



WGBL/SEC/2012/ 25

May 7, 2012

To,

Bombay Stock Exchange Ltd.
Scrip Code: 533495
Department of Listing,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Ltd.
Stock Symbol : WELGLOB, Series : EQ
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Dear Sir/Madam,

Sub.: Un-audited financial results and Limited Review Report for the quarter ended March 31, 2012 and Outcome of the Board Meeting.

Pursuant to Clause 41 of the Listing Agreement, please find enclosed herewith un-audited financial results and Limited Review Report for the quarter ended March 31, 2012.

Further, the Board of Directors at its meeting held on May 7, 2012 has, subject to approval of the Stock Exchanges, sanction of the Hon'ble High Court of Gujarat and other approvals as may be necessary, approved a composite scheme of arrangement (the "Scheme") between the Company, Welspun India Limited ("WIL") and Welspun Retail Limited ("WRL"). According to the Scheme, the Company will be merged into WIL, the marketing business undertaking of WIL will be hived off to WRL and certain overseas investments of WIL would be transferred to WRL. Consequently, the Company shall be dissolved without winding up and the name of WRL would be changed to Welspun Global Brands Limited. Appointed Date for the Scheme is April 1, 2011. Upon the Scheme coming into effect, each shareholder of the Company will get 1 equity share of Rs. 10 each of WIL for every 1 equity share of Rs. 10 each held in the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Welspun Global Brands Limited**

D.K. Patil

Company Secretary

Encl : as above

Welspun Global Brands Ltd.

Welspun House, 6th Floor
Kamala City
Senapati Bapat Marg
Lower Parel (West)
Mumbai - 400013, India

Tel: +91 2266136000
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www.welspunglobalbrands.com

WELSPUN GLOBAL BRANDS LIMITED
REGD.OFFICE : WELSPUN CITY, VILLAGE VERSAMEDI, TALUKA ANJAR, DIST KUTCH, GUJARAT - 370110
CORP OFFICE : WELSPUN HOUSE, 6th FLOOR, KAMALA MILLS COMPOUND, SENAPATI BAPAT MARG,
LOWER PAREL, MUMBAI-400013

Part I

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2012

Sr. No.	Particulars	Quarter ended			Year ended	
		31.03.2012 (Unaudited)	31.12.2011 (Unaudited)	31.03.2011 (Unaudited)	31.03.2012 (Unaudited)	31.03.2011 (Audited)
1	a. Net Sales/ Income from Operations	70,342.31	60,797.25	45,201.18	239,614.84	182,094.68
	b. Other Operating Income	4,801.08	3,842.04	-	8,643.12	-
	Total	75,143.39	64,639.29	45,201.18	248,257.96	182,094.68
2	Expenses					
	a. Purchase of Stock-in-Trade	67,090.73	57,477.26	40,798.12	229,971.53	171,684.54
	b. Changes in Inventories of Stock-in-Trade	(420.41)	(1,232.78)	1,848.44	(3,370.83)	(1,421.01)
	c. Employee Benefits Expense	341.74	331.56	375.70	1,439.90	1,523.10
	d. Depreciation and Amortisation Expense	11.84	7.06	8.45	32.03	17.30
	e. Other Expenses	6,617.86	9,043.03	3,526.16	15,567.69	11,900.75
	Total Expenses	73,641.78	65,626.13	46,556.87	243,640.32	183,704.68
3	Profit/ (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)	1,501.63	(986.84)	(1,355.69)	4,617.64	(1,610.00)
4	Other Income	126.35	62.00	1,512.53	448.81	6,416.14
5	Profit/ (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3+4)	1,627.98	(924.84)	156.84	5,066.45	4,806.14
6	Finance Costs	1,186.31	982.57	659.19	3,954.31	2,385.99
7	Profit/ (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5-6)	441.67	(1,907.41)	(502.35)	1,112.14	2,420.15
8	Exceptional Items (Gain) / Loss (Refer Note 4 below)	8,538.43	-	-	8,538.43	-
9	Profit/ (Loss) from Ordinary Activities before Tax (7+8)	(8,096.76)	(1,907.41)	(502.35)	(7,426.29)	2,420.15
10	Tax Expense					
	Provision for Taxation - Current Tax (Net)	90.10	(532.91)	(153.81)	396.49	833.07
	Short Provision for Tax in Earlier Years	-	-	-	-	9.66
	Provision for Taxation - Deferred Tax	51.92	(86.80)	(13.81)	(30.13)	(49.77)
	Total	142.02	(619.71)	(167.62)	366.35	792.96
11	Net Profit/ (Loss) from Ordinary Activities after Tax (9-10)	(8,238.78)	(1,287.70)	(334.73)	(7,792.65)	1,627.19
12	Extraordinary Items (net of tax expense)	-	-	-	-	-
13	Net Profit/ (Loss) for the Period (11-12)	(8,238.78)	(1,287.70)	(334.73)	(7,792.65)	1,627.19
14	Paid-up Equity Share Capital (Shares of Rs. 10 each)	1,047.55	1,047.55	1,047.55	1,047.55	1,047.55
15	Reserves Excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	-	-	-	-	14,265.30
16	Earnings / (Loss) Per Share in Rs.					
	a) Basic EPS before Extraordinary Items	(78.65)*	(12.29)*	(3.20)*	(74.39)	15.53
	b) Diluted EPS before Extraordinary Items	(78.65)*	(12.29)*	(3.20)*	(74.39)	15.53
	c) Basic EPS after Extraordinary Items	(78.65)*	(12.29)*	(3.20)*	(74.39)	15.53
	d) Diluted EPS after Extraordinary Items	(78.65)*	(12.29)*	(3.20)*	(74.39)	15.53

Part II

A

Particulars of Shareholding

1	Public Shareholding					
	a) Number of Shares	4,073,797	4,073,797	4,073,797	4,073,797	4,073,797
	b) Percentage of Shareholding	39%	39%	39%	39%	39%
2	Promoters and Promoter Group Shareholding					
	a. Pledged/Encumbered					
	- Number of Shares	NIL	NIL	NIL	NIL	NIL
	- Percentage of Shares (as a % of the total shareholding of Promoters and Promoter Group)	NIL	NIL	NIL	NIL	NIL
	- Percentage of Shares (as a % of the total Share capital of the Company)	NIL	NIL	NIL	NIL	NIL
	b. Non-Encumbered					
	- Number of Shares	6,401,699	6,401,699	6,401,699	6,401,699	6,401,699
	- Percentage of Shares (as a % of the total shareholding of Promoters and Promoter Group)	100%	100%	100%	100%	100%
	- Percentage of Shares (as a % of the total Share capital of the Company)	61%	61%	61%	61%	61%

* Not Annualised

B

Information on investors complaints pursuant to Clause 41 of the Listing Agreement for the quarter ended March 31, 2012.

	Opening	Additions	Disposals	Closing
Number of Complaints	-	17	17	-

Notes :

- The above financial results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors at its meeting held on May 7, 2012.
- The Board of Directors at its meeting held on May 7, 2012 has, subject to approval of the Stock Exchanges, sanction of the Honourable High Court of Gujarat and other approvals as may be necessary, approved a composite scheme of arrangement (the "Scheme") between the Company, Welspun India Limited ("WIL") and Welspun Retail Limited ("WRL"). According to the Scheme, the Company will be merged into WIL as a going concern, the marketing business undertaking of WIL will be hived off to WRL and certain overseas investments of WIL would be transferred to WRL. Consequently, the Company shall be dissolved without winding up and the name of WRL would be changed to Welspun Global Brands Limited. Appointed Date for the Scheme is April 1, 2011.
- The limited review report of the auditors includes a qualification regarding non-determination of other-than-temporary diminution in the value of investments aggregating Rs. 6,342.80 lacs in the Company's subsidiary, Welspun Retail Limited (WRL) and provision that should be made against the advances aggregating Rs. 6,997.73 lacs due from WRL, whose accumulated losses, based on its unaudited financial statements as at March 31, 2012 aggregated Rs. 18,501.38 lacs. The management considers WRL a strategic long term investment and is of the view that the hive-off of the marketing business undertaking of WIL into WRL as proposed in the Scheme mentioned in Note 2 above would lead to a turnaround in WRL's operations. Accordingly, in the opinion of the management, the aforesaid investments and the advances amounts outstanding as at March 31, 2012 are considered good and recoverable.
- Exceptional items for the quarter ended March 31, 2012 pertain to provision for diminution in value of investment in two of the Company's subsidiaries, Welspun Holdings Private Limited (WHPL) and Welspun Mauritius Enterprises Limited and also provision for loans given to Welspun Mauritius Enterprises Limited. Earnings per share (Basic) before such exceptional items for the quarter ended March 31, 2012 is Rs.2.86 and for the year ended March 31, 2012 is Rs.7.12.
- The Company operates in only primary business segment. Hence, information relating to primary segments has not been furnished.
- The Company is exclusively engaged in sales to customers located outside India. Consequently, the Company does not have separate reportable geographical segments.

Mumbai
Date : May 7, 2012

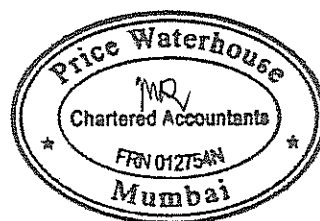


FOR AND ON BEHALF OF BOARD

Dipali Goenka
Managing Director

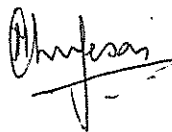
The Board of Directors
Welspun Global Brands Limited
Welspun House, 7th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai 400 013

1. We have reviewed the accompanying 'Unaudited financial results for the quarter and year ended 31st March 2012' in which are included the results for the quarter ended March 31, 2012 (the "Statement") of Welspun Global Brands Limited, except for the disclosures regarding 'Public Shareholding' and 'Promoters and Promoter Group Shareholding' which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.
3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoters and Promoter Group Shareholding' in the Statement from the disclosures made by the Management and are, therefore, not expressing a review opinion thereon.
5. As on March 31, 2012 the Company has (a) investments in a subsidiary, Welspun Retail Limited ("WRL"), aggregating Rs. 6,342.80 lacs, in relation to which diminution in the value of investments, which in our view is other than temporary, has not been estimated and adjusted against the aforesaid reported investments balance; resulting in non-compliance with Accounting Standard 13 – Accounting for Investments; and (b) advances to WRL, aggregating Rs. 6,997.73 lacs in relation to which valuation allowance has not been estimated and adjusted against the aforesaid advances; which does not meet the requirement to consider prudence in selection of accounting policies, as set out in Accounting Standard 1- Disclosure of Accounting Policies; as WRL has been incurring significant losses (Rs. 6,441.77 lacs for the year ended March 31, 2012 and Rs. 18,501.38 lacs as at March 31, 2012 basis its unaudited financial statements as of and for the year ended March 31, 2012) and has also been consistently unable to achieve its projected financial results.
6. Without qualifying our conclusion, we draw your attention to the following matters:
 - (a) The Company is dependent on Welspun India Limited ('WIL') for procurement of its products and WIL is the Company's principal supplier. The Company does not have any long term definitive agreements with WIL for supply of the WIL's products to the Company. In the event that WIL ceases to supply products to the Company, the business of the Company could be adversely impacted.



- (b) Consequent to the demerger of the marketing division of WIL into the Company, the Company issued corporate guarantees, aggregating Rs. 58,874 lacs as at March 31, 2012 on behalf of WIL, in favor of consortium of bankers in relation to debt facilities provided by them to WIL, and other corporate guarantees aggregating Rs. 17,883 lacs as at March 31, 2012 on behalf of, Welspun India Limited (WIL) and Welspun Retail Limited ('WRL'). If WIL and WRL are unable to meet their obligations as they fall due, the financial condition and cash flows of the Company could be adversely impacted.
7. Based on our review conducted as above, *except for the indeterminate effects of the matters referred to in paragraph 5 above on 'Other Expenses' (line 2 e in the Statement), profit (lines 3, 5, 7, 9, 11 and 13 in the Statement) and 'Earnings Per Share' (lines 16 a to d in the Statement) for the quarter ended March 31, 2012*, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **Price Waterhouse**
Firm Registration Number: 012754N
Chartered Accountants



Mehul Desai
Partner
Membership Number: 103211

Place: Mumbai
Date: May 7, 2012