

WELSPUN INDIA LIMITED

(Corporate Identity Number - L17110GJ1906PLC03271)

Regd. Office : Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat -370110

Corporate Office : Welspun House, 6th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013.

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH 2017

(Rs. in Lacs)

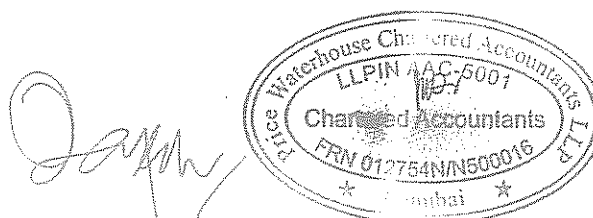
Sr. No.	Particulars (Refer Notes below)	Quarter Ended			Year Ended	
		31.03.2017 (Unaudited)	31.12.2016 (Unaudited)	31.03.2016 (Unaudited)	31.03.2017 (Audited)	31.03.2016 (Audited)
1	Income					
	Revenue from operations	132,809	121,171	124,146	526,081	467,164
	Other operating income	15,292	10,977	6,581	46,077	25,259
	Other income	954	2,025	4,560	7,193	11,837
	Total Income	149,055	134,173	135,287	579,351	504,260
2	Expenses					
	Cost of materials consumed	66,806	67,966	55,990	275,194	217,435
	Purchase of Stock-in-trade	879	983	716	5,541	2,473
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-trade	4,274	(6,544)	3,680	(11,201)	178
	Excise duty	285	941	298	8,225	3,922
	Employee benefits expense	12,064	12,014	9,458	46,436	39,041
	Depreciation and amortisation expense	12,658	12,067	9,206	46,632	32,575
	Other expenses	27,485	27,277	28,161	111,020	102,631
	Finance costs	2,365	3,050	4,493	8,719	15,392
	Total Expenses	126,816	117,754	112,002	490,566	413,647
3	Profit before exceptional items and tax	22,239	16,419	23,285	88,785	90,613
4	Exceptional Items Gain/(Loss) (Refer Note 3)	-	-	-	(46,056)	-
5	Profit before Tax (3+4)	22,239	16,419	23,285	42,729	90,613
6	Income Tax Expense					
	Current Tax	3,652	4,484	741	8,898	20,907
	Deferred Tax	2,873	(34)	4,873	3,177	4,873
	Total Tax Expense	6,525	4,450	5,614	12,075	25,780
7	Net Profit for the Period (5-6)	15,714	11,969	17,671	30,654	64,833
8	Other comprehensive income					
	Items that will not be reclassified to profit or loss	135	25	(223)	85	23
9	Total comprehensive income for the period (7+8)	15,849	11,994	17,448	30,739	64,856
10	Paid-up Equity Share Capital (Shares of Re.1 each)	10,047	10,047	10,047	10,047	10,047
11	Earnings Per Share (of Re.1 each) (Not annualised for the quarters)					
	a) Basic	1.56	1.19	1.76	3.05	6.45
	b) Diluted	1.56	1.19	1.76	3.05	6.45

Notes :

- The above financial results for the quarter and year ended on March 31, 2017 were reviewed by the Audit Committee and thereafter approved by the Board of Directors at its meeting held on April 25, 2017.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning April 1, 2016, the Company has for the first time adopted Ind AS with transition date of April 1, 2015.
- During the quarter ended September 30, 2016, the Company had made provision aggregating Rs. 46,056 million towards return of goods by the customers, refund to the customers, cost of rework, inventory write-down, legal fees and other related expenses relating to the traceability issue. After certain agreements during the period, the Company has reassessed the outstanding provision/ liability as at March 31, 2017 towards the aforesaid issue, and based on the present state of information and knowledge available with the Company, no significant additional provision is considered necessary.
- Relating to traceability issue, all four putative class action suits filed during the previous quarters in USA against the Company and its subsidiary Welspun USA Inc. by certain consumers who purchased the products manufactured by the Company were consolidated in one of the courts during the quarter ended December 31, 2016 and are proceeding as a single putative class action. During the quarter ended March 31, 2017 a consolidated amended complaint was filed for the action. Pursuant to the stipulation of the parties and the court's scheduling order, the parties have agreed to conduct a time bound mediation. No formal response to the complaint will be due pending this mediation. These actions are in a preliminary stage and it cannot be determined at present whether it will be permitted to proceed as a class action. The monetary impact that may arise upon the final outcome of the law suit in the event of any adverse result or outcome is currently un-ascertainable.
- The Company is principally engaged in a single business segment viz., Home Textiles based on nature of products, risks, returns and the internal business reporting system.
- The figures for the quarter ended March 31, 2017 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
- The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given

Description	(Rs. in Lacs)	
	Quarter Ended March 31, 2016 (Unaudited)	Year ended March 31, 2016 (Audited)
Net profit as per Previous GAAP (Indian GAAP)	15,522	50,174
Add/(Less):		
Effects of measuring investments at Fair value through Profit and Loss	1,525	2,313
Effect of change in method of recognising grants	873	3,512
Deferred Tax impact on Ind AS adjustments	(211)	(1,132)
Others	(38)	(34)
Net profit as per Ind AS	17,671	64,833
Other comprehensive income, net of income tax	(223)	23
Total comprehensive income for the period as per Ind AS	17,448	64,856

- In terms of SEBI Circular CIR/CFD/CMD56/2016 dated May 27, 2016, the Company hereby declares that the Auditors have issued Audit Reports with unmodified opinion on annual audited financial results for the financial year ended March 31, 2017.



STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH 2017

Notes :

9 Statement of Standalone Audited Assets and Liabilities as at March 31, 2017

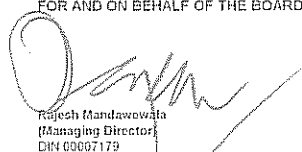
		(Rs. In Lacs)	
		As at	
Particulars		31.03.2017 (Audited)	31.03.2016 (Audited)
A	ASSETS		
1	Non-current assets		
	(a) Property, Plant and Equipment	299,742	263,847
	(b) Capital work-in-progress	4,792	18,110
	(c) Intangible assets	1,164	1,020
	(d) Equity investment in subsidiaries	54,233	53,068
	(e) Financial Assets		
	(i) Investments	16,051	15,326
	(ii) Loans	7	15
	(iii) Other financial assets	2,006	2,124
	(f) Other non-current assets	3,144	8,344
	Total Non-current assets	383,169	361,856
2	Current assets		
	(a) Inventories	89,510	81,164
	(b) Financial Assets		
	(i) Investments	10,182	773
	(ii) Trade receivables	73,978	36,251
	(iii) Cash and cash equivalents	7,301	4,819
	(iv) Bank balances other than cash and cash equivalents above	3,139	1,356
	(v) Loans	25	42
	(vi) Other financial assets	606	666
	(c) Other current assets	56,366	46,269
	Total current assets	241,607	174,340
	TOTAL ASSETS	624,776	536,196
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity Share capital	10,047	10,047
	Other equity		
	(a) Reserves and surplus	209,885	179,698
	(b) Other reserves	168	220
	Total Equity	220,100	189,965
2	Liabilities		
	Non-current liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	192,445	158,948
	(ii) Other financial liabilities	5	45
	(b) Non-current tax liabilities	14,524	12,713
	(c) Employee benefit obligations	517	-
	(d) Deferred tax liabilities (Net)	16,525	13,275
	(e) Other non-current liabilities	7,736	5,888
	Total Non-current liabilities	231,752	190,849
	Current liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	71,287	69,693
	(ii) Trade payables	61,946	36,264
	(iii) Other financial liabilities	18,278	18,636
	(b) Provisions	8,505	-
	(c) Employee benefit obligations	4,532	5,884
	(d) Other current liabilities	8,376	4,905
	Total Current liabilities	172,924	155,382
	TOTAL EQUITY AND LIABILITIES	624,776	536,196

10 The reconciliation of equity as per previously reported (referred to as "Previous GAAP") and as per Ind AS is as per table given below :

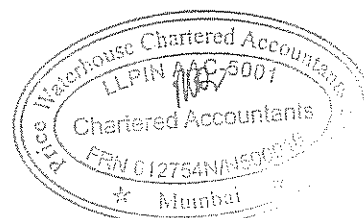
Description	(Rs. In Lacs)
	Year Ended March 31, 2016
Shareholder's equity under previous GAAP	187,891
Add/(Less):	
Effects of measuring investments at Fair value through Profit and Loss	4,744
Effect of change in method of recognising grants	(5,941)
Effect on account of reversal of Proposed Dividend	805
Deferred Tax impact on Ind AS adjustments	1,680
Others	126
Shareholder's equity as per Ind AS	189,065

11 The Board of Directors at their meeting held on April 25, 2017 have recommended to pay Final Dividend of Re.0.65 per equity share having nominal value of Re.1/- for the financial year ended March 31, 2017. The payment is subject to approval of the shareholders in the coming Annual General Meeting.

FOR AND ON BEHALF OF THE BOARD


 Rajesh Mandawala
 (Managing Director)
 DIN 03007179

Mumbai
Date : April 25, 2017



WELSPUN INDIA LIMITED

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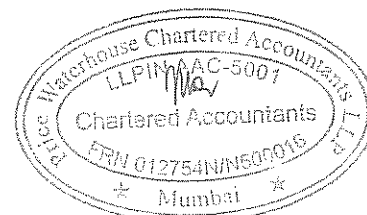
STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR YEAR ENDED 31ST MARCH 2017

(Rs. In Lacs)

Sr. No.	Particulars (Refer Notes Below)	Consolidated				
		Quarter Ended		Year Ended		
		31.03.2017 (Unaudited)	31.12.2016 (Unaudited)	31.03.2016 (Unaudited)	31.03.2017 (Audited)	31.03.2016 (Audited)
1	Income					
	a. Revenue from Operations	150,151	130,677	143,215	577,045	529,678
	b. Other Operating income	25,565	19,408	18,403	87,009	62,707
	c. Other Income	1,555	2,097	2,320	8,055	9,044
	Total Income	177,271	152,182	163,938	672,109	601,429
2	Expenses					
	Cost of materials consumed	70,691	68,998	59,155	285,616	230,255
	Purchase of Stock-in-trade	12,219	8,504	10,702	37,782	32,941
	Changes in inventories of finished Goods, work-in-progress and stock-in-trade	3,864	(14,445)	3,594	(19,438)	2,741
	Employee benefits expense	16,772	16,436	13,815	63,730	53,666
	Depreciation and amortisation expense	13,650	13,045	10,357	50,542	37,182
	Other Expenses	33,881	35,963	30,822	138,025	113,517
	Finance Costs	4,298	4,802	6,676	15,826	23,680
	Total Expenses	155,375	133,303	135,121	572,083	493,982
3	Profit before Exceptional items (1 - 2)	21,896	18,879	28,817	100,026	107,447
4	Exceptional Items [Net Gain / (Loss)] - (Refer Note 3)	85	2,388	-	(46,475)	-
5	Profit before Tax (3+4)	21,981	21,267	28,817	53,551	107,447
6	Income Tax Expense					
	Current Tax	3,660	6,291	7,126	12,449	26,958
	Deferred Tax	2,873	(48)	1,738	4,865	5,577
	Total Income Tax Expense	6,533	6,243	8,864	17,314	32,535
7	Net Profit for the period (5-6)	15,448	15,024	19,953	36,237	74,912
8	Other comprehensive income, net of income tax					
	A. Items that will not be reclassified to profit or loss	163	(25)	(234)	112	13
	B. Items that will be reclassified to profit or loss	7,719	(2,621)	2,842	7,676	601
	Total other comprehensive income, net of income tax	7,882	(2,646)	2,608	7,788	614
9	Total comprehensive income for the period (Including Non-controlling interests)(7+8)	23,330	12,378	22,561	44,025	75,526
10	Net Profit attributable to:					
	- Owners	15,385	14,938	19,586	35,756	73,650
	- Non-controlling interests	63	86	367	481	1,262
11	Other comprehensive income attributable to:					
	- Owners	7,976	(2,572)	2,521	7,876	584
	- Non-controlling interests	(94)	(74)	87	(88)	30
12	Other comprehensive income attributable to:					
	- Owners	23,361	12,365	22,107	43,632	74,235
	- Non-controlling interests	(31)	12	454	393	1,291
13	Earnings Per Share (of Re. 1 each) (Not annualised for the quarters)					
	a) Basic	1.53	1.49	1.95	3.56	7.33
	b) Diluted	1.53	1.49	1.95	3.56	7.33

Notes :

- The above consolidated financial results for the quarter and year ended on March 31, 2017 were reviewed by the Audit Committee and thereafter approved by the Board of Directors at the meeting held on April 25, 2017.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning April 1, 2016, the Company has for the first time adopted Ind AS with transition date of April 1, 2015.
- Exceptional Items (Net) comprises of the following:
 - During the quarter ended September 30, 2016, the Group had made provision aggregating Rs. 50,048 Lacs towards return of goods by the customers, refund to the customers, cost of rework, inventory write-down, legal fees and other related expenses relating to the traceability issue. After certain agreements during the period, the Group has reassessed the outstanding provision/ liability as at March 31, 2017 towards the aforesaid issue, and based on the present state of information and knowledge available with the Group, no significant additional provision is considered necessary.



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STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR YEAR ENDED 31ST MARCH 2017

- (b) During the year, a fire incident occurred at the Turbine-Generator building of the Company's subsidiary Welspun Captive Power Generation Limited power plant at Anjar which resulted into forced shut down of the power plant. The Plant was insured under an Industrial All Risk (IAR) Insurance policy. Based on the quantification of assessment of loss of profit during business interruption period carried out by the subsidiary and confirmed by the surveyor appointed by the insurance company, the subsidiary has accounted for Rs. 3,573 lacs under Exceptional Item being loss of profit from the date of incident till the plant was recommissioned. The claim is being processed for settlement by competent authorities.

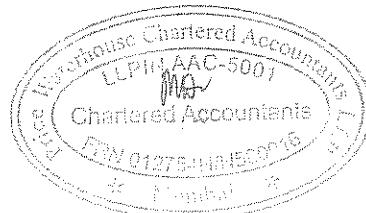
- 4 Relating to traceability issue, all four putative class action suits filed during the previous quarters in USA against the Company and its subsidiary Welspun USA by certain consumers who purchased the products manufactured by the Company were consolidated in one of the courts during the quarter ended 31st December, 2016 and are proceeding as a single putative class action. During the quarter ended 31st March, 2017 a consolidated amended complaint was filed for the action. Pursuant to the stipulation of the parties and the court's scheduling order, the parties have agreed to conduct a time bound mediation. No formal response to the complaint will be due pending this mediation. These actions are in a preliminary stage and it cannot be determined at present whether it will be permitted to proceed as a class action. The monetary impact that may arise upon the final outcome of the law suit in the event of any adverse result or outcome is currently unascertainable.
- 5 The figures for the quarter ended March 31, 2017 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
- 6 The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Description	(Rs. in Lacs)	
	Quarter Ended March 31, 2016 (Unaudited)	Year Ended March 31, 2016 (Audited)
Net profit before Non controlling Interest as per Previous GAAP (Indian GAAP)	19,676	71,534
Add/(Less):		
Effect of change in method of recognising grants	886	3,525
Deferred Tax impact on Ind AS adjustments	(616)	(291)
Others	7	144
Net profit as per Ind AS	19,953	74,912
Other comprehensive income, net of income tax	2,608	614
Total comprehensive income for the period as per Ind AS	22,561	75,526

- 7 In terms of SEBI Circular CIR/CFD/CMD56/2016 dated May 27, 2016, the Company hereby declares that the Auditors have issued Audit Reports with unmodified opinion on annual audited financial results for the financial year ended March 31, 2017.

- 8 The Consolidated Segment wise Revenue, Results, Assets, Liabilities and Capital Employed

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31.03.2017 (Unaudited)	31.12.2016 (Unaudited)	31.03.2016 (Unaudited)	31.03.2017 (Audited)	31.03.2016 (Audited)
1	Segment Revenue					
	a) Home Textiles	174,400	150,146	160,550	659,815	588,823
	b) Power	6,239	1,281	6,803	20,882	28,631
	Total	180,639	151,427	167,353	680,697	617,454
	Less : Inter Segment Revenue	4,923	1,342	5,735	16,643	25,089
	Net Income from Operation	175,716	150,085	161,618	664,054	592,365
2	Segment Results					
	a) Home Textiles	29,755	22,933	34,598	111,669	123,170
	b) Power	(3,941)	(930)	189	(657)	4,882
	Total	25,814	22,003	34,787	111,012	128,052
	Less: Finance Cost	4,298	4,802	6,676	15,826	23,680
	Add : Un-allocable Income net of un-allocable Expenses	380	1,678	706	4,840	3,075
	Less: Exceptional Items [Net (Gain) / Loss]	(85)	(2,388)	-	46,475	-
	Profit/(Loss) before Tax	21,981	21,267	28,817	53,551	107,447
3	Segment Assets					
	a) Home Textiles	675,216	650,892	612,089	675,216	612,089
	b) Power	32,158	30,607	35,055	32,158	35,055
	c) Unallocated	25,458	53,756	7,768	25,458	7,768
	Total Assets	732,832	735,255	654,912	732,832	654,912
4	Segment Liabilities					
	a) Home Textiles	433,460	470,563	403,078	433,460	403,078
	b) Power	19,568	25,078	24,380	19,568	24,380
	c) Unallocated	36,536	19,131	26,329	36,536	26,329
	Total Liabilities	489,564	514,772	453,787	489,564	453,787
5	Capital Employed (Segment Assets - Segment Liabilities)					
	a) Home Textiles	241,756	180,329	209,011	241,756	209,011
	b) Power	12,590	5,529	10,675	12,590	10,675
	c) Unallocated Capital Employed	(11,078)	34,625	(18,561)	(11,078)	(18,561)
	Total Capital Employed	243,268	220,483	201,125	243,268	201,125



WELSPUN INDIA LIMITED

(Corporate Identity Number - L17110GJ1905PLC033271)

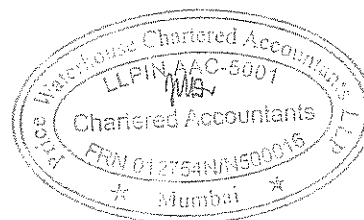
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STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR YEAR ENDED 31ST MARCH 2017

9 Statement of Consolidated Audited Assets and Liabilities as at March 31, 2017

Sr. No.	Particulars	(Rs. in Lacs)	
		As At 31.03.2017 (Audited)	31.03.2016 (Audited)
A	ASSETS		
1	Non-current Assets		
	Property, Plant and Equipment	350,111	315,591
	Capital work-in-progress	5,635	18,320
	Goodwill on Consolidation	17,412	18,086
	Other Intangible assets	1,381	1,165
	Financial Assets		
	- Investments	288	386
	- Loans	37	66
	- Other financial assets	3,219	4,180
	Non-current tax assets	1,120	1,381
	Deferred Tax Assets	7,021	7,304
	Other non-current assets	3,688	8,674
	Total Non-current Assets	389,912	375,153
2	Current Assets		
	Inventories	128,100	110,464
	Financial Assets		
	- Investments	12,286	2,465
	- Trade receivables	96,006	84,990
	- Cash & cash equivalents	12,380	10,605
	- Bank balances other than cash and cash equivalents above	3,901	1,825
	- Loans	63	44
	- Other financial assets	22,347	6,212
	Current Tax Assets	319	9
	Other current assets	67,518	63,145
	Total Current Assets	342,920	279,759
	Total Assets	732,832	654,912
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity Share capital	10,047	10,047
	Reserves and surplus	219,152	183,977
	Other reserves	10,516	2,981
	Equity attributable to owners of Welspun India Limited	239,715	197,005
	Non-controlling Interests	3,553	4,120
	Total Equity	243,268	201,125
2	LIABILITIES		
	Non-current liabilities		
	Financials Liabilities		
	- Borrowings	201,602	179,220
	- Other financial liabilities	204	180
	Non-current tax liabilities	14,859	13,053
	Provisions	219	214
	Employee benefit obligations	517	-
	Deferred tax liabilities	21,678	13,276
	Other non-current liabilities	7,736	5,868
	Total Non-current liabilities	246,815	211,811
3	Current liabilities		
	Financials Liabilities		
	- Borrowings	117,208	135,326
	- Trade payables	75,173	66,523
	- Other financial liabilities	20,719	21,044
	Provisions	8,515	65
	Employee benefit obligations	5,376	6,730
	Other Current Liabilities	15,756	12,288
	Total current liabilities	242,749	241,976
	Total liabilities	489,564	453,787
	Total Equity and Liabilities	732,832	654,912



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STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR YEAR ENDED 31ST MARCH 2017

10 The reconciliation of equity as per previously reported (referred to as "Previous GAAP") and as per Ind AS is as per table given below

(Rs. in Lacs)	
Description	Year ended March 31, 2016
Shareholder's equity under previous GAAP	198,766
Add/(Less):	
Effects of measuring investments at Fair value through Profit and Loss	(2,904)
Effect of change in method of recognising grants	(5,041)
Effect on account of reversal of Proposed Dividend	605
Deferred Tax impact on Ind AS adjustments	4,658
Others	921
Shareholder's equity as per Ind AS	197,005

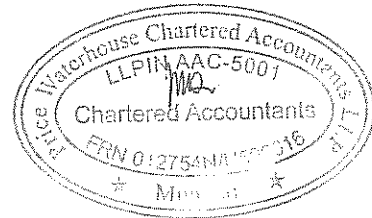
11 The Board of Directors at their meeting held on April 25, 2017 have recommended to pay Final Dividend of Re.0.65 per equity share having nominal value of Re.1/- for the financial year ended March 31, 2017. The payment is subject to approval of the shareholders in the coming Annual General Meeting.

12 Prior period figures have been reclassified to conform with the current period's presentation, wherever applicable.

Mumbai
Date : April 25, 2017

FOR AND ON BEHALF OF THE BOARD


Rajesh Mandavewala
(Managing Director)
DIN : 00007179



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To The Members of Welspun India Limited

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

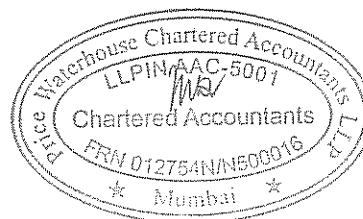
1. We have audited the accompanying standalone financial statements of **Welspun India Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.



Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West)
Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754H).

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT
To the Members of Welspun India Limited
Report on the Standalone Financial Statements
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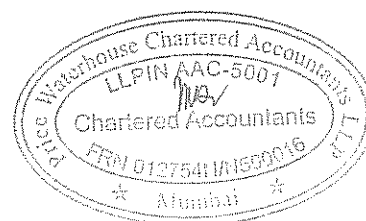
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

9. We draw attention to the following matters relating to the traceability issue:
 - a. Note 24 (a) to the standalone financial statements regarding the exceptional item accounted during the quarter ended September 30, 2016 aggregating Rs. 4,605.60 million, towards provisions/ liabilities for return of goods by the customers, refund to the customers, cost of rework, inventory write-down, legal fees and other related expenses, which aggregates Rs. 1,076.60 million as at March 31, 2017 after certain agreements/ payments till the year end. The Company has reassessed this outstanding provision/ liability as at March 31, 2017 towards the aforesaid issue, and based on the present state of information and knowledge available with the Company, no significant additional provision is considered necessary by the Management. The amounts at which the various aforesaid provisions/ liabilities will eventually be resolved may be different based on future events and final payments/agreements reached with respective parties.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Welspun India Limited

Report on the Standalone Financial Statements

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- b. Note 24 (b) to the standalone financial statements regarding four putative class action suits filed in USA against the Company and its subsidiary, Welspun USA Inc., by certain consumers who purchased the products manufactured by the Company. In December 2016, these putative class actions suits were consolidated in one of the courts in USA and are proceeding as a single putative class action. A consolidated amended complaint was filed for the action during the quarter ended March 31, 2017 and, pursuant to stipulation of the parties and the court's scheduling order, the parties have agreed to conduct mediation in a time-bound manner. As per the disclosure made by the Company to the relevant stock exchanges in India vide letter dated September 20, 2016 and subsequent representations to us, we understand that none of the actions has been certified for class action treatment by the courts, which is required under United States law before an action may proceed on a class basis. We also understand that while the amount in each putative class action matter is alleged to exceed \$ 5 million, the complaints do not seek a specified amount of damages. Accordingly, as stated in the Note, any liability that may arise in the event of an adverse result or outcome is unascertainable at this stage.

Our opinion is not qualified in respect of matters stated in paragraphs 9 (a) and 9 (b) above.

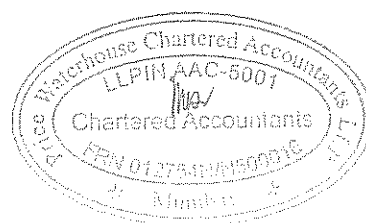
Other Matter

10. The financial information of the Company for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2016 and March 31, 2015 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated April 25, 2016 and April 29, 2015, respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

11. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
12. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

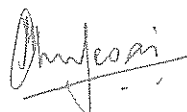


Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT
To the Members of Welspun India Limited
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- (e) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2017 on its financial position in its standalone Ind AS financial statements. Refer Note 30.
 - ii. The Company has long-term contracts as at March 31, 2017 for which there were no material foreseeable losses. The Company did not have any long term derivative contracts as at March 31, 2017.
 - 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 March 31, 2017.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 6 (e).

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/500016



Mehul Desai
Partner
Membership Number 103211

Mumbai
April 25, 2017

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of Welspun India Limited on the standalone financial statements for the year ended March 31, 2017

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Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

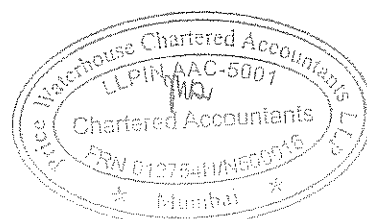
1. We have audited the internal financial controls over financial reporting of Welspun India Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of Welspun India Limited on the standalone financial statements for the year ended March 31, 2017

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Meaning of Internal Financial Controls Over Financial Reporting

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

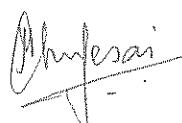
Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016



Mehul Desai
Partner
Membership Number 103211

Mumbai
April 25, 2017

Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Welspun India Limited on the standalone financial statements as of and for the year ended March 31, 2017

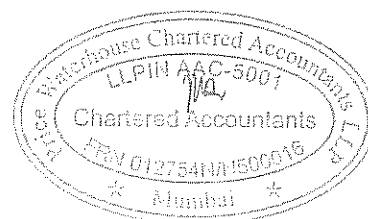
Page 1 of 3

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory excluding stocks with third parties and stocks in transit have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service-tax, duty of customs and cess which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, duty of excise and value added tax as at March 31, 2017 which have not been deposited on account of a dispute, are as follows:



Price Waterhouse Chartered Accountants LLP

Annexure B to Independent Auditors' Report

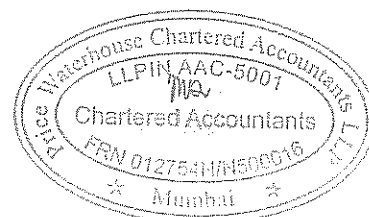
Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Welspun India Limited on the standalone financial statements as of and for the year ended March 31, 2017.

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Name of the statute	Nature of dues	Amount (Rs. In million)*	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax demand including interest	47.86	AY 2005-06 to AY 2011-12	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax Demand	4.44	AY 2013-14	Assessing Officer
Gujarat Sales Tax Act, 1969	Sales Tax including penalty and interest	5.84	2000-01, 2003-04 and 2004-05	Joint Commissioner of Sales Tax (Appeals - 2), Vadodara
Central Excise Act, 1944	Excise Duty	17.07	September 2005 to July 2006	Joint Secretary, Ministry of Finance, Department of Revenue
Central Sales Tax Act, 1958	Central Sales Tax including penalty and interest	2.37	2006-07 to 2007-08	Joint Commissioner of Commercial Taxes, Rajkot
Gujarat Value Added Tax, 2003	Value added Tax including penalty and interest	21.05	2006-07 to 2007-08	Joint Commissioner of Commercial Taxes, Rajkot
Central Excise Act, 1944	CENVAT including penalty	185.41**	2007-08	Appellant Tribunal, Ahmedabad
Central Excise Act, 1944	CENVAT including penalty	1.29	March 2005	Joint Commissioner of Commercial Taxes, Rajkot
Central Excise Act, 1944	CENVAT	0.58	2008-2010 and 2010-2011	CESTAT, Ahmedabad
Central Excise Act, 1944	CENVAT	10.07	2004	CESTAT, Ahmedabad
Central Excise Act, 1944	CENVAT	0.99	2012	Commissioner Appeal, Daman.
Central Excise Act, 1944	CENVAT including penalty	2.48	2002-03 to 2005-06	Commissioner Appeals, Valsad Commissionerate.
Maharashtra Value Added Tax Act, 2002	Value added Tax including interest and penalty	11.43	2005-06	Deputy Commissioner (Sales Tax)
Central Sales Tax Act, 1958	Central Sales Tax including penalty and interest	7.52	2005-06	Deputy Commissioner (Sales Tax)

* Net of amount paid under protest.

** Stay order has been obtained.



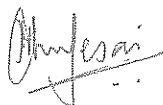
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Annexure B to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Welspun India Limited on the standalone financial statements as of and for the year ended March 31, 2017.
Page 3 of 3

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank. The Company does not have any loans from Government. Further, the Company has not issued any debenture.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016



Mehul Desai
Partner
Membership Number: 103211

Mumbai
April 25, 2017

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Welspun India Limited

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

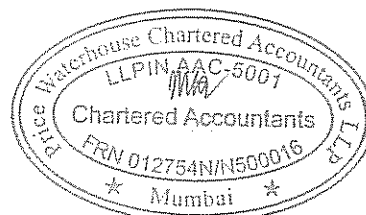
1. We have audited the accompanying consolidated Ind AS financial statements of Welspun India Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") (refer Note 31 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement for the year then ended and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and changes in equity of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.



Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadur (West)
Mumbai - 400 028

T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754H)

Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Welspun India Limited

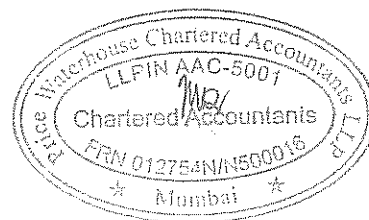
Report on the Consolidated Ind AS Financial Statements

Page 2 of 6

4. We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 9 of the Other Matters paragraph below, other than the unaudited financial statements/ financial information as certified by the management and referred to in sub-paragraph 10 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2017, and their consolidated profit (including other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.



Price Waterhouse Chartered Accountants LLP

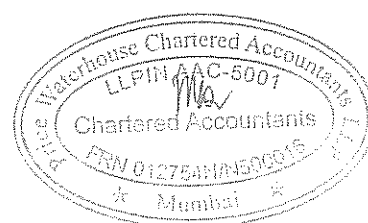
INDEPENDENT AUDITORS' REPORT
To the Members of Welspun India Limited
Report on the Consolidated Ind AS Financial Statements
Page 3 of 6

Emphasis of Matter

8. We draw attention to the following matters relating to the traceability issue:

- a. Note 23 (a) to the financial statements regarding the exceptional item accounted during the quarter ended September 30, 2016 aggregating Rs. 5004.80 million, towards provisions/ liabilities for return of goods by the customers, refund to the customers, cost of rework, inventory write-down, legal fees and other related expenses relating to the traceability issue, which aggregates Rs. 1,073.75 million as at March 31, 2017 after certain agreements/ payments till the year end. The Group has reassessed this outstanding provision/ liability as at March 31, 2017 towards the aforesaid issue, and based on the present state of information and knowledge available with the Group, no significant additional provision is considered necessary by the Management. The amounts at which the various aforesaid provisions/ liabilities will eventually be resolved may be different based on future events and final payments/agreements reached with respective parties.
- b. Note 23 (b) to the consolidated financial statements regarding four putative class action suits filed in USA against the Company and its subsidiary, Welspun USA Inc., by certain consumers who purchased the products manufactured by the Company. In December 2016, these putative class actions suits were consolidated in one of the courts in USA and are proceeding as a single putative class action. A consolidated amended complaint was filed for the action during the quarter ended March 31, 2017 and, pursuant to stipulation of the parties and the court's scheduling order, the parties have agreed to conduct mediation in a time-bound manner. As per the disclosure made by the Company to the relevant stock exchanges in India vide letter dated September 20, 2016 and subsequent representations to us, we understand that none of the actions has been certified for class action treatment by the courts, which is required under United States law before an action may proceed on a class basis. We also understand that while the amount in each putative class action matter is alleged to exceed \$ 5 million, the complaints do not seek a specified amount of damages. Accordingly, as stated in the Note, any liability that may arise in the event of an adverse result or outcome is unascertainable at this stage.

Our opinion is not qualified in respect of matters stated in paragraphs 8 (a) and 8 (b) above.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Welspun India Limited

Report on the Consolidated Ind AS Financial Statements

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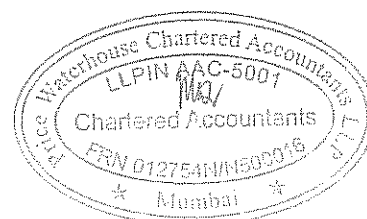
Other Matter

9. We did not audit the financial statements/ financial information of 13 subsidiaries whose financial statements/ financial information reflect total assets of Rs. 5,455.79 million and net assets of Rs. 2,945.88 million as at March 31, 2017, total revenue of Rs. 2,819.59 million, net loss of Rs. 137.36 million and net cash flows amounting to Rs. 66.70 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
10. We did not audit the financial statements/financial information of 3 subsidiaries whose financial statements/ financial information reflect total assets of Rs. 58.99 million and net assets of Rs. 49.49 million as at March 31, 2017, total revenue of Rs. 0.46 million, net profit of Rs. 0.51 million and net cash flows amounting to Rs. 0.79 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements/ financial information are unaudited and have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements/ financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/ financial information are not material to the Group.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

11. The comparative financial information of the Company for the year ended March 31, 2016 and the transition date opening balance sheet as at April 1, 2015 included in these consolidated Ind AS financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2016 and March 31, 2015 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated April 25, 2016 and April 29, 2015, respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of this matter.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

To the Members of Welspun India Limited

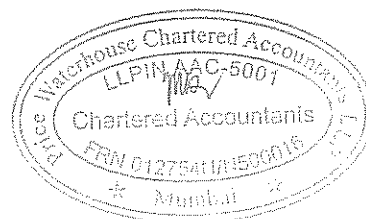
Report on the Consolidated Ind AS Financial Statements

Page 5 of 6

Report on Other Legal and Regulatory Requirements

12. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- b. In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group incorporated in India including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its subsidiaries included in the Group incorporated in India including relevant records relating to the preparation of the consolidated Ind AS financial statements.
- d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated Ind AS financial statements disclose the impact, of pending litigations as at March 31, 2017 on the consolidated financial position of the Group. Refer Note 35.
 - ii. The Group has long-term contracts as at March 31, 2017 for which there were no material foreseeable losses. The Group does not have long term derivative contracts as at March 31, 2017.



Price Waterhouse Chartered Accountants LLP

INDEPENDENT AUDITORS' REPORT

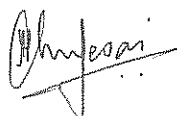
To the Members of Welspun India Limited

Report on the Consolidated Ind AS Financial Statements

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- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India during the year ended March 31, 2017.
- iv. The Group has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Group. Refer Note 5 (e).

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/5000016



Mehul Desai
Partner
Membership Number 103211

Mumbai
April 25, 2017

Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of Welspun India Limited on the consolidated financial statements for the year ended March 31, 2017

Page 1 of 3

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

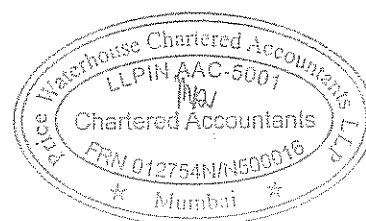
1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Welspun India Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of Welspun India Limited on the consolidated financial statements for the year ended March 31, 2017

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

Meaning of Internal Financial Controls Over Financial Reporting

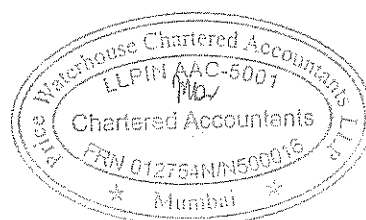
6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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



Price Waterhouse Chartered Accountants LLP

Annexure A to Independent Auditors' Report

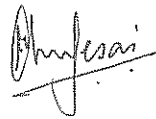
Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of Welspun India Limited on the consolidated financial statements for the year ended March 31, 2017

Page 3 of 3

Other Matter

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 4 subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016



Mehul Desai
Partner
Membership Number 103211

Mumbai
April 25, 2017

WIL/SEC/2017

April 25, 2017

Bombay Stock Exchange Limited Department of Corporate Services, SP. J. Towers, Dalal Street, Mumbai – 400 001 (Scrip Code-514162)	National Stock Exchange of India Limited Listing Compliance Department Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol: WELSPUNIND)
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Dear Sirs/ Madam,

Subject: Declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

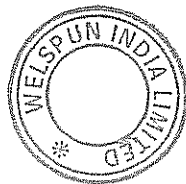
I, Altaf Jiwani, Chief Financial Officer of Welspun India Limited (CIN: L17110GJ1985PLC033271) having its Registered Office at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat – 370110, India, hereby declare that, in terms of the provision of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016, vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, the Statutory Auditors of the Company, Price Waterhouse Chartered Accountants LLP (Firm Registration Number 012754N/N500016) have issued an Audit Report with unmodified opinion on the Audited Financial Results of the Company (Standalone & Consolidated) for the quarter and year ended on March 31, 2017.

Kindly take this declaration on your records.

Thank you,

For Welspun India Limited


Rajesh Mandawewala
 Managing Director
 DIN: 00007179




Altaf Jiwani
 Chief Financial Officer



Welspun India Limited

Welspun House, 5th Floor, Kamala City, Senapati Bapat Marg, Lower Panel (West), Mumbai 400 013, India.

T: +91 22 6613 6000 / 2490 8000 F: +91 22 2490 8020 / 2490 8031

E-mail: companysecretary_wil@welspun.com Website: www.welspunindia.com

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

T: +91 2836 661111 F: +91 2836 279 010

Works: Survey No. 76, Village Harsol, Apat, District Valsad, Gujarat 396 101, India

T: +91 260 2437437 F: +91 260 2243708

Corporate Identity Number: L17110GJ1985PLC033271

12% Revenue growth in FY17

- ✓ Operating EBITDA at 23.8%
- ✓ Launched “Wel-Trak”, Industry Defining Traceability solution
- ✓ Dividend proposed at Rs. 0.65/share

Mumbai, Apr 25, 2017: Welspun India Ltd., (WIL), part of the US\$ 2.3 billion Welspun Group announced Q4FY17 & FY17 results today.

Consolidated Financial Summary - Q4 FY17 & FY17							Rs. Million
FY17	FY16	Change	Particulars	Q4FY17	Q3FY17	Q4FY16	YoY Change
66,405	59,239	12.1%	Revenue	17,572	15,009	16,162	8.7%
15,834	15,927	-0.6%	Operating EBITDA	3,829	3,463	4,353	-12.0%
23.8%	26.9%	-304 bps	Operating EBITDA Margin	21.8%	23.1%	26.9%	-514 bps
16,155	16,550	-2.4%	EBITDA	3,946	3,505	4,515	-12.6%
24.3%	27.9%	-361 bps	EBITDA Margin	22.5%	23.4%	27.9%	-548 bps
1,099	2,087	-47.4%	Finance Cost (Net)	392	313	598	-34.5%
5,054	3,718	35.9%	Depreciation	1,365	1,305	1,036	31.8%
10,003	10,745	-6.9%	PBT (before exceptional)	2,190	1,888	2,882	-24.0%
6,979	7,365	-5.2%	PAT (before exceptional)	1,533	1,331	1,959	-21.7%
6.95	7.33	-5.2%	EPS (Rs.) (before exceptional)	1.53	1.33	1.95	-21.7%
(4,648)	-		Exceptional Gain/(Loss)	9	239	-	
5,355	10,745	-50.2%	PBT (after exceptional)	2,198	2,127	2,882	-23.7%
3,576	7,365	-51.5%	PAT (after exceptional)	1,538	1,494	1,959	-21.5%
9,131	12,074	-24.4%	Cash Profit*	3,263	3,009	3,310	-1.4%
3.56	7.33	-51.5%	EPS (Rs.) (after exceptional)	1.53	1.49	1.95	-21.5%

*Cash Profit = PBDT – Tax outflow ; Prior-period figures have been restated according to Ind-AS accounting standards.

@ Q4FY17 exceptional gain relates to loss of profit claim from insurance for power plant. Plant restarted on 16 Jan 2017.

Balance Sheet Snapshot (Rs. million)	31 st Mar 2017	31 st Mar 2016
Net worth	23,971	19,700
Gross debt	33,114	32,478
Net Debt	30,389	31,090
Net fixed assets (incl. CWIP)	35,713	33,508
Net current assets (excl. cash & cash equiv.)	20,114	16,845
Capital Employed (avg.)	58,189	53,331
Net Debt/Op. EBITDA	1.92	1.95
Net debt/Equity	1.27	1.58
ROCE (pre-tax)*	19.3%	24.6%
ROE*	29.6%	42.8%

Note: Prior-period figures have been restated according to Ind-AS accounting standards

*Excluding impact of exceptional items

Consolidated Financial Highlights – Q4 FY17 (compared with Q4 FY16 figures)

- Revenue at Rs. 17,572 million vs. Rs. 16,162 million; 8.7% growth YoY driven by double digit growth in volumes in terry towels and rugs and higher mix of innovative and branded products.
- Share of innovative products stands at 36% in FY17 (34% in FY16) while branded sales share stood at 16% (13% in FY16)
- Domestic retail sales growth - 21% ; Christy UK sales growth - 12% in FY17
- Operating EBITDA at Rs. 3,829 million vs. Rs. 4,353 million in Q4 FY16. Operating EBITDA margin at 21.8% (26.9% in Q4 FY16) was adversely affected due to sudden spurt in raw material and energy cost.
- Finance cost (Net) stood at Rs. 392 million, 35% lower YoY (Rs. 598 million) on account of reduction in base rate and higher quantum of debt under Gujarat textile scheme
- Depreciation was higher YoY at Rs. 1,365 million (Rs. 1,036 million in Q4 FY16), primarily on account of the capitalisation of ongoing modernisation and expansion projects
- Profit before Tax (before exceptional) stood at Rs. 2,190 million compared to the Q4 FY16 figure of Rs. 2,882 million
- Net worth stands at Rs. 23,971 million as on 31st Mar 2017 (Rs. 19,700 million at FY16-end)
- Net debt stands at Rs. 30,389 million as on 31st Mar 2017 (Rs. 31,090 million at end-FY16) implying a net debt/equity of 1.27x (1.58x at end-FY16)
- Net debt/ Operating EBITDA as on 31st Mar 2017 stands at 1.92x (1.95x in FY16)
- Pre-tax ROCE (excluding the impact of one-time provision) for FY17 stands at 19.3% and ROE stands at 29.6%
- For the third year in a row, the Company generated positive free cash flows after capex and in spite of the one-time exceptional item in FY17
- Dividend proposed at Rs. 0.65/share in FY17

Project Status

- For FY17, the total capital expenditure has been Rs. 7.2 billion. Annual capacity as on date has been enhanced to 72,000 MT in Towels (from 60,000 MT at end-FY16), 90 million metres in Bed Linen (from 72 million metres at end-FY16) and 10 million sq. metres in Rugs & Carpets (from 8 million sq. metres at end-FY16).
- For FY18, capex is expected to be around Rs. 7 bn. This will be mainly for enhancing towel capacity to 80,000 MT and for the ongoing flooring solutions project. The flooring solutions project is on track and is expected to be completed by Q2FY19.
- Implemented Wel-Trak™ - an industry-defining, multi-level traceability process to track the finished product back to raw material
- Commissioned state-of-the-art 30 MLD Sewage Treatment Plant (STP) under Public-Private-Partnership (PPP) mode, as part of the Company's sustainability initiatives.

Recent Awards & Recognitions

- “Best Supplier for Quality” Award 2016– Auchan Retail, France
- “Best Retail Supplier” Silver Award 2016 – Auchan Retail, France

Management comments

Speaking about the performance, Mr. B.K. Goenka, Chairman, Welspun Group, said, “We have raised the bar w.r.t. Traceability, Sustainability, Inclusive Growth, Innovation and Branding while maintaining our momentum for growth and efficiency. The industry is facing significant head winds in terms of raw material

and energy cost pressures as well as Rupee appreciation, which will keep the margins under pressure during FY18. The Company is well placed to face this challenge with its differentiation strategy of Innovation, Branding and Sustainability which it has been pursuing for quite some time now. Further, the Company is geared itself for the opportunity in the Domestic Market which have a few significant enablers like the Government's Policy on 'Housing for all by 2022' and the implementation of GST. The Company has also taken a few initial steps towards its entry into Advanced Textiles and Flooring Solutions. The new channels like e-com, Hospitality et al are seeing traction and will continue to see higher growth rate in the coming years."

About Welspun India (www.welspunindia.com)

Welspun India Ltd, part of US\$ 2.3 billion Welspun Group, is one of the world's largest home textile manufacturers. With a distribution network in more than 50 countries and world class manufacturing facilities in India, it is the largest exporter of home textile products from India. Supplier to 17 of Top 30 global retailers, the Company has marquee clients like Bed Bath & Beyond, Costco, Kohl's, Wal-Mart and Macy's to name a few.

DISCLAIMER:

The information in this release has been included in good faith and is for general purposes only. It should not be relied upon for any specific purpose and no representation or warranty is given as regards to its accuracy or completeness. No information in this release shall constitute an invitation to invest in Welspun India Ltd. or any of its affiliates. Neither Welspun India Ltd., nor their or their affiliates' officers, employees or agents shall be liable for any loss, damage or expense arising out of any action taken on the basis of this release, including, without limitation, any loss of profit, indirect, incidental or consequential loss.