

WELSPUN MAURITIUS HOLDINGS LTD AND ITS SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2016

WELSPUN MAURITIUS HOLDINGS LTD AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

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WELSPUN MAURITIUS HOLDINGS LTD AND ITS SUBSIDIARIES

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CORPORATE DATA

		Date of appointment	Date of resignation
DIRECTORS	: Devendra Krishna Patil	9 June 2008	-
	Naushad Ally Sohoboo	3 October 2011	-
	Neeraj Nawaz	4 September 2013	4 March 2016
	Srinivasan Krishnan	6 March 2014	-
	Sandeep Fakun	4 March 2016	-
ADMINISTRATOR & SECRETARY	: CIM CORPORATE SERVICES LTD Les Cascades Building Edith Cavell Street Port Louis MAURITIUS		
REGISTERED OFFICE	: C/o CIM CORPORATE SERVICES LTD Les Cascades Building Edith Cavell Street Port Louis MAURITIUS		
AUDITORS	: Aejaz Nazir Associates & Co Chartered Certified Accountants 18, Dr Auguste Rouget Street Port Louis MAURITIUS		
BANKERS	: Standard Chartered Bank (Mauritius) Limited 6th Floor, Raffles Tower Cybercity Ebène MAURITIUS		

WELSPUN MAURITIUS HOLDINGS LTD AND ITS SUBSIDIARIES

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COMMENTARY OF THE DIRECTORS

The directors present their commentary, together with the audited financial statements of WELSPUN MAURITIUS HOLDINGS LTD (the "Company") and its subsidiaries (together the "Group") for the year ended 31 March 2016.

PRINCIPAL ACTIVITY

The Company was incorporated on 9 June 2008 and its principal activity is investment holding.

RESULTS AND DIVIDENDS

The results for the year are shown on page 7.

The directors did not recommend the payment of a dividend for the year under review (2015-Nil).

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's and the Group's directors are responsible for the preparation and fair presentation of the consolidated financial statements, comprising the consolidated statement of financial position at 31 March 2016, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act 2001.

The directors' responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The directors have made an assessment of the Group's and the Company's ability to continue as a going concern and have no reason to believe the business will not be a going concern in the year ahead.

AUDITORS

The Auditors, Aejaz Nazir Associates & Co, have expressed their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the annual meeting of the shareholders.

Secretary's certificate

For the year ended 31 March 2016

We certify that to the best of our knowledge and belief that we have filed with the Registrar of Companies all such returns as are required of WELSPUN MAURITIUS HOLDINGS LTD (the 'Company') under the Mauritius Companies Act 2001 for the year 31 March 2016.



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CIM CORPORATE SERVICES LTD
Corporate Secretary

Date: 28 April 2016

CIM CORPORATE SERVICES LTD

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Tel: +230 212 9800 **Fax:** +230 212 9833 **Email:** info@cimglobalbusiness.com

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WELSPUN MAURITIUS HOLDINGS LTD AND ITS SUBSIDIARIES .

Report on the Financial Statements

We have audited the financial statements of WELSPUN MAURITIUS HOLDINGS LTD (the "Company") on pages 6 to 23, which comprise the consolidated statement of financial position as at 31 March 2016 and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The Company's directors are responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and with the requirements of the Mauritius Companies Act 2001. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, 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.

Opinion

In our opinion, the financial statements on pages 6 to 23 give a true and fair view of the financial position of the Company as at 31 March 2016, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and comply with the Mauritius Companies Act 2001.

Other Matters

This report, including the opinion, has been prepared for and only for the Company's members, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WELSPUN MAURITIUS HOLDINGS LTD AND

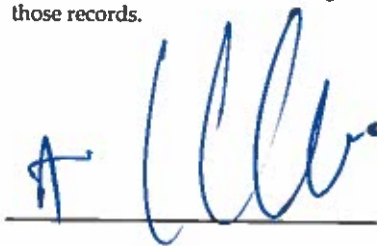
Report on other legal and regulatory requirements

Mauritius Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditors and dealings with the Company in the ordinary course of business.

We have obtained all the information and explanations our have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.



AEJAZ NAZIR ASSOCIATES & CO
Chartered Certified Accountants
18 Dr Auguste Rouget Street,
Port-Louis, Mauritius.

Represented by Aejaz Nazir (FCCA, MIPA)
Partner.


Date: 28 April 2016

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2016

	Note	The Group		The Company	
		2016 USD	2015 USD	2016 USD	2015 USD
Assets					
Non-current assets					
Investments	4	-	-	19,408,798	19,408,798
Trade and other receivables	6 (a)	380,268	1,083,933	24,594,197	45,168,762
Property, plant and equipment	5	111,563,104	120,696,692	-	-
		<u>111,943,372</u>	<u>121,780,625</u>	<u>44,002,995</u>	<u>64,577,560</u>
Current assets					
Trade and other receivables	6 (b)	75,243,610	66,561,297	3,405,472	3,347,558
Cash at bank	13 (b)	22,332,806	7,876,521	254,745	586,878
Inventories	7	50,150,048	66,648,533	-	-
Total current assets		<u>147,726,464</u>	<u>141,086,351</u>	<u>3,660,217</u>	<u>3,934,436</u>
Total assets		<u>259,669,836</u>	<u>262,866,976</u>	<u>47,663,212</u>	<u>68,511,996</u>
Equity and liabilities					
Capital and reserves					
Share capital	8	23,567,455	41,267,455	23,567,455	41,267,455
Translation reserve	9	-	4,902	-	-
Revenue reserve	9	25,218,231	24,933,802	4,318,278	2,312,178
Revaluation Reserve	9	-	-	4,764,204	4,764,203
Shareholders' interests		<u>48,785,686</u>	<u>66,206,159</u>	<u>32,649,937</u>	<u>48,343,836</u>
Non-controlling interest		<u>33,709,430</u>	<u>37,257,289</u>	-	-
Non current liabilities					
Borrowings	10 (a)	78,389,693	73,654,970	-	15,000,000
Employees end of service benefit		1,467,446	1,442,800	-	-
		<u>79,857,139</u>	<u>75,097,770</u>	<u>-</u>	<u>15,000,000</u>
Current liabilities					
Borrowings	10 (b)	67,240,369	20,661,674	15,000,000	5,148,632
Trade and other payables	11	30,072,037	59,066,643	8,100	8,500
Tax liability	12	5,175	4,577,442	5,175	11,028
Total current liabilities		<u>97,317,581</u>	<u>84,305,759</u>	<u>15,013,275</u>	<u>5,168,160</u>
Total equity and liabilities		<u>259,669,836</u>	<u>262,866,976</u>	<u>47,663,212</u>	<u>68,511,996</u>

These financial statements have been approved by the Board of Directors on 28 April 2016 and signed on its behalf by:


 Sandeep Fakun


 Naushad Ally Sohoboo

The notes on pages 10 to 23 form an integral part of these consolidated financial statements.
 Independent auditor's report on page 4-5.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2016

	Note	The Group		The Company	
		2016	2015	2016	2015
		USD	USD	USD	USD
Income					
Revenue		193,958,390	493,001,739	-	-
Less cost of sales		(180,273,665)	(433,521,175)	-	-
Gross profit		13,684,725	59,480,564	-	-
Interest income		-	-	1,752,796	2,118,253
Dividend		-	-	1,152,648	-
Other income		2,874,947	4,820,396	81,076	-
		16,559,672	64,300,959	2,986,520	2,118,253
Expenses					
Secretarial fees		1,700	2,013	1,700	2,013
Professional fees		2,200	2,513	2,400	2,513
Licence fees		2,215	2,930	2,015	2,930
Audit fees		2,500	2,500	2,500	2,500
Accounting fees		4,500	4,500	4,500	4,500
Tax filing fees		700	1,100	700	1,100
General and administrative expenses		7,900	1,400	7,900	1,400
Employee related costs		3,824,946	3,453,683	-	-
Repairs and maintenance		294,314	240,659	-	-
Depreciation		247,059	265,162	-	-
Utilities		452,620	260,193	-	-
Other expenses		1,994,166	2,463,232	-	-
Rent expense		3,116,871	4,652,238	-	-
Finance charges		6,131,908	5,191,858	750,183	152,783
Total expenses		16,083,599	16,543,981	771,898	169,738
Operating profit before taxation		476,073	47,756,978	2,214,622	1,948,515
Income tax expense		92,296	(4,669,439)	(208,522)	(129,669)
Profit for the year		568,369	43,087,539	2,006,100	1,818,846
Profit attributable to:					
Owners of the Company		279,527	22,457,320	2,006,100	1,818,846
Non controlling interest		288,842	20,630,219	-	-
Profit for the year		568,369	43,087,539	2,006,100	1,818,846
Total comprehensive loss attributable to:					
Owners of the Company		279,527	22,457,320	-	-
Non-controlling interest		288,842	20,630,219	-	-
		568,369	43,087,539	-	-

The notes on pages 10 to 23 form an integral part of these consolidated financial statements.
Independent auditor's report on page 4-5.

WELSPUN MAURITIUS HOLDINGS LTD AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2016

8.

	The Group		Non Controlling interest	
	Share capital USD	Translation reserve USD	Accumulated profit USD	Total USD
At 1 April 2014	66,267,455	4,902	2,476,482	68,748,839
Share buy back	(25,000,000)	-	-	(25,000,000)
Profit for the year	-	-	43,087,539	43,087,539
<i>Other comprehensive income:</i>				
Foreign currency translation differences	-	-	-	-
Share of non-controlling interest	-	-	(20,630,219)	(20,630,219)
At 31 March 2015	41,267,455	4,902	24,933,802	66,206,159
Share buy back	(17,700,000)	-	-	(17,700,000)
Profit for the year	-	-	568,369	568,369
<i>Other comprehensive income:</i>				
Foreign currency translation differences	-	(4,902)	(4,413)	(9,315)
Absorption of profit by shareholders	-	-	(279,527)	(279,527)
Share of non-controlling interest	-	-	-	(3,836,701)
At 31 March 2016	23,567,455	-	25,218,231	48,785,686
				33,709,430
	The Company		Total	
	Share capital USD	Preference shares	Revaluation reserves	Revenue reserve
At 1 April 2014	113,455	66,154,000	4,764,203	493,331
Buy Back preference shares	-	(25,000,000)	-	-
Total comprehensive income for the year	-	-	-	1,818,846
At 31 March 2015	113,455	41,154,000	4,764,203	2,312,177
Buy back preference shares	-	(17,700,000)	-	-
Total comprehensive income for the year	-	-	-	2,006,100
At 31 March 2016	113,455	23,454,000	4,764,203	4,318,278
				32,649,935

The notes on pages 10 to 23 form an integral part of these consolidated financial statements.
Independent auditor's report on page 4-5.

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2016**

	Note	The Group		The Company	
		2016	2015	2016	2015
Operating activities					
Cash generated (absorbed in)/ from operation:	13 (a)	(20,103,378)	30,201,958	(217,512)	11,306,490
Net cash generated (absorbed in)/ from operations		(20,103,378)	30,201,958	(217,512)	11,306,490
Cash flow from investing activities					
Dividend income		-	-	1,152,648	-
Loan repayment		20,574,566	-	20,574,566	-
Buy back of preference shares		(17,700,000)	(25,000,000)	(17,700,000)	(25,000,000)
Proceeds from disposal of assets		127,909	-	-	-
Acquisition of property, plant and equipment		(1,264,006)	(2,943,480)	-	-
Net cash from / (used) in investing activities		1,738,469	(27,943,480)	4,027,214	(25,000,000)
Cash flow from financing activities					
Loan from shareholder		-	-	-	-
Loan interest received		1,604,380	(381,731)	1,604,380	1,218,469
Loan granted to subsidiaries		-	(469,501)	-	(469,501)
Long term loans		43,151,962	-	-	-
Short term loan		39,555,732	-	-	-
Repayment of loan		(38,539,720)	13,335,037	(5,000,000)	13,335,037
Dividend paid		(5,070,425)	-	-	-
Loan from related parties		-	(14,698,386)	-	-
Finance charge paid		(7,880,736)	(5,003,231)	(746,215)	-
Net cash from/ (used in) financing activities		32,821,193	(7,217,813)	(4,141,835)	14,084,005
Net increase/(decrease) in cash and cash equivalents		14,456,284	(4,959,335)	(332,133)	390,495
Movement in cash and cash equivalents					
At start of year		7,876,522	12,835,857	586,878	196,383
Net increase/(decrease) in cash and cash equivalents		14,456,284	(4,959,335)	(332,133)	390,495
Cash and cash equivalents at 31 March	13 (b)	22,332,806	7,876,522	254,745	586,878

The notes on pages 10 to 23 form an integral part of these consolidated financial statements.
Independent auditor's report on page 4-5.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

1. GENERAL INFORMATION

WELSPUN MAURITIUS HOLDINGS LTD (the "Company") was incorporated in Mauritius, under the Companies Act 2001, on 9 June 2008, as a private company with limited liability by shares. The Company's registered office address is c/o CIM CORPORATE SERVICES LTD, Les Cascades Building, Edith Cavell Street, Port Louis, Mauritius. The principal activity of the Company is to act as an investment holding.

The Company holds a Category 1 Global Business Licence under the Financial Services Act 2007. Since the Company operates in an international environment and conducts most of its transactions in foreign currencies the Company has chosen to retain the United States dollar (USD) as its reporting currency.

The consolidated financial statements of the Company as at and for the year ended 31 March 2016, comprise of the Company and its subsidiaries (together referred to as the "Group").

The following are the subsidiaries of the Company:

1. Welspun Middle East Pipes Company LLC
2. Welspun Middle East Pipes Coating Company LLC

Welspun Middle East Pipes Company LLC is manufacturer of HSAW-Steel Pipes having manufacturing set up in DAMMAM-Saudi Arabia.

Welspun Middle East Pipes Coating Company LLC doing coating on pipes manufactured at Saudi Pipe Plant and having manufacturing set up in DAMMAM-Saudi Arabia.

2. BASIS OF PREPARATION*Statement of compliance*

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis.

Functional and presentation currency

The consolidated financial statements are presented in United States Dollar (USD), which is the Company's functional currency. Welspun Middle East Pipes Company LLC and Welspun Middle East Pipes Coating Company LLC primarily operate their business in Saudi Arabian Riyals (SAR) and thus SAR has been determined to be the functional currency of these two subsidiaries.

Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies set out below have been applied in these consolidated financial statements, and have been applied consistently by Group entities

(a) Basis of consolidation

(i) Subsidiaries

The Group financial statements consolidate the result of the Company and its subsidiaries Welspun Middle East Pipes Company LLC and Welspun Middle East Pipes Coating Company LLC in accordance with International Accounting Standards (IAS) 27.

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(ii) Transactions eliminated on consolidation

Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates ruling at the date of transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated to functional currency at the foreign exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair values were determined. Foreign currency differences arising on retranslation are recognized in statement of comprehensive income and reported within foreign exchange gains/(losses), net within results of operating activities. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction. Foreign currency differences arising on translation are recognised in the profit or loss.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to United States Dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to United States Dollars at exchange rates at the dates of the transactions.

Foreign currency differences are recognised directly in equity in the foreign currency translation reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to the consolidated income statement as part of the profit or loss on disposal.

(c) Financial instruments

A financial instrument is recognised if the Group and the Company become a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's and the Company's contractual rights to the cash flows from the financial assets expire or if the Company transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Regular way purchase and sales of financial assets are accounted for at trade date, i.e., the date that the Group and the Company commit itself to purchase or sell the asset. Financial liabilities are derecognised if the Group's and the Company's obligation specified in the contract expire or are discharged or cancelled.

(i) Non-derivative Financial instruments

The non-derivative financial instruments of the Group comprise of loan receivables, trade and other receivables, cash and cash equivalents and trade and other payables and borrowings.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss,

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016**3. SIGNIFICANT ACCOUNTING POLICIES (Continued)***(c) Financial instruments (continued)***(ii) Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(iii) Share capital*Ordinary shares*

Ordinary shares are classified as equity.

Incremental costs directly attributable to issue of ordinary shares and share options are recognised as a deduction from equity net of any tax effects.

Preference shares

Non-cumulative, Optionally and redeemable preference shares are redeemable at the option of the Company. A preference share shall not carry voting rights except in case of any variation of rights attached to the shares. A preference share shall be entitled to dividends or other forms of distributions as the Board may declare.

iv) Loan receivables

Loan receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as non-current if their maturities are greater than twelve months after the reporting period. Loan receivables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

v) Trade and other receivables

Trade and other receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, trade and other receivables are measured at amortized cost using the effective interest method, less any impairment loss.

(vi) Trade and other payables

Trade and other payables are recognised at fair value, net of transaction costs incurred.

(vii) Borrowings

Borrowings are recognised initially at fair value, net of transaction cost incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction cost) and the net redemption value is recognised in the income statement over the period of the borrowing using the effective interest noted.

*(d) Impairment***(i) Financial assets**

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment in respect of an available-for-sale financial asset is calculated by reference to its fair value.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment are recognised in the statement of comprehensive income. Any cumulative loss in respect of an available-for-sale financial asset recognised previously in equity is transferred to income statement.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**(d) Impairment (continued)****(i) Financial assets (continued)**

An impairment is reversed if the reversal can be related objectively to an event occurring after the impairment was recognised. For financial assets measured at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in income statement. For available-for-sale financial assets that are equity securities, the reversal is recognised directly in equity.

(ii) Non-financial assets

The carrying amounts of the Group's and the Company's non-financial assets, other than inventories, and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. In respect of other assets, impairment recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. Impairment is reversed if there has been a change in the estimates used to determine the recoverable amount. Impairment is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment had been recognised.

(e) Revenue recognition

Dividends are recognised when the Group's and the Company's right to receive payment is established.

Bank interest and other interest income are recognised on an accrual basis using the effective interest method.

(f) Expense recognition

Expenses (including management fees and organisation fees) are accounted for in the consolidated statement of comprehensive income on an accrual basis.

(g) Net finance income

Net finance income comprises interest expense, interest income and foreign exchange gains / loss.

(h) Related parties

Related parties are individuals and companies where the individual or company has the ability, directly or indirectly, to control the Group and the Company or exercise significant influence over the Group and the Company in making financial and operating decisions or vice versa or where the Group and the Company is subject to common control or common significant influence.

(i) Provisions

A provision is recognised if, as a result of past event, the Group and the Company have a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

(j) Income tax expense

Income tax on the profit or loss for the year comprises of current and deferred tax. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the statement of financial position date.

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted at the statement of financial position date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)***(k) Property, plant and equipment**(i) Recognition and measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within "other operating expenses" / "other income", as the case may be, in profit or loss.

Expenditure incurred during construction period, which are directly attributable to the construction of a project / fixed asset for bringing it to its working condition are included in capital work in progress.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date and the cost of property, plant and equipment not ready to use before such date are disclosed under property, plant and equipment.

(ii) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

(iii) Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefit embodied in the asset.

The estimated useful lives of assets for the current period are as follows:

	Years
Buildings	20
Machinery and equipment	5-20
Furniture, fixtures and office equipments	3-5
Vehicles	5

*(l) Changes in accounting policy and disclosures**(i) New and amended standards and interpretations*

The accounting policies adopted are consistent with those of the previous year, except for the following new and amended IFRS and IFRIC interpretations effective as of 01 January 2012:

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)*(i) Changes in accounting policy and disclosures*

IFRS 7 - Financial instruments: Disclosures - Amendments resulting from May 2010 Annual Improvements to IFRSs (effective on 1 January 2011)

IFRS 7 - Financial instruments: Disclosures - Amendments enhancing disclosures about transfers of financial assets (effective on 1 July 2011)

IAS 1 - Presentation of financial information - Amendments resulting from May 2010 Annual Improvements to IFRSs (effective on 1 January 2011)

IAS 24 - Related party disclosures - Revised definition of related parties (effective on 1 January 2011)

IAS 34 - Interim Financial Reporting - Amendments resulting from May 2010 Annual Improvements to IFRSs (effective on 1 January 2011)

Standards and IFRS's not yet effective but not early adopted

IFRS 7 - Financial Instruments (Disclosures) - Amendments related to the offsetting of assets and liabilities (effective on 1 January 2013)

IFRS 7 - Financial Instruments (Disclosures) - Deferral of mandatory effective date of IFRS 9 and amendments to transition disclosures (effective on 1 January 2015)

IFRS 9 Financial Instruments - Original issue (Classification and measurement of financial assets) (effective on 1 January 2015)

IFRS 9 Financial Instruments - Reissue to include requirements for the classification and measurement of financial liabilities and incorporate existing derecognition requirements (effective on 1 January 2015)

IFRS 9 Financial Instruments - Deferral of mandatory effective date of IFRS 9 and amendments to transition disclosures (effective on 1 January 2015)

IFRS 10 - Consolidated financial statements - Original issue (effective on 1 January 2013)

IFRS 10 - Consolidated financial statements - Amendments to transitional guidance (effective on 1 January 2013)

IFRS 11 - Joint arrangements - Original issue (effective on 1 January 2013)

IFRS 11 - Joint arrangements - Amendments to transitional guidance (effective on 1 January 2013)

IFRS 12 - Disclosure of interests in other entities - Original issue (effective on 1 January 2013)

IFRS 12 - Disclosure of interests in other entities - Amendments to transitional guidance (effective on 1 January 2013)

IFRS 13 - Fair value Measurement (effective on 1 January 2013)

IAS 1 - Presentation of financial statements - Amendments to revise the way other comprehensive income is presented (effective on 1 July 2012)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Changes in accounting policies and disclosures (Continued)

Standards issued but not yet effective but not early adopted (continued)

IAS 1 - Presentation of financial statements - Amendments resulting from Annual Improvements 2009-2011 Cycle (comparative information) (effective on 1 January 2013)

IAS 12 - Income taxes - Limited scope amendment (recovery of underlying assets) (effective on 1 January 2012)

IAS 16 - Property, plant and equipment - Amendments resulting from Annual Improvements 2009-2011 Cycle (servicing equipment) (effective on 1 January 2013)

IAS 27 - Separate financial statements - Original issue (effective on 1 January 2013)

IAS 28 - Investment in associates and joint ventures - Original issue (effective on 1 January 2013)

IAS 32 - Financial instruments Presentation - Amendments relating to the offsetting of assets and liabilities (effective on 1 January 2014)

IAS 32 - Financial instruments Presentation - Amendments resulting from Annual Improvements 2009-2011 Cycle (tax effect of equity distributions) (effective on 1 January 2013)

IAS 34 - Interim Financial Reporting - Amendments resulting from Annual Improvements 2009-2011 Cycle (interim reporting of segment assets) (effective on 1 January 2013)

The directors anticipate that the adoption of the above standards on their effective dates will not have any material impact on the financial statements of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

4. INVESTMENTS

(i) The Company

	2016 USD	2015 USD		
At 31 March	<u>19,408,798</u>	<u>19,408,798</u>		
Details of investments are as follows:				
Name of company	Country of incorporation	Holdings	2016 USD	2015 USD
Welspun Middle East Pipes Company LLC	Saudi Arabia	50.01%	10,141,611	10,141,611
Welspun Middle East Pipes Coatings Company LLC	Saudi Arabia	50.01%	<u>9,267,187</u>	<u>9,267,187</u>
			<u>19,408,798</u>	<u>19,408,798</u>

(ii) The Group

	2016 USD	2015 USD
At 31 March	<u>-</u>	<u>-</u>

5. PROPERTY, PLANT AND EQUIPMENT

The Group	Buildings	Plant, machinery and equipment	Motor vehicles	Furniture, fixtures and office equipment	Capital work in progress	Total
	2015 USD	2015 USD	2015 USD	2015 USD	2015 USD	2015 USD
Cost:						
As at 01 April 2014	17,848,091	136,000,395	479,630	1,248,437	1,169,072	156,745,625
Additions	441,075	1,220,218	71,982	222,285	2,546,203	4,501,763
Disposal	-	-	-	(740)	(1,557,544)	(1,558,284)
Transfers from assets to assets	-	-	-	-	-	-
As at 31 March 2015	<u>18,289,166</u>	<u>137,220,613</u>	<u>551,612</u>	<u>1,469,982</u>	<u>2,157,731</u>	<u>159,689,104</u>
Accumulated depreciation:						
As at 01 April 2014	2,771,529	25,125,966	223,146	876,034	-	28,996,675
Charge for the year	976,333	8,616,072	85,385	317,947	-	9,995,737
Disposal	-	-	-	-	-	-
Transfers from assets to assets	-	-	-	-	-	-
As at 31 March 2015	<u>3,747,862</u>	<u>33,742,038</u>	<u>308,531</u>	<u>1,193,981</u>	<u>-</u>	<u>38,992,412</u>
Net book value:						
As at 31 March 2015	<u>14,541,304</u>	<u>103,478,575</u>	<u>243,081</u>	<u>276,001</u>	<u>2,157,731</u>	<u>120,696,692</u>
	2016 USD	2016 USD	2016 USD	2016 USD	2016 USD	2016 USD
Cost:						
As at 1 April 2015	18,289,166	137,220,613	551,612	1,469,982	2,157,731	159,689,104
Additions	-	660,942	64,822	121,721	416,521	1,264,006
Disposal	-	(213,955)	(119,605)	(271,987)	-	(605,547)
Transfers from assets to assets	219,639	2,025,743	-	24,886	(2,270,268)	-
As at 31 March 2016	<u>18,508,805</u>	<u>139,693,343</u>	<u>496,829</u>	<u>1,344,602</u>	<u>303,984</u>	<u>160,347,563</u>
Accumulated depreciation:						
As at 1 April 2015	3,747,862	33,742,038	308,531	1,193,981	-	38,992,412
Charge for the year	1,002,450	8,943,926	97,245	179,222	-	10,222,843
Disposal	-	(39,225)	(119,605)	(271,966)	-	(430,796)
As at 31 March 2016	<u>4,750,312</u>	<u>42,646,739</u>	<u>286,171</u>	<u>1,101,237</u>	<u>-</u>	<u>48,784,459</u>
Net book value:						
As at 31 March 2016	<u>13,758,493</u>	<u>97,046,604</u>	<u>210,658</u>	<u>243,365</u>	<u>303,984</u>	<u>111,563,104</u>

The depreciation charge for the year has been allocated as follows:

	2016 USD	2015 USD
Cost of sales	9,975,784	9,730,575
Expenses	<u>247,059</u>	<u>265,162</u>
	<u>10,222,843</u>	<u>9,995,737</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

6. TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	2016	2015	2016	2015
	USD	USD		
Non current assets				
a) Loan term loan receivables	-	602,261	24,594,197	45,168,762
Other receivables	380,268	481,672	-	-
	<u>380,268</u>	<u>1,083,933</u>	<u>24,594,197</u>	<u>45,168,762</u>
Current assets				
b) Trade and other receivables	69,567,176	61,481,450	-	-
Interest receivable	-	-	3,405,472	3,341,708
Other receivables	5,676,434	3,580,055	-	5,850
Due from related parties	-	1,499,792	-	-
	<u>75,243,610</u>	<u>66,561,297</u>	<u>3,405,472</u>	<u>3,347,558</u>

7. INVENTORIES

	The Group		The Company	
	2016	2015	2016	2015
				USD
Raw materials	18,098,979	41,344,063	-	-
Finished goods	24,647,109	17,696,104	-	-
Work in process	1,950,685	3,033,214	-	-
Parts and consumables	5,453,275	4,575,152	-	-
	<u>50,150,048</u>	<u>66,648,533</u>	<u>-</u>	<u>-</u>

8. SHARE CAPITAL

	The Group		The Company	
	2016	2016	2016	2016
	Number	USD	Number	USD
<i>Issued and fully paid:</i>				
Ordinary shares of USD 1 each	113,455	113,455	113,455	113,455
Preference shares of USD 1 each	23,454,000	23,454,000	23,454,000	23,454,000
	<u>23,567,455</u>	<u>23,567,455</u>	<u>23,567,455</u>	<u>23,567,455</u>

	The Group		The Company	
	2015	2015	2015	2015
	Number	USD	Number	USD
<i>Issued and fully paid:</i>				
Ordinary shares of USD 1 each	113,455	113,455	113,455	113,455
Preference shares of USD 1 each	41,154,000	41,154,000	41,154,000	41,154,000
	<u>41,267,455</u>	<u>41,267,455</u>	<u>41,267,455</u>	<u>41,267,455</u>

During the year the Company has redeemed 17,700,000 preference shares. The terms and conditions of the preference shares are highlighted in notes 17.

9. RESERVES & SURPLUS

The Translation reserve comprises all foreign currency differences arising from translation of the financial statements of the subsidiaries.

	The Group		The Company	
	2016	2015	2016	2015
	USD	USD	USD	USD
Reserves & Surplus				
Revenue Reserve	25,218,231	24,933,802	-	-
Translation Reserve	-	4,902	-	-
Revaluation Reserve	-	-	4,764,203	4,764,203
	<u>25,218,231</u>	<u>24,938,704</u>	<u>4,764,203</u>	<u>4,764,203</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

10. BORROWINGS

	The Group		The Company	
	2016	2015	2016	2015
	USD	USD	USD	USD
(a) Non current liabilities				
Related parties loans	24,715,734	60,351,707	-	15,000,000
SIDF	53,384,024	13,303,263	-	-
Other	289,935	-	-	-
	78,389,693	73,654,970	-	15,000,000
(b) Current liabilities				
Due to Holding Co (Redemption of Pref. Shares)	-	55	-	55
Short term loan	54,555,732	5,000,000	15,000,000	5,000,000
Accrued Expenses	-	148,577	-	148,577
SIDF	3,638,487	3,733,800	-	-
Other current liabilities	9,046,150	11,779,242	-	-
	67,240,369	20,661,674	15,000,000	5,148,632

The related parties loans are loans given by the shareholders of Welspun Middle East Pipes Coating Company LLC and Welspun Middle East Pipes Company LLC carrying interest rate of 5.25% per annum.

11. TRADE AND OTHER PAYABLES

	The Group		The Company	
	2016	2015	2016	2015
	USD	USD	USD	USD
Accounts payables	30,072,037	57,945,233	8,100	8,500
Provisions	-	1,121,410	-	-
	30,072,037	59,066,643	8,100	8,500

12. TAXATION LIABILITY

	The Group		The Company	
	2016	2015	2016	2015
	USD	USD	USD	USD
Tax Liability	5,175	4,577,442	5,175	11,028
At year end	5,175	4,577,442	5,175	11,028

The tax on the Company's profit before taxation differs from the theoretical amount that would arise using the basic tax rate of the Company as follows :

	The Company	
	2016	2015
	USD	USD
Profit before taxation	2,214,622	1,948,515
Add: withholding tax	-	-
Add non allowable expenses	-	-
Tax calculated at a rate of 15%	332,193	292,277
Deemed Tax Credit	(265,755)	(233,822)
Tax liability for the year	66,439	58,455
Tax paid during the year	(61,264)	(47,427)
Tax payable	5,175	11,028
Foreign tax paid		
Withholding tax	142,083	71,214
Total tax liabilities	208,522	129,669

The Company is incorporated in Mauritius and under current laws and regulations it is liable to pay income tax on its net income at a rate of 15%. The Company is, however, entitled to a tax credit equivalent to the higher of actual foreign tax suffered and 80% of Mauritius tax payable in respect of its foreign source income tax thus reducing its maximum effective tax rate to 3%. The Company has received a certificate from the Mauritian tax authorities that it is tax resident in Mauritius.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

14. FINANCIAL INSTRUMENTS (CONTINUED)

*Financial risk management (continued)**Credit risk*

The Group and the Company take no exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Financial assets which potentially subject to the Group and the Company to concentrations of credit risk consist principally of bank balances. These assets are held in a number of reputable financial institutions. Accordingly, the Group and the Company has no significant concentration of credit risk.

The Group's and the Company's exposure to credit risk are limited to the carrying amount of financial assets recognised at the statement of financial position date, as summarised below:

	The Group		The Company	
	2016	2015	2016	2015
ASSETS	USD	USD	USD	USD
Cash and cash equivalents	22,332,806	7,876,522	254,745	586,878
Trade and other receivables	69,567,176	61,481,450	3,405,472	3,341,708
	<u>91,899,982</u>	<u>69,357,972</u>	<u>3,660,217</u>	<u>3,928,586</u>

Liquidity risk

This refers to availability of funds for the Group and the Company to meet its financial obligations as they fall due. The Group and the Company pay out its obligations from finance received from its related company.

The maturity profile of the Group's and the Company's financial liabilities based on contractual cash flows is summarised as follows. The contractual cash flows approximate the carrying amounts.

(i) The Company

Non-derivative financial liabilities	Carrying amount	2016	More than 1	2015
	USD	Less than 1 year USD	year USD	Carrying amount USD
Trade and other payables	8,100	8,100	-	8,500
Borrowings	15,000,000	-	-	20,148,632
At 31 March	<u>15,008,100</u>	<u>8,100</u>	<u>-</u>	<u>20,157,132</u>

(ii) The Group

Non-derivative financial liabilities	Carrying amount	2016	More than 1	2015
	USD	Less than 1 year USD	year USD	Carrying amount USD
Trade and other payables	30,072,037	30,072,037	-	59,066,643
Borrowings	145,630,062	67,240,369	78,389,693	94,316,644
At 31 March	<u>175,702,099</u>	<u>97,312,406</u>	<u>78,389,693</u>	<u>153,383,287</u>

Market risk

Market risk represents the potential loss that can be caused by a change in the market value of financial instruments. The Company's exposure to market risk is determined by a number of factors, including interest rates, foreign currency exchange rates and market volatility. The Company conduct their investment operations in a manner that seeks to exploit the potential gains in the market, while limiting its exposure to market declines.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016**14. FINANCIAL INSTRUMENTS (CONTINUED)***Financial risk management (continued)**Interest rate risk*

The Group's and the Company's financial assets and liabilities are non-interest bearing with the exception of cash and cash equivalents. However, since these are kept at a minimum level there is no significant interest rate risk due to fluctuations in the prevailing levels of market interest rates.

Capital Management

The Company's primary objectives when managing capital are to safeguard the Group's and the Company's ability to continue as a going concern.

The Group and the Company define "capital" as including all components of equity. The amount of capital employed at 31 March 2016 was USD 82,495,116 (Previous year USD 103,463,448). The Group's and the Company's capital structure are regularly reviewed and managed with due regard to the capital management practices of the Group and the Company. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group and the Company, to the extent that these do not conflict with the directors' fiduciary duties towards the Group and the Company or the requirements of local regulation.

The Group and the Company were not subject to externally imposed capital requirements in the period under review.

15. RELATED PARTY TRANSACTIONS

During the year ended 31 March 2016, the Group and the Company transacted with related party. The nature, volume and type of transactions with the party were as follows:

Company

Name of company	Nature of Relationship	Nature of transactions	Year ended 31-Mar-16 USD	Year ended 31-Mar-15 USD
Welspun Middle East Pipe Company LLC	Subsidiary company	Loan Receivable	14,121,607	34,093,912
Welspun Middle East Pipe Company LLC	Subsidiary company	Interest receivable	185,756	669,866
Welspun Middle East Pipe Coatings LLC	Subsidiary company	Loan Receivable	10,472,589	10,472,589
Welspun Middle East Pipe Coatings LLC	Subsidiary company	Interest receivable	3,219,717	2,671,841

Transactions during the year:

Welspun Middle East Pipe Company LLC	Subsidiary company	Interest income	1,204,920	1,571,874
Welspun Middle East Pipe Company LLC	Subsidiary company	Dividend income	1,152,648	-
Welspun Middle East Pipe Coatings LLC	Subsidiary company	Interest income	547,876	546,379
Welspun Middle East Pipe Coatings LLC	Subsidiary company	Other Income	81,076	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015**15. RELATED PARTY TRANSACTIONS (CONTINUED)**Group

Name of company	Nature of Relationship	Nature of transactions	year ended 2016 USD	year ended 2015 USD
Welspun Tubulars LLC	Associate	Loan Payable	15,000,000	20,000,000
Welspun Tubulars LLC	Associate	Interest Payable	-	148,577

All related party transactions were carried out on an arm's length basis.

16. PREFERENCE SHARES OF THE COMPANY

The terms and conditions of the preference shares issued are as follows:

Instrument: Non-cumulative, Optionally-convertible, Redeemable Preference Shares
 Face Value: US\$1
 Dividend rate: 7% (Non-cumulative) of the 23,454,000 preference shares issued.
 Tenure: 10 years from the date of allotment
 Early Redemption Option: at the end of 3, 4, & 5 anniversary from the date of allotment
 Mandatory Redemption: at the end of 10th year from the date of allotment
 Redemption amount: at par

17. REPORTING CURRENCY

The consolidated financial statements are presented in United States Dollars. The Company holds a Category 1 Global Business Licence under the Financial Services Act 2007, which requires that the Company's business or other activity to be carried on in a currency other than the Mauritian Rupee.

18. CONSOLIDATED FINANCIAL STATEMENTS

The Company holds 50.01 % shares of Welspun Middle East Pipes Company LLC and 50.01% of Welspun Middle East Pipes Coating Company LLC, two companies incorporated in Saudi Arabia. These are consolidated financial statements of the Company and its subsidiary companies which have been prepared as required by International Accounting Standards (IAS) 27.

The financial statements of the two subsidiaries incorporated in Saudi Arabia, namely Welspun Middle East Pipes Company LLC and Welspun Middle East Pipes Coating Company LLC have been prepared in accordance with the generally accepted accounting standards in Saudi Arabia.

19. HOLDING ENTITY

The directors consider Welspun Corp Limited, a company incorporated in India as the holding company.