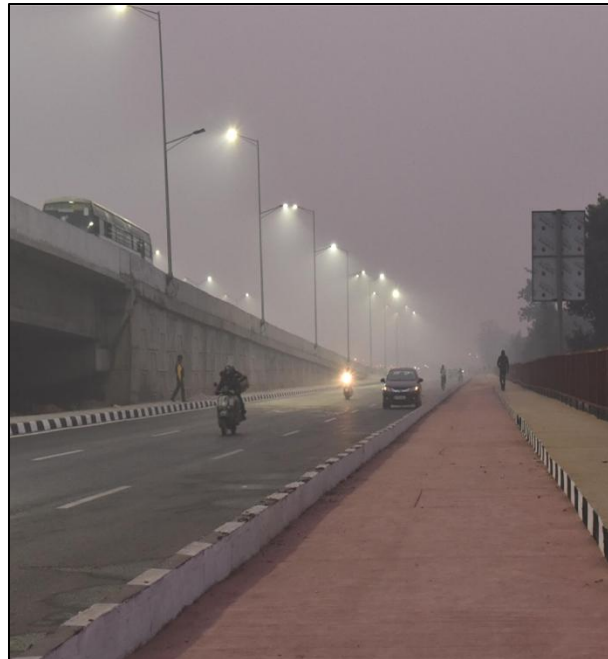


WELSPUN ENTERPRISES LTD

INVESTOR PRESENTATION

February 2018



SAFE HARBOR

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Any reference herein to "the Company" shall mean Welspun Enterprises Limited, together with its consolidated subsidiaries.



WELSPUN INDIA
HOME TEXTILES

**Global Leader in
Home Textiles**



WELSPUN CORP
PIPES AND PLATES

**Global Leader in
Large Diameter Pipes**



WELSPUN ENTERPRISES
INFRASTRUCTURE AND ENERGY

**Infrastructure
Investments in Oil & Gas**

WELSPUN GROUP
LEADING TOMORROW TOGETHER

**Group Revenue
US\$ 2.3 Billion**

**Market Cap
US\$ 2.2 Billion**

**Employees
25,000+**

AGENDA

1. **Company Overview**
2. **Infrastructure**
 - i. **HAM**
 - ii. **BOT**
3. **Oil & Gas**
4. **Corporate Social Value**
5. **Financials**
6. **Way Forward**
7. **Key Highlights**

WELSPUN ENTERPRISES (WEL): OVERVIEW

High growth potential with
Focus on the
Infrastructure Sector

Robust HAM Portfolio
of **Rs. 51+ Billion**
5 projects; 180+ kms



Six completed BOT (Toll) Road
projects
with 500+ km

On Track for
14 month Early Completion
of Delhi-Meerut Expressway Pkg-1



Among the very few infra developers
in India with
Strong Balance Sheet
Healthy Cash Reserve

Rs. 9.2 Billion
Cash for growth capital

Investments in Oil & Gas
Partnership with Adani Group
on 5 blocks

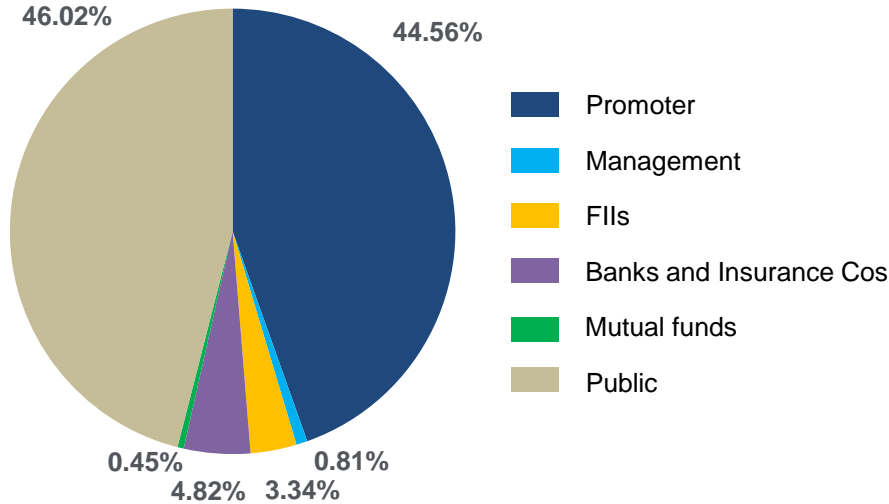
Robust Credit Rating
Long term rating of 'A+'
Short term rating of 'A1+'

Share Buy Back Completed
15.5% paid-up capital bought back
in Mar-17

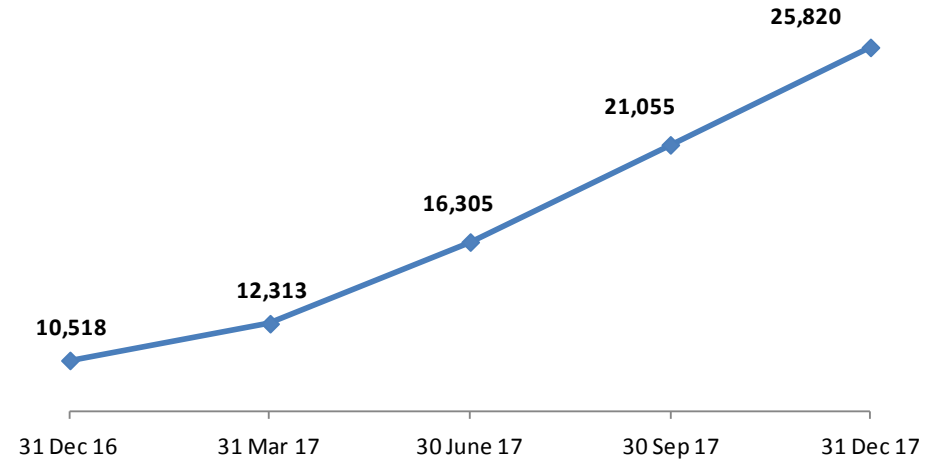


EQUITY SNAPSHOT

Shareholding Pattern (as on 31st Dec 2017)



Market Cap (Rs. Million)



Market Statistics

As on Dec 31, 2017	INR	USD
Price per share (Face value Rs. 10 per share)	175.30	2.75
No of Shares outstanding (Mn)	147	147
Market Capitalization (Mn)	25,820	404
Daily Average Trading Volumes (Q3FY18) No of shares in Mn	1.08	1.08
Daily Average Trading Value (Q3FY18) (Mn)	173	2.70

Creating Shareholder value

Share Buyback

- Bought back ~27 mn shares at Rs. 62 per share
- Total cash outflow of Rs. 1.67 bn
- Completed in March 2017

Stated Dividend Distribution Policy

- FY17 annual dividend announced at Rs. 0.75/share
- Endeavor to achieve distribution of an amount of profit subject to maximum of 25% of Profit After Tax
- Applicable FY18 onwards

EXPERIENCED BOARD AND MANAGEMENT

Board of Directors

B.K.Goenka, Chairman

- Amongst India's most dynamic businessmen
- Ranked amongst India's Most Powerful CEOs by Economic Times

Rajesh Mandawewala, Group MD

- Associated with Welspun Group since 1985 as promoter
- Chartered Accountant with experience across industries

Dhruv Subodh Kaji, Independent Director

- Chartered Accountant with 35+ years experience across industries

Mala Todarwal, Independent Director

- Qualified CA with experience in Audit Assurance, Due Diligence, Corporate Restructuring and Transaction Advisory

Mohan Tandon, Independent Director

- Ex MD of GIC of India, and Chairman & MD of National Insurance Co. Ltd.
- Expert in Org. Restructuring; Productivity-oriented Incentive Schemes

Ram Gopal Sharma, Independent Director

- 40+ years experience in life insurance, MFs, finance, training & development

Yogesh Agarwal, Independent Director

- Certified Associate of Indian Institute of Bankers (CAIIB)
- 40+ years experience in Banking. Ex MD on boards of SBI, IDBI

Management Team

Sandeep Garg, Managing Director & CEO, Member of Board

- Harvard Graduate with 30+ years experience in diverse roles in infrastructure and oil & gas sector
- Prior experience with ONGC, Punj Lloyd, IL&FS

Akhil Jindal, Group CFO & Head-Strategy

- 22+ years of experience in corporate finance, M&A, strategy, new business development and fund raising
- Has significantly contributed to Welspun Group in the last 12 years with its global expansion plans

Asim Chakraborty, Chief Operating Officer (COO) - Highways

- 32 years experience in Designing, Engineering and Construction of Infrastructure projects

Banwari Lal Biyani, Operation Head – BOT & EPC

- AICWA professional with approx 39 years experience in Commercial, Planning & Budgeting, Business Excellence & Strategy and Operations

Deepak Chauhan, Head – Group Legal

- 20 years experience in legal, majorly in infrastructure and transportation

Devendra Patil, Head – Group Secretarial

- 30+ years experience in secretarial and legal

Shriniwas Kargutkar, Chief Financial Officer (CFO)

- Qualified CA with 34+ years experience in Finance and Accounts

INFRASTRUCTURE

HYBRID ANNUITY MODEL (HAM) OVERVIEW

Award criterion: Lowest NPV value based on Construction cost and O&M cost, quoted by the bidders

40% of Project Cost (Construction Support) by Govt.

Hybrid Annuity Project

60% of Project Cost arranged by Concessionaire for Financial Closure
- 12-15% through equity from developer
- Remaining by debt

Construction Period

Advantages

For Developer

- Easier debt servicing in initial years vs. BOT Toll
- Reduced Funding requirements; only 12-15% equity

For Authority

- Lesser cash outflow as compared to EPC

Returns to Concessionaire on Capital Arranged

- Annuity payments (biannually) till end of concession period as per predetermined schedule
- Interest payments (on reducing balance @ Bank Rate + 3%)
- O&M payments at the bid rate with escalation

COD

Toll collection by Govt.

O&M by Concessionaire

O&M Period

Advantages

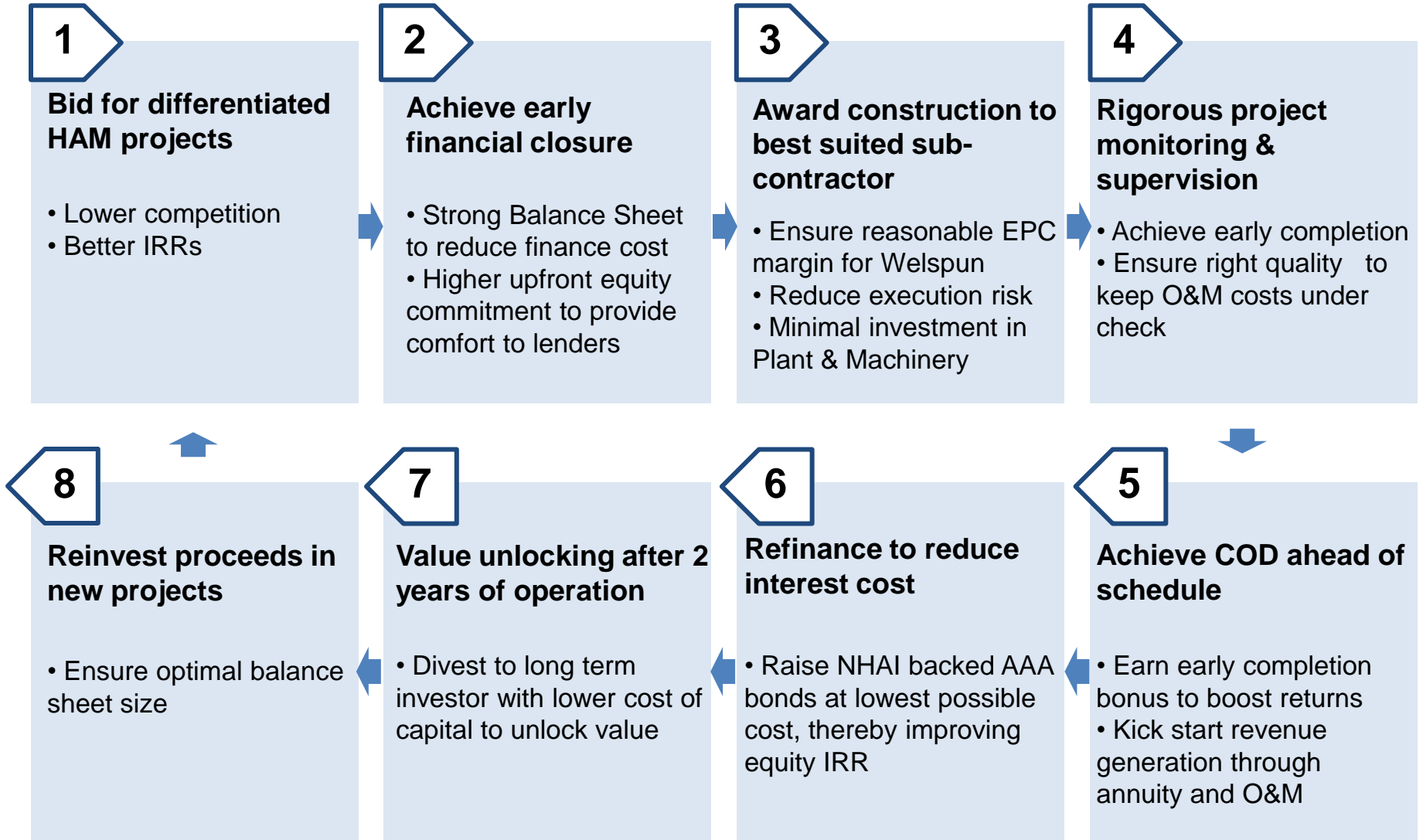
For Developer

- No traffic or tolling risk for developer
- Separate O&M payments from NHAI

For Authority

- Revenue generation from toll collection

WEL: ASSET LIGHT APPROACH TO INFRASTRUCTURE

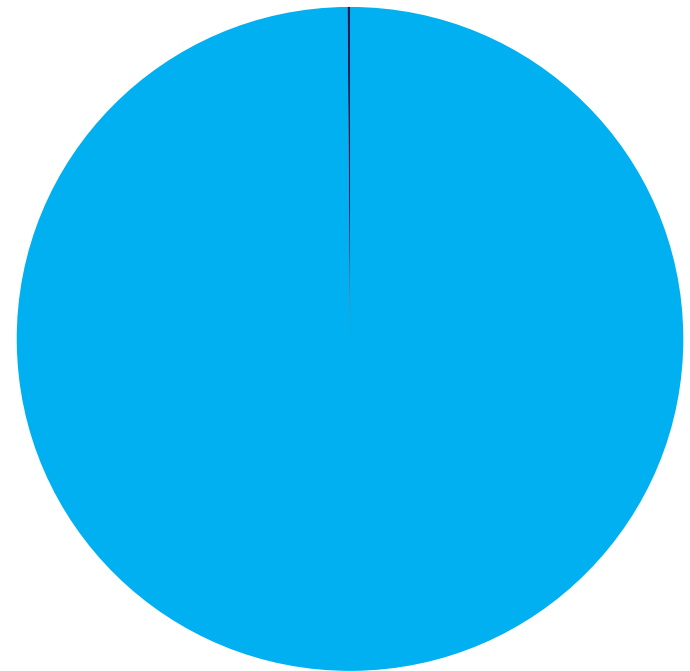


STRONG PLATFORM SET FOR FUTURE GROWTH

Continuously building HAM portfolio through bid / buy strategy for profitable growth

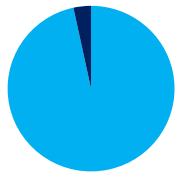
Added 4 HAM projects during YTD FY18 ; Dec-17 order book at ~Rs. 41 Billion

As on Dec-17



EPC of HAM: 40.7 bn
Other EPC: 0.6 bn

As on Mar-17



EPC of HAM: 5.2 bn
Other EPC: 0.2 bn

 EPC of HAM Projects
 Other EPC

EXECUTION ACCELERATING

Current revenue contributed mainly by Delhi-Meerut Expressway Package-1 HAM project

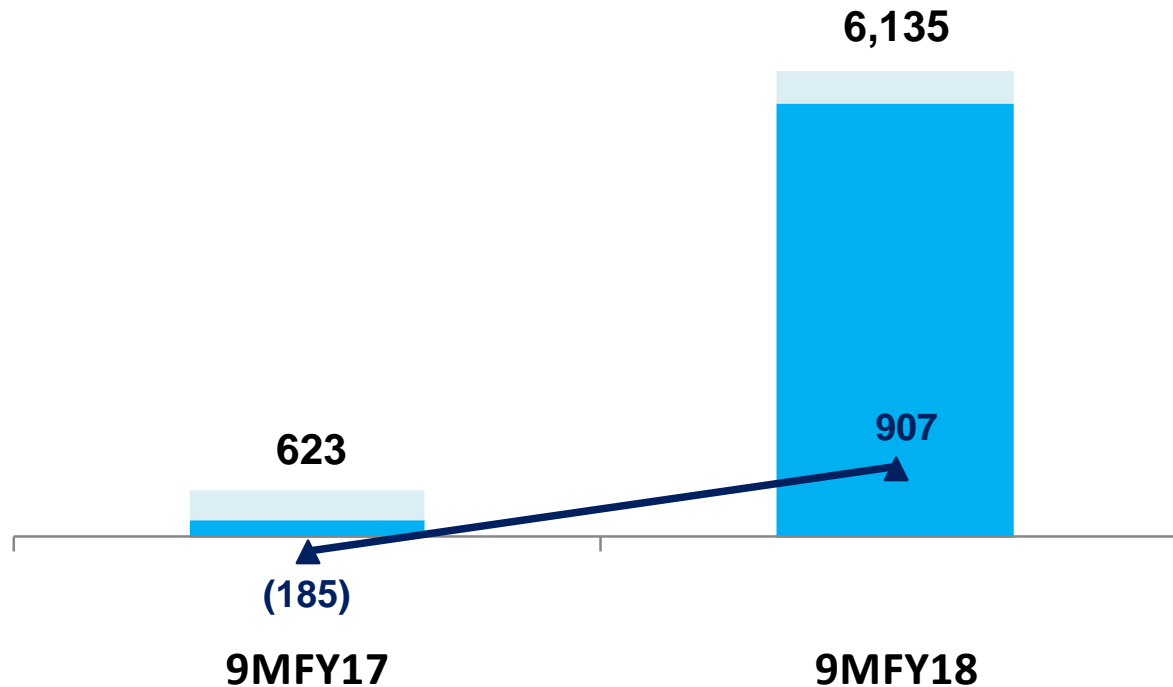
Recently added HAM projects to contribute from Q4FY18

Infrastructure Revenues and EBIT (Rs. Million)

EPC of HAM

Others

EBIT



INFRASTRUCTURE PROJECTS

HAM PROJECTS

Delhi-Meerut Expressway (Pkg 1)

Authority: NHA
Status: Under Construction
86% completed

1

Gagalheri-Saharanpur-Yamunanagar

Authority: NHA
Status: Under Construction

2

Chutmalpur-Ganeshpur (CGRG)

Authority: NHA
Status: Under Development

3

Aunta-Simaria

Authority: NHA
Status: Under Development

4

Chikhali-Tarsod

Authority: NHA
Status: Under Development

5

BOT PROJECTS

Dewas Water

Authority: MPSIDC
Status: Operational*

Kim – Mandvi

Authority: GSRDC
Status: Operational

Himmatnagar Bypass

Authority: GSRDC
Status: Operational

Raisen - Rahatgarh

Authority: MPRDC
Status: Operational

Hoshangabad – Khandwa

Authority: MPRDC
Status: Operational

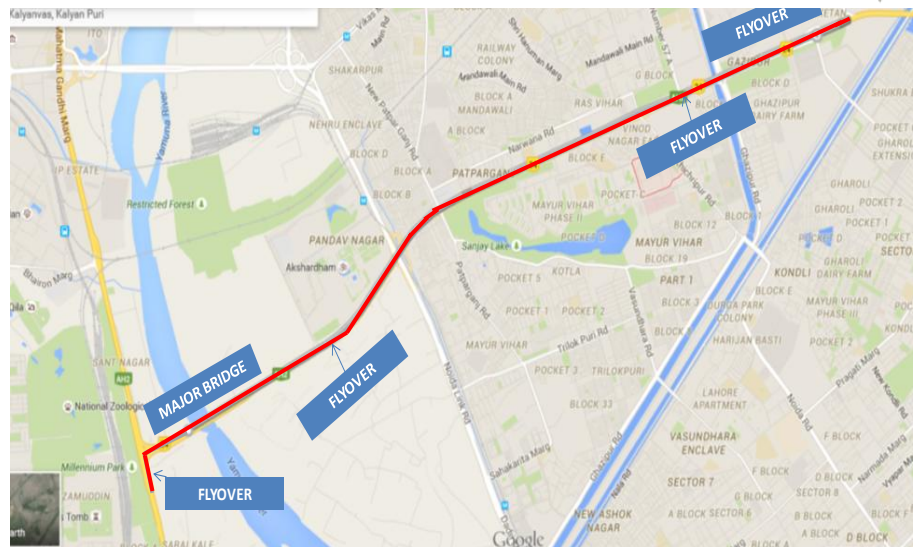


Robust portfolio of 10 infrastructure projects in roads and water supply.

1 HAM: DELHI-MEERUT EXPRESSWAY PACKAGE 1

Scope: Six-laning of Delhi – Meerut Expressway & four-laning either side from km 0.000 to existing km 8.360 of NH-24 in Delhi

Status: Under Construction; 86% completed within 13 months of construction (Dec 2017) - well ahead of schedule. COD targetted by March 2018



PROJECT DETAILS

Project Length (Kms)	8.716 Km
Award Date	Jan 2016
Financial Closure	Achieved
Appointed Date	28 th Nov 2016
Construction Period	30 months
Concession Period after COD	15 Years

PROJECT COST & FINANCING (Rs. Mn)

Bid Project Cost	8,415
Means of Finance	
- NHAI	3,366
- Debt	4,000
- Equity	1,049
O&M Cost (First Year)	39.5

NHAI APPRECIATION FOR SPEEDY PROGRESS



डा. बी. एस. सिंगला
मुख्य महाप्रबन्धक (तकनीकी)

Dr. B. S. SINGLA
Chief General Manager (Tech.)

Tel. : 011-25093536, 25074100, Extn.: 1305
Telefax : 011-25093536
E-mail : bssingla@nhai.org
Website : www.nhai.org

भारतीय राष्ट्रीय राजमार्ग प्राधिकरण
NATIONAL HIGHWAYS AUTHORITY OF INDIA

(सड़क परिवहन और राजमार्ग मंत्रालय)
(MINISTRY OF ROAD TRANSPORT AND HIGHWAYS)
जो-5 एवं 6, सेक्टर-10, द्वारका, नई दिल्ली-110075
G-5 & 6, SECTOR-10, DWARKA, NEW DELHI-110075

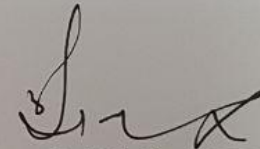
No.NHAI/CGM(T)/Pers/2017/2

30th March, 2017

APPRECIATION LETTER

The pace of work carried out by M/s Welspun Delhi Meerut Expressway Pvt Ltd. for the construction of Delhi-Meerut Expressway, Package-I from km 0.00 to km 8.360 is highly appreciable. I congratulate you and your entire team for the outstanding performance and extraordinary speed of work. I hope you will further expedite the speed of work and set up a new unbeaten record for the completion of this work in the history of National Highways Authority of India.

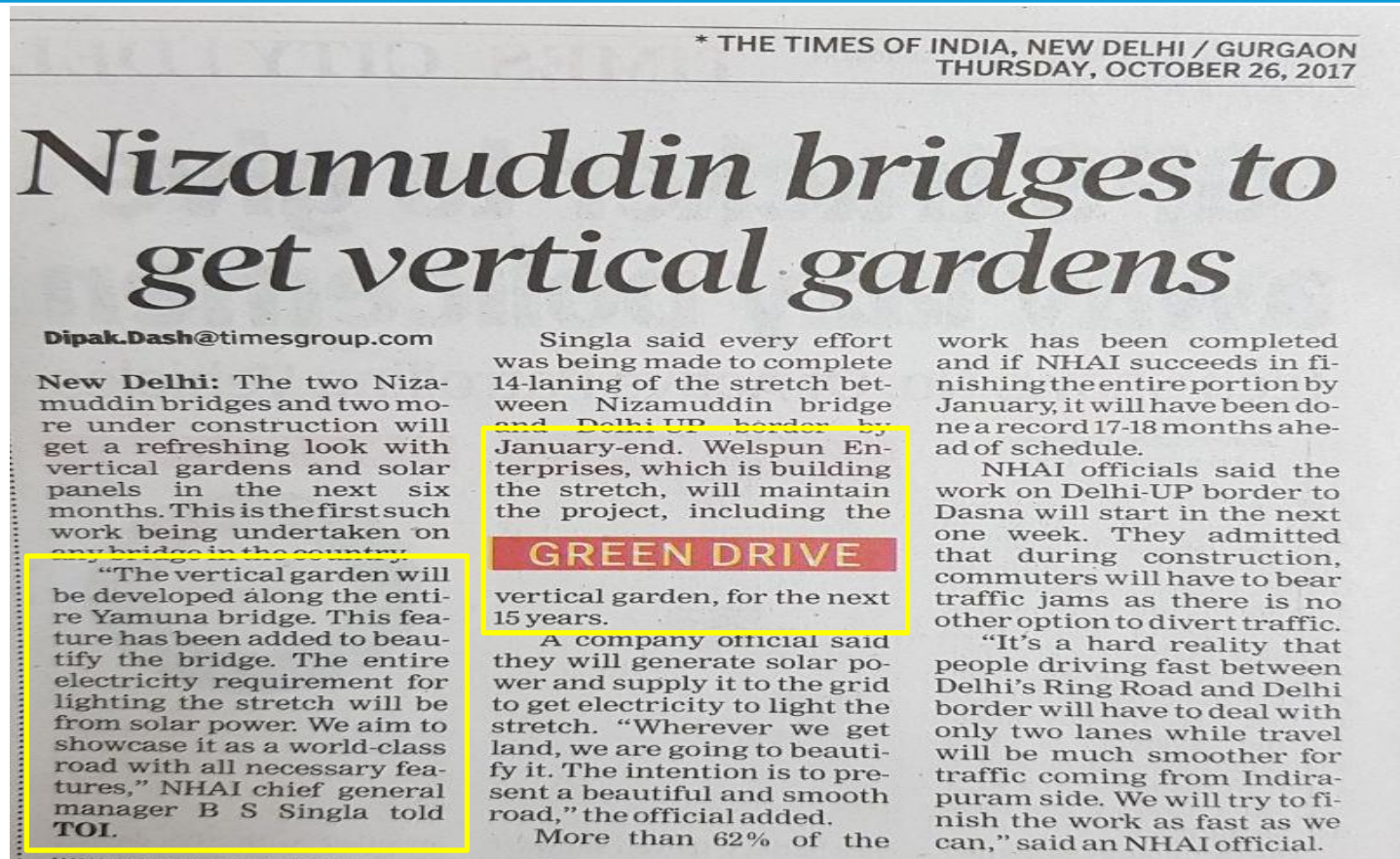
My best wishes are always with you.



Dr. B.S. Singla
Chief General Manager (Tech)

30/03/2017

1 NHAI APPRECIATION FOR SOCIAL RESPONSIBILITY



WEL's Green Initiatives at DME appreciated by NHAI :

- Vertical Garden developed along the entire bridge
- Electrification through Solar Power

1 COMPLETION EXPECTED WELL AHEAD OF SCHEDULE

दिल्ली फ्रंट पेज फरीदाबाद
मंगलवार 13 फरवरी, 2018 | 2

आज का मौसम दिल्ली 21.2, गुडगांव 22.8, फरीदाबाद 25.0, गाजियाबाद 20.0, सुबोटेव आज 06:10 प्रातः, सुबोटेव कल 07:01 रात

एनएच-24 पर जहां पलाईओवर बन रहे हैं वहां एक्सप्रेस-वे सहित 16 लेन बनाई जा रही हैं। जहां पलाईओवर नहीं होगा वहां 14 लेन बनेंगी।

- एनएच डाउन 3 लेन
- एनएच अप 2 लेन
- एक्सप्रेस वे 6 लेन
- एनएच अप 2 लेन
- एनएच डाउन 3 लेन

16 महीने में ही होगा तैयार

पहले चरण का काम 28 नवंबर 2016 को शुरू हुआ था। इसकी डेडलाइन 26 मई 2019 थी।

मेठ एक्सप्रेस वे 6 लेन और 6 लेन का एनएच 24 है। दोनों मिलाकर 14 लेन की सड़क होगी।

जहां-जहां पलाईओवर हैं, वहां पर 2-2 लेन बढ़ जाएंगी और सड़क 16 लेन की हो जाएगी।

यहां से गुजरेगा 'एक्सप्रेस वे'

निजामुद्दीन से यूपी गेट 8.6 किमी
कुल लागत 841.50 करोड़ रुपए

सराय काले छां, आउटर रिज रोड, नोएडा मोड़, मयूर विहार, गाजीपुर।

निजामुद्दीन से यूपी गेट तक एनएच 24 और मेठ एक्सप्रेस वे 15 मार्च से पूरी तरह शुरू हो जाएंगे। प्रधानमंत्री नरेंद्र मोदी 15 मार्च को इसका उद्घाटन करेंगे। यह तय डेडलाइन से 14 महीने पहले ही तैयार हो रहा है। तीन चरणों में 24 घंटे काम होने की वजह से यह प्रोजेक्ट जल्दी तैयार हो जाएगा।

तीसरा चरण डासना से हापुड़ और चौथा चरण डासना से मेठ तक है। पहले चरण का काम करीब 30 किलोमीटर तक चल रहा है। यमुना में पुल और मंदर डेयरी पुल का निर्माण चल रहा है, जो 15 मार्च से पहले पूरा हो जाएगा। वहीं, दूसरे और तीसरे चरण का काम भी चल रहा है। हालांकि, अभी चौथे चरण का काम शुरू नहीं हुआ है। निजामुद्दीन से एनएच 24 पर एटी और एक्जिट प्वाइंट पर अभी काम चल रहा है।

निजामुद्दीन से यूपी गेट तक एनएच 24 और मेठ एक्सप्रेस वे बनाने के बाद निजामुद्दीन से यूपी गेट की दूरी 6 से 8 मिनट में पूरी की जा सकेगी। अभी 20 से 25 मिनट का समय लगता है। सड़क परिवहन मंत्री नितिन गडकरी ने सोमवार को एनएच 24 और एक्सप्रेस वे शुरू होने की घोषणा की। मेठ एक्सप्रेस वे और एनएच 24 चौड़ाकरण का काम चार चरणों में किया जा रहा है। पहला चरण निजामुद्दीन से यूपी गेट, दूसरा चरण यूपी गेट से डासना,

एक्सप्रेस वे 120 किमी. प्रति घंटे रहेगी रफ्तार
एनएच- 24 100 किमी. प्रति घंटे रहेगी रफ्तार, लेकिन दिल्ली में अभी दोनों लेन पर 80 की स्पीड से चलना होगा

2 HAM: GAGALHERI-SAHARANPUR-YAMUNANAGAR

Scope: 4-Laning of Gagalheri-Saharanpur-Yamunanagar (UP/Haryana Border) section of NH-73

Status: NHAI declared the Appointed Date for the Project as 3rd February 2018; execution in full swing



PROJECT DETAILS

Project Length (Kms)	51.5 Km
Acquisition Date	Jan 2018
Financial Closure	Achieved
Appointed Date	3 rd Feb 2018
Construction Period	24 months
Concession Period after COD	15 Years



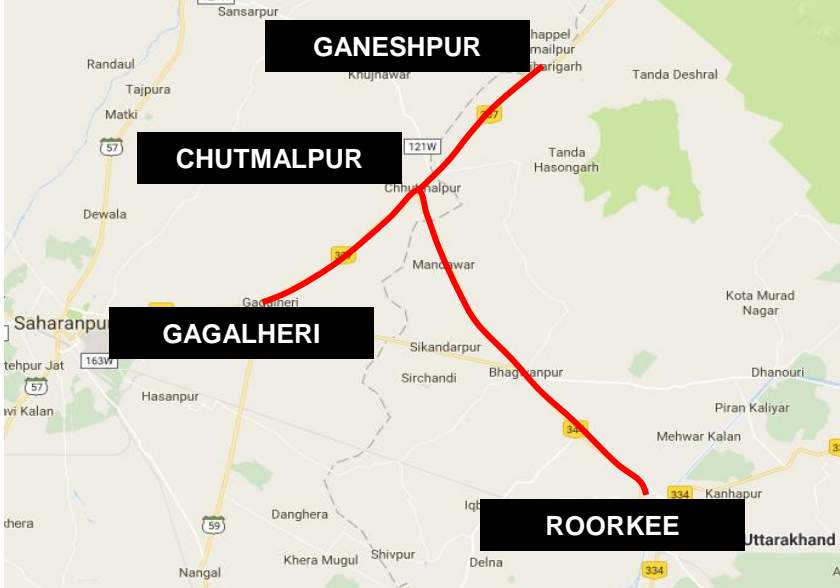
PROJECT COST & FINANCING (Rs. Mn)

Bid Project Cost	11,840
<i>Means of Finance</i>	
- NHAI	4,736
- Debt	5,683
- Sponsor's Commitment	1,421
O&M Cost (First Year)	100

3 HAM: CHUTMALPUR-GANESHPUR & ROORKEE-CHUTMALPUR-GAGALHERI

Scope: 4-Laning of Chutmulpur-Ganeshpur section of NH-72A & Roorkee-Chutmulpur-Gagalheri section of NH-73 in UP & Uttarakhand

Status: Financial closure achieved; appointed date awaited



PROJECT DETAILS

Project Length (Kms)	53.3 Km
Acquisition Date	Jan 2018
Financial Closure	Achieved
Appointed Date	Awaited
Construction Period	24 months
Concession Period after COD	15 Years

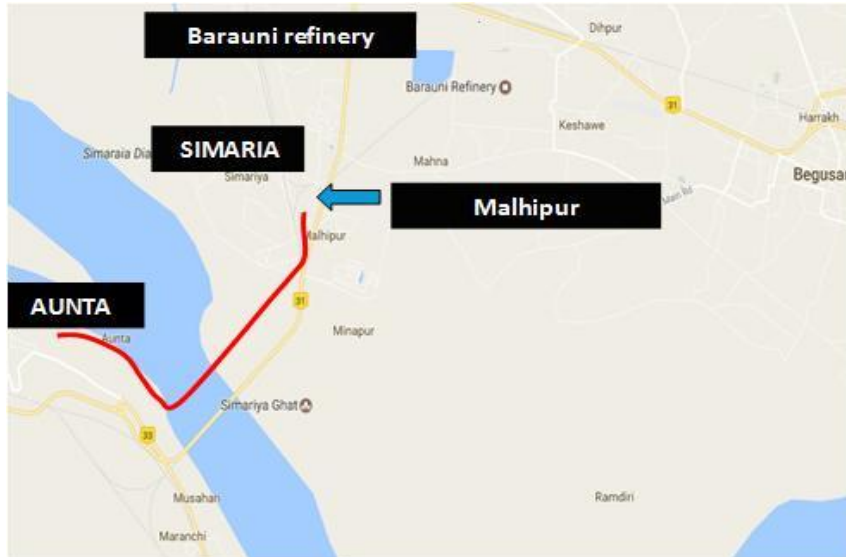
PROJECT COST & FINANCING (Rs. Mn)

Bid Project Cost	9,420
<i>Means of Finance</i>	
- NHAI	3,768
- Debt	4,522
- Sponsor’s Commitment	1,130
O&M Cost (First Year)	100

4 HAM: AUNTA-SIMARIA (Ganga Bridge with Approach Roads)

Scope: Six- Laning from Aunta-Simaria (Ganga Bridge with Approach Roads) Section from km 197.900 to km 206.050 of NH-31 in the State of Bihar

Status: Financial tie-up in place; appointed date is expected in Q1FY19



PROJECT DETAILS

Project Length (Kms)	8.15 Km
Award Date	Aug 2017
Financial Closure	Under Progress
Appointed Date	Post financial closure
Construction Period	42 months
Concession Period after COD	15 Years

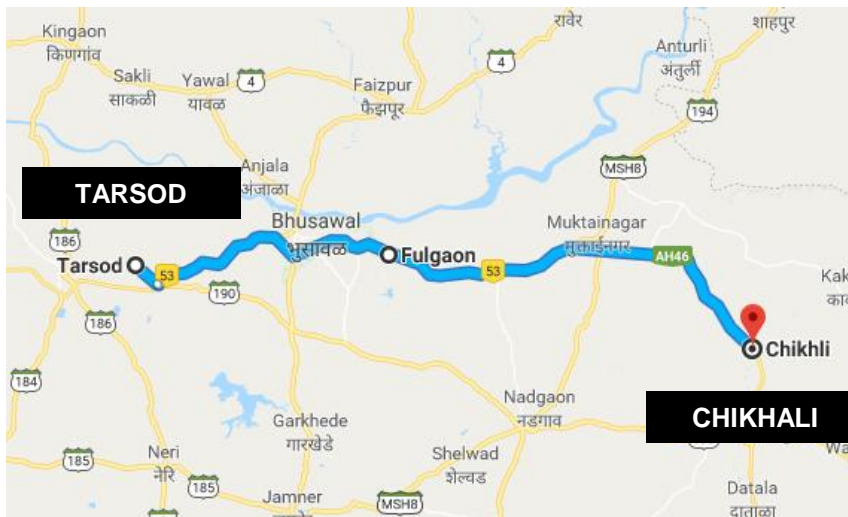
PROJECT COST & FINANCING (Rs. Mn)

Bid Project Cost	11,610
<i>Means of Finance</i>	
- NHAI	4,644
- Debt	5,573
- Equity	1,393
O&M Cost (First Year)	99

5 HAM: CHIKHALI-TARSOD

Scope: 4-laning of Chikhali – Tarsod (Package-IIA) section of NH-6 from km. 360.000 to km.422.700

Status: Acquired 49% stake from Vishvaraj Group in January 2018. Financial closure is in progress



PROJECT DETAILS

Project Length (Kms)	62.7 Km
Acquisition Date	Jan 2018
Financial Closure	Under Progress
Appointed Date	Post financial closure
Construction Period	30 months
Concession Period after COD	15 Years

PROJECT COST & FINANCING (Rs. Mn)

Bid Project Cost	10,480
Means of Finance	
- NHAI	4,192
- Debt	5,030
- Sponsor's Commitment	1,258
O&M Cost (First Year)	40.1

EXPERTISE OF MANAGING BOT PROJECTS

Experience of successfully operating more than 500+ kms of roads
 WEL operated 5 infrastructure projects on BOT basis in Q3FY18

(Rs. Mn)

Sector	Project Name	Location	Value on books (March-17)	Debt on books (March-17)	COD	Concession End
Highways	Himmatnagar Bypass	Gujarat	22	-	Apr-06	Jun-20
	Hoshangabad- Khandwa#	MP	111	-	May-05	Feb-18
	Kim - Mandvi	Gujarat	428	230	Aug-10	Feb-26
	Raisen - Rahatgarh	MP	106	-	Mar-06	Aug-18
Water Supply	Dewas Water*	MP	561	561**	Sep-08	Jun-37
Total			1,228	791		

Concession agreement ended on 12th Feb 2018

* Modified project under development

** To be subsumed under the modified project which is under development

UPDATE ON BOT PROJECTS – OUTSTANDING MATTERS

Dewas Water – Modified Project

- Project modified under the Madhya Pradesh Swiss Challenge Guidelines
- Modified project involves the supply of treated water of up to 23 MLD to industrial customers in Dewas
- Source of water ~ 7 km from Dewas as against 122 km for the existing project
- Concession agreement signed on 9th January 2018; Appointed date awaited
- Project construction schedule is 12 months and Concession Period is up to June 15, 2037
- Estimated cost of the modified project is Rs. 1,180 mn including subsumed debt of the existing project

ARSS Bus Terminal

- Project terminated ab-initio by High court on default of concessioning authority (OSRTC)
- WEL's total investment was Rs.400 mn
- Rs. 190 mn already received back; remaining expected to be recovered from project partner and claims submitted to the authority

Dewas-Bhopal Road Project

- Residual stake of 13% can be sold to same buyer at Rs. 295 mn (plus interest at 11% p.a from Dec 2015)
- Deal likely to conclude in FY18

INVESTMENTS IN OIL & GAS

OIL & GAS – ACTIVE BLOCKS SUMMARY

Adani Welspun Exploration Ltd (AWEL), a 65:35 JV between Adani Group & WEL, is the key investment vehicle

Block Name	Location	AWEL Stake	WEL Effective Stake	Status
MB-OSN-2005/2	Mumbai High	100%	35%	Right to Farm-out 55% ownership to ONGC for Phase II; ONGC's board has approved; Ministry approval awaited for entry into Phase-II
GK-OSN-2009/2	Kutch	30%	10.5%	Declared potential commercial discovery by operator; appraisal studies underway
GK-OSN-2009/1	Kutch	25%	8.75%	Declared potential commercial discovery by operator; appraisal studies underway
CB-ONN-2005/4	Palej	- *	35%	Consortium had stuck oil in the block. Termination notice served by MoPNG due to default of Naftogaz India holding 10% stake; non-defaulting partners AEL and WEL have requested for transfer of this 10% stake to AEL/AWEL. Request pending for approval by DGH/MoPNG.
B9 Cluster (DSF)	Mumbai High	100%	35%	Awarded in March 17; development plan being drawn; Anticipated capital cost: USD 110 mn (at AWEL level)

Value accretion expected on the invested amount of Rs. 5 Bn

Revenue from first block expected in FY19-20

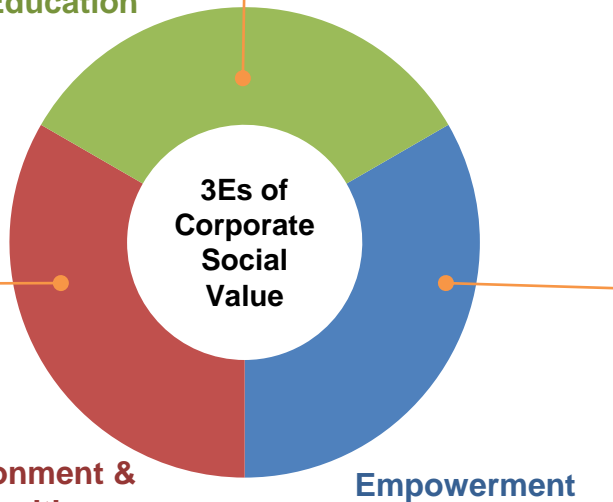
* 55% stake directly held by Adani Enterprises Ltd and 35% by WEL

CORPORATE SOCIAL VALUE

WELSPUN GROUP INITIATIVES

- Education at Govt. Schools
- Adult Literacy Education for women

Education



3Es of Corporate Social Value

Environment & Health



- Sustainability Focus
- Health Camps & Mobile Medical Vans
- Natural/recycled products
- 320K trees planted
- Rain water harvesting



- Vocational Training for women and youth
- Employability

Empowerment

- **Vocation Centers:** 8 centers have resulted in INR 13mn earnings for women
- **Walmart's SWASTI foundation for Women Empowerment and Training:** Successfully trained 2,335 women in foundation-level and 519 women in advanced level course



Education

- **Welspun Vidya Mandir at Anjar:** quality education to 1500 students
- **Quality Education Project** at 41 government schools in Anjar reaches out to over 10,000 students.
- Deployment of 60 Para teachers at Anjar



Environment & Health

- **Mobile Health Vans (MHV):** Moving dispensary manned by a qualified doctor, pharmacist and a social worker. MHVs reach out to 17 villages with a target of over 20,000 individuals.
- **Health Camps**
- 1500 toilets have been constructed at 18 villages
- Blindness Control Program for elderly people



WELSPUN ENTERPRISES INITIATIVES

Working with communities through diverse social interventions to secure stable & sustainable futures



Community Healthcare

Initiatives

- Weekly health check-up camps being organised
- Regular fogging

Impact

- Cases of illness have reduced 90% over a span of 6 months
- Malaria/Dengue/Chikungunya cases completely eliminated



Potable Water Supply

Initiatives

- Distribution of Potable Water every alternate day at slums
- Provided clean & hygienic water bottles for storage

Impact

- Condition have changed from unavailability of water to doorstep water distribution.
- 250+ beneficiaries



Promoting Education

Initiatives

- Providing basic education at a young age
- Distribution of school kits and books for children

Impact

- Programme started with 20 children, now increased to 60
- 15 students admitted in govt. school post preliminary education at classes

FINANCIALS

INCOME STATEMENT SNAPSHOT - STANDALONE

Income Statement Snapshot	Rs. Million					
	Q3 FY18	Q3 FY17	YoY Growth	9M FY18	9M FY17	YoY Growth
Total Income	2,981	684	336%	6,888	1,841	274%
EBITDA	462	102	355%	1,169	377	210%
<i>EBITDA margin</i>	15.5%	14.9%		17.0%	20.5%	
PBT Before Exceptional	392	48	716%	954	202	373%
PBT	438	147	197%	1,082	270	300%
PAT	344	168	105%	815	255	219%
<i>PAT margin</i>	11.6%	24.5%		11.8%	13.9%	
Cash PAT	286	84	240%	798	321	149%

BALANCE SHEET SNAPSHOT - STANDALONE

Balance Sheet Snapshot (Rs. Million)	31 st Dec 2017	31 st Mar 2017
Net worth	14,252	13,524
Gross Debt	709	801
Cash & Cash Equivalents	9,161	10,663
Net Debt /(Cash)	(8,453)	(9,862)
Other Long Term Liabilities	292	287
Total Net Fixed Assets (incl. CWIP)	682	818
Net Current Assets (Excl. Cash & Cash Equivalents)	770	(1,409)
Other Long Term Investments and assets	4,640	4,540

Note: Cash & Cash Equivalents includes liquid Investments & ICDs

WAY FORWARD

WAY FORWARD



Continue approach of cautious bid/buy strategy to strengthen HAM portfolio



Targeting projects where differentiation is possible



Looking at opportunities in associated areas in Infra



Explore and develop existing oil & gas blocks

KEY HIGHLIGHTS

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- ✓ **Well Positioned to Benefit from India's Economic Growth & Development**

- ✓ **Unique Position with Strong Financials and Robust Credit Rating to tap Infra Opportunities**

- ✓ **Strong Order book with Demonstrated Operational Excellence**

- ✓ **Asset light business model in Infra with regular project value-enhancement post COD**

- ✓ **Regular stream of income from EPC and long-term O&M of various assets**

- ✓ **Focus on Sustainable and Inclusive Growth**

- ✓ **Strong Corporate Governance - Experienced Board with Majority Independent Directors**

- ✓ **Transparency through Timely Disclosures with Stated Dividend Distribution Policy**

- ✓ **Management with Proven Track Record**

THANK YOU

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