



WICL/SEC/2017-18

October 9, 2017

To,

BSE Ltd. Scrip Code: 533252 Department of Listing, P. J. Towers, Dalal Street, Mumbai - 400 001.	National Stock Exchange of India Ltd. Stock Symbol : WELINV, Series : EQ Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.
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Dear Sirs / Madam,

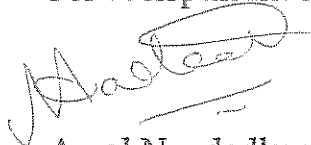
**Sub.: Compliance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

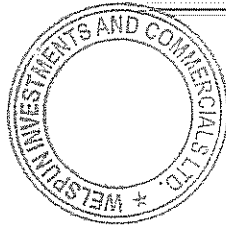
In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find attached Annual Report of the Company approved and adopted in the 9<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 28, 2017 at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110.

Please take the same on record.

Thanking you.

For Welspun Investments and Commercials Limited

  
Amol Nandedkar  
Company Secretary  
ACS-23661



**WELSPUN**



**WELSPUN INVESTMENTS  
AND COMMERCIALS LIMITED**

**9th**  
**Annual Report**  
**2016-2017**

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

**Registrar and** Link Intime India Private Ltd.  
**Transfer Agents:** C-101, 247 Park, L.B.S Marg,  
Vikhroli (West), Mumbai - 400083

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

CONTENTS	Pg. No.
Notice	1
Directors' Report	5
Independent Auditors' Report	21
Balance Sheet	26
Statement of Profit & Loss	27
Cash Flow Statement	28
Significant Accounting Policies and Notes on Accounts	29



**NOTICE**

**NOTICE** is hereby given that the 9<sup>th</sup> Annual General Meeting of Welspun Investments and Commercials Limited will be held on **Thursday, September 28, 2017** at the Registered Office of the Company at Welspun City, Village Versamedi, Taluka : Anjar, Dist. Kutch, Gujarat – 370 110 at 12:30 p.m. to transact the following businesses:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2017 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** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the appointment of M/s. PYS & Co. LLP, Chartered Accountants (Registration No. 012388S/S200048) as the Statutory Auditors of the Company for the financial year 2017-2018 and who hold office until the conclusion of the Annual General Meeting of the Company to be held for the financial year 2016-2017, as approved by the Members at the Seventh Annual General Meeting, be and is hereby ratified and the Board of Directors be and is hereby authorised to fix their remuneration for the financial year ending 31st March, 2018.”

By Order of the Board  
For Welspun Investments and Commercials Limited

Sd/-  
Amol Nandedkar  
Company Secretary  
ACS - 23661

Place: Mumbai  
Date: May 8, 2017

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**BRIEF RESUME OF 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 44 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 and Welshop Trading 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.

**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 26, 2017 to June 28, 2017 (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, Vikroli (West) Mumbai - 400083. Tel. No. 022-4918 6270, Fax No. 022-4918 6060, email- [rnt.helpdesk@linkintime.co.in](mailto: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](http://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 September 25, 2017 (9:00 am) and ends on September 27, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2017, 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:
  - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Welspun Investments and Commercials Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sanjayrisbudcs@gmail.com](mailto:sanjayrisbudcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the General Meeting:
 

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.



- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) or call at the following telephone no. 022 2499 4738/ 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2017.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. September 21, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](http://www.evoting.nsdl.com).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.
- XII. Mr. Sanjay Risbud has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 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.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.welspuninvestments.com](http://www.welspuninvestments.com) and on the website of NSDL [www.evoting.nsdl.com](http://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

Sd/-  
Amol Nandedkar  
Company Secretary  
ACS - 23661

Place: Mumbai  
Date: May 8, 2017

**DIRECTORS' REPORT**

To,

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

Your directors have pleasure in presenting the 9<sup>th</sup> Annual Report of your Company along with the Audited Financial Statements for the financial year ended March 31, 2017.

**1. Financial Results****(Rs.)**

Particulars	2016-17	2015-16
Income	80,84,012	7,441,904
Expenditure	(80,36,948)	(6,451,637)
Profit before taxation	47,064	990,267
Exceptional Items	(1,34,43,526)	Nil
Excess / (short) provision of tax for earlier years	Nil	Nil
Profit after taxation	(1,33,96,462)	990,267

**2. Performance**

During the year under review, the Company fared better in its trading business and its revenue from operations increased by 8.63% as compared with last year.

The Company impaired its investment of Rs. 1,34,43,526/- in WS Alloy Holding Private Limited as it had impaired its investment in a loss making company and this caused in the overall loss in the financial 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 accumulated losses, your directors do not recommend any dividend for the financial year ended March 31, 2017.

**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 consider their re-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 2017-18.

**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
1,012	4574	02	06	02	06	1,010	4,568

The voting rights on these shares shall remain frozen until the shares are claimed by and transferred to rightful owner.

**iii) Listing with the stock exchanges**

The Company's equity shares are listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Annual listing fees for the year 2017-18 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 2016-17, 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 2016-17	Attendance at the Last AGM
Mr. L. T. Hotwani	NE	3/4	No
Mr. Atul Desai	NE, I	4/4	No
Mr. Raj Kumar Jain	NE, I	4/4	Yes
Ms. Mala Todarwal	NE, I	4/4	No

Abbreviations:

I = Independent, NE = Non-Executive Director

4 meetings of the Board of Directors were held during the financial year 2016-2017 on the following dates: May 06, 2016, August 12, 2016, November 11, 2016 and February 14, 2017.

In addition to the above, a meeting of the Independent Directors was held on March 30, 2017 in compliance with 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 Todarwal.

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

### 14. Audit Committee

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

Name of the Member	Member / Chairman	Number of Meetings Attended
Mr. Rajkumar Jain	Chairman	4/4
Mr. Atul Desai	Member	4/4
Ms. Mala Todarwal	Member	4/4

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

4 meetings of the Audit Committee of the Board of Directors were held during the financial year 2015-16 on following dates: May 06, 2016, August 12, 2016, November 11, 2016 and February 14, 2017.

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 06, 2016 and February 14, 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 Todarwal.

**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 Rs. 1,00,000 per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- The Non-Executive Directors may be paid commission after complying with required provisions of the Companies Act, 2013.

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

**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.

**19. Public 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.

**20. 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:



Sr. No.	Name of the Director	Sitting Fees (Rs.)
1	Mr. Atul Desai	1,32,000
2	Mr. Rajkumar Jain	1,48,000
3	Ms. Mala Tadarwal	1,42,000

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.

## **21. Shareholding of the Directors of the Company as on March 31, 2017**

As on March 31, 2017, none of the directors held any shares in the Company.

## **22. Management Discussion and Analysis**

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

## **23. Directors' Responsibility Statement**

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- being a listed company, the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **24. Change in Shareholding of the Company**

MGN Agro Properties Private Limited became the Holding w.e.f. September 27, 2016 vide Scheme of Arrangement between Welspun Group Promoter Companies.

Further, due to inter-se restructuring of Promoter Group shareholding, MGN Agro Properties Private Limited transferred its entire shareholding to Aethelred Multiventure Private Limited, another Welspun Group Promoter Company.

As on March 31, 2017, Aethelred Multiventure Private Limited is the holding Company of your Company.

## **25. 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.

## **26. Acknowledgements**

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

For and on behalf of the Board of Directors

Place: Mumbai

Date: May 8, 2017

L. T. Hotwani

Director

DIN – 00007125

Rajkumar Jain

Director

DIN - 00026544

**Annexure 1**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

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

To,

The Members,

**Welspun 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, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 1956 (the old Act) and the rules made thereunder, as may be applicable;
- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) 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
- (vi) 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

Barring few cases, The company has complied with the Secretarial Standards as prescribed by The Institute of Company Secretaries of India for the year 2016-17.

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 the dissenting members' views are captured and recorded as part of the minutes.

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

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

For S. S. Risbud & Co.  
Company Secretaries

Sanjay S. Risbud  
Proprietor

Date: 02.05.2017

Place: Mumbai

Membership No. 13774

C.P. No.: 5117



**Annexure 2**

**Form No. MGT – 9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on March 31, 2016**

[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.	35.39
2.	Trading of textile products and related accessories	N.A.	64.61

**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				Shareholding at the				% Change
		beginning of the year - 2016				end of the year - 2017				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	44966	0	44966	'1.2304	'0.0000
(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	2580608	0	2580608	'70.6150	2680608	0	2680608	'73.3514	'2.7364
	Sub Total (A)(1)	2625574	0	2625574	'71.8454	2725574	0	2725574	'74.5818	'2.7364
[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)	2625574	0	2625574	'71.8454	2725574	0	2725574	'74.5818	'2.7364
(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	78177	10	78187	'2.1395	'0.0000
(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	78181	227	78408	'2.1455	'0.0000
[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 Rs. 1 lakh.	386626	25425	412051	'11.2752	299487	25063	324550	'8.8809	'-2.3943
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	287519	0	287519	'7.8676	333058	0	333058	'9.1137	'1.2461
(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	105665	0	105665	'2.8914	58673	0	58673	'1.6055	'-1.2859
	Non Resident Indians (Non Repat)	908	0	908	'0.0248	733	0	733	'0.0201	'-0.0047
	Non Resident Indians (Repat)	12045	914	12959	'0.3546	9506	911	10417	'0.2850	'-0.0696
	Unclaimed Shares	4574	0	4574	'0.1252	4568	0	4568	'0.1250	'-0.0002
	Clearing Member	2404	0	2404	'0.0658	3467	0	3467	'0.0949	'0.0291



Sr No	Category of Shareholders	Shareholding at the				Shareholding at the				% Change
		beginning of the year - 2016				end of the year - 2017				during the year
		Demat	Physical	Total	% of	Demat	Physical	Total	% of	
Total Shares	Total Shares									
	Bodies Corporate	124078	336	124414	'3.4044	114692	336	115028	'3.1476	'-0.2568
	Sub Total (B)(3)	923819	26675	950494	'26.0090	824184	26310	850494	'23.2727	'-2.7363
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	1002000	26902	1028902	'28.1546	902365	26537	928902	'25.4182	'-2.7364
	Total (A)+(B)	3627574	26902	3654476	'100.0000	3627939	26537	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)	3627574	26902	3654476	'100.0000	3627939	26537	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	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	KRISHIRAJ TRADING LTD.	1726496	'47.2433	'0.0000	0	'0.0000	'0.0000	'-47.2433
2	WELSPUN MERCANTILE LTD.	470054	'12.8624	'0.0000	0	'0.0000	'0.0000	'-12.8624
3	WELSPUN WINTEX LTD.	358978	'9.8230	'0.0000	0	'0.0000	'0.0000	'-9.8230
4	DEEPALI B GOENKA	32728	'0.8956	'0.0000	32728	'0.8956	'0.0000	'0.0000
5	WELSPUN FINANCE LIMITED	24654	'0.6746	'0.0000	24654	'0.6746	'0.0000	'0.0000
6	RADHIKA BALKRISHAN GOENKA	9130	'0.2498	'0.0000	9130	'0.2498	'0.0000	'0.0000
7	BALKRISHAN GOPIRAM GOENKA	2229	'0.0610	'0.0000	2229	'0.0610	'0.0000	'0.0000
8	B K GOENKA	878	'0.0240	'0.0000	878	'0.0240	'0.0000	'0.0000
9	METHODICAL INVESTMENT AND TRADING CO. PVT. LTD.	349	'0.0095	'0.0000	349	'0.0095	'0.0000	'0.0000
10	WELSPUN SYNTEX LIMITED	67	'0.0018	'0.0000	67	'0.0018	'0.0000	'0.0000
11	WELSPUN STEEL LIMITED	5	'0.0001	'0.0000	5	'0.0001	'0.0000	'0.0000
12	WELSPUN ZUCCHI TEXTILES LIMITED	5	'0.0001	'0.0000	5	'0.0001	'0.0000	'0.0000
13	RAJESH R MANDAWEWALA	1	'0.0000	'0.0000	1	'0.0000	'0.0000	'0.0000
14	AETHELRED MULTIVENTURE PVT LTD	0	'0.0000	'0.0000	2655528	'72.6651	'0.0000	'72.6651
	Total	2625574	'71.8454	'0.0000	2725574	'74.5818	'0.0000	'2.7364



**iv. Change in Promoters' shareholding :**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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	0	0.0000			0	0.0000
	Transfer			31 Mar 2017	2655528	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	WELSPUN TRADEWEL LIMITED	24654	0.6746			24654	0.6746
	AT THE END OF THE YEAR					24654	0.6746
4	RADHIKA BALKRISHAN GOENKA	9130	0.2498			9130	0.2498
	AT THE END OF THE YEAR					9130	0.2498
5	BALKRISHAN GOPIRAM GOENKA	2229	0.0610			2229	0.0610
	AT THE END OF THE YEAR					2229	0.0610
6	B K GOENKA	878	0.0240			878	0.0240
	AT THE END OF THE YEAR					878	0.0240
7	METHODICAL INVESTMENT AND TRADING CO. PVT. LTD.	349	0.0095			349	0.0095
	AT THE END OF THE YEAR					349	0.0095
8	AYM SYNTEX LIMITED	67	0.0018			67	0.0018
	AT THE END OF THE YEAR					67	0.0018
9	WELSPUN ZUCCHI TEXTILES LIMITED	5	0.0001			5	0.0001
	AT THE END OF THE YEAR					5	0.0001
10	WELSPUN STEEL LIMITED	5	0.0001			5	0.0001
	AT THE END OF THE YEAR					5	0.0001
11	RAJESH R MANDAWEWALA	1	0.0000			1	0.0000
	AT THE END OF THE YEAR					1	0.0000
12	KRISHIRAJ TRADING LTD.	1726496	47.2433			1726496	47.2433
	Transfer			23 Sep 2016	(1726496)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
13	WELSPUN MERCANTILE LTD.	470054	12.8624			470054	12.8624
	Transfer			23 Sep 2016	(470054)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
14	WELSPUN WINTEX LTD.	358978	9.8230			358978	9.8230
	Transfer			23 Sep 2016	(358978)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

**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 - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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	51197	1.4009			51197	1.4009
	Transfer			05 Aug 2016	3788	54985	1.5046
	AT THE END OF THE YEAR					54985	1.5046
3	SUDHA PREMKUMAR AGARWAL	50805	1.3902			50805	1.3902
	Transfer			15 Apr 2016	2529	53334	1.4594
	Transfer			22 Apr 2016	1000	54334	1.4868
	AT THE END OF THE YEAR					54334	1.4868
4	MUKESH RAGHUNATHMAL CHANDAN	52175	1.4277			52175	1.4277
	Transfer			03 Mar 2017	(40)	52135	1.4266
	AT THE END OF THE YEAR					52135	1.4266



Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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
5	MEENADEVI SURENDRAKUMAR AGARWAL	21812	0.5969			21812	0.5969
	Transfer			08 Apr 2016	3671	25483	0.6973
	Transfer			22 Apr 2016	1700	27183	0.7438
	Transfer			29 Apr 2016	13283	40466	1.1073
	Transfer			22 Jul 2016	3296	43762	1.1975
	AT THE END OF THE YEAR					43762	1.1975
6	AAWAGAMAN MERCANTILE LLP	0	0.0000			0	0.0000
	Transfer			22 Apr 2016	2974	2974	0.0814
	Transfer			29 Apr 2016	725	3699	0.1012
	Transfer			06 May 2016	4678	8377	0.2292
	Transfer			13 May 2016	5	8382	0.2294
	Transfer			20 May 2016	10308	18690	0.5114
	Transfer			27 May 2016	3545	22235	0.6084
	Transfer			24 Jun 2016	405	22640	0.6195
	Transfer			30 Jun 2016	675	23315	0.6380
	Transfer			08 Jul 2016	1688	25003	0.6842
	Transfer			15 Jul 2016	681	25684	0.7028
	Transfer			22 Jul 2016	521	26205	0.7171
	Transfer			29 Jul 2016	100	26305	0.7198
	Transfer			26 Aug 2016	973	27278	0.7464
	Transfer			02 Sep 2016	7950	35228	0.9640
	AT THE END OF THE YEAR					35228	0.9640
7	SUBHASH CHANDER NAYAR	44884	1.2282			44884	1.2282
	Transfer			30 Sep 2016	(10000)	34884	0.9546
	Transfer			04 Nov 2016	(5000)	29884	0.8177
	AT THE END OF THE YEAR					29884	0.8177
8	SUNHILL TRADING PRIVATE LIMITED	63878	1.7479			63878	1.7479
	Transfer			08 Apr 2016	1120	64998	1.7786
	Transfer			17 Mar 2017	(35194)	29804	0.8155
	AT THE END OF THE YEAR					29804	0.8155
9	SURESH MANAKCHAND PAHARIA	1473	0.0403			1473	0.0403
	Transfer			09 Sep 2016	2099	3572	0.0977
	Transfer			16 Sep 2016	3610	7182	0.1965
	Transfer			23 Sep 2016	11102	18284	0.5003
	Transfer			28 Oct 2016	4852	23136	0.6331
	Transfer			04 Nov 2016	3534	26670	0.7298
	Transfer			27 Jan 2017	314	26984	0.7384
	Transfer			03 Feb 2017	342	27326	0.7477
	Transfer			03 Mar 2017	1011	28337	0.7754
	Transfer			10 Mar 2017	55	28392	0.7769
	Transfer			17 Mar 2017	16	28408	0.7773
	AT THE END OF THE YEAR					28408	0.7773
10	AJIT JAIN (HUF)	19218	0.5259			19218	0.5259
	Transfer			15 Apr 2016	1597	20815	0.5696
	Transfer			22 Apr 2016	1152	21967	0.6011
	Transfer			29 Jul 2016	2365	24332	0.6658
	Transfer			05 Aug 2016	(2365)	21967	0.6011
	AT THE END OF THE YEAR					21967	0.6011
11	SHIRISH POONGLIA	18000	0.4925			18000	0.4925
	AT THE END OF THE YEAR					18000	0.4925
12	VINAY KUMAR	39381	1.0776			39381	1.0776
	Transfer			08 Apr 2016	(1603)	37778	1.0337
	Transfer			15 Apr 2016	(662)	37116	1.0156
	Transfer			22 Apr 2016	(116)	37000	1.0125
	Transfer			20 May 2016	(657)	36343	0.9945



Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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
	Transfer			27 May 2016	(144)	36199	0.9905
	Transfer			10 Jun 2016	(4199)	32000	0.8756
	Transfer			22 Jul 2016	(5000)	27000	0.7388
	Transfer			26 Aug 2016	(5000)	22000	0.6020
	Transfer			02 Sep 2016	(12000)	10000	0.2736
	Transfer			23 Sep 2016	(10000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

**vi. 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	<b>Independent Directors</b>				
	Fee for attending Board & Committee Meetings	1,48,000	1,32,000	1,42,000	4,22,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>				
2	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B) = (1 + 2)</b>	<b>1,48,000</b>	<b>1,32,000</b>	<b>1,42,000</b>	<b>4,22,000</b>
	<b>Total Managerial Remuneration</b>	<b>Nil</b>			
	<b>Overall Ceiling as per the Act.</b>	1% of the Net profits of the Company (exclusive of any fees payable to directors for attending meetings of the Board or Committee thereof provided that the amount of such fees does not exceed one lakh rupees per meeting of the Board or committee thereof.)			

AD - Atul Desai RKJ - Rajkumar Jain 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	180,000	120,000	300,000
		-	-	
		-	-	
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961			
	b) Value of perquisites u/s. 17(2) Income Tax Act, 1961			
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
		-	-	-
	- As % of profit			
	- Others, specify			
5	Others, please specify	-	-	-
	<b>Total</b>	<b>180,000</b>	<b>120,000</b>	<b>300,000</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

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



## 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, 2017. This MDA covers Welspun's financial position and operational performance for the year ended 31st March, 2017. 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 Investment & Commercials Ltd (WICL) – A Business Overview

The Company is a trading cum investment company. WICL taps trading opportunities available in various sectors by leveraging the position of Welspun Group. The major part is 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 is dependent on the economic environment and the demand while the investment segment is dependent on the performance of the investee company - its profits, dividend and stock prices. The fluctuations in the stock market quotations also play a role in the Company's revenue.

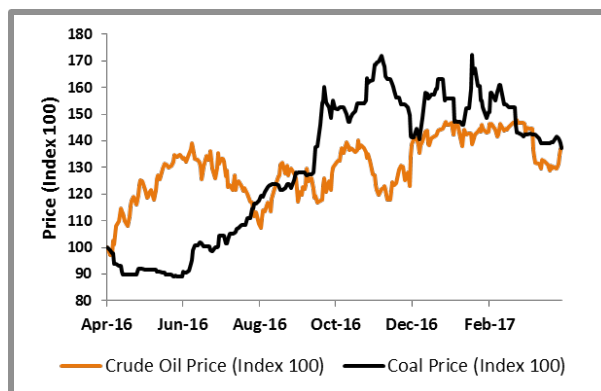
## INDUSTRY STRUCTURE AND DEVELOPMENTS

### Global Economic Overview

For the global economy, the year 2016-17 was a year of unstable growth, shifting policies and heightened uncertainty. Global growth in 2016 is estimated at 3.1% vis-à-vis 3.4% in 2015. Advanced economies struggled with subdued growth and low inflation in a context of increased uncertainty about policy direction, tepid investment, and sluggish productivity growth, in the first half of CY2016. However, the second half saw a stronger-than-expected pickup in growth in advanced economies, due to reduced drag from inventories and some recovery in manufacturing output. Economic activity rebounded strongly in the United States in the second half, with improvement in employment, investor & consumer sentiment and resources utilisation. However, output remained below potential in a number of other advanced economies, notably in the euro area.

FY17 saw a few outlier macroeconomic events like the Brexit vote and Presidential elections in US. The ultimate impact of Brexit remained very unclear, as the fate of institutional and trade provisions between the United Kingdom and European Union is uncertain. The macro-economic sentiment towards emerging market economies improved with expectations of lower interest rates in advanced economies, reduced concern about China's near-term prospects following policy support to growth, and firming up of commodity prices. However, prospects differ sharply across countries and regions, with emerging Asia in general and India in particular showing robust growth and sub-Saharan Africa experiencing a sharp slowdown.

Commodity prices staged a recovery during the year, from their lows in 2016. Oil prices increased about 38% in FY17, majorly in the second half of 2016, reflecting an agreement among major producers to trim supply (see figure xx). The coal prices too went up by almost the same margin - about 37% in the same period.





India's economy continues to be one of the most attractive economies of the world for businesses and investors. India, one of the fastest growing major economies globally, has recently emerged as the world's sixth largest manufacturing country as well.

The economy is on a robust growth trajectory and continues to achieve stable annual growth rate, rising forex reserve and booming capital markets. The economy expanded by 7.1% in FY17, despite the demonetisation drive announced by the Government on Nov 8th, 2016. With proactive re-monetization by the RBI and unprecedented focus on digital transactions by the Government and banks, the impact gradually tapered off by the end of FY 2017.

India's economy is set to grow at 7.4-7.7% in 2017-18. The implementation of GST will be a landmark development in 2017-18. GST will create a common Indian market, improve tax compliance and governance, and boost investment and growth; it is also a bold new experiment in the governance of India's cooperative federalism.

### **OPPORTUNITIES AND THREATS**

Any favourable changes in the above discussed factors can significantly increase the trading activity in the country which will give Welspun an opportunity to increase its operations.

The Company depends on the dividends and capital appreciation from the equities it is invested into. Thus, any failure by any invested company to earn profits to distribute dividends or provide capital appreciation can impact the revenue stream of Welspun.

With the active policies by the settled government, there is a hope that the country will grow (because of Make in India, Digital India, Start-up India) and in turn the growth will be reflected in the stock prices of investee companies.

### **OUTLOOK**

The future outlook of Indian commodity & financial markets looks positive. It can be affected by unfavourable global cues but with strong policies from the Indian government, like Make in India, Digital India, Startup India, changes in FDI norms, there is positivity in the Indian business environment. Controlled inflation and increasing GDP growth are favourable signals for the Company.

The Company's focus will be on its regular trading activities and making long term strategic investments in various existing/new ventures, besides consolidating the existing investments.

### **RISKS AND CONCERNS**

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:** Significant part of revenue of the Company is the dividend received from the investee companies. The amount of dividend to be given by the investee company to the shareholders depends on the profitability, future strategy and the goals of the investee company. Thus, any of these factors can change and can affect the revenue stream of Welspun.
- **Economic environment:** Revenue of the Company depends on commodities trading and equity share investments. Thus, any unfavourable changes in the economic environment can affect the revenue stream.

Apart from these, other risks to which Company is exposed to includes liquidity risk, rising inflation, transaction risk, change in regulatory framework.

### **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 Financial Statements**

We have audited the accompanying financial statements of Welspun Investments and Commercials Limited ("the Company"), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

**Auditors' Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017, and its loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 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.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.



- b) In our opinion, proper books of account as required by law have been kept by the Company so far, it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- 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 does not have any pending litigations as at 31 March 2017 which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts as at 31 March 2017 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.
  - iv. The disclosure requirement as envisaged in Notification G.S.R. 308 ( E ) dated 30th March 2017 is not applicable to the Company as the Company did not have any holdings or dealings in Specified Bank Notes (SBN) during the period from 8th November, 2016 to 30th December 2016. There were no cash transactions and cash on hand during this period. (Refer Note 9a)

**For PYS & CO LLP**

Chartered Accountants

Firm Registration No.: 012388S/S200048

**(Anand S. Mohta)**

Partner

Membership No. 111128

Place: Mumbai

Dated: 08 May 2017

**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.
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

**(Anand S. Mohta)**

Partner

Membership No. 111128

Place: Mumbai

Dated: 08 May 2017

**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 2017 in conjunction with our audit of the 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 financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

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

**For PYS & CO LLP**

Chartered Accountants

Firm Registration No.: 012388S/S200048

**(Anand S. Mohta)**

Partner

Membership No. 111128

Place: Mumbai

Dated: 08 May 2017

**BALANCE SHEET AS AT 31 MARCH 2017**

Particulars	Note No.	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
Share capital	3	36,544,760	36,544,760
Reserves and surplus	4	106,563,350	119,959,812
		<b>143,108,110</b>	<b>156,504,572</b>
<b>2 Current liabilities</b>			
Other current liabilities	5	564,158	543,603
		<b>564,158</b>	<b>543,603</b>
<b>TOTAL</b>		<b>143,672,268</b>	<b>157,048,175</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
Non-current investments	6	131,502,379	144,945,905
Long term loans and advances	7	606,136	608,183
		<b>132,108,515</b>	<b>145,554,088</b>
<b>2 Current assets</b>			
Current investments	8	10,698,914	-
Cash and cash equivalents	9	814,839	11,457,653
Short-term loans and advances	10	50,000	25,000
Other current assets	11	-	11,434
		<b>11,563,753</b>	<b>11,494,087</b>
<b>TOTAL</b>		<b>143,672,268</b>	<b>157,048,175</b>

Significant accounting policies

2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For **P Y S & CO LLP**

Chartered Accountants

Firm Registration No. 012388S/S200048

**(Anand S. Mohta)**

Partner

Membership No.: 111128

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: 08 May 2017

Mumbai; Dated: 08 May 2017



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2017**

	Particulars	Note No.	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
I.	Revenue from operations	12	8,083,859	7,298,046
II.	Other income - Interest on income tax refund		153	143,858
III.	<b>Total revenue (I + II)</b>		<b>8,084,012</b>	<b>7,441,904</b>
IV.	<b>Expenses:</b>			
	Purchases of stock-in-trade		5,178,492	3,925,883
	Employee benefits expense	13	300,000	214,000
	Other expenses	14	2,558,456	2,311,754
	<b>Total expenses</b>		<b>8,036,948</b>	<b>6,451,637</b>
V.	<b>Profit before tax and before exceptional item (III - IV)</b>		<b>47,064</b>	<b>990,267</b>
VI.	<b>Exceptional item</b>			
	Provision for diminution in value of investment (Refer Note 26)		13,443,526	-
VII.	<b>Profit before tax and after exceptional item (V - VI)</b>		<b>(13,396,462)</b>	<b>990,267</b>
VIII.	<b>Tax expenses:</b>			
	Current tax (MAT)		-	-
	Excess/(short) provision of tax for earlier years		-	-
			-	-
IX.	<b>Profit for the year (VII - VIII)</b>		<b>(13,396,462)</b>	<b>990,267</b>
X.	<b>Earnings per equity share:</b>			
	Basic and diluted	18	(3.67)	0.27
	Nominal value of equity share		10.00	10.00

**Significant accounting policies**

2

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

As per our report of even date attached

For **P Y S & CO LLP**

Chartered Accountants

Firm Registration No. 012388S/S200048

**(Anand S. Mohta)**

Partner

Membership No.: 111128

**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: 08 May 2017

Mumbai; Dated: 08 May 2017



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017**

	Particulars		Current Year 2016-17 ₹	Previous Year 2015-16 ₹
<b>A</b>	<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
	Net profit before tax and extraordinary items		(13,396,462)	990,267
	Adjustments for:			
	Interest income on investments		(9,041)	(21,268)
	Dividend income		(2,616,500)	(2,642,054)
	Provision for impairment in value of investment		13,443,526	-
	<b>Operating profit/(loss) before working capital changes</b>		<b>(2,578,477)</b>	<b>(1,673,055)</b>
	Decrease/(increase) in trade and other receivables		(25,000)	1,236
	Increase/(decrease) in trade and other payables		20,555	(19,787)
	<b>Cash generated from / (used in) operations</b>		<b>(2,582,922)</b>	<b>(1,691,606)</b>
	Income taxes paid		2,047	679,074
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(A)</b>	<b>(2,580,875)</b>	<b>(1,012,532)</b>
<b>B</b>	<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
	Purchases of investments		(10,698,914)	-
	Interest received		20,475	11,757
	Dividend received		2,616,500	2,642,054
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(B)</b>	<b>(8,061,939)</b>	<b>2,653,811</b>
<b>C</b>	<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
	<b>NET CASH FROM/(USED IN) FINANCING ACTIVITIES</b>	<b>(C)</b>	<b>-</b>	<b>-</b>
	<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(A+B+C)</b>	<b>(10,642,814)</b>	<b>1,641,279</b>
	Cash and cash equivalents at beginning of year (including earmarked balance of Rs. 414,232, as at 31.03.2015 Rs. 414,852)		11,457,653	9,816,374
	<b>Cash and cash equivalents at end of year (including earmarked balance of Rs 413,711 (as at March 2016 Rs. 414,232)</b>		<b>814,839</b>	<b>11,457,653</b>

Significant accounting policies

2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For **P Y S & CO LLP**

Chartered Accountants

Firm Registration No. 012388S/S200048

**(Anand S. Mohta)**

Partner

Membership No.: 111128

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: 08 May 2017

Mumbai; Dated: 08 May 2017

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017****1. GENERAL INFORMATION**

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

**2. SIGNIFICANT ACCOUNTING POLICIES****(a) Accounting convention:**

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

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

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

**(b) Use of estimates:**

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

**(c) Investments:**

- i. Long term investments are valued at cost less provision, if any for diminution in value, which is other than temporary.
- ii. Current investments are carried at the lower of the cost and fair value.

**(d) Revenue recognition:**

- i. Revenue in respect of sale of goods is recognized when significant risks and rewards in respect of ownership of the products are transferred to the customer.
- ii. Dividend income is accounted for when the right to receive dividend is established.
- iii. Interest income is accounted for on time basis and when the realisation of amount is certain.

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

- i. Provision for income tax is made on the basis of the estimated taxable income for the accounting year in accordance with the Income-tax Act, 1961.
- ii. The deferred tax for timing differences between the book and tax profits for the year are accounted based on tax rates in force and tax laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences, are recognized to the extent there is reasonable or virtual certainty as may be applicable that these would be realized in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

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

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

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

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

**(h) Impairment of assets:**

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

**(i) Earnings per share:**

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



## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

## 3 SHARE CAPITAL

Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>Authorised</b> 13,000,000 (as at 31 March 2016: 13,000,000) equity shares of Rs.10 each	<b>130,000,000</b>	130,000,000
<b>Issued, subscribed and paid up shares:</b> 3,654,476 (as at 31 March 2016: 3,654,476) equity shares of Rs.10 each, fully paid up	<b>36,544,760</b>	36,544,760
<b>Total</b>	<b>36,544,760</b>	36,544,760

## a. Terms / rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended 31 March, 2017, the Company has not declared / proposed any dividend (31 March 2016: Nil).

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

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

Name of Shareholder	As at 31/03/2017		As at 31/03/2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Krishiraj Trading Limited ( Refer note f)	-	-	1,726,496	47.24%
Welspun Mercantile Limited ( Refer note f)	-	-	470,054	12.86%
Welspun Wintex Limited ( Refer note f)	-	-	358,978	9.82%
Aethelred Multiventure Pvt. Ltd., Holding Company	<b>2,655,528</b>	<b>72.67%</b>		

## c. Details of share hold by holding Company

Name of Shareholder	As at 31/03/2017		As at 31/03/2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aethelred Multiventure Pvt. Ltd.	<b>2,655,528</b>	<b>72.67%</b>	- (Refer note f)	

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

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. i) A Scheme of arrangement ("the Scheme") between Krishiraj Trading Limited (Transferor 1), Welspun Fintrade Private Limited (Transferor 2), Welspun Mercantile Limited ( Transferor 3), Welspun Wintex Limited (Transferor 4), Goldenarch Estates Private Limited (Transferor 5), Welspun Infra Developers Limited (Transferor 6), WS Trading & Holding Private Limited (Transferor 7) and MGN Agro Properties Private Limited ( Transferee) under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 was sanctioned by the Honorable High Court of Judicature at Ahmedabad on 8th July 2016, a certified copy whereof was received on 7th September 2016. The Scheme became effective from 27th September 2016 ('Effective date') (with close of business hours as on March 31, 2016 as the appointed date) on filing the certified copy of the High Court with the Registrar of Companies.

Pursuant to the scheme, transferor companies merged with the MGN Agro Properties Private Limited along with all assets and liabilities with effect from 31/03/2016 (the appointed date).

MGN Agro Properties Private Limited became holding company as on 31 March 2016 (the appointed date) on scheme becoming effective from 27 September 2016. As financial statements of the Company for 2015-16



**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017**

were approved before scheme becoming effective, therefore the change in shareholding was not shown in the financial statements.

- ii) During the year on 30 March 2017, 2,655,528 equity shares of the Company held by MGN Agro Properties Private Limited has been transferred to Athelred Multiventure Private Limited and as such Athelred Multiventure Private Limited has become holding company w.e.f. 30 March 2017.

	Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>4</b>	<b>RESERVES AND SURPLUS</b>		
	Reserve on demerger	196,801,098	196,801,098
		<b>196,801,098</b>	<b>196,801,098</b>
	<b>Surplus in the statement of profit and loss</b>		
	Opening balance	(76,841,286)	(77,831,553)
	Add: Net profit/(loss) for the year	(13,396,462)	990,267
	Closing balance	(90,237,748)	(76,841,286)
	<b>Total</b>	<b>106,563,350</b>	<b>119,959,812</b>

	Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>5</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Amount payable to shareholders	413,711	414,232
	Statutory dues payable	20,997	18,696
	Other payables	129,450	110,675
	<b>Total</b>	<b>564,158</b>	<b>543,603</b>

	Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>6</b>	<b>NON CURRENT INVESTMENTS</b>		
	<b>Trade Investments (At cost)</b>		
	<b>Investments in equity instruments (Quoted)</b>		
	5,233,000 (as at 31 March 2016: 5,233,000) equity shares of Rs 5 each fully paid up in Welspun Corps Limited	39,369,636	39,369,636
	3,139,800 (as at 31 March 2016: 3,139,800) equity shares of Rs.10 each fully paid up in Welspun Enterprises Limited (Refer note I below)	55,451,259	55,451,259
	<b>Investments in equity instruments (Unquoted)</b>		
	<b>Investment in associate</b>		
	3,988,334 (as at 31 March 2016: 3,988,334) equity shares of Rs. 10 each fully paid up in MEP Cotton Limited	119,550,020	119,550,020
	<b>Investment in other entities</b>		
	5,000,000 (as at 31 March 2016: 5,000,000) equity shares of Rs.10 each fully paid up in Welspun Steel Limited. (refer note No.21)	8,060,102	8,060,102
	250,000 (as at 31 March 2016: 250,000) equity shares of Rs.10 each fully paid up in WS Alloy Holding Pvt. Ltd. (refer note No.21)	13,443,527	13,443,527
	NIL (as at 31 March 2016: 250,000) equity shares of Rs.10 each fully paid up in WS Trading & Holding Pvt. Ltd. (refer note No.21)	-	28,621,381



**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017**

Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>Investments in Preference shares (Unquoted)</b>		
130,000 (as at 31 March 2016: NIL) 6% Optionally Convertible Preference shares of Re.1 each fully paid up in MGN Agro Properties Pvt. Ltd. (refer note No.II below)	<b>28,621,381</b>	-
	<b>264,495,925</b>	264,495,925
Less: Provision for impairment in value of investments in MEP Cotton Limited and WS Alloy Holding Pvt. Ltd. (as at 31 March 2016: MEP Cotton Limited)	<b>132,993,546</b>	119,550,020
<b>Total</b>	<b>131,502,379</b>	144,945,905
Aggregate amount of quoted investments	<b>94,820,895</b>	94,820,895
Aggregate market value of quoted investments	<b>694,419,100</b>	665,323,620
Aggregate amount of unquoted investments	<b>36,681,484</b>	50,125,010

Note:

- I. During the previous financial year 2015-16 Welspun Enterprises Ltd. (WEL) was merged as per scheme of amalgamation with Welspun Projects Ltd. and received 12 shares of Welspun Enterprises Limited (new entity) against holding of 1 shares of WEL.
- II. As per scheme of amalgamation approved by court (Refer Note 3f), WS Trading and Holding Pvt. Ltd. (WSTHPL) has merged with MGN Agro Properties Pvt. Ltd. w.e.f. 31st March 2016 (the appointed date). The scheme became effective from 27th September 2016 (the effective date). Under the scheme, 52 fully paid up OCPS of MGN Agro Properties Pvt. Ltd were to be issued and allotted for every 100 fully paid up equity shares of Rs. 10 each held in WTHPL. As a result, MGN Agro Properties Pvt. Ltd issued 130,000 6% Optionally Convertible Preference Shares of Rs 1.00 each on 27th September, 2016.

Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>7 LONG-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Advance income tax (net)	<b>362,510</b>	364,557
MAT credit entitlement	<b>243,626</b>	243,626
<b>Total</b>	<b>606,136</b>	608,183

Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>8 CURRENT INVESTMENTS</b>		
6213.593 units of Axis Liquid Fund - Growth (CF-GP)	<b>10,698,914</b>	-
<b>Total</b>	<b>10,698,914</b>	-

Note: NAV of Axis Liquid Fund - Growth (CF-GP) as at 31/03/2017 is Rs. 11,172,150.82 (Rs. 1798.0178 per unit)

Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>9 CASH AND CASH EQUIVALENTS</b>		
Balances with banks:		
In current accounts	<b>401,128</b>	1,043,421
Earmarked balances	<b>413,711</b>	414,232
Bank deposits	-	10,000,000
<b>Total</b>	<b>814,839</b>	11,457,653

**Note:**

- a The disclosure requirement as envisaged in Notification G.S.R. 308 (E) dated 30th March 2017 is not applicable to the Company as the Company did not have any holdings or dealings in Specified Bank Notes (SBN) during the period from 8th November, 2016 to 30th December 2016. There were no cash transactions and cash on hand during this period.



**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017**

Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>10 SHORT-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Sales tax deposit	50,000	25,000
<b>Total</b>	<b>50,000</b>	<b>25,000</b>

Particulars	As at 31/03/2017 ₹	As at 31/03/2016 ₹
<b>11 OTHER CURRENT ASSETS</b>		
Interest accrued on fixed deposits	-	11,434
<b>Total</b>	<b>-</b>	<b>11,434</b>

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
<b>12 REVENUE FROM OPERATIONS</b>		
Sale of products	5,222,954	3,958,707
Interest income:		
- Interest on deposit with bank	9,041	21,268
Dividend income	2,616,500	2,642,054
Profit on sale of Investments	235,364	676,017
<b>Total</b>	<b>8,083,859</b>	<b>7,298,046</b>

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
<b>13 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries	300,000	214,000
<b>Total</b>	<b>300,000</b>	<b>214,000</b>

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
<b>14 OTHER EXPENSES</b>		
Rent	358,540	355,476
Rates and taxes	473,877	336,824
Service tax	57,336	52,644
Professional fees	336,168	503,456
Printing and stationery	119,046	110,565
Postage and telegram	268,708	83,886
Advertisement expenses	393,689	348,670
Auditor's remuneration:		
- Statutory audit fees	83,479	87,373
- Other services	-	-
Director sitting fees	422,000	383,000
Miscellaneous expenses	45,613	49,860
<b>Total</b>	<b>2,558,456</b>	<b>2,311,754</b>



**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017**

**15 DETAILS OF STOCK-IN-TRADE**

Particulars	Opening stock	Purchases	Sales	Closing stock
	₹	₹	₹	₹
<b>Current year 2016-2017</b>				
Fabrics	-	5,178,492	5,222,954	-
<b>Total</b>	-	5,178,492	5,222,954	-
<b>Previous year 2015-2016</b>				
Fabrics	-	3,925,883	3,958,707	-
<b>Total</b>	-	3,925,883	3,958,707	-

**16 SEGMENT REPORTING:**

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

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

Particulars	Year	Finance	Trading	Unallocable	Total
	Rs.	Rs.	Rs.	Rs.	Rs.
Segment revenue	<b>2016-17</b>	<b>2,860,905</b>	<b>5,222,954</b>	<b>153</b>	<b>8,084,012</b>
	2015-16	3,339,339	3,958,707	143,858	7,441,904
Segment results	<b>2016-17</b>	<b>2,817,216</b>	<b>44,462</b>	<b>(16,258,140)</b>	<b>(13,396,462)</b>
	2015-16	3,293,619	32,824	(2,336,176)	990,267
Segment assets	<b>2016-17</b>	<b>142,201,293</b>	<b>50,000</b>	<b>1,420,975</b>	<b>143,672,268</b>
	2015-16	154,957,339	25,000	2,065,836	157,048,175
Segment liabilities	<b>2016-17</b>	-	-	<b>564,158</b>	<b>564,158</b>
	2015-16	-	-	543,603	543,603

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

**17 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
	3. Priya Pakhare, Company Secretary (upto November 2015)

**Notes:**

- The related party relationships have been determined by the management on the basis of the requirements of the Accounting Standard (AS) - 18 'Related Party Disclosures' and the same have been relied upon by the auditors.
- 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.

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017****ii) Transactions with related parties:**

Details of related party transactions are as follows:

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
<b>Salary Expense</b>		
Gajendra Nahar	180,000	141,000
Priya Pakhare	-	53,000
Amol Nandedkar	120,000	20,000
	300,000	214,000
<b>Payment of Rent</b>		
Welspun Realty Private Limited	358,540	355,476

**18 EARNINGS PER SHARE:**

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
Net profit after tax attributable to equity shareholders (Rs.)	(13,396,462)	990,267
Weighted average number of equity shares outstanding during the year (No.)	3,654,476	3,654,476
Nominal value of share (Rs.)	10.00	10.00
Basic and diluted earnings per share (Rs.)	(3.67)	0.27

**19 DEFERRED TAX**

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

Particulars	Current Year 2016-17 ₹	Previous Year 2015-16 ₹
<b>Deferred tax assets:</b>		
Carried forward business loss	2,763,230	2,078,058
	2,763,230	2,078,058

As the Company has carry forward losses and there is no virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised, deferred tax assets as at 31 March 2017 and as at 31 March 2016 have not been recognised.

**20 COMMITMENTS AND CONTINGENT LIABILITIES NOT PROVIDED FOR**

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

- 21** a) During the previous year 2015-16, a Scheme of Arrangement ("The Scheme") between Welspun Steel Limited (Demerged Company), WS Trading and Holding Private Limited (Resulting company 1) and WS Alloy Holding Private Limited (Resulting company 2) under section 391 to 394 read with section 100 to 103 of the Companies Act, 1956 for Demerger of Trading Undertaking to WS Trading and Holding Pvt Limited (Resulting Company 1) and Alloy Steel Undertaking to WS Alloy Holding Private Limited (Resulting Company 2) was sanctioned by the Hon'ble High Court of Gujarat at Ahmedabad vide its order dated 23 February 2015 a certified copy whereof issued on 10 April 2015. The scheme was filed with Ministry of Corporate Affairs on 9 May 2015 and the scheme became effective from 9 May 2015 ("Effective date") with 1 April 2014 as the "Appointed Date".
- b) Pursuant to the scheme, 1 (One) fully paid up equity share of WS Trading and Holding Private Limited, face value Rs.10 each was allotted to the equity shareholders of Welspun Steel Limited for every 20 (Twenty) shares of Rs. 10 each held by them in Welspun Steel Limited.
- c) Pursuant to the scheme, 1 (One) fully paid up Equity share of WS Alloy Holding Private Limited, face value Rs. 10 each was allotted to the Equity shareholders of Welspun Steel Limited for every 20 (Twenty) shares of Rs. 10 each held by them in Welspun Steel Limited.

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017**

Pre-demerger cost of investment in equity shares of Welspun Steel Ltd. was allocated amongst the three companies after demerger as under :-

(A) Proportionate Cost of acquisition of Equity shares of WS Trading and Holding Private Limited & Ws Alloy Holding Pvt Limited based on value of Trading & Alloy Steel Undertaking demerged:-	
250,000 equity shares of WS Alloy Holding Pvt Limited	13,443,527
250,000 equity shares of WS Trading and Holding Pvt Limited	28,621,381
(B) Proportionate Reduction in Cost of Equity shares of Welspun Steel Limited post Demerger of Trading & Alloy Steel Undertaking demerged:-	
5,000,000 shares of Welspun Steel Limited - Equity shares	42,064,908

- 22 Based on information received by the Company from its suppliers, amounts due to Micro and Small Enterprises as at 31 March 2017 is Rs. Nil (as at 31 March 2016 Rs. Nil).
- 23 **In the opinion of management, current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet. The provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably stated.**
- 24 The Central Government in consultation with National Advisory Committee on Accounting Standards has amended Companies (Accounting Standards) Rules, 2006 ("principal rules") vide notification issued by Ministry of Corporate Affairs dated March 30, 2016. The Companies (Accounting Standards) Rules, 2016 is effective w.e.f. March 30, 2016. The Company believes that the Rule 3(2) of the principal rules has not been withdrawn or replaced and accordingly, the Companies (Accounting Standards) Rules, 2016 will apply for the accounting periods commencing on or after March 30, 2016.
- 25 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 consolidated financial statements as required under section 129(3) of the Companies Act, 2013.
- 26 During the year 2016-17, the Company has made provision for diminution in value of investment in WS Alloy Holding Private Limited to the extent of investment value Rs.13,443,526/- on the basis of Valuation Certificate received from an Independent Chartered Accountant.
- 27 Previous year's figures have been re-grouped / re-classified, wherever necessary to confirm to the current year's presentation.

**Signature to notes '1 to 27'**

As per our report of even date attached

For **P Y S & CO LLP**  
Chartered Accountants  
Firm Registration No. 012388S/S200048

**(Anand S. Mohta)**  
Partner  
Membership No.: 111128

Mumbai; Dated: 08 May 2017

**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

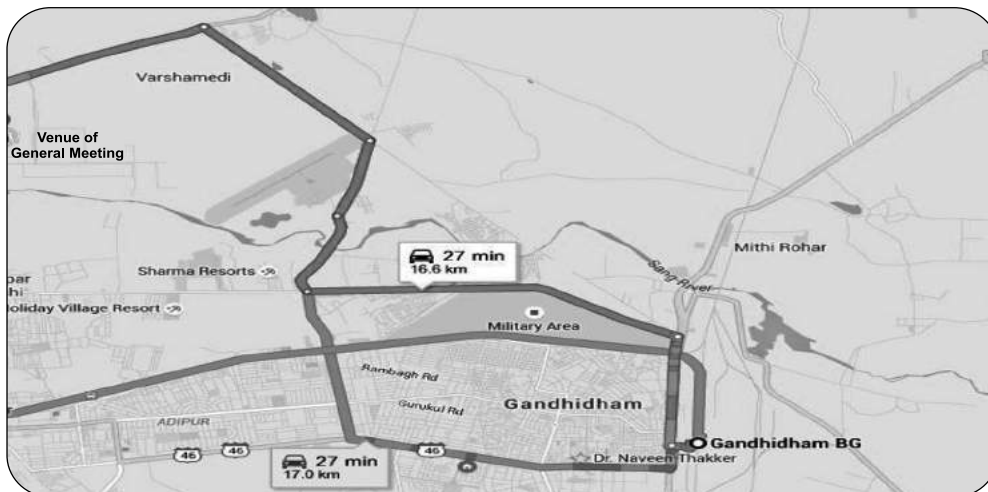
Mumbai; Dated: 08 May 2017

## ROUTE MAP

### ANJAR STATION TO WELSPUN



### GANDHIDHAM STATION TO WELSPUN



## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



## WELSPUN INVESTMENTS AND COMMERCIALS LIMITED

CIN : L52100GJ2008PLC055195

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

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

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

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

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

### 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

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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 8<sup>th</sup> Annual General Meeting of  
the Company to be held on **Thursday, September 29, 2016 at 1.00 p.m.** at the Registered Office of the Company at  
Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 and at any adjournment thereof in respect  
of such resolutions as are indicated 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 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. as Statutory Auditors of the Company and fixing their remuneration.		

Signed this ..... day of .....2016.

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.



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

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

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

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

### E-mail Registration-Cum-Consent Form

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

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

Folio No.	:	DP – ID	:	Client ID	:
Name of the Registered Holder (1 <sup>st</sup> )		:			
Name of the joint holder(s)		:			
		:			
Registered Address		:			
		Pin:			
Mobile Nos. (to be registered)		:			
E-mail Id (to be registered)		:			

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

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



**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.

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

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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 9<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 28, 2017 at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370110 at 12.30 p.m.

Signature of Shareholder/ Proxy Present

--

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

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

#### The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN
107404		

The remote e-voting period commences on Monday, September 25, 2017 at 9:00 am and ends on Wednesday, September 27, 2017 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 8, 2017 of the 9<sup>th</sup> Annual General Meeting before exercising the vote.

These details and instructions form integral part of the Notice dated May 8, 2017 of the 9<sup>th</sup> Annual General Meeting.