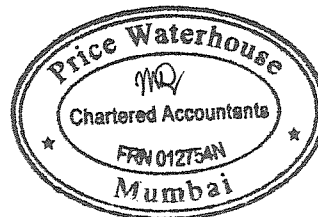


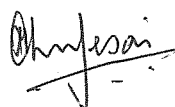
The Board of Directors
Welspun India Limited
Welspun House, 7th Floor
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai 400 013

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 India 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 provides 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. Without qualifying our conclusion, we draw your attention to the following matters:
 - (a) Consequent to the demerger of the marketing arm of the Company effective April 1, 2009, the Company is dependent on Welspun Global Brands Limited ('WGBL') for selling its products. The Company does not have any long term definitive agreements with WGBL for marketing the Company's products. In the event that WGBL ceases to purchase or market the Company's products, the business of the Company could be adversely impacted.
 - (b) As at March 31, 2012, the Company has recognised deferred tax assets aggregating Rs. 2,965.78 lacs on the incremental unabsorbed Income-tax depreciation arising out of its treatment of certain excise and value added tax incentives as 'capital receipts' for income tax purposes based on the judgement in re Commissioner of Income Tax, Mumbai v/s. Reliance Industries Limited of the Honourable High Court of Judicature at Bombay. The said case was heard by the apex court and the impugned order was set aside and remanded back to High Court. If the final decision in the matter is eventually decided against the Company, then the carrying value of the Minimum Alternative Tax Credit Entitlement assets at the year-end could be significantly impacted.



- (c) Consequent to the demerger of the marketing arm as stated in paragraph 5(a) above, the Company issued corporate guarantees, aggregating Rs. 35,930 lacs as at March 31, 2012, to the bankers of WGBL in relation to the debt facilities provided by them to WGBL, and other corporate guarantees aggregating Rs. 52,988.71 lacs as at March 31, 2012 to WGBL, Welspun USA Inc. ('WUSA'), Welspun Home Textiles UK limited ('WHTL'), Welspun Captive Power Generation Limited ('WCPGL') and CHT Holdings Limited ('CHTHL'). If WGBL, WUSA, WHTL, WCPGL and CHTHL are unable to meet their obligations as they fall due, the financial condition and cash flows of the Company could be adversely impacted.
6. Based on our review conducted as above, 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

WELSPUN INDIA 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-400 013.

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

Rs. In Lacs

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 (Net of excise duty)	69,384.78	59,957.46	42,465.01	237,173.18	179,373.30
	b. Other Operating Income	3,691.45	3,316.89	5,394.06	21,926.15	25,567.71
	Total Income from Operations (net)	73,076.23	63,274.35	47,859.07	259,099.33	204,941.01
2	Expenses					
	a. Cost of Materials Consumed	35,443.51	35,939.75	24,949.56	135,615.46	119,110.05
	b. Purchases of Stock-in-trade	548.90	456.48	66.65	1,122.37	319.27
	c. Changes in Inventories of Finished Goods and Work-in-Progress	3,218.71	(4,173.03)	(35.38)	2,741.13	(8,517.70)
	d. Employee Benefits Expense	4,097.46	4,069.49	3,812.13	15,971.31	14,785.94
	e. Depreciation and Amortisation Expense	2,994.91	2,999.74	2,926.34	11,862.19	11,351.30
	f. Power, Fuel and Water Charges	6,508.68	6,174.11	4,111.66	23,176.68	18,614.20
	g. Other Expenses	10,325.91	9,794.83	7,869.99	35,906.74	32,287.37
	Total Expenses	63,138.08	55,261.37	43,700.95	226,395.88	187,950.43
3	Profit from Operations before Other Income, Finance Costs and Exceptional Items (1-2)	9,938.15	8,012.98	4,158.12	32,703.45	16,990.58
4	Other Income	2,512.77	1,404.23	993.03	4,605.46	3,992.87
5	Profit from Ordinary Activities before Finance Costs and Exceptional Items (3+4)	12,450.92	9,417.21	5,151.15	37,308.91	20,983.45
6	Finance Costs	3,313.55	3,736.34	3,048.19	14,354.26	10,696.92
7	Profit from Ordinary Activities after Finance Costs but before Exceptional Items (5-6)	9,137.37	5,680.87	2,102.96	22,954.65	10,286.53
8	Exceptional Items (Gain)/Loss - Refer Note 4 below	817.90	-	-	817.90	-
9	Profit from Ordinary Activities before Tax (7+8)	8,319.47	5,680.87	2,102.96	22,136.75	10,286.53
10	Tax Expense					
	Provision for Taxation - Current Tax (Net)	1,819.35	1,097.43	410.41	4,521.70	2,020.18
	Less : Minimum Alternative Tax Credit Availed	2,695.52	(1,097.43)	(402.34)	(6.83)	(2,012.11)
	Short Provision for Tax in Earlier Years	-	2.66	5.73	2.66	46.01
	Reversal of Minimum Alternative Tax Credit Availed in Earlier Year	-	-	273.96	-	273.96
	Provision for Taxation - Deferred Tax (Net)	(1,494.47)	1,884.48	678.96	2,631.06	3,166.67
	Total	3,020.40	1,887.14	966.72	7,148.59	3,494.71
11	Net Profit from Ordinary Activities after tax (9-10)	5,299.07	3,793.73	1,136.24	14,988.16	6,791.82
12	Extraordinary Items - Refer Note 3 below	1,056.89	867.06	16,770.24	2,843.49	16,770.24
13	Net Profit/ (Loss) for the period (11-12)	4,242.18	2,926.67	(15,634.00)	12,144.67	(9,978.42)
14	Paid-up Equity Share Capital (Shares of Rs. 10 each)	8,901.23	8,900.13	8,897.63	8,901.23	8,897.63
15	Reserves Excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year					56,826.86
16	Earnings/(Loss) Per Share in Rs.					
	a) Basic before Extraordinary Items	5.95*	4.27*	1.29*	16.84	7.71
	b) Diluted before Extraordinary Items	5.95*	4.27*	1.29*	16.84	7.66
	c) Basic after Extraordinary Items	4.77*	3.29*	(17.70)*	13.65	(11.33)
	d) Diluted after Extraordinary Items	4.77*	3.29*	(17.70)*	13.65	(11.33)
Part II						
A Particulars of Shareholding						
1	Public Shareholding					
	a) Number of Shares	47,557,273	51,941,880	51,916,880	47,557,273	51,916,880
	b) Percentage of Shareholding	53%	58%	58%	53%	58%
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	41,454,996	37,059,389	37,059,389	41,454,996	37,059,389
	- 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)	47%	42%	42%	47%	42%

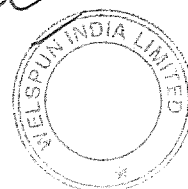
* Not Annualised

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

	Opening Balance	Additions	Disposals	Closing Balance
Number of Complaints	-	28	28	-



Signature



WELSPUN INDIA 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-400 013.

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

Notes :

- 1 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.
- 2 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 Global Brands Limited ("WGBL") and Welspun Retail Limited ("WRL"). According to the Scheme, WGBL will be merged into the Company, the marketing business undertaking of the Company will be hived off to WRL and certain overseas investments of the Company would be transferred to WRL. Consequently, WGBL 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.
- 3 Extraordinary items for the quarter ended March 31, 2012 includes incremental provision for doubtful loans given to Welspun AG, a wholly owned subsidiary, arising out of the restatement at the year end of the foreign currency balance which was fully provided as at March 31, 2011. The corresponding gain on restatement is included in Other Income (line 4) above. Further, extraordinary items for the quarter ended March 31, 2012 also includes provision for new loan given to Welspun AG during the quarter ended March 31, 2012.
- 4 Exceptional items for the quarter ended March 31, 2012 pertain to provision for diminution in value of investment in one of the subsidiary, Welspun Holdings Private Limited (WHPL). Earnings per share (Basic) before such exceptional items for the quarter ended March 31, 2012 is Rs. 6.87 and for the year ended March 31, 2012 is Rs. 17.76.
- 5 The Company operates in only primary business segment. Hence, information relating to primary segments has not been furnished.
- 6 Information relating to Secondary Geographical Segments is as under :

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)
India					
External Revenue	69,384.78	59,957.46	42,456.17	237,173.18	179,265.12
Carrying Amount of Segment Assets	302,793.95	300,765.50	278,107.94	302,793.95	278,107.94
Capital Expenditure	6,827.16	2,153.62	4,027.05	21,042.46	21,002.30
Outside India					
External Revenue	-	-	8.84	-	108.18
Carrying Amount of Segment Assets	1,951.07	2,832.53	4,508.30	1,951.07	4,508.30
Capital Expenditure	-	-	-	-	-
Total					
External Revenue	69,384.78	59,957.46	42,465.01	237,173.18	179,373.30
Carrying Amount of Segment Assets	304,745.02	303,598.03	282,616.24	304,745.02	282,616.24
Capital Expenditure	6,827.16	2,153.62	4,027.05	21,042.46	21,002.30

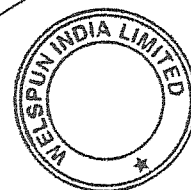
- 7 Prior period comparatives have been reclassified to conform with the current period's presentation, wherever applicable.

Mumbai
Date : May 7, 2012



FOR AND ON BEHALF OF BOARD

Rajesh Mandawale
Rajesh Mandawale
(Managing Director)





Strong operating performance by Welspun India Ltd Textile Business to come under single umbrella with the merger of WGBL with WIL

- Strong Annual performance with 26% growth in Revenue, 52% growth in EBITDA and much higher impact of profits
- Q4 performance much stronger
- Textiles business to become fully integrated with the merger of WGBL with WIL

Mumbai, May 07, 2012: Welspun India Ltd., (WIL) a part of the \$ 3.5 billion Welspun Group today announced its results for the FY 2012 and 4th quarter.

WIL Standalone: Financial Summary of FY 2012 and Q4 FY12 (Figures in Rs. Million)

Particulars	FY 2012	FY 2011	Growth%	Q4 FY12	Q4 FY11	Growth %
Revenue	25,910	20,494	26%	7,308	4,786	53%
EBITDA	4,917	3,233	52%	1,545	808	91%
Interest	1,435	1,070	34%	331	305	9%
Depreciation	1,186	1,135	5%	299	293	2%
PAT	1,214	(998)		424	(1,563)	
Cash PAT	2,664	454	487%	574	(1,203)	
EPS (₹/Share)	14	(11)		5	(18)	
EBITDA Margin (%)	19%	16%		21%	17%	
PAT Margin (%)	5%	-5%		6%	-33%	

Financial Highlights of FY 2012:

- Revenues have grown by 26% YoY to ₹ 25,910 mn largely on account of higher realization in line with increase in raw material prices.
 - Sales volumes in Terry Towels witnessed 7.1% growth to 39,113 MT and Yarns grew by 5.5% to 33,416 MT. Sheets at 37,370 Th. Mtrs. and Rugs at 4,873 MT were marginally lower.
- Reported EBITDA has shown growth of 52% at ₹ 4,917 mn benefiting from improved margins across the product categories. Other income has also additionally contributed being at ₹ 461 mn against ₹ 399 mn in the previous year.

- Interest cost has gone up due to higher interest rates for term loans and discontinuation of interest subvention on working capital loans.
- Depreciation has marginally grown along with fixed assets.
- Exceptional Item includes provision of ₹ 82 mn. for diminution in investment in Welspun Holdings Pvt. Ltd. for its investment in Sorema and Welspun UK Ltd.
- PAT has bounced to ₹ 1,214 mn in FY 2012. Last year's profits were impacted with higher raw material and operating costs, which could not be passed on to sales.

Merger of WGBL with WIL to bring Textile Business under single umbrella:

Welspun Group has factored the customer need to bring the Textiles business under a single umbrella and is merging WGBL (marketing operations) with WIL (manufacturing operations).

Post this merger both the manufacturing and marketing business will be consolidated under WIL thereby creating Textile Business that will come under single umbrella. This will re-create unified stronger entity with a simplified structure. It will help to lower the administrative and other costs. WIL will have a strong marketing arm and a continued partner under single listed entity which is completely integrated from manufacturing to marketing. This Consolidation of marketing / branding and allied services would help better utilization of available and future resources, value unlocking and enhancing stakeholder value going forward.

In a three step process, firstly WGBL will merge into WIL. WIL will issue fresh equity shares to equity shareholders of WGBL, i.e. - shareholder of every 1 equity share in WGBL will be given 1 equity share of WIL. In step two, marketing business of WGBL will be hived-off from WIL via slump sale to its subsidiary Welspun Retail Ltd (WRL), which is currently a subsidiary of WGBL. In consideration, WRL will issue new preference shares to WIL. Finally, Welspun Retail Ltd will be renamed as Welspun Global Brands Ltd to retain its marketing identity. This will bring the entire manufacturing and marketing business under a single company.

Post merger, WIL which has 89.01 million share outstanding will issue 10.47 million shares and thereby shall have total of 99.48 million shares outstanding. The above arrangement is subject to necessary statutory and regulatory approvals. The appointed date for this merger is proposed to be 1st April 2011.

With the challenging global business environment this restructuring will enable the Textiles business to provide superior delivery to customers and an opportunity to grow its market share in a profitable manner. The recent difficult international business environment has impacted the international marketing operations, and weak consumer sentiments have particularly affected

WELSPUN



Dare to Commit

WELSPUN INDIA LTD.

the demand and retail operations. Domestic and International retail markets slowed down due to tough economic conditions and many high cost manufacturing locations witnessed closure of units. Marketing and retail business witnessed high cost and low margins, resulting in losses across geographies. Marketing setup under WIL, WRL, WGBL in USA, UK, Portugal and Mexico incurred losses and the both the Companies have provided for losses to the tune of ₹ 1,701 million during this year. Post this restructuring the domestic and international operations has been pruned and will enable WIL to grow profitably going forward.

Management comments

Speaking on the occasion, Mr. Rajesh Mandawewala, Managing Director, Welspun India Ltd., said, "After a sluggish start, the textile industry in India is showing an upward trend and we being one of the leading home textiles players in the world have done exceptionally well. During FY 2011-12, we took various steps to consolidate our manufacturing operations and are merging WGBL into WIL to ensure that we can provide superior quality product and services seamlessly to our customers. Focus on innovation shall continue to provide us an edge to be preferred partner to our customers and thereby continue to grow our market share."

About Welspun India (www.welspuntowels.com)

Welspun India Ltd, part of US\$ 3.5 billion Welspun Group is one of the top three home textile manufacturers in the world and the largest home textile company in Asia. With a distribution network in 32 countries and manufacturing facilities in India, it is the largest exporters of home textile products from India. Supplier to 14 of Top 30 global retailers, the company has marquee clients like Wal-Mart, J C Penny, and Macy's to name a few.

DISCLAIMER:

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