

**WELSPUN**



Dare to Commit

**WELSPUN INVESTMENTS  
AND COMMERCIALS LIMITED**

**7<sup>th</sup>  
Annual Report  
2014-2015**

**WELSPUN INVESTMENTS AND COMMERCIALS LIMITED****CORPORATE INFORMATION****Company Identification Number** – L52100GJ2008PLC055195**Date of Incorporation** – October 7, 2008**Registered Capital** – ₹ 130,000,000**Paid Up Capital** – ₹ 36,544,760 divided into 3,654,476 equity shares of ₹10/- each fully paid-up

**Board of Directors:** **Mr. L. T. Hotwani**  
**Mr. Atul Desai**  
**Mr. Rajkumar Jain**  
**Ms. Mala Tadarwal**

**Chief Executive Officer & Chief Financial Officer:** Mr. Gajendra Nahar**Company Secretary:** Ms. Priya Pakhare

**Auditors:** M/s. Suresh Surana & Associates, LLP  
Chartered Accountants

**Registered Office:** Welspun City,  
Village Versamedi,  
Taluka Anjar, Dist. Kutch,  
Gujarat - 370 110  
Tel.: +91 2836 661111  
Fax: +91 2836 279010  
Email: CompanySecretary\_WINL@welspun.com  
Website: www.welspuninvestments.com

**Corporate Office:** Welspun House, 7<sup>th</sup> Floor,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai – 400 013  
Tel.: +91 2266136000 /24908000  
Fax: +91 224908020

**Registrar and** Link Intime India Private Ltd.

**Transfer Agents:** C- 13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai – 400078

**Equity shares listed at:** Bombay Stock Exchange Ltd.  
The National Stock Exchange of India Ltd.

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## NOTICE

**NOTICE** is hereby given that the 7<sup>th</sup> Annual General Meeting of Welspun Investments and Commercials Limited will be held on **Monday, August 31, 2015** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka : Anjar, Dist. Kutch, Gujarat – 370 110 at 5.00 p.m. to transact the following businesses:

### Ordinary Business:

- 1) To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. L. T. Hotwani (DIN 00007125), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- 3) To consider and if thought fit to pass with or without modification(s), 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, M/s. S P C & Co., Chartered Accountants having Firm Registration Number 012388S, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the 12<sup>th</sup> Annual General Meeting subject to ratification by the Members of the Company at every Annual General Meeting, at a remuneration of Rs. 62,500/- plus applicable taxes and such travelling and out-of-pocket expenses as may be authorized by the Board for the period commencing from the conclusion of the 7<sup>th</sup> Annual General Meeting to the conclusion of the 8<sup>th</sup> Annual General Meeting.”

By Order of the Board  
For Welspun Investments and Commercials Limited

Priya Pakhare  
Company Secretary  
FCS - 7805

Place: Mumbai

Date: May 14, 2015

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED

#### Item No. 2 - Re-appointment of Mr. L. T. Hotwani

Mr. Hotwani is a non-executive director and joined the Board of the Company in November, 2011. He is a commerce graduate with more than 42 years of experience in the field of Accounts, Finance, Taxation, Insurance, Supply Chain, etc. He has been associated with the Welspun Group since 1991 and has handled different profiles at various senior lever positions in the group.

#### Details of directorship /membership of the Committees of the Board of other companies are as under:

**Directorship:** He is also a director in Methodical Investment and Trading Company Pvt. Ltd., Welspun Fintrade Private Ltd., Mertz Securities Ltd., Krishiraj Trading Ltd., Friends Connections Pvt. Ltd., Goldenarch Estates Pvt. Ltd., Welspun Mercantile Ltd., Sequence Apartments Pvt. Ltd., Welspun Marine Logistics (Raigad) Ltd., Welspun Finance Ltd., Welspun Pipes Ltd., Welspun Realty Private Ltd., Alspun Infrastructure Ltd., WS Trading and Holding Private Ltd. and Welspun Guinea SA.

#### Membership / Chairmanship of Committees: He is a member / chairman in the following Committees:

Name of the Company	Name of the Committee	Chairman / Member
Welspun Investments and Commercials Limited	Finance Committee	Chairman
Welspun Investments and Commercials Limited	Share Transfer and Investors' Grievance and Stakeholders Relationship Committee	Chairman
Krishiraj Trading Limited	Corporate Social Responsibility	Member



He does not hold any equity share in the Company.

Except Mr. Hotwani, himself 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 in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no. 2 of the accompanying Notice.

### Item No. 3

The present Auditors of the Company, M/s. Suresh Surana & Associates, LLP, Chartered Accountants, have expressed their intention not to seek reappointment as Auditors of the Company on their retirement at the conclusion of this Annual General Meeting. M/s. S P C & Co., Chartered Accountants, have signified their consent in writing to act as Auditors of the Company, if appointed, and to hold office from the conclusion of this Annual General Meeting till the conclusion of the 12<sup>th</sup> Annual General Meeting of the Company, subject to ratification by the Members of the Company at every Annual General Meeting, at remuneration as mentioned in the resolution at item no. 3 for the period commencing from the conclusion of the 7<sup>th</sup> Annual General Meeting to the conclusion of the 8<sup>th</sup> Annual General Meeting.

None of the key managerial personnel or directors of the Company or their relatives is concerned or interested in this resolution.

Shareholders' approval is sought by way of ordinary resolution proposed under Item no. 3 of the accompanying Notice.

### 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. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, June 22, 2015 to Wednesday, June 24, 2015 (both days inclusive).
5. 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 Investments and Commercials Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078. Tel. No. 022-2596 3838, 022-2594 6970, Fax No. 022-2594 6969, email- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
6. 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.
7. Securities and Exchange Board of India (SEBI) vide circular ref. no. CIR/CFD/DIL/7/2011 dated October 5, 2011 and consequent changes in Clause 32 of the Equity Listing Agreement, and the Companies Act 2013 allows that Companies can send full Annual Reports in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address.
8. As part of the Green Initiative circulars issued by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company is being sent to the shareholders on their respective e-mail addresses registered with the Company. However, shareholders requiring a physical copy of the Notice and Annual Report may write to the Company at the Corporate Office at 7<sup>th</sup> Floor, Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013. The Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company, [www.welspuninvestments.com](http://www.welspuninvestments.com).
9. The physical copies of the Annual Reports, Memorandum & Articles of Association, etc. 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 copies thereof shall also be available at the Corporate Office of the Company and during the meeting.
10. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment



- Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on August 28, 2015 (9:00 am) and ends on August 30, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 24, 2015, may cast their vote by remote e-voting. *A member who is not a member 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 a member, that 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.nsd.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 Investments and Commercials 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 [sanjayrisbud@yahoo.com](mailto:sanjayrisbud@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.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 August 24, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. August 24, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. Mr. Sanjay Risbud, Company Secretary (Certificate of Practice No. 5517) Proprietor of M/s. S. S. Risbud & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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.
- XIV. 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 three 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.welspuninvestments.com](http://www.welspuninvestments.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  
For Welspun Investments and Commercials Limited

Priya Pakhare  
Company Secretary  
FCS - 7805

Place: Mumbai  
Date: May 14, 2015



## DIRECTORS' REPORT

To,  
**The Members,**  
**Welspun Investments and Commercials Limited**

Your directors have pleasure in presenting the 7<sup>th</sup> Annual Report of your Company along with the Audited Financial Statements for the financial year ended March 31, 2015.

### 1. Financial Results

(₹)

Particulars	2014-15	2013-14
Income	8,676,975	11,232,152
Expenditure	8,075,405	129,811,043
Profit before taxation	601,570	(118,578,891)
Excess / (short) provision of tax for earlier years	(94,100)	Nil
Profit after taxation	Nil	(118,578,891)
Profit available for appropriation	507,470	(118,578,891)
Balance b/f for Previous Year	(78,339,023)	40,239,868
Balance carried to Balance Sheet	(77,831,553)	(78,339,023)

### 2. Performance

During the year, in view of subdued trading business opportunities, the Company's revenue from operations reduced by 22.75%. Secondly the trading margin was under pressure. These reasons, affected profitability from the Company's operations. However, profit before tax was positive compared to significant amount of loss in previous year which was caused by impairment in value of investment. The management is hopeful that the Company will be able to achieve the trading business with the expected growth in business opportunities.

### 3. Dividend

In view of accumulated losses, your directors do not recommend any dividend for the financial year ended March 31, 2015.

### 4. Internal controls

The Board had laid down internal financial controls to be followed by the Company which are commensurate with the size, scale and complexity of its business and such internal financial controls are adequate and were operating effectively within the meaning of the explanation of Section 134 (5) (e) of the Companies Act, 2013.

### 5. Deposits

The Company has not accepted any deposit within the meaning of the 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.

### 6. Associate Company

There was no change in the associate company as at the beginning and end of the year under report.

### 7. Auditors

#### i) Statutory Auditors

M/s. Suresh Surana & Associates LLP, Chartered Accountants, the Auditors retire at the conclusion of the forthcoming Annual General Meeting and have expressed their unwillingness to be reappointed for a further term.

Hence, the Board of Directors, based on recommendation of the Audit Committee, propose the appointment of M/s. S P C & Co., Chartered Accountants (Firm Registration No. 012388S) as the Statutory Auditors of the Company to hold office upto the conclusion of the 12<sup>th</sup> Annual General Meeting in place of retiring Auditors, M/s. Suresh Surana & Associates LLP, Chartered Accountants, to audit the accounts of the Company for the financial year 2015-16 to 2020-21 subject to ratification by the Members of the Company at every Annual General Meeting.

#### ii) Secretarial Auditors

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

### 8. Auditors' Report

#### i) Statutory Auditors' Report

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

#### ii) Secretarial Audit Report

Secretarial Audit Report given by M/s. S. S. Risbud & Co., Company Secretaries is annexed with the report as **Annexure 1**.



## 9. Share Capital & Listing

### i) Issue of equity shares with differential rights

The Company has not issued shares with differential rights and hence, disclosures as required in Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 are not required.

### ii) Disclosure of Shares held in suspense account under Clause 5A of the Listing Agreement

Outstanding Balance in the suspense account lying at the beginning of the year		Number of shareholders who approached issuer for transfer of shares from suspense account during the year		Transferred/Credited during the year		Balance outstanding	
No. of shareholders	No. of Shares	No. of shareholders	No. of Shares	No. of shareholders	No. of Shares	No. of shareholders	No. of Shares
1,033	4,663	4	12	2	6	1,031	4,657

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

### iii) Listing with the stock exchanges

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

Annual listing fees for the year 2014-15 have been paid to BSE and NSE

## 10. Extract of the annual return

An extract of the annual return in Form MGT-9 of the Companies (Management and Administration) Rules, 2014 is attached to this report as **Annexure 2**.

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

Your Company does not carry any activity which is covered under Section 134(3)(m) of the Companies Act, 2013 and applicable rules and accordingly no data needs to be provided in this regard.

## 12. Directors

### i) Changes in Directors and Key Managerial Personnel

Since the last report, no change took place in the Board of Directors and the following Key Managerial Personnel were appointed:

- Mr. Gajendra Nahar - appointed as Chief Financial Officer w.e.f. August 1, 2014 and as Chief Executive Officer w.e.f. November 6, 2014.
- Ms. Priya Pakhare – appointed as Company Secretary w.e.f. August 1, 2014.

Mr. L. T. Hotwani is retiring by rotation at the forthcoming Annual General Meeting and being eligible, has been recommended for re-appointment.

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

### ii) Declaration by Independent Directors

The independent directors on the Board of the Company met the criteria of independence as provided in 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 respective status as an independent director.

### iii) Formal Annual Evaluation

The evaluation process was led by the Chairman of the Nomination and Remuneration Committee with specific focus on the performance vis-à-vis the plans, meeting challenging situations, performing leadership role within and effective functioning of the Board. The evaluation process invited, through IT enabled platform, graded responses to a structured questionnaire for each aspect of 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 2014-15, the annual performance evaluation was carried out which included evaluation of the Board, independent directors, non-independent directors, Chairman appointed for the Board Meetings, Committees of the Board, quantity, quality and timeliness of information to the Board. The independent directors evaluated non-independent directors, the Board, the Committees, the Chairman appointed for the Board Meetings and the information to the Board. The Nomination and Remuneration Committee and Board evaluated performance of the independent directors, the Board itself, the Chairman appointed for the Board Meetings, the Committees of the Board, the information provided to the Board. All results were satisfactory.





### 13. Number of meetings of the Board of Directors

The Company's Board consists of eminent persons with considerable professional expertise and experience thereby ensuring the best interest of stakeholders and the Company. The Board comprises of 4 Directors out of which 3 are Independent Directors.

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

Name of Director	Category	Board Meetings Attended during the Year 2014-15	Attendance at the Last AGM	No. of Directorships (as last declared to the Company)		No. of Chairmanship(s)/ Membership (s) of Committees including other Public Ltd Cos.@ (as last declared to the Company)	
				Public	Private	Chairmanships	Memberships
Mr. L. T. Hotwani	NE	4/4	No	8	7	1	-
Mr. Arun Todarwal <sup>#</sup>	NE, I	1/1	No	7	2	1	7
Mr. Atul Desai	NE, I	3/4	No	9	1	5	5
Mr. Rajkumar Jain	NE, I	4/4	Yes	5	2	2	2
Ms. Mala Todarwal <sup>#</sup>	NE, I	3/3	No	7	-	2	5

<sup>#</sup> Resigned w.e.f. July 1, 2014

<sup>\*</sup> Appointed w.e.f. August 1, 2014

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

Abbreviations:

I = Independent, NI = Non Independent, NE = Non-Executive Director

4 meetings of the Board of Directors were held during the financial year 2014-15 on the following dates: May 20, 2014, August 1, 2014, November 6, 2014 and January 28, 2015.

In addition to the above, a meeting of the Independent Directors was held on March 31, 2015 in compliance with the Section 149(8) read with Schedule V to the Companies Act, 2013. The said meeting was attended by Mr. Atul Desai and Mr. Rajkumar Jain.

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

### 14. Audit Committee

The Committee comprises 3 non-executive independent directors having accounting and finance back-ground. The composition of the Committee and attendance of the members is given hereunder:

Name of the Member	Member / Chairman	Number of Meetings Attended
Mr. Rajkumar Jain	Chairman	4/4
Mr. Arun Todarwal <sup>#</sup>	Member	1/1
Mr. Atul Desai	Member	3/4
Ms. Mala Todarwal <sup>\$</sup>	Member	3/3
Mr. L. T. Hotwani <sup>*</sup>	Member	1/1

<sup>#</sup> Resigned w.e.f. July 1, 2014

<sup>\$</sup> Appointed w.e.f. August 1, 2014

<sup>\*</sup> Appointed as member for one meeting and relieved from the position of member in the same meeting held on 01.08.2015

The Company Secretary of the Company, Ms. Priya Pakhare acts as the Secretary of the Committee.

4 meetings of the Audit Committee of the Board of Directors were held during the financial year 2014-15 on following dates: May 20, 2014, August 1, 2014, November 6, 2014 and January 28, 2015.

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

#### Terms of reference –

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



## 15. Nomination and Remuneration Committee

The Company had constituted the Nomination and Remuneration Committee consisting of non-executive independent directors. During the year under review, 4 meetings of the Committee were held on May 20, 2014, August 1, 2014, November 6, 2014 and January 28, 2015.

### Terms of reference –

To recommend appointment of, and remuneration to, directors, Key Managerial Personnel and Senior Management Personnel and review thereof from time to time.

### Composition of the Committee –

The Committee comprises of 3 non-executive independent directors as on date of this Report viz. Mr. Atul Desai, Mr. Rajkumar Jain and Ms. Mala Tadarwal.

### Remuneration Policy -

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

#### Appointment of Directors :

- While identifying persons who may be appointed directors, the Committee shall consider business of the Company, strength, weakness, opportunity and threats to company's business, existing composition of the board of directors, diversity, skills, expertise of existing directors and, background, skills, expertise, reputation and qualification possessed by persons being considered, specific requirements under Companies Act, 2013, standard listing agreement and any other laws as to composition of the Board.
- While identifying persons who may be appointed as independent directors, the Committee shall review their qualifications and suitability to ensure that such candidates will be able to function as directors 'Independently' and avoid any conflict of interest, obligations, pressure from other Board members, KMPs, senior management and other persons associated with the Company.

#### Remuneration of directors, Key Managerial Personnel, Senior Management Personnel :

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

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

## 16. Establishment of vigil mechanism for directors and employees

The Company has a Whistle Blower Policy and Vigil Mechanism for its directors and employees and any director or employee may make protected disclosures to the Audit Committee and no personnel have been denied access to the Audit Committee.

## 17. Particulars of contracts or arrangements with related parties

A related party transaction that was entered into during the year under report was on an arm's length basis and was in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. A related party transaction was entered into because of mutual need and to serve mutual interest. Except for this, directors' sitting fees, related party transaction listed in the financial statements, none of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. The requirement of Form AOC-2 is not applicable to the Company.



### 18. Managerial Remuneration

No remuneration or perquisite was paid to, and no service contract was entered into with, but the sitting fees were paid to, the following directors for attending meetings of Board / Committees of the Board:

Sr. No.	Name of the Director	Sitting Fees (₹)
1	Mr. Atul Desai	75,000
2	Mr. Rajkumar Jain	1,30,000
3	Ms. Mala Todarwal	1,10,000
4	Mr. Arun Todarwal	5,000

The above mentioned sitting fees paid to the Non-Executive Directors was within the limits prescribed under the Companies Act, 2013 for payment of sitting fees.

None of the directors had any transaction with the Company.

### 19. Shareholding of the Directors of the Company as on March 31, 2015

As on March 31, 2015, none of the directors held any shares in the Company

### 20. Miscellaneous

During the year under report, there was no change in the general nature of business of the Company.

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

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

### 21. Directors' Responsibility Statement

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had 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 of the Company for that period;
- 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;
- the directors had prepared the annual accounts on a going concern basis;
- being a listed company, the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Acknowledgements

Your Directors wish to acknowledge the co-operation and support extended by the group companies, Central Government, State Governments, bankers, customers, and the shareholders. It will always be the Company's endeavor to build and nurture strong relationship for mutual benefit.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: May 14, 2015

L. T. Hotwani  
Director  
DIN - 00007125

Rajkumar Jain  
Director  
DIN - 00026544

**Annexure 1**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

[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 Investments and Commercials Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Welspun Investments and Commercials 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 ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, 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 period ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 1956 (the old Act) and the rules made thereunder, as may be applicable;
- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, as may be applicable;
- (vi) 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;
- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the year under report:
  - (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (viii) Based on the representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards. Major heads/groups of Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:
  - (a) Acts as prescribed under Direct Tax and Indirect Tax
  - (b) Indian Stamp Act, 1999
  - (c) Negotiable Instrument Act, 1881



(ix) We have also examined compliance with the applicable clauses of the Equity Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

The Institute of Company Secretaries of India has not prescribed any Secretarial Standards for the year 2014-15.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority 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 14, 2015



## Annexure 2

**Form No. MGT – 9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on March 31, 2015**

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

**I. REGISTRATION AND OTHER DETAILS**

- i. CIN :- L52100GJ2008PLC055195
- ii. Registration Date : October 7, 2008
- iii. Name of the Company : Welspun Investments and Commercials Limited
- iv. Category / Sub Category of the Company: Public Company / Company having share capital and limited by shares
- v. Address of the Registered office and contact details:  
Welspun City, Village Versamedi,  
Taluka Anjar. Dist. Kutch, Gujarat-370110.  
Contact: The Company Secretary,  
Telephone No.: 02836-661111;  
Email: CompanySecretary\_WINL@welspun.com.
- vi. Whether listed company: Yes.
- vii. Name, address and contact details of Registrar and Transfer Agent:  
M/s. Link Intime India Private Limited  
Unit : Welspun Investments and Commercials Limited  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai – 400 078.  
Email - rnt.helpdesk@linkintime.co.in  
Tel. No.: +91-022-25946970  
Fax No.: +91-22-25946969

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated-

Sr. No.	Name and description of main products / services	NIC code of the product / service	% to total turnover of the Company
1.	Investment and dealing in shares and securities	N.A.	35.85
2.	Trading of textile products and related accessories	N.A.	64.02

**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	MEP Cotton Limited	U01403MH2000PLC123779	Associate	22.63%	Sec 2(6)



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

##### i. Category-wise shareholding:

Sr. No.	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Number of shares held in dematerialized form	Number of shares held in Physical form	Total number of shares	% of total shares	Number of shares held in dematerialized form	Number of shares held in Physical form	Total number of shares	% of total shares	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/ Hindu Undivided Family	44,966	-	44,966	1.23	44,966	-	44,966	1.23	0.00
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	2,563,608	-	2,563,608	70.15	2,580,608	-	2,580,608	70.61	0.46
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(e)	Any Others(Specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total(A)(1)</b>	<b>2,608,574</b>	<b>-</b>	<b>2,608,574</b>	<b>71.38</b>	<b>2,625,574</b>	<b>-</b>	<b>2,625,574</b>	<b>71.85</b>	<b>0.46</b>
<b>2</b>	<b>Foreign</b>									
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
b	Bodies Corporate	-	-	-	-	-	-	-	-	-
c	Other individual	-	-	-	-	-	-	-	-	-
d	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e	Any Others(Specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total(A)(2)</b>	<b>2,608,574</b>	<b>-</b>	<b>2,608,574</b>	<b>71.38</b>	<b>2,625,574</b>	<b>-</b>	<b>2,625,574</b>	<b>71.85</b>	<b>0.46</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>2,608,574</b>	<b>-</b>	<b>2,608,574</b>	<b>71.38</b>	<b>2,625,574</b>	<b>-</b>	<b>2,625,574</b>	<b>71.85</b>	<b>0.46</b>
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds/ UTI	4	217	221	0.01	4	217	221	0.01	0.00
(b)	Financial Institutions / Banks	78,177	10	78,187	2.14	78,177	10	78,187	2.14	0.00
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	7,206	-	7,206	0.20	-	-	-	-	(0.20)
(f)	Foreign Institutional Investors	104,889	-	104,889	2.87	104,889	-	104,889	2.87	0.00
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>190,276</b>	<b>227</b>	<b>190,503</b>	<b>5.21</b>	<b>183,070</b>	<b>227</b>	<b>183,297</b>	<b>5.02</b>	<b>(0.19)</b>
<b>B 2</b>	<b>Non-institutions</b>									
(a)	Bodies Corporate	153,749	336	154,085	4.22	97,416	336	97,752	2.67	(1.55)
(b)	Individuals									
I	Individual shareholders holding nominal share capital up to ₹ 1 lakh	496,295	26,432	522,727	14.30	373,061	25,883	398,944	10.92	(3.38)
II	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	128,095	-	128,095	3.51	341,823	-	341,823	9.35	5.84



Sr. No.	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Number of shares held in dematerialized form	Number of shares held in Physical form	Total number of shares	% of total shares	Number of shares held in dematerialized form	Number of shares held in Physical form	Total number of shares	% of total shares	
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)									
(d-i)	Unclaimed Shares	4,663	-	4,663	0.13	4,657	-	4,657	0.13	(0.00)
(d-ii)	Clearing member	22,422	-	22,422	0.61	1,299	-	1,299	0.04	(0.57)
(d-iii)	Non Resident Indian (Repat)	18,177	936	19,113	0.52	13,048	936	13,984	0.38	(0.14)
(d-iv)	Non Resident Indian (Non-Repat)	3,294	-	3,294	0.09	3,146	-	3,146	0.09	0.00
(d-v)	Hindu Undivided Family	1,000	-	1,000	0.03	1,000	-	1,000	0.03	0.00
<b>(B)</b>	<b>Sub-Total (B)(2)</b>	<b>827,695</b>	<b>27,704</b>	<b>855,399</b>	<b>23.38</b>	<b>835,450</b>	<b>27,155</b>	<b>862,605</b>	<b>23.60</b>	<b>0.22</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1,017,971</b>	<b>27,931</b>	<b>1,045,902</b>	<b>28.59</b>	<b>1,018,520</b>	<b>27,382</b>	<b>1,045,902</b>	<b>28.62</b>	<b>0.03</b>
	<b>TOTAL (A)+(B)</b>	<b>3,626,545</b>	<b>27,931</b>	<b>3,654,476</b>	<b>100</b>	<b>3,627,094</b>	<b>27,382</b>	<b>3,654,476</b>	<b>100</b>	<b>-</b>
<b>(C)</b>	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
<b>(1)</b>	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
<b>(2)</b>	Public	-	-	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>3,626,545</b>	<b>27,931</b>	<b>3,654,476</b>	<b>100</b>	<b>3,627,094</b>	<b>27,382</b>	<b>3,654,476</b>	<b>100</b>	<b>-</b>

#### 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	Dipali Goenka	32,728	0.90	Nil	32,728	0.90	Nil	0.00
2	Radhika Goenka	9,130	0.25	Nil	9,130	0.25	Nil	0.00
3	B.K.Goenka	2,229	0.06	Nil	2,229	0.06	Nil	0.00
4	B. K. Goenka (HUF)	878	0.02	Nil	878	0.02	Nil	0.00
5	Rajesh R. Mandawewala	1	0.00	Nil	1	0.00	Nil	0.00
6	Welspun Mercantile Limited	453,054	12.40	Nil	470,054	12.86	Nil	0.46
7	Welspun Wintex Limited	358,978	9.82	Nil	358,978	9.82	Nil	0.00
8	Krishiraj Trading Limited	1,726,496	47.24	Nil	1,726,496	47.24	Nil	0.00
9	Welspun Finance Limited	24,654	0.67	Nil	24,654	0.67	Nil	0.00
10	Methodical Investment and Trading Company Private Limited	349	0.01	Nil	349	0.01	Nil	0.00
11	Welspun Syntex Limited	67	0.00	Nil	67	0.00	Nil	0.00
12	Welspun Zucchi Textiles Limited	5	0.00	Nil	5	0.00	Nil	0.00
13	Welspun Steel Limited	5	0.00	Nil	5	0.00	Nil	0.00
	<b>Total</b>	<b>2,608,574</b>	<b>71.38</b>	<b>Nil</b>	<b>2,625,574</b>	<b>71.85</b>	<b>Nil</b>	<b>0.46</b>





## iii. Change in Promoters' shareholding :

	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	2,608,574	71.38		
Date-wise increase / decrease in promoters' shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	26.11.2014 acquired 17,000 equity shares from open market	0.47	2,625,574	71.85
At the end of the year			2,625,574	71.85

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

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year as on 31.03.2014		Cumulative Shareholding during the year	Shareholding at the end of the year as on 31.03.2015	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	APMS Investment Fund Ltd. (Formerly known as Mavi Investment Fund Limited)	104,889	2.87	104,889	104,889	2.87
2	Life Insurance Corporation of India	76,167	2.08	76,167	76,167	2.08
3	Vinay Kumar	50,005	1.37	50,005		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	(5)		50,000	50,000	1.37
4	Aspire Impex Private Limited	40,000	1.10	40,000	40,000	1.10
5	Shirish Poonglia	35,500	0.97	35,500		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	(2,500)		33,000	33,000	0.90
6	Mukesh Raghunathmal Chandan	26,107	0.71	26,107		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	26,068		52,175	52,175	1.43
7	Anugrah Stock & Broking Pvt Ltd	20,004	0.55	20,004		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	(20,000)		4	4	0.00
8	Subhash Chander Nayar	16,622	0.45	16,622		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	17,929		34,551	34,551	0.95
9	Vijay Kumar	10,000	0.27	10,000		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	18,914		28,914	28,914	0.79
10	Annapurna Sridhar	10,000	0.27	10,000	10,000	0.27
11	Shashi Kant Goenka	0	0.00	0		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	75,000		75,000	75,000	2.05
12	Rama Jaisukhlal Vora	0	0.00	0		
	Transaction (purchase / sale) during April 1, 2014 to March 31, 2015	26,000		26,000	26,000	0.71

## v. Shareholding of Directors and Key Managerial Personnel :

Name of the Director / KMP	Shareholding at the beginning of the year		Date-wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.).	Cumulative shareholding during the year.		At the end of the year (or on the date of separation, if separated during the year)	
	No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
<b>Directors : Nil</b>							
<b>Key Managerial Personnel :</b>							
Gajendra Nahar - CEO & CFO <sup>#</sup>	150	0.00	0	150	0.00	150	0.00

<sup>#</sup>Appointed w.e.f. August 1, 2014 as CFO and w.e.f. November 6, 2014 as CEO

## V. INDEBTEDNESS

The Company is not indebted and hence, the information sought in this form is not applicable.



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, whole-time directors and/or Manager –

The Company does not have any executive director on its Board, therefore the information sought in this form is not applicable.

### B. Remuneration to other directors -

Sr. No.	Particulars of Remuneration	Name of Directors				Total amount
		RKJ	AD	MT	AT	
1	<b>Independent Directors</b>	1,30,000	75,000	1,10,000	5,000	3,20,000
	Fee for attending Board & Committee Meetings					
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>1,30,000</b>	<b>75,000</b>	<b>1,10,000</b>	<b>5,000</b>	<b>3,20,000</b>
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	<b>Total (B) = (1 + 2)</b>	<b>1,30,000</b>	<b>75,000</b>	<b>1,10,000</b>	<b>5,000</b>	<b>3,20,000</b>
	<b>Total Managerial Remuneration</b>					<b>Nil</b>
	<b>Overall Ceiling as per the Act.</b>	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 ₹ one lakh rupees per meeting of the Board or committee thereof.)				

AD - Atul Desai RKJ - Rajkumar Jain AT- Arun Tadarwal MT – Mala Tadarwal

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD - ₹

Sr. No.	Particulars of Remuneration	Key Managerial Personnel#		Total
		CEO and CFO	Company Secretary	
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	16,000	8,000	24,000
	b) Value of perquisites u/s. 17(2) Income Tax Act, 1961	-	-	-
	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	-	-	-
	<b>Total</b>	<b>16,000</b>	<b>8,000</b>	<b>24,000</b>

# The Key Managerial Personnel were appointed w.e.f. August 1, 2014.

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty / punishment / compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment			None		
Compounding			None		
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment			None		
Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment			None		
Compounding			None		



## INDEPENDENT AUDITORS' REPORT

### To the Members of Welspun Investments and Commercials Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of Welspun Investments and Commercials Limited ("the Company"), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

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 financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made there under including the accounting and auditing standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.



- b) In our opinion, proper books of account as required by law have been kept by the Company so far, it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters 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 does not have any pending litigations as at 31 March 2015 which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts as at 31 March 2015 for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2015.

**For Suresh Surana & Associates LLP**

Chartered Accountants

ICAI Registration No.: 121750W / W-100010

**(Nirmal Jain)**

Partner

Membership No. 034709

Place: Mumbai

Dated: 14<sup>th</sup> May, 2015



## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. The Company does not have any fixed assets. Accordingly, the provisions of clause 3(i)(a) and 3(i)(b) of the Order are not applicable to the Company.
2. The Company is maintaining proper records of inventory. According to information and explanations given to us, the Company has only purchases and sales directly from suppliers to buyers and as such no physical inventory is with the Company during the year. Accordingly, the provisions of clause 3(ii)(a), 3(ii)(b) and 3(ii)(c) of the Order relating to physical verification of inventory are not applicable to the Company during the year.
3. According to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms and other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii)(a) and 3(iii)(b) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed thereunder during the year.
6. We have broadly reviewed the cost records maintained by the Company as prescribed under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. (a) According to the information and explanation given to us, the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, customs duty, wealth tax, excise duty, value added tax and cess, which have not been deposited on account of any dispute.  
(c) According to the information and explanations given to us, there are no amount required to be transferred by the Company to investor education and protection fund in accordance with the provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
9. According to the information and explanations given to us, the Company does not have any borrowings from banks or financial institutions and by way of debentures.
10. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee during the year for the loans taken by others from banks or financial institutions.
11. The Company has not availed any term loan during the year and no term loan is outstanding as such no comments required as to the purpose for which term loans were obtained and applied.
12. 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 explanation given to us, we have neither come across any instances of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such cases by the management.

**For Suresh Surana & Associates LLP**

Chartered Accountants

ICAI Registration No.: 121750W / W-100010

**(Nirmal Jain)**

Partner

Membership No. 034709

Place: Mumbai

Dated: 14<sup>th</sup> May, 2015



## BALANCE SHEET AS AT 31 MARCH 2015

Particulars	Note No.	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
Share capital	3	36,544,760	36,544,760
Reserves and surplus	4	118,969,545	118,462,075
		<u>155,514,305</u>	<u>155,006,835</u>
<b>2 Current liabilities</b>			
Other current liabilities	5	563,390	575,608
		<u>563,390</u>	<u>575,608</u>
	<b>TOTAL</b>	<u>156,077,695</u>	<u>155,582,443</u>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
Non-current investments	6	144,945,905	144,945,905
Long term loans and advances	7	1,286,098	1,374,650
		<u>146,232,003</u>	<u>146,320,555</u>
<b>2 Current assets</b>			
Cash and cash equivalents	8	9,816,374	9,226,244
Short-term loans and advances	9	27,395	30,548
Other current assets	10	1,923	5,096
		<u>9,845,692</u>	<u>9,261,888</u>
	<b>TOTAL</b>	<u>156,077,695</u>	<u>155,582,443</u>

Significant accounting policies

2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For **Suresh Surana & Associates LLP**

Chartered Accountants

**(Nirmal Jain)**

Partner

Membership No.: 34709

For and on behalf of the Board of Directors

L. T. Hotwani

Director

DIN-007125

Rajkumar Jain

Director

DIN-00026544

Gajendra Nahar

Chief Financial Officer

Priya Pakhre

Company Secretary

Mumbai; Dated: 14<sup>th</sup> May, 2015Mumbai; Dated: 14<sup>th</sup> May, 2015



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MAR 2015

Particulars	Note	Current Year 2014-2015 ₹	Previous Year 2013-2014 ₹
I. Revenue from operations	11	8,676,975	11,231,608
II. Other income - Interest on income tax refund		-	544
<b>III. Total revenue (I + II)</b>		<b>8,676,975</b>	<b>11,232,152</b>
<b>IV. Expenses:</b>			
Purchases of stock-in-trade		5,509,804	7,807,396
Employee benefits expense	12	24,000	614,785
Interest expenses		-	5,218
Other expenses	13	2,541,601	121,383,644
<b>Total expenses</b>		<b>8,075,405</b>	<b>129,811,043</b>
<b>V. Profit before tax (III - IV)</b>		<b>601,570</b>	<b>(118,578,891)</b>
<b>VI. Tax expenses:</b>			
Current tax (MAT)		-	-
MAT credit entitlement		-	-
Excess/(short) provision of tax for earlier years		(94,100)	-
		(94,100)	-
<b>VII. Profit for the year (V - VI)</b>		<b>507,470</b>	<b>(118,578,891)</b>
<b>VIII. Earnings per equity share:</b>			
Basic and diluted	14	0.14	(32.45)
Nominal value of equity share		10.00	10.00

**Significant accounting policies**

2

**The accompanying notes form an integral part of the financial statements**

As per our report of even date attached

For **Suresh Surana & Associates LLP**

Chartered Accountants

**(Nirmal Jain)**

Partner

Membership No.: 34709

For and on behalf of the board of directors

L. T. Hotwani

Director

DIN-007125

Rajkumar Jain

Director

DIN-00026544

Gajendra Nahar

Chief Financial Officer

Priya Pakhre

Company Secretary

Mumbai; Dated: 14<sup>th</sup> May, 2015Mumbai; Dated: 14<sup>th</sup> May, 2015



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

Particulars	Current Year 2014-2015 ₹	Previous Year 2013-2014 ₹
<b>A CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extraordinary items	601,570	(118,578,891)
<b>Adjustments for:</b>		
Interest income on investments	(11,575)	(38,383)
Interest expense	-	5,218
Dividend income	(3,110,623)	(3,301,171)
Provision for impairment in value of investment	-	119,550,020
<b>Operating profit/(loss) before working capital changes</b>	<b>(2,520,628)</b>	<b>(2,363,207)</b>
Decrease/(increase) in trade and other receivables	(1,236)	-
Increase/(decrease) in trade and other payables	(11,425)	17,749
<b>Cash generated from / (used in) operations</b>	<b>(2,533,289)</b>	<b>(2,345,458)</b>
Interest paid	-	(5,218)
Income taxes paid	(1,159)	3,117
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(A) (2,534,448)</b>	<b>(2,347,559)</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of non current investments	-	(62,789,727)
Interest received	14,748	53,260
Dividend received	3,110,623	3,301,171
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(B) 3,125,371</b>	<b>(59,435,296)</b>
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
<b>NET CASH FROM/(USED IN) FINANCING ACTIVITIES</b>	<b>(C) -</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>590,923</b>	<b>(61,782,855)</b>
Cash and cash equivalents at beginning of year	8,810,599	70,593,454
<b>Cash and cash equivalents at end of year</b>	<b>9,401,522</b>	<b>8,810,599</b>
Cash and cash equivalents at end of year as per balance sheet	9,816,374	9,226,244
Less: Earmarked bank balance	414,852	415,645
<b>Cash and cash equivalents at end of year for cash flow statement</b>	<b>9,401,522</b>	<b>8,810,599</b>

Significant accounting policies

2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For **Suresh Surana & Associates LLP**  
Chartered Accountants**(Nirmal Jain)**  
Partner  
Membership No.: 34709

For and on behalf of the Board of Directors

L. T. Hotwani  
Director  
DIN-007125  
Rajkumar Jain  
Director  
DIN-00026544Gajendra Nahar  
Chief Financial Officer  
Priya Pakhre  
Company SecretaryMumbai; Dated: 14<sup>th</sup> May, 2015Mumbai; Dated: 14<sup>th</sup> May, 2015





## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

### 1. GENERAL INFORMATION:

Welspun Investments and Commercials Limited ("the Company") was incorporated on 07 October 2008 under the Companies Act, 1956 (the 'Act') and has its registered office at Welspun City, Village: Versamedi, Taluka: Anjar, Dist. – Kutch, Gujarat 370110. The Company is engaged in business of Investment and dealing in shares and securities and trading of textile products and commodities.

### 2. SIGNIFICANT ACCOUNTING POLICIES:

#### (a) Accounting convention:

The financial statements are prepared on the basis of historical cost convention, and on the accounting principle of a going concern.

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

The financial statements have been prepared in compliance with all material aspects of the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

#### (b) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for the year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates are recognized in the period in which such revision are made.

#### (c) Investments:

i. Long term investments are valued at cost less provision, if any for diminution in value, which is other than temporary.

ii. Current investments are carried at the lower of the cost and fair value.

#### (d) Revenue recognition:

i. Revenue in respect of sale of goods is recognized when significant risks and rewards in respect of ownership of the products are transferred to the customer.

ii. Dividend income is accounted for when the right to receive dividend is established.

iii. Interest income is accounted for on time basis and when the realisation of amount is certain.

#### (e) Accounting for taxes on income:

i. Provision for income tax is made on the basis of the estimated taxable income for the accounting year in accordance with the Income-tax Act, 1961.

ii. The deferred tax for timing differences between the book and tax profits for the year are accounted based on tax rates in force and tax laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences, are recognized to the extent there is reasonable or virtual certainty as may be applicable that these would be realized in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

#### (f) Provisions and contingent liabilities:

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### (g) Transaction in foreign currencies:

Foreign currency transactions are recorded at the exchange rates prevailing on the date of such transactions. Monetary assets and liabilities as at the balance sheet date are translated at the rates of exchange prevailing at the date of the balance sheet. Gains and losses arising on account of differences in foreign exchange rates on settlement/translation of monetary assets and liabilities are recognized in the statement of profit and loss. Non-monetary foreign currency items are carried at cost.

#### (h) Impairment of assets:

The Company assesses, at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

#### (i) Earnings per share:

The basic earnings per share (EPS) is computed by dividing the net profit/(loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year available for equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Particulars	As at	As at
	31/03/2015	31/03/2014
	₹	₹
<b>3 SHARE CAPITAL:</b>		
<b>Authorised</b>		
13,000,000 (as at 31 March 2014: 13,000,000) equity shares of ₹ 10 each	<u>130,000,000</u>	<u>130,000,000</u>
<b>Issued, subscribed and paid up shares:</b>		
3,654,476 (as at 31 March 2014: 3,654,476) equity shares of ₹ 10 each, fully paid up	<u>36,544,760</u>	<u>36,544,760</u>
<b>Total</b>	<u>36,544,760</u>	<u>36,544,760</u>

**a. Terms / rights attached to equity shares**

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended 31 March, 2015, the Company has not declared / proposed any dividend (31 March 2014: Nil).

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by shareholders.

**b. Details of shareholders holding more than 5% shares in the Company**

Name of Shareholder	As at 31/03/2015		As at 31/03/2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Krishiraj Trading Limited	1,726,496	47.24%	1,726,496	47.24%
Welspun Mercantile Limited	453,054	12.40%	453,054	12.40%
Welspun Wintex Limited	358,978	9.82%	358,978	9.82%

c. During the year, there has been no movement in number of issued, subscribed and paid up equity shares.

d. The Company has neither issued any shares for consideration other than cash or as bonus shares nor any shares issued had been brought back by the Company during the last five years.

Particulars	As at	As at
	31/03/2015	31/03/2014
	₹	₹
<b>4 RESERVES AND SURPLUS:</b>		
<b>Reserve on demerger</b>	<u>196,801,098</u>	<u>196,801,098</u>
<b>Surplus in the statement of profit and loss</b>		
Opening balance	(78,339,023)	40,239,868
Add: Net profit for the year	<u>507,470</u>	<u>(118,578,891)</u>
Closing balance	<u>(77,831,553)</u>	<u>(78,339,023)</u>
<b>Total</b>	<u>118,969,545</u>	<u>118,462,075</u>



## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Particulars	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>5 OTHER CURRENT LIABILITIES:</b>		
Amount payable to shareholders	414,852	415,645
Statutory dues payable	12,407	13,679
Other payables	136,131	146,284
<b>Total</b>	<b>563,390</b>	<b>575,608</b>
<b>6 NON CURRENT INVESTMENTS:</b>		
<b>Trade Investments (At cost)</b>		
<b>Investments in equity instruments (Quoted)</b>		
5,233,000 (as at 31 March 2014: 5,233,000) equity shares of Rs 5 each fully paid up in Welspun Corp Limited	39,369,636	39,369,636
261,650 (as at 31 March 2014: Nil) equity shares of ₹ 10 each fully paid up in Welspun Enterprises Limited (Transferred from unquoted investments on listing on stock exchange.)	55,451,259	-
<b>Investments in equity instruments (Unquoted)</b>		
<b>Investment in associate</b>		
3,988,334 (as at 31 March 2014: 3,988,334) equity shares of ₹ 10 each fully paid up in MEP Cotton Limited	119,550,020	119,550,020
<b>Investment in other entities</b>		
5,000,000 (as at 31 March 2014: 5,000,000) equity shares of ₹ 10 each fully paid up in Welspun Steel Limited	50,125,010	50,125,010
Nil (as at 31 March 2014: 261,650) equity shares of ₹ 10 each fully paid up in Welspun Enterprises Limited (Transferred to quoted investments in current year)	-	55,451,259
	<b>264,495,925</b>	264,495,925
Less: Provision for impairment in value of investments	119,550,020	119,550,020
<b>Total</b>	<b>144,945,905</b>	<b>144,945,905</b>
Aggregate amount of quoted investments	94,820,895	39,369,636
Aggregate market value of quoted investments	373,688,530	358,722,150
Aggregate amount of unquoted investments	50,125,010	105,576,269
<b>7 LONG-TERM LOANS AND ADVANCES:</b>		
(Unsecured, considered good)		
Advance income tax (net)	1,042,472	1,131,024
MAT credit entitlement	243,626	243,626
<b>Total</b>	<b>1,286,098</b>	<b>1,374,650</b>
<b>8 CASH AND CASH EQUIVALENTS:</b>		
Balances with banks:		
In current accounts	401,522	810,599
Earmarked balances	414,852	415,645
Bank deposits	9,000,000	8,000,000
<b>Total</b>	<b>9,816,374</b>	<b>9,226,244</b>



## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

Particulars	As at 31/03/2015 ₹	As at 31/03/2014 ₹
<b>9 SHORT-TERM LOANS AND ADVANCES:</b>		
(Unsecured, considered good)		
Sales tax deposit	25,000	25,000
Service tax	1,236	-
Advance income tax (net)	1,159	5,548
<b>Total</b>	<b>27,395</b>	<b>30,548</b>
<b>10 OTHER CURRENT ASSETS:</b>		
Interest accrued on fixed deposits	1,923	5,096
<b>Total</b>	<b>1,923</b>	<b>5,096</b>
Particulars	Current Year 2014-2015 ₹	Previous Year 2013-2014 ₹
<b>11 REVENUE FROM OPERATIONS:</b>		
Sale of products	5,554,777	7,892,054
Interest income:		
- Interest on deposit with bank	11,575	38,383
Dividend income	3,110,623	3,301,171
<b>Total</b>	<b>8,676,975</b>	<b>11,231,608</b>
<b>12 EMPLOYEE BENEFITS EXPENSE:</b>		
Salaries	24,000	614,606
Staff welfare expenses	-	179
<b>Total</b>	<b>24,000</b>	<b>614,785</b>
<b>13 OTHER EXPENSES:</b>		
Rent	350,556	350,558
Insurance	4,494	4,494
Rates and taxes	239,113	49,484
Securities Transaction Tax	-	62,700
Service tax	59,143	78,554
Professional fees	443,840	656,680
Provision for impairment in value of investments	-	119,550,020
Printing and stationery	119,069	89,397
Postage and telegram	506,452	82,271
Advertisement expenses	329,185	168,873
Auditor's remuneration:		
As auditor	104,355	103,933
For other services	26,967	22,472
Director sitting fees	320,000	115,000
Miscellaneous expenses	38,427	49,208
<b>Total</b>	<b>2,541,601</b>	<b>121,383,644</b>



## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

## 14 DETAILS OF STOCK-IN-TRADE:

Particulars	Opening stock	Purchases	Sales	Closing stock
	₹	₹	₹	₹
<b>Current year 2014-2015</b>				
Fabrics	-	5,509,804	5,554,777	-
<b>Total</b>	-	5,509,804	5,554,777	-
<b>Previous year 2013-2014</b>				
Fabrics	-	7,807,396	7,892,054	-
<b>Total</b>	-	7,807,396	7,892,054	-

## 15 SEGMENT REPORTING:

The Company has two business segments viz. Investment and dealing in shares and securities (Finance) and Trading of textile products and related accessories (Trading), which is being considered as the primary segment in accordance with Accounting Standard (AS)-17 "Segment Reporting".

The disclosure in respect of 'business segment by location of customers' being primary segment is as follows:

Particulars	Year	Finance	Trading	Unallocable	Total
	₹	₹	₹	₹	₹
Segment revenue	<b>2014-15</b>	<b>3,122,198</b>	<b>5,554,777</b>	-	<b>8,676,975</b>
	2013-14	3,339,554	7,892,054	-	11,231,608
Segment results	<b>2014-15</b>	<b>3,087,087</b>	<b>44,973</b>	<b>(2,530,490)</b>	<b>601,570</b>
	2013-14	(116,254,594)	84,658	(2,408,955)	(118,578,891)
Segment assets	<b>2014-15</b>	<b>153,947,828</b>	<b>25,000</b>	<b>817,610</b>	<b>154,790,438</b>
	2013-14	152,951,001	25,000	1,226,244	154,202,245
Segment liabilities	<b>2014-15</b>	-	-	<b>563,390</b>	<b>563,390</b>
	2013-14	-	-	575,608	575,608

During the year, all activities of the Company were carried out in India and as such there are no reportable geographical segments.

## 16 Related party Disclosures:

## i) Related party relationships:

Enterprises over which key management personnel or relatives of key management personnel exercise significant influence or control and with whom transactions have taken place during the year	Welspun Realty Private Limited
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## Notes:

- a) The related party relationships have been determined by the management on the basis of the requirements of the Accounting Standard (AS) - 18 'Related Party Disclosures' and the same have been relied upon by the auditors.
- b) The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the year, except where control exist, in which case the relationships have been mentioned irrespective of transactions with the related party.

## ii) Transactions with related parties:

Details of related party transactions are as follows:

Particulars	Current year 2014-2015 ₹	Previous year 2013-2014 ₹
<b>Payment of Rent</b>		
Welspun Realty Private Limited	350,556	350,558



## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

## 17 EARNINGS PER SHARE:

Particulars	Current year 2014-2015 ₹	Previous year 2013-2014 ₹
Net profit after tax attributable to equity shareholders (₹)	507,470	(118,578,891)
Weighted average number of equity shares outstanding during the year (No.)	3,654,476	3,654,476
Nominal value of share (₹)	10.00	10.00
Basic and diluted earnings per share (₹)	0.14	(32.45)

## 18 DEFERRED TAX:

The major components of deferred tax assets and liabilities arising on account of timing difference as at year end are as below:

Particulars	Current year 2014-2015 ₹	Previous year 2013-2014 ₹
<b>Deferred tax assets:</b>		
Carried forward business loss	1,581,783	817,335
	1,581,783	817,335

As the Company has carry forward losses and there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised, deferred tax assets as at 31 March 2015 and as at 31 March 2014 have not been recognised.

## 19 COMMITMENTS AND CONTINGENT LIABILITIES NOT PROVIDED FOR

Guarantee given by the Company to Punjab National Bank for repayment of liabilities of MEP Cotton Limited of ₹ 107,023,661 (Previous year: ₹107,023,661).

20 Based on information received by the Company from its suppliers, amounts due to Micro and Small Enterprises as at 31 March 2015 is ₹ Nil (as at 31 March 2014 ₹ Nil).

21 In the opinion of management, current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet. The provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably stated.

22 Previous year's figures have been re-grouped / re-classified, wherever necessary to conform to the current year's presentation.

## Signature to notes '1 to 22'

As per our report of even date attached

For **Suresh Surana & Associates LLP**  
Chartered Accountants

(**Nirmal Jain**)  
Partner  
Membership No.: 34709

For and on behalf of the Board of Directors

L. T. Hotwani  
Director  
DIN-007125

Rajkumar Jain  
Director  
DIN-00026544

Gajendra Nahar  
Chief Financial Officer

Priya Pakhre  
Company Secretary

Mumbai; Dated: 14<sup>th</sup> May, 2015

Mumbai; Dated: 14<sup>th</sup> May, 2015



Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. L. T. Hotwani as a director of the Company, liable to retire by rotation.		
3	Appointment of M/s. S P C & Co. as Statutory Auditors in place of M/s. Suresh Surana & Associates, LLP, Chartered Accountants and fixing their remuneration.		

Signed this ..... day of .....2015.

Affix Re. 1 Revenue stamp
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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.



**WELSPUN**



Dare to Commit

**WELSPUN INVESTMENTS AND COMMERCIALS LIMITED**

**CIN** : L52100GJ2008PLC055195

**Registered Office** : Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat– 370110, India.

Board No.: +91 2836 661111, Fax No. + 91 2836 279010,

Email : CompanySecretary\_WINL@welspun.com Website: www.welspuninvestments.com

**Corporate Office** : Welspun House, 7<sup>th</sup> Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Board : +91 -22-66136000 Fax: +91-22-2490 8020

**E-mail Registration-Cum-Consent Form**

To,  
The Company Secretary,  
Welspun Investments and Commercials Limited,  
Welspun House, 7<sup>th</sup> Floor,  
Kamala City, Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai – 400 013.

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 (1 <sup>st</sup> )		:			
Name of the joint holder(s)		:			
		:			
Registered Address		:			
		Pin:			
Mobile Nos. (to be registered)		:			
E-mail Id (to be registered)		:			

\_\_\_\_\_  
**Signature of the Shareholder(s)\***

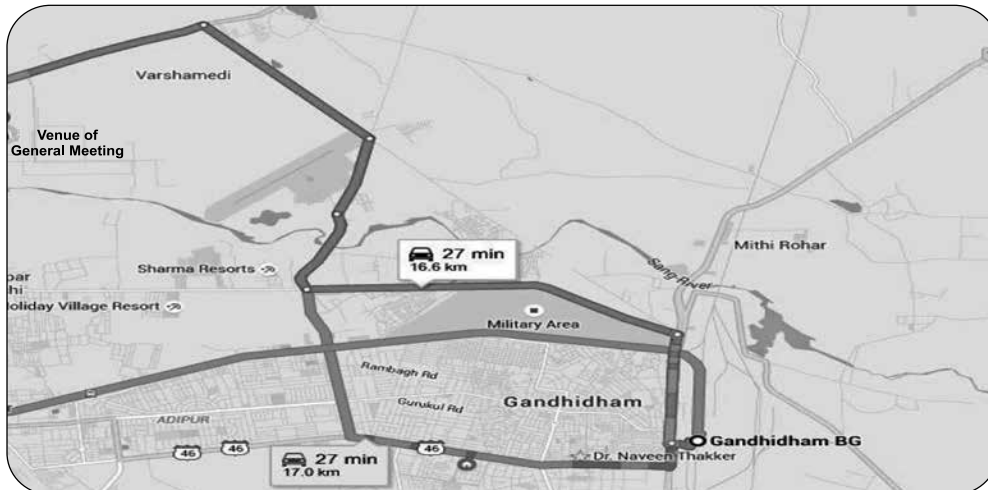
\* Signature of all the shareholders is required in case of joint holding.

# ROUTE MAP

## ANJAR STATION TO WELSPUN



## GANDHIDHAM STATION TO WELSPUN




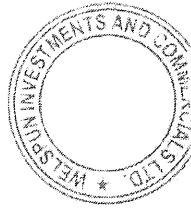








FORM A

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

1.	Name of the Company:	Welspun Investments and Commercials Limited
2.	Annual financial statements for the year ended	March 31, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by- <ul style="list-style-type: none"> <li>• <del>CEO/Managing Director</del> and CFO For Welspun Investments and Commercials Limited     Gajendra Nahar  CEO and CFO  Date: July 31, 2015  </li> <li>• Audit Committee Chairman For Welspun Investments and Commercials Limited     Rajkumar Jain  Audit Committee Chairman  DIN - 00026544  Date: July 31, 2015  </li> <li>• Auditor of the Company For Suresh Surana &amp; Associates, LLP ICAI Regn. No. 121750W / W-100010 (Statutory Auditors of Welspun Investments and Commercials Limited)     Nirmal Jain  Partner  Membership Number : 034709  Date : July 31, 2015  </li> </ul>	