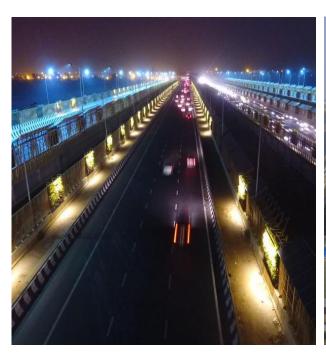


WELSPUN ENTERPRISES LTD INVESTOR PRESENTATION

May 2018









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







Global Leader in Home Textiles





Global Leader in Large Diameter Pipes





Infrastructure
Investments in Oil & Gas



Group Revenue US\$ 2.3 Billion

Asset Base US\$ 2.7 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

Experience of operating

500+ km

of completed BOT (Toll) Road projects

Among the very few infra developers in India with

Strong Balance Sheet Healthy Cash Reserve

Rs. 7.1 Billion

Cash for growth capital

Robust Credit Rating

Long term rating of 'AA-'
Short term rating of 'A1+'

Robust HAM Portfolio of Rs. 69+ Billion*

6 projects; 235+ kms

Order book at Rs. 55 Billion*

Book-to-bill of ~6 times;

Revenue growth visibility of 100% p.a for next 2 years

Substantially Completed India's first 14 lane Expressway

Delhi-Meerut Expressway Pkg-1
In 16 months (vs. 30 months)

Investments in Oil & Gas

Partnership with Adani Group on 5 blocks



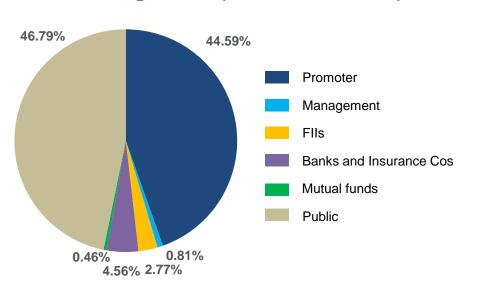


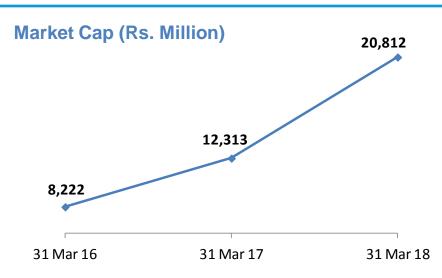




EQUITY SNAPSHOT

Shareholding Pattern (as on 31st Mar 2018)





Market Statistics

As on Mar 31, 2018	INR	USD
Price per share (Face value Rs. 10 per share)	141.30	2.17
No of Shares outstanding (Mn)	147	147
Market Capitalization (Mn)	20,771	319
Daily Average Trading Volumes (Q4FY18) No of shares in Mn	0.82	0.82
Daily Average Trading Value (Q4FY18) (Mn)	138	2.13

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

- FY18 annual dividend announced at Rs. 1.50/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 **Returns to Concessionaire on Capital Arranged** cost and O&M cost, quoted by the bidders - Annuity payments (biannually) till end of concession period as per predetermined schedule - Interest payments (on reducing balance @ Bank 40% of Project Cost (Construction Rate + 3%) Support) by Govt. COD - O&M payments at the bid rate with escalation **Hybrid Annuity Project** 60% of Project Cost arranged by Toll collection O&M by **Concessionaire for Financial Closure** Concessionaire by Govt. -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

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

1

Bid for differentiated HAM projects

- Lower competition
- Better IRRs

2

Achieve early financial closure

- Strong Balance Sheet to reduce finance cost
- Higher upfront equity commitment to provide comfort to lenders

3

Award construction to best suited subcontractor

- Ensure reasonable EPC margin for Welspun
- Reduce execution risk
- Minimal investment in Plant & Machinery

4

Rigorous project monitoring & supervision

- Achieve early completion
- Ensure right quality to keep O&M costs under check

8

Reinvest proceeds in new projects

 Ensure optimal balance sheet size 7

Value unlocking after 2 years of operation

 Divest to long term investor with lower cost of capital to unlock value 6

Refinance to reduce interest cost

 Raise NHAI backed AAA bonds at lowest possible cost, thereby improving equity IRR



Achieve COD ahead of schedule

- Earn early completion bonus to boost returns
- Kick start revenue generation through annuity and O&M

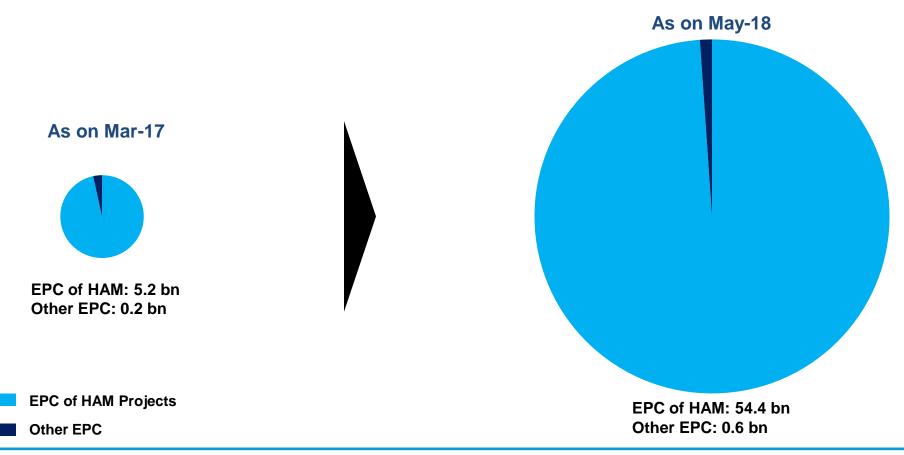


STRONG PLATFORM SET FOR FUTURE GROWTH

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

Added 4 HAM projects during FY18; declared L-1 in one more project in May-18

Current order book at ~Rs. 55 Billion



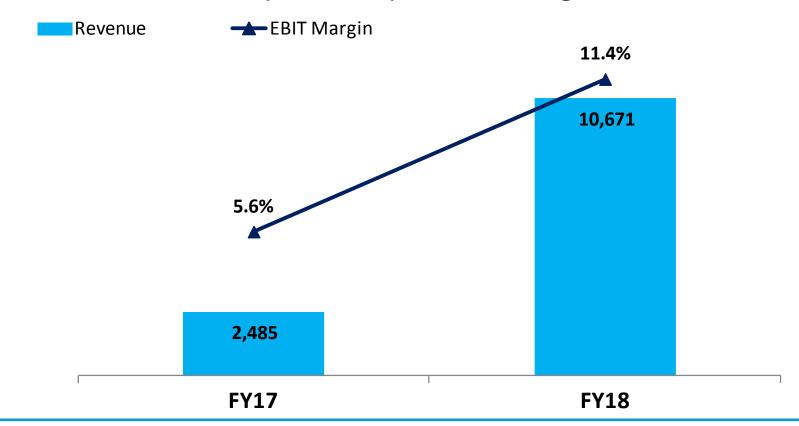


ENHANCED MARGINS WITH EXECUTION ACCELERATION

FY18 revenue contributed mainly by Delhi-Meerut Expressway Package-1 HAM project
Recently added HAM projects started contributing from Q4FY18

Margin improvement as fixed cost absorption increased with higher execution on multiple projects

Infrastructure Revenues (Rs. Million) and EBIT margin





INFRASTRUCTURE PROJECTS

HAM PROJECTS

Delhi - Meerut Expressway Package 1

Authority: NHAI

Status: Under Construction; provisional completion certificate applied

2 Gagalheri - Saharanpur Yamunanagar (GSY)

Authority: NHAI

Status: Under Construction

3 Chutmalpur-Ganeshpur & Roorkee-Chutmalpur-Gagalheri (CGRG)

Authority: NHAI

Status: Under Construction

4 Aunta - Simaria (Ganga Bridge with Approach Roads)

Authority: NHAI

Status: Under Development

5 Chikhali-Tarsod (Package-IIA)

Authority: NHAI

Status: Under Development

BOT PROJECTS

Dewas Water

Authority: MPSIDC Status: Operational

(Modified Project under construction)

Himmatnagar Bypass

Authority: GSRDC Status: Operational

Raisen - Rahatgarh

Authority: MPRDC Status: Operational

Robust portfolio of 8 infrastructure projects in roads and water supply.





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: Applied for provisional completion certificate with the relevant authorities; Record completion within 16 months



Project Length (Kms)	8.716 Km
Award Date	Jan 2016
Financial Closure	Achieved
Appointed Date	28 th Nov 2016
Scheduled 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



1

NHAI APPRECIATION FOR SPEEDY PROGRESS



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

Dr. B. S. SINGLA

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Telefax : 011-25093536
E-mail : bssingla@nhai.org
Website : www.nhai.org

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

भारतीय राष्ट्रीय राजमार्ग प्राधिकरण NATIONAL HIGHWAYS AUTHORITY OF INDIA

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

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 30 03 2017 Chief General Manager (Tech) 30 03 2017



COMPLETION WELL AHEAD OF SCHEDULE





BUILDING MUCH MORE THAN AN EXPRESSWAY



WEL's Green as well as Beautification Initiatives at DME appreciated by NHAI

- Vertical Garden developed along the entire bridge
- Electrification through Solar
 Power
- Wall Art on pillars
- Replicas of famous monuments





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 26th January 2018; execution in full swing





Project Length (Kms)	51.5 Km
Acquisition Date	Jan 2018
Financial Closure	Achieved
Appointed Date	26 th Jan 2018
Scheduled Construction Period	24 months
Concession Period after COD	15 Years

PROJECT COST & FINANCING	(Rs. Mn)	
Bid Project Cost	11,840	
Means of Finance		
- NHAI	4,736	
- Debt	5,683	
- Sponsor's Commitment	1,421	
O&M Cost (First Year)	100	

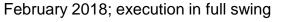


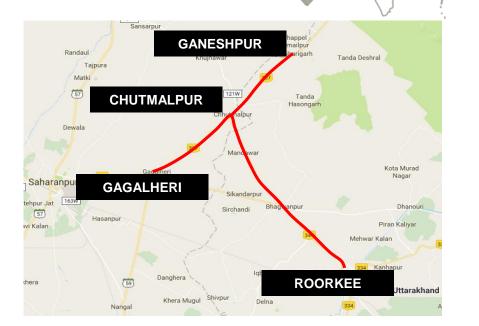


HAM: CHUTMALPUR-GANESHPUR & ROORKEE-CHUTMALPUR-GAGALHERI

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

Status: NHAI declared the Appointed Date as 28th





Project Length (Kms)	53.3 Km
Acquisition Date	Jan 2018
Financial Closure	Achieved
Appointed Date	28 th Feb 2018
Scheduled Construction Period	24 months
Concession Period after COD	15 Years

PROJECT COST & FINANCING	(Rs. Mn)
Bid Project Cost	9,420
Means of Finance	
- NHAI	3,768
- Debt	4,522
- Sponsor's Commitment	1,130
O&M Cost (First Year)	100





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 closure achieved; appointed date is expected in Q1FY19; site mobilised and developmental work

started

Project Length (Kms)	8.15 Km
Award Date	Aug 2017
Financial Closure	Achieved
Appointed Date	Expected in Q1FY19
Scheduled Construction Period	42 months
Concession Period after COD	15 Years



PROJECT COST & FINANCING	(Rs. Mn)
Bid Project Cost	11,610
Means of Finance	
- NHAI	4,644
- Debt	5,573
- Equity	1,393
O&M Cost (First Year)	99





5 HAM: CHIKHALI-TARSOD

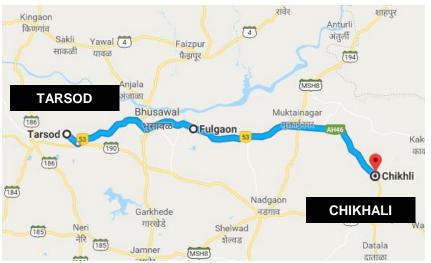
Scope: 4-laning of Chikhali – Tarsod (Package-IIA) section of NH-6 from km. 360,000 to km.422,700

Status: Acquired 49% stake from Vishvaraj Group in January 2018. Financial closure achieved; site mobilised and

developmental work started



Project Length (Kms)	62.7 Km
Acquisition Date	Jan 2018
Financial Closure	Achieved
Appointed Date	Expected in Q1FY19
Scheduled 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 has 3 operational infrastructure projects on BOT basis

(Rs. Mn)

Sector	Project Name	Location	Value on books (March-18)	Debt on books (March-18)	COD	Concession End
Highways	Himmatnagar Bypass	Gujarat	13	-	Apr-06	Jun-20
	Raisen - Rahatgarh	MP	33	-	Mar-06	Aug-18
Water Supply	Dewas Water*	MP	696	518**	Sep-08	Jun-37
	Total		742	518		

^{*} Modified project under construction

Note: Kim Mandvi project has been handed back to the authority on 7th April 2018

^{**} To be subsumed under the modified project which is under construction



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 declared as 7th May 2018
- Project construction schedule is 12 months & Concession Period is upto June 15, 2037; execution started
- > Estimated cost of the modified project is Rs. 1,463 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)



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%	AWEL has decided to execute Phase – II of the exploration	
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





- 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)	Q4 FY18	Q4 FY17	YoY Growth	FY18	FY17	YoY Growth
Total Income*	4,040	2,052	97%	10,928	3,894	181%
EBITDA	491	300	63%	1,660	678	145%
EBITDA margin	12.1%	14.6%		15.2%	17.4%	
PBT	431	225	91%	1,385	427	225%
Exceptional	14	38	-63%	142	107	33%
Reported PBT	445	263	69%	1,527	534	186%
PAT	282	177	59%	1,097	433	154%
PAT margin	7.0%	8.6%		10.0%	11.1%	
Cash PAT	263	218	21%	1,062	539	97%

Note: Cash PAT = PBDT (before exceptional items) – Current tax

^{*} Other income (part of Total income) includes treasury income of Rs.172 million for Q4FY18 and Rs.750 million for FY18.



BALANCE SHEET SNAPSHOT - STANDALONE

Balance Sheet Snapshot (Rs. Million)	31 st Mar 2018	31 st Mar 2017	
Net worth	14,573	13,524	
Gross Debt	664	801	
Cash & Cash Equivalents	7,135	10,663	
Net Debt /(Cash)	(6,471)	(9,862)	
Other Long Term Liabilities	303	287	
Total Net Fixed Assets (incl. CWIP)	87	818	
Net Current Assets (Excl. Cash & Cash Equivalents)	1,053	(1,409)	
Other Long Term Investments and assets	7,263	4,540	

Note: Cash & Cash Equivalents includes liquid Investments & ICDs



WAY FORWARD



WAY FORWARD



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



Targeting projects where differentiation is possible



Looking at opportunities in associated areas in Infra; targeting water segment



Explore and develop existing oil & gas blocks



KEY HIGHLIGHTS



KEY HIGHLIGHTS





- Strong Order book with revenue growth visibility of 100% p.a for next 2 years
- Asset light business model in Infra with regular project value-enhancement post COD
- Demonstrated Operational Excellence with earlier-than-scheduled completion
- 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

For further details, please contact:

Harish Venkateswaran

AVP - Group Finance and Strategy

Email: harish_venkateswaran@welspun.com