

WELSPUN



WELSPUN INVESTMENTS AND COMMERCIALS LIMITED

10th
Annual Report
2017-2018

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: Mr. Amol Nandedkar

Auditors: M/s. PYS & Co. 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, 7th 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-101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai - 400083

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

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**NOTICE**

NOTICE is hereby given that the 10th Annual General Meeting of Welspun Investments and Commercials Limited will be held on **Monday, July 23, 2018** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370 110 at 11:00 a.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, 2018 and the Reports of the Board of Directors and the 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.
- 3) To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.
“**RESOLVED THAT** subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. PYS & Co. LLP, Chartered Accountants (Registration No. 012388S/S200048), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2018-19 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

- 4) To consider and, if thought fit, to pass the following resolution as a Special Resolution:
“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to sell its entire shareholding of 50,00,025 (Fifty Lakhs and Twenty Five) Equity Shares of ₹ 10/- each fully paid up of Welspun Steel Limited (a constituent of the Company's promoter group) to MGN Agro Properties Private Limited (also a constituent of the Company's promoter group) at a price not less than the fair value as may be determined by a Category I Merchant Banker registered with SEBI having experience of over 10 years at the time of transaction.
“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”
- 5) To consider and, if thought fit, to pass, the following resolution as a Special Resolution:
“**RESOLVED THAT** pursuant to section 180(1)(a) and other relevant provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Memorandum and Articles of Association of the Company and such other approvals, sanctions, consents and permissions as may be deemed necessary by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company or any Committee thereof, for sale and transfer of the following: (i) its entire investment in 50,00,025 (Fifty Lakhs and Twenty Five) Equity Shares of ₹ 10/- each fully paid up of Welspun Steel Limited and (ii) its entire investment in 39,88,334 (Thirty Nine Lakh Eighty Eight Thousand Three Hundred Thirty Four) Equity Shares of ₹ 10/- each fully paid up of MEP Cotton Limited.
RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the sale and transfer of the Undertakings and other incidental documents, and to do all acts, deeds, matters and things to give effect to this resolution.”

By Order of the Board
For Welspun Investments and Commercials Limited

Place: Mumbai
Date: May 23, 2018

Amol Nandedkar
Company Secretary
ACS - 23661


EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
BRIEF RESUME OF DIRECTOR 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 45 years of experience in the field of Accounts, Finance, Taxation, Insurance and Supply Chain, etc. He has been associated with the Welspun Group since 1991 and has handled different profiles at various senior level 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 Rajlok Diagnostic Systems Private Limited, Welspun Pipes Limited, Alspun Infrastructure Limited, Welspun Energy Thermal Private Limited, Anjar Road Private Limited, Welspun Tradewel Limited (Formerly known as Welspun Finance Limited), Methodical Investment and Trading Company Private Limited, DBG Estates Private Limited, Welspun Realty Private Limited, Friends Connections Private Limited, Sequence Apartments Private Limited.

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

He does not hold any equity share in the Company.

Except Mr. Hotwani, 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 4 - Approval to sell 50,00,025 (Fifty Lakhs and Twenty Five) Equity Shares of ₹ 10/- each fully paid up of Welspun Steel Limited

The Company is proposing to enter into a contract with MGN Agro Properties Private Limited ("MGN") (a constituent of the Company's promoter group) for sale of its entire shareholding of 50,00,025 (Fifty Lakhs and Twenty Five) Equity Shares of ₹ 10/- each fully paid up of Welspun Steel Limited ("WSL") (also a constituent of the Company's promoter group). MGN may be considered a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013. Thus this proposed transaction with MGN requires approval of members by a Special Resolution under Section 188 of the Companies Act, 2013 and Clause 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.

Both Welspun Investments and Commercials Limited ("WICL") and MGN are directly or indirectly controlled by the same promoters.

There were no previous transactions between WICL and MGN.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under :

(a)	Name of the related party	:	MGN Agro Properties Private Limited
(b)	Name of the director or Key Managerial personnel who is related	:	Mr. Gajendra Nahar, is the CEO and CFO of WICL and is also a director in MGN. No director or key managerial personnel is related.
(c)	Nature of relationship	:	Both WICL and MGN are directly or indirectly controlled by the same promoters.
(d)	Sale price	:	The entire shareholding of 50,00,025 (Fifty Lakhs and Twenty Five) Equity Shares of ₹ 10/- of WSL to MGN shall be at a price not less than the fair value as may be determined by a Category I Merchant Banker registered with SEBI having experience of over 10 years at the time of transaction
(e)	Nature, material terms and particulars of the arrangement	:	The contract is for sale of 50,00,025 (Fifty Lakhs and Twenty Five) Equity Shares of ₹ 10/- of WSL to MGN
(f)	Any other information relevant or important for the members to make a decision on the proposed transaction	:	The company is proposing to sell its entire investment held in WSL to MGN at a price which shall be not less than the value determined by a Category I independent Merchant Banker registered with SEBI and hence the transaction is not prejudicial to the interest of the Company or its stakeholders.

The Board recommends the special resolution given at item no. 4 for the approval of the members of the Company.

Except Mr. Gajendra Nahar, none of the directors or key managerial personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**ITEM 5 – Sale of Undertaking**

The Company largely holds its investments in the shares of Welspun group companies and makes investment as a part of its treasury activities. In order to focus on investment in shares of the group companies listed on stock exchanges, it is proposed to sell off the investments held in the shares of unlisted group companies and other non-strategic investments and continue with the current investment in the listed companies of the group.

The Board recommends the special resolution given at item no. 5 for the approval of the members of the Company.

None of the directors or key managerial personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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 carrying voting rights. 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 for his entire shareholding and such person shall not act as proxy for any other person or shareholder.
4. An instrument of proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped proxies or proxies upon which the stamps have not been cancelled are invalid.
5. The proxy-holder shall prove his identity at the time of attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agent.
7. A proxy form which does not state the name of the proxy shall not be considered valid. Undated proxy shall not be considered valid and if the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last shall be considered valid. If they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
8. When a Member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
9. The Register of Members and Share Transfer Books of the Company will remain closed from June 27, 2018 to June 29, 2018 (both days inclusive).
10. All the correspondence pertaining to shareholding, transfer of shares, transmission, etc. should be lodged at the Company's Share Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Investments and Commercials Limited, C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai – 400 083. Tel. No. 022-4918 6270, Fax No. 022-4918 6060, email- rnt.helpdesk@linkintime.co.in.
11. Members are requested to immediately inform about their change of address, change of e- mail address or consolidation of folios, if any, to the Company's Share Registrar and Transfer Agent.
12. Securities and Exchange Board of India (SEBI) vide circular ref. no. CIR/CFD/DIL/7/2011 dated October 5, 2011 and the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.**
13. 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 7th 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.
14. The physical copies of the Annual Reports and other documents referred to in the Notice will be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting and copies thereof shall also be available at the Corporate Office of the Company and during the meeting.
15. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached Nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

**16. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the General Meeting may also attend the General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on July 20, 2018 (9:00 am) and ends on July 22, 2018 (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 July 16, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, that member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

1. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- a) For Members who hold shares in demat account with NSDL.
8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
- b) For Members who hold shares in demat account with CDSL.
16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****.
- c) For Members holding shares in Physical Form.
EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

2. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.



3. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password: Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
4. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
5. Now, you will have to click on “Login” button.
6. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail sanjayrisbud@yahoo.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. 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.
- VII. Mr. Sanjay Risbud has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. 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.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspuninvestments.com and on the website of NSDL www.evoting.nsdl.com 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

Amol Nandedkar
Company Secretary
ACS - 23661

Place: Mumbai
Date: May 23, 2018



DIRECTORS' REPORT

To,

The Members,

Welspun Investments and Commercials Limited

Your directors have pleasure in presenting the 10th Annual Report of your Company along with the Audited Financial Statements for the financial year ended March 31, 2018.

1. Financial Results

(₹)

Particulars	2017-18	2016-17
Total Income	1,37,33,999	85,59,181
Expenditure	(1,11,73,846)	(80,36,948)
Profit after taxation	25,60,153	5,22,233
Other Comprehensive Income (Net of Tax)	45,59,31,526	4,54,84,456
Total Comprehensive Income	45,84,91,679	4,60,06,689

2. Performance

During the year under review, the Company prepared its Financial Statements in compliance with IND AS.

The Company fared better in its business and its total income increased by over 60% as compared with last year.

The management is hopeful that the Company will be able to improve its performance in the years ahead.

3. Reserves & Dividend

The Company has not transferred any amount to reserve. In view of the accumulated losses, your directors do not recommend any dividend for the financial year ended March 31, 2018.

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. P Y S & Co., LLP, Chartered Accountants (Firm Registration No. 012388S) (Formerly known as M/s. P Y S & Co.), who have been appointed up to the conclusion of the 12th Annual General Meeting, subject to ratification by the Members of the Company at every Annual General Meeting, have given their consent to continue to act as the Auditors of the Company for the remaining tenure. Members are requested to ratify their appointment as the Auditors of the Company and to fix their remuneration by passing an ordinary resolution under Section 139 of the Companies Act, 2013.

ii) Secretarial Auditors

The Board of Directors has re-appointed M/s. S. S. Risbud & Co., Company Secretaries, as the Secretarial Auditors of the Company for the financial year 2018-19.

8. Auditors' Report

i) Statutory Auditors' Report

The Auditors' observation, if any, 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 F of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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
1,010	4,568	4	17	4	17	1,006	4,551

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 BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE).

Annual listing fees for the year 2018-19 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 and Key Managerial Personnel

i) Changes in Directors and Key Managerial Personnel

Since the last report, no change in Key Managerial Personnel of the Company took place.

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

Details about the director being re-appointed is 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

Your Company has received declarations from all the Independent Directors as per the provisions of Section 149(7) of the Act confirming that they meet the criteria of Independence as prescribed under the provisions of Section 149(6) of the Act and that 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

As done last year, this year also, the Company followed the same evaluation process with specific focus on the performance vis-à-vis the plans, meeting challenging situations, performing leadership role within, and effective functioning of the Board etc. which was in line with the SEBI Guidance Note on Board Evaluation dated January 5, 2017. The evaluation process invited, through IT enabled platform, and graded responses to a structured questionnaire for each aspect of the evaluation viz. time spent by each of the directors; accomplishment of specific responsibilities and expertise; conflict of interest; integrity of the Director; active participation and contribution during discussions. For the financial year 2017-18, the annual performance evaluation was carried out which included evaluation of the Board, independent directors, non-independent directors, Chairman, Committees of the Board, quantity, quality and timeliness of information to the Board. The independent directors evaluated all non-independent directors, the Board, the Committees, the Chairman and the information to the Board. The Nomination and Remuneration Committee and the Board evaluated performance of the independent directors, the Board itself, the Chairman, 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 2017-18	Attendance at the Last AGM
Mr. L. T. Hotwani	NE	5/5	No
Mr. Atul Desai	NE, I	5/5	No
Mr. Raj Kumar Jain	NE, I	5/5	Yes
Ms. Mala Tadarwal	NE, I	4/5	No

Abbreviations:

I = Independent, NE = Non-Executive Director

5 meetings of the Board of Directors were held during the financial year 2017-18 on the following dates: May 08, 2017, August 11, 2017, September 13, 2017, December 12, 2017 and February 13, 2018.

In addition to the above, a meeting of the Independent Directors was held on March 26, 2018 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, Mr. Rajkumar Jain and Ms. Mala Tadarwal.

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

14. Audit Committee

The Committee comprises of 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	5/5
Mr. Atul Desai	Member	5/5
Ms. Mala Tadarwal	Member	4/5

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

5 meetings of the Audit Committee of the Board of Directors were held during the financial year 2017-18 on following dates: May 08, 2017, August 11, 2017, September 13, 2017, December 12, 2017 and February 13, 2018.

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 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, 2 meetings of the Committee were held on May 08, 2017 and December 12, 2017.

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 Nomination and Remuneration Committee and by the shareholders.
- The Non- Executive Directors including independent directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ 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, sitting fees to independent directors, 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. Loans, Guarantees and Investments

The Company during the Financial Year under review has not given any loans, guarantees, security or made any investments requiring members' approvals under section 186 of the Companies Act, 2013.

19. 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 independent directors for attending meetings of Board / Committees of the Board for the Financial Year ended 31.03.2018 are as under:

Sr. No.	Name of the Director	Sitting Fees (₹)
1	Mr. Atul Desai	1,68,000
2	Mr. Rajkumar Jain	1,89,000
3	Ms. Mala Tadarwal	1,44,500



The above mentioned sitting fees paid to the independent 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.

20. Shareholding of the Directors of the Company as on March 31, 2018

As on March 31, 2018, none of the directors held any shares in the Company.

21. Management Discussion and Analysis

A separate report on Management Discussion and Analysis is enclosed as a part of the Annual Report

Directors' Responsibility Statement

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

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. 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;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. being a listed company, the directors 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
- f. 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.

22. 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.

23. 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

L. T. Hotwani

Director

DIN – 00007125

Atul Desai

Director

DIN - 00019443

Place: Mumbai

Date: May 23, 2018



Annexure 1
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[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, 2018, 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, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (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 company has complied with the Secretarial Standards as prescribed by The Institute of Company Secretaries of India for the year 2017-18.



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. There were no changes in the composition of the Board of Directors during the period under review.

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 there were no agenda item which was dissented by any Board Member.

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

Date: 02.05.2018

Place: Mumbai

Note:

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

“ANNEXURE A”

To,

The Members,

Welspun Investments and Commercials Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For S.S. RISBUD & CO.
Company Secretaries**

**Sanjay S. Risbud
Proprietor**

Membership No. 13774

C.P. No.: 5117

Date: 02.05.2018

Place: Mumbai



Annexure 2
Form No. MGT – 9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2018

[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-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083.
Email - rnt.helpdesk@linkintime.co.in
Tel. No.: +91-022-49186000
Fax No.: +91-22-49186060

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.	58.16
2.	Trading of textile products and related accessories	N.A.	41.60

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 Shareholders	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	44966	0	44966	1.2304	70046	0	70046	1.9167	0.6863
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	2680608	0	2680608	73.3514	2655528	0	2655528	72.6651	-0.6863
	Sub Total (A)(1)	2725574	0	2725574	74.5818	2725574	0	2725574	74.5818	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	2725574	0	2725574	74.5818	2725574	0	2725574	74.5818	0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	4	217	221	0.0060	4	217	221	0.0060	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Financial Institutions / Banks	78177	10	78187	2.1395	76177	10	76187	2.0848	-0.0547
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	78181	227	78408	2.1455	76181	227	76408	2.0908	-0.0547
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	299487	25063	324550	8.8809	287926	24693	312619	8.5544	-0.3265
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	333058	0	333058	9.1137	332516	0	332516	9.0989	-0.0148
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Hindu Undivided Family	58673	0	58673	1.6055	42979	0	42979	1.1761	-0.4294
	Non Resident Indians (Non Repat)	733	0	733	0.0201	3045	0	3045	0.0833	0.0632
	Non Resident Indians (Repat)	9506	911	10417	0.2850	16821	911	17732	0.4852	0.2002
	Unclaimed Shares	4568	0	4568	0.1250	4551	0	4551	0.1245	-0.0005
	Clearing Member	3467	0	3467	0.0949	7175	0	7175	0.1963	0.1014
	Bodies Corporate	114692	336	115028	3.1476	131541	336	131877	3.6086	0.4610
	Sub Total (B)(3)	824184	26310	850494	23.2727	826554	25940	852494	23.3274	0.0547



Sr No	Category of Shareholders	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	902365	26537	928902	25.4182	902735	26167	928902	25.4182	0.0000
	Total (A)+(B)	3627939	26537	3654476	100.0000	3628309	26167	3654476	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	3627939	26537	3654476	100.0000	3628309	26167	3654476	100.0000	

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 held	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares held	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Aethelred Multiventure Pvt Ltd	2655528	72.6651	0.0000	2655528	72.6651	0.0000	0.0000
2	Dipali Balkrishan Goenka	32728	0.8956	0.0000	32728	0.8956	0.0000	0.0000
3	Welspun Tradewel Limited	24654	0.6746	0.0000	0	0.0000	0.0000	-0.6746
4	Radhika Balkrishan Goenka	9130	0.2498	0.0000	9130	0.2498	0.0000	0.0000
5	Balkrishan Gopiram Goenka	2229	0.0610	0.0000	2229	0.0610	0.0000	0.0000
6	B K Goenka	878	0.0240	0.0000	878	0.0240	0.0000	0.0000
7	Methodical Investment And Trading Co. Pvt. Ltd.	349	0.0095	0.0000	0	0.0000	0.0000	-0.0095
8	Aym Syntex Limited	67	0.0018	0.0000	0	0.0000	0.0000	-0.0018
9	Welspun Steel Limited	5	0.0001	0.0000	0	0.0000	0.0000	-0.0001
10	Welspun Zucchi Textiles Limited	5	0.0001	0.0000	0	0.0000	0.0000	-0.0001
11	Rajesh R Mandawewala	1	0.0000	0.0000	1	0.0000	0.0000	0.0000
12	Balkrishan Goenka	0	0.0000	0.0000	25080	0.6863	0.0000	0.6863
	Total	2725574	74.5818	0.0000	2725574	74.5818	0.0000	0.0000

iv. Change in Promoters' shareholding :

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
1	Aethelred Multiventure Pvt Ltd	2655528	72.6651			2655528	72.6651
	At the end of the year					2655528	72.6651
2	Dipali Balkrishan Goenka	32728	0.8956			32728	0.8956
	At the end of the year					32728	0.8956
3	Balkrishan Goenka	0	0			0	0
	Transfer			02 Mar 2018	25080	25080	0.6863
	At the end of the year					25080	0.6863
4	Radhika Balkrishan Goenka	9130	0.2498			9130	0.2498
	At The End Of The Year					9130	0.2498
5	Balkrishan Gopiram Goenka	2229	0.061			2229	0.061



Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
	At the end of the year					2229	0.061
6	B K Goenka	878	0.024			878	0.024
	At the end of the year					878	0.024
7	Rajesh R Mandawewala	1	0			1	0
	At the end of the year					1	0
8	Welspun Tradewell Limited	24654	0.6746			24654	0.6746
	Transfer			23 Feb 2018	-24654	0	0
	At the end of the year					0	0
9	Methodical Investment And Trading Co. Pvt. Ltd.	349	0.0095			349	0.0095
	Transfer			01 Sep 2017	-349	0	0
	At the end of the year					0	0
10	Aym Syntex Limited	67	0.0018			67	0.0018
	Transfer			23 Feb 2018	-67	0	0
	At the end of the year					0	0
11	Welspun Zucchi Textiles Limited	5	0.0001			5	0.0001
	Transfer			23 Feb 2018	-5	0	0
	At the end of the year					0	0
12	Welspun Steel Limited	5	0.0001			5	0.0001
	Transfer			23 Feb 2018	-5	0	0
	At the end of the year					0	0

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

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No.Of Shares Held	% Of Total Shares Of The Company	Date Of Transaction	No. Of Shares	No Of Shares Held	% Of Total Shares Of The Company
1	Life Insurance Corporation Of India	76167	2.0842			76167	2.0842
	At the end of the year					76167	2.0842
2	Surendrakumar Balkishandas Agarwal	54985	1.5046			54985	1.5046
	At the end of the year					54985	1.5046
3	Sudha Premkumar Agarwal	54334	1.4868			54334	1.4868
	At the end of the year					54334	1.4868
4	Mukesh Raghunathmal Chandan	52135	1.4266			52135	1.4266
	At the end of the year					52135	1.4266
5	Meenadevi Surendrakumar Agarwal	43762	1.1975			43762	1.1975
	At the end of the year					43762	1.1975
6	Aawagaman Mercantile Llp	35228	0.9640			35228	0.9640
	At the end of the year					35228	0.9640
7	Subhash Chander Nayar	29884	0.8177			29884	0.8177
	Transfer			28 Apr 2017	(28600)	1284	0.0351
	Transfer			30 Jun 2017	(1284)	0	0.0000
	At the end of the year					0	0.0000
8	Sunhill Trading Private Limited	29804	0.8155			29804	0.8155
	At the end of the year					29804	0.8155
9	Suresh Manakchand Paharia	28408	0.7773			28408	0.7773
	Transfer			14 Apr 2017	9094	37502	1.0262
	Transfer			28 Apr 2017	8478	45980	1.2582
	Transfer			12 May 2017	659	46639	1.2762
	Transfer			12 Jan 2018	(9165)	37474	1.0254
	At the end of the year					37474	1.0254
10	Anmol Sekhri	12500	0.3420			12500	0.3420
	Transfer			21 Apr 2017	80	12580	0.3442
	Transfer			28 Jul 2017	1000	13580	0.3716
	Transfer			25 Aug 2017	22771	36351	0.9947
	At the end of the year					36351	0.9947
11	Ajit Jain (Huf)	21967	0.6011			21967	0.6011
	At the end of the year					21967	0.6011



vii. 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
Directors : Nil							
Key Managerial Personnel :							
Gajendra Nahar - CEO & CFO	150	0.00	0	150	0.00	150	0.00

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	
1	Independent Directors				
	Fee for attending Board & Committee Meetings	1,89,000	1,68,000	1,44,500	5,01,500
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1 + 2)	1,89,000	1,68,000	1,44,500	5,01,500
	Total Managerial Remuneration				Nil
	Overall Ceiling as per the Act.	1% of the Net profits of the Company (exclusive of any fees payable to directors for attending meetings of the Board or Committee thereof provided that the amount of such fees does not exceed one lakh rupees per meeting of the Board or committee thereof.)			

AD - Atul Desai RKJ - Rajkumar Jain 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	180,000	120,000	300,000
	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	-	-	-
	Total	180,000	120,000	300,000

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

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



Management Discussions & Analysis

The Management Discussion and Analysis (MDA) should be read in conjunction with the Audited Financial Statements of Welspun Investments and Commercials Ltd ('Welspun' or 'WICL' or the 'Company'), and the notes thereto for the year ended 31st March, 2018. This MDA covers Welspun's financial position and operational performance for the year ended 31st March, 2018. Currency for this MDA is Indian Rupees unless otherwise indicated.

Forward-Looking Statements

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

Welspun Investments & Commercials Ltd (WICL) - A Business Overview

The Company's business is under two categories, one being the trading and other the investing. WICL focusses on the trading opportunities available in diverse sectors by leveraging the position of Welspun Group. The Company is also involved in trading of textile related commodities. The Company holds equity shares mainly in Welspun Group companies which are engaged in the business of SAW Pipes & Steel Plates, Infra and Steel. The trading segment relies on the economic scenario and the demand of the respective products while on the other hand the investment segment relies on the economic developments and the performance of the investee company - its profits, dividend and stock prices. The Company's revenue majorly depends on the movements in the stock market prices of the investee companies.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Economic Overview

In the year 2017-18, the global economy experienced a cyclical recovery, reflecting a rebound in investment, manufacturing activity and trade. Global GDP grew by 3.8 percent in 2017 which was half percentage points higher than in 2016. The improvement came against the backdrop of favorable global financing conditions, generally accommodative policies, rising confidence and firming commodity prices. The upturn was broad-based, with growth increasing in more than half of the world's economies with outturns for both the advanced and the Emerging Market and Developing Economy (EMDE) groups.

In advanced economies, growth in 2017 rebounded to 2.3 percent from 1.7 percent in 2016, driven by a pickup in capital spending, a turnaround in inventories, and strengthening external demand. While growth among EMDEs accelerated to 4.9 percent in 2017 from 4.4 percent in 2016, reflecting firming activity in commodity exporters and continued solid growth in commodity importers.

FY-18 marked several Fed rate revisions which brought high volatility in debt and equity markets. Market expectations of the path of U.S. Federal Reserve policy rates have shifted up since August, reflecting the well-anticipated December rate hike, but they continue to price in a gradual increase over 2018 and 2019. The Bank of England raised its policy rate for the first time since 2008 in view of diminishing slack in the economy and above-target inflation driven by the past sterling depreciation. Bond market reaction to these shifts has been muted, with yield curves tending to flatten as short-term rates have risen more than longer-term rate, consistent with still-subdued market expectations of sustained upside surprises on inflation. Long-term yields have inched up in recent months, but they generally remain low, and interest rate spreads remain compressed.

India Economic Overview

India has emerged as the fastest growing major economy in the world as its output has strengthened by 6.7 percent and is expected to grow at a rate of 7.4 per cent in 2018 and 7.8 percent in 2019.

In the Union Budget 2017-18, the major push of the budget proposals is on growth stimulation, providing relief to the middle class, providing affordable housing, curbing black money, digitalization of the economy, enhancing transparency in political funding and simplifying the tax administration in the country. India's unemployment rate has declined to 4.8 per cent. India has retained its position as the third largest startup base in the world. India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025.



Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. The Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition benefiting investors. The Government has also come up with Digital India initiative, which focuses on three core components: 1) Creation of digital infrastructure 2) Delivering services digitally 3) To increase the digital literacy.

Successful implementation of GST after overcoming initial hiccups has improved the market scenario by providing a level playing field to the organised players. The country will be going to reap benefits of GST in the long term with increased production and consumption across the country.

OPPORTUNITIES AND THREATS

Any improvement in the demand and consumption scenario will increase the opportunities for the trading activities in the country which will help the Company in increasing its operations. However, increased competition and high inflation can act as a challenge for the Company.

On the investment side, the Company depends on the dividends and capital appreciation from the equities it is invested into. Thus, better performance of the investee companies can be beneficial for the Company while on the other hand, any failure by any invested company to earn profits or distribute dividends or provide capital appreciation can impact the revenue stream of WICL.

Any increase in dividend distribution tax by government can be an external threat to the Company's revenue stream.

OUTLOOK

Considering last years strong performance of Indian economy and financial markets, this year also looks promising. With General Elections approaching, the financial markets will see some volatility. In order to reduce impact of volatility, the Company will focus on making long term investments in various existing/ new ventures, besides consolidating the existing investments.

With government efforts to create a level playing field by GST, make in India promotion, increased FDI limits to attract foreign capital the economic outlook of the country looks positive. This will help Company's trading operations.

Risk and Concern

Risk is integral to any business and WICL is no exception. Following are the external risks to which the Company is exposed to:

- **Dividend fluctuation:** Dividend received on investments forms the major part of the revenue of the Company. Investee company distributes dividend to its shareholders on the basis of its profitability, future strategy and the dividend distribution policy. Thus, any change in these can affect the revenue stream of WICL.
- **Economic environment:** Both streams of revenues of the Company depends on commodities trading and equity share investments. Thus, any unfavourable changes in the domestic or global economic environment can affect the revenue stream.

Apart from these, Liquidity risk, rising inflation, transaction risk and change in regulatory framework are the other risks to which the Company is exposed to.

HUMAN RESOURCE

The Company's current activities do not require engagement of significant human resource. However, requisite qualified and experienced personnel have been engaged to take care of organization need of human resource. With the sign of growth, if and when seen, the Company will engage requisite human resource.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The adequacy of the internal control system is reviewed by the Audit Committee of the Board of Directors. The emphasis on internal controls prevails across functions and processes, covering entire gamut of various activities. Your Company has taken proper and sufficient care for the maintenance of adequate accounting records as required by various Statutes. Internal Auditors, the Audit Committee and Statutory Auditors have full and free access to all the information and records as considered necessary to carry out their responsibilities.

**INDEPENDENT AUDITORS' REPORT****To the Members of Welspun Investments and Commercials Limited****Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Welspun Investments and Commercials Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended 31 March 2018 and a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS Financial Statements").

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder. 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 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

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules framed thereunder.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31 March 2018, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matters

The comparative financial information of the Company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April 2016 included in these standalone Ind AS financial statements, are based on the previously



issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 (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 Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
 - e) On the basis of written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements (Refer Note 20 to the Ind AS financial statements)
 - ii. The Company did not have any long-term contracts including derivative contracts as at 31 March 2018 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.

For PYS & CO LLP
Chartered Accountants
Firm Registration No.: 012388S/S200048

(Dimple Shah Savla)
Partner
Membership No. 121502

Place: Mumbai
Dated: May 23, 2018



ANNEXURE 'A' 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), 3(i)(b) and 3(i)(c) 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) 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, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) of the Order are not applicable to the Company.
4. According to information and explanations given to us, in respect of loans, investments, guarantees and securities the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanations given to us, the Company has not accepted any deposits during the year within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder.
6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (cost records and audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
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, 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, excise duty, value added tax and cess, which have not been deposited on account of any dispute except as under:

Nature of Dues	Assessment Year	Disputed Amount	Amount paid
Income Tax Demand	2013-2014	₹ 462,250	₹ 69,500 (Amount paid under protest)

8. According to the information and explanations given to us, the Company does not have any loans or borrowings from banks or financial institutions or government or debenture holders. Accordingly, paragraph 3(viii) of the Order is not applicable to the Company.
9. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The Company does not have any term loans during the year.
10. According to the information and explanation given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company by its officers or employees have been noticed or reported during the year, nor have we been informed of any such cases by the management.
11. According to the information and explanations given to us, the Company has not paid or provided managerial remuneration during the year.
12. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the Company has disclosed related party transactions in the Financial Statements as required by the accounting standards.



14. According to the information and explanations given to us, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
16. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For PYS & CO LLP

Chartered Accountants

Firm Registration No.: 012388S/S200048

(Dimple Shah Savla)

Partner

Membership No. 121502

Place: Mumbai

Dated: May 23, 2018

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Welspun Investments and Commercials Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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



exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS 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 Ind AS 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, 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 PYS & CO LLP

Chartered Accountants

Firm Registration No.: 012388S/S200048

(Dimple Shah Savla)

Partner

Membership No. 121502

Place: Mumbai

Dated: May 23, 2018



BALANCE SHEET AS AT 31 MARCH 2018

Sr. No.	Particulars	Note no.	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at April 01, 2016 ₹
ASSETS					
1	Non-current assets				
	Financial assets				
	Investments	3	1,257,066,349	801,740,893	753,293,384
	Income tax assets (net)	4	432,010	362,510	364,557
	Total non-current assets		1,257,498,359	802,103,403	753,657,941
2	Current assets				
	Financial assets				
	Investments	5	12,842,851	11,172,151	-
	Cash and cash equivalents	6	918,009	401,128	11,043,421
	Bank balance other than above	7	413,352	413,711	414,232
	Other financial assets	8	50,000	50,000	36,434
	Other current assets	9	258,056	-	-
	Total current assets		14,482,268	12,036,990	11,494,087
	Total Assets		1,271,980,627	814,140,393	765,152,028
EQUITY AND LIABILITIES					
1	Equity				
	Equity share capital	10	36,544,760	36,544,760	36,544,760
	Other equity				
	Reserve and surplus		123,042,198	120,482,045	119,959,812
	Other reserve		1,107,665,858	651,734,332	606,249,876
	Total Equity		1,267,252,816	808,761,137	762,754,448
2	Non-current liabilities				
	Deferred tax liabilities (net)	11	4,206,902	4,815,098	1,853,977
3	Current liabilities				
	Other current liabilities	12	520,909	564,158	543,603
	Total Liabilities		4,727,811	5,379,256	2,397,580
	Total Equity and Liabilities		1,271,980,627	814,140,393	765,152,028

Significant accounting policies

2

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date attached

For **P Y S & CO LLP**

Chartered Accountants

Firm Registration No. 012388S/S200048

(Dimple Shah Savla)

Partner

Membership No.: 121502

For and on behalf of the Board of Directors

(Atul Desai)

Chairman

DIN: 00019443

(L. T. Hotwani)

Director

DIN-00007125

(Gajendra Nahar)

Chief Financial Officer

(Amol Nandedkar)

Company Secretary

Mumbai; Dated: May 23, 2018

Mumbai; Dated: May 23, 2018

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**

Particulars	Note no.	Year Ended March 31, 2018 ₹	Year Ended March 31, 2017 ₹
Income			
Revenue from Operations	13	13,632,396	8,083,859
Other Income	14	101,603	475,322
Total Income		13,733,999	8,559,181
Expenses:			
Purchases of traded goods - cotton bales		7,969,691	5,178,492
Employee benefits expense	15	300,000	300,000
Other expenses	16	2,904,155	2,558,456
Total Expenses		11,173,846	8,036,948
Profit before tax		2,560,153	522,233
Tax expense			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
Profit for the Year		2,560,153	522,233
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Fair value through other comprehensive income - equity instruments		455,323,330	48,445,577
Income tax effect		608,196	(2,961,121)
Other Comprehensive Income for the year, net of tax		455,931,526	45,484,456
Total Comprehensive Income for the year		458,491,679	46,006,689
Earnings per equity share (Face Value ₹ 10 per share)			
(1) Basic		0.70	0.14
(2) Diluted		0.70	0.14

Significant accounting policies

2

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date attached

For **P Y S & CO LLP**

Chartered Accountants

Firm Registration No. 012388S/S200048

(Dimple Shah Savla)

Partner

Membership No.: 121502

For and on behalf of the Board of Directors

(Atul Desai)

Chairman

DIN: 00019443

(L. T. Hotwani)

Director

DIN-00007125

(Gajendra Nahar)

Chief Financial Officer

(Amol Nandedkar)

Company Secretary

Mumbai; Dated: May 23, 2018

Mumbai; Dated: May 23, 2018



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

(a) Equity Share Capital

Particulars	Amount ₹
Balance as at 01/04/2016	36,544,760
Changes in Equity share capital during the year	-
Balance as at 31/03/2017	36,544,760
Changes in Equity share capital during the year	-
Balance as at 31/03/2018	36,544,760

(b) Other Equity

Particulars	Reserve and Surplus		Other Comprehensive Income	Total Other Equity
	Reserve on demerger	Retained earnings	Equity investment fair value	
	₹	₹	₹	₹
Balance as at 01/04/2016	196,801,098	(76,841,286)	606,249,876	726,209,688
Profit for the year		522,233		522,233
Fair valuation movement - Equity instruments			48,445,577	48,445,577
Deferred tax impact on above			(2,961,121)	(2,961,121)
Balance as at 31/03/2017	196,801,098	(76,319,053)	651,734,332	772,216,377
Profit for the year		2,560,153		2,560,153
Fair valuation movement - Equity instruments			455,323,330	455,323,330
Deferred tax impact on above			608,196	608,196
Balance as at 31/03/2018	196,801,098	(73,758,900)	1,107,665,858	1,230,708,056

Significant accounting policies

The accompanying notes are an integral part of the standalone Ind AS financial statements

As per our report of even date attached

For **P Y S & CO LLP**

Chartered Accountants

Firm Registration No. 012388S/S200048

(Dimple Shah Savla)

Partner

Membership No.: 121502

For and on behalf of the Board of Directors

(Atul Desai)

Chairman

DIN: 00019443

(L. T. Hotwani)

Director

DIN-00007125

(Gajendra Nahar)

Chief Financial Officer

(Amol Nandedkar)

Company Secretary

Mumbai; Dated: May 23, 2018

Mumbai; Dated: May 23, 2018

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**

Particulars	Current Year 2017-18 ₹	Previous Year 2016-17 ₹
A CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit before tax	2,560,153	522,233
Adjustments for:		
Interest income on bank deposit	-	-9,041
Dividend income	-4,971,350	-2,616,500
Interest element on debt component of investment in preference shares	-2,126	-1,932
Fair value adjustment of mutual fund	-67,977	-473,237
Operating profit/(loss) before working capital changes	-2,481,300	-2,578,477
Decrease/(increase) in trade and other receivables	-258,056	-25,000
Increase/(decrease) in trade and other payables	-42,890	21,076
Cash generated from / (used in) operations	-2,782,246	-2,582,401
Income taxes (paid) / refund received	-69,500	2,047
NET CASH FROM OPERATING ACTIVITIES (A)	-2,851,746	-2,580,354
B CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments	-27,374,874	-17,000,000
Sale of investments	25,772,151	6,301,086
Interest received	-	20,475
Dividend received	4,971,350	2,616,500
NET CASH USED IN INVESTING ACTIVITIES (B)	3,368,627	-8,061,939
C CASH FLOWS FROM FINANCING ACTIVITIES		
NET CASH FROM/(USED IN) FINANCING ACTIVITIES (C)	-	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	516,881	-10,642,293
Cash and cash equivalents at beginning of year	401,128	11,043,421
Cash and cash equivalents at end of year	918,009	401,128
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS AS ABOVE	516,881	-10,642,293

Significant accounting policies

2

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date attached

For P Y S & CO LLP

Chartered Accountants

Firm Registration No. 012388S/S200048

(Dimple Shah Savla)

Partner

Membership No.: 121502

For and on behalf of the Board of Directors

(Atul Desai)

Chairman

DIN: 00019443

(L. T. Hotwani)

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(Gajendra Nahar)

Chief Financial Officer

(Amol Nandedkar)

Company Secretary

Mumbai; Dated: May 23, 2018

Mumbai; Dated: May 23, 2018

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018****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. Basis of preparation of financial statements****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 recognises income and expenditure on accrual basis except those with significant uncertainties.

Compliance with Ind AS

These financial statements, for the year ended 31 March 2018 and 31 March 2017 are prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read with relevant rules issued thereunder.

These financial statements are the first financial statements of the Company under Ind AS. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ended on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the date of transition to Ind AS. Refer note 26 for an explanation of how the transition from previous GAAP to Ind AS has effected the Company's financial position, financial performance and cash flow.

b. Use of estimates:

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognised in the financial statements is valuation of financial instruments. (Refer Note 2.d)

c. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

d. Fair value measurement

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

Level 1: This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, exchange traded funds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing Net Assets Value (NAV).

Level 2: The fair value of financial instruments that are not traded in an active market (such as traded bonds, debentures) is determined using Fixed Income Money Market and Derivatives Association of India (FIMMDA) inputs and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

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

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (note 23)

Financial instruments (including those carried at amortised cost) (note 23)

e. Financial Instruments**Classification of Financial Assets**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

Initial recognition

The company recognise the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

Subsequent measurement of Non-derivative financial instruments**(i) Financial Assets at amortised cost**

A financial assets is measured at the amortised cost if both the following conditions are met :

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018****(ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income**

Instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

If the company decides to classify an equity investment as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

(iii) Financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

Trade and other payables

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

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

f. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

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

g. 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.

h. Taxes**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided in full using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity .

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

i. 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.

j. 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.

k. 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.

l. 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 2018

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
3 NON- CURRENT INVESTMENTS			
i) Investment in equity instruments			
Equity Investments at fair value through OCI (FVOCI)			
Quoted			
5,233,000 (as at 31 March 2017: 5,233,000, as at 01 April 2016: 5,233,000) equity shares of Rs 5 each fully paid up in Welspun Corps Limited	705,931,700	432,245,800	516,497,100
3,139,800 (as at 31 March 2017: 3,139,800, as at 01 April 2016: 3,139,800) equity shares of ₹10 each fully paid up in Welspun Enterprises Limited	443,810,730	262,173,300	148,826,520
Equity investment in associate			
Unquoted			
3,988,334 (as at 31 March 2017: 3,988,334, as at 01 April 2016: 3,988,334) equity shares of ₹ 10 each fully paid up in MEP Cotton Limited (Refer note i below)	119,550,020	119,550,020	119,550,020
Less: Provision for impairment in value of investments	119,550,020	119,550,020	119,550,020
	-	-	-
Investment in other entities			
5,000,025 (as at 31 March 2017: 5,000,025, 01 April 2016: 5,000,025) equity shares of ₹10 each fully paid up in Welspun Steel Limited. (Refer note ii below)	107,300,537	107,300,537	87,950,440
Total (equity instruments) (i)	1,257,042,967	801,719,637	753,274,060
ii) Investments in Preference shares - measured at amortised cost			
Unquoted			
130,000 (as at 31 March 2017: 130,000, as at 01 April 2016: 130,000) 6% Optionally Convertible Preference shares of Re.1 each fully paid up in MGN Agro Properties Pvt. Ltd. (Refer note iii below)	23,382	21,256	19,324
Total (preference shares) (ii)	23,382	21,256	19,324
Total Non-current Investment (i+ii)	1,257,066,349	801,740,893	753,293,384
Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
Aggregate amount of quoted investments and market value thereof	1,149,742,430	694,419,100	665,323,620
Aggregate amount of unquoted investments	226,873,939	226,871,813	207,519,784
Aggregate amount of impairment in the value of investments	119,550,020	119,550,020	119,550,020

Note:

- The Company has one associate i.e. MEP Cotton Limited for which no financial statements are available after the year ended 31 March 2012. The Company has made provision for diminution in value of investment in MEP Cotton Limited to the extent of investment value.
- 25 shares of Welspun Steel Limited were received in lieu of 250,000 equity shares of ₹ 10 each of WS Alloy Holding Pvt. Ltd. as per scheme of merger between Welspun Energy Pvt. Ltd., WS Alloy Holding Pvt. Ltd. and Welspun Steel Limited having appointed date 01 April, 2016.
- As per scheme of amalgamation approved by court, WS Trading and Holding Private Limited (WTHPL) was merged with MGN Agro Properties Private Limited w.e.f. 31 March 2016 (the appointed date). Under the scheme, 52 fully paid up 6% Optionally Convertible Preference Shares (OCPS) of ₹ 1 each were issued and allotted for every 100 fully paid up equity shares of ₹ 10 each held by the Company in WTHPL. As a result the Company received 130,000 6% OCPS of ₹ 1 each of MGN Agro Properties Private Limited.



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
4 INCOME TAX ASSETS (NET)			
Taxes paid	432,010	362,510	364,557
Total	432,010	362,510	364,557

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
5 CURRENT INVESTMENTS			
Investments in Mutual Funds measured at fair value through profit and loss			
Nil (as at 31/03/2017: 6213.593, as at 01/04/2016: Nil) units of Axis Liquid Fund - Growth	-	11,172,151	-
3154.490 (as at 31/03/2017: Nil, as at 01/04/2016: Nil) units of DSP BlackRock Liquid Fund - Regular Plan - Growth	7,804,174	-	-
2113.820 (as at 31/03/2017: Nil, as at 01/04/2016: Nil) units of Invesco India Liquid Fund - Growth	5,038,677	-	-
Total	12,842,851	11,172,151	-

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
6 CASH AND CASH EQUIVALENTS			
Balances with banks:			
In current accounts	918,009	401,128	1,043,421
Bank deposits	-	-	10,000,000
Total	918,009	401,128	11,043,421

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
7 BANK BALANCES OTHER THAN ABOVE			
Balances with banks:			
Earmarked balances	413,352	413,711	414,232
Total	413,352	413,711	414,232

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
8 OTHER FINANCIAL ASSETS			
Sales tax deposit	50,000	50,000	25,000
Interest accrued on fixed deposits	-	-	11,434
Total	50,000	50,000	36,434



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
9 OTHER CURRENT ASSETS			
GST receivable (net)	258,056	-	-
Total	258,056	-	-

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
10 EQUITY SHARE CAPITAL			
Authorised			
13,000,000 equity shares of ₹10 each	130,000,000	130,000,000	130,000,000
Issued, subscribed and paid up shares:			
3,654,476 equity shares of ₹10 each, fully paid up	36,544,760	36,544,760	36,544,760
Total	36,544,760	36,544,760	36,544,760

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.

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 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
Aethelred Multiventure Pvt. Ltd., Holding Company - No. of shares	2,655,528	2,655,528	-
- % of holding	72.67%	72.67%	-
MGN Agro Properties Pvt. Ltd., Holding Company - No. of shares	-	-	2,555,528
- % of holding	-	-	69.93%

c. Details of shares held by holding Company

Name of Shareholder	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
Aethelred Multiventure Pvt. Ltd. -- No. of shares	2,655,528	2,655,528	-
-- % Holding	72.67%	72.67%	-
MGN Agro Properties Pvt. Ltd. - No. of shares	-	-	2,555,528
-- % Holding	-	-	69.93%

d. There has been no movement in number of issued, subscribed and paid up equity shares as at 01 April 2016, as at 31 March 2017 and as at 31 March 2018.

e. 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.

f. On 30 March 2017, 2,655,528 equity shares of the Company held by MGN Agro Properties Private Limited has been transferred to Aethelred Multiventure Private Limited and as such Aethelred Multiventure Private Limited has become holding company w.e.f. 30 March 2017.



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
11 DEFERRED TAX LIABILITY (NET)			
Deferred tax liability :			
FVOCI on equity instruments (a)	7,394,796	7,821,954	4,175,661
Deferred tax asset :			
Brought forward business losses	2,944,268	2,763,230	2,078,058
MAT credit entitlement	243,626	243,626	243,626
(b)	3,187,894	3,006,856	2,321,684
Total (a-b)	4,206,902	4,815,098	1,853,977

Note: The Company has not recognised deferred tax assets on long term capital loss considering fair value as at 31 March 2018 on quoted shares as there is no reasonable certainty of realisability of the same.

Particulars	As at 31/03/2018 ₹	As at 31/03/2017 ₹	As at 01/04/2016 ₹
12 OTHER CURRENT LIABILITIES			
Amount payable to shareholders	413,352	413,711	414,232
Statutory dues payable	21,008	20,997	18,696
Other payables	86,549	129,450	110,675
Total	520,909	564,158	543,603

Particulars	Current Year 2017-18 ₹	Previous Year 2016-17 ₹
13 REVENUE FROM OPERATIONS		
Sale of products - cotton bales	7,988,624	5,222,954
Interest income:		
- Interest on deposit with bank	-	9,041
Profit on sale of Investments	672,422	235,364
Dividend income	4,971,350	2,616,500
Total	13,632,396	8,083,859

Particulars	Current Year 2017-18 ₹	Previous Year 2016-17 ₹
14 OTHER INCOME		
Interest on income tax refund	-	153
Interest income on debt component of investment in preference shares (investment measured at amortised cost)	2,126	1,932
Gain recognised on current investments in mutual fund	67,977	473,237
Sundry balance written back	31,500	-
Total	101,603	475,322

Particulars	Current Year 2017-18 ₹	Previous Year 2016-17 ₹
15 EMPLOYEE BENEFITS EXPENSE		
Salaries	300,000	300,000
Total	300,000	300,000



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	Current Year 2017-18 ₹	Previous Year 2016-17 ₹
16 OTHER EXPENSES		
Rent	323,700	358,540
Rates and taxes	527,814	473,877
Service tax	16,576	57,336
Professional fees	688,681	336,168
Printing and stationery	124,457	119,046
Postage and telegram	178,283	268,708
Advertisement expenses	395,150	393,689
Auditor's remuneration:		
- Statutory audit fees	76,546	83,479
- Other services	7,876	-
Director sitting fees	501,500	422,000
Miscellaneous expenses	63,572	45,613
Total	2,904,155	2,558,456

17 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 Indian Accounting Standard (Ind AS)-108 "Operating Segment".

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	2017-18	5,713,875	7,988,624	31,500	13,733,999
	2016-17	3,336,074	5,222,954	153	8,559,181
Segment results	2017-18	5,673,016	18,933	-3,131,796	2,560,153
	2016-17	3,292,385	44,462	-2,814,614	522,233
Segment assets	2017-18	1,269,909,200	308,056	1,763,371	1,271,980,627
	2016-17	812,913,044	50,000	1,177,349	814,140,393
Segment liabilities	2017-18	-	-	4,727,811	4,727,811
	2016-17	-	-	5,379,256	5,379,256

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

18 Related party Disclosures:

i) Related party relationships:

Holding Company	1. Aethelred Multiventure Private Limited (w.e.f. 30/03/2017)
	2. MGN Agro Properties Private Limited (w.e.f. 31/03/2016 to 29/03/2017)
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
Key Management Personnel	1. Mr. Gajendra Nahar, C.E.O. & C.F.O.
	2. Amol Nandedkar, Company Secretary

Notes:

- a) The related party relationships have been determined by the management on the basis of the requirements of the Indian Accounting Standard (Ind AS) - 24 'Related Party Disclosures' and the same have been relied upon by the auditors.

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

- 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:

Particulars	Current Year 2017-18 ₹	Previous Year 2016-17 ₹
Salary expense		
Gajendra Nahar	180,000	180,000
Amol Nandedkar	120,000	120,000
	300,000	300,000
Rent paid		
Welspun Realty Private Limited (including GST / service tax)	365,820	358,540

19 EARNINGS PER SHARE:

Particulars	Current Year 2017-18 ₹	Previous Year 2016-17 ₹
Net profit after tax attributable to equity shareholders (₹)	2,560,153	522,233
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 (₹)	0.70	0.14

20 COMMITMENTS AND CONTINGENT LIABILITIES NOT PROVIDED FOR

- i Guarantee given by the Company to Punjab National Bank for repayment of liabilities of MEP Cotton Limited of ₹ 107,023,661 (as at 31 March 2017: ₹107,023,661, as at 31 March 2016: ₹ 107,023,661).
- ii Disputed Income Tax Liability of ₹ 462,250 for A.Y. 2013-2014. (Rs 69,500 i.e. approximately 15% of outstanding demand of Rs 462,250 paid during the year has been shown under Taxes paid.)

21 Based on information received by the Company from its suppliers, amounts due to Micro and Small Enterprises as at 31 March 2018 is ₹ Nil (as at 31 March 2017 ₹ Nil).

22 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 all known liabilities is adequate and not in excess of the amount reasonably stated.

23 Financial Instrument By Category & Hierarchy

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

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

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

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



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Financial Assets and Liabilities as at 31 March, 2018

Particulars	Fair value through P&L			Fair value Through OCI			Amortised Cost		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Financial assets measured at fair value									
Non Current Investments									
a) Other equity instruments	-	-	-	1,149,742,430	107,300,537	-	-	-	-
Current Investments									
a) Investment in Mutual Funds	12,842,851	-	-	-	-	-	-	-	-
Financial Assets which are measured at amortised cost									
Non Current Investments									
a) Investment in Preference shares	-	-	-	-	-	-	-	-	23,382

Financial Assets and Liabilities as at 31 March, 2017

Particulars	Fair value through P&L			Fair value Through OCI			Amortised Cost		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Financial assets measured at fair value									
Non Current Investments									
a) Other equity instruments	-	-	-	694,419,100	107,300,537	-	-	-	-
Current Investments									
a) Investment in Mutual Funds	11,172,151	-	-	-	-	-	-	-	-
Financial Assets which are measured at amortised cost									
Non Current Investments									
a) Investment in Preference shares	-	-	-	-	-	-	-	-	21,256

Financial Assets and Liabilities as at 1 April, 2016

Particulars	Fair value through P&L			Fair value Through OCI			Amortised Cost		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Financial assets measured at fair value									
Non Current Investments									
a) Other equity instruments	-	-	-	665,323,620	87,950,440	-	-	-	-
Financial Assets which are measured at amortised cost									
Non Current Investments									
a) Investment in Preference shares	-	-	-	-	-	-	-	-	19,324

There have been no transfers among Level 1, Level 2 and Level 3 during the year.



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

The management assessed that cash and cash equivalents, Trade receivable and other financial asset, trade payables and other financial liabilities approximate their carrying amount largely due to short term maturity of these instruments.

24 Financial instrument by category

Fair value measurements

(i) Financial instruments by category

	As at March 31, 2018			As at March 31, 2017			As at April 1, 2016		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Financial assets									
Investments									
- Equity instruments	-	1,257,042,967	-	-	801,719,637	-	-	753,274,060	-
- Preference shares	-	-	23,382	-	-	21,256	-	-	19,324
- Mutual Funds	12,842,851	-	-	11,172,151	-	-	-	-	-
Cash and cash equivalents	-	-	918,009	-	-	401,128	-	-	11,043,421
Bank balances other than above	-	-	413,352	-	-	413,711	-	-	414,232
Other financial assets	-	-	50,000	-	-	50,000	-	-	36,434
Total financial assets	12,842,851	1,257,042,967	1,404,743	11,172,151	801,719,637	886,095	-	753,274,060	11,513,411
Financial liabilities	-	-	-	-	-	-	-	-	-
Total financial liabilities	-	-	-	-	-	-	-	-	-

25 Financial risk management objectives and policies

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

Carrying amount of financial assets and liabilities:

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Financial assets			
Investments	1,269,909,200	812,913,044	753,293,384
Cash and cash equivalent	918,009	401,128	11,043,421
Bank balances other than above	413,352	413,711	414,232
Other financial assets	50,000	50,000	36,434
At end of the year	1,271,290,561	813,777,882	764,787,471
Financial liabilities	-	-	-
At end of the year	-	-	-

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents and receivables, and other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial instruments and the full amount of any loan payable commitment at the end of the reporting year. Credit risk on cash balances with banks is limited because the counterparties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings.

Exposure to credit risk

Financial asset for which loss allowance is measured using expected credit loss model

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Financial assets			
Non current investment	1,269,909,200	812,913,044	753,293,384
Cash and cash equivalent	918,009	401,128	11,043,421
Bank balances other than above	413,352	413,711	414,232
Other financial assets	50,000	50,000	36,434
At end of the year	1,271,290,561	813,777,882	764,787,471

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The interest rate is disclosed in the respective notes to the financial statements of the Company. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

Particulars	As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Financial assets			
Interest bearing - Fixed interest rate			
- Non current investment	23,382	21,256	19,324

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors net debt and total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars		As at 31 March 18 (₹)	As at 31 March 17 (₹)	As at 1 April 16 (₹)
Other current liabilities		520,909	564,158	543,603
Less: Cash and cash equivalents		(918,009)	(401,128)	(11,043,421)
Less: Bank balances other than above		(413,352)	(413,711)	(414,232)
Net debt	(a)	(810,452)	(250,681)	(10,914,050)
Total equity				
Total member's capital		1,267,252,816	808,761,137	762,754,448
Capital and net debt	(b)	1,266,442,364	808,510,456	751,840,398

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.

26 First-time adoption of Ind AS**A First Ind AS financial statements**

These are the Company's first financial statements prepared in accordance with Ind AS applicable as at 31 March 2018. The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet as at 1 April 2016 (the date of transition). In preparing its opening Ind AS balance sheet, the Company has restated the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2014 and other relevant provisions of the Act (previous GAAP or Indian GAAP) so as to comply in all material respects with Ind AS.

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

Ind AS Mandatory exceptions applied**i Estimates**

An entity's estimates in accordance with Ind AS's at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

ii Classification and measurement of financial assets

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

iii Impairment of financial assets

Ind AS 101 requires an entity to use reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised and compare that to the credit risk at the date of transition to Ind AS.

B Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires reconciliations of its equity reported in accordance with previous GAAP to its equity in accordance with Ind AS and a reconciliation to its total comprehensive income in accordance with Ind AS for the latest period in the entity's most recent annual financial statements.

Welspun Investments and Commercials Limited has chosen to provide reconciliation of amount reported in accordance with previous GAAP to amount reported under Ind AS for each line item of statement of profit and loss as an additional disclosure.

i Effect of IND AS Adoption on the statement of Profit & Loss A/c for year ended March 31, 2017

	Notes to first time adoption	Previous GAAP * ₹	Adjustments ₹	Ind AS ₹
Revenue from operations		8,083,859	-	8,083,859
Other Income	C i & ii	153	475,169	475,322
Total revenue		8,084,012	475,169	8,559,181
Expenses				
Purchases of traded goods - cotton bales		5,178,492	-	5,178,492
Employee benefits expense		300,000	-	300,000
Other expenses		2,558,456	-	2,558,456
Total expenses		8,036,948	-	8,036,948
Profit before tax and before exceptional item		47,064	475,169	522,233
Exceptional item				



NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

	Notes to first time adoption	Previous GAAP * ₹	Adjustments ₹	Ind AS ₹
Provision for diminution in value of investment		13,443,526	(13,443,526)	-
Profit / (Loss) before tax and after exceptional item		(13,396,462)	13,918,695	522,233
Income Tax Expense				
- Current Tax		-	-	-
- Deferred Tax		-	-	-
Total Income Tax Expense		-	-	-
Profit / (Loss) for the year	C i & ii	(13,396,462)	13,918,695	522,233
Other Comprehensive Income	C i & ii	-	45,484,456	45,484,456
Total Comprehensive Income (net of tax)		(13,396,462)	59,403,151	46,006,689

ii Reconciliation of total equity as at March 31, 2017 and April 1, 2016

Particulars	Notes to first time adoption	As on March 31, 2017 ₹	As on April 1, 2016 ₹
Total equity (Shareholder's funds) as per previous GAAP		143,108,110	156,504,572
Adjustments :			
- Effect of interest element on debt component of investment in preference shares (investment measured at amortised cost)	C i & ii	1,932	-
- Effect of measuring investments at fair value through profit and loss	C i & ii	473,237	-
- Effect of measuring investments at fair value through FVOCI	C i & ii	656,793,056	608,347,479
- Effect of reversal of provision for diminution in value of investment		13,443,526	-
- Deferred tax impact on Ind AS adjustments	C iii	(5,058,724)	(2,097,603)
Total Adjustments		665,653,027	606,249,876
Total Equity as per Ind AS		808,761,137	762,754,448

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

(Amount in Rupees)

Particulars	Notes	As per Ind AS
Net profit as per Previous GAAP (Indian GAAP)		(13,396,462)
Add/(Less):		
- Interest income on Debt Component of investment in preference shares (investment measured at amortised cost)	Cii	1,932
- Gain recognised on current investments mutual funds	Ci	473,237
- Effect of reversal of Provision for diminution in value of investment		13,443,526
Net profit as per Ind AS		522,233

iv Impact of Ind AS adoption on the statement of cash flow for year ended March 31, 2017

(Amount in Rupees)

	Notes to first time adoption	Previous GAAP	Adjustments	Ind AS
Net Cash flow from Operating activities		(2,580,875)	521	(2,580,354)
Net Cash flow from Investing activities		(8,061,939)	-	(8,061,939)
Net Cash flow from financing activities		-	-	-
Net Increase / (decrease) in cash and cash equivalents		(10,642,814)	521	(10,642,293)
Cash and cash equivalents as at 1 April 2016		11,457,653	(414,232)	11,043,421
Cash and cash equivalents as at 31 March 2017		814,839	(413,711)	401,128
Net Increase / (decrease) in cash and cash equivalents		(10,642,814)	521	(10,642,293)

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018****C Notes to first time adoption:****i Fair valuation of investments**

Under the previous GAAP, investments were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value at initial and subsequent recognition at fair value. The resulting fair value changes of these investments (other than equity instruments designated as at FVOCI) have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss for the year ended 31 March 2017.

Fair value changes with respect to investments in equity instruments designated as at FVOCI have been recognised in FVOCI – Equity investments reserve as at the date of transition and subsequently in the other comprehensive income for the year ended 31 March 2017.

ii Investment in preference shares (valued at amortised cost)

Under the previous GAAP, investment in preference shares is recorded at the transaction price. Under Ind AS, investment in preference shares is treated as financial asset. Such assets is recorded at fair value at initial recognition and subsequently measured at amortised cost using effective interest rate method (except those subsequently measured at fair value). The difference between fair value and transaction price on initial recognition is recognised through other equity in minus -FVOCI.

iii Deferred tax

Deferred taxes impact of the above adjustments, wherever applicable have been recognised on transition to Ind AS.

iv Retained earnings

Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind AS transition adjustments, if any.

v Other comprehensive income

Under Ind AS, all items of income and expense recognised in a year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes FVOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

- 27** The Company has one associate i.e. MEP Cotton Limited for which no financial statements are available after the year ended 31 March 2012. The Company has made provision for diminution in value of investment in MEP Cotton Limited to the extent of investment value.

In view of the above, the Company has not prepared and presented consolidated financial statements as required under section 129(3) of the Companies Act, 2013.

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

Significant accounting policies

2

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date attached

For **P Y S & CO LLP**

Chartered Accountants

Firm Registration No. 012388S/S200048

(Dimple Shah Savla)

Partner

Membership No.: 121502

For and on behalf of the Board of Directors

(Atul Desai)

Chairman

DIN: 00019443

(L. T. Hotwani)

Director

DIN-00007125

(Gajendra Nahar)

Chief Financial Officer

(Amol Nandedkar)

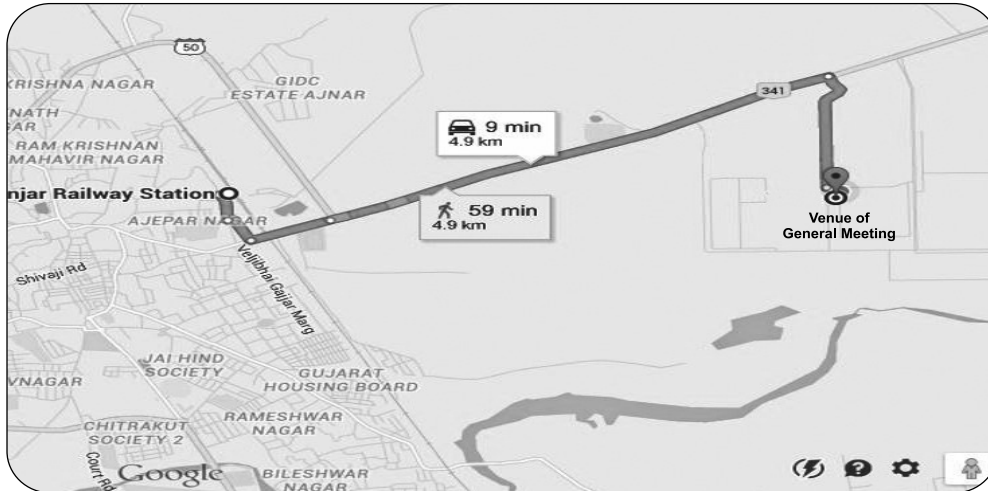
Company Secretary

Mumbai; Dated: May 23, 2018

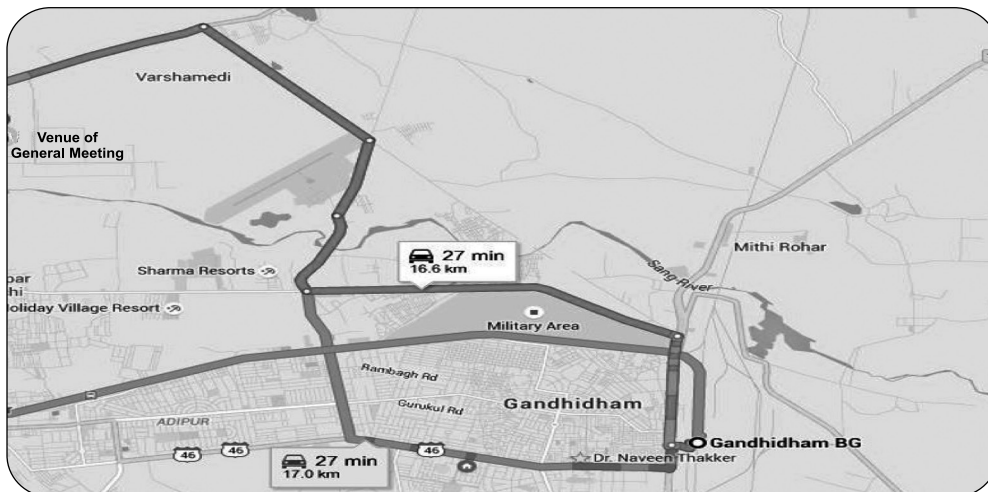
Mumbai; Dated: May 23, 2018

ROUTE MAP

ANJAR STATION TO WELSPUN



GANDHIDHAM STATION TO WELSPUN





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, 7th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

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

PROXY FORM

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

(Management and Administration) Rules, 2014

Name of the member (s) : _____

Registered Address : _____

E-mail Id : _____

Folio No / Client ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him / her

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ or failing him / her

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 10th Annual General Meeting of the Company to be held on **Monday, July 23, 2018** Welspun City, Village Versamedi, Taluka : Anjar, Dist. Kutch, Gujarat – 370 110 at 11:00 a.m and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

TEAR HERE

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	Consider and adopt Audited Financial Statement, Report of the Board of Directors and the Auditors thereon.		
2	Re-appointment of Mr. L. T. Hotwani as a director of the Company, liable to retire by rotation.		
3	Ratification of appointment of M/s. P Y S & Co. LLP as Statutory Auditors of the Company and fixing their remuneration.		
4	Approval of Related Party Transaction.		
5	Approval under section 180(1)(a) to sell investments.		

Signed this day of2018.

Affix Re. 1
Revenue
stamp

Signature of shareholder _____

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

Note:

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



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, 7th 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, 7th 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 st)			:		
			:		
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.



WELSPUN INVESTMENTS AND COMMERCIALS LIMITED

**Form No. SH-13
NOMINATION FORM**

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

To,
The Company Secretary,
Welspun Investments and Commercials Limited
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch,
Gujarat, Pin – 370110.

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

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

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

2. PARTICULARS OF NOMINEE/S —

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

3. IN CASE NOMINEE IS A MINOR--

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

Name: _____

Address: _____

Name of the Security Holder(s) _____

Signatures: _____

Witness with name and address: _____

Instructions:

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



WELSPUN INVESTMENTS AND COMMERCIALS LIMITED

CIN : L52100GJ2008PLC055195

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

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

Email : CompanySecretary_WINL@welspun.com; Website: www.welspuninvestments.com

Corporate Office : Welspun House, 7th Floor, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.

Tel. No.: +91 22 66136000 Fax No.: +91 22 2490 8020

ATTENDANCE SLIP

Name of the sole / First named member:

Address of sole / First named member:

Registered Folio No.:

DP ID / Client ID :

Number of shares held :

I hereby record my presence at the 10th Annual General Meeting of the Company held on Monday, July 23, 2018 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 11.00 a.m.

Signature of Shareholder/ Proxy Present

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

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

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN
108518		

The remote e-voting period commences on Friday, July 20, 2018 at 9:00 am and ends on Sunday, July 22, 2018 at 5:00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Please read the instructions annexed to the Notice dated May 23, 2018 of the 10th Annual General Meeting before exercising the vote.

These details and instructions form integral part of the Notice dated May 23, 2018 of the 10th Annual General Meeting.