110)**	**2,118**	**-**	**-**
Add: MAT credit entitlement (iii)	15	489	-	474	(494)	-	-
(B) Total (i - ii + iii)	**242**	346	234	104	(117)	-	-
Deferred tax charge/(credit) (A + B)				**387**	**(852)**	**3**	**1**

d) Unrecognised deferred tax assets on unused tax losses

i) The Group has brought forward long term capital losses of Rs. 86,279 Lakhs (March 31, 2016 Rs. 103,263 Lakhs, April 1, 2015 Rs.102,395 Lakhs) (majority of which is expiring in March 31, 2023) and short term capital losses of Rs. 11,648 Lakhs (March 31, 2016 Rs. 13,271 Lakhs, April 1, 2015 Rs.13,646 Lakhs) (majority of which is expiring in March 31, 2023) that are available for offsetting against future taxable capital gains. Deferred tax assets of Rs. 19,906 Lakhs (March 31, 2016 Rs. 23,824 Lakhs, April 1, 2015 Rs. 23,625 Lakhs) have not been recognized in respect of these losses in view of uncertainty of future taxable capital gains and Deferred tax assets of Rs. 2,016 Lakhs (March 31, 2016 Rs. 2,296 Lakhs, April 1, 2015 Rs. 2,361 Lakhs) have not been recognized in respect of these losses in view of uncertainty of future taxable capital gains.

ii) The Group has brought forward business losses of Rs. 350 Lakhs (March 31, 2016 Rs. 293 Lakhs, April 1, 2015 Rs. Nil) (majority of which is expiring in March 31, 2019) that are available for offsetting future taxable business losses. Deferred tax assets of Rs. 121 Lakhs (March 31, 2016 Rs. 100 Lakhs, April 1, 2015 Rs.Nil) have not been recognized in respect of these losses in view of uncertainty of future taxable business profits.

iii)The Group has brought forward unabsorbed depreciation of Rs. 926 Lakhs (March 31, 2016 Rs. 530 Lakhs, April 1, 2015 Rs. Nil) that are available for offsetting against future taxable income. Deferred tax assets of Rs. 320 Lakhs (March 31, 2016 Rs. 180 Lakhs, April 1, 2015 Rs.Nil) have not been recognized in respect of these losses in view of uncertainty of future taxable business profits.

43 First time adoption of Ind AS

A) First Ind AS financial statements

These are the Group's first consolidated financial statements prepared in accordance with Ind AS applicable as at March 31, 2017. The accounting policies set out in note 3 have been applied in preparing the consolidated financial statements for the year ended March 31, 2017, the comparative information presented in these consolidated financial statements for the year ended March 31, 2016 and in the preparation of an opening Ind AS consolidated balance sheet as at April 1, 2015 (the date of transition). In preparing its opening Ind AS balance sheet, the group has restated the amounts reported previously in consolidated financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2014 and other relevant provisions of the Act (previous GAAP or Indian GAAP) so as to comply in all material respects with Ind AS.

An explanation of how the transition from previous GAAP to Ind AS has affected the group's financial position, financial performance and cash flows is as follows:

i) Optional exemptions availed

a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption is also applicable for intangible assets covered by Ind AS 38.

Accordingly, the group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

b) Business combinations

The group has availed business combination exemption on first time adoption of Ind AS and accordingly the business combinations prior to the date of transition have not been restated to the accounting prescribed under Ind AS 103 - Business combinations.

The group applies the requirements of Ind AS 103 to business combinations occuring after the date of transition to Ind AS.

c) Joint venture and equity method accounting

Ind AS 101 provides an exemption for changing from proportionate consolidation to the equity method. As per the exemption, when changing from proportionate consolidation to equity method, an entity should recognise its investment in the joint venture at transition date to Ind AS. The initial investment should be measured as the aggregate of the carrying amounts of the assets and liabilities that the entity had previously proportionately consolidated, including any goodwill arising from acquisition. The balance of the investment in joint venture at the date of the transition to Ind AS, determined in accordance with the above is regarded as the deemed costs of the investment at initial recognition.

The group has elected to apply this exemption for its joint venture.

ii Mandatory exceptions applied

a) Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

b) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The group has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

c) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Accordingly, the group has assessed classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Notes forming part of the consolidated financial statements

B. Effect of Ind AS adoption on the consolidated balance sheet as at April 1, 2015 (date of transition)

(₹ in Lakhs)

	Previous GAAP	Ind AS adjustments	Ind AS
I Assets			
1 Non-current assets			
(a) Property, plant and equipment	1,098	(47)	1,051
(b) Capital work-in-progress	21,546	(13,294)	8,252
(c) Intangible assets	48,955	(27,334)	21,621
(d) Investments in associates and joint ventures	-	9,987	9,987
(e) Financial assets			
i) Investments	32,658	(4,773)	27,885
ii) Loans	15,278	(9,369)	5,910
iii) Other financial assets	78	(78)	-
(f) Deferred tax assets (net)	-	234	234
(g) Non-current tax assets	2,331	(27)	2,304
(h) Other non-current assets	1,601	2	1,602
Total non-current assets	**123,544**	**(44,699)**	**78,846**
2 Current assets			
(a)Inventories	372	-	372
(b)Financial assets			
i) Investments	64,048	109	64,157
ii) Trade receivables	3,345	-	3,345
iii) Cash and cash equivalents	5,371	(286)	5,085
iv) Bank balances other than (iii) above	1,671	(643)	1,028
v) Loans	8,994	(6)	8,988
vi) Other financial assets	2,970	(7)	2,963
(c) Current tax assets	246	-	246
(d) Other current assets	1,226	(45)	1,180
Total current assets	**88,242**	**(878)**	**87,364**
Assets held-for-sale	-	8	8
	88,242	**(870)**	**87,372**
Total assets	**211,786**	**(45,569)**	**166,218**
II Equity and liabilities			
A Equity			
(a) Equity share capital	17,332	-	17,332
(b) Other equity	134,159	(8,290)	125,869
	151,491	(8,290)	143,201
Non controlling interest	**944**	**-**	**944**
Total equity	**152,435**	**(8,290)**	**144,145**
B Liabilities			
1 Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	30,660	(21,669)	8,991
(b) Provisions	3,790	(19)	3,771
(c) Deferred tax liabilities (net)	71	665	736
Total non-current liabilities	**34,521**	**(21,024)**	**13,498**
2 Current liabilities			
(a) Financial liabilities			
i) Borrowings	12,397	(10,676)	1,721
ii) Trade payables	2,853	(139)	2,714
iii) Other financial liabilities	5,340	(1,722)	3,618
(b) Provisions	3,674	(3,665)	9
(c) Other current liabilities	550	(53)	497
(d) Current tax liabilities	16	(0)	16
Total current liabilities	**24,830**	**(16,255)**	**8,575**
Total equity and liabilities	**211,786**	**(45,569)**	**166,218**

C. Effect of Ind AS adoption on the consolidated balance sheet as at March 31, 2016

(₹ in Lakhs)

	Previous GAAP	Ind AS adjustments	Ind AS
I Assets			
1 Non-current assets			
(a) Property, plant and equipment	2,346	(124)	2,223
(b) Capital work-in-progress	22,105	(15,724)	6,381
(c) Intangible assets	14,658	(17)	14,641
(d) Goodwill on consolidation	297	(297)	
(e) Investments in associates and joint ventures	-	2,646	2,646
(f) Financial assets			
i) Investments	32,657	(4,774)	27,884
ii) Loans	16,336	(10,557)	5,779
iii) Other financial assets	-	-	-
(h) Deferred tax assets (net)	1,160	(814)	346
(h) Non-current tax assets	2,003	(10)	1,993
(i) Other non-current assets	899	(71)	828
Total non-current assets	**92,462**	**(29,741)**	**62,721**
2 Current assets			
(a)Inventories	298	-	298
(b)Financial assets			
i) Investments	79,682	785	80,467
ii) Trade receivables	3,735	-	3,735
iii) Cash and cash equivalents	2,600	(5)	2,594
iv) Bank balances other than (iii) above	1,301	(83)	1,218
v) Loans	6,365	(0)	6,365
vi) Other financial assets	3,903	(2)	3,901
(c) Current tax assets	-	-	-
(d) Other current assets	159	(5)	155
Total current assets	**98,043**	**690**	**98,733**
Assets held-for-sale	-	121	121
	98,043	**811**	**98,854**
Total assets	**190,504**	**(28,930)**	**161,575**
II Equity and liabilities			
A Equity			
(a) Equity share capital	17,404	-	17,404
(b) Other equity	133,398	(8,707)	124,692
	150,803	**(8,707)**	**142,096**
(c) Non Controlling Interest	-	-	-
Total equity	**150,803**	**(8,707)**	**142,096**
B Liabilities			
1 Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	12,544	(4,603)	7,941
(b) Provisions	3,712	(11)	3,700
(c) Deferred tax liabilities (net)	-	-	-
(d) Other non-current liabilities	158	(158)	-
Total non-current liabilities	**16,413**	**(4,772)**	**11,641**
2 Current liabilities			
(a) Financial liabilities			
i) Borrowings	16,203	(14,942)	1,261
ii) Trade payables	2,346	-	2,346
iii) Other financial liabilities	4,444	(416)	4,028
(b) Provisions	12	(5)	7
(c) Other current liabilities	284	(87)	196
(d) Current tax liabilities	-	-	-
Total current liabilities	**23,289**	**(15,451)**	**7,838**
Total equity and liabilities	**190,504**	**(28,930)**	**161,575**

Notes forming part of the consolidated financial statements

D. Effect of Ind AS adoption on consolidated statement of profit and loss for the year ended March 31, 2016

(₹ in Lakhs)

		Previous GAAP	Ind AS adjustments	Ind AS
I	**Income**			
	Revenue from operations	22,249	(3,445)	18,805
	Other income	7,717	674	8,390
	Interest income	869	1,014	1,883
	Total income	**30,835**	**(1,757)**	**29,078**
II	**Expenses**			
	Cost of materials consumed	2,970	0	2,970
	Subcontracting, civil and repair work	3,163	-	3,163
	Purchase of stock-in-trade	7,752	(0)	7,752
	Decrease in construction work-in-progress	202	-	202
	Employee benefits expense	3,113	(208)	2,905
	Finance costs	2,854	(1,572)	1,282
	Depreciation and amortisation expense	3,245	(511)	2,734
	Other expenses	6,275	204	6,480
	Total expenses	**29,574**	**(2,086)**	**27,488**
III	**Profit before share of profits of an associate / joint venture and exceptional items (I - II)**	**1,261**	**328**	**1,590**
IV	Share of profit from associate and joint venture	-	332	332
V	**Profit before exceptional items and tax (III - IV)**	**1,261**	**661**	**1,922**
VI	Exceptional items (net)	(2,320)	-	(2,319)
VII	**Profit/ (loss) before tax (V - VI)**	**(1,059)**	**661**	**(397)**
VIII	**Tax expense**			
	- Current tax	396	(5)	392
	- Deferred tax charge /(credit)	(1,628)	776	(852)
	Total tax expense / (credit)	**(1,232)**	**771**	**(460)**
IX	**Profit for the year (VII - VIII)**	**173**	**(111)**	**63**
X	**Other Comprehensive Income (OCI)**			
	Items that will not be reclassified to profit or loss			
	- Remeasurement gains/(losses) on defined benefit plan	-	(3)	(3)
	Income tax effect on above	-	1	1
	Share of OCI of associate	-	(1)	(1)
	Other comprehensive income for the year (net of tax)	**-**	**(3)**	**(3)**
XI	**Total comprehensive income for the year (X - XI)**	**173**	**(114)**	**60**

E. Reconciliation of equity and total comprehensive income

	March 31, 2016	March 31, 2015
Total equity as per previous Indian GAAP	**150,803**	**152,435**
Effect of measuring financial instruments (equity investment) at fair value	(4,288)	(4,773)
Effect of measuring financial instruments (debt instruments) at fair value	268	(286)
Effect of measuring other financial instruments at fair value	(3,662)	(3,181)
Acquisition of non-controlling interest in subsidiary	(297)	-
Other Ind AS adjustments	90	(11)
Actuarial loss/ (gain) on defined benefit plans reclassified to other comprehensive income	(4)	-
Deferred tax impact on above adjustments	(814)	(39)
Total equity as per Ind AS	**142,096**	**144,144**

ii) The reconciliation of total comprehensive income for the year ended March 31, 2016 :

	March 31, 2016
Net profit after tax as per previous Indian GAAP	**173**
Effect of measuring financial instruments (equity investment) at fair value	484
Effect of measuring financial instruments (debt instruments) at fair value	159
Other Ind AS adjustments	25
Actuarial loss / (gain) on defined benefit plans reclassified to other comprehensive income	(4)
Deferred tax on Ind AS Adjustments	(774)
Profit after tax as per Ind AS	**63**
Other comprehensive income (net of tax)	(3)
Total comprehensive income as per Ind AS	**60**

F. Impact of Ind AS adoption on the consolidated statement of cash flows for the year ended March 31, 2016:

All the adjustments on account of Ind AS are non-cash in nature and hence there is no material impact on the net cash flows in the consolidated statement of cash flows other than to reflect the change in the accounting of group's joint venture from proportionate consolidation to equity accounting as required under Ind AS.

G. Explanation to reconciliation:

i) FVTPL financial assets

Under the previous GAAP, investments in equity instruments were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary diminution in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition and subsequently in the statement of profit and loss for the year ended March 31, 2016. This resulted in decrease in non-current investments by Rs. 4,773 lakhs as at March 31, 2016 (April 1, 2015: Rs. 4,773 lakhs) and decrease of retained earnings by Rs.4,288 lakhs as at March 31, 2016 (1 April 2015: Rs. 4,773 lakhs)

Under the previous GAAP, the group accounted for investments in debt securities and mutual funds (current investments) as investments measured at lower of cost and fair value. Under Ind AS, these investments are mandatorily classified as debt investments measured at FVTPL as these investments are held for trading. Ind AS requires these FVTPL instruments to be measured at fair value. At the date of transition to Ind AS, difference between the instruments fair value and previous GAAP carrying amount has been recognised in retained earnings. This resulted in increase of retained earnings by Rs.300 lakhs as at March 31, 2016 (April 1, 2015: Rs. 110 lakhs).

ii) Security deposits

Under the previous GAAP, interest free lease security deposits given (that are refundable in cash on completion of the lease term) were recorded at their transaction value. Under Ind AS, all financial assets are required to be measured at fair value. Accordingly, the group has fair valued lease security deposits under Ind AS. Difference between the fair value and transaction value of the security deposits has been recognised as deferred lease revenue. Consequent to this change, security deposits decreased by Rs. 0.80 Lakhs as at March 31, 2016 (April 1, 2015: Rs. 2 Lakhs) and deferred lease revenue increased by Rs. 0.76 Lakhs as at March 31, 2016 (April 1, 2015: Rs. 2 Lakhs). The profit for the year ended on March 31, 2016 decreased by Rs. 0.05 Lakhs due to recognition of deferred lease revenue over the lease term amounting to Rs. 2 Lakhs which is partially offset by notional interest expense of Rs. 2 Lakhs recognised on security deposits.

iii) Share based payments

Under the previous GAAP, the cost of stock options granted pursuant to the Company's stock option scheme was the intrinsic value of the options granted as at the date of the grant which was amortised on straight line basis over the vesting period in accordance with the SEBI Guidelines 1999. Under Ind AS the cost of share based payments is recognised based on the fair value of the options as at the grant date. Consequently, the amount recognised in employee stock options outstanding account increased by Rs. 10 Lakhs as at March 31, 2016 (April 1, 2015: Rs. 0.56 Lakhs). The proft for the year ended March 31, 2016 increased by Rs 6 Lakhs. There is no impact on total equity.

iv) Other comprehensive income

Under previous GAAP, the group was not required to present other comprehensive income (OCI) separately. Hence, it has reconciled profit or loss as per Indian GAAP to profit or loss as per Ind AS. Further, Ind AS profit or loss is reconciled to total comprehensive income as per Ind AS.

v) Remeasurement of post employment benefit obligations

Under Ind AS, remeasurements i.e.actuarial gains and losses on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurement were forming part of the profit and loss for the year. As a result of this change, the profit for the year ended March 31, 2016 increased by Rs. 3 Lakhs (net of deferred tax of Rs. 1 Lakh). There is no impact on the total equity as at March 31, 2016.

Notes forming part of the consolidated financial statements

vi) Assets held-for-sale

Under Ind AS, the group intends to dispose off the construction equipments as it is not intended to be utilized for business purpose in future. Construction equipments has been depreciated till March 31, 2015 and thereafter classified as Assets included in disposal group classified as held for sale with no depreciation charged from April 1, 2015. Under the previous GAAP, the carrying value of the construction equipments were shown under property, plant and equipment. Further refer note 65 for adjustment made for the year ended March 31, 2016.

vii)Loans

Under Ind AS, loans are valued at present value as compared to being carried at cost in the previous GAAP. This adjustment includes the difference between the book value and the present value of an interest free loan or loan below market rate given to a subsidiary, which is treated as investment in that subsidiary. The interest on the present value of this loan is recognised over the tenure of the loan using the EIR method.

viii)Expected Credit Loss ('ECL')

As per Ind AS 109, the group is required to apply expected credit loss model for recognising the allowance for doubtful debts. As a result, the group has recognised, difference between loan balance (net of ECL loss) receivable and present value of recoverable amount of receivable, into retained earnings as at April 1, 2015. Further, the group has recognised additional ECL loss of Rs. 946 lakhs during year ended March 31, 2016 which resulted in decrease in profit and equity by Rs 946 lakhs.

ix) Equity method accounting

a) The group held 50% interest in Dewas Bhopal Corridor Private Limited (DBCL) upto December 22, 2015 and exercised joint control over the entity. Under Indian GAAP, the group had proportionately consolidated its interest in the DBCL in the Consolidated Financial Statements. On transition to Ind AS, the group has assessed and determined that DBCL is its joint venture. Therefore, it needs to be accounted for using the equity method as against proportionate consolidation. For the application of equity method, the initial investment is measured as the aggregate of Ind AS amount of assets and liabilities that the group had previously proportionately consolidated including any goodwill arising on acquisition. On application of equity method the investment stands increased by Rs. 9,023 lakhs as at April 1, 2015. Derecognition of proportionately consolidated DBCL has resulted in change in consolidated balance sheet, consolidated statement of profit and loss and consolidated statement of cash flows. For its impact on the consolidated financial statements refer note 59.

b) The group holds 35% interest in Adani Welspun Exploration Limited ('AWEL') (held through Welspun Natural Resources Private Limited-Wholly owned subsidiary). Under Indian GAAP, the group had proportionately consolidated its interest in the AWEL in the consolidated financial statements. On transition to Ind AS, the group has assessed and determined that AWEL is its associate. Therefore, it needs to be accounted for using the equity method as against proportionate consolidation. For the application of equity method, the initial investment is measured as the aggregate of Ind AS amount of assets and liabilities that the group had previously proportionately consolidated including any goodwill arising on acquisition. On application of equity method the investment stands increased by Rs. 964 lakhs on April 1, 2015 and by Rs. 2,645 lakhs on March 31, 2016. Derecognition of proportionately consolidated AWEL has resulted in change in consolidated balance sheet, consolidated statement of profit and loss and consolidated statement of cash flow. For its impact on the consolidated financial statement refer note 59.

x) Fair valuation of forward contracts

Under the previous GAAP, the premium or discount arising at the inception of foreign exchange forward contracts entered into to hedge an existing asset / liability, were amortised as expense or income over the life of the contract. Exchange differences on such contracts were recognized in the statement of profit and loss in the reporting period in which the exchange rate changes. Under the Ind AS 109, foreign exchange forward contracts are carried at fair value and the resultant gains /(losses) are recorded in the consolidated statement of profit and loss. Accordingly, the same has been fair valued resulting in increase in equity by Rs. 7 lakhs as at March 31, 2016 (increase Rs. 23 lakhs as at April 1, 2015)

xi) Tax adjustments

Tax adjustments include deferred tax impact on account of difference between previous GAAP and Ind AS.

44 Fair value measurements

On comparision by class of the carrying amounts and fair value of the Company's financial instruments, the carrying amounts of the financial instruments reasonably approximates fair values.

Financial instruments by category

(₹ in Lakhs)

	Mar 31, 2017		Mar 31, 2016		Apr 1, 2015	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets (other than investment in associate and joint venture)						
Non-current assets						
Investments	2,047	-	27,884	-	27,885	-
Service concession receivables	-	12,923	-	-	-	-
Loans	-	6,788	-	5,779	-	5,910
Current Assets						
Investments	74,977	-	80,467	-	64,157	-
Trade receivables	-	1,918	-	3,735	-	3,345
Cash and cash equivalents	-	25,776	-	2,594	-	5,085
Other bank balances	-	4,876	-	1,218	-	1,028
Loans	-	5,172	-	6,365	-	8,988
Other financial assets	-	2,043	-	3,901	-	2,963
Total financial assets	**77,024**	**59,496**	**108,351**	**23,592**	**92,042**	**27,318**
Non-current liabilities						
Borrowings	-	12,453	-	7,941	-	8,991
Current liabilities						
Borrowings	-	1,974	-	1,261	-	1,721
Trade and other payables	-	**6,562**	-	**2,346**	-	**2,714**
Other financial liabilities	-	10,365	-	4,028	-	3,618
Total financial liabilities	-	**31,354**	-	**15,576**	-	**17,044**

Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of the cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, alllowances are taken to account for the expected losses of these receivables.

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2: other techiniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: techniques which uses inputs that have a significant effect on the recorded fair value that are not based on observable market data.

(₹ in Lakhs)

	March 31, 2017				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	2,047	2,047	-	2,047	-
Current investments	74,977	74,977	3,993	70,984	-

	March 31, 2016				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	27,884	27,884	-	27,884	-
Current investments	80,467	80,467	4,683	75,784	-

	March 31, 2015				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	27,885	27,885	-	27,885	-
Current investments	64,157	64,157	-	64,157	-

The carrying amounts of service concession receivables, loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, non-current and current borrowings, trade payables and other financial liabilities that are measured at amortised cost are considered to be approximately equal to the fair value due to short-term maturities of these financial assets/ liabilities.

Notes forming part of the consolidated financial statements

45 Financial risk management

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Managing Board. The Group is exposed to market risk, credit risk and liquidity risk.

A. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks.

a) Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize group's position with regard to interest income and interest expenses and manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instrument in its total portfolio.

i) Interest rate risk exposure

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Variable rate borrowings	15,030	9,420	11,500

ii)Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

	March 31, 2017	March 31, 2016
Effect on profit before tax		
Interest rates : (Increase) by 50 basis points	(33)	(47)
Interest rates : Decrease by 50 basis points	44	47

b) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows fluctuate because of changes in market prices of various currencies against the functional currency. The group manges its foreign currency risk, by hedging transaction that are expected or occur within maximum 36 months, period for hedge. The group hedges its exposure to fluctuation on transaction in to INR by holding net borrowing in foreign currency and using foreign currency forward contracts.

Currency	Liabilities		
	March 31, 2017	March 31, 2016	April 1, 2015
USD	35	35	35

The group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the small quantum and short period of such exposure.

i) Foreign currency sensitivity analysis

The impact of increase / decrease in USD by 10% on foreign currency borrowings shall result in gain / loss as given below:

	March 31, 2017	March 31, 2016	April 1, 2015
	+5%	+5%	+5%
Effect on profit before tax	(9)	(6)	19
	+/(-) 5%	+/(-) 5%	+/(-) 5%
Effect on equity	(9)	(6)	19

B. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

Trade receivables
The group extends credit to customers in normal course of business. The group considers factors such as credit track record in the market and past dealings for extension of credit to customers. The group monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The group has also taken advances and security deposits from some of its customers, which mitigate the credit risk to an extent.

Financial instruments and cash deposits
The group considers factors such as track record, size of the institution, market reputation, financial strength / rating and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the group has also availed borrowings.

The ageing analysis of the receivables (gross of provision) has been considered from the date the invoice falls due

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Up to 3 months	426	1,910	2,468
3 to 6 months	55	667	104
More than 6 months	1,437	1,158	774
Total	**1,918**	**3,735**	**3,346**

No significant changes in estimation techniques or assumption were made during the reporting period.

C. Liquidity risk

Liquidity risk is defined as the risk that the group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's treasury department is responsible for liquidity, funding as well as settlement. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturity profile of financial liabilities
The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on the contractual undiscounted payments.

	March 31, 2017			
	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	12,453	-	6,539	6,064
Short term borrowings	1,974	1,974	-	-
Trade payables	6,562	6,562	-	-
Other financial liabilities	10,365	10,365	-	-

	March 31, 2016			
	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	7,941	-	3,761	4,180
Short term borrowings	1,261	1,261	-	-
Trade payables	2,346	2,346	-	-
Other financial liabilities	4,028	4,028	-	-

	April 1, 2015			
	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	8,985	-	3,295	5,690
Short term borrowings	1,721	1,721	-	-
Trade payables	2,714	2,714	-	-
Other financial liabilities	3,618	3,618	-	-

Notes forming part of the consolidated financial statements

46 Capital management

For the purpose of group's capital management, capital includes issued capital and other equity reserves attributable to the shareholders. The primary objective of the Group's capital management is to maximize shareholder value. The group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants, if any.

The group monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The group includes within net debt, interest bearing borrowings, trade and other payables, less cash and cash equivalents.

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Gross debts (inclusive of non-current and current borrowings)	15,030	9,420	11,530
Trade payables	6,562	2,346	2,714
Other payables	11,696	4,005	3,297
Less : Cash and cash equivalents (incl other bank balances)*	(30,326)	(2,722)	(5,196)
Less : Current investments	(72,027)	(77,517)	(64,157)
Less : Inter-corporate deposits	(5,170)	(6,365)	(8,988)
Net debts	**(74,236)**	**(70,832)**	**(60,799)**
Equity	14,729	17,404	17,332
Other equity	111,112	124,692	125,869
Non controlling interest	-	-	944
Total capital	**125,841**	**142,096**	**144,145**
Capital and net debt	51,605	71,264	83,345
Gearing ratio	**-144%**	**-99%**	**-73%**

* excludes balances with banks held as margin money or security against guarantees and other commitments.

47 Earnings Per Share (EPS)

	March 31, 2017	March 31, 2016
Profit for the year (Rs in lakhs)	496	63
Weighted average number of equity shares for Basic EPS (Number of shares)	174,064,275	173,409,060
Weighted average number of equity shares for Diluted EPS (Number of shares)	174,255,698	174,165,152
Nominal value of equity shares (Rs)	10	10
Basic EPS (Rs)	0.29	0.04
Diluted EPS (Rs)	0.28	0.04

48 Commitment and contingencies

A. Leases

Operating lease commitments — Company as lessee

The Group has taken office premises and residential facilities under cancellable opearting lease agreements that are renewable on a periodic basis at the option of both the lessor and the lessee. The initial tenure of the lease varies from six months to thirty-six months. Lease rental charges for March 31, 2017 is Rs 278 Lakhs (March 31, 2016 : 292 Lakhs).

	March 31, 2017	March 31, 2016	April 1, 2015
Not later than one year	202	0	208
Later than one year but not later than five years	200	-	-
Later than five years	-	-	-
	402	**0**	**208**

B. Contingent liabilities (to the extent not provided for)

i) Claims against the group not acknowledged as debts

	March 31, 2017	March 31, 2016	April 1, 2015
Disputed labour cess demand (net of provision)	229	481	542
Stamp duty payable on concession agreement disputed in respect of BOT Projects	542	542	969
Arrears of House tax liabilities in respect of Ludhiana and Jalandhar Bus Terminal (net of provision)	-	436	436
Disputed income tax liability	1,073	1,137	673
Disputed service tax liabilty	174	224	224
Disputed value added tax liability	175	171	-
Claims against the Company not acknowledged as debts	284	284	239
	2,477	**3,274**	**3,083**

ii) Guarantees excluding financial guarantees

	March 31, 2017	March 31, 2016	April 1, 2015
Bank guarantees issued	7,986	4,138	6,903
	7,986	4,138	6,903

iii) Financial guarantees

	March 31, 2017	March 31, 2016	April 1, 2015
Guarantee given to the bankers for the facilities granted			
- Subsidiaries	-	-	34,324
- Associate and joint ventures	555	555	34,957
	555	555	69,281

49 Buy back of shares

Pursuant to the approval from the Board of Directors and Shareholders, the Company has bought back 26,987,479 equity shares of Rs.10 /- each from the shareholders of the company on a proportionate basis by way of a tender offer route at a price of Rs. 62 per equity share for an aggregate amount of Rs.16,732 Lakhs in accordance with the provisions of the Companies Act, 2013 and SEBI (Buy Back of Securities) Regulations, 1998.

50 Modification to the scheme of amalgamation and arrangement

The Hon'ble High Court of Gujarat at Ahmedabad vide its order dated February 3, 2016 and the Hon'ble High Court of Judicature of Bombay vide its order dated March 23, 2016 had approved modifications to the Scheme which provided for recording of the equity shares issued by the Company pursuant to the Scheme ("Modified Scheme") at fair value and the same had resulted into reduction of Capital Reserves, and corresponding increase in the Securities Premium of the Company, by Rs. 77,307 Lakhs. The Modified Scheme had became effective on April 28, 2016 (appointed date April 1, 2014) and had been given effect in the previous financial statements.

51 Share based payments

In accordance with the "Welspun Managing Director Stock Option Plan 2014" the parent company has granted 720,000 equity shares to the "Managing Director" of the Company at zero Cost on February 16, 2015 and 240,000 equity shares on July 14, 2015. The fair value of the above Stock Options of Rs. 192 Lakhs as on February 16, 2015 is calculated at the average rate of Rs. 26.75/- per Share and Rs. 106 Lakhs as on July 14, 2015 is calculated at the average rate of Rs. 44.35/- per share is amortized on the straight line basis over the vesting period of one year in accordance with the Ind AS 102 "Share-based payment". Accordingly proportionate amount of Rs.121 Lakhs (March 31, 2016 - Rs. 245 Lakhs) is shown as "Employees Compensation Expenses" in the statement of profit and loss (Refer note 36).

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
720,000	February 16, 2015	February 16, 2016
240,000	July 14, 2015	July 14, 2016
240,000	July 14, 2016	July 14, 2017

ii) Exercise: Options granted shall be capable of being exercised in one or more tranches in multiples of 5,000 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 six 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 six 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 one month from date of submission of resignation and all unvested options will stand cancelled.

Notes forming part of the consolidated financial statements

(₹ in Lakhs)

Date of Grant	February 16, 2015	July 14, 2015	July 14, 2016
Number of Options Granted	720,000	240,000	240,000
Exercise Period	3 years from date of Vesting of respective Employee Stock Options	3 years from date of Vesting of respective Employee Stock Options	3 years from date of Vesting of respective Employee Stock Options
Exercise Price	Rs. Nil	Rs. Nil	Rs. Nil

Summary of stock options	Mar 31, 2017		Mar 31, 2016	
	No. of Stock Options	Weighted average exercise price (Rs.)	No. of stock options	Weighted average exercise price (Rs.)
Options outstanding at the beginning of the year	240,000	Nil	720,000	Nil
Options granted during the year	240,000	Nil	240,000	Nil
Options exercised during the year	240,000	Nil	720,000	Nil
Options cancelled/ lapsed during the year	Nil	Nil	Nil	Nil
Options outstanding at the end of the year	240,000	Nil	240,000	Nil
Options vested but not exercised at the year end	Nil	Nil	Nil	Nil

iii) Information in respect of options outstanding as at March 31, 2017

No. of Stock Options	Remaining Life In Months	Weighted Average Exercise Price (Rs.)
240,000	33	Nil

Information in respect of options outstanding as at 31 March 2016

No. of Stock Options	Remaining Life In Months	Weighted Average Exercise Price (Rs.)
240,000	33	Nil

iv) The fair value of each option granted is estimated on the date of grant using the Black Scholes valuation model with the following assumptions :

	Grant Date February 16, 2015	Grant Date July 14, 2015	Grant Date July 14, 2016
	Vest 1 February 16, 2016	Vest 2 July 14, 2016	Vest 3 July 14, 2017
Variables			
Stock Price	26.10	50.25	58.10
Volatility	53.09%	56.84%	19.32%
Risk Free Rate	7.77%	7.68%	7.68%
Exercise Price	Nil	Nil	Nil
Time To Maturity	2.5	2.5	2.5
Dividend Yield	0%	5%	5%
Option Fair Value	26.75	44.35	53.23

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.

v) Effect of share - based payment plan on the consolidated balance sheet and consolidated statement of profit and loss

	March 31, 2017	March 31, 2016
Share based payments to employees (Refer note 38)	122	245
Share options outstanding account	91	76

52 Acquisition of non-controlling interest

The parent company had entered into settlement agreement dated September 10, 2015 with ARSS Infrastructure Projects Limited ('ARSS') and its affiliates. Pursuant to the aforesaid agreement, the parent company had acquired balance 51% stake in ARSS Bus Terminal Private Limited ('ABTPL') in consideration of the part of its loan recoverable from ARSS and waiver of interest accrued Rs. 455 Lakhs of earlier years. This amount was included in other expenses for the year ended March 31 2016. By virtue of this agreement, ABTPL became wholly owned subsidiary ('WOS') of the parent company w.e.f September 10, 2015. Rs. 1,239 lakhs being difference between carrying amount of non-controlling interest and the fair value of the consideration is adjusted within equity (capital reserve).

i) Following is a schedule of additional interest acquired in ABTPL:

	(₹ in Lakhs)
Consideration to non-controlling shareholders	2,188
Carrying value of non-controlling interest	(950)
Difference recognised in capital reserve within equity	**1,238**

ii) Assets acquired and liabilities assumed

The carrying values of the identifiable assets and liabilities of ABTPL as at the date of acquisition were:

	(₹ in Lakhs)
Capital work-in-progress	2,532
Cash and cash equivalents	42
Other assets	11
Total assets (A)	**2,585**
Current liabilities including trade payable	675
Long term liabilities - other payables	48
Total liabilities (B)	**723**
Total identifiable net assets (A-B)	**1,863**
Non-controlling interest (51%)	950
Less : purchase consideration transferred	2,188
Excess consideration over non-controlling interest recognised in capital reserve within equity	**1,238**

iii) Cash flow on acquisition

	(₹ in Lakhs)
Net cash acquired with the subsidiary	42
Cash paid	-
Net cash inflow on acquisition	**42**

iv) Revenue and profit before tax of ABTPL were Rs Nil for the period April 1, 2015 till the date of acquisition. From the date of acquisition, ABTPL contributed Rs Nil revenue and loss of Rs. 2 Lakhs to profit before tax of the Group.

53 Disclosure in accordance with Ind AS - 11 construction contract

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Contract revenue upto	36,631	37,924	30,643
Contract cost incurred upto	32,386	38,910	32,202
Recognized profits / (losses) upto	4,245	(986)	(1,559)
Advances received as at	6,368	16	496
Retention money as at	1,291	1,285	1,234
Gross amount due from customers for contract work as at	374	1,102	1,108
Gross amount due to customers for contract work as at	-	-	-

54 Exceptional item (net)

	March 31, 2017	March 31, 2016
a) Realisation of contingent asset on account of income tax refund from Welspun Maxsteel Limited (now renamed as JSW Steel (Salav) Limited).	927	-
b) Reversal of 'provision for Welspun Maxsteel Limited (WMSL) obligations' (arising out of sale of WMSL)	882	-
c) Gain on sale of stake in Welspun Energy Private Limited	729	-
d) Amount receivable on stake sale of earlier years written off	(348)	-
e) Additional amortisation charge on account of reassessment of useful life of water pipe line project (on public-private partnership basis) due to economic and policy developments and revised the remaining usefiul life to 2.5 years in respect of the said asset w.e.f 1 April 2015.	(4,490)	(4,490)
f) Gain on sale of stake in Joint venture "Dewas Bhopal Corridor Private Limited"	-	2,171
Total	**(2,300)**	**(2,319)**

Notes forming part of the consolidated financial statements

55 Disclosures pursuant to adoption of Ind AS 19 employee benefits

As per Indian Accounting Standard – 19 "Employee Benefits",the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

a. The Company makes annual contributions to the employees' gratuity fund scheme, a funded defined benefit plan which is managed by LIC of India. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

b. Leave encashment is a non-funded defined benefit scheme. The obligation for leave encashment is recognized in the same manner as gratuity.

c. Details of post retirement gratuity plan are as follows :-
The following tables summarises the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet for the respective plan:

i. Expenses recognised during the year in the statement of profit and loss :

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Current service cost	51	23
Interest cost	6	14
Net expenses	**57**	**37**

ii. Expenses recognised during the year in Other Comprehensive Income (OCI)

	March 31, 2017	March 31, 2016
Actuarial (gains) / losses arising from changes in demographic assumptions	(106)	-
Actuarial (gains) / losses arising from changes in financial assumptions	-	1
Actuarial (gains) / losses arising from changes in experience assumptions	106	6
Expected return on plan assets excluding interest	6	(0)
Net Expenses	**6**	**7**

iii. Net liability recognised in the balance sheet

	March 31, 2017	March 31, 2016	April 1, 2015
Fair value of plan assets	121	122	83
Present value of obligation	269	206	176
Liability recognized in balance sheet	**148**	**85**	**93**

iv. Reconciliation of opening and closing balances of defined benefit obligation

	March 31, 2017	March 31, 2016
Defined benefit obligation as at the beginning of the year	**203**	**176**
Current service cost	51	23
Interest cost	16	14
Actuarial (gain) / loss on obligation	1	7
Liability transferred in/ (paid)	(6)	(14)
Benefits paid	(4)	-
Defined benefit obligation at the end of the year	**261**	**206**

v. Reconciliation of opening and closing balance of fair value of plan assets

	March 31, 2017	March 31, 2016
Fair values of plan assets at the beginning of the year	**122**	**83**
Interest income	-	-
Return on plant assets, excluding interest income	10	7
Employer contribution	-	46
Actuarial gain/ (loss)	(5)	0
Benefits paid	(6)	(14)
Fair value of plan assets at year end	**121**	**122**

vi. Reconcilation of opening and closing balance of net defined benefit obligation

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Defined benefit obligation as at the beginning of the year	85	234
Current service cost	51	23
Interest cost (net)	16	14
Actuarial (gain) / loss on obligation	6	7
Liability transferred in/ (paid)	(9)	(14)
Return on plant assets, excluding interest income	(10)	(7)
Employer contribution	-	(46)
Benefits paid	1	14
Defined benefit obligation at the end of the year	**140**	**225**

vii. Investment details

	March 31, 2017	March 31, 2016	April 1, 2015
Insurer managed funds	121	122	83
	121	122	83

viii.Actuarial assumptions

	March 31, 2017	March 31, 2016	April 1, 2015
Mortality table	Indian assured lives Mortality (2006-08)	Indian assured lives Mortality (2006-08)	Indian assured lives Mortality (2006-08)
Discount rate(per annum)	7.55%	7.99%	8.00%
Expected rate of return on plan assets (per annum)	-	-	-
Rate of escalation in salary (per annum)	6.00%	9.00%	9.00%
Attrition rate	3% up to age 35, 2% up to age 45 and 1% thereafter	3% up to age 35, 2% up to age 45 and 1% thereafter	2% up to age 44 and 1% thereafter

ix. Quantitative sensitivity analysis

	March 31, 2017	March 31, 2016
Impact of change in discount rate	269	206
Present value obligation at the end of the period	(2)	(1)
Impact due to increase of 0.50%	1	2
Impact due to decrease of 0.50%		
Impact of change in salary increase		
Present value obligation at the end of the period	269	206
Impact due to increase of 0.50%	1	2
Impact due to decrease of 0.50%	(1)	(1)

Sensitivities due to mortality & withdrawals are insignificant & hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

x. Maturity analysis of projected benefit obligation: From the fund

	March 31, 2017	March 31, 2016
Year Ended		
31-Mar-16	-	2.45
31-Mar-17	13.58	16
31-Mar-18	9.37	26
31-Mar-19	35.20	58
31-Mar-20	77.42	16
31-Mar-21	23.54	-

The average duration of defined benefit obligation is 33.63 years (2016 - 34.80 Years, 2015 - 34.23)

Notes : 1. Amounts recognized as an expense and included in the Note 38 "Employee benefits expense" are gratuity Rs. 57 Lakhs (March 31, 2016 Rs. 37 Lakhs) and leave encashment Rs. 12 Lakhs (March 31, 2016 Rs 30 Lakhs)

2. The estimate of future salary increases considered in the actuarial valuation, takes into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

3. Contribution to provident and other funds which is a defined plan is recognized as an expense in Note 38 of the financial statements.

Notes forming part of the consolidated financial statements

56 Disclosure as required by Ind AS 24 - Related party disclosures

b) Joint venture

Name of the Company	Extent of holding		
	March 31, 2017	March 31, 2016	April 1, 2015
Dewas Bhopal Corridor Private Limited *	13%	13%	50%

* Ceased to be a joint venture company w.e.f. December 22, 2015.

b) Associate

Name of the Company	Extent of holding		
	March 31, 2017	March 31, 2016	April 1, 2015
Adani Welspun Exploration Limited (Held through Welspun Natural Resources Private Limited –Wholly owned subsidiary)	35%	35%	35%

c) Directors / Key Managerial Personnel (KMP)

Name of the Related Parties	
Mr. B. K. Goenka	Executive Chairman
Mr. Sandeep Garg	Managing Director

d) Other related parties with whom transactions have taken place or balances outstanding at the year end

Welspun India Limited, Welspun Corp Limited, Welspun Steel Limited, Welspun Realty Private Limited, Welspun Mercantile Limited,Welspun Global Brands Limited, Welspun Energy Chattisgarh Private Limited, Welspun Captive Power Generation Limited, Welspun Energy Private Limited, Welspun Orissa Steel Private Limited, Rank Marketing LLP, Welspun Foundation for Health and Knowledge, Welshop Trading Private Limited, Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited).

e) Transactions with related parties

(₹ in Lakhs)

Nature of Transactions	March 31, 2017	March 31, 2016
Construction contract revenue (including unbilled work-in-progress)	**345**	**761**
Other Related Parties		
Welspun India Limited	345	749
Welspun Captive Power Generation Limited	-	11
Rent expenses	**202**	**219**
Other related parties		
Welspun Corp Limited	2	-
Welspun Realty Private Limited	200	219
Electricity expenses	**-**	**33**
Other related party		
Welspun Global Brands Limited	-	33
Business promotion expenses	**29**	**12**
Other related party		
Welspun Global Brands Limited	29	12
Staff welfare expenses	**-**	**11**
Other related party		
Welspun Global Brands Limited	-	11
Interest income	**139**	**113**
Joint venture		
Dewas Bhopal Corridor Limited	-	102
Other related parties		
Welspun Energy Chattisgarh Private Limited	-	6
Welspun Energy Private Limited	79	-
Welspun Steel Limited	60	4
Miscellaneous income	**-**	**67**
Associate		
Adani Welspun Exploration Limited	-	67
Finance income	**1,945**	**1,456**
Associate		
Adani Welspun Exploration Limited	1,945	1,456

(₹ in Lakhs)

Nature of Transactions	March 31, 2017	March 31, 2016
Rent income from machineries	**8**	**-**
Other related party		
Welspun India Limited	8	-
Sale of materials	**15**	**79**
Other related parties		
Welspun India Limited	15	52
Welspun Steel Limited	-	1
Welspun Captive Power Generation Limited	-	24
Welspun Corp Limited	-	1
Sale of fixed assets	**-**	**4**
Other related parties		
Welspun India Limited	-	3
Welspun Corp Limited	-	0
Reimbursement of expenses (net)	**-**	**1**
Other related party		
Welspun Corp Limited	-	1
Loans/ advances received	**2**	**-**
Other related party		
Welspun Corp Limited	2	-
Loans/ advances received repaid / adjusted	**1**	**-**
Other related party		
Welspun Corp Limited	1	-
Loans/ advances given	**1,862**	**4,900**
Associate		
Adani Welspun Exploration Limited	1,862	4,787
Joint venture		
Dewas Bhopal Corridor Limited	-	113
Repayments/ adjustments of loan/ advances Given	**-**	**3,582**
Associate		
Adani Welspun Exploration Limited	-	48
Joint venture		
Dewas Bhopal Corridor Limited	-	3,534
Security deposit given refunded	**21**	**100**
Other related party		
Welspun Reality Private Limited	21	100
Sale of equity shares of Welspun Energy Private Limited	**28,580**	**-**
Other related party		
Welshop Trading Private Limited	28,580	-
Sale of equity shares of subsidary	**-**	**1**
Other related party		
Welspun Mercantile Limited	-	1
Mobilisation advance repaid	**-**	**90**
Other related party		
Welspun India Limited	-	90
Application money for optionally convertible debentures	**632**	**-**
Other related party		
Welspun Energy Private Limited	632	-
Advance for material	**84**	**-**
Other related party		
Welspun Orissa Steel Private Limited	84	-
Advance adjusted/ repaid	**84**	**-**
Other related party		
Welspun Orissa Steel Private Limited	84	-
Purchase of equity shares	**0**	**-**
Other related party		
Rank Marketing LLP	0	-
Investment in compulsorily convertible debentures	**2,013**	**-**
Other related party		
Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited)	2,013	-
Inter-corporate deposit given	**2,500**	**1,500**
Other related parties		
Welspun Energy Private Limited	2,500	-
Welspun Steel Limited	-	500
Welspun Energy Chattisgarh Private Limited	-	1,000
Inter-corporate deposit given repaid	**2,500**	**1,000**
Other related parties		
Welspun Energy Private Limited	2,500	-
Welspun Energy Chattisgarh Private Limited	-	1,000
Investment in shares	**0**	**-**
Other related party		
Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited)	0	-
Remuneration paid/ provided	**383**	**822**
Key Management Personnel	383	822

Notes forming part of the consolidated financial statements

*** Closing balances as at** *(₹ in Lakhs)*

	March 31, 2017	March 31, 2016	April 1, 2015
Loans, advances and deposits given	**16,647**	**13,827**	**13,507**
Joint venture			
Dewas Bhopal Corridor Private Limited	-	-	3,329
Associate			
Adani Welspun Exploration Limited	15,853	13,023	9,778
Other related parties			
Welspun Energy Private Limited	632	-	-
Welspun Realty Private Limited	279	300	400
Welspun Steel Limited	515	504	-
Trade and other receivables	**72**	**192**	**225**
Associate			
Adani Welspun Exploration Limited	-	68	-
Joint venture			
Dewas Bhopal Corridor Private Limited	-	-	6
Other related parties			
Welspun India Limited	64	115	206
Welspun Energy Chattisgarh Private Limited	-	1	-
Welspun Foundation for Health and Knowledge	8	8	8
Welspun Corp Limited	-	1	5
Payable at the end of the year			
Trade advances and deposits received and other payable	**12**	**18**	**106**
Other related parties			
Welspun Global Brands Limited	12	18	-
Welspun India Limited	-	-	106
Investment in shares	**2,950**	**30,801**	**32,953**
Joint venture			
Dewas Bhopal Corridor Private Limited	2,950	2,950	5,102
Other related parties			
Welspun Energy Thermal Private Limited	0	-	-
Welspun Energy Private Limited	-	27,851	27,851
Investment in compulsorily convertible debentures	**2,013**	**-**	**-**
Other related party			
Welspun Energy Thermal Private Limited	2,013	-	-
Bank guarantee outstanding	**578**	**-**	**2,345**
Joint venture			
Adani Welspun Exploration Limited	578	-	2,345
Corporate guarantee outstanding	**555**	**2,360**	**34,957**
Associate			
Adani Welspun Exploration Limited	555	2,360	2,701
Joint venture			
Dewas Bhopal Corridor Private Limited	-	-	32,256

* Closing balances are considered after considering the Ind AS Adjustments to make comparable with financial statements for reporting purpose.

Notes : i) All transactions with related parties are made on arm's length basis in the ordinary course of business (except sale of equity shares of Welspun Energy Private Limited). The outstanding balances at year end are unsecured (except loan given to Welspun Steel Limited) due to be settled for consideration in cash.

ii) "0" denotes less than a lakh.

f) Breakup of remuneration of key managerial personnel of the Company

	March 31, 2017	March 31, 2016
a) Salaries, allowances and perquisites^	253	313
b) Contribution to provident and other funds	8	14
c) Performance bonus	-	250
d) Share based compensation benefit (Refer note 51)	122	245
Total	**383**	**822**

^ Excludes leave encashment and gratuity provided on the basis of actuarial valuation on an overall Company basis.

57 Concession arrangements - main features

a)	(i) Name of the concession	- Delhi Meerut Express Way Package-1 (NHAI)
	(ii) Description of arrangements	- Development of Delhi Meerut Expressways from Km 0.00 to Km 27.50
	(iii) Significant terms of arrangements	- Period of Concession: 15 Years from COD. a) Remuneration: Annuity, Interest and O&M b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession :Yes
	(iv) Asset	- Financial asset
b)	(i) Name of the concession	- BOT Project at Khandwa Hoshangabad With Madhya Pradesh Road Development Corporation Limited
	(ii) Description of arrangements	- Toll Collection for 185.6 km length & 5.5 meter width + 4.5 meter unpaved shoulder Road
	(iii) Significant terms of arrangements	- Period of Concession: 14 Years from COD. a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
	(iv) Asset	- Intangible
c)	(i) Name of the concession	- BOT Project at Raisen & Rahatgarh With Madhya Pradesh Road Development Corporation Limited
	(ii) Description of arrangements	- Toll Collection for 101.1 km length & 7 meter width + 4 meter unpaved shoulder Road
	(iii) Significant terms of arrangements	- Period of Concession: 13 Years from COD. a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
	(iv) Asset	- Intangible
d)	(i) Name of the concession	- BOT Project at Himmatnagar With Gujarat State Road Development Corporation Limited
	(ii) Description of arrangements	- Toll Collection for 8.7 km length & 7 meter width + 2 meter paved shoulder Road
	(iii) Significant terms of arrangements	- Period of Concession: 14 Years from COD. a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
	(iv) Asset	- Intangible
e)	(i) Name of the concession	- BOT Project at Kim Mandavi With Gujarat State Road Development Corporation Limited
	(ii) Description of arrangements	- 38.2 km length & width 7 meter + 3 meter paved shoulder Road
	(iii) Significant terms of arrangements	- Period of Concession: 16 Years from COD. a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
	(iv) Asset	- Intangible
f)	(i) Name of the concession	- BOT Project at Dewas With Madhya Pradesh State Industrial Development Corporation Limited
	(ii) Description of arrangements	- 122 km Transmission line &7 km Gravity line (from MBR)
	(iii) Significant terms of arrangements	- Period of Concession: 29 Years from COD. a) Remuneration: Water Charges b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
	(iv) Asset	- Intangible
g)	(i) Name of the concession	- Development of Modern Bus Terminus at Jalandhar with Punjab State Transport Corporation
	(ii) Description of arrangements	- Development of Modern Bus Terminus
	(iii) Significant terms of arrangements	- Period of Concession: 8 Years from COD. a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
	(iv) Asset	- Intangible

Notes forming part of the consolidated financial statements

h)	(i) Name of the concession	- Development of Modern Bus Terminus at Ludhiana with Punjab State Transport Corporation
	(ii) Description of arrangements	- Development of Modern Bus Terminus
	(iii) Significant terms of arrangements	- Period of Concession: 10 Years from COD. a) Remuneration: Toll Collection b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession : Yes
	(iv) Asset	- Intangible

58 Under the Micro, Small and Medium Enterprise Development Act, 2006 ("MSMED Act"), certain disclosures relating to amounts due to micro, small and medium enterprises are required to be made. As the relevant information is not given or confirmed by such enterprises in view of the management, the impact of interest, if any, which may subsequently become payable to such enterprises 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.

59 Interest in associate and joint venture

a) List of investments in associate and joint ventures accounted for using "Equity method" is as under:

Name of the Associate / Joint Venture	Extent of holding			Country of Incorporation
	March 31, 2017	March 31, 2016	April 1, 2015	
Associate				
Adani Welspun Exploration Limited ('AWEL') (Held through Welspun Natural Resources Private Limited –Wholly owned subsidiary)	35%	35%	35%	India
Joint venture				
Dewas Bhopal Corridor Private Limited ('DBCL')*	NA	NA	50%	India

* Ceased to be a joint venture company w.e.f. December 22, 2015.

b) Investment in joint venture

The group's 50% interest in DBCL is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the group's investment in DBCL

i) Summarised balance sheet is as under

(₹ in Lakhs)

	April 1, 2015
Property, plant and equipment	67
Intangible assets	54,589
Financial assets	
- Loans	42
Deferred tax assets (net)	783
Total non-current assets	**55,481**
Financial assets	
- Bank balances	1,698
- Loans	14
Total current assets	**1,712**
Financial liabilities	
- Borrowings	36,843
Provisions	27
Total non-current liabilities	**36,871**
Financial liabilities	
- Trade payables	199
- Others	2,068
Provisions	9
Total current liabilities	**2,277**
Net assets	**18,046**
Proportion of the Company's ownership	50%
Carrying amount of the investment	**9,023**

ii) Summarised statement of profit and loss is as under

(₹ in Lakhs)

	March 31, 2016*
Revenue from operations	6,450
Interest income	73
Total income	**6,523**
Employee benefits expense	314
Finance costs	3,145
Depreciation and amortisation expense	973
Other expenses	1,171
Total expenses	**5,602**
Profit before tax	**920**
Tax expenses	-
Profit for the period	**920**
Add : Other comprehensive income for the period	-
Total comprehensive income for the period	**920**
Proportion of the company's ownership	50%
Group share of profit for the period	460
Group share of other comprehensive income for the period	-

* considered upto December 22, 2015

iii) Share of contingent liabilities (to the extent not provided for) are as under :

	March 31, 2017	March 31, 2016	April 1, 2015
Contingent liabilities	-	-	666

c) Interest in associate

The group has a 35% interest in Adani Welspun Exploration Limited ('AWEL') which is in the business of exploration and production of oil and natural gas in India and overseas. The group's interest in AWEL is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the associate and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

i) Summarised balance sheet is as under

	March 31, 2017	March 31, 2016	April 1, 2015
Property, plant and equipments	2	7	15
Capital work-in-progress	91,423	85,196	80,005
Other intangible asstes	6	50	114
Financial assets			
Investments	1	1	1
Other non-current financial assets	592	399	374
Income tax assets (net)	22	28	39
Other non-current assets	713	21	466
Total non-current assets	**92,759**	**85,702**	**81,014**
Financial assets			
Cash and cash equivalents	23	16	37
Loans	-	1	2
Other financial assets	99	79	77
Other current assets	7	11	57
Total current asset	**129**	**107**	**173**
Non-current liabilities			
Financial liability - borrowings	58,813	56,115	44,384
Provisions	19	13	15
Total non-current liabilities	**58,832**	**56,128**	**44,399**
Financial liabilities			
Trade payable	14	123	18
Short term borrowings	27,233	25,387	21,341
Other financial liabilities	5,028	1,466	2,126
Provisions	4	2	10,459
Other current liabilities	46	49	90
Total current liabilities	**32,325**	**27,027**	**34,034**
Net assets	**1,731**	**2,654**	**2,754**
Proportion of the Company's ownership	35%	35%	35%
Carrying amount of the investment	**606**	**929**	**964**

Notes forming part of the consolidated financial statements

ii) Reconciliation to carrying amounts

(₹ in Lakhs)

	March 31, 2017	March 31, 2016	April 1, 2015
Opening net asset	2,653	2,754	2,754
Increase in share capital	-	330	-
Increase in securities premium	-	1,650	-
Profit for the year	(923)	(2,081)	-
Closing net assets	**1,730**	**2,653**	**2,754**
Proportion of the Company's ownership	35%	35%	35%
	606	**929**	**964**
Adjustment for fair value of interest free loan	2,503	1,717	-
Carrying amount of the investment	**3,109**	**2,646**	**964**

iii) Summarised statement of profit and loss

	March 31, 2017	March 31, 2016
Revenue	-	-
Other income	2	1
Total income	**2**	**1**
Employee benefits expense	252	64
Finance costs	22	0
Depreciation and amortisation expense	45	69
Unsuccessful exploration costs	342	1,717
Other expenses	261	234
Total expenses	**922**	**2,084**
Profit/(loss) before tax	**(920)**	**(2,083)**
Tax expense	-	-
Profit/(loss) for the year	**(920)**	**(2,083)**
Other comprehensive income	(3)	2
Total comprehensive income for the year	**(923)**	**(2,081)**
Proportion of the company's ownership	35%	35%
Group's share of loss for the period (before adjustment)	**(322)**	**(729)**
Adjustment for capital work-in-progress written off by associate already provided by the group in earlier years	120	601
Group's share of loss for the period (after adjustment)	**(202)**	**(128)**
Group's share of other comprehensive income for the period	**(1)**	**1**

iv) Share of contingent liabilities (to the extent not provided for) are as under :

	March 31, 2017	March 31, 2016	April 1, 2015
Contingent liabilities	-	10	10

60 Service concession receivables

The group manages concession arrangement which include the construction of road on hydrid annuity basis followed by a period in which it maintains and services the infrastructure. These concession arrangements set out rights and obligations relating to the infrastucture and services to be provided. For fulfilling those obligations, the group is entitled to receive cash from the grantor. The Consideration received or receivable is allocated by reference to the relative fair value of the sevices provided. Revenue from the concession arrangements earned under the financial asset model consists of the (i) fair value of the amount due from the grantor; and (ii) interest income related to the capital investment in the project.

61 A) Segment information

The Company for evaluating group performance and for allocating resources based on analysis of various performance indicators, has identified three operative segments on the basis of nature of business activities and other quantitative criteria specified in the Ind AS 108.

i) Operating segments

a) Infrastructure
b) Trading
c) Oil and gas

ii) Segment revenue and results

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

iii) Segment assets and liabilities

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, intangible assets (BOT), service concession receivables, trade receivables and other operating assets. Segment liabilities primarily include borrowings, trade payables and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets/ liabilities.

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Segment revenue		
Infrastructure	25,742	11,028
Trading	5,693	7,776
Total	**31,435**	**18,804**
Less : inter segment revenue	-	-
Total sales/ income from operations	**31,435**	**18,804**
Segment result		
Infrastructure	1,362	(1,262)
Trading	31	24
Oil and gas	(1,264)	-
Unallocable corporate	(4,053)	(4,351)
Total	**(3,925)**	**(5,589)**
Add : other income (including interest income of Rs. 5,183 lakhs (March 31, 2016 Rs. 7,216 lakhs)	8,953	8,461
Profit before finance costs, tax and exceptional items	**5,029**	**2,872**
Add / (less) :		
Finance costs	(1,017)	(1,282)
Share of profit/ (loss) from associate and joint venture	(202)	332
Exceptional items (refer note 54)	(2,300)	(2,320)
Profit / (loss) before tax	**1,510**	**(397)**
Less : Tax expense		
Current tax	627	392
Deferred tax	387	(852)
	1,014	**(460)**
Profit after tax	**496**	**63**

	March 31, 2017	March 31, 2016
Segment assets		
Infrastructure	28,121	22,763
Trading	133	670
Oil and gas*	15,016	8,372
Unallocable corporate	119,031	129,770
Total (A)	**162,301**	**161,575**
Segment liabilities		
Infrastructure	28,905	13,742
Trading	91	781
Unallocable corporate	7,465	4,956
Total (B)	**36,461**	**19,479**
Total equity (A - B)	**125,840**	**142,096**

Notes forming part of the consolidated financial statements

Other segment information

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
a) Non-current assets **		
Infrastructure	17,392	23,245
Trading	-	-
Oil and gas	-	-
Unallocable corporate	3,574	2,822
Total	**20,965**	**26,066**
b) Capital expenditure		
Infrastructure	826	-
Trading	-	-
Oil and gas	-	-
Unallocable corporate	-	-
Total	**826**	**-**
c) Depreciation and amortisation expense		
Infrastructure	6,581	7,225
Trading	-	-
Oil and gas	-	-
Unallocable corporate	-	-
Total	**6,581**	**7,225**

* Represents investments in associate

** Non-current assets excludes financial assets, deferred tax assets and investment in associate.

B) Information about major customers

There is one customer accounting for more than 10% of revenue, amounting to Rs 18,909 lakhs (March 31, 2016 Rs 3,030 lakhs)

62 The details of Specified Bank Notes (SBN) held and transacted during the period November 8, 2016 to December 30, 2016 are provided in the table below:

	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	32	9	41
(+) Permitted receipts	18	338	356
(-) Permitted payments	-	27	27
(-) Amount deposited in Banks	50	290	340
Closing cash in hand as on December 30, 2016	**-**	**30**	**30**

63 Collateral / security pledged

The carrying amount of assets pledged as security for current and non-current borrowings availed (Fund based - March 31, 2017: Rs. 13,076 lakhs, March 31, 2016 : Rs. 8,172 lakhs and April 1, 2015 : Rs. 9,820 lakhs and Non-fund based - March 31, 2017 : Rs. 164 lakhs, March 31, 2016 Rs 47 lakhs and April 1, 2015 : Rs. 47 lakhs) of the group are as under:

	March 31, 2017	March 31, 2016	April 1, 2015
Property, plant and equipment (including capital work-in-progress)	8,462	8,604	9,303
Intangible assets	8,930	14,641	21,621
Inventories	296	298	372
Other current and non-current assets excluding Investments and tax	62,105	24,696	30,109
Total assets pledged	**79,792**	**48,239**	**61,405**

64 Proposed dividends on equity shares

(₹ in Lakhs)

	March 31, 2017	March 31, 2016
Dividend proposed for the year Rs 0.75 per share (March 31, 2016 Nil)	1,105	-
Dividend distribution tax on above	225	-

Proposed dividends on equity shares are subject to approval of shareholders at the annual general meeting and are not recognised as a liability (including dividend distribution tax theron) as at reporting date.

65 Assets classified as held-for-sale

Construction Equipments : The group intends to dispose off the construction equipments as it is not intended to be utilized for business purpose in future. Construction equipments have been depreciated till March 31, 2015 and thereafter classified as assets included in disposal group classified as held for sale amounting to Rs. 8 Lakhs as at April 1, 2015 and Rs. 113 Lakhs as at March 31, 2016 with no depreciation charged from April 1, 2015. Buyer for these assets has been identified with the terms of sale being under negotiation. During the year ended March 31, 2017 the group sold the assets amounting to Rs. 72 Lakhs. As at March 31, 2017, the group believes that the fair value of these assets exceeds the carrying amount.

66 Claim revenue

The Company had executed widening, strengthening, updation and maintenance of Hoshngabad-Harda-Khandwa road project on BOT basis pursuant to a concession agreement dated May 20, 2002. At later stage during the execution of the project, Madhya Pradesh Road Development Corporation Limited ('MPRDC') suggested change of scope which was adhered to by the Company. The cost incurred for this change of scope was claimed by the Company from the MPRDC. Finally during the current year, MPRDC has agreed to compensate the Company for the claim amount via extension of concession period. On acceptance by MPRDC, the Company has decided to recognize the claim revenue in the current year in line with its accounting policy. The Company has calculated the equivalent amount of claim Rs. 766 Lakhs and capitalized the same as Intangible asset –(BOT toll collection right) with corresponding credit being recorded as claim revenue under the head Other income.

67 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements

March 31, 2017								
Name of the Entity	Net Asset / (Net Liability) i.e. total assets minus total liabilities		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	% of consolidated net assets	Amount	% of consolidated profit/ (loss)	Amount	% of consolidated other comprehensive income	Amount	% of total consolidated other comprehensive income	Amount
Parent								
Welspun Enterprises Limited (Formerly known as Welspun Projects Limited)	104.9%	135,239	872.9%	4,327	122.9%	(5)	879.0%	4,322
Subsidiaries								
Anjar Water Solutions Private Limited (Formerly known as Welspun Road Projects Private Limited)	0.0%	(7)	-0.1%	(0)	-	-	-0.1%	(0)
ARSS Bus Terminal Private Limited	1.4%	1,845	-1.0%	(5)	-	-	-1.1%	(5)
MSK Projects (Kim Mandvi Corridor) Private Limited	1.7%	2,175	-68.5%	(340)	-	-	-69.1%	(340)
MSK Projects (Himmatnagar Bypass) Private Limited	0.3%	411	3.8%	19	-	-	3.9%	19
Welspun Build-tech Private Limited	1.3%	1,709	-0.3%	(1)	-	-	-0.3%	(1)
Welspun Delhi Meerut Expressway Private Limited	8.2%	10,630	15.2%	75	-	-	15.3%	75
Welspun Natural Resources Private Limited	9.3%	12,005	-248.2%	(1,230)	-	-	-250.2%	(1,230)
Associate								
Adani Welspun Exploration Limited	2.4%	3,109	-40.8%	(202)	-22.9%	1	-41.0%	(201)
Inter-company elimination and consolidation adjustments	-29.6%	(38,167)	-433.0%	(2,147)	-	-	-436.6%	(2,147)
	100%	128,949	100%	496	100%	(4)	100%	492

Notes forming part of the consolidated financial statements

68 Figures for the previous year are re-classified/ re-arranged/ re-grouped, wherever necessary to be in conformity with the figures of the current year's classification/ disclosure.

Notes forming part of the consolidated financial statements 1 to 68

As per our report of even date
For MGB & Co. LLP
Chartered Accountants
Firm Registration Number 101169W/ W-100035

Sanjay Kothari
Partner
Membership Number 048215

Place: Mumbai
Date : May 30, 2017

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Sandeep Garg
Managing Director
DIN : 00036419

Shriniwas Kargutkar
Chief Financial Officer

Indu Daryani
Company Secretary

Place: Mumbai
Date : May 30, 2017

Welspun Enterprises Limited
(Formerly known as Welspun Projects Limited)

Welspun House, Kamala City,
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www.welspunenterprises.com

WELSPUN ENTERPRISES
INFRASTRUCTURE AND ENERGY

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: +91 2836 662222 Fax: +91 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: +91 22 6613 6000 Fax: +91 22 2490 8020
website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of Welspun Enterprises Limited (formerly known as Welspun Projects Limited) will be held on Thursday, 28th September, 2017 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. 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, 2017 and the reports of the Board of Directors and the Auditors thereon.

2) To consider declaration of dividend on Equity Shares.

3) To appoint a director in place of Mr. Sandeep Garg (DIN 00036419), who retires by rotation, and being eligible, offers himself for re-appointment.

4) To appoint a director in place of Mr. Mintoo Bhandari (DIN 00054831), who retires by rotation, and being eligible, offers himself for re-appointment.

5) 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, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee, and approval of the Board of Directors, the Company hereby ratifies the appointment of M/s. MGB & Co., LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2017-18 at a remuneration of Rs. 30 lakh (Rupees Thirty Lakh) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses as may be authorized by the Board of Directors 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."

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 including Schedule IV thereto, Mr. Dhruv Subodh Kaji, (DIN: 00192559) who was appointed as an additional director of the Company with effect from May 30, 2017 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 the Director of the Company 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 elected and appointed as an independent, non-executive director not liable to retire by rotation to hold the office for five consecutive years commencing ending on May 29, 2022."

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

   "RESOLVED THAT pursuant to Section 148 and the other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors, the Company hereby ratifies remuneration of Rs. 2 lakh (Rupees Two Lakh Only) per annum plus travelling and out-of-pocket expenses as may be authorized by the Board to M/s. Kiran J. Mehta & Co., Cost Accountants for conducting audit of cost accounting records maintained by the Company for the financial year commencing on April 1, 2017."

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

8) To consider and, if thought fit, to pass the following resolution as an 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 deletion of entire Article 241 and its reference, wherever it appears, in the Articles of Association be and is hereby approved and that the revised Articles of Association of the Company after the deletion of entire Article 241, shall be the 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, deeds and things, and to 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 the provisions of Section 181 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), consent be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law) to contribute an amount up to Rs. 4 Crore (Rupees Four Crore Only) or 2% of the profit per annum as determined u/s 198 of the Companies Act, 2013 for the financial year in which the contribution is made, whichever is higher, in one or more tranches, either directly or through any non-profit organization including Welspun Foundation for Health and Knowledge, or in any other way considered appropriate by the Board, to such bonafide charitable and other funds as may be deemed fit and appropriate by the Board."

10) To consider and, if thought fit, to pass the following resolution as an Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and the other applicable provisions of, and the Schedule V to, the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments thereto or re-enactment thereof), and the Articles of Association of the Company and subject to such other approvals as may be required under the Act, if any, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the

Board of Directors, approval of the members be and is hereby accorded to the Board for re- appointment of Mr. Sandeep Garg (DIN 00036419) as the Managing Director of the Company, who shall be liable to retire by rotation, for a period of five years w.e.f July 16, 2017 on the terms and conditions including remuneration, as given below:

1. Salary and other benefits of Rs. 36,000,000/- (Rs. Three Crore Sixty Lakh only) per annum equal to Rs. 3,000,000/- (Rs. Thirty Lakh) per month on cost-to-the company (CTC) basis.
2. Grant of 20,00,000 (Twenty Lakh) Employee Stock Options ("ESOP") pursuant to WEL ESOP SCHEME 2017 at zero exercise price with each option giving entitlement for one equity share of Rs. 10 each fully paid up in compliance with the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014, and that the equity shares to be allotted against the exercise of the ESOP shall not be transferable till 15th July, 2022 except that 1/3rd of the shares allotted shall be transferable for raising funds for payment of tax payable for acquiring equity shares against the exercise of ESOPs."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration within the limits prescribed in the Act or rules thereunder, as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to enter into an agreement and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution."

11) To consider and, if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and the other applicable provisions of, and Schedule V to, the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such other approvals as may be required under the Act, if any, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for increasing the remuneration of Mr. Balkrishan Goenka (holding DIN 00270175), Chairman (Executive) of the Company to Rs.5,00,00,000/- (Rupees Five Crore only) per annum w.e.f. 1st July, 2017 on cost-to-the- company basis *plus* the commission @ 2% of annual profit (excluding profit/loss from capital receipts and fixed assets disposition) of the Company on consolidated basis."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration within the limits prescribed in the Act or rules thereunder, as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to enter into an agreement and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution."

12) To consider and, if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to the 'Welspun Enterprises Limited - Employees Stock Option Plan 2017' (hereinafter referred to as the "WEL ESOP SCHEME 2017") and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of options, to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 3,000,000 (Thirty Lakh) Options, each Option giving the right but not obligation to the holder to opt for one fully paid-up Equity Share in the Company of face value of Rs10/- each fully paid up directly by the Company free of cost but subject to payment income tax, in one or more tranches, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the WEL ESOP SCHEME 2017 and in due compliance with the applicable laws and regulations in force."

"RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to grant 2,000,000 ESOPs (which is being in excess of 1% of the issued capital of the Company) to Mr. Sandeep Garg, Managing Director of the Company out of the aggregate 3,000,000 ESOPs approved to be granted under WEL ESOP SCHEME 2017"

"RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the WEL ESOP SCHEME 2017 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 3,000,000 (Thirty Lakh) of Equity Shares shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the options Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the

WEL ESOP SCHEME 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the WEL ESOP SCHEME 2017 and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the WEL ESOP SCHEME 2017."

"RESOLVED FURTHER THAT any of the Directors of the Company or CFO of the Company or Company Secretary of the Company be and are hereby severally authorized, to take necessary steps for listing of the securities allotted under the WEL ESOP SCHEME 2017 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deem necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the WEL ESOP SCHEME 2017 as also to prefer applications to the appropriate Authorities, Parties and Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

By Order of the Board
Sd/-
Sandeep Garg
Managing Director
Din : 00036419

Place: Mumbai
Date : 11th August, 2017

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED

1. Item No.3- Re-appointment of Mr. Sandeep Garg (Din 00036419).

Mr. Sandeep Garg, aged 57, is B.E. (Electrical) and a scholar of Harvard Business School. Mr. Garg has long and varied experience of over three decades - in managerial position for over two decades. Mr.Garg brings along with him a successful history of achieving key milestones. He has worked with the Companies involved in engineering and construction of infrastructure in road, elevated roads, power, irrigation, railways, buildings and oil & Gas pipelines. The Company has flourished under his able leadership and guidance over the years.

Mr. Garg was appointed as the Managing Director of the Company for a period of 5 years in the year 2012 the tenure of Mr. Garg completed on 15.07.2017 and the Board of Directors of the Company has reappointed him as the Managing Director for the term of 5 years from 16th July, 2017 to 15th July, 2022 liable to retire by rotation.

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

Directorship: Director - ARSS Bus Terminal Private Limited, MSK Projects (Kim Mandvi Corridor) Private Limited, MSK Projects (Himmatnagar Bypass) Private Limited, Dewas Bhopal Corridor Private Limited (formerly known as Dewas Bhopal Corridor Limited), Welspun Natural Resources Private Limited, and Welspun Build-Tech Private Limited (formerly known as Welspun Construction Private Limited)Welspun Financial Services Limited - Nominee Director , Adani Welspun Exploration Limited - Managing Director

Membership / Chairmanship of Committees: He is a member / chairman in the following Committees:

Welspun Enterprises Limited : International Trade Practices and Governance Committee - Member, Budget Committee - Member, ICD Committee - Member, Finance and Administration Committee - Chairman, Project/Bid Committee - Member, Corporate Social Responsibility Committee - Member, Project Monitoring Committee - Member, BuyBack Committee - Member, Investment/Acquisition /Asset Sale Committee - Member, Share Transfer and Investors' Grievance and Stakeholders Relationship Committee - Member

Nomination and Remuneration Committee :

Welspun Natural Resources Private Limited - Member

Corporate Social Responsibility Committee :

Dewas Bhopal Corridor Private Limited - Member

He is holding 12,00,000 equity shares in the Company.

There is no relationship between the directors inter-se. Except Mr. Garg, being the appointee herein, none of the key managerial personnel or directors of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

Members' approval is sought by way of ordinary resolution proposed under Item no. 3 of the accompanying Notice.

2. Item No. 4 - Re-appointment of Mr. Mintoo Bhandari (Din 00054831).

Mr. Mintoo Bhandari, aged 52, 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.

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 - AION India Investment Advisors Private Limited, Nominee Director - Welspun Corp Limited and Director – ARICON Revitalization Private Limited.

Membership/Chairmanship of Committees: He is a member/ chairman in the following Committees:

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

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

There is no relationship between the directors inter-se. Except Mr. Bhandari, being the appointee herein, none of the key managerial personnel or directors of the Company or their relatives 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.4.

3. Item No. 6 – Appointment of Mr. Dhruv Subodh Kaji as an Independent Director (DIN:00192559)

The Board of Directors appointed Mr. Kaji as an additional director pursuant to Section 161 of the Companies Act, 2013. He holds office till the conclusion of this Annual General Meeting.

Mr. Dhruv Subodh Kaji (DIN:00192559), 66 years, has experience of more than 35 years. He holds a bachelor's degree in Commerce from the University of Mumbai and has been an Associate Member of the Institute of Chartered Accountants it India. He was Finance Director of Raymond Limited, Executive Director of Pinesworth Holdings Pte. Ltd. (Singapore) and presently, a director on the Boards of Raymond Apparel Limited, Colorplus Fashions Limited, Hindustan Oil Exploration Company Limited, Balaji Telefilms Limited and Balaji Motion Pictures Limited. He has also been on the advisory board of Essar Steel Limited.

He is currently an advisor and consultant with special interest in evaluating and guiding business projects in India and abroad and in strategic planning. He is on the Advisory Board of Balaji Telefilms Limited. He is on the Board of Network 18 Media & Investments Limited as an independent director, where he is Chairman of the Nomination and Remuneration Committee and member of the Audit and Risk Management Committees of the Company. He is an independent director on the Board of Diamines and Chemicals Limited. He is an independent director on the Board of TV18 Broadcast Limited where he is Chairman of the Nomination and Remuneration Committee and member of the Audit, Stakeholders' Relationship and Corporate Social Responsibility Committees..

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

Directorship: Director - Diamines and Chemicals Limited, Superadd Trade Private Limited, Network18 Media & Investments Limited, Ceinsys Tech Limited, TV18 Broadcast Limited, Welspun Financial Services Limited.

Membership/Chairmanship of Committees: He is a member / chairman in the following Committees:

Audit Committee: Network18 Media and Investments Limited - Member , TV18 Broadcast Limited - Member, Ceinsys Tech Limited - Chairman, Welspun Enterprises Limited - Member, Nomination and Remuneration Committee: Network18 Media and Investments Limited - Member, TV18 Broadcast Limited - Chairman, Welspun Enterprises Limited - Member, Share Transfer and Investors' Grievance and Stakeholders Relationship Committee: TV18 Broadcast Limited - Member, Corporate Social Responsibility Committee - Member.

He does not hold any equity shares in the Company.

There is no relationship between the directors inter-se. Except Mr. Kaji, being the appointee herein, none of the key managerial personnel or directors of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise in this resolution.

Members' approval is sought by way of a special resolution proposed under Item no. 6 of the accompanying Notice.

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

Members are hereby informed that pursuant to 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 conduct of the Cost Audit of the Company for the financial year ending March 31, 2018 in terms of the requirements under applicable laws, at a remuneration as mentioned in the resolution No. 7 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 Resolution at item No. 7 of the Notice is set out as an Ordinary Resolution for ratification 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 resolution set out at Item No. 7 of the Notice.

Members' approval is sought by way of an ordinary resolution proposed under item no.7.

5. Item No. 8- Deletion of Article 241 in Articles of Association

The Board is informed that pursuant to Agreement dated December 24, 2014 entered into between the Company, Insight Solutions Limited and Granele Limited ("the Investors") ("Agreement") it was agreed between the Company and the Investors that if the total shareholding (together with the shareholding mg of their Affiliates) of the Investors in the voting equity share capital of the Company falls below the Percentage Threshold (i.e. 7.5%), the Investors' participation rights covered by Article 241 shall stand terminated.

The Board is informed that consequent upon sale of 15% equity shares in the Company's buyback offer, by Insight Solutions Ltd and Granele Ltd ("Investors") / ("Apollo Group"), the Investors shareholding had gone down below to 5.92% (i.e. below the threshold of 7.5%). Therefore, the investors' rights stood terminated in accordance with Article 241 (12). Therefore, it is necessary to alter the existing Article of Association by deletion of entire Article 241 and its references, wherever it appears, in the Article of Association by passing a special resolution in a general body meeting of the company or through a postal ballot.

The Articles of Association of the Company proposed to be amended as stated above, is being uploaded on the Company's website i.e. www.welspunenterprises.com for perusal by the members of the Company. A copy of the existing and the proposed Articles of Association would be available for inspection by the members at the registered office and Corporate Office of the Company on any working day (i.e other than Saturday, Sunday and public holiday).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

Members' approval is sought by way of a Special resolution proposed under item no.8.

6. Item No.9-Contribution to Charitable funds

It is proposed that the Board of Directors of the Company ("the Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law) be authorized to contribute up to Rs. 4 crore per annum or an amount not exceeding 2% of the profit per annum as determined u/s 198 of the Companies Act,2013 for the financial year in which the contribution is made, whichever is higher, for charitable purposes, either directly or through any non-profit organization including Welspun Foundation for Health and Knowledge, or in any other way considered appropriate. Welspun Foundation has thrust on Education, Empowerment, Environment and Health and its CSR programs would have fund requirements from Welspun group companies and therefore, the members' approval has been sought.

As per Section 181 of the Companies Act, 2013, the Board may contribute to bonafide charitable and other funds provided that prior permission of the Company in a general meeting is obtained for making contributions the aggregate of which, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years.

Owning to the average net losses during the three immediately preceding financial years, members' approval, by way of an Ordinary Resolution, is being sought for item no. 9 of the accompanying Notice.

None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 9 of the Notice.

7. Item No. 10- Re-appointment and remuneration to Mr.Sandeep Garg as a Managing Director (DIN : 00036419)

The Brief Profile of Mr.Sandeep Garg is as under:

- Name : Mr.Sandeep Garg
- Age : 57 years
- Qualification :
  - Bachelor of Engineering (Electrical).University of Roorkee,
  - Harvard Business School – Owner Manager Program – 2002- 2 Weeks and Advanced Management Program – 2012 – 8 Weeks.
- Years of experience: 36 years
- Work Experience- 20 years Prior to joining Welspun:
  - 2010 to Mid, 2012 - ILFS, Pioneers in EPC business in infrastructure Road, Power irrigation and Oil and Gas sector. Worked as chief operating officer reporting to Managing Director.
  - 1991-2010 – Punj Lloyd Ltd. an Indian origin multinational company involved in the business of Oil and Gas pipelines, Tanks and terminals and Processing plants, Roads, Civil Structure and Buildings and Power Generation- Joined as Manager and resigned as President.

The details of Directorship, shareholding and other Directorship, Membership/ Chairmanship of Committee is given in Item No.3 above.

Mr. Garg attended all 6 Board meetings during the year 2016-17.

Over the last 5 years, Mr. Garg has served as the Managing Director of the Company from July 16, 2012 to July 15, 2017. He has long and varied experience of over three decades - in managerial position for over two decades. He has brought along with him a successful history of achieving key milestones. He has worked with the companies involved in engineering and construction of infrastructure in road, elevated roads, power, irrigation, railways, buildings and oil & Gas pipelines. The Company has flourished under his able leadership over the years. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Sandeep Garg as Managing Director, subject to the approval of the members in the next general meeting, for a period of 5 years w.e.f. July16, 2017. At present, - Mr. Garg is also Managing Director of Adani Welspun Exploration Limited of the Company, an associate of the company.

Considering the expected business growth and the challenges accompanied by it that would be faced by the business in the competitive environment, the contribution by the Managing Director's role would be critical in terms of increased target based responsibilities warranting higher competencies, involvement and delivery. In view of the above, the Nomination and Remuneration Committee recommended, and the Board of Directors approved, in their meetings held on August 11, 2017 the revision in the remuneration of Mr. Garg from the present annual remuneration of Rs. 2.83 crores per annum (includes Rs.120 Lakh paid from associate company) plus 12,00,000 ESOPs shares under Welspun Managing Director Stock Option Plan- 2014 to Rs. 3.60 crores per annum (on cost-to-company basis) (inclusive of remuneration to be paid by associate company) plus 2,000,000 ESOPs to be vested over a period of 5 years , in accordance with WEL ESOP Scheme 2017.

None of the directors or the key managerial personnel of the Company or their relatives except Mr. Sandeep Garg, himself may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no.10 of the Notice.

Members' approval in sought by way of a special resolution proposed under item no. 10.

8. Item No. 11- Remuneration of Mr. Balkrishan Goenka as Chairman (Executive) (DIN 00270175)

The Brief Profile of Mr.Balkrishan Goenka is as under:

- Name : Mr. Balkrishan Goenka
- Age : 51 years
- Qualification : B.Com.

Mr. 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 embodies Welspun spirit of 'Leading Tomorrow Together'.

Considering that with the merger of all infrastructure companies into the Company, the Managing Director would need regular consultations and strategic guidance of Mr. Goenka for further growth, Board based on NRC recommendation thought it imperative to his fixed remuneration from current remuneration of Rs. 1.20 Crore per annum plus commission @

2% of annual profit (excluding profit/loss from capital receipts and fixed assets disposition) of the Company on consolidated basis to Rs.5 Crore per annum /- (Rupees Five Crore only) on the-cost-to-company basis, plus commission @ 2% of annual profit (excluding profit/loss from capital receipts and fixed 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/ directorship of the Committees of the Board of other companies are as under:

Directorship: Director - Welspun Corp Limited, Welspun India Limited, Welspun Steel Limited, Welspun Logistics Limited, Welspun Global Brands Limited, Adani Welspun Exploration Limited, Welspun Energy Thermal Private Limited (formerly known as Solarsys Infra Projects Limited), MGN Agro Properties Private Limited, Welspun Energy Private Limited, Welspun Pipes Inc., Welspun Tubular LLC, Welspun Global Trade LLC, Welspun Middle East Pipe Coatings Company LLC, Welspun Middle East Pipe Company LLC and Welspun Home Textiles UK Limited, The Associated Chambers of Commerce and Industry of India Nominee Director - Welspun Wasco Coatings Private Limited - Nominee Director, Designated Partner - Rank Marketing LLP, Welspun Multiventures LLP

Membership / Chairmanship of Committees: He is a member / chairman in the following Committees:

(1) Welspun Corp Limited : Corporate Social Responsibility Committee - Member, Finance and Administration Committee - Member, International Trade Practices & Governance Committee - Chairman, Budget Committee - Chairman, Share Transfer & Investor Grievance & Stakeholders Committee - Member. (2) Welspun India Limited : Finance and Administration Committee - Chairman, Share Transfer & Investor Grievance & Stakeholders Committee - Member, Nomination and Remuneration Committee – Member, (3) Welspun Energy Private Limited : Audit Committee - Member, Nomination and Remuneration Committee - Member, Corporate Social Responsibility Committee - Chairman, Finance Administration and Bid Committee - Chairman, (4) Welspun Steel Limited : Finance Committee - Member, CSR Committee - Member and (5) Welspun Enterprises Limited: Nomination and Remuneration Committee - Member and Budget Committee - Chairman.

Mr. Goenka directly holds 84 equity shares of Rs.10 each in the Company and through Welspun group companies controlled by him holds controlling stake of 42.64% equity shares in the Company

Mr. Goenka attended 4 Board meetings during the year 2016-17.

None of the directors or the key managerial personnel of the Company or their relatives except Mr. Goenka, himself may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no.11 of the Notice.

Members' approval is sought by way of a special resolution proposed under item no. 11.

9. Item No. 12- Approval of ESOPs – Employees Stock Option Plan 2017

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, (SEBI (SBEB) Regulations), the Company seeks members; approval in respect of WEL ESOP SCHEME 2017 and grant of options to the eligible employees/ Directors of the Company and Employees in the category of the senior management personnel as determined by NRC from time to time in due compliance of the SEBI (SBEB) Regulations.

The main features of the WEL ESOP SCHEME 2017 are as under:

1. Brief Description of the Scheme(s):

   Employee Stock Option Scheme for the benefit of the employees of the Company as defined under SEBI SBEB Regulations, entitlement of which shall be as determined by the Nomination and Remuneration Committee ("NRC") of the Board of Directors of the Company.

2. Total number of options to be granted: 3,000,000 ESOPs
3. Identification of classes of employees entitled to participate in WEL ESOP SCHEME 2017: Employees in the category of the senior management personnel as determined by NRC
4. Requirements of vesting and period of vesting: Vesting shall happen at every anniversary of the date of grant in quantum of 20% of the total ESOPs granted, over the period of 5 years from the date of grant.
5. Maximum period within which the options shall be vested: 5th Anniversary from the date of grant
6. Exercise price or pricing formula: The Exercise Price shall be Zero i.e. free of cost. Tax liability to be on the grantee.
7. Exercise period and the process of Exercise: upto 3rd Anniversary from the date of vesting, the option grantee shall be entitled to exercise vested options for underlying equity share and shall pay applicable tax thereon.
8. Appraisal process for determining the eligibility of employees under WEL ESOP SCHEME 2017: NRC takes into consideration the potential contribution of the employee to the critical aspects of the business, strength and competency of the employee viz a viz business challenges and past track record in terms of achievement of targets /milestones.
9. Maximum number of options to be issued per employee and in aggregate: 2,000,000 ESOPs to an employee and aggregate 3,000,000 ESOPs
10. Maximum Quantum of benefits to be provided per employee under WEL ESOP SCHEME 2017 : same as mentioned against item no. 9 above.
11. Route of Scheme implementation: The Scheme shall be implemented and administered directly by the Company through NRC
12. Source of Shares: Fresh issue of equity shares
13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.: Not Applicable
14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme: Not Applicable
15. Accounting and Disclosure Policies:. The Company shall conform to the accounting policies specified in Regulation 15 of SEBI SBEB Regulations.
16. Method of Valuation: Fair Valuation

None of the directors or the key managerial personnel of the Company or their relatives except Mr. Sandeep Garg, himself may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no.12 of the Notice.

Members' approval is sought by way of a special resolution proposed under item no.12.

NOTES

1. 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.

2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.

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. An instrument of proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.

5. The proxy-holder shall prove his identity at the time of attending the Meeting.

6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Companies Act, 2013, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agent.

7. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.

8. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 18, 2017 to Wednesday, September 20, 2017 (both days inclusive) for the purposes of determination of members entitled to dividend for the year ended March 31, 2017.

10. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Share Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Enterprises Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. 022-24918 6000, Fax No. 022-24918 6060, email- rnt.helpdesk@linkintime.co.in.

11. 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 Share Registrar and Transfer Agent.

12. As part of the Green Initiatives by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company is being sent to the members at their respective e-mail addresses registered with the Company. Those members 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.

    However, members requiring a physical copy of the Annual Report and Notice 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.

13. 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 and during the meeting and copies thereof shall also be available at the Corporate Office of the Company.

14. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, will be available for inspection by the members at the Meeting.

15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Meeting.

16. The members 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.

17. 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Monday, September 25, 2017 (9:00 am) and ends on Wednesday September 27, 2017 (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 Thursday, September 21, 2017, may cast their vote by remote e-voting. *A person who is not a member as on the cut-off date should treat this Notice for information purpose only.* 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 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".

(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 cast 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 mihenhalani@gmail.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 or call on toll free no.: 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 Thursday, September 21, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. Thursday, September 21, 2017, 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. Mihen Halani, Company Secretary (Certificate of Practice No. 12015) and Proprietor M/s. Mihen Halani & Associates., Company Secretaries 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 two days 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, notice board of the Company at the registered office as well as the corporate office 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

Sd/-
Sandeep Garg
Managing Director
Din : 00036419

Place: Mumbai
Date : 11th August, 2017

WELSPUN ENTERPRISES
INFRASTRUCTURE AND ENERGY

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: +91 2836 662222 Fax: +91 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: +91 22 6613 6000 Fax: +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: _____

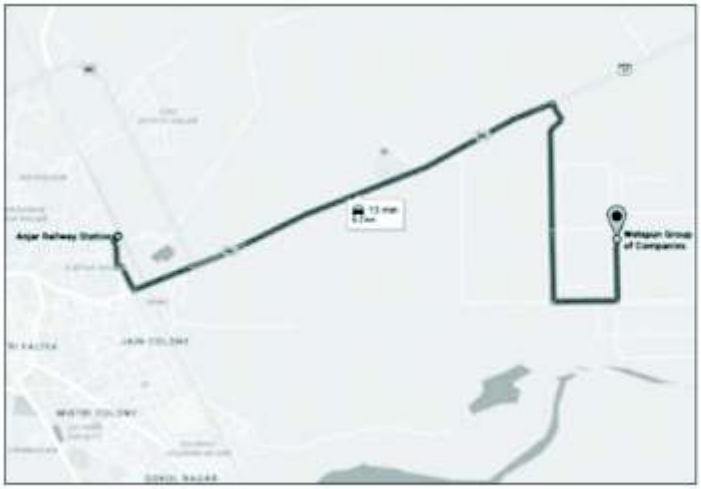
Mobile Nos. (to be registered): _____Email id (to be registered):_____

_____

Signature of the Shareholder(s)*

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

Route Map



Route Map - Anjar Station to Welspun

Route Map - Gandhidham Station to Welspun

WELSPUN ENTERPRISES
INFRASTRUCTURE AND ENERGY

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: +91 2836 662222 Fax: +91 2836 279010
Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 Tel: +91 22 6613 6000 Fax: +91 22 2490 8020
website: www.welspunenterprises.com; email: companysecretary_wel@welspun.com

PROXY FORM

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

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 23rd Annual General Meeting of the Company to be held on Thusday, September 28, 2017 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	Declaration of Dividend on Equity Shares.		
3	Re-appointment of Mr. Sandeep Garg (Din : 00036419), as director of the Company, liable to retire by rotation		
4	Re-appointment of Mr. Mintoo Bhandari (Din : 00054831), as director of the Company, liable to retire by rotation		
5	Ratification of appointment of M/s. MGB & Co. LLP, Chartered Accountants as the statutory auditors		
6	Appointment of Mr. Dhruv Subodh Kaji (Din: 00192559) as an independent director of the Company.		
7	Ratification of payment of remuneration to the Cost Auditors.		
8	Deletion of Article 241 in Articles of Association		
9	Consider and approve authorization to Board for voluntary contribution upto Rs. 4 Crores or 2% of the Profit per annum u/s 198 to charitable and other bonafide funds		
10	Re-appointment and remuneration to Mr. Sandeep Garg (Din : 00036419) as a Managing Director		
11	Remuneration of Mr. Balkrishan Goenka as Chairman (executive) (Din : 00270175)		
12	Approval of ESOPs – Employees Stock Option Plan 2017		

Signed this …….. day of ……2017.

Affix Re. 1 Revenue Stamp

Signature of shareholder _____

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

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.

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: _____

1. 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:

1. 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.
2. 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.
3. 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.
4. 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.
5. Transfer of Shares in favour of a nominee shall be a valid discharge by a Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. 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.
9. Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
10. 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.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. 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.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.

WELSPUN ENTERPRISES
INFRASTRUCTURE AND ENERGY

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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 23rd Annual General Meeting of the Company held on Thursday, September 28, 2017 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 bring duly signed 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
107402		

The remote e-voting period commences on Monday, September 25, 2017 at 9:00 a.m. and ends on Wednesday, September 27, 2017 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 11, 2017 of the 23rd Annual General Meeting before exercising the vote. These details and instructions form integral part of the said Notice.