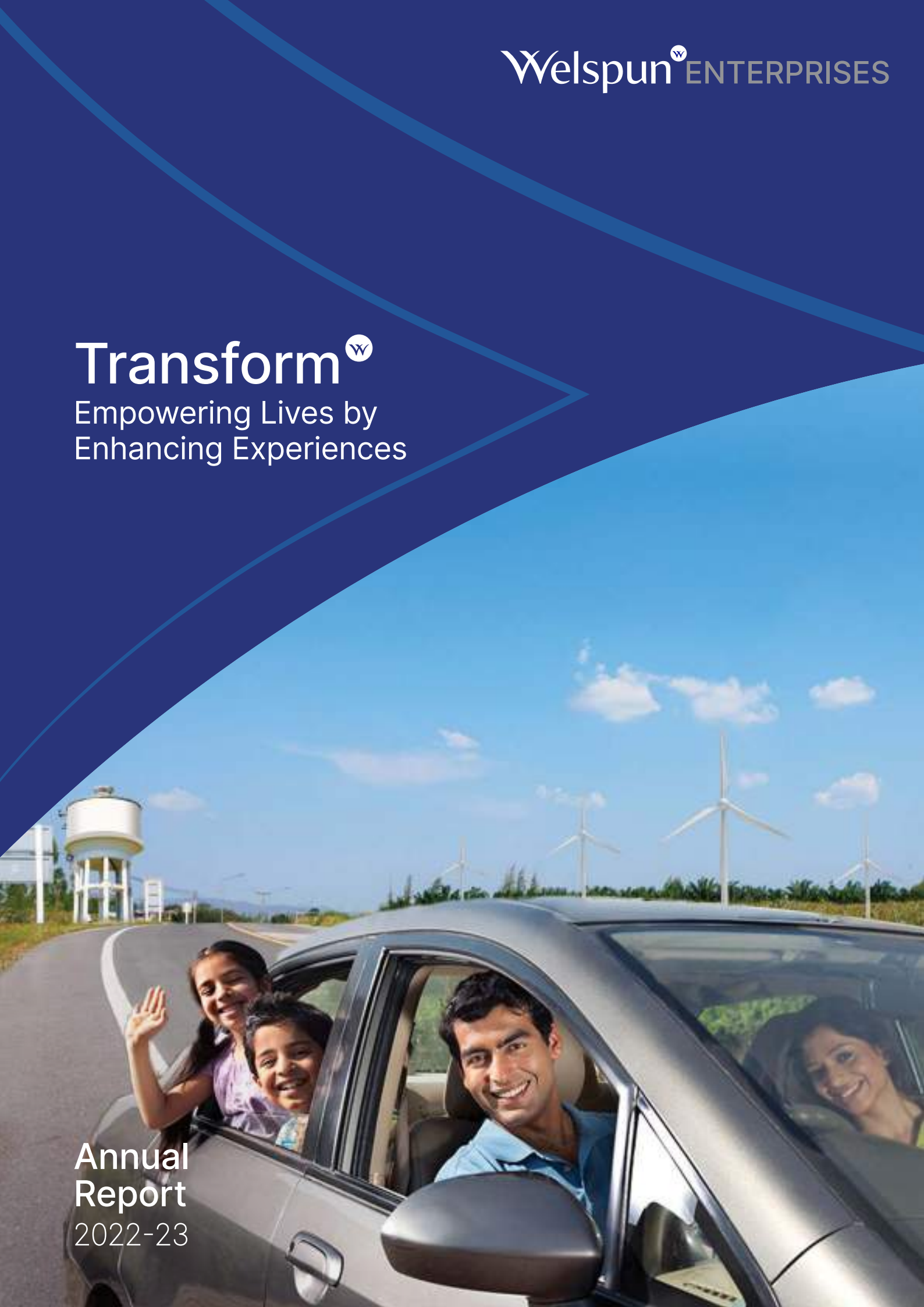


Transform^W

Empowering Lives by
Enhancing Experiences

Annual
Report
2022-23





Embrace the new

Embrace the change

What does it really take to drive exponential growth? Growth beyond expectations is rarely a targeted outcome. It is often a byproduct of breakthrough opportunities arising from a vision created for people, businesses and the planet. A result of not just doing things right, but also, doing the right things.

Our new logo is a modern and concise depiction of our positioning for the Group and all its businesses. The letter 'W' is inspired by 2 ticks, 'Doing things right', and 'Doing the right thing' that signifies how the growth of our business is helping us realize our potential to rise to the power of our Vision... The Power of Right.

The new logo captures the essence of Welspun's growth, innovation, and adaptability in a rapidly changing business landscape, reflecting our evolution. It encapsulates our Company's core values, vision, and mission, making it easier for customers to identify and connect with us.

Tomorrows are inevitable. Challenges will keep coming. How good the future will depend on how well we plan and prepare our present, to create the next level opportunities and experiences for tomorrow.

At Welspun, we commit to Foresee the Change, Predict the Potential, Gauge the Growth, Evaluate the Value, Expand to Prepare, Innovate to Equip, and Leap to Go Beyond. So, when tomorrow comes, we are ready to conquer it.

WE ARE **RIISING** TO THE
POWER OF OUR POTENTIAL

WE ARE RISING TO THE
POWER OF WELSPUN



Corporate Information

WELSPUN ENTERPRISES LIMITED

CIN: L45201GJ1994PLC023920

Website: www.welspunenterprises.com; Email id: companysecretary_wel@welspun.com

BOARD OF DIRECTORS

Mr. Balkrishan Goenka
Chairman (Executive)

Dr. Anoop Kumar Mittal
Independent Director

Dr. Aruna Sharma
Independent Director

Ms. Dipali Goenka
Non-Executive, Non-Independent
Director

Mr. Mohan Tandon
Lead Independent Director

Mr. Raghav Chandra
Independent Director

Mr. Rajesh Mandawewala
Non-Executive, Non-Independent
Director

Mr. Sandeep Garg
Managing Director

Mr. Sudhir Mital
Independent Director

KEY MANAGEMENT TEAM

Mr. Balkrishan Goenka
Chairman (Executive)

Mr. Sandeep Garg
Managing Director

Mr. Akhil Jindal
Director, Group Finance &
Strategy

Mr. Deepak Chauhan
Director, Group Legal

Mr. Yogen Lal
CEO – Water Vertical

Mr. Neeraj Gupta
COO – Road Vertical
(resigned w.e.f. August 07, 2023)

Mr. Premjit Singh
CEO – Transportation Vertical
(appointed w.e.f. August 07, 2023)

Mr. Rajesh Jain
Chief Human Resource Officer

Mr. Lalit Jain
Chief Financial Officer
(appointed w.e.f. February 01, 2023)

Mr. Ratan Lal Kashyap
President – Supply Chain
Management

Mr. Rajesh Chaabra
Head – Management Assurance &
Strategy Risk

COMPANY SECRETARY

Ms. Nidhi Tanna
(appointed w.e.f.
January 01, 2023)

AUDITORS

MGB & Co. LLP,
Chartered Accountants

SECURITIES REGISTRAR AND TRANSFER AGENT

Link Intime India Private Ltd.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai – 400 083.

STOCK EXCHANGES WHERE THE COMPANY'S SECURITIES ARE LISTED

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India
Limited, Exchange Plaza, C-1,
Block G, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

REGISTERED OFFICE

"Welspun City", Village
Versamedi,
Taluka Anjar, District Kutch,
Gujarat – 370 110
Tel: +91-2836 662222
Fax: +91-2836 279010

CORPORATE OFFICE

Welspun House,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013
Tel: +91-22-6613 6000
Fax: +91-22-2490 8020

AUDIT COMMITTEE

Mr. Mohan Tandon
Chairman (Independent Director)

Dr. Aruna Sharma
Member (Independent Director)

Mr. Raghav Chandra
Member (Independent Director)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Mohan Tandon
Chairman (Independent Director)

Dr. Anoop Kumar Mittal
Member (Independent Director)

Mr. Raghav Chandra
Member (Independent Director)

SHARE TRANSFER AND INVESTOR GRIEVANCE AND STAKEHOLDERS' RELATIONSHIP COMMITTEE

Dr. Aruna Sharma
Chairperson (Independent
Director)

Mr. Mohan Tandon
Member (Independent Director)

Mr. Raghav Chandra
Member (Independent Director)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE & CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Dr. Aruna Sharma
Chairperson (Independent
Director)

Ms. Dipali Goenka
Member (Non-Independent
Director)

Mr. Mohan Tandon
Member (Independent Director)

Mr. Sandeep Garg
Member (Managing Director)

RISK MANAGEMENT AND PROJECT MONITORING COMMITTEE

Mr. Raghav Chandra
Chairman (Independent Director)

Dr. Anoop Kumar Mittal
Member (Independent Director)

Mr. Sandeep Garg
Member (Managing Director)

BANKERS

Axis Bank Limited
Bandhan Bank Limited
Canara Bank
Central Bank of India
IDBI Bank
IDFC First Bank Limited
Indian Bank
IndusInd Bank Limited
Karnataka Bank Limited
Punjab National Bank
State Bank of India
Union Bank of India
Yes Bank Limited

Delhi-Meerut Expressway

Stories Inside

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Forward-Looking Statement

This document contains statements about expected future events and financial and operating results of Welspun Enterprises Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There might be a risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Welspun Enterprises Limited Annual Report FY 2023.



To get this report online and for any other information, log on to: www.welspunenterprises.com

A SNAPSHOT OF FY 2023

₹ 2,901.6 Crore

Total consolidated revenue

₹ 10,100 Crore*

Order book as on March 31, 2023

3,93,127

Lives impacted through CSR by Welspun Enterprises

** Including ₹ 1,796 Crore for O&M and asset replacement in MCGM STP project*

TRANSFORM^W

EMPOWERING LIVES BY ENHANCING EXPERIENCES

At Welspun Enterprises Limited (WEL), we prioritize empowering people's lives by aiding them with quality infrastructure. Being a water and road infrastructure company, we strive to be the backbone of the country, and lay the foundation blocks of a country with future-ready infrastructure. We are set on a journey which is beyond bricks and mortar, and is focused on enhancing experiences of people.

We believe that infrastructure is not merely a means of transportation but a conduit for human interaction. We understand that every road we pave is an opportunity to bridge distances, thereby, bringing people closer and creating communities that thrive. By enabling smoother travel, efficient trade, and enhanced access to resources, we empower lives of people across the country, and enhance their lives on a day-to-day basis. On

the other hand, every water and wastewater infrastructure project we complete, helps us ensure clean water outreach across the most rural locales of the country. In doing so, we further enhance the day-to-day lives of the people.

In this ever-changing world, we are in a continuous state of transformation, which empowers lives by enhancing experiences.



Company Overview

Building India's Backbone

An infrastructure developer with a difference, Welspun Enterprises Limited (WEL) is at the forefront of empowering India with essential road and water assets and creating value for a wide spectrum of stakeholders.



Chikhli-Tarsod Highway Project, Maharashtra

We are proud to be one of India's fastest growing infrastructure development companies, with a 53% Revenue CAGR for FY 2017-23, and a sharp focus on high value-added project management across businesses. WEL also has investments in the upstream oil and gas sector through a JV with the Adani Group, called Adani Welspun Exploration Limited (AWEL).

Over the years, we have demonstrated a high level of operational excellence in our projects, aided by robust engineering & design, supply chain, project management, and execution capabilities. Our unwavering commitment to

deliver complex projects on or ahead of schedule, supported by a strong, customer-oriented approach, quest for best-in-class quality, and 'safety-first' attitude is the hallmark of our success.

With a robust order book of over ₹ 10,000 Crore, in addition to a healthy balance sheet, differentiated asset-light model, prudent risk management systems and a firm focus on ESG, we are well placed to drive sustained profitability, as we continue with our endeavour of developing nation-building infrastructure to empower our citizens with better connectivity and an improved way of life.

Our asset-light business model enables us to bid on projects with higher engineering complexities and lower competition, and plan resources on the project accordingly.



Lineage

Welspun World is one of India's leading global conglomerates, with a dominant presence in home and advanced textiles, infrastructure, warehousing, steel, retail, line pipes and flooring solutions across the globe.

Leveraging its rich experience of more than three-and-a-half decades, the Group is among the largest global exporters, with 'Make in India' imbibed in the core of its DNA. With a footprint in over 50 countries, a strong talent pool of over 26,000 employees and more than 100,000 shareholders, the Group generates revenues of USD 2.3 billion annually.



Vision

Delight our customers through innovation and technology, achieve inclusive and sustainable growth to remain eminent in all our businesses



Business model

At WEL, our asset-light business model is centred on partnerships with capable partners for construction, coupled with our superior project management capabilities. This not only gives us the flexibility to operate across multiple geographies, but also ensures minimal investment in plant and equipment, thereby reducing the working capital, and ensuring a de-risked business with lower leverage and a strong credit rating. Our asset-light business model enables us to bid on projects with higher engineering complexities and lower competition, and plan resources on the project accordingly.



Dewas Industrial Area Water Supply Project, Madhya Pradesh

HIGHWAY PORTFOLIO MONETIZATION - ACTIS DEAL

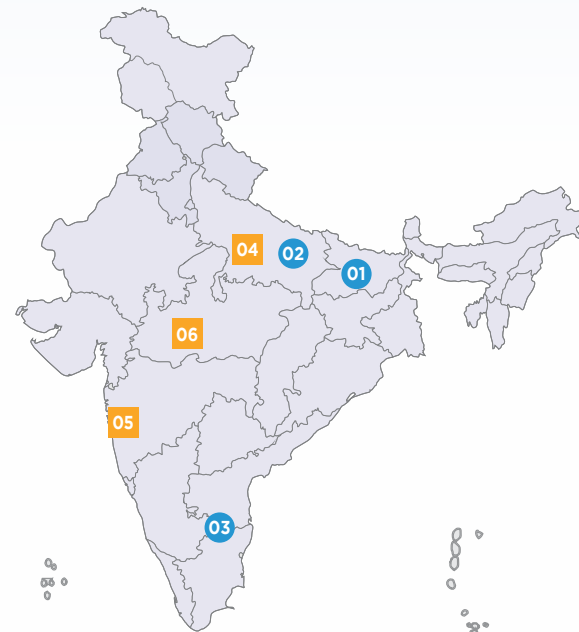
In a landmark agreement inked in 2022, we monetized six of our completed road assets for over ₹ 9,000 Crore through a deal with marquee global investor Actis, in line with the goal of generating sustainable value-accretive growth for our stakeholders.

Please refer to Page 19 for more details.



CURRENT PROJECT PORTFOLIO

Project Name	Contract Type	Client
Roads		
01 Aunta-Simaria	HAM	NHAI
02 Varanasi Aurangabad NH2	EPC	SIVAPTL
03 Sattanathapuram-Nagapattinam	HAM	NHAI
Water		
04 UP State Water and Sanitation Mission	EPC	SWSM
05 Dharavi Wastewater Treatment Facility	EPC	BMC
06 Dewas Water Supply	BOT	MPSIDC



Map not to scale. For illustrative purpose only.



NUMBERS THAT DEFINE WEL

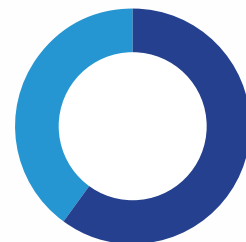
2 HAM projects	1 BOT project	3 EPC projects	1,109+ km Road execution experience
1,100+ Employees	AA- Long-term credit rating	A1+ Short-term credit rating	

STRONG REVENUE GROWTH VISIBILITY


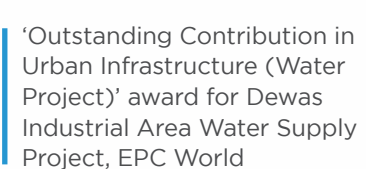

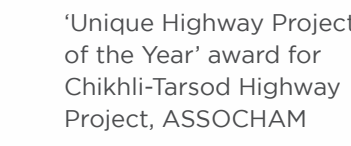

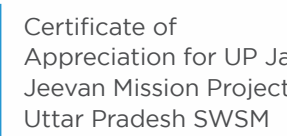

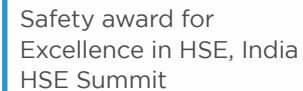
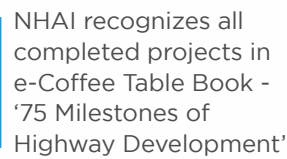
₹ **10,100** crore

Order book as on March 31, 2023

40%
Road segment



60%
Water and wastewater management segment

 Gold Award for Excellence in Project Management for Delhi-Meerut Expressway (Pkg 1) project, MoRTH	 'Outstanding Contribution in Urban Infrastructure (Water Project)' award for Dewas Industrial Area Water Supply Project, EPC World	 Occupational Safety & Health award for Aunta-Simaria Road Project, National Safety Council of India
 'Unique Highway Project of the Year' award for Chikhli-Tarsod Highway Project, ASSOCHAM	 Chairman Commendation award, CIDC Vishwakarma Awards	 Certificate of Appreciation for UP Jal Jeevan Mission Project, Uttar Pradesh SWSM
 Fastest Growing Construction Company award, Construction Times	 Safety award for Excellence in HSE, India HSE Summit	 NHAI recognizes all completed projects in e-Coffee Table Book - '75 Milestones of Highway Development'

Chairman's Message



My Dear Stakeholders,

At the outset, it gives me immense pride to inform you that Welspun Enterprises Limited (WEL) has doubled its revenue in FY23, recording its highest-ever revenue since inception. This significant milestone is a testament to the robust strategy, superior execution, unwavering resilience, and agility of the Company. Even in the face of numerous challenges, the WEL team has demonstrated exceptional determination and perseverance.

In line with our asset-light model, this fiscal year saw the divestment of six highway projects to Actis, aggregating to an asset value of over ₹ 9,000 Crore. We have received ~90% of the consideration, while the balance will be realized in 2024, subject to NHAI's approval. This transaction has demonstrated WEL's ability to bid, build and exit world-class infrastructure assets and deliver value-accretive growth for its stakeholders.

Reflecting our continued commitment towards maximizing

shareholder value, I am pleased to share that WEL has paid ₹ 7.50 per share interim dividend during the year, and has returned ₹ 235 Crore through buyback, in addition to being on track to return ₹ 1 per share as final dividend. It is heartening to note that over the past five years, your Company has returned more than ₹ 700 Crore, ensuring that investors benefit from their trust in the Company.

EXECUTION EXCELLENCE

Your Company has continued its firm focus on accelerated

execution through the year across several projects such as the Varanasi-Aurangabad NH-2 project and the Aunta-Simaria road project, which includes one of the widest extradosed bridge on the River Ganga. It is encouraging to note that four of WEL's road projects achieved Provisional Commercial Operation Date (PCOD) and/or Commercial Operation Date (COD), and are generating healthy revenues.

In the promising water segment, WEL has made swift progress in the execution of the Jal Jeevan

Mission project in Uttar Pradesh, which is part of the Government's 'Har Ghar Nal Se Jal' scheme. I would like to mention that for the prestigious Dharavi Wastewater Treatment Facility (WwTF) project, we have received the land and requisite clearances to proceed, and the project is now under execution. On completion, the Dharavi WwTF will be India's first multi-tier wastewater treatment facility, with state-of-the-art technology and low footprint.

We are advancing well with exploration and development of India's oil and gas resources through our Joint Venture Company, Adani Welspun Exploration Ltd. Post the discovery of gas in one of the blocks, your Company is undertaking operations for appraisal and early monetization of the acreage. I am confident that going forward, this business will be able to generate sustainable value for our stakeholders and further contribute towards promoting cleaner fuels for a better tomorrow.

Welspun World has always been committed to a greener world, and all our actions have been towards envisioning a sustainable future. Besides adhering to highest EHS standards, WEL has acquired Welspun New Energy Limited to explore opportunities in the renewable energy and green hydrogen space. We expect that the global focus on these sectors, along with the immense vision of the Government of India, would translate into a huge business opportunity for us.

WEL continues to be recognized by distinguished authorities and organizations for its dedicated focus on project management, execution and HSE. It gives me immense pleasure to share that the Delhi-Meerut Expressway (Pkg 1) project, which was delivered by WEL 11 months ahead of schedule, was conferred with a Gold Award for Excellence in Project Management by the Ministry of Road Transport and Highways. In addition, your Company's Chikhli-Tarsod Highway Project was awarded with the 'Unique Project of the Year' accolade by ASSOCHAM, for connecting people from rural and urban landscapes, and empowering them with an improved way of life.

Additionally, WEL's commitment to responsible and sustainable business practices remained unwavering across offices and project sites. We continued to actively engage in various community development projects, educational programmes and environmental conservation initiatives with an objective to balance the needs of the present with those of the future.

As we embark on the new fiscal year, it gives me huge confidence that we begin with a healthy order book of over ₹ 10,000 Crore. This strong order book is a testament to the confidence our clients have placed in our capabilities and the trust they have in our ability to deliver high-quality projects, in addition to providing WEL with a solid foundation for future growth.

OUTLOOK

Our business strategy continues to remain centred on building a diversified portfolio that not only drives revenues but also margins, on the back of an asset-light business model. Additionally, our focus is to ensure that the diversification in the portfolio de-risks our business and reduces dependency on any one specific vertical, enabling long-term growth sustenance.

WEL has a robust zero-debt balance sheet, steady cash flows, and strong tailwinds from the Government's continued impetus on the infrastructure sector. I believe that we are positioned at a sweet spot to make the most of these opportunities and enhance our order book with value-accretive orders.

I am confident that with our strong foundation, experienced leadership and dedicated workforce, we will continue to adapt to changing market dynamics, identify new growth opportunities and deliver exceptional value to our stakeholders.

ACKNOWLEDGMENT

I extend my heartfelt gratitude to the members of our Board, our shareholders, business partners, WEL team and all stakeholders for their unwavering support and trust in our growth journey. I look forward to your continued engagement and partnership in the years to come.

B K Goenka

Executive Chairman

Lead Independent Director's Message



Dear Stakeholders,

I am honoured to serve as Lead Independent Director. My endeavour, inter alia, has been to strive to ensure that Independent Directors get fortified in their belief that their views are always taken seriously by the management.

I could do this to an extent through coordinating and interacting with the Senior Management Team on a regular basis. More to the point, we have a Chairman who listens with an open mind, and responds to contra views with a positive intent. Thus, we, the Independent

Directors have been blessed with a Board environment of constructive critical inputs and positive outcomes in our deliberations. This approach also prevails in our numerous Board Committee meetings. We meet as often, as deemed necessary, and for sufficient time.

The past one year in particular has been an eventful one, impacting on Company's growth and prospects for diversification significantly. The Independent Directors have as a group and individually, played their part in strategy choices made in the best interests

of the Company, backed by management's action plans.

Despite significant global challenges like inflation, hardening interest rates, supply chain challenges and geo-political tensions, last year's journey for your Company was full of exciting and value-creating activities.

Your Board met nine times during the year to discuss value propositions such as strategic divestment of operational highway portfolio, liquidation of one of the wholly-owned subsidiaries for more effective consolidation, continuing with the process of acquisitions, share buyback, and special dividend distribution, among other significant engagements.

KEY BOARD PRIORITIES OF THE YEAR

- Strategic Divestment of Operational Highway Portfolio to Actis for an aggregate asset value of over ₹ 9,000 Crore
- Special dividend of ₹ 7.50/- per equity share to the Shareholders for an aggregate amount of ₹ 112.48 Crore, and Buyback of 1,17,50,000 equity shares of ₹ 10 each at the buyback price of ₹ 200/- per equity share for an aggregate amount of ₹ 235 Crore plus tax

- Voluntary liquidation of Welspun Natural Resources Private Limited, wholly-owned subsidiary company
- Diversification initiatives – Acquisition of Welspun New Energy Limited (WNEL) to explore green energy solutions
- Increased focus and oversight of Environmental, Social and Governance (ESG) matters
- Oversight on risk management and strengthening resilience

The Board continued to vigorously drive ESG and internal controls, regularly monitoring and enhancing their effectiveness. Stakeholders may peruse your Company's first Business Responsibility and Sustainability Report (BRSR) for a better appreciation of the Company's roadmap and progress on our initiatives on ESG.

The Board of Directors has further strengthened its reporting systems and functioning of internal controls; high risk matters are continuously raised and discussed dispassionately at the Board level.

I am happy to say that the Independent Directors worked closely with the leadership team to ensure that the Board effectively oversaw the Company's strategy and

operations. Significant business and organizational initiatives, capital allocation, business development opportunities, enterprise risk management and corporate culture issues, etc. were regularly discussed.

As a Lead Independent Director of your Company, I can assure you that your Board is committed to delivering the highest standards of governance, transparency, ethics, integrity, and reliability through our robust governance framework.

On behalf of the Board of Directors, I thank you for your continued trust and confidence in the Company and the Board. We consider your investment in the Company as vital elements in the Company's growth and future prospects. We would continue to work zealously to represent the best interests of all stakeholders.

Sincerely,

Mohan Tandon
Lead Independent Director

Key Performance Indicators

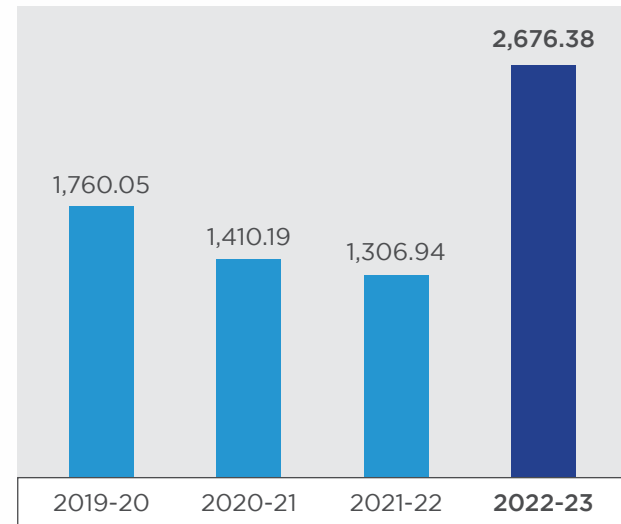
Scaling New Horizons

A culmination of our strategic priorities, inherent strengths and decisive measures is reflected in our strong growth this year, despite sectoral and economic challenges.

PROFIT AND LOSS METRICS

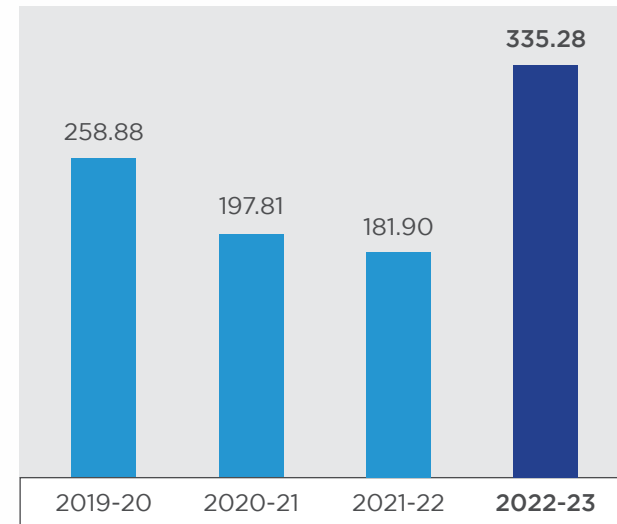
Revenue (₹ Crore)

3-year CAGR 15%



EBITDA (₹ Crore)

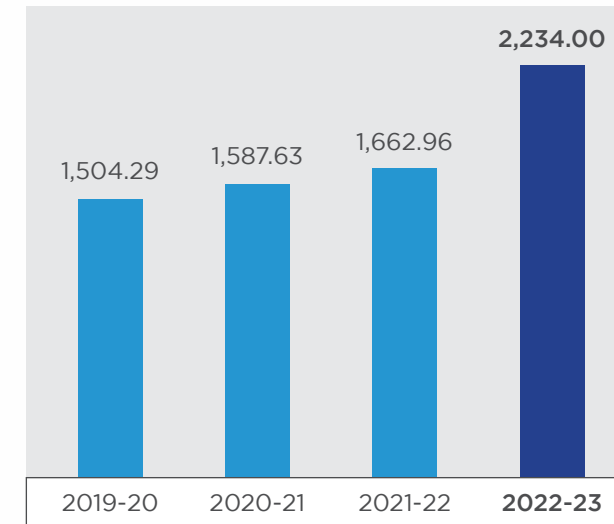
3-year CAGR 9%



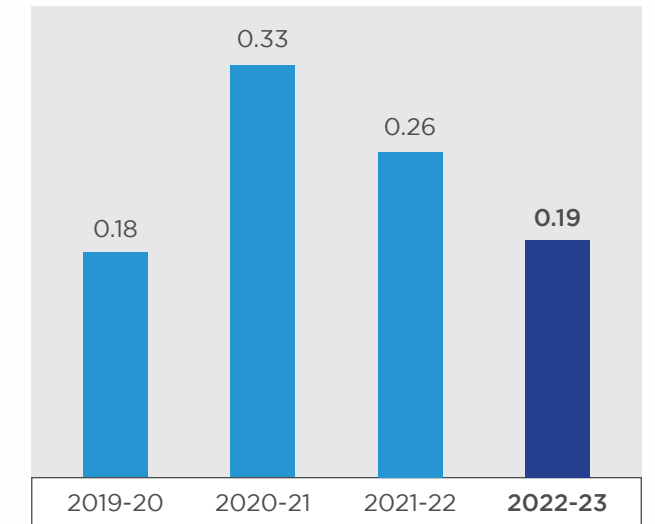
BALANCE SHEET METRICS

Net worth (₹ Crore)

3-year CAGR 14.09%

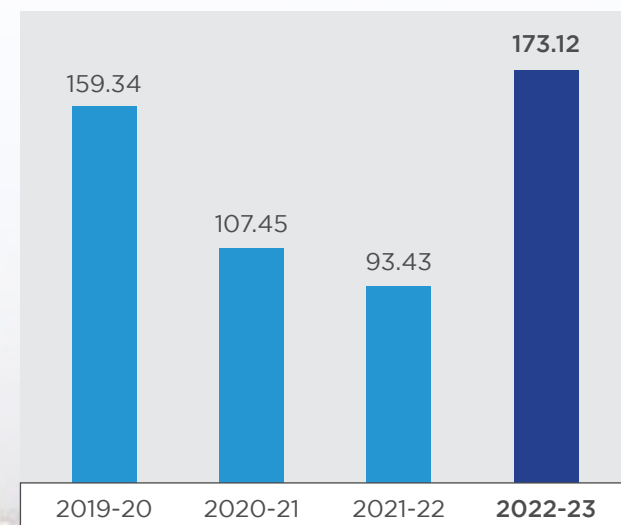


Debt equity ratio (X)

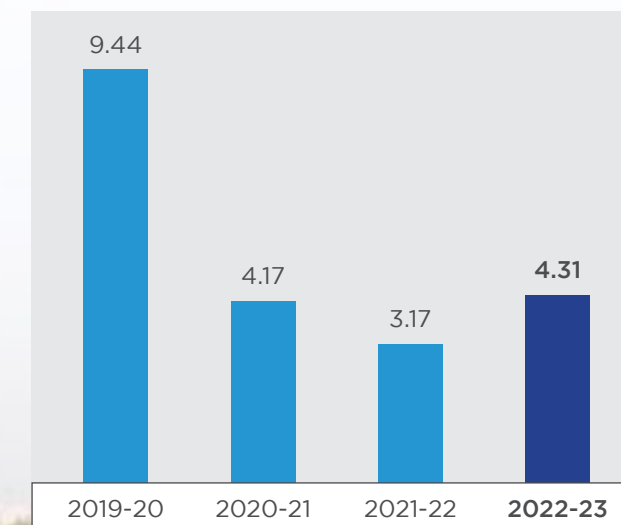


Profit after tax (₹ Crore)

3-year CAGR 2.80%



Interest coverage ratio (X)



Business Segment Review – Water Infrastructure

Flowing Towards Progress

The strong focus of the Government on ensuring the availability of clean water across the country has helped us in making strong inroads in the water infrastructure business.



▲ Dewas Industrial Area Water Supply Project, Madhya Pradesh

OPERATING ENVIRONMENT

◆ **Availability of piped water:** In order to ensure the availability of tap water, an allocation of ₹ 600 billion was made in 2022-23.

◆ **Government impetus**

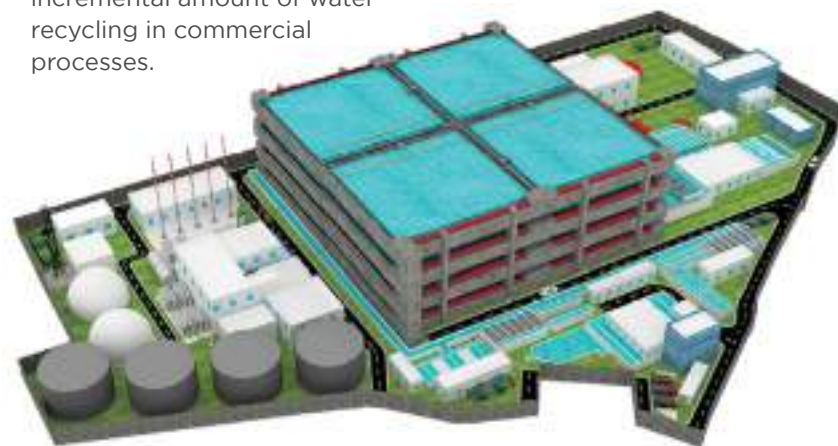
To counter the water crisis in India, the Government announced the 'Jal Jeevan Mission' to provide potable water to every rural household by 2024. In the Union Budget 2023-24, the Government allocated ₹ 70,000 Crore towards the Jal Jeevan Mission. More than 1.55 million villages in India, which forms ~25% of the total number of villages in the country have reported 'Har Ghar Jal'.

◆ The Budgetary allocation to the Jal Shakti Ministry in Union Budget 2023-24 was

pegged at ₹ 97,278 Crore compared to ₹ 74,029 Crore in 2022-23.

◆ Further, the focus on waste water treatment and management in the country was also sharpened to ensure incremental amount of water recycling in commercial processes.

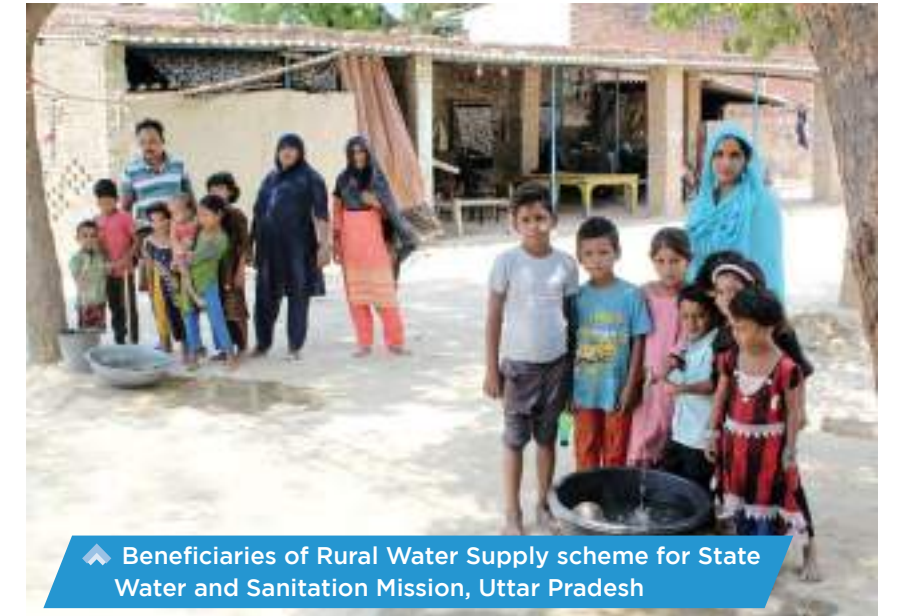
◆ The Union Budget allocated ₹ 77,223 Crore to the Drinking Water and Sanitation Department, and ₹ 20,055 Crore to the Water Resources, River Development, and Ganga Rejuvenation Department.



▲ 418 MLD Dharavi Wastewater Treatment Facility, for BMC, Mumbai

KEY HIGHLIGHTS FOR 2022-23

- Secured our largest order for the construction of a 418 MLD Wastewater Treatment Facility (WwTF), amounting to ₹ 4,884 Crore (inclusive of taxes).
- Made significant progress in the execution of the rural water supply project in Uttar Pradesh for the Government of India's Jal Jeevan Mission.
- Deployed advanced technologies such as 5D BIM at Dharavi WwTF for better project and cost control.
- Enhanced implementation of digital technologies to monitor project progress remotely, automate billing processes, and manage inventory through RFID solutions, among others.



▲ Beneficiaries of Rural Water Supply scheme for State Water and Sanitation Mission, Uttar Pradesh

₹ **6,019** Crore

Order book of water business as on March 31, 2023

₹ **567** crore

Revenue generated from water infrastructure business in 2022-23

PROJECTS UNDER EXECUTION:

Sr. No.	Project Name	Value	Description
1	Rural Water Supply schemes for State Water and Sanitation Mission, Uttar Pradesh	₹ 2,900 Crore	<ul style="list-style-type: none"> • Part of the Government's 'Har Ghar Nal Se Jal' scheme under Jal Jeevan Mission, the project involves development of end-to-end infrastructure for supply of clean, drinking water to over 2,500 villages in UP • Constructing over 1,000 tube wells, solar-powered pump houses, package chlorination plants and elevated service reservoirs, laying 15,000+ km of pipelines and installing six lakh house service connections for ~40 lakh beneficiaries
2	418 MLD Wastewater Treatment Facility, including a 209 MLD Tertiary Treatment Plant for BMC, at Dharavi, Mumbai	₹ 4,884 Crore	<ul style="list-style-type: none"> • Completed design, engineering and planning works and have commenced resource mobilization for construction • Deploying state-of-the-art space saving technology for maximum operational efficiency and output • Will be India's first multi-storeyed waste water treatment plant; will fulfil the growing need of recycling and reusing wastewater and contribute towards a cleaner and greener Mumbai

Business Segment Review – Road Infrastructure

Roadway to Success

Aided by the attractive opportunities associated with the road infrastructure sector and the strong policy support from the Government, the road infrastructure vertical has remained a sweet spot for us.

OPERATING ENVIRONMENT

- **Strong momentum:** The pace of road construction in India was pegged at 30 km per day in 2022-23 compared to 29 km per day in the previous fiscal. National highways in 2023-24 is expected to expand by 16,000 km, showing substantial growth of 45 km per day.
- **Policy support:** 18% of the projected infrastructure investment of ₹ 111 trillion for the National Infrastructure Pipeline is allocated towards road infrastructure, driving the road infrastructure sector in India.
- **Highway focus:** During 2022-23, the NHAI awarded 6,003 km and completed the construction of approximately 4,888 km of highways, compared to 6,306 km awarded and 4,326 km constructed in 2021-22. Of the 6,003 km awarded by NHAI, the majority of 56% was commanded by HAM projects, while EPC project comprised 43%, and BOT projects a mere 1%.
- **Government impetus:** The Bharatmala Pariyojana operated by the Government saw a total of 25,713 km been approved and awarded as on December 31, 2022, including 6,649 km of residual NHDP (National Highways Development Project). Further, out of the seven 'Saptarishi' Budget goals, the increased expenditure and emphasis on infrastructure stand out with a 33% rise to ₹ 10 trillion.



▲ Maharashtra Amravati (Pkg AM2) project

KEY HIGHLIGHTS FOR 2022-23

- Empowered our in-house design and engineering team and upskilled their capabilities by deploying modern technologies and software to achieving value engineering and cost optimization
- Deployed leading-edge digital initiatives to further strengthen project management, ensure faster execution and reduce costs
- WEL Darpan: Implemented real-time Power-Bi Dashboards to automate reports for functional reviews and analysis, thereby, reducing recurring nature of work and improving accessibility of reports
- Project Hawk: Deployed drones for live and detailed aerial videography to track and control real-time project progress
- N-Pulse: Digitized RFI process and tracking to improve sub-contractor billing process and minimize documentations
- Stithi 2.0 & Beat Plan: Launched new apps and processes for real-time attendance with geo-tagging
- Strengthened quality team through recruitment of professionals and continuous training and development to enhance Quality Management Systems throughout the life of the project
- Increased utilization of green and environmental-friendly products such as fly ash, silica fume and curing compounds for sustainable construction

₹ 4,061 crore

Order book of road business as on March 31, 2023

₹ 1,988 crore

Revenue generated from road infrastructure business in 2022-23

KEY ACHIEVEMENTS

- Completed divestment of five HAM projects and one BOT (Toll) project, for an aggregate asset value of over ₹ 9,000 Crore
- Secured additional contract of ~₹ 1,601 Crore, as part of Varanasi-Aurangabad Road Project (VARP)
- Received Completion Certificate (COD) for three projects during the fiscal – Amravati-Akola (AM2), Chutmalpur-Ganeshpur (CGRG) and Chikhali-Tarsod Highway Road Project (CTHPL)
- Received Provisional Completion Certificate (PCOD-II) for Mukarba Chowk-Panipat Road Project (MCPRP), completing 97% of the total length of the project

Highway Portfolio Monetization - Actis Deal:

The Company achieved successful closure of the Actis deal during FY23, where we completed divestment of six completed road projects for over ₹ 9,000 Crore. This landmark development highlights our ability to create value not just during contract execution but also through effective monetization strategies, and resulted in an equity IRR of 19%.

Sr. No.	Project Name	Contract Type	Client
1	Delhi-Meerut Expressway (Pkg 1)	HAM	NHAI
2	Chutmalpur-Ganeshpur (CGRG)	HAM	NHAI
3	Gagalheri-Saharanpur Yamunanagar (GSY)	HAM	NHAI
4	Chikhali-Tarsod (CTHPL)	HAM	NHAI
5	Maharashtra Amravati (Pkg AM 2)	HAM	Maharashtra PWD
6	Mukarba Chowk-Panipat (MCP) (49% stake divested)	BOT (Toll)	NHAI



▲ Mukarba Chowk-Panipat Road Project, New Delhi & Haryana

Projects under execution:

Sr. No.	Project Name	Value	Description
1	Six-Laning from Aunta-Simaria section of NH-31 (Ganga Bridge with Approach Roads), Bihar	₹ 1,574 Crore	<ul style="list-style-type: none"> Project involves construction of one of the widest extradosed cable-stayed bridge on River Ganga, with segments spanning up to 230 metres Will significantly reduce travel time from Patna to Northeastern parts of India Utilizing special construction products such as silica fume to develop high performance concrete and enhance durability of structures
2	Four-Laning of Sattanathapuram-Nagapattinam section of new NH-332, Tamil Nadu	₹ 2,522 Crore	<ul style="list-style-type: none"> Project will enhance connectivity with ports such as Chennai, Tuticorin, Puducherry and Cuddalore, and improve access to several educational institutions, pilgrim centres & heritage structures Avenue plantations along the roadside is expected to reduce air pollution, improve natural vegetation and enable reduction in carbon footprint
3	Six-laning of Varanasi-Aurangabad section of NH-2, Uttar Pradesh and Bihar	₹ 3,842 Crore	<ul style="list-style-type: none"> Project reduces travel time from Varanasi to Aurangabad by one hour and significantly enhances convenience and safety of commuters Will enhance connectivity between New Delhi and Kolkata, along with other cities of economic importance Utilizing environment-friendly construction materials such as Pond Ash as a replacement to natural soil, minimizing impact on ecology

Strategic Focus Areas

Pursuit of Excellence

At WEL, we have remained committed to our long-term goal of maximizing value for all our stakeholders on the back of our consistent measures under our key strategic priorities.

PROJECT MANAGEMENT

Our focused approach towards planning, scheduling, and controlling project progress for timely closure within the allocated time and budgeted costs is a hallmark of our superior project management capabilities. Over the years, we have garnered trust by delivering projects with minimum risk and displaying unparalleled focus on implementing safety measures at all our construction sites.

How we make a difference

- Asset-light business model to develop and nurture relationships with sub-contractors, and focus on high-quality and cost-efficient execution for long-term success
- Focus on digitalization and technology to streamline processes, improve efficiency, track and control project progress and optimize costs
- Robust vendor and supplier network to execute projects of varying complexities and across geographies
- Well-defined risk management framework to identify project issues and challenges at an early stage
- Highly qualified and energetic project management teams to deliver projects within timelines and exceed customer expectations



▲ Delhi-Meerut Expressway

DESIGN & ENGINEERING

Driven by a commitment to excel, we employ a multi-disciplinary approach across projects to offer a spectrum of design & engineering services aided by best-in-class technology, advanced design software and specialized value engineering.



How we make a difference

- End-to-end design and engineering, during bidding, execution and commissioning phase
- In-house talent pool of over 25 design engineers with domestic and international experience, in addition to a large network of reputed design consultants
- Capabilities to design and develop large-scale projects across challenging terrains and weather conditions
- Equipped with leading-edge software for analysis, design, detailing, and profiling such as Open Roads, Civil 3D, STAAD Pro, MIDAS, OASYS, AutoCAD, IITPAV and KGPBACK
- Leveraging advanced and globally-recognized digital technologies such as LiDAR, drones and photogrammetry to conduct topographic surveys

QUALITY

Strong focus on quality management throughout the project life cycle is critical to build infrastructure that withstand the test of time. Our consistent focus on delivering highest standards of quality over the years has enabled us to achieve this, and meet and exceed stakeholder expectations across projects.

How we make a difference

- Strong Quality Management Systems (QMS), with 'Plan-Do-Check-Act' principle at the core of all our processes
- Thorough evaluation, approval and monitoring of subcontracted services as per technical specifications and standards
- Continuous technical and skill upgradation training imparted by qualified trainers to enhance workmanship and overall quality of the structures
- Regular audits and reviews by reputed auditors for continual improvement
- Utilization of special products in construction such as fly ash and silica fume to develop high-strength, high performance concrete and increase durability
- Leveraging advanced technologies and digitalization tools in functions for improved efficiency and productivity



SAFETY

In line with our 'Safety First' motto, we are committed towards developing a positive safety culture, promoting HSE discipline and implementing the best safety management systems at our offices and project sites, all of which help us achieve the highest standards of HSE excellence and provide an 'injury-free' work environment to our entire workforce.

How we make a difference

- Implementing a comprehensive HSE Policy to ensure responsible and ethical business conduct and safeguard of occupational health and safety of people, property, and environment
- Conducting regular performance reviews with the Board of Directors and senior leadership as well as with contractors and suppliers
- Undertaking safe construction practices and conducting stringent HSE assessments and audits to ensure employee safety, regulatory compliance and environmental compliance
- Safety training and awareness programmes for employees and contractors, comprising risk-based skill development, workshops, site demonstrations, classroom & online training, etc.
- Conducting National Safety Week and Road Safety Awareness campaigns to promote HSE discipline
- Recognizing and rewarding workers and contractors for exceptional commitment towards developing safer work practices and improving safety at work

Corporate Social Value

Social Upliftment Winning Hearts

We are proactive to the immediate global need for sustainable practices, and have been on a constant strive to enrich communities. With a steadfast commitment to areas of Education, Empowerment, Environment and Health, we work closely with the surrounding villages to uplift their quality of life. In everything we do, there is a strong commitment to sustainable development, balancing the needs of the present with those of the future.



To enhance the teaching and learning process for teachers and students with the use of technology, we have undertaken initiatives to digitalize Government Primary School classrooms and make them more conducive for learning. Moreover, community-driven initiatives have been executed to ensure not just the students but also the community as a whole understand the importance of education and support the initiatives.

500+

Classroom installations

1,00,000

Student outreach



Helps in empowering women in rural areas by creating sustainable farm and non-farm-based livelihood opportunities.

41,000+

Beneficiaries

**Convergence: 9,360 families received direct benefits of ₹ 1.52 Crore through convergence; Facilitated issuance of 81 Artisan Cards*



Helps in improving the preventive and curative health aspects of adolescent girls, women and community at large.

1,50,000+

Beneficiaries

**Convergence: ₹ 71.40 Crore impacting lives of 1,428 beneficiaries*



Welspun Super Sports Women Programme helps in empowering female athletes coming from challenging backgrounds, in achieving their sporting endeavors and creating ambassadors of change.

21

Number of sports catering to

166

Medals achieved by impacted athletes

32

Athletes impacted



An integrated approach, wherein we work in collaboration with the farmers and help them grow better produce, facilitate and get them the best of government schemes, and provide support through dedicated experienced persons in the field.

1,01,000

Beneficiaries



We cater to all green initiatives under the purview of this programme.

9,505

Trees planted



This programme is conducted with the objective of reducing road accidents and improve emergency response services towards accident cases, by creating awareness on road safety and providing certified trainings to the communities living near the highways.

74,000+

Community outreach



Under the purview of We Volunteer programme, we support and encourage our employees to contribute towards the community for mutual benefit.

4,499

Employees engaged

5,700+ hours

Volunteering hours

**Convergence is getting the community to reap the benefits of Central/State Government schemes*

ESG

Unlocking Sustainable Value

At WEL, our objective is to establish ourselves as the most reliable company in the infrastructure and construction industry. We strive to achieve this by instilling confidence in our stakeholders and making a positive impact on the community and environment in which we operate. At the core of our sustainable business approach lies a robust governance framework that exemplifies a strong sense of corporate ethics and a dedication to environmental, social, and governance (ESG) principles. We regularly evaluate our governance systems and policies to align with evolving regulatory requirements, global standards and best practices.

Compliance with the laws of the country is of utmost importance to us, and we are committed to implementing effective systems that ensure adherence to these regulations. We believe

in transparency, fairness and responsibility in all aspects of our business operations. We continuously monitor compliance efforts to maintain transparency, equity, and accountability.

OUR APPROACH TO SUSTAINABILITY

The sustainability objectives have been evolved over the year, with availability of extensive data from our project sites and as we overcome challenges which restricted us in developing a robust model which is measurable and accountable. Our top priority remained with safety and its potential negative impact on our employees and site workers. Additionally, through our Welspun Foundation CSR initiatives, we have actively

By prioritizing governance, ethics, and ESG commitments, we aim to build trust among our stakeholders and make a positive difference in the industry. We are dedicated to creating a sustainable future while contributing to the well-being of the community and the preservation of the environment.

“Tomorrow’s business is driven by the Company’s ability to report their sustainability performance and incorporate ESG into their holistic business strategy.”



Vertical landscaping and solar panels on Delhi Meerut Expressway

engaged with communities along our road and water projects, empowering people to become self-sufficient and sustainable.

EXTENSIVE DATA TRACKING AND MONITORING

The tracking and monitoring of Scope 1, and Scope 2 data in infrastructure business is complex and dynamic. The granularity of this data is immense with too many stakeholders and contractual agreements between them. WEL has tracked 10 different sets of data including, diesel, petrol, LPG, furnace oil, grid electricity, drinking water, domestic water, domestic waste, itemized material procurement and renewable energy generation respectively.

These data are collected from 26 distinct locations and sources from 3 under construction road projects, 1 under construction water project, 5 operational and maintenance road projects and 2 corporate offices of Delhi and Mumbai. This includes 8 contractors and their respective offices sharing data voluntarily.

The integrity of data has been checked at various levels, starting from ESG champions on site, at corporate level and then a third party consultant also checked the validity of data. Each data set is collected monthly and reported by the end of the month. As a next year target, WEL is expanding its reach to 6 additional contractors and

construction waste and scope 3 emissions in the entire data set. The intention of creating accountability is driven through regular training programmes and awareness sessions. Considering the complexity of data, WEL teams all across project sites in close coordination to support each aspect of ESG performance and in turn develop a model which ensures that relevant data is been captured and communicated effectively. The Scope 1 and Scope 2 emission data has been disclosed in Principle 6 of BRSR report published as part of the statutory compliance report.



Figure 1: Data Collection Process

SUSTAINABILITY INITIATIVES IMPLEMENTED ON PROJECT SITES

1. Water saving through Admixture in concrete design mix:

In a growing water-scarce world, efficient management and conservation of water resources has become integral to operations of a construction company. The sector has seen the incremental use of admixtures in concrete design mix, which not only enhances the performance of concrete but also helps conserve water.

Against this backdrop, WEL has adopted PCE (Poly Carboxylic Ether) based superplasticizers as chemical admixture to improve the strength and durability of concrete. By increasing the workability and reducing the water cement ratio, superplasticizers enhance the packing and flow of cement particles, resulting in a more compact and densely packed concrete matrix. This densification improves the compressive strength and

reduces the permeability of the concrete, making it less prone to cracks and deterioration. The enhanced durability reduces the

need for repairs or replacements, further conserving water resources.

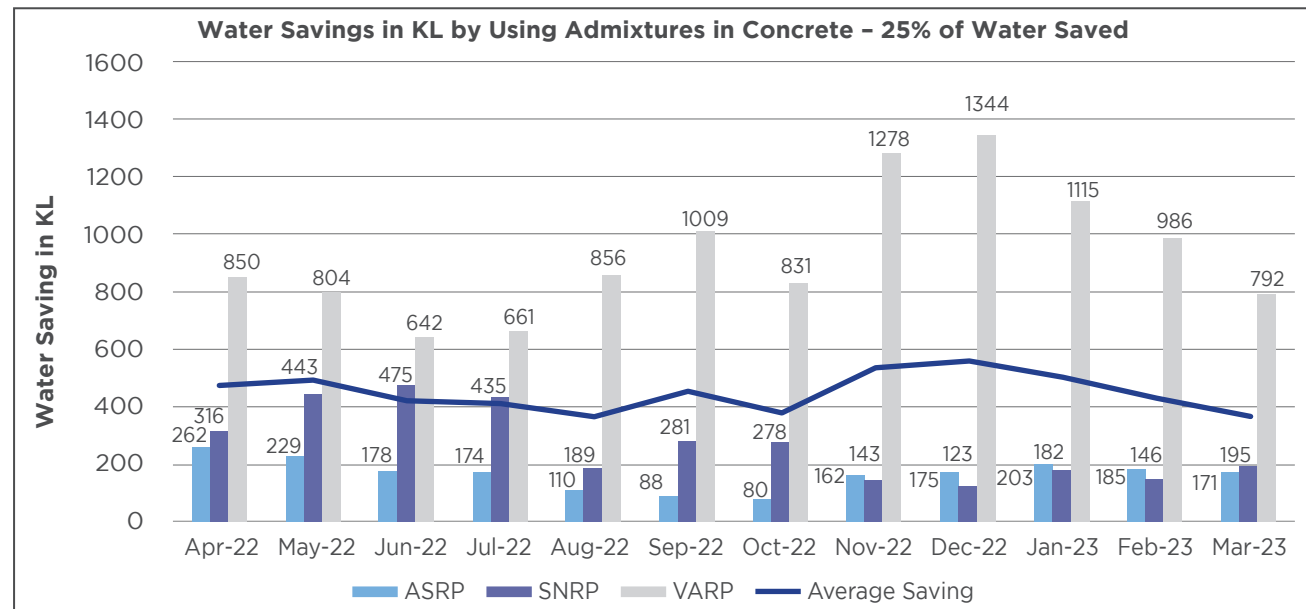
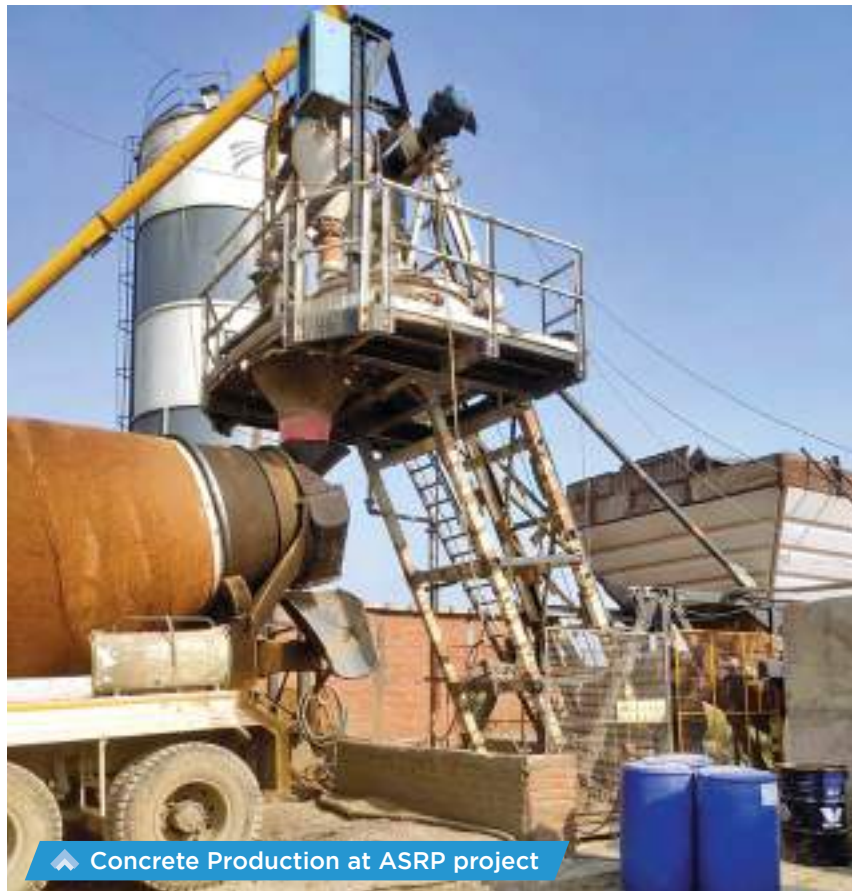


Chart 1: Water Saved based on Adopted Water Content in Approved Design Mix with Admixtures, based on Quantity of Concrete Production from each of the project sites.

2. Contribution of Fly ash in as partial replacement to Cement in design mix:

WEL is continually seeking environmentally friendly solutions to reduce its carbon footprint and minimize the consumption of non-renewable resources. One such solution is the utilization of fly ash as an alternate to cement in concrete design mix. WEL has implemented this initiative in SNRP project. The fly ash consumed in the project from April 2022 to March 2023 was 5,431 tons, against a total cement consumption of 23,991 tons.

The utilization of fly ash in concrete design mix offers significant environmental

benefits. By diverting fly ash from landfills, the volume of waste is reduced, minimizing the need for additional disposal sites. The reduced reliance on cement also translates into lower CO2 emissions, as the production

of cement is a major source of green-house gas emissions. Additionally, the use of fly ash in concrete improve the energy efficiency of structures over their lifespan, reducing their overall environmental impact.

Percentage Distribution of Cement and Fly Ash used in SNRP project

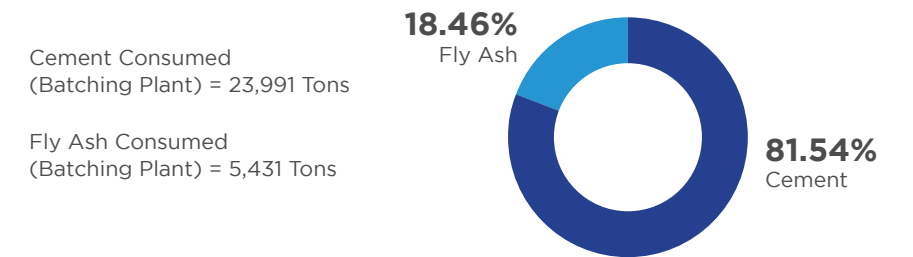


Chart 2: Distribution of cement and fly ash from concrete production in SNRP

3. Utilization of Pond Ash in Embankment:

Incorporating pond ash in road embankment, WEL has been able to reduce the demand for natural resources such as soil and aggregates. Pond ash, being a waste product, offers an opportunity to repurpose and recycle materials that would otherwise require extraction from the earth. The reduced reliance on conventional materials can result in significant cost reductions, making road construction more economical, particularly in areas where soil and aggregate resources are scarce and expensive.

The implementation of pond ash on road projects had been challenging specifically, while dealing with issues pertaining to potential environmental considerations to address. Proper management of pond ash storage and handling had been done with an intent to prevent leaching of harmful substances into the surrounding environment. Measures such as

lining systems and dust control was implemented extensively on all projects sites to mitigate

any potential environment risks associated with pond ash utilization.

Percentage Distribution of Earth / Soil and Pond Ash Used in WEL Projects

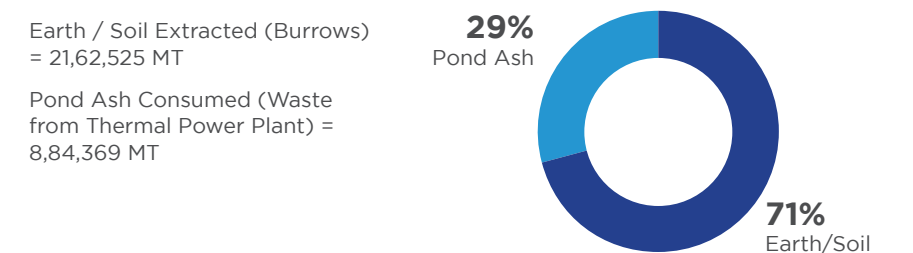


Chart 3: The quantitative data comparison of pond ash offsetting the soil from WEL Road Projects



4. Use of Inert material (Bio Mining Earth):

Under the strategy to promote sustainability, WEL has taken initiative for utilization of screened municipal waste in highway construction in the month of August 2022. In this process, the screened waste which comprises of soil, fine debris, biodegraded material, screened to the acceptable size was used in filling the embankment layers after due testing to ascertain its conformance to specification in Mukarba Chowk to Panipat project. The initiative was undertaken in partnership with the Government of Delhi, who provided screening support through one of their agencies.

WEL has utilized the inert bio mining by mixing it with regular borrow soil in a ratio of 70 to 30, wherein the 30 is the ratio of inert

material and 70 being the regular soil. The combination was tested frequently and found suitable for embankment filling. As part of the



Screening activity conducted by agency

initiative, approximately 18,000 CuM of bio waste has been utilized, thus reducing the burden on natural resources.

5. ESG Champions on project sites:

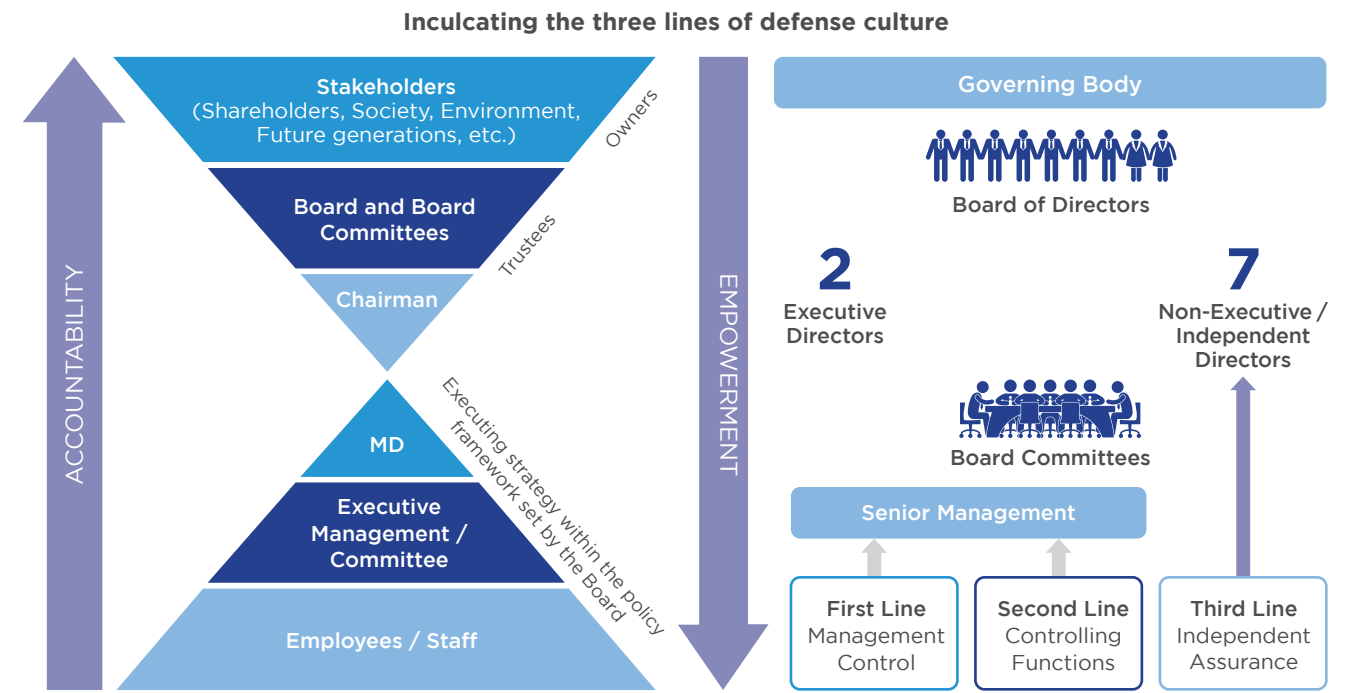
The data collection and collation in WEL's projects are dynamic and requires on-ground support to create a culture of sustainability. Allocation of ESG champions on each project site has been created to develop a value system engraved in organization. The ESG Champions are site representatives having exposure to the employees, contractors, labourers and site conditions. These champions are empowered through various trainings on environment, human rights and reporting mechanism. Each champion is given a responsibility to interact

and drive the ESG agenda within their area of influence, not limited to collecting data from different departments and entities, but also create culture of sustainability. Identify, key issues of productivity and performance through conversations and initiative.

ESG champions have made it possible for data to be collected in timely manner and with integrity, and report the information to central ESG team in order to better understand the business and make difference in the long run. The coordination on sustainability initiatives on project sites were primarily driven

by these impact people, as an experiment in FY 2022-23. With the data being collected by the champions on site, and reported to the central ESG team on time, complex levels of data has been simplified and monitored at various levels during the fiscal. WEL is in process of expanding this idea of ESG champion from the next fiscal, and also allow these people to initiate their own ideas on project sites and discuss new innovations to expand on sustainability from ground up.

CORPORATE GOVERNANCE STRUCTURE



OUR GOVERNING POLICIES

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	Related-Party Transaction Policy	Policy on Board Diversity
Return to Shareholder's Policy	Code of Conduct for Board and Senior Management	Fraud Prevention Policy
Policy for Governance of Material and other Subsidiaries	Whistle Blower Policy and Vigil Mechanism	Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders
Nomination and Remuneration Policy	POSH Policy	Investment Policy
CSR Policy	Policy on Investors' Grievance Redressal Mechanism	Risk Management Policy
Records and Archives Management Policy	Ethics and Compliance Policy	

HIGHLY ENGAGED AND DIVERSE BOARD AND BOARD COMMITTEES

Board size: **9**

- Independent directors: **5**
- Non-independent directors: **4**

Number of Board Meetings (FY 2022-23): **9**

Board Attendance % (FY 2022-23): **85.19%**

Number of Committee Meetings (FY 2022-23): **19**

Average Tenure: **5.44** Years

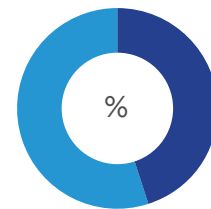
Tenure Policy for new appointments: Each term of **4** years (maximum **2** terms)

Average Age: **64** Years

Age Diversity:

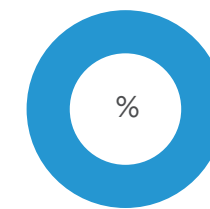
- 50 - 59 **22%**
- 60 - 69 **67%**
- 70 - above **11%**

Board Independence



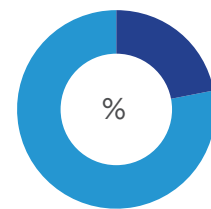
- Non-independent directors **44%**
- Independent directors **56%**

Audit Committee Independence



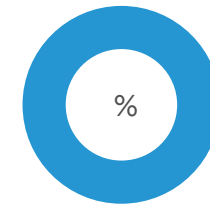
- Independent directors **100%**

Gender Diversity



- Women **22%**
- Men **78%**

Nomination & Remuneration Committee Independence



- Independent directors **100%**

Separate role of Chairman & Managing Director

CLIMATE RISK ASSESSMENT

At Welspun Enterprises, risk management is a comprehensive process involving internal controls overseen by the Board's Audit Committee. The Corporate Audit service department plays a crucial role in identifying and evaluating risks through an internal audit plan covering key business operations, corporate divisions, and support functions. However, climate change risks and their potential impact shall be addressed separately through our developing ESG framework. This specialized framework for climate-related issues is based on the Task Force for Climate-Related Disclosures (TCFD) recommendations, which are outlined below:

Transitional Risks: Welspun Enterprises acknowledges the specific risks arising from external uncertainties, including policy changes, government regulations, technological advancements, and market dynamics. These risks fall under the following categories:

Policy and Legal Risks

The government and judiciary have been actively implementing climate change guidelines, such as the Graded Response Action Plan (GRAP) and SEBI's Business Responsibility and Sustainability Reporting (BRSR). Compliance with these regulations is crucial for our business, as they can have both short-term and long-term financial impacts.

Technology Risk

WEL has been at the forefront of embracing technological advancements within its construction processes. This includes the utilization of drones and the digitization of data, encompassing safety and quality concerns. WEL is actively gearing up to integrate automation and GPS-based tracking innovations. The company is developing a robust risk management framework that anticipates and mitigates potential impacts associated with these technological shifts.

Market Risk

The market is evolving with a focus on low carbon materials and circular economy practices. It is essential for WEL to assess our current practices and align them with market trends to ensure our short and medium-term financial goals are not adversely affected.

Reputation Risk

As an infrastructure construction company, WEL faces various risks on project sites that can impact our reputation significantly. Identifying and addressing these risks through effective mitigation strategies is crucial to safeguard our reputation and maintain stakeholders' trust.

Physical Risks: In recent years, India has experienced increased uncertainty in weather conditions, including unseasonal rains, heatwaves, floods, and cyclones, directly impacting our projects. While Welspun Enterprises (WEL) has successfully identified these risks and implemented mitigation strategies, future events require further consideration in terms of mitigation, adaptation, and resilience planning. Climate events are categorized based on severity and impact:

Acute Risk

Extreme events like cyclones and flash floods have a sudden and severe impact on project activities, making them difficult to predict in advance. Mitigation strategies need to be agile and responsive to address such short-term disruptions.

Chronic Risk

Risks associated with changing rainfall patterns, prolonged heatwaves, and sustained air pollution are known to WEL. However, the increasing impact of these events necessitates the development of long-term mitigation and adaptation strategies to ensure the financial viability and sustainability of our projects.

Management Discussion and Analysis



Our focus on being asset-light and our de-risked business model with a well-diversified portfolio of high value, margin-accretive projects has generated a cash-rich balance sheet, enabling us to deliver value-accretive growth for our stakeholders going forward.



Mr. Sandeep Garg, Managing Director

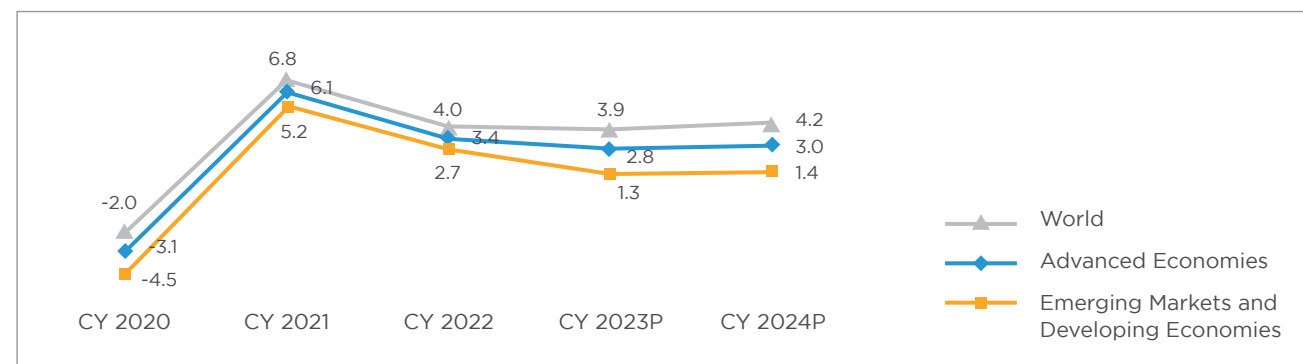
ECONOMY OVERVIEW

Global Economic Overview

In 2022, COVID-19 strains caused widespread outbreaks, but severely affected economies, most notably China, which appeared to be recovering & thereby reducing supply-chain disruptions, witnessed continuance of lockdown situation during the first half of 2022. Despite the relative improvement in food and energy costs and supply-chain functioning, downside risks are increasing as continued monetary tightening has led to higher volatility of the financial sector. However, in 2023, the world economy has been expected to gradually recover from the negative effects of the pandemic and Russia-Ukraine war. According to the International Monetary Fund (IMF), the global economy is anticipated to grow by 2.8% in 2023, compared to 3.4% in 2022, and 3.0% in 2024.

The advanced economies grew by 2.7% in 2022 and are anticipated to grow 1.3% and 1.4% in 2023 and 2024, respectively mainly due to the recent financial sector turbulence and the associated tightening of credit conditions. Inflation in many economies reached multi-decade highs in 2022, driven by pent-up demand, lingering supply disruptions, and spikes in commodity prices. This prompted central banks to aggressively tighten monetary policy in an effort to bring inflation back towards their targets. Inflation has been estimated to be at 5.7% in advanced economies and at 8.7% in emerging markets and developing economies in 2022. A considerable tightening of global financial conditions had an immense effect on credit conditions and public finances, leading to huge

World Economic Growth (%)



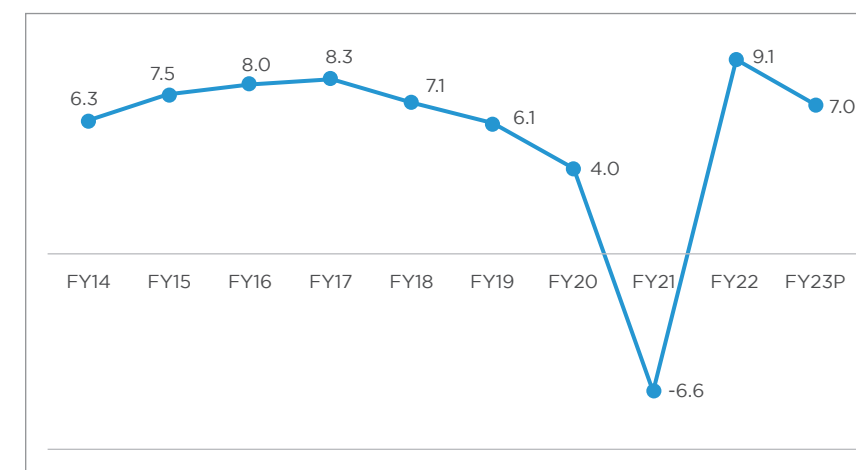
Source: IMF April 2023 report

capital outflows and an appreciation of the dollar among emerging markets and developing countries. The emerging market and developing economies, which grew by 4.0% in 2022, are predicted to grow by 3.9% in 2023 and 4.2% in 2024. Moreover, with investments in fossil fuels declining, a coordinated effort to invest in alternative, renewable energy could help ensure sufficient energy supplies and achieve the necessary decarbonization. In order to accomplish ecological, resilient, and equitable development during a period of high debt and inflation, cooperation on a global scale is essential for increasing its financial resources.

Indian Economy Overview

India's economic activity has continued to remain stable over the course of time, despite the prevailing global uncertainties. India economy has been consistently growing, and at a growth rate that is the highest among most other nations' economic growth. The stability of India's growth momentum can be validated by certain high-frequency indicators such as steel production, cement production, cargo handled at major ports, production of commercial vehicles, railway freight traffic, non-oil imports, etc., that have not only recorded higher annualized growth rates but have also been registering continuous sequential improvements. The growth has been sustained by strong private consumption amid pent-up demand, as well as a rapid recovery in contact-intensive service industries and the government's ongoing focus on capital expenditure. However, persistently rising inflationary pressures and predictions of higher interest rates for a longer period of time might weigh on the global economy, pulling down India's economic trajectory. Hence, India's GDP is expected to grow by 7.0% in FY 2022-23 as compared to 9.1% in FY 2021-22, according to the NSO's (National Statistical Office) second advance estimates.

Indian GDP Growth (%)



Source: NSO's Second Advanced Estimates dated 28th February, 2023

The combined CPI inflation rate stood at 6.5% in February 2023, as compared to 6.1% recorded in February 2022. A weakening global economy caused by inflation and aggressive rate rises by major central banks would pose adverse risks to India's growth. The difficult geopolitical scenario suggests that India will continue to face volatility in crude and commodities prices. However, a decline in consumer inflation to 5.2% in FY 2023-24 has been projected by RBI (Reserve Bank of India) and a good rabi harvest would also aid in cooling off food inflation in the future.

The economic growth would also be fueled by governments' strong capex push. Digitalization along with efficiency enhancing reforms would eventually increase productivity across the business sector. Better infrastructure would improve connectivity and bring down the logistics costs for industries, while digital infrastructure will bring efficiency gains by serving as a platform for innovation and efficient payment systems. PLI (Production Linked Incentive) and new-age capex accounted for about 15-17% of the total industrial capex. Overall industrial capex is expected to rise to ₹ 5.7 lakh crore on an average between FY 2022-23 and FY 2026-27 as compared with the previous five-year average of ₹ 3.7 lakh crore, according to the CRISIL India Outlook report. Additionally, green capex spending in infrastructure and industrial capex is expected to rise to 15% from the current 9% due to the continuous sustainability drive. While this momentum is projected to continue, the gradual waning of pent-up demand, the slow pace of private capex recovery, unfavourable weather ahead of the rabi harvest season, and prolonged financial tightening might all serve as potential threat factors on the domestic front.



Better infrastructure would improve connectivity and bring down the logistics costs for industries, while digital infrastructure will bring efficiency gains by serving as a platform for innovation and efficient payment systems.



Mukarba Chowk-Panipat Road Project, New Delhi & Haryana.

INDUSTRY OVERVIEW

Infrastructure

India has the second-largest road network in the world, after China, comprising 63.32 lakh km. The Ministry of Road Transport and Highways (MoRTH) plans to construct an additional 60,000 km of roads over the next five years at a rate of 40 km per day. The present trends in road development and construction provide additional grounds for optimism regarding the fulfilment of these ambitious goals. The Bharatmala Pariyojana remains the primary focus, but additional emphasis is being placed on multimodal integration, road safety, increasing the use of information technology (IT) applications, augmenting existing funding sources and implementing environmentally friendly initiatives. Moreover, major variables to take into consideration are the enhancement of passenger amenities and the improvement of operational efficacy in the logistics sector. It has also been anticipated that pre-election spending (before the 2024 Lok Sabha elections) will accelerate infrastructure development and road/highway construction, resulting in medium- to long-term gains for companies.

The National Infrastructure Pipeline (NIP) was established with a planned investment of approximately ₹ 111 lakh crore for FY 2019-20 to FY 2024-25 to generate a comprehensive vision of infrastructure development in the nation. NIP is a step in achieving the government's objective of forming partnerships through efficient public-private collaboration models. Increasing urbanization, a growing working-age population, a shift to a services-based economy, and climate change are some of

the factors that will require an infrastructure sector boost in India. NIP was launched with a total of 6,835 declared projects, which was eventually increased to 7,400. According to the Economic Survey 2023, the NIP currently has 8,964 projects in various phases of development with a total investment of around ₹ 108 lakh crore. Throughout the course of the five years, NIP anticipates total road capex of ₹ 20.3 trillion.

Apart from budgetary support for NHs projects, other sources of funding include NH monetization, project-based financing, and internal and extra budgetary resources (IEBR). Nevertheless, private investment is also made on highways. Since 2018-19, the Ministry has raised revenues through the monetization of NHs, including project-based finance. NHAH has been able to monetize its road assets through the Infra Investment Trust (InvIT), which raised ₹ 14.3 billion in October 2022 from foreign and domestic investors through the placement of its units, in part funding the acquisition of three additional road projects totaling 245 km. NHAH InvIT had also filed a prospectus with SEBI for the issuance of Nonconvertible Debentures (NCDs) to raise ₹ 15 billion. In October 2022, the NCD was subscribed 6.7 times.

Funds raised by MoRTH by NH asset monetization

Year	Amount (₹ Crore)
2018-19	9,681.5
2019-20	-
2020-21	14,742
2021-22	22,367
2022-23	14,268

Source: MoRTH Annual Report FY 2022-23

A target of ₹ 10,000 Crore has been set for the realization of TOT (Toll Operate Transfer) funds in FY 2022-23. A total of ₹ 15,703.5 billion has been realized in exchange for the 245 km of NHs that have been monetized. Also, NHAH has raised ₹ 7,350 Crore in FY 2021-22 and ₹ 2,850 Crore in FY 2022-23 via the InvIT mechanism. Moreover, NHAH has successfully raised funds via Project-based financing. Throughout FY 2020-21 and FY 2021-22, ₹ 23,737 Crore have been raised through project financing. Another ₹ 3,900 Crore has been raised through project financing in FY 2022-23. The Ministry of Road Transport has established a list of 1,750 km of projects that are expected to be monetized through ToT (Toll Operate Transfer) and InvIT in FY 2022-23. As a result, further fund-raising initiatives are anticipated, with the Ministry raising ₹ 200 billion annually over the next few years. Thus, more and more asset monetization initiatives would further suffice the financing needs for maximum infrastructure development across the country in the future.

The PM Gati Shakti platform has been implemented to oversee infrastructure development. PM Gati Shakti has sectoral complementarity in logistics facilitation through the National Logistics Policy launched in September 2022 to promote more convergence with comprehensive planning across the Centre and states. The joint participation of the central government, state and municipal governments, and the private sector, all together is anticipated to ease the nation's challenging infrastructure journey. Infrastructure development will be a major growth engine for India in the near future, owing to an ever-increasing government focus and both domestic and foreign investment in infrastructure.

Under PM Gati Shakti, a centralized portal will be set up to unite the infrastructure initiative planned & initiated by 16 ministries & departments. The entire will now be available in one place with GIS-spatial planning & analytical tool having 200+ layers for better visibility to the execution agency. All ministries & departments can visualize, review, & monitor the progress of cross-sectoral projects, through the GIS platform, with satellite imagery providing periodical on-ground progress. Most certainly, PM Gati Shakti is a programme that will in time become a vital differentiator to define India's future.

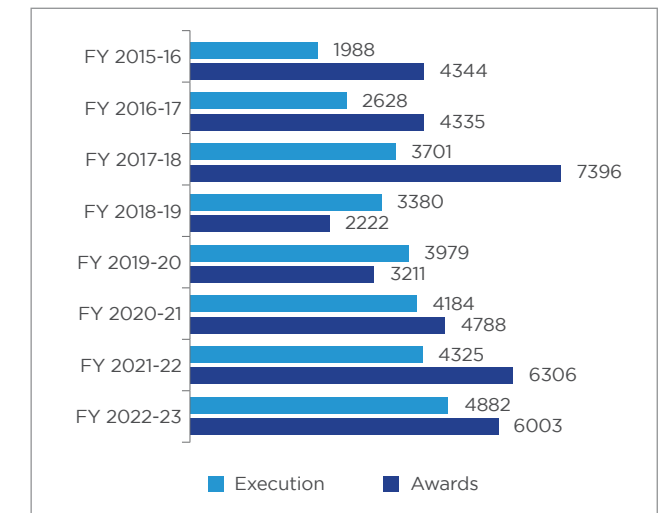
Source: MoRTH Annual Report FY 2022-23

Road Infrastructure

The National Highways have a total length of 1,44,955 km and serve as the country's arterial network as of December 2022. During FY 2022-23, the NHAH had awarded 6,003 km and completed the construction of approximately 4,888 km of highways. While during FY 2021-22, the NHAH awarded 6,306 km and

completed the construction of 4,326 km. The vast majority of infrastructure contractors have reported a robust tender pipeline and expect strong awarding from NHAH in future.

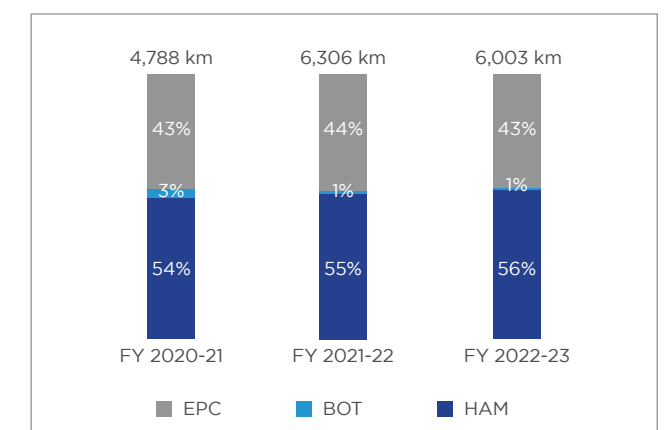
NHAH Awards and Execution (Km)



Source: MoRTH Annual Report FY 2022-23

HAM projects commanded a strong 56% share of the 6,003 km awarded in the year under review, while engineering, procurement, and construction (EPC) projects accounted for 43% and build-operate-toll (BOT) accounting for balance 1%.

Projects - By Different Modes

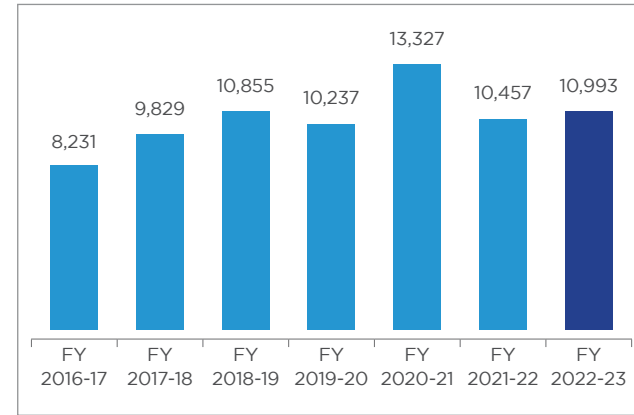


Source: NHAH, CRISIL October 2022 report

MoRTH has completed constructing a total length of 10,993 km in FY 2022-23 as compared to 10,457 km in FY 2021-22. In FY 2023-24, MoRTH intends to maintain the pace of highway development and construct 12,500 km of highways. MoRTH has used many innovative methods to fund its infrastructure projects, including incorporating the private sector in highway development. The construction of national highways in the country reached 30.11 km per day in FY 2022-23. The awarding of momentum has been

significantly hampered by a slowed pace of execution as well as by the extremely inflated pricing of essential raw materials. These problems have arisen as a direct result of the uncertainty caused by ongoing global geopolitical tensions.

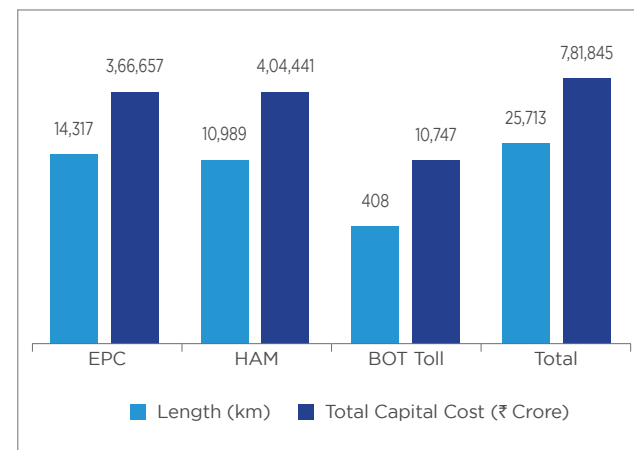
MoRTH Execution Trends (Km)



Source: MoRTH Annual Report FY 2022-23

Under the Bharatmala Pariyojana, a total of 25,713 km with a total capital cost of ₹ 7,81,845 Crore have been approved and awarded as of December 31, 2022, including 6,649 km of residual NHDP (National Highways Development Project) with a total capital cost of ₹ 1,51,991 Crore. Out of the total approved 25,713 km, an aggregate length of 14,317 km has been approved on EPC mode, an aggregate length of 10,989 km on HAM (Hybrid Annuity Model) method, and an aggregate length of 408 km on BOT (Toll) mode.

MoRTH Project length (Km) and Capital Cost (₹ Crore)



Source: MoRTH Annual Report FY 2022-23

Out of the seven 'Saptarishi' Budget goals, the increased expenditure and emphasis on infrastructure stand out with a 33% rise to ₹ 10 trillion. In addition to trains and air traffic, the transport infrastructure for servicing, production, and manufacturing is a primary emphasis area within the infrastructure industry. Using infrastructure for small cities through



In FY 2023-24, MoRTH intends to maintain the pace of highway development and construct 12,500 km of highways. MoRTH has used many innovative methods to fund its infrastructure projects, including incorporating the private sector in highway development.

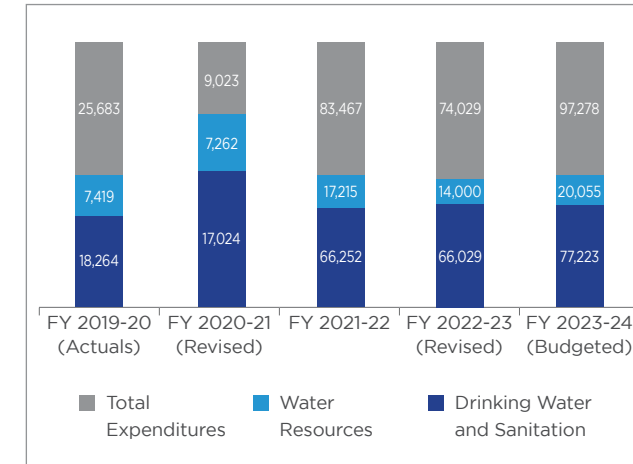
the Urban Infrastructure Development Fund (UIDF) is anticipated to give India's Tier-2 and Tier-3 cities greater vitality. This infrastructure push is expected to have a three-fold effect: boosting GDP growth, attracting more private sector investment into the urban and infrastructure sectors, and quickening the rate of job creation. The Ministry's total expenditure in 2023-24 is estimated to be ₹ 2,70,435 Crore. This is 25% more than the revised estimates for FY 2022-23. The NHAI has received the greater share of about 60% of the estimated total expenditure of ₹ 1,62,207 Crore for FY 2023-24.

Water Infrastructure

Water resources are extremely important for a state's economy because they are used in agriculture and related industries, rural development, drinking water and sanitation, energy, and transportation. India needs an integrated strategy for water management. Water, sanitation, and hygiene, which are key determinants of health and nutrition, have gained greater attention over the past two years due to the pandemic. It is well documented that safe drinking water, decent sanitation, and good hygiene contribute to disease prevention and health promotion. Hence, all three have positive long-term economic implications. The government has initiated several water conservation initiatives, including the Jal Jeevan Program, which comes under the Ministry of Jal Shakti and aims to promote water conservation in most of India's severely water-stressed districts.

Over the past 50 years, India has made huge investments in the infrastructure required to provide irrigated agriculture to wide areas throughout the country. For fiscal year 2023-24, the Ministry of Jal Shakti is allocated a budget of ₹ 97,278 Crore. The focus of the additional spending is on drinking water, which is consistent with the government's goal of delivering functional tap water connections to all households by 2024. The Union Budget allocated ₹ 77,223 Crore to the Drinking Water and Sanitation Department, and ₹ 20,055 Crore to the Water Resources, River Development, and Ganga Rejuvenation Department.

Budgetary allocation to the Jal Shakti Ministry (in ₹ Crore)



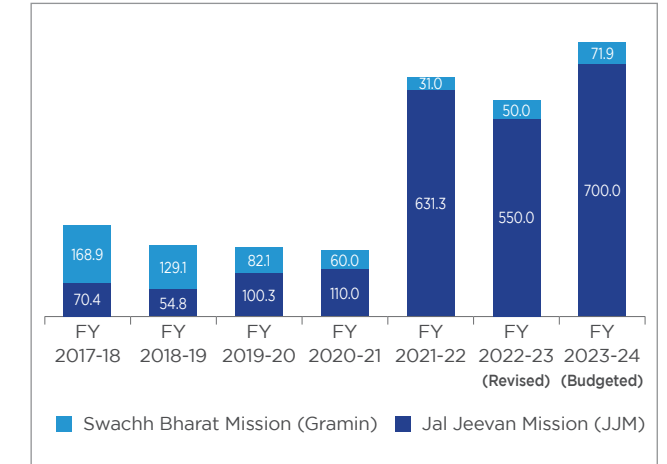
Source: FY 2023-24 Union Budget

The Jal Jeevan Project has been allocated ₹ 70,000 Crore for FY 2023-24 to deliver tap water connections to every household. The Jal Shakti Ministry was allocated ₹ 97,278 Crore, up from ₹ 74,029 Crore in the previous year's budget. The Swachh Bharat Mission (Gramin) was allocated ₹ 7,192 Crore in FY 2023-24, much higher than ₹ 5,000 Crore allocated in the previous budget. More than 1.55 million villages in India, or 25% of the total number of villages, have reported 'Har Ghar Jal,' meaning that every home in these villages has access to clean drinking water via taps on the household grounds. Jal Jeevan Mission has delivered a tap connection every second from January to March of the current year, 2023. During the first three months of 2023, an average of 86,894 new tap water connections have been installed every day under the Jal Jeevan Mission.



Solar panels at Jal Jeevan Mission project in UP to offset energy required by pump houses.

Budgetary Allocations for JJM and Swachh Bharat Mission (in ₹ Billion)



Source: Union Budget FY 2023-24

According to a recent analysis by the NITI Aayog, a substantial proportion of Indians experience moderate-to-severe water stress. India's dependency on an increasingly unpredictable monsoon for its water needs exacerbates this difficulty. Even as the frequency and severity of floods and droughts in the country grow, climate change is anticipated to worsen this demand on water resources. Groundwater is one of the most important sources for irrigation as well as domestic water supply in rural and urban areas. However, overexploitation of this precious resource has contributed to its depletion. The World Bank is supporting the government's national groundwater programme, the Atal Bhujal Yojana, in an effort to enhance groundwater management. This is the largest community-led groundwater management programme in the world, implemented in 8,220-gram panchayats across seven Indian states. The "Paani Bachao, Paisa Kamao" (Save Water, Earn Money) incentive programme encourages farmers to limit their use of groundwater. Over 300 registered farmers were offered financial incentives to conserve the electricity used for irrigation, resulting in water savings of between 6% and 25% without a negative impact on productivity.

Two US\$ 1 billion World Bank projects are assisting in the establishment of the institutions required to manage the Ganga River and provide the infrastructure required to keep it clean. The largest cause of organic pollution in the Ganga River is sewage from cities. The sewage water that comes from homes in several of these cities is now treated before it is allowed to enter the river as a result of the construction and maintenance of sewage treatment plants as well as a network of drains. Without irrigation facilities, agriculture is nearly impossible during the non-monsoon season.

Source: World Bank report on "How is India addressing its water needs", Press Information Bureau.



Oil and Gas

According to the IEA’s World Energy Outlook 2022 report, India would become the world’s most populous nation by 2025, which, along with the twin forces of urbanization and industrialization, drives a strong growth in energy demand, which increases by more than 3% annually in the STEPS (Stated Policies Scenario) from 2021 to 2030. Coal would account for one-third of the total energy demand increase, with its demand exceeding 770 Mtce (Million Ton of Coal Equivalent) by 2030 and increasing thereafter before peaking in the early 2030s. Oil demand would satisfy another quarter of the increase in energy demand and would reach roughly 7 mb/d by 2030.

According to PPAC (Petroleum Planning & Analysis Cell) data, crude oil production stood at 26.7 mmt (million metric tonne) for the 11-month period April to February 2023 as compared to 27.2 mmt recorded for the same period in the previous year. Gross natural gas production grew to 31,494 mmscm (million metric standard cubic meters) or the 11-month period April to Feb 2023 as compared to 31,137 mmscm

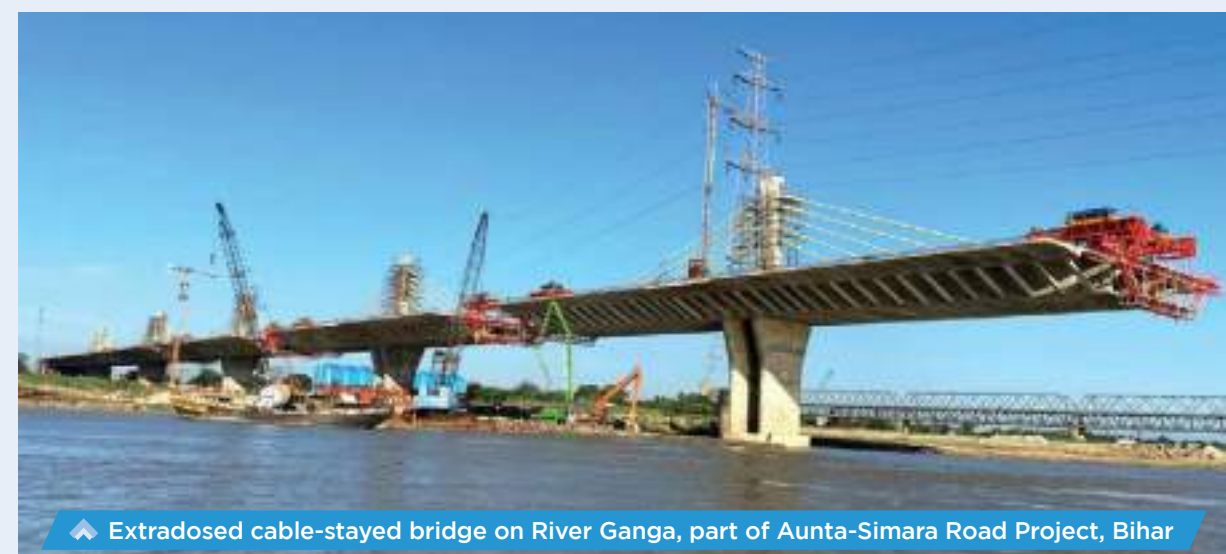
recorded in the previous year. The amount of crude oil refined in February 2023 was 20.8 mmt, a 2.0% increase over February 2022 and a 5.1% increase over January 2022. Throughout April to February of 2023, the total amount of crude oil processed increased by 5.9% compared to the same period of the previous year. In the period from April through February 2023, crude oil imports grew by 9.5% compared to the same period in the prior year. In February 2023, Oil & Gas had a net import bill of US\$ 9.9 billion, down from US\$ 10.6 billion in February 2022. In February 2023, crude oil imports were US\$ 10.3 billion, LNG imports were US\$ 1.5 billion, and exports were US\$ 4.1 billion. In February 2023, domestic crude oil and condensate production was 4.9% lower than it was in February 2022.

The advanced technological systems, favourable government regulations, strong demand for crude oil and natural gas in the generation of power, and ongoing infrastructure development to meet the need for petroleum products would further drive India’s oil and gas industry.

Oil and Natural Gas Production and Consumption Trends

Details	Unit/ Base	2020-21	2021-22 (P)	Feb		April-Feb	
				2021-22 (P)	2022-23 (P)	2021-22 (P)	2022-23 (P)
1 Crude oil production in India	MMT	30.5	29.7	2.3	2.2	27.2	26.7
2 Consumption of petroleum products	MMT	194.3	204.7	17.5	18.5	182.2	201.8
3 Production of petroleum products	MMT	233.5	254.3	21.2	21.9	230.2	242.0
4 Gross natural gas production	MMSCM	28,672	34,024	2,602	2,651	31,137	31,494
5 Natural gas consumption	MMSCM	60,982	64,159	4,545	4,848	58,709	55,544

Source: PPAC Snapshot of India’s Oil and Gas data - Feb 2023.



Extradosed cable-stayed bridge on River Ganga, part of Aunta-Simara Road Project, Bihar

Industry Outlook

The Union Budget 2023-24 gave a significant boost to Infrastructure development in the country. Some of the highlights are as follows:

- The infrastructure budget was announced to be ₹ 10 lakh crore, or 3.3% of GDP. This is anticipated to have a multiplier effect across sectors and establish a solid foundation for robust growth. Measures and steps taken to strengthen municipal and state finances would allow them greater spending flexibility and ensure their long-term financial health.
- Railways would get a capital expenditure of ₹ 2.4 lakh crore, the largest allocation since 2013-14.
- Using the Urban Infrastructure Development Fund (UIDF), which the National Housing Bank will oversee, public agencies will build urban infrastructure in Tier 2 and Tier 3 cities. The UIDF will be created using the prioritized Sector Lending deficit.
- Investments of ₹ 75,000 Crore (₹ 15,000 Crore from private sources) would be made in 100 critical transportation infrastructure projects to provide last and first mile connectivity for the coal, ports, food grain, steel, and fertilizer grains sectors.
- PM Awas Yojana expenditure grew by 66% to ₹ 79,000 Crore.
- The establishment of the New Infrastructure Financing Secretariat will broaden the scope of private infrastructure investment.
- The government will create an Urban Infrastructure Development Fund, similar to the Rural Infrastructure Development Fund, which will be managed by the National Housing Board.
- A one-year extension of the 50-year interest-free loan to state governments to encourage them to implement complementary policies and invest in infrastructure.
- States and municipal governments to make urban planning modifications and initiatives targeted at transforming their cities into “sustainable cities of tomorrow”.
- All cities and municipalities to convert to a machine-hole system, allowing them to mechanically desludge their septic tanks and sewers.
- India has grown to become the world’s third-largest aviation market. The UDAN Yojana has been quite helpful in this regard. To give the aviation sector a boost, fifty additional airports, heliports, water aerodromes, and advanced landing fields will be reopened to improve regional air connectivity.

These budget measures, built on the government’s National Infrastructure Pipeline (NIP) in conjunction with other initiatives such as ‘Made in India’, ‘PM GATI Shakti’, and the production-linked incentives (PLI) plan, are expected to augment the growth of the infrastructure industry in India.

COMPANY OVERVIEW

Company Background

Welspun Enterprises Limited (hereafter referred to as 'WEL' or 'the Company'), a part of Welspun World, is one of India's most rapidly expanding infrastructure companies. The Company operates primarily in the road and water infrastructure industry and also has an investment in the oil and gas field through a JV with Adani Enterprise. With its meticulous project management and project execution strategy, the Company achieved record Year-On-Year performance, achieving sales growth of 107%.

With a strong balance sheet and an asset-light and selective bidding strategy, the Company was able to maximize the return generated for its shareholders. WEL has meticulously planned and deployed new-age technologies that can help decrease complexity, produce new revenue streams, promote innovation, and boost return on investment. WEL concentrates on projects with high-value-added Project Management, thus ensuring the quality, safety, and timely completion of its projects.

The Company had invested (incl. loans) ₹ 256 Crore in the HAM Road portfolio, ₹ 104 Crore in the Road BOT project, ₹ 91 Crore in the Water BOT project, ₹ 424 Crore in the Oil & Gas sector, and ₹ 31 Crore in Other Assets as of March 31, 2023. As a result, the total investment in these projects amounted to ₹ 906.27 Crore as of March 31, 2023.

The Company adopts zero tolerance towards Health, Safety & Environment guidelines, as demonstrated by the fact that the Company successfully bagged multiple awards for Excellence in HSE in the prestigious forum of the National Safety Council of India and India HSE Summit. The Company was also awarded with National Highways Excellence Award (Gold) for excellence in project management - PPP for Delhi-Meerut Expressway (Package-1) by Ministry of Road, Transport & Highways. In April 2023, the Company was honoured with the Chairman Commendation Award and Achievement Award for Construction HSE at the 14th CIDC Vishwakarma Awards 2023.

Key Business Strategies and Developments

1. Strong Order Book provides Revenue Visibility: WEL has continued to build a strong Order Book with a ₹ 10,100 Crore order book (includes ₹ 1,800 Crore of O&M and asset replacement in MCGM STP project) as of March 31, 2023, that provides good revenue visibility. WEL secured Mumbai's Dharavi Waste-Water Treatment Project worth ₹ 4,884 Crore (inclusive of taxes), thereby increasing its share of the water sector order book to 60% of Company's order book. The road sector accounts for 40% of the Company's order book, decreasing from 90% in 2018, manifesting the Company's ability to diversify into new segments.

About ₹ 1,907 Crore of the order book is from SPVs, and the remaining ₹ 8,193 Crore originates from external clients.

- Operational Excellence: Over the years, the Company has gained experience operating toll projects with a length of more than 570+ km. In FY23, WEL was able to deliver on its objective, i.e., to maximize the value of its completed assets by selling them outright. Owing to its extensive supply chain network, WEL could execute projects in any part of the country by deploying appropriate resources. The Company's stringent project monitoring and supervision throughout the construction phase contributed to achieving early completion and lowering operations and maintenance expenses during the operations and management phases. It also aids in maximizing profits and obtaining the early completion incentive. The Company was able to incorporate digital technologies to further enhance Project management capabilities.
- Achieving Optimum Capital Structure: Leveraging its strong group parentage, WEL has a strong balance sheet, with a healthy net cash balance of ₹ 1,547 Crore at the standalone level. With a long-term credit rating of 'AA-' and a short-term credit rating of A1+ from Crisil Ratings, together with the Welspun World's strong banking relationships, the Company is well equipped to raise funds at a significantly lower cost.
- Asset-Light Business Model: To increase the organization's strength and focus on critical competences, an asset-light strategy entails shifting non-core assets and capabilities to third parties in the larger ecosystem. While an asset-light strategy might include outsourcing, it is also associated with asset divestment through partnerships, joint ventures, or spinoffs. Welspun Enterprises has sold six operational road projects to Actis Private Equity for an aggregate asset value of over ₹ 9,000 Crore, as it seeks to focus on the most competitive parts of its business portfolio. The Company has concentrated on execution excellence by operating with minimal plant and machinery, low working capital, and continuous asset value unlocking, as well as low leverage.
- Using a differentiated strategy: The Company selectively bids for differentiated projects that are high-value and margin-accretive. As a result of early financial closing, timely execution of such projects results in higher Internal Rates of Returns and lower finance costs. WEL also selectively awards its projects to the best-suited subcontractor, lowering execution risk while requiring little plant and machinery investment.

1	Aunta-Simaria (Ganga Bridge with Approach Roads)	Road	HAM
	<ul style="list-style-type: none"> Project Description: Six-Laning from Aunta-Simaria (Ganga Bridge with Approach Roads) Section from km 197.9 to km 206.1 of NH-31 in Bihar. Includes one of the widest extradosed bridge on the Ganga River Bid Project Cost (with forecasted escalation): ₹ 1,574 Crore Status: NHAI declared the Appointed Date as 30th August 2018; The project is under execution. 		
2	Sattanathapuram-Nagapattinam (SN)	Road	HAM
	<ul style="list-style-type: none"> Project Description: 4-Laning of Sattanathapuram to Nagapattinam (Design Ch Km 123.8 to Km 179.6) section of NH-45A (New NH-332) in Tamil Nadu Bid Project Cost (with forecasted escalation): ₹ 2,522 Crore Status: Received Appointed Date on 5th October 2020; The project is under execution The Revised Bid Project Cost is ₹ 1,905 Crore (inclusive of GST) against the original Bid Project cost of ₹ 2004 Crore due to the negative change order. The first payment milestone was reached on 10th August 2022, and payment was received on 2nd November 2022 On 18th July 2023, NHAI, through EC Committee, has approved an EOT of 18 months (till 17th January 2025) 		
3	Six-laning of Varanasi-Aurangabad NH2 Project	Road	EPC
	<ul style="list-style-type: none"> Project Description: 6-Laning of Varanasi-Aurangabad section of NH-2 from Km 786 to Km 978 (length 192.4 km) in the states of Uttar Pradesh and Bihar. Original Contract Value: ₹ 2,154 Crore, with a commencement date of 30th September 2021. An additional contract of ₹ 1,688 Crore received in April 2022 and subsequently, the work commenced in June 2022. 		
4	Mukarba Chowk - Panipat (MCP)	Road	BOT
	<ul style="list-style-type: none"> Project taken over via harmonious substitution in June 2020. PCOD-II for another 13.147 km is achieved w.e.f. 28th March 2023, making it a total of 66.910 km (97%) out of total length of 68.96 km. (PCOD-I 53.763 km & PCOD-II 13.147 km). After achieving PCOD-II, toll collection with the revised user fee rates commenced from 29th April 2023. 		
5	UP State Water and Sanitation Mission, Namami Gange and Rural Water Supply Department (SWSM)	Water	EPC
	<ul style="list-style-type: none"> Project Description: Construction, commissioning, operation and maintenance of Rural Water Supply project for 10 years under the Jal Jeevan Mission by the State Water Sanitation Mission Uttar Pradesh. The estimated aggregate contract value of the above Projects is ₹ 2,900 Crore (excluding O&M value and GST). As of March 2023, 1,055 DPRs out of 1,065 are approved and cover agreement of 958 DPRs have been completed. A total of 2,531 villages shall be covered by the project. 		
6	Dharavi Wastewater Treatment Facility	Water	DBO
	<ul style="list-style-type: none"> Project Description: On 27th May 2022, we received the LOA for the Dharavi Wastewater Treatment Facility Project of capacity 418 MLD from Brihanmumbai Municipal Corporation, Mumbai. This is the single highest-value order secured by Welspun Enterprises, with Bid Project Cost of ₹ 4,884 Crore. The Project is under execution. The Company is in the final stages of obtaining pre-construction approval. Subcontractor & labor mobilization commenced in April 2023. 		

7 Dewas Water Water BOT

- Project Description: The modified project involves the supply of treated water of up to 23 MLD (Minimal Liquid Discharge) to industrial customers in Dewas.
- Project Cost: ₹ 146 Crore
- Commercial operation commenced on 30th April 2019. FY 2022-23 revenue stands at ₹ 12.49 Crore, with EBITDA of ₹ 6.67 Crore. Both revenue and the resultant EBITDA were adversely affected due to extremely low offtake by industrial clients facing long lockdowns / extended periods of inactivity.

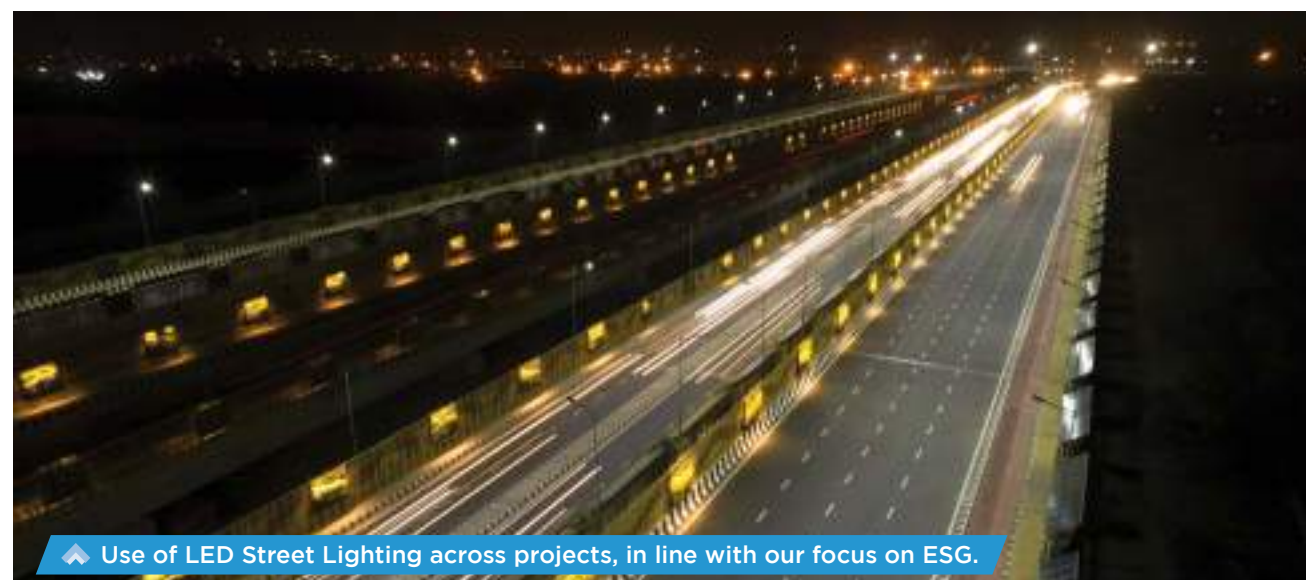
8 Highway Portfolio Divestment – Actis Deal

- In December 2022, we completed the divestment of 5 HAM Projects and 1 BOT Project MCPRP (49% stake).

S No	Project Name	Contract Type	Client	Status
1	Delhi-Meerut Expressway (Pkg 1)	HAM	NHAI	COD achieved
2	Chutmalpur-Ganeshpur (CGRG)	HAM	NHAI	COD achieved
3	Gagalheri-Saharanpur Yamunanagar (GSY)	HAM	NHAI	COD achieved
4	Chikhali-Tarsod (CTHPL)	HAM	NHAI	COD achieved
5	Maharashtra Amravati (Pkg AM 2)	HAM	Maharashtra PWD	COD achieved
6	Mukarba Chowk – Panipat (MCP)	BOT (Toll)	NHAI	PCOD achieved (~97%) (49% Stake sold)

Project Summary

Project Name	Type	Contract Type	Authority/ Client	Status as on March 2023
Aunta-Simaria	Road	HAM	NHAI	Under Execution
Sattanathapuram-Nagapattinam	Road	HAM	NHAI	Under Execution
Varanasi Aurangabad NH2 Project	Road	EPC	SIVAPTL	Under Execution
Mukarba Chowk-Panipat	Road	BOT (Toll)	NHAI	PCOD-II achieved w.e.f. 28 th March 2023 (~97% of Project length)
UP State Water and Sanitation Mission	Water	EPC	SWSM	Under Execution
Dharavi Wastewater Treatment Facility	Water	DBO	BMC	Under Execution
Dewas Water	Water	BOT	MPSIDC	Operational



Use of LED Street Lighting across projects, in line with our focus on ESG.

OIL & GAS

Adani Welspun Exploration Limited (AWEL), a joint venture firm in which the Company owns a 35% share, is involved in the oil and gas sector. The Company has three relevant blocks in its current portfolio:

Block Name	Location	AWEL Stake (%)	WEL Effective Stake (%)	Status
MB-OSN-2005/2	Mumbai Offshore	100	35	AWEL holds 100% ownership interest in the Block which is presently under Phase-II of exploration. Detailed geo-scientific studies were carried out to process the data and core samples acquired in the discovery well and the analysis of which has shown a Gas Initially In Place Potential of 826 BCF (billion cubic feet). Further data evaluation studies have been completed. Activities are being undertaken for Early Monetization of the Discovery Area, through Early Development Plan studies, which is in the final stage of completion. Hydrocarbon evacuation through shared offshore/onshore facilities with adjoining operators is under consideration.
GK-OSN-2009/1	Kutch Offshore	25	8.75	AWEL has 25% stake in this block with ONGC (50% stake & Operator) and IOC (25%) being the other consortium members. Declaration of Commerciality (DoC) with an estimated GIIP 356 BCF has been submitted and reviewed by DGH. The revised FDP (Field Development Plan) is under preparation by ONGC, the operator. Based on which commercial viability will be ascertained.
B9 Cluster (DSF)	Mumbai Offshore	100	35	AWEL holds 100% ownership interest in the cluster, which is in close proximity to its prospective exploratory block (MB/OSN/2005/2) and ONGC's B-12 area. During the year, one well has been drilled by AWEL in the B9 area and data evaluation studies have been completed. Based on these results, the Field Development Plan (FDP) has been revised and the Revised FDP (RFDP) document with an estimated GIIP of 96 BCF has been submitted to DGH for approval. The RFDP leverages the planned Early Monetization of the Discovery Area of MB Block through shared use of installed surface facilities & pipeline for these two adjacent acreages.

WEL believes that its existing blocks have significant hydrocarbon potential, which will be measurable after the FDP is completed and during the development stage of each of these blocks. At the appropriate moment, the Company expects to unlock value from these blocks. It declared its first-ever gas discovery in the NELP-VII block MB-OSN2005/2 on March 15, 2021.

FINANCIAL OVERVIEW

Financial and Operational Performance

“Note: This section discusses the financial performance on a comparable basis. The numbers might differ from the reported numbers.

Particulars	FY 2022-23	FY 2021-22	YOY %
Revenue from Operations	2,676.38	1,306.94	105%
Other Income	98.63	37.80	161%
Total Income	2,775.01	1,344.74	106%
EBITDA	335.28	181.90	84%
EBITDA margin	12.1%	13.5%	-144 bps
PBT	760.06	116.00	555%
PAT	713.12	93.44	663%
PAT margin	25.7%	6.9%	1875 bps
Cash PAT	208.19	107.07	94%

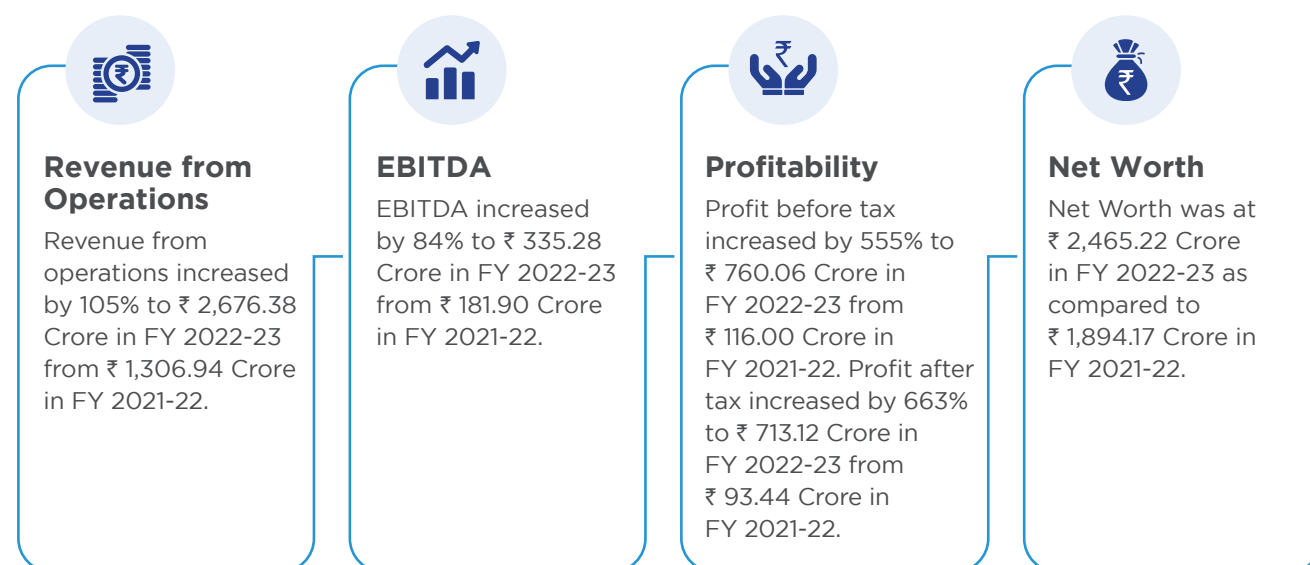
All figures in ₹ Crore, unless stated otherwise

Note: Cash PAT = PBDT - Current tax + Non-cash ESOP expenses

Prior figures have been restated wherever necessary.

	(₹ in Crore)	
Balance Sheet Snapshot	31st March 2023	31st March 2022
Net Worth	2,465.22	1,894.17
Gross Debt	291.68	501.76
-Long-Term Debt	-	353.99
-Short-Term Debt	291.68	147.77
Cash and Cash Equivalents #	1,839.50	188.31
Net Debt/ (Cash)	-1,547.82	313.45
Other Long-Term Liabilities	13.51	35.15
Mobilization / Other Advance Payables	677.08	394.64
Total Net Fixed Asset (incl. CWIP)	136.05	57.10
Net Current Assets (Excl. Cash and Cash Equivalents) (adj.)	622.70	456.50
Other Long-Term Investments and Assets (adj.)	849.30	2,123.80

includes fixed deposits classified in non-current financial assets



Significant Financial Ratios

Ratios	Definitions	31st March 2023	31st March 2022	Remarks/Response
Debtors Turnover	Turnover/Average Debtors	6.08	5.02	
Inventory Turnover	Turnover/Average Inventory	5.81	2.41	
Interest Coverage Ratio	EBIT/Finance Cost	4.31	3.17	
Current Ratio	Current Assets/Current Liabilities	2.00	1.58	
Debt Equity Ratio	Gross Debt/Net Worth	0.19	0.26	
Operating Profit Margin (%)	Operating EBITDA/Turnover	8.8%	11.0%	
Net Profit Margin (%)	Net Profit/Turnover	26.6%	7.1%	
Return on Equity (ROE)%	Net Profit/Net Worth	32.7%	5.0%	

BUSINESS OUTLOOK

A general trend of strong awarding in the run-up to the Lok-Sabha general elections, and the recurring phenomenon of year-end surges made FY23's fresh investments, tendering, and awarding to be strongest in any single year. The Company believes it has another strong year ahead, buoyed by the government's sustained thrust on capital expenditure ahead of the general elections, a sector-specific rebound in private capex, and accelerated project execution supported by the likely reduced raw material price volatility.

Although, a slowdown in the global economy could likely hamper foreign direct investment (FDI) inflows. Globally, higher inflation leading to higher interest rates is likely to prevail in FY24. Also, the construction market, particularly the Road sector has witnessed higher competition from new entrants. The performance of new players is a key factor to watch out for going forward.

- The Company will continue to selectively bid for high-value projects while maintaining its threshold return expectations.
- The Company will continue to focus on opportunities in the roads and water / wastewater sectors. The Company will also evaluate interesting opportunities in adjacencies.
- The Company would continue to look for inorganic growth possibilities based on a careful analysis of risk-reward factors.
- The Company would maintain its asset-light strategy while focusing on operational excellence and risk management.

HUMAN RESOURCES POLICY

Human resources form the Company's most valuable asset and it remains one of WEL's primary focus areas. WEL believes in working collaboratively and investing in best practices to enhance and improve its capabilities and achieve its organizational objectives. The Company is focused on attracting,

developing, and retaining the right talent to create a safe, engaged, and performance-driven workforce.

The people processes and policies have been designed to facilitate a conducive work environment that values individuals and promotes professional development, creativity, and high performance. IT tools are configured to ensure the effective implementation of policies with checks and workflows. The Company frequently evaluates employee benefits and remuneration policies, to benchmark them with industry standards. The Company has effective grievance redressal processes to ensure the trust, respect, and confidence of employees and all stakeholders. Respect for human rights, the community the Company works with, and the suppliers and subcontractors are integral to its ethos. The Company's HR Policies include the Prevention of Sexual Harassment at Workplace (POSH) and Whistle Blower Policy, amongst others, to ensure the Company stands by its commitment. The Company has created harmonious industrial relations, and proactive and inclusive procedures to engage with different stakeholders.

As on 31st March 2023, the Company had approximately 1,100+ employees. At WEL, its people development philosophy is based on the belief



The Company believes it has another strong year ahead, buoyed by the government's sustained thrust on capital expenditure ahead of the general elections, a sector-specific rebound in private capex, and accelerated project execution supported by the likely reduced raw material price volatility.



Employees taking the Safety Pledge during National Safety Week 2023.

that each individual should be provided with equal learning opportunities to unleash their potential and enable them to take on higher responsibilities and greater challenges. WEL has made significant progress in this area through a scientific process of assessment and development. The Company has designed flagship programs that encourage the development of leaders at different levels. Different types of training programs have been formulated for employees at different levels, based on their roles in the organization. WEL has also invested in developing talent internally for roles that are in high demand in the market.

The Company has been using different methods to understand the pulse of the organization and capture employee feedback on various aspects impacting their engagement with the organization. WEL has onboarded AI bot Amber and Lissen.io platform to listen to employees on a real-time basis.

The Company strives to build a culture of inclusion and diversity to build a future-ready organization. WEL is committed to 'Equal Opportunity' aiming to provide opportunities without any discrimination on the grounds of disability, gender, caste, religion, race, state, background, colour, etc. The Company also fosters a workplace that is free from harassment, where individuals are treated with dignity and respect.

INTERNAL CONTROLS

The Company has internal controls in place that are appropriate in line with the nature and size of the firm, as well as the magnitude and complexity of its operations. The Company has put in place strong policies and procedures to ensure that it conducts business with integrity, protects its assets, prepares reliable financial statements on time, maintains accurate and full accounting records, and prevents and detects fraud and errors. In the dynamic and ever-changing corporate environment, the efficacy of various policies is assessed.

The Board's Audit Committee examines the Corporate Audit Services department's yearly internal audit plan, which covers key business operations, corporate divisions, and support functions.

The Corporate Audit Services team conducts independent internal audits, and the key audit findings are reported to the Audit Committee every quarter, along with an update on the management's adoption of the proposed remedial measures and agreed-upon actions. Internal controls were evaluated by the Statutory Auditors and the Corporate Audit Services team throughout the year, and no reportable substantial deficiencies in their design or operation were discovered. The evaluation included document review, inquiries, testing, and any other methods deemed appropriate under the circumstances.

RISK AND MITIGATION

Project Execution Risk:

Throughout the project's execution phase, the Company is exposed to inherent risks. Employee / workmen safety, working in difficult/ harsh weather conditions, lack of workfront availability, land acquisition and Right-of-Way (ROW), environmental clearances, immigration restrictions, and other concerns are among the project's challenges.

Mitigation: The Company has an Enterprise Risk Management (ERM) System that is being used to conduct Execution Risk Reviews on projects. These risks are monitored on a regular basis in order to resolve or mitigate them. A team of quality, EHS, and governance professionals visits the site on a contractual basis, and an audit is performed on each project to ensure employee safety, regulatory compliance, and environmental compliance.

Input Price Risk:

The financial sector's instability continues to be a source of concern, as increasing interest rates pose the concern of an economic slowdown. Commodity prices continue to remain volatile amid increasing demand from emerging economies such as India and China. The demand for raw materials such as steel, cement, base metals, and semi-conductors increased as a result of increased infrastructure spending, and encouraging consumer spending cheering-up businesses to increase capex spending.

Mitigation: In some of the construction projects with WEL, the escalation received from the respective client is passed on to the Company by the SPV, and a similar mechanism is used with sub-contractors. In EPC projects, the Company makes adequate provision for escalation in its bidding and contractual terms. It also steps in for the procurement of key materials to support its sub-contractors as necessary to mitigate the impact of material price movements.

Risk related to Project Terms:

In order to complete projects, the Company works with a variety of stakeholders, and the terms agreed upon with these parties have become stricter over time. Joint and several liability, protracted fault liability periods, cost overruns, a back-ended payment structure, working capital issues, and claim administration challenges will all impact the Company's performance and cash flow.

Mitigation: The Company relies on strong internal processes, back-to-back arrangements with vendors and subcontractors, project and business level working capital monitoring policies, and pre-bid reviews as appropriate risk mitigation strategies. On a case-by-case basis, project teams also keep required documentation and follow redress methods with customers, vendors, and subcontractors to address issues and disputes.

Cyber Risk:

The Company is going through a digital revolution, and cybersecurity has become a major concern for the Company's long-term viability. Targeted attacks, ransomware threats, and phishing have highlighted the significance of safeguarding the Company's information technology infrastructure and data.

Mitigation: The Company has a well-functioning IT department that manages the adoption of robust enterprise-wide cybersecurity procedures under the direction of the risk management committee. The Company-wide Cyber Security Assurance Framework categorizes these practises into three control areas: people, process, and technology. Understanding training, information security days, quizzes, and the production of info toons are all being used to raise employee awareness of cybersecurity. The maturity of security controls is regularly assessed to ensure that they meet the required standards.

Exit Risk:

A limited number of buyers of assets may make the sale of completed assets difficult, affecting the recycling of capital.

Mitigation: Road – Recently, the Company has monetized its completed road assets. This gives confidence that assets that are built on time and with quality can be monetized with some effort. This also gives prospective buyers confidence about WEL's approach to project conceptualization and execution.

Water – In this sector, so far, monetization of the built assets has been limited and not considered for capitalization after construction.

Directors' Report

To,
The Members,
Welspun Enterprises Limited

Your Directors have pleasure in presenting the 29th Annual Report of the Company along with the Audited Financial Statements for the financial year ended March 31, 2023.

1. FINANCIAL RESULTS:

(₹ in Crore except EPS)

Particulars	Standalone		Consolidated	
	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2022-23	F.Y. 2021-22*
Revenue from operations	2,676.38	1,306.94	2,758.19	1,342.33
Other Income	98.63	37.80	143.45	57.03
Total Revenue	2,775.01	1,344.74	2,901.64	1,399.36
Total Expenditure	2,524.85	1,228.74	2,642.40	1,291.11
Exceptional Items	509.90	0	482.99	0
Share of profit/ (loss) from associate and joint venture	-	-	(0.79)	(2.83)
Profit Before Tax from continuing operations	760.06	116.00	741.43	105.42
Tax expenses/ (credit)	46.94	22.56	57.02	25.62
Net Profit from continuing operations	713.12	93.44	684.41	79.80
Net Profit from discontinued operations	-	-	41.64	46.30
Profit for the year	713.12	93.44	726.05	126.10
Other Comprehensive Income	(3.06)	1.39	(3.12)	1.40
Total Comprehensive Income	710.06	94.83	722.93	127.50
Earnings Per Share				
Basic (₹)	47.55	6.27	48.19	8.37
Diluted (₹)	47.44	6.24	48.08	8.33

* **Note** - During the financial year 2022-23, the Group has divested 100% equity stake in each of Welspun Delhi Meerut Expressway Private Limited ('DME'), Welspun Road Infra Private Limited ('WRIPL'), MBL (CGRG) Roads Limited ('CGRG'), MBL (GSY) Roads Limited ('GSY'), Chikhali-Tarsod Highways Private Limited ('CTHPL') and 49% equity stake in Welspun Infracility Private Limited ('WIFPL'). Consequently, the operating profit upto the date of divestment had been recognised as discontinued operations and related comparatives were restated in accordance with the applicable IndAS.

The financial statements have been prepared in accordance with the applicable accounting standards. Your Company's total revenue from operation has seen growth of 105% on standalone and consolidated basis. Profit before Tax has increased by 603% on consolidated basis and by 555% on standalone basis. Profit After Tax has increased by 626% on consolidated basis and increased by 663% on standalone basis. The said increase in revenue from operation, profit before tax and profit after tax was on account of Highway Portfolio Monetization i.e. Actis Deal.

2. PERFORMANCE HIGHLIGHTS FOR THE YEAR AND OUTLOOK:

(a) Performance highlights for the financial year ended March 31, 2023 are as under:

(₹ in Crore)

Particulars	Standalone		Consolidated	
	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2022-23	F.Y. 2021-22
Revenue from Engineering, Procurement and Construction ('EPC') and other operating income	2,676.38	1,306.94	2,745.74	1,390.48
Toll Collection	-	-	124.50	109.20

(b) Since the last report the following developments took place:

ROAD PROJECTS:

- Your Company completed the process of change in ownership of 5 HAM and 1 BOT (Toll) (partial transfer) project in a most efficient and time bound manner in the financial year 2022-23.
- National Highways Excellence Award (Gold) was presented to your Company for excellence in project management - PPP for Delhi-Meerut Expressway (Package-1) by Ministry of Road, Transport & Highways.
- Provisional Commercial Operation Date (PCOD-II) issued by NHAI for Mukarba Chowk Panipat Road Project (MCPRP) w.e.f March 28, 2023. For a Build Operate Transfer Model ("BOT") in the state of Delhi and Haryana your Company started collecting the toll for the additional length.
- 'Unique Highway Project of the Year' award by ASSOCHAM was presented to your Company for Chikhli - Tarsod Highway Project by Hon'ble Union Minister of Road Transport and Highways, Govt. of India. Further a video on Discovery Channel was demonstrated highlighting that the project has been instrumental in transforming lives of the local population, especially farmers, students and working class individuals and it uplifted and touched lives of hinterlands citizens and connected them with the aspirations of urban India.
- All of our completed NHAI projects namely Welspun Delhi Merrut Expressway Private Limited, Chikhali Tarsod Highways Private Limited, MBL (GSY) Road Limited, MBL (CGRG) Road Limited & Welspun Infracility Private Limited are featured in NHAI e-Coffee Table Book dated May 4, 2023.

WATER PROJECTS:

- Your Company bagged a prestigious contract from Brihanmumbai Municipal Corporation for the Design, Build, Operation & Maintenance of a 418 MLD Waste Water Treatment Facility along with 209 MLD Tertiary Treatment plant at Dharavi, Mumbai. This is the single

largest contract won so far by your Company.

- This waste water treatment plant is being built on advanced technology with multi-tier construction thereby reducing the footprint to record low of 123 Sq.m/ MLD for such capacity treatment vis-à-vis 450 Sq.m/ MLD with conventional process. Besides this Biogas generated during the process wastewater treatment will be used to produce electricity to the extent of 50% of required power for operation of this STP making it self-sustainable thereby reducing dependency on the Grid power.
- Your Company had earlier bagged contracts from UP State Water & Sanitation Mission for implementation of water supply for more than 2,500 villages spread across 5 districts of Uttar Pradesh viz. Sant Ravidas Nagar, Jaunpur, Ambedkar Nagar, Ayodhya and Bulandshahar under Jal Jeevan Mission. The project is in advance stage of execution and once completed will benefit ~ 40 lakh rural population.
- Your Company was conferred with EPC World award for Outstanding Contribution in Urban Infrastructure (Water Project) for Dewas Water Project.

(c) STRATEGIC DIVESTMENT OF OPERATIONAL HIGHWAY PORTFOLIO

During the FY 2022-23, your Company had executed definitive agreements to exit its portfolio of operating road concessions ("Highway Portfolio") to Actis Highway Infra Limited ("Actis") for an aggregate Enterprise Value ("EV") of approximately ₹ 6,000 Crore. The Highway Portfolio comprises of 5 completed HAM assets (Welspun Delhi Meerut Expressway Private Limited, Welspun Road Infra Private Limited, MBL (CGRG) Road Limited, MBL (GSY) Road Limited, Chikhali Tarsod Highways Private Limited) and one operating BOT-Toll asset (Welspun Infracility Private Limited).

It may be noted that the aforesaid EV excludes construction linked milestone/ grant payments of approximately ₹ 3,000

Crepe received/receivable from National Highways Authority of India (“NHA”) and Public Works Department of Government of Maharashtra (“PWD”), thus, valuing the Highway Portfolio being exited at approximately ₹ 9,000 Crore. The Highway Portfolio as on the date of First Closing had outstanding senior debt of ₹ 3,544 Crore. The completion of the above transaction was subject to completion of customary and regulatory compliances and approvals from NHA, PWD, and lenders.

(d) CURRENT BUSINESS / PROJECTS

Post the completion of Actis Deal, your Company has a robust Order Book of ~ ₹ 10,100 Crore which comprises of 60% in water sector and 40% in road sector as given below:

- (i) two underconstruction HAM road projects - Sattanathapuram-Nagapattinam in Tamil Nadu and Aunta-Simaria, which includes construction of one of the widest extradosed bridge on River Ganga;
- (ii) one EPC road project in Varanasi Aurangabad - NH2 project;
- (iii) Rural water supply project for UP State Water and Sanitation Mission, under Govt. of India's Jal Jeevan Mission initiative:
 - To provide access to safe and adequate drinking water to 2,500+ villages for 40 lakh beneficiaries.
- (iv) 418 MLD Wastewater Treatment Facility at Dharavi, Mumbai:
 - Completed design, engineering and planning works and have commenced resource mobilization for construction.
 - It will be India's first multi-tier Waste Water Treatment Facility, with state-of-the art technology and low footprint.
- (v) BOT asset in Dewas - operational
 - Water treatment plant to supply 23 MLD of water to industrial customers in Dewas, Madhya Pradesh.

With the abovementioned projects in hand, your Company will continue to focus on

large-value road and water projects under all the prevalent models - HAM, BOT and EPC.

Oil & Gas:

- Investments in Oil & Gas blocks through Adani Welspun Exploration Ltd (AWEL), a 65:35 JV between Adani Group & WEL.
- Currently 3 assets - 2 in Mumbai Offshore and 1 in Kutch Offshore.
- Target to achieve first gas production from our acreages by 2026-27.

(e) KEY ANNUAL ACHIEVEMENTS

- (i) Received Completion Certificates for three projects - Amravati-Akola (AM2), Chutmalpur-Ganeshpur (CGRG) and Chikhali-Tarsod Highway Road Project (CTHPL);
- (ii) Secured Provisional Completion Certificate (PCOD-II) for Mukarba Chowk-Panipat Road Project (MCPRP) - completed 97% of the total project length. Project was recently inaugurated by Shri Nitin Gadkari, Hon'ble Minister for Road Transport & Highways, Government of India;
- (iii) Secured additional contract of ₹ 1,600+ Crore, as part of Varanasi-Aurangabad Road Project (VARP) and
- (iv) Secured our largest order for the construction of a 418 MLD Wastewater Treatment Facility, at Dharavi Mumbai, amounting to ₹ 4,884 Crore (inclusive of taxes).

(f) STRATEGY

- (i) Pursue our asset-light business model, to selectively bid for projects that are high-value and margin-accretive in HAM, BOT (Toll) and EPC modes;
- (ii) Diversify our portfolio to de-risk ourselves from dependency on any single sub-segment of infrastructure and
- (iii) Focus on project management and engineering solutions, projects with higher engineering complexity and execution excellence.

3. RETURN TO SHAREHOLDERS:

During the Financial Year 2022-23 and upto the date of this report the return to shareholders was ₹ 369.97 Crore (including Tax) which comprised of Final Dividend (FY 22), Special Dividend and Buyback.

(a) BUY BACK OF EQUITY SHARES

Post the monetization of partial Highway Portfolio, as a continuous focus to reward the shareholders, your Company had announced on December 30, 2022 to buy back 1,17,50,000 (7.834%) equity shares of ₹10/- each fully paid up at a price of ₹ 200/- per equity share for a total consideration of ₹ 235 Crore /- from the existing shareholders in accordance with provisions of Sections 68, 69, 70 of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018. Your Company had extinguished 1,17,50,000 fully paid up Equity Shares on April 13, 2023.

(b) DIVIDEND & TRANSFER TO RESERVES

Post the monetization of partial Highway Portfolio, as a continuous focus to reward the shareholders, your Company had announced a special dividend @ 75% during the financial year 2022-23 i.e. ₹ 7.50/- per equity share of ₹ 10/- each fully paid up out of the net profits.

Further, your Board is pleased to recommend a dividend @ 10% for the year ended March 31, 2023, i.e. Re. 1.00/- per equity share of ₹ 10/- each fully paid up out of the net profits (subject to approval of members at the ensuing Annual General Meeting).

A snapshot of the dividend track record of your Company for previous financial years is given below.

Financial Year	Total Dividend (%)	Cash Outflow in Crore including Tax
2022-23	85	134.98
2021-22	15	22.34
2020-21	15	29.74
2019-20	20	34.56
2018-19	20	26.86

In respect of dividend declared during the previous years, ₹ 0.94 Crore remained unclaimed as on March 31, 2023.

The Company has appointed Ms. Nidhi Tanna, Company Secretary as the Nodal Officer for the purpose of co-ordination with Investor Education and Protection Fund Authority. Details of the Nodal Officer are available on the website of the Company at www.welspunenterprises.com.

As per the Distribution Policy - Return to the Shareholders of the Company, the Board endeavors to achieve distribution of an amount of profit subject to maximum of 25% of Profit after Tax for a financial year, on consolidated basis or standalone basis, whichever is higher. The amount of dividend for the year ended March 31, 2023 works out to 19% of Profit After Tax on consolidated basis. The Policy is available on the website of the Company at "<https://www.welspunenterprises.com>" under the tab - "Investors - Policies".

During the year, no amount was transferred to general reserve.

4. INTERNAL CONTROLS & INTERNAL AUDIT:

The Company has adequate internal control system, which is commensurate with the size, scale and complexity of its operations. The Company has a process in place to continuously monitor existing controls and identify gaps and implement new and / or improved controls wherever the effect of such gaps would have a material impact on the Company's operation.

At the beginning of each financial year, a risk-based annual audit plan is rolled out after it is approved by the Audit Committee consisting of sole Independent Directors and based on their recommendations the Board approves the annual audit plan. The audit plan aims to evaluate the efficacy and adequacy of the internal control system(s) and compliance(s) thereof, robustness of internal processes, policies and accounting procedures, compliance with laws and regulations.

The Internal Audit is carried out by independent external audit firm consisting of qualified accountants, domain & industry experts.

Based on the reports of internal auditor, corrective actions are taken, wherever required. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

5. SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES:

A report on the performance and financial position of each of the subsidiaries/ joint venture/ associate companies included in the consolidated financial statements, is presented in Form AOC-1, annexed to this Report as Annexure - 1.

The shareholders are informed that during the year:

- (i) Welspun EDAC JV Private Limited became subsidiary of your Company w.e.f June 06, 2022;
- (ii) Associate Company namely Chikhali Tarsod Highways Private Limited became subsidiary of your Company on September 08, 2022;
- (iii) Associate Companies namely, MBL (CGRG) Road Limited and MBL (GSY) Road Limited became subsidiary of your Company on October 03, 2022 respectively;
- (iv) With effect from December 22, 2022, Welspun Delhi Merrut Expressway Private Limited, Chikhali Tarsod Highways Private Limited, Welspun Road Infra Private Limited, MBL (CGRG) Road Limited, MBL (GSY) Road Limited ceased to be the subsidiary of your Company and Welspun Infracility Private Limited became associate of your Company;
- (v) Acquired 100% stake in Welspun New Energy Limited thereby becoming wholly owned subsidiary of your Company w.e.f January 31, 2023 and
- (vi) the Board of Directors of Welspun Natural Resources Private Limited ('WNRPL'), a wholly owned subsidiary of your Company, approved voluntary liquidation of WNRPL. The said voluntary liquidation will lead to streamlining the structure and reduction in administrative overheads by reducing the number of entity(ies) in the group. Further, the Board accorded its approval for expeditious consolidation of WNRPL's assets with the Company by way of voluntary liquidation of WNRPL, subject to compliance with applicable laws. Further, the Liquidator of WNRPL has distributed the assets and liabilities of WNRPL to the Company with effect from February 27, 2023.

Financial statements of the subsidiaries / joint venture companies are hosted on the website of the Company at <https://www.welspunenterprises.com> under the tab - "Investors - Annual Report/Financial Results".

The Company's policy on Material Subsidiary as approved by the Board is uploaded on the website of the Company at <https://www.welspunenterprises.com> under the tab - "Investors - Policies".

6. AUDITORS AND AUDITORS' REPORT:

a) Statutory Auditors

The appointment of MGB & Co. LLP, Chartered Accountants (having Firm Registration Number with the Institute of Chartered Accountants of India - 101169W/W-100035) as the Statutory Auditors of your Company for a second term of 5 (five) consecutive years to hold office from conclusion of the 26th Annual General Meeting until the conclusion of 31st Annual General Meeting was approved at the Annual General Meeting held on June 30, 2020. They are holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

It was proposed to continue with the appointment of MGB & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for the period commencing from the conclusion of the 29th Annual General Meeting until the conclusion of 30th Annual General Meeting at revised remuneration of ₹ 0.46 Crore p.a. plus applicable taxes and out-of-pocket expenses.

Total fees for all services paid by the Company and its subsidiary/ joint venture/ associate companies, on a consolidated basis, to the Auditors and all entities in the network firm/network entity of which the auditor is a part during the financial year under Report is ₹ 0.51 Crore.

The Auditors' observation, if any, read with Notes to Accounts are self-explanatory and therefore do not call for any comment.

b) Cost Auditors

Your Board had appointed M/s. Kiran J. Mehta & Co, Cost Accountants (Firm Registration No. 000025), as Cost Auditor

for conducting the audit of cost records of the Company for the Financial Year 2022-23.

Your Board of Directors on the recommendation of the Audit Committee, appointed M/s. Kiran J. Mehta & Co, Cost Accountants (Firm Registration No. 000025), as the Cost Auditors of the Company for the Financial Year 2023-24 under section 148 of the Companies Act, 2013. M/s. Kiran J. Mehta & Co, Cost Accountants have confirmed that their appointment is within the limits of section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under section 141(3) and proviso to section 148(3) read with section 141(4) of the Companies Act, 2013.

As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in the General Meeting for their ratification. Accordingly the members are requested to approve their remuneration by passing an ordinary resolution pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2015 as included in the Notice convening the Annual General Meeting.

As required under the Companies (Accounts) Rules, 2014, the cost accounting records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 were made and maintained by the Company.

The Cost Audit Report for the year 2021-22 was e-filed on August 20, 2022. The Cost Audit for the financial year 2022-23 is in progress and the report will be e-filed to Ministry of Corporate Affairs, Government of India, in due course.

c) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Mihen Halani

& Associates, Company Secretaries, as the Secretarial Auditors of the Company for the financial year 2022-23.

The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed with the report as Annexure - 2. There is no qualification, reservation or adverse remark or disclaimer made by the Company Secretary in Practice in the Secretarial Audit Report.

Your Board of Directors has appointed M/s. Mihen Halani & Associates, Company Secretaries as the Secretarial Auditors of the Company for the financial year 2023-24.

d) Details in respect of frauds reported by auditors other than those which are reportable to the Central Government

During the year under review, the Statutory Auditors, the Cost Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

7. SHARE CAPITAL & DEBT STRUCTURE & ITS LISTING

a) Issue of equity shares with differential rights

Your Company does not have any equity shares with differential rights and hence no disclosures is required to be given under Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014.

b) Issue of sweat equity shares

During the year under report, your Company has not issued any sweat equity share and hence no disclosures is required to be given under Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014.

c) Issue of employee stock options

During the financial year 2022-23, 2,00,000 equity shares were allotted to the ESOP grantees who had exercised the option attached to the Welspun Enterprises Limited - Employees Stock Option Plan-2017 ("WEL ESOP Scheme 2017").

The particulars required to be disclosed pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

Sr. No	Particulars	WEL ESOP Scheme -2017	WEL - ESOP Scheme 2022	WEL ESOP Scheme Trust 2022
A	Options granted during FY 2022-23	Nil	4,61,305	4,00,000
B	Options vested during FY 2022-23	2,00,000	Nil	Nil
C	Options exercised during FY 2022-23	2,00,000	Nil	Nil
D	Total number of shares arising as a result of exercise of Options	2,00,000	Nil	Nil
E	Options lapsed	Nil	3,07,535*	Nil
F	Exercise Price	Nil	₹ 97.55 per equity share	₹ 88 per Equity Share
G	Variation of terms of options	Nil	Nil	Nil
H	Money realized by exercise of options	Nil	Nil	Nil
I	Total number of options in force	Nil	153,770	4,00,000
J	Employee wise details of options granted to	Key Managerial Personnel Other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year. Employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	No fresh option was granted during the year. 4,61,305 were granted to Mr. Neeraj Gupta and Mr. Ajay Hans	4,00,000 were granted to Mr. Aditya Harlalka
K	Diluted Earnings Per Share (₹) (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 "Earnings Per Share".	N.A.	47.44	47.44
L	Weighted-average exercise price (₹)	Nil	97.55	88.00
M	Weighted-average fair values of options (₹) - As per Black Scholes Valuation model)	139.30	37.91	67.14

* 3,07,535 lapsed in view of resignation tendered by Mr. Ajay Hans, CEO and Managing Director with effect from close of business hours on August 08, 2022.

Disclosure as required under Part-F of Schedule I to the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 are available on the website of the Company at "<https://www.welspunenterprises.com>" under the tab "Investors - Shareholder Information".

M/s. Mihen Halani & Associates, Company Secretaries, Secretarial Auditors of the Company have issued a certificate with respect to the implementation of Welspun Employee Stock Option Plan which would be placed before the members at the ensuing Annual General Meeting of the Company and a copy of the same shall be available for inspection at the registered office of the Company.

d) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees

Your Company has not made any provision of money for the purchase of, or subscription for, shares in the Company, to be held by or for the benefit of the employees of the Company and hence the disclosure as required under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 is not required.

e) Issue of debentures

During the year, your Company has not issued/allotted debentures.

f) Listing with the stock exchanges

- Your Company's equity shares are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).
- As on March 31, 2023, the Company has listed rated secured redeemable non-convertible debentures of ₹ 275 Crore on the wholesale debt market segment of BSE Limited.

Annual listing fees for the year 2023-24 have been paid to BSE and NSE.

8. DISCLOSURE WITH RESPECT TO SHARES HELD IN UNCLAIMED SUSPENSE ACCOUNT

The details of unclaimed shares account as required to be disclosed pursuant to Point F to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Aggregate number of shareholders and the outstanding shares in the unclaimed shares account lying at the beginning of the year		Number of shareholders who approached issuer for transfer of shares from unclaimed shares account during the year		Number of shareholders to whom shares were transferred from unclaimed shares account during the year		Aggregate number of shareholders and the outstanding shares in the unclaimed shares account lying at the end of the year	
No. of Shares	No. of Holders	No. of Shares	No. of Holders	No. of Shares	No. of Holders	No. of Shares	No. of Holders
31,224	209	0	0	0	0	31,224	209

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

9. FINANCE:

a. Credit Rating

The details of credit rating assigned to the Company are as follows:

Rating Agency	Facility	₹ in Crore	Rating	Valid upto
Brickwork Ratings	Fund Based Working Capital (Long Term)	485.00	BWR AA-(Stable)	March 31, 2024
	Non-Fund Based Working Capital Limit (Long Term/Short Term)	1,836.00	BWR AA-(Stable)/A1+	
	Commercial Paper	225.00	BWR A1+	
	Non-Convertible Debentures	375.00	BWR AA-(Stable)	
Acuite Ratings	Bank Term Loan	30.00	BWR AA-(Stable)	September 30, 2023
	Commercial Paper	225.00	ACUITE A1+	
	Bank Term Loan	100.00	ACUITE AA- (Stable)	
CRISIL Ratings Limited	Non-Convertible Debentures	375.00	ACUITE AA- (Stable)	March 31, 2024
	Long Term Rating (Fund Based Working Capital)	300.00	CRISIL AA-/ Stable	
	Short Term Rating (Non-Fund Based Working Capital)	2,025.00	CRISIL A1+	

b. Deposits

Your Company has not accepted any deposit within the meaning of Chapter V to the Companies Act, 2013. Further, no amount on account of principal or interest on deposit was outstanding as at the end of the year under report.

10. EXTRACT OF THE ANNUAL RETURN:

The Annual Return in Form MGT-7 of the Companies (Management and Administration) Rules, 2014 is placed on the website of the Company and can be accessed on the website of the Company at "<https://www.welspunenterprises.com>" under the tab - "Investors - Company Disclosures - Others".

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) The steps taken or impact on conservation of energy:

- Your Company started on their ESG journey since FY 2021-22, by establishing multiple frameworks and systems, which in place provides data and insights on a complex set of networks on projects and its sites.
- FY 2022-23 has been a year of developing baseline for energy consumption, through active tracking and monitoring of energy throughout the organization, including corporate offices, site offices, contractor's camps, guest houses, and site operations.
- The identification of data was done on the basis of Scope 1 (diesel, petrol, LPG etc.) and Scope 2 (Grid electricity) understanding as per standards prescribed in Greenhouse Protocols and International Panel for Climate Change (IPCC).
- Your Company was able to identify LPG consumption at site offices, guest houses and camp sites where food mess was available. The results are disclosed in Principle 6 of our BRSR report.

(B) The steps taken by the Company for utilising alternate sources of energy:

- In Uttar Pradesh Jal Jeevan Mission (UPJJM) project, your Company have already procured 21 MW capacity of solar panels against a total scope of 27 MW of solar panels to be installed.
- Further, the solar panel installation on Delhi Meerut Expressway (DME) have generated 1,18,650 kWhr of electricity.

(C) The capital investment on energy conservation equipments: - Refer to BRSR.

Technology absorption:

(A) The efforts made towards technology absorption and benefits derived thereof:

- 'Project HUB' a digital platform adopted for project progress monitoring & quality monitoring which has seamless integration with SAP. This Edge cutting technologies helping end to end project planning including project budgeting, project BOQ & SBMS module to certify subcontractor's bills on real time basis.
- Your Company launched own portal "Sthiti2.0" in which we have Geo fenced all our offices and projects site to allow employee to easily mark and track their attendance.
- Project "WEL- Darpan" is another digital initiative, an analytics platform your Company adopted where we have created views based on the roles. This is helping stakeholders to get the one view of the information to avoid gaps and help them to take timely decisions.
- Project HAWK - This is very innovative digital initiative where we are doing "Live Site Monitoring" with "Drone" with AI capability to track improvements. This is available on 'as and when' needed technical platform. This is a very critical and beneficial project for your Company.
- Home grown MDM Tool is used to manage the error free master data.
- SAP - GRC, which is a modern access controls module is implemented for monitoring the user access risk's and to reduce the process complexity and cut costs - while protecting organizations reputation and financial well-being. Not Applicable

(B) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not Applicable

(C) Expenditure incurred on Research and Development

Particulars	₹ in Crore
Capital	
Recurring	
Total	N.A.
Total R & D expenditure as percentage of Turnover	

During the FY. 2022-23, there were no foreign exchange earnings and outgo.

12. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The key philosophy of all CSR initiatives of the Company is enshrined in the three E's which have become guiding principles of the CSR initiatives - Education, Empowerment (of Women) and Environment & Health.

The CSR Policy is hosted on the website of the Company at "<https://www.welspunenterprises.com>" under the tab - "Investors - Policies".

Disclosures as required under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed to this Report as Annexure - 3.

13. DETAILS OF ESTABLISHMENT OF CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS:

Your Company's has a Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders ("PIT Policy") for connected persons, designated persons and the insiders as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The Policy provide adequate safeguard against victimization. The Audit Committee reviews the Institutional Mechanism for prevention of insider trading. Periodic training sessions are organized for creating awareness amongst the insiders about the PIT Policy and PIT Regulations.

The PIT Policy is hosted on the website of the Company at "<https://www.welspunenterprises.com>" under the tab - "Investor - Policies".

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Your Company's Board comprises of a mix of executive and non-executive directors with considerable experience and expertise across a range of fields such as Policy shaping and Industry advocacy, Strategy & Business Management, Finance & Accounts, ESG, Brand Building. The details of the directors and their meetings held during the year is given in the Corporate Governance Report, which forms part of the Annual Report.

a) Changes in Directors and Key Managerial Personnel

Since the last report, the following changes took place in the composition of the Board of Directors/ Key Managerial Personnel:

- Mr. Sudhir Mital (DIN - 08314675) was appointed as an Independent Director w.e.f. May 12, 2022 for a period of 4 years.
- Mr. Ajay Hans (DIN - 00391261) resigned from the position of Managing Director & CEO w.e.f. close of business hours on August 08, 2022.
- Mr. Sandeep Garg (DIN - 00036419) was appointed as the Managing Director of the Company w.e.f. August 08, 2022 upto May 31, 2025, liable to retire by rotation.
- Ms. Priya Pakhare resigned from the position of Company Secretary w.e.f. close of business hours on November 30, 2022.
- Ms. Nidhi Tanna was appointed as the Company Secretary and Key Managerial Personnel w.e.f. January 01, 2023.
- Mr. Sanjay Kumar Sultania resigned from the position of Chief Financial Officer w.e.f. close of business hours on January 09, 2023.
- Mr. Lalit Jain was appointed as the Interim Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. February 01, 2023. He was redesignated as Chief Financial Officer of the Company w.e.f. May 19, 2023.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Dipali Goenka (DIN : 00007199) is retiring by rotation at the forthcoming Annual General Meeting and being eligible, has been recommended for re-appointment as a director liable to retire by rotation by the Board.

Details about the director being appointed / re-appointed is given in the Notice of the forthcoming Annual General Meeting being sent to the members along with the Annual Report.

b) Declaration by Independent Director(s)

The independent Directors on the Board of the Company have given declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the beginning of

the year and there is no change in the circumstances as on the date of this report which may affect their status as an independent director.

Your Board confirms that in its opinion the independent directors fulfill the conditions prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management. The independent directors on the Board of the Company are registered with the Indian Institute of Corporate Affairs

("IICA"), Manesar, Gurgaon as notified by the Central Government under Section 150(1) of the Companies Act, 2013 and as applicable have cleared online proficiency self-assessment test within the time prescribed by the IICA.

Further, in the opinion of the Board the independent directors, possess requisite skills, expertise, experience and integrity. For details on the required skills, expertise, experience, please refer to the disclosure made in the Corporate Governance Report forming part of Annual Report.

Test of independence based on criteria given in SEC (USA) Rule 4200

Key Independence Criteria	Mr. Mohan Tandon	Mr. Raghav Chandra	Dr. Aruna Sharma	Dr. Anoop Kumar Mittal	Mr. Sudhir Mital
The director must not have been employed by the Company in an executive capacity within the last five years.	✓	✓	✓	✓	✓
The director must not accept or have a "Family Member who accepts any payments from the company or any parent or subsidiary of the company in excess of \$60,000 during the current fiscal year", other than those permitted by SEC Rule 4200 Definitions, including i) payments arising solely from investments in the Company's securities; or ii) payments under non-discretionary charitable contribution matching programs. Payments that do not meet these two criteria are disallowed.	✓	✓	✓	✓	✓
The director must not be a "Family Member of an individual who is, or during the past three years was employed by the Company or by any parent or subsidiary of the Company as an executive officer.	✓	✓	✓	✓	✓
The director must not be (and must not be affiliated with a company that is) an adviser or consultant to the Company or a member of the Company's senior management.	✓	✓	✓	✓	✓
The director must not be affiliated with a significant customer or supplier of the Company.	✓	✓	✓	✓	✓
The director must have no personal services contract(s) with the Company or a member of the Company's senior management.	✓	✓	✓	✓	✓

Key Independence Criteria	Mr. Mohan Tandon	Mr. Raghav Chandra	Dr. Aruna Sharma	Dr. Anoop Kumar Mittal	Mr. Sudhir Mital
The director must not be affiliated with a not-for-profit entity that receives significant contributions from the Company.	✓	✓	✓	✓	✓
The director must not have been a partner or employee of the Company's outside auditor during the past three years.	✓	✓	✓	✓	✓
The director must not have any other conflict of interest that the board itself determines to mean they cannot be considered independent.	✓	✓	✓	✓	✓

c) Formal Annual Evaluation

Background:

The performance evaluation of the Board, its committees and individual directors was conducted by the entire Board (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, time spent by each of the directors; accomplishment of specific responsibilities and expertise; conflict of interest; integrity of the Director; active participation and contribution during discussions, governance and ESG parameter. The questionnaire is reviewed periodically and updated in line with the change in the business and regulatory framework.

Mode of evaluation:

Assessment is conducted through a structured questionnaire. Each question contains a scale of "0" to "3". The Company has developed an in-house digital platform to facilitate confidential responses to a structured questionnaire. All the directors participated in the evaluation process.

For the financial year 2022-23 the annual performance evaluation was carried out by the Independent Directors, Nomination and Remuneration Committee and the Board, which included evaluation of the Board, Independent Directors, Non-independent Directors, Executive Directors, Chairman, Committees of the Board, Quantity, Quality and Timeliness of flow of Information to the Board.

Results:

The evaluation results were discussed at the meeting of Board of Directors, Nomination & Remuneration Committee and the Independent Directors meeting. The Directors were satisfied with the overall corporate governance standards, Board performance and effectiveness. The results are summarized below:

Key parameters	No. of evaluation parameters	Score %
Board of Directors	23	98%

- Board structure and composition
- Board meeting practices (agenda, frequency, duration)
- Functions of the Board (Strategic direction, ESG etc.)
- Quantity, quality & timeliness of information
- Board culture and effectiveness
- Functioning of Board Committees
- Risk Management
- Director induction and development programs

Key parameters	No. of evaluation parameters	Score %
Board Committee	<ul style="list-style-type: none"> Composition, roles & responsibilities and effectiveness of the committee Meeting structure and information flow Contributions to Board decisions 	10-17 96 - 99%
Independent directors	<ul style="list-style-type: none"> Independence from company (no conflict of interest) Independent views and judgement Objective contribution to the Board deliberations 	12 96-97%
Chairperson	<ul style="list-style-type: none"> Promoting effective decision-making Encouraging high quality of constructive debate Open-minded and listening to the members Effectively dealing with dissent and work constructively towards consensus Shareholders' interest supreme while taking decisions. 	8 100%
Executive Directors	<ul style="list-style-type: none"> Relevant expertise and commitment Performance vis-à-vis business budget, peers Capabilities to deal with challenging situations Established leadership position Development of expertise and general competence of people under him 	13 93-100%
Non-executive non-independent director	<ul style="list-style-type: none"> Contribution to the Board discussions with his/her expertise and experience Depth of understanding about the business model and the industry Skills & Experience in emerging issues such as cyber security and ESG 	11 92-99%

Key focus areas for financial year 2023-24:

- To schedule Committee Meetings prior to Board and Audit Committee Meetings convened for approval of financial results.
- Goals set for Managing Director at the start of the Financial year should be shared with Independent Directors to enable evaluation of his performance on an on going basis and overall at the end of the year.
- In-deph analysis with respect to attrition of SMPs and KMP.

Key actions taken as a result of previous year's evaluation:

- The scheduling of time allocation for Committee Meetings has been increased and these meetings are being held a day prior to Board and Audit

Committee Meetings convened for approval of financial results.

- The Nomination and Remuneration Committee meets at least twice a year for management presentation on all human capital issues in a more structured approach.
- Invitation to non Committee members to attend the Committee meetings.
- Goals set for Managing Director and Chief Executive Officer at the start of the Financial year was shared with Independent Directors to enable evaluation of his performance on an on going basis and overall at the end of the year.
- Avoided seeking approval for agenda by way of circular resolutions immediately after Board meeting unless urgent.

f. Important information shared with independent Directors from time to time.

d) Familiarization program for Independent Directors

The familiarization program aims to provide the Independent Directors with the scenario of the infrastructure industry, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant development so as to enable them to take well-informed decisions in timely manner. The familiarization program also seeks to update the directors on their roles, responsibilities, rights and duties under the Act and other statutes.

The policy on Company's familiarization program for independent directors is hosted on the website of the Company "<https://www.welspunenterprises.com>" under the tab - "Investors - Policies".

e) Policy on directors' appointment, remuneration and other details

The salient features of the Company's "Nomination and Remuneration Policy" on directors' appointment, remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in Point No. "IV. NOMINATION AND REMUNERATION COMMITTEE" of the Corporate Governance Report, which forms part of the Annual Report.

f) Number of meetings of the Board

The Board met 9 times during the financial year 2022-23, the details of which are given in the Corporate Governance Report forming part of the Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

g) Committee of the Board of Directors

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations; which concern the Company and need a closer review. Majority of the Members constituting the Committees are Independent Directors and each Committee is guided by its Charter

or Terms of Reference, which provide for the composition, scope, powers & duties and responsibilities. The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the Meeting of all Committees are placed before the Board for review.

Information on the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship, Share Transfer and Investor Grievance Committee, Environment, Social and Governance and Corporate Social Responsibility Committee, Risk Management Committee and meetings of those Committees held during the year is given in the Corporate Governance Report. For disclosure on the number of Board Meetings and Committee Meetings, the date on which the meetings were held and the attendance of each of the directors, please refer the Corporate Governance Report forming part of Annual Report.

h) Shareholding of the directors of the Company as on March 31, 2023

Refer Corporate Governance Report for detail of shareholding of directors.

Except as mentioned in the Corporate Governance Report, none of the other Directors hold any shares in the Company.

15. VIGIL MECHANISM:

Your Company has adopted Whistle Blower Policy and Vigil Mechanism for its directors and employees and stakeholders in terms of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and no personnel have been denied access to the Audit Committee. Protected Disclosures and other communication can be made in writing by an email addressed to the Chairman of the Audit Committee.

The policy on Whistle Blower and Vigil Mechanism is disclosed on the website of the Company "<https://www.welspunenterprises.com>" under the tab - "Investors - Policies".

16. LOANS, GUARANTEES AND INVESTMENTS:

Pursuant to Section 186(11)(a) of the Companies Act, 2013, your Company being engaged in the business of providing infrastructural facilities is exempt from the requirement of providing the

particulars of loans made, guarantees given or securities provided or any investment made.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into by the Company during the year under report were on an arm's length basis and were in the ordinary course of business, to serve the mutual needs and the mutual interest. Accordingly, the disclosure of Related Party Transactions as required in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in Form AOC -2 is not applicable for this year.

For the details of the related party transactions, please refer Note 54 of Notes to Accounts to the standalone financial statements.

The Audit Committee has given its omnibus approval for the transactions which could be envisaged and the same is valid for one financial year.

The Company's policy on dealing with Related Party Transactions as required under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed on the website of the Company at "<https://www.welspunenterprises.com>" under the tab - "Investors - Policies".

18. MANAGERIAL REMUNERATION:

a) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

- The ratio of remuneration of Mr. Balkrishan Goenka, Chairman (Executive) and Mr. Sandeep Garg, Managing Director, to the median remuneration of the employees of the Company was 1 : 133 and 1 : 71 (including the value of ESOPs and remuneration from associate company) respectively.
- The percentage increase/decrease in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year : Managing Director - 19.17% (excluding ESOP) Chief Financial Officer - 6.54% and Company Secretary - (19.23)%.

- The percentage increase in the median remuneration of employees in the financial year 2022-23 was 8.30%.
- As on March 31, 2023, the Company had 1,033 permanent employees on its rolls, whereas permanent employees for the Company and its subsidiaries stood at 1,129 employees.
- Market Capitalization of the Company as on March 31, 2023 was ₹ 1,883 Crore and as on March 31, 2022 was ₹ 1,093 Crore.
- The share price increased to ₹ 125.55/- (NSE closing Price) as on March 31, 2023 in comparison to ₹ 30 (the rate at which the Company came out with the public issue in the year 2004).
- Average percentile increase in the salaries of employees (other than the managerial personnel), and of the managerial personnel, in the FY 2022-23 was 7.10% and 8.40% respectively. Higher percentile rise in managerial remuneration viz-a-viz percentile rise in remuneration to the other employees, was to appropriately compensate the managerial personnel for handling key managerial responsibilities in increasingly competitive and challenging business environment.
- The Profit Before Tax (before exceptional items) of the Company for FY 2022-23 was ₹ 250.16 Crore whereas Managing Director's, the Chief Financial Officer's, and the Company Secretary's, remuneration drawn were ₹ 6.36 Crore (includes ₹ 1.50 Crore paid from Adani Welspun Exploration Limited, an associate company); ₹ 1.40 Crore and ₹ 0.29 Crore respectively.
- The key parameters for any variable component of remuneration availed by the directors:
 - Earnings before interest, taxes, depreciation, and amortization
 - Revenue from Operations
 - ESG Goals
- We affirm that the remuneration is as per the remuneration policy of the Company.

b) Details of the top ten employee in terms of remuneration drawn and name of every employee of the Company as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

Name	Designation	Age (yrs.)	DOJ	Remuneration Drawn (₹ in Crore)	Qualification and experience	Previous Company	Nature of Employment (whether contractual or permanent)	% of Equity Shares held in the Company	Relative of any Director/ Manager of the company	DOL/ Transfer
Balkrishan Goenka	Executive Chairman	54	29.05.2015	7.50*	B.Com, 38 Years	Not applicable	Contractual	0.00	Yes	-
Sandeep Garg	MD	63	08.08.2022	4.86	BE, 41 years	IL&FS	Contractual	1.87	No	-
Akhil Jindal	Director*	53	01.07.2015	3.71	BE & MBA, 29 years	S Kumar Group	Permanent	0.30	No	-
Deepak Chauhan	Director*	51	01.09.2017	3.31	B Com/ LLB/ LLM, 27 years	GVK Power & Infrastructure Ltd	Permanent	0.12	No	-
Neeraj Gupta	Director*	49	14.10.2021	2.54	BE & MBA, 25 years	Oriental Structural Engineer Pvt. Ltd.	Permanent	-	No	-
Aditya Harlalka	Vice President	40	02.07.2018	1.98	CA, MBA, 18 Years	GVK Power & Infrastructure Limited	Permanent	-	No	-
Ajay Hans	CEO & MD	52	20.10.2021	1.94	BE, MBF & MBA, 27 years	Reliance Realty Ltd	Permanent	-	No	08.08.2022
Asim Chakraborty	Director*	63	01.07.2016	1.67	BE, 41 Years	Gherzi Eastern Ltd	Permanent	0.01	No	-
Yogen Lal	Director*	56	12.06.2018	1.56	BE, 30 Years	D.Thakkar Const. Pvt. Ltd.	Permanent	-	No	-
Lalit Jain	CFO	53	23.04.2022	1.27	AICWA, CA, 28 years	Essar Projects India Ltd.	Permanent	0.00	No	-
Rajesh Chaabra	Senior Vice President	51	02.04.2021	1.27	M. Tech, 25years	Systra Group India	Permanent	-	No	-
Ratan Lal Kashyap	President	49	21.03.2022	1.23	PGD-Marketing & PGD-Materials, 30 Years	G R Infraprojects Limited	Permanent	-	No	-
Rajesh Jain	Senior Vice President	54	19.12.2019	1.11	BE, MBA, 32 years	SREI Group	Permanent	-	No	-
Girish Kharkar	Vice President	49	01.10.2020	1.05	BE, PGDCM, 25 years	Sterling & Wilson Private Limited	Permanent	-	No	-
Sanjay Sultania	Chief Financial Officer	52	11.10.2021	1.02	Chartered Accountant from ICAI, 26 years	M/s. Ramky Infrastructure Limited	Permanent	-	No	09.01.2023

* Not on the Board of the Company

% Appointed w.e.f August 08, 2022. Excludes Rs. 1.50 Crore paid from Adani Welspun Exploration Limited ("Associate Company")

In addition the Company has provided for commission @2% of consolidated profits in the financial statement of the Company.

Particulars of the remuneration payable to the executive directors of the Company for the year under report is as under:

(₹ in Crore)			
Particulars	Mr. Balkrishan Goenka- Chairman (Executive)	Mr. Sandeep Garg – Managing Director [§]	
Salary & Allowance	7.50	4.86 [§]	
Perquisites	Nil	Nil	
Commission	2% [#]	Nil	
Details of fixed component	Nil	Nil	
Service Contract/Term of appointment	June 01, 2020 to May 31, 2025	August 08, 2022 to May 31, 2025	
Notice Period (as per Company policy)	3 months	3 months	
Severance Fees	Nil	Nil	
Stock Options	Nil	Nil	

[#] The Company has provided for commission, @ 2% of consolidated profits, in the financial statement of the Company.

[§] Excludes Rs. 1.50 Crore paid from Adani Welspun Exploration Limited (“Associate Company”)

- c) No remuneration or perquisite was paid to, and no service contract was entered into with, the non-executive directors (including independent directors) of the Company except for the payment of the following sitting fees for attending meetings of Board / Committees of the Board/general meetings for the F.Y. 2022-23.

Sr. No.	Name of the Director	Sitting Fees (₹ in Crore)
1.	Mr. Mohan Tandon	0.18
2.	Dr. Aruna Sharma	0.13
3.	Mr. Raghav Chandra	0.18
4.	Dr. Anoop Kumar Mittal	0.16
5.	Mr. Sudhir Mital	0.11

The above mentioned sitting fees paid to the non-executive directors was in line with the Nomination and Remuneration Policy of the Company. The sitting fees paid to the directors was within the limits prescribed under the Companies Act, 2013 for payment of sitting fees and therefore, prior approval of the members as stipulated under Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not required.

- d) Mr. Sandeep Garg, Managing Director of the Company was neither in receipt of any commission from the Company nor remuneration or commission from the subsidiary companies.

- e) Mr. Balkrishan Goenka, Chairman (Executive) of the Company, who was in receipt of remuneration of ₹ 7.50 Crore from the Company and was eligible for commission of 2% of the annual profit (excluding profit/loss from capital receipts and assets disposition) of the Company on consolidated basis amounting to ₹ 15.32 Crore for the FY2023 and ₹ 2.50 Crore for the FY2022, was not in receipt of any remuneration or commission from the subsidiary companies.

- f) Apart from Sitting Fees for meetings, the Board approved payment of special remuneration to the Independent Directors amounting to ₹ 0.20 Crore to each Independent Directors totalling to ₹ 1.00 Crore for their continued support, guidance and contribution to the Company for many years in particular to successful divestment of Highway Projects to Acits, subject to shareholders' approval in the ensuing Annual General Meeting.

19. CORPORATE GOVERNANCE CERTIFICATE:

The Compliance certificate obtained from M/s. Mihen Halani & Associates, Company Secretaries, regarding compliance of conditions of corporate governance as stipulated under Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Corporate Governance Report.

20. RISK MANAGEMENT POLICY:

With its fast and continuous expansion in different areas of businesses across India, your Company is exposed to plethora of risks which

may adversely impact growth and profitability. Prudent business management practices are the only way companies can pursue the strategic objectives of value creation of all stakeholders. With the above in view, your Company has structured risk management policy and process involving all personnel and constituted a Risk Management Committee (“RMC”) comprising of Independent Directors and Managing Director. The Policy envisages identification of risks by each business segment and location, together with the impact that these may have on the business objectives. It also provides a mechanism for categorization of risks into Low, Medium and High according to the severity of risks. The RMC and the relevant senior executives are continuously scanning strategic, business, financial, regulatory and operational risks including cyber security & data Privacy risks which may adversely impact pursuance of the strategic direction the Company has embarked upon and the appropriate actions for mitigation of risks are advised; the risk profile is updated on the basis of change in the business environment.

As part of the Risk Management framework, there are defined Standard Operating Procedures (SOP) to evaluate risks at various levels and stages of the Company – at the Enterprise level and at the Project level, both during prebid stage and during the project execution stage. The SOPs envisages identification of specific Enterprise/Project level risks with the probability of occurrence and the impact that these may have on the business objectives and mitigation measures thereof.

For the key business risks identified by the Company please refer to the Management Discussion and Analysis annexed to this Annual Report.

21. MISCELLANEOUS:

- During the year under Report, there was no change in the general nature of business of the Company.
- No material change or commitment has occurred which would have affected the financial position of the Company between the end of the financial year to which the financial statements relate and the date of the report.
- There was no revision of financial statements and Board's Report of the Company during the year under review.

- The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

- During the year under Report, no funds were raised through preferential allotment or qualified institutional placement.

- No significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and the Company's operations in future.

- The Company has a detailed Policy on Prevention of Sexual Harassment (POSH) in place in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Act). All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The POSH Policy is gender inclusive, and the framework ensures complete anonymity and confidentiality.

The Company has organised induction training for new joiners, online training and refresher modules, virtual and classroom trainings, emailers and posters to sensitise the employees to conduct themselves in manner compliant with the POSH Policy.

For disclosure of number of complaints filed, disposed of and pending in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as on the end of the financial year, please refer Corporate Governance Report forming part of this Annual Report.

- The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India.

- There were no proceeding initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016.

22. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;

- being a listed Company, the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

23. ACKNOWLEDGEMENTS:

Your Directors express their deep sense of gratitude to all the government authorities, financial institutions, banks, contractors, customers, suppliers, shareholders, employees and other business associates of the Company, who through their continued support and co-operation have helped as partner in the Company's progress and achievement of its objectives.

For and on behalf of the Board of Directors

Balkrishan Goenka
Chairman
DIN: 00270175

Place: Mumbai
Date: August 01, 2023

Annexure - 1**FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(₹ in lakh)

Sr. No.	1	2	3	4	5	6	7	8	
Sr. No.	Name of the subsidiary	Welspun Projects (Himmatnagar Bypass) Private Limited	Welspun Projects (Kim Mandvi Corridor) Private Limited	Welspun Build-Tech Private Limited	RGY Roads Private Limited	Corbello Trading Private Limited	ARSS Bus Terminal Private Limited	Dewas Waterprojects Private Limited	Grenoble Infrastructure Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	Share capital	24	673	1	1	1	1,863	1	1
4	Instruments entirely equity in nature	-	2,152	-	-	-	-	3,872	-
5	Reserves and Surplus /Other Equity	391	-2,870	946	-7	-7	-1,186	-2,855	-3
6	Total assets	425	20	1,758	2	2	705	10,713	0
7	Total Liabilities	425	20	1,758	2	2	705	10,713	0
8	Investments	0	0	-	-	-	-	-	0
9	Turnover	-	-	-	-	-	-	1,248	-
10	Profit before taxation	10	3	-759	-4	-2	-213	-312	-1
11	Provision for taxation	4	222	-	-	-	-	-1	-
12	Profit after taxation	6	-219	-759	-4	-2	-213	-311	-1
13	Proposed Dividend	-	-	-	-	-	-	-	-
14	% of shareholding	100	100	100	100	100	100	76 [®]	49

Sr. No.	9	10	11	12	13	14	15	16	17	
Sr. No.	Name of the subsidiary	DME Infra Private Limited	Welspun Sattanathapuram Nagapattinam Road Private Limited	Welspun Infraconstruct Private Limited	Welspun Aunta-Simaria Project Private Limited	Welsteel Enterprises Private Limited	Welspun New Energy Limited (Formerly known as Yeona Renewable Energy Limited)	Welspun-Kaveri Infra Projects Private Limited	Welspun-Kaveri Infra Projects JV⁵	Welspun EDAC JV Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	Share capital	1	1	1	100	10	1	1	N.A.	1
4	Instruments entirely equity in nature	-	2,170	-	6,932	-	-	-	N.A.	-

Sr. No.		9	10	11	12	13	14	15	16	17
Sr. No.	Name of the subsidiary	DME Infra Private Limited	Welspun Sattanathapuram Nagapattinam Road Private Limited	Welspun Infraconstrct Private Limited	Welspun Aunta-Simaria Project Private Limited	Welsteel Enterprises Private Limited	Welspun New Energy Limited (Formerly known as Yeona Renewable Energy Limited)	Welspun-Kaveri Infra Projects JV Private Limited	Welspun-Kaveri Infra Projects JV ⁵	Welspun EDAC JV Private Limited
5	Reserves and Surplus/ Other Equity	-4	1,989	-25	2,245	-6	-1	-1	-	-
6	Total assets	1	32,470	6	54,992	3,484	0	0	34,213	14,244
7	Total Liabilities	1	32,470	6	54,992	3,484	0	0	34,213	14,244
8	Investments	-	-	-	-	3,475	-	-	-	-
9	Turnover	-	20,333	-	19,203	-	-	-	55,711	2,532
10	Profit before taxation	-2	1,772	-1	1,372	-2	-1	-0	-	-
11	Provision for taxation	-	458	-	343	-	-	-	-	-
12	Profit after taxation	-2	1,314	-1	1,029	-2	-1	-0	-	-
13	Proposed Dividend %	-	-	-	-	-	-	-	-	-
14	% of shareholding	100	70++	100	74+	49	100	100	N.A.	80

"0" denotes amount less than ₹ 50,000/-

@ In addition to aforesaid stake, 24% are held through Welspun Project (Kim Mandvi Corridor) Private Limited

+ In addition to aforesaid stake, 12.74% are held through Welsteel Enterprises Private Limited

++ In addition to aforesaid stake, 14.65% are held through Grenoble Infrastructure Private Limited

⁵ This represents Controlled Structured Entity as defined in IndAS 112 "Disclosure of Interests in Other Entities", the financials of which are consolidated with Welspun Enterprises Limited.

¹ Names of subsidiaries which are yet to commence operations: NA

² Names of subsidiaries which have been liquidated or sold during the year: (1) Welspun Natural Resources Private Limited (2) Welspun Delhi Meerut Expressway Private Limited (3) Welspun Road Infra Private Limited (4) Chikhali - Tarsod Highways Private Limited (5) MBL (CGRG) Road Limited (6) MBL (GSY) Road Limited

Part "B": Associates and Joint Ventures

(₹ in lakh)

Name of Associate/joint venture	Welspun Infracapacity Private Limited	Adani Welspun Exploration Limited
1. Latest audited Balance Sheet Date	March 31, 2023	31-Mar-23
2. Shares of Associate/Joint Venture held by the company on the year end	Associate	Associate
No. of Shares	1,23,35,567	4,654,997
Amount of Investment in Associates/Joint Venture ^	10,358	3,816
Extent of Holding %	51	35
3. Description of how there is significant influence	The Company holds more than 20% voting power of Welspun Infracapacity Private Limited	The Company holds more than 20% voting power of Adani Welspun Exploration Limited
4. Reason why the associate/joint venture is not consolidated	NA	NA
5. Net worth attributable to Shareholding as per latest audited Balance Sheet ^	10,054	46,330
6. Profit / Loss for the year		
i. Considered in Consolidation	-304	-79
i. Not Considered in Consolidation	-	-

^ Excluding Compulsorily Convertible Debentures and Optionally Convertible Debentures

^^For Ind AS financial reporting purpose it is classified as subsidiary, however for companies act it is considered a joint venture company

Notes:

1. Names of associates or joint ventures which are yet to commence operations: NA

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN : 00270175

Lalit Jain
Chief Financial Officer

Sandeep Garg
Managing Director
DIN : 00036419

Nidhi Tanna
Company Secretary
ACS - 30465

Place: Mumbai
Date: May 19, 2023

FORM NO MR-3 SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Welspun Enterprises Limited
CIN: L45201GJ1994PLC023920
Welspun City, Village Versamedi,
Taluka - Anjar, Gujarat - 370 110, IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Welspun Enterprises Limited** ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, (the "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- The Companies Act, 2013 ("the Act") and the rules made there under;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- The Depositories Act, 2018 and the Regulations and Bye-laws framed there under;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial

Borrowings: **Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the Audit period;**

- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act");
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - The Securities and Exchange Board of India (Issue and Listing Of Non-Convertible Securities) Regulations, 2021;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable to the Company during the Audit Period, and**
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other various applicable Acts, Laws, Rules and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) the Secretarial Standards issued by The Institute of Company Secretaries of India (“ICSI”);
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To the best of our knowledge and belief, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- a) During the year under review, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The committee of the Board is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- b) Adequate notice is given to all directors to schedule the Board Meetings and Committee Meetings, agenda and notes on agenda were sent at least seven days in advance or with due consents for shorter notice from the directors and adequate system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the following event/action has taken place having a major bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above;

- The Nomination and Remuneration Committee approved the allotment 2,00,000 equity shares of ₹ 10/- each fully paid-up upon exercise of Employee Stock Option Plan - 2017 (“ESOP Scheme”);

- The Board of Directors had approved investment of 19% equity shares in a newly incorporated Company viz. Welspun Transformation Service Limited (“WTSL”) amounting to ₹ 57 Lakhs;
- The Company had incorporated and promoted a Private Limited Company with the name of Welspun EDAC JV Private Limited;
- The Company had appointed Mr. Ajay Hans (DIN 00391261) as the Managing Director & Chief Executive Officer of the Company w.e.f. April 1, 2022 vide special resolution by Postal ballot on June 28, 2022;
- The Company had approved Divestment by way of sale, transfer or disposal of the Company’s securities holding i.e. 100% in (i) Welspun Delhi Meerut Expressway Private Limited; (ii) MBL (CGRG) Road Limited; (iii) MBL (GSY) Road Limited; (iv) Chikhali-Tarsod Highways Private Limited; (v) Welspun Road Infra Private Limited; and (vi) 49% in Welspun Infrafacility Private Limited [“specified subsidiaries / associates of the Company formed in the nature of Special Purpose Vehicles (SPVs)] to Actis Highway Infra Limited or its affiliates (“Actis”) vide special resolution by Postal ballot on July 27, 2022;
- Mr. Ajay Hans, Managing Director and Chief Executive Officer of the Company resigned from the Board w.e.f. August 08, 2022;
- The Company had declared and paid the final dividend of ₹ 1.50/- per Equity Shares (i.e. @15%) for the Financial Year ended March 31, 2022;
- The Company had appointed Mr. Sandeep Garg (DIN 00036419) as the Managing Director of the Company w.e.f. August 8, 2022 to May 31 2025 vide special resolution passed by the Members at 28th Annual General Meeting (“28th AGM”) held on August 29, 2022;
- The Company had approved issue of securities including but not limited to secured/ unsecured, redeemable, Non-Convertible Debentures and/ or Commercial Papers of an amount upto ₹ 900 crore (Rupees Nine Hundred Crore only), to be issued on Private Placement basis vide special resolution passed by the Members at 28th AGM held on August 29, 2022;
- The Company had approved Welspun Enterprises Employee Benefit Scheme - 2022 (“Scheme”), for the benefit of Employees and Directors of the Company it’s Group Company(ies) including Subsidiary Company(ies) or its Associate Company(ies) as per the said scheme, vide

special resolution passed by the Members at 28th AGM held on August 29, 2022;

- The Company had approved Welspun Enterprises Employee Welfare Trust (“The Trust”) for the Acquisition of Equity Shares by way of secondary acquisition under Welspun Enterprises Employee Benefit Scheme - 2022 vide special resolution passed by the Members at 28th AGM held on August 29, 2022;
- The members of the Company, vide Special Resolution passed at the 28th AGM held on August 29, 2022, had approved provision of money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of employees under Welspun Enterprises Employee Benefit Scheme - 2022;
- The Company had acquired 51% stake of Corbello Trading Private Limited (“Corbello”) from Vishvaraj Environment Private Limited (co-venturer), thereby becoming 100% owner of Corbello;
- For a total consideration of ₹ 15.77 crores, the Company through exercise of call option has acquired from MBL Projects Limited (co-venturer) and MBL Infrastructure Limited (co-venturer) 50.90% and 0.10% stake respectively of RGY Roads Private Limited, the holding company of MBL (CGRG) Limited (“CGRG”) and MBL (GSY) Limited (“GSY”), thereby becoming 100% owner of RGY Roads Private Limited;
- The Board of Directors of the Company at its meeting held on November 14, 2022 had approved the Scheme of Amalgamation of DME Infra Private Limited (‘the Transferor Company 1’) and Welspun-Kaveri Infraprojects JV Private Limited (‘the Transferor Company 2’) and Welspun Infraconstruct Private Limited (‘the Transferor Company 3’) and Corbello Trading Private Limited (‘the Transferor Company 4’) and RGY Roads Private Limited (‘the Transferor Company 5’) with Welspun Enterprises Limited (‘the Transferee Company’) and their respective shareholders (‘Scheme of Amalgamation’) subject to the requisite approvals and sanction of the jurisdictional bench of National Company Law Tribunal (‘NCLT’) and subject to the approval of shareholders and / or creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT;
- The Board of Directors of the Company at

its meeting held on December 30, 2022 had withdrawn the Scheme of Amalgamation due to buy-back of equity shares subject to fresh approval after the completion of said buy-back;

- The Company had declared and paid one-time Special Dividend of ₹ 7.50/- per Equity Shares (i.e. @75%) for the Financial Year 2022-23;
- The Company had approved the buy-back upto 1,17,50,000 (One Crore Seventeen Lakhs Fifty Thousand) fully paid-up equity shares of the Company of face value of ₹10/- (Rupees Ten only) each at a price of ₹200/- (Rupees Two Hundred only) per equity share (the “Buy-back”) vide special resolution passed by the members at the extra Ordinary General Meeting of the Company held on January 24, 2023;
- The Board of Directors of the Company had approved the voluntary liquidation of Welspun Natural Resources Private Limited (‘WNRPL’), a wholly owned subsidiary of the Company;
- The Company had acquired 100% stake of Welspun New Energy Limited (‘WNEL’) (formerly known as Yeona Renewable Energy Limited), a promoter group company, at the fair value of ₹ 1 Lakh (Rupees One Lakh Only);

We further report that during the audit period, the Company has co-operated with us and have produced before us all the required forms information, clarifications, returns and other documents as required for the purpose of our audit.

For MIHEN HALANI & ASSOCIATES
Practicing Company Secretaries

Mihen Halani
(Proprietor)

CP No: 12015

FCS No:9926

Place: Mumbai

Date: May 19, 2023

UDIN: FO09926E000338430

Note: This report is to be read with our letter of even date which is annexed as “Annexure A” herewith and forms as integral part of this report.

Annexure A

To,
The Members,
Welspun Enterprises Limited
CIN: L45201GJ1994PLC023920
Welspun City, Village Versamedi,
Taluka - Anjar, Gujarat - 370 110, IN

Our report of even date is to be read along with this letter.

- Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

- Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
- The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MIHEN HALANI & ASSOCIATES
Practicing Company Secretaries

Mihen Halani
(Proprietor)
CP No: 12015
FCS No: 9926
UDIN: F009926E000338430
Place: Mumbai
Date: May 19, 2023

Annexure - 3

CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

a) A brief outline of the Company's CSR Policy.

The Company is not only committed to complying with regulations relating to Corporate Social Responsibility but also aims at creating Corporate Social value. The CSR vision is enshrined in the 3E's i.e.: (i) Education; (ii) Empowerment of women; and (iii) Environment and Health.

These 3E's are implemented through:

- The programs organized by a trust, Welspun Foundation for Health and Knowledge created by the group;
- Tie-ups with Non-Governmental Organizations / Developmental Agencies / Institutions; and
- Facilitating Government initiatives.

During the year under review, the Board of Directors modified the Company's CSR Policy by way of linking the Company's CSR programs with the Sustainable Development agenda adopted by the UN; clearly defined activities and goals - ongoing/ long-term; provisions related to excess contribution & set-off, capital assets governance structure & responsibilities.

b) The Composition of the ESG & CSR Committee (Erstwhile Corporate Social Responsibility Committee).

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. Aruna Sharma	Chairperson/ Independent Director	2	2
2	Mr. Mohan Tandon	Member/ Independent Director	2	2
3	Ms. Dipali Goenka	Member/ Non-independent Director	2	0
4	Mr. Sandeep Garg [@]	Member/ Managing Director	1	1
5	Mr. Ajay Hans [^]	Member/ Managing Director and CEO	1	1

[@] inducted as member w.e.f. 08-08-2022

[^] ceased to be a member w.e.f. 08-08-2022

Ms. Nidhi Tanna - Company Secretary acts as the Secretary to the Committee.

With a view to further strengthen its commitment and enhance Board's oversight over ESG matters, the Board of Directors expanded the scope of the 'Corporate Social Responsibility ("CSR") Committee' to include Environmental, Social & Governance ("ESG") matters and renamed the CSR Committee as 'ESG & CSR Committee'.

The role of the ESG & CSR Committee shall be to assist the Board in fulfilling its oversight responsibilities on the matters relating to Environmental, Social & Governance factors (including matters related to CSR). The Board has approved the charter of ESG & CSR Committee to ensure full achievement of the purpose.

The Committee Charter is hosted on the website of the Company at "<https://www.welspunenterprises.com>" under the tab - "Investors - Policies".

c) Provide the web-link where Composition of ESG & CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company- "<http://www.welspunenterprises.com>" under the tab "Investors-Policies".

The Company's CSR Policy is disclosed on the website of the Company, a web-link of which is as under: "<http://www.welspunenterprises.com>" under the tab "Investors - Policies"

d) Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) - Not applicable.

e) Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required to be set-off for the financial year, if any.

Sr. No.	Financial Year	Amount available for set-off from preceding financial year (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not applicable			
Total			

Average net profit / (loss) of the Company as per Section 135(5): ₹ 158.89 Crore

f) (a) Two per cent of average net profit of the Company as per Section 135(5): ₹ 3.18 Crore.

(b) Surplus arising out of the CSR Projects or programs or activities of the previous financial years - N.A , however there was unspent CSR expenditure amounting to ₹ 1.28 Crore.

(c) Amount required to be set-off for the financial year, if any - N/A.

(d) Total CSR Obligation for the financial year (7a+7b-7c) = ₹ 4.46 Crore.

g) (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (In ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
₹ 4,45,88,805/-	NA	NA	-	-	-

(b) Detail of CSR amount spent against Ongoing Projects for the financial year:

1	2	3	4	5	6	7	8	9	10	11	12	
Sr. no. Project	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the Project	Project Duration (years)	Amount Allocated for the Project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6) (in ₹)	Mode of implementation- Direct (Yes/No)	Mode of implementation- through implementing agency	Name	CSR Registration Number
1	W01 Wel-Shiksha	Promoting Education	Yes	Gujarat, Madhya Pradesh, Karnataka, Telangana	3	70,00,000	71,79,053	0	NO			
2	W02 Wel-Netrutva - Health	Promoting Healthcare	Yes	Gujarat, Madhya Pradesh, Karnataka, Telangana	3	60,00,000	61,36,677	0				
3	W03 Wel-Netrutva - Livelihood	Empowerment of women and socially backward	Yes	Gujarat, Madhya Pradesh, Karnataka, Telangana	3	1,90,00,000	1,93,51,570	0				
4	W04 Welspun Super Sport Women	Empowerment of Women	Yes	Gujarat, Punjab, Tamil Nadu, Madhya Pradesh, Goa, Delhi, Andhra Pradesh, Maharashtra, Jammu & Kashmir, West Bengal, Haryana, Arunachal Pradesh, Uttarakhand, Chennai	3	57,00,000	57,04,626	0			Welspun Foundation for Health and Knowledge	CSR0001502

1	2	3	4	5	6	7	8	9	10	11	12
Sr. no.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the Project	Project Duration (years)	Amount Allocated for the Project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6) (in ₹)	Mode of implementation- Direct (Yes/No)	Mode of implementation- through implementing agency	CSR Registration Number
5	W07 Wel-Vriksha	Ensuring Environmental Sustainability	Yes	Gujarat, Madhya Pradesh, Karnataka, Telangana	3	0	5,415	0			
6	W11 Institutional Support	Improvement of socially backward	Yes	Gujarat, MP, Karnataka, Telangana	3	30,00,000	25,52,190	0		Welspun Foundation for Health and Knowledge	CSR0001502
7	W09 We-Volunteer	Development of Art and Culture		Gujarat, Madhya Pradesh, Delhi, Karnataka, Telangana	3	5,00,000	4,82,298	0			
8	W05 Wel-Suraksha	Ensuring Road Safety		Delhi	3	25,00,000	26,89,290	0			
							4,41,01,119				

(c) Detail of CSR amount spent against other than ongoing Projects for the financial year:

Sr. no.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the Project		Amount spent for the project (in ₹ Lakh)	Mode of implementation- Direct (Yes/No)	Mode of implementation- through implementing agency	
				State	District			Name	CSR Registration Number
Nil									
Total									

(d) Amount spent in Administrative Overheads: ₹ 0.05 Crore

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 4.46 Crore

(g) Excess amount for set-off, if any - Not applicable

Sr. No.	Particulars	Amount (₹ in Crore)
(i)	Two Percent of average net profits of the Company as per Section 135(5)	3.18
(ii)	Total amount spent for the Financial Year	4.46
(iii)	Excess amount spent for the Financial Year [(ii-i)]	Nil
(iv)	Surplus arising out of the CSR Projects or programs or activities of the previous financial year, if any.	Nil
(v)	Amount available for set-off in succeeding financial years [iii-iv]	Nil

h) (a) Details of Unspent CSR Amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount Transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount Unspent for the reporting Financial Year (in ₹)	Amount Transferred to any fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of Transfer	
Nil							
Total				Nil			

(b) Details of CSR Amount spent in the financial year for ongoing projects of the preceding financial year(s):

1	2	3	4	5	6	7	8	9
Sr. No.	Project ID	Name of the Project	Financial Year in which the Project was Commenced	Project Duration	Total Amount Allocated for the project (in ₹)	Amount spent on the Project in the reporting financial year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the Project - Completed/ Ongoing
1	W01 Wel-Shiksha	Promoting Education	2020-21	3	70,00,000	71,79,053	71,79,053	Ongoing
2	W02 Wel-Netrutva - Health	Promoting Healthcare	2020-21	3	60,00,000	61,36,677	1,38,71,677	Ongoing
3	W03 Wel-Netrutva - Livelihood	Empowerment of women and socially backward	2020-21	3	1,90,00,000	1,93,51,570	2,82,94,570	Ongoing

1	2	3	4	5	6	7	8	9
Sr. No.	Project ID	Name of the Project	Financial Year in which the Project was Commenced	Project Duration	Total Amount Allocated for the project (in ₹)	Amount spent on the Project in the reporting financial year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the Project - Completed/ Ongoing
4	W04	Empowerment of Women	2022-23	3	57,00,000	57,04,626	2,45,09,626	Ongoing
5	W07 Wel-Vriksha	Ensuring Environmental Sustainability	2020-21	3	-	5,415	50,05,415	Ongoing
6	W08	Disaster Relief - Covid-19	2020-21	3	-	-	1,07,22,000	Ongoing
7	W11	Improvement of socially backward	2021-22	3	30,00,000	25,52,190	25,52,000	Ongoing
8	W09 We-Volunteer	Development of Art and Culture	2021-22	3	5,00,000	4,82,298	4,82,298	Ongoing
9	W12 Rural Livelihood	Livelihood Enhancement project	2020-21	3	-	-	43,62,000	Ongoing
10	W05 Wel-Suraksha	Ensuring Road Safety	2021-22	3	25,00,000	26,89,290	43,85,290	Ongoing
11	W10 Admin	Admin Expenses	-	-	9,00,000	4,87,686	25,48,000	Ongoing
					4,46,00,000	4,45,88,805	10,39,11,929	

i) In case of creation or acquisition of capital assets, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year.

Asset-wise Detail

Asset	Date of Creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset	Detail of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
Not Applicable				

j) Specify the reason(s), if the Company has failed to spend two per cent of the average net profits as per Section 135(5) : Not Applicable

For and on Behalf of the Board

Sandeep Garg
Managing Director
DIN : 00036419

Aruna Sharma
Chairman of the ESG & CSR Committee
DIN : 06515361

Date: August 01, 2023
Place: Mumbai

Corporate Governance Report

I. PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors of the Company acts as trustee and assumes fiduciary responsibility of protecting the interests of the Company, its members and other stakeholders. The Board supports the broad principles of Corporate Governance. In order to attain the highest level of good Corporate Governance practice, Board lays strong emphasis on transparency, accountability and integrity.

II. BOARD OF DIRECTORS

The composition of the Board of your Company is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Chairman of your Company is a Promoter and Executive Director and the number of Non-Executive and Independent Directors are more than half of the total number of Directors.

The Company's Board comprises of the required blend of executive and non-executive Directors with considerable experience and expertise in diverse fields such as such as finance, accounts, infrastructure development, experience and exposure in policy shaping & Industry advocacy, ESG, general management and business strategy etc. Except the Chairman and the independent directors, all other directors are liable to retire by rotation as per the provisions of the Companies Act, 2013 ("Companies Act").

None of the Director is a Director (including any alternate directorships) in more than 10 public limited companies (as specified in section 165 of the Companies Act, 2013) and Director in more than 7 equity listed entities or acts as an Independent Director in more than 7 equity listed entities or 3 equity listed entities in case he/she serves as a Whole-time Director/ Managing Director in any listed entity (as specified in Regulation 17A of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/ she is a Director.

The maximum tenure of Independent Directors is in compliance with the Companies Act and the Listing Regulations. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act. The Independent Directors provide an annual confirmation that they meet the criteria of Independence. Based on the confirmations/ declarations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified in the Listing Regulations and are Independent of the Management. Further, there is no relationship between the directors' inter-se, except between Mr. Balkrishan Goenka and Ms. Dipali Goenka, who are spouse of each other.

➤ The name and categories of Directors, DIN, the number of Directorships, Committee positions held by them in the companies and other details are given hereafter.

Name of the Director(s)	Age (completed years)	Category	Attendance at the Last AGM	No. of other Directorship (as last declared to the Company)			No. of Committee Position held including other Companies (as last declared to the Company)*	Number of Shares in the Company
				Pub.	Pvt.	Other Body Corporate		
1 Mr. Balkrishan Goenka	56	C,P,E	Yes	8	1	3	-	84
2 Dr. Anoop Kumar Mittal	63	NE, I	Yes	5	3	-	2M	-
3 Dr. Aruna Sharma	64	NE, I	Yes	2	3	-	1C; 3M	-
4 Ms. Dipali Goenka	53	P, NE, NI	Yes	8	4	1	1C; 2M	-
5 Mr. Mohan Tandon	81	NE, I	Yes	1	-	-	1C; 2M	-

Name of the Director(s)	Age (completed years)	Category	Attendance at the Last AGM	No. of other Directorship (as last declared to the Company)			No. of Committee Position held including other Companies (as last declared to the Company)*	Number of Shares in the Company
				Pub.	Pvt.	Other Body Corporate		
6 Mr. Raghav Chandra	64	NE, I	No	2	3	-	3C; 3M	-
7 Mr. Rajesh Mandawewala	61	P, NE, NI	Yes	9	6	1	1M	120
8 *Mr. Sandeep Garg	63	E, NI	Yes	3	-	-	-	25,98,965
9 Mr. Sudhir Mital	69	NE, I	Yes	2	-	-	-	-
10 ^Mr. Ajay Hans	-	E, NI	N.A.	N.A	N.A	N.A	N.A	-

Average age of the Board members - ~ 63.77 years.

Notes:

Appointed as director w.e.f August 08, 2022.

^ Ceased to be a director w.e.f. August 08, 2022 and hence detail of other directorship and committee membership are not given.

* Chairmanship/membership of the Audit Committee and the Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee alone considered in both listed and unlisted companies.

Abbreviations: C = Chairman; P = Promoter/Promoter Group; E = Executive Director; NE = Non-Executive Director; I = Independent Non-Executive and M = Member.

9 Meetings of the Board of Directors were held during the financial year 2022-23. The attendance of the Directors at these Meetings held during the year, was as under:

Name of Director(s)	Category	Board Meetings dates and Mode									Held during the tenure	Attend- ed	% of Attende- ance
		1	2	3	4	5	6	7	8	9			
		12/05/2022 (Physical)	01/06/2022 (Virtual)	08/06/2022 (Virtual)	28/07/2022 (Physical)	26/09/2022 (Virtual)	14/11/2022 (Physical)	30/12/2022 (Virtual)	18/01/2023 (Virtual)	31/01/2023 (Physical)			
Mr. Balkrishan Goenka	C,PE			L		L			L		9	6	66.66
Dr. Anoop Kumar Mittal	NE, I										9	9	100
Dr. Aruna Sharma	NE, I										9	9	100
Ms. Dipali Goenka	P, NE, NI		L	L	L		L	L			9	4	44.44
Mr. Mohan Tandon	NE, I										9	9	100
Mr. Raghav Chandra	NE, I										9	9	100
Mr. Rajesh R. Mandawewala	P, NE, NI		L	L		L				L	9	5	55.56
*Mr. Sandeep Garg	E, NI	N.A	N.A	N.A	N.A						5	5	100
Mr. Sudhir Mital	NE, I										9	9	100
^Mr. Ajay Hans	E, NI					N.A	N.A	N.A	N.A	N.A	4	4	100

Present L - Leave of absence

* Appointed as director w.e.f August 08, 2022

^ Resigned w.e.f. August 08, 2022

In addition to the above, a meeting of the Independent Directors was held on March 23, 2023 pursuant to Section 149(8) read with Schedule V and other applicable provisions of the Companies Act and Regulation 25(3) of the Listing Regulations. The said meeting was attended by Mr. Mohan Tandon, Dr. Aruna Sharma, Mr. Raghav Chandra, Dr. Anoop Kumar Mittal and Mr. Sudhir Mital.

Mr. Mohan Tandon has been designated as the Lead Independent Director.

No Independent Director has resigned before expiry of his/her tenure.

➤ **Names of the listed entities where the person is a director and the category of directorship:**

Sr. No.	Name of the Director	Name of the other listed entities where the person is a director	Category of Directorship
1	Mr. Balkrishan Goenka	Welspun India Limited Welspun Corp Limited Welspun Specialty Solutions Limited (Formerly known as RMG Alloy Steel Limited)	Chairman - Non - Executive Chairman - Non - Executive Chairman - Non - Executive
2	Dr. Aruna Sharma	3i Infotech Limited	Non-Executive - Independent Director
3	Mr. Mohan Tandon	AYM Syntex Limited	Non-Executive - Independent Director
4	Mr. Raghav Chandra	Vardhman Special Steels Limited J. Kumar Infraprojects Limited	Non-Executive -Independent Director Non-Executive -Independent Director
5	Mr. Rajesh Mandawewala	Welspun India Limited Welspun Corp Limited AYM Syntex Limited	Executive Vice Chairman Non - Executive Director Chairman - Non Executive Director
6	Mr. Sandeep Garg	-	-
7	Ms. Dipali Goenka	New Delhi Television Limited Welspun India Limited Welspun Corp Limited	Non-Executive - Independent Director CEO & Managing Director, Executive Director Non-Executive Director
8	Dr. Anoop Kumar Mittal	Berger Paints India Limited	Non-Executive - Independent Director
9	Mr. Sudhir Mital	Hindalco Industries Limited Jaiprakash Ventures Limited	Non-Executive - Independent Director Non-Executive - Independent Director

➤ **Key Board qualifications, expertise and attributes:**

The Board of the Company is comprised of qualified members who bring in the required skills, competencies and expertise that allow them to make effective contribution to the Board and its Committees. The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance. The Board has identified core skills, expertise, competencies, as given below, required for the Company's business to enable the Company to function effectively and all of these core skills, expertise, competencies are available with the Board.

- Industry Knowledge and Experience - Infrastructure Development
- Experience and Exposure in policy shaping and industry advocacy
- Strategy & Business Management
- Finance & Accounts
- ESG
- Brand Building

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board qualifications

Name of Director	Industry Knowledge and Experience - Infrastructure Development	Experience and Exposure in policy shaping and industry advocacy	Strategy & Business Management	Finance & Accounts	ESG	Brand Building
Mr. Balkrishan Goenka - Chairman, Executive Director	✓	✓	✓	✓	✓	✓
Dr. Aruna Sharma - Independent Director	-	✓	✓	✓	✓	-
Mr. Mohan Tandon - Independent Director	✓	-	✓	✓	✓	-
Mr. Raghav Chandra - Independent Director	✓	✓	✓	✓	-	-
Mr. Rajesh Mandawewala - Non - Executive Director	✓	-	✓	✓	✓	✓
Mr. Sandeep Garg - Managing Director	✓	✓	✓	✓	✓	✓
Ms. Dipali Goenka - Non Executive Director	-	✓	✓	✓	✓	✓
Dr. Anoop Kumar Mittal - Independent Director	✓	-	✓	✓	✓	-
Mr. Sudhir Mital - Independent Director	-	✓	✓	✓	✓	-

- The detailed charter of the Board and the policy on Company's familiarization program (for independent directors) are available on the website of the Company at <https://www.welspunenterprises.com/policies.php> under the tab "Investors - Policies".

III. AUDIT COMMITTEE

The Committee comprises of 3 non-executive directors. All the member and the Chairman are independent. The composition of the Committee and attendance of the members is given hereunder:

Name of the Member	Chairman/ Member	Meeting dates and Mode during the year 2022-23				Held during the tenure	Attended	% of Attendance
		1	2	3	4			
		May 12, 2022 (Physical)	July 28, 2022 (Physical)	November 14, 2022 (Physical)	January 31, 2023 (Physical)			
Mr. Mohan Tandon	Chairman					4	4	100
Dr. Aruna Sharma	Member					4	4	100
Mr. Raghav Chandra	Member					4	4	100

Present

The Company Secretary of the Company, Ms. Nidhi Tanna acts as the Secretary to the Committee.

During the year there were no cases where the Board had not accepted any recommendation of the Audit Committee.

Terms of Reference: The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act.

The meetings of the Committee are facilitated by the Chief Financial Officer/Interim Chief Financial Officer of the Company. The Committee also invites other Independent Directors who are not members of the committee to attend Meetings of the Committee as per their convenience. At the invitation of the Company, representatives from various functions of the Company, Internal Auditors, Cost Auditors, Statutory Auditors also attended the Audit Committee meetings to respond to queries raised at the Committee meetings.

The statutory auditors and internal auditors meet the Audit Committee without the presence of Company's executives on quarterly basis.

The detailed charter of the Audit Committee is available on the website of the Company at <https://www.welspunenterprises.com/policies.php> under the tab "Investors - Policies".

IV. NOMINATION AND REMUNERATION COMMITTEE

The Committee comprises of 3 non-executive directors. All the member and the Chairman are independent. The composition of the Committee and attendance of the members for meetings held during the financial year 2022-23 is given hereunder:

Name of the Member	Chairman / Member	Meeting dates and Mode of Meeting								Held during the tenure	At- tended	% of Atten- dance
		1	2	3	4	5	6	7	8			
		May 11, 2022 (Virtual)	July 07, 2022 (Virtual)	July 28, 2022 (Physical)	September 02, 2022 (Virtual)	November 14, 2022 (Physical)	January 09, 2023 (Virtual)	January 31, 2023 (Physical)	March 10, 2023 (Virtual)			
Mr. Mohan Tandon	Chairman									8	8	100
Mr. Raghav Chandra	Member									8	8	100
Dr. Anoop Kumar Mittal	Member									8	8	100

Present

The Company Secretary of the Company, Ms. Nidhi Tanna acts as the Secretary of the Committee.

Terms of reference: The Committee has been vested with authority to oversee the Company's nomination process for the Directors, KMP and senior management and identify, screen and review individuals qualified to serve as Directors, KMP and senior management and to develop and recommend policies with respect to composition of the Board commensurate with respect to their competencies, qualifications, experience, track record, integrity the size, nature of the business and operations of the Company.

The Committee further approves the adequacy of the remuneration plans, policies, and succession plans for Company's Executive Directors, KMP and Senior Management.

The Committee also administers the Company's Employee Stock Option Schemes formulated from time to time and take appropriate decisions in terms of the concerned Scheme(s).

The terms of reference of this Committee are aligned with the Listing Regulations and the Act.

In addition to above committee also carries out evaluation of the Company, its Board and Committees of the Board.

The Nomination and Remuneration Policy of the Company is given hereunder :

The Company follows the Nomination and Remuneration Policy for appointment of, payment of remuneration to, and performance evaluation of directors, key managerial personnel and senior management personnel which, inter alia, sets out the criteria for performance evaluation of independent directors. The salient features of the policy are as under:

- The Nomination and Remuneration (NRC) Committee shall be constituted from amongst the directors serving on the Board of Directors of the Company to recommend appointment of, payment of remuneration to and performance evaluation of directors, Key Managerial Personnel and Senior Management officials, to the Board of Directors.

- While appointing any person as director, important aspects like business of the Company; strength, weakness, opportunity and threats to Company's business; existing composition of the board of directors; diversity in background of existing directors; background; skills; expertise and qualification possessed by persons being considered and specific requirements under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws as to composition of the Board shall be taken into consideration.
- While identifying persons who may be appointed as independent directors, their qualifications and suitability shall be reviewed to ensure that such candidates will be able to function as directors 'Independently' and avoid any conflict of interest, obligations, pressure from other Board members, KMPs, senior management and other persons associated with the Company.
- While recommending appointment of any candidate as Key Managerial Personnel or as a part of senior management, factors such as expectations of the role of the position being considered, qualification, skill, expertise, background, human qualities such as abilities to perform as a part of a team, emotional quotient, etc. shall be taken into consideration.
- The NRC Committee shall recommend remuneration payable to directors, Key Managerial Personnel and senior management personnel taking into consideration top industry indicators, requirements of role, qualification and experience of candidate, expected contribution of executive to the profitability challenges specific to the Company and such other matters as the Committee may deem fit.
- The NRC Committee shall further co-ordinate the process of evaluation of performance of directors (including Independent Directors), various committees of the Board and the Board as required under section 178 of the Companies Act, 2013.

The detailed Charter of the Committee and the Company's Nomination and Remuneration Policy as required under Section 178(3) of the Companies Act are available on the website of the Company at "<https://www.welspunenterprises.com/policies.php>" under the tab "Investors - Policies".

During the year there were no cases where the Board had not accepted any recommendation of the Nomination and Remuneration Committee.

V. REMUNERATION OF DIRECTORS AND TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART

Refer point no. 18 & 6 of the Directors' Report.

VI. SHARE TRANSFER, INVESTORS' GRIEVANCE AND STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee comprises of 3 non-executive directors. All the member and the Chairman are independent. The composition of the Committee and attendance of the members for meetings held during the financial year 2022-23 is given hereunder:

Name of the Member	Chairman / Member	Meeting date and Mode of Meeting (Virtual)	Held during the tenure	Attended	% of Attendance
		1 March 23, 2023			
Dr. Aruna Sharma	Chairperson		1	1	100
Mr. Mohan Tandon	Member		1	1	100
Mr. Raghav Chandra	Member		1	1	100

Present

The Company Secretary of the Company, Ms. Nidhi Tanna acts as the Secretary of the Committee.

Apart from the Meeting(s), urgent businesses (including approvals for issue of duplicate Share Certificates) were transacted through Circular Resolution(s). Subsequently, those Resolution(s) were noted in the Meeting held after the date on which the Circular Resolution(s) was/were passed by the Committee.

Terms of reference: The Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee is in accordance with the Section 178 of the Companies Act and the Regulation 20 of the Listing Regulations among others, resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.; review of measures taken for effective exercise of voting rights by shareholders; review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; oversee and review all matters connected with the transfer of the Company's securities (physical and/or demat), non-receipt of annual report, non-receipt of declared dividend, etc.; approve issue of the Company's duplicate share / debenture certificates; monitor redressal of investors' / shareholders' / security holders' grievances and review any other related matter, which the Committee may deem fit in the circumstances of the case; oversee the Investor relations function in the Company and suggest appropriate means to strengthen Investor relations of the Company; review process for identification of stakeholder groups; review stakeholder engagement plan - frequency, mode of engagement, purpose of engagement (key topics); oversight on periodic stakeholder engagement and voice of the stakeholders; oversight on the actions planned and taken to factor inputs received from stakeholders (especially on environmental & social topics); evaluate and approve the process for consultation between stakeholders and the Board (especially on economic, environmental, and social topics); carry out any other function as referred by the Board from time to time or enforced by any statutory notification / amendment or modification, as may be applicable; co-ordinate (Consult/ Inform) with other committees of the board while discharging its responsibilities.

Detailed Charter of the Committee is available at <https://www.welspunenterprises.com/policies.php> under the tab "Investors - Policies".

During the year there were no cases where the Board had not accepted any recommendation of the Share Transfer, Investors Grievance and Stakeholder's Relationship Committee.

During the year under review, 2 complaint were received from shareholder(s). Break-up and number of complaints received under different category is given hereunder.

Sr. No	Nature of Complaint	No. of requests received and processed
1	Non-receipt of share certificate(s) - Transfer	1
2	Non-receipt of rejected DRF	0
3	SEBI	0
4	Non Receipt of Dividend	1
Total		2

All complaints during the year under report were resolved within the stipulated time to the satisfaction of the investors/ shareholders and no complaints were pending as on March 31, 2023.

VII. RISK MANAGEMENT COMMITTEE

The Company has constituted the Risk Management Committee consisting of Executive and Non - Executive Directors.

The composition of the Committee as on the date of this report and attendance of the members for meetings held during the financial year 2022-23 is given hereunder:

Name of the Member	Chairman / Member	Meeting date and Mode of Meeting				Held during the tenure	Attended	% of Attendance
		1	2	3	4			
		May 11, 2022 (Virtual)	July 28, 2022 (Physical)	November 14, 2022 (Physical)	January 31, 2023 (Physical)			
Mr. Raghav Chandra	Chairman					4	4	100
Dr. Anoop Kumar Mittal	Member					4	4	100
@Mr. Sandeep Garg	Member	N.A	N.A			2	2	100
^ Mr. Ajay Hans	Member			N.A	N.A	2	2	100

Present

@ inducted as member w.e.f. August 08, 2022

^ ceased to be a member w.e.f. August 08, 2022

The Company Secretary of the Company, Ms. Nidhi Tanna acts as the Secretary of the Committee.

Terms of reference: The objectives and scope of the Committee broadly comprises, inter alia, to formulate a detailed risk management policy which shall include: (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee, (b) Measures for risk mitigation including systems and processes for internal control of identified risks, (c) Business continuity plan; To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company; To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems; To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity; to keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Detailed Charter of the Committee is available at <https://www.welspunenterprises.com/policies.php> under the tab "Investors - Policies".

During the year there were no cases where the Board had not accepted any recommendation of the Risk Management Committee.

VIII. ENVIRONMENT, SOCIAL AND GOVERNANCE & CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (ESG & CSR COMMITTEE)

The Company is not only committed to complying with regulations relating to Corporate Social Responsibility but also aims at creating Corporate Social value. The CSR vision is enshrined in the 3E's i.e.: (i) Education; (ii) Empowerment of women; and (iii) Environment and Health. The Company's philosophy has always been to practice ethical business and be socially responsible.

There is a strong commitment to a wider all-round social progress, as well as to a sustainable development that balances the needs of the present with those of the future. Our aim is to undertake projects in perfect sync with the Sustainable Development agenda adopted by the UN.

The composition and the terms of reference of the ESG & CSR Committee alongwith the details of the meeting held during the financial year 2022-23 is detailed below:

Name of the Member	Chairman / Member	Meeting dates and Mode of Meeting		Held during the tenure	Attended	% of Attendance
		1	2			
		July 27, 2022 (Virtual)	March 24, 2023 (Virtual)			
Dr. Aruna Sharma	Chairperson			2	2	100
Mr. Mohan Tandon	Member			2	2	100
Ms. Dipali Goenka	Member	L	L	2	0	0
@Mr. Sandeep Garg	Member	N.A		1	1	100
^Mr. Ajay Hans	Member		N.A	1	1	100

Present L - Leave of absence

@ inducted as member w.e.f. August 08, 2022

^ ceased to be a member w.e.f. August 08, 2022

The Company Secretary of the Company, Ms. Nidhi Tanna acts as the Secretary of the Committee.

Terms of reference: The scope of functions of the Committee includes, inter alia, to oversee and recommend to the Board on the Company's policies, strategies and programs related to matters of sustainability and the corporate social responsibility, which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII to the Companies Act; monitor CSR Policy of the Company and recommend the amount of expenditure to be incurred on CSR activities; develop, with executive management, strategy of the Company towards ESG and provide directions to measure and monitor progress; review the Company's stated goals and its performance with respect to ESG matters and monitor the Company's progress towards these measurable goals; periodic review and approval of Company's key ESG Policies and SOPs; Review of the Company's stakeholder engagement plan around material ESG issues identified by the management; review disclosures included in the Company's sustainability report, Business Responsibility Report and CSR report regarding the Company's environmental and social initiatives and metrics; receive periodic updates from management on ESG trends and key initiatives; report to the Board on current and emerging topics relating to ESG Matters; review and evaluate ESG risks and opportunities that may arise in connection with the Company's activities and advise the Board on such risks and opportunities that may materially affect the Company's Enterprise Risk Management (ERM) Program; review and discuss with the management, the Company's internal and external communication strategies and approach with employees, investors, and other stakeholders regarding the Company's position or approach to ESG matters; periodically review and monitor external ESG ratings of the Company; review ESG Governance framework over Supply Chain/ third parties and audit schedule for the Company's specific ESG compliances over third parties; review of ESG related feedback from key Suppliers and Customers.

The detailed Charter of the Committee is available on the website of the Company at <https://www.welspunenterprises.com/policies.php> under the tab "Investors - Policies".

IX. PARTICULARS OF CHANGE IN SENIOR MANAGEMENT PERSONNEL

Please refer to point 18 of Director's Report.

X. GENERAL BODY MEETINGS

- (i) The details of Annual General Meetings held and special resolutions passed in the last three years are given hereunder:

Meeting	Day & Date	Time	Place	Special Resolutions passed
28 th Annual General Meeting	Monday, August 29, 2022	11:30 a.m.	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	<ul style="list-style-type: none"> Appointment of Mr. Sandeep Garg (holding DIN : 00036419) as the Managing Director Approval for Private Placement of Securities up to ₹ 900 Crore Approval of Welspun Enterprises Employee Benefit Scheme - 2022 Approval for grant under Welspun Enterprises Employee Benefit Scheme 2022 to the employees of group company(ies) including subsidiary company(ies) or its associate company(ies), in India or outside India Approval to Welspun Enterprises Employees Welfare Trust for the acquisition of equity shares by way of secondary acquisition under Welspun Enterprises Employee Benefit Scheme - 2022 Approval for provision of money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of employees under Welspun Enterprises Employee Benefit Scheme - 2022
27 th Annual General Meeting	Tuesday, August 31, 2021	4:00 p.m.	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	<ul style="list-style-type: none"> Amending Articles of Association to remove clauses pertaining to Common Seal Authority to raise funds through various modes of issuance of securities
26 th Annual General Meeting	Tuesday, June 30, 2020	11:00 a.m.	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	<ul style="list-style-type: none"> Re-appointment of Mr. Balkrishan Goenka holding (DIN: 00270175) as the Whole Time Director designated as Chairman (Executive) of the Company Authority to raise funds through Private Placement of Debentures Alteration of Articles of Association Authority to raise funds through various modes of issuance of securities

(ii) Extra Ordinary General Meeting -

During the year under review the following resolution was passed in the Extra - Ordinary General Meeting.

Special Resolution for Buyback of 1,17,50,000 (One Crore Seventeen Lakh and Fifty Thousand Only) fully paid up equity shares of the face value of ₹ 10/- (Rupees Ten Only) each at the price of ₹ 200/- (Rupees Two Hundred Only) per equity share.

Date of Extra - Ordinary General Meeting : January 24, 2023

Voting Period : January 21, 2023 to January 23, 2023 and during the meeting on January 24, 2023

Declaration of Voting Result : January 24, 2023

Date of passing of resolution : January 24, 2023

Votes cast in favour (%)	Votes cast against (%)
100.00%	0.00%

Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Company Secretaries, having Membership No. 32176 and CP No.12015, was appointed as the Scrutinizer for conducting process of the voting by electronic means in a fair and transparent manner and the Company has engaged the services of National Securities Depository Limited (NSDL) as the agency for providing e-voting facility.

- (iii) As per Section 110 of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, during the year under review following Resolutions were passed through Postal Ballot.

a) Ordinary resolution passed for Appointment of Mr. Ajay Hans (holding DIN 00391261) as the Director of the Company.

Date of Postal Ballot Notice: May 12, 2022

Voting period: May 30, 2022 to June 28, 2022

Declaration of voting result: June 29, 2022

Date of passing of resolution: June 28, 2022

Votes cast in favour (%)	Votes cast against (%)
99.99	0.01

b) Special Resolution for Appointment of Mr. Ajay Hans (holding DIN 00391261) as the Managing Director & Chief Executive Officer.

Date of Postal Ballot Notice: May 12, 2022

Voting period: May 30, 2022 to June 28, 2022

Declaration of voting result: June 29, 2022

Date of passing of resolution: June 28, 2022

Votes cast in favour (%)	Votes cast against (%)
99.99	0.01

c) Special Resolution for Appointment of Mr. Sudhir Mital (DIN: 08314675) as the Director of the Company.

Date of Postal Ballot Notice: May 12, 2022

Voting period: May 30, 2022 to June 28, 2022

Declaration of voting result: June 29, 2022

Date of passing of resolution: June 28, 2022

Votes cast in favour (%)	Votes cast against (%)
99.99	0.01

d) Special Resolution for Divestment by way of sale, transfer or disposal of the Company's securities holding in specified subsidiaries/ associates of the Company (formed in the nature of Special Purpose Vehicles (SPVs)) to Actis Highway Infra Limited or its affiliates ("Actis").

Date of Postal Ballot Notice: June 08, 2022

Voting period: June 28, 2022 to July 27, 2022

Declaration of voting result: July 28, 2022

Date of passing of resolution: July 27, 2022

Votes cast in favour (%)	Votes cast against (%)
99.40	0.60

Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Company Secretaries, having Membership No. 32176 and CP No.12015, was appointed as the Scrutinizer for conducting process of the Postal Ballot and voting by electronic means in a fair and transparent manner and the Company has engaged the services of National Securities Depository Limited (NSDL) as the agency for providing e-voting facility.

Procedure for postal ballot:

The Postal Ballot was carried out as per the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022.

The votes cast via remote e-voting were unblocked in the presence of two witnesses who were not in the employment of M/s. Mihen Halani & Associates. The results of the postal ballot were declared by hosting it, along with the scrutinizer's report, on the website of the Company and Stock Exchanges. The Chairman considered, approved and signed the minutes thereafter.

XI. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent out to the Stock Exchanges within 30 minutes after they are approved by the Board. The Company publish its un-audited/audited financial results in Kutch Mitra and Kutch Uday (Gujarati edition) and Financial Express (English Edition).

These results are simultaneously hosted on the website of the Company at www.welspunenterprises.com under the tab "Investors - Annual Report/ Financial Results - Quarterly Financial Results". The official press release and the presentations made to institutional investors or to the analyst are also available on the website of the Company www.welspunenterprises.com under the tab Investors - Investor Meet/ Investor Presentation.

XII. GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting:** Friday, September 22, 2023 at 4.00 p.m. Meeting to be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). Deemed venue for the meeting shall be the Registered Office of the Company.
- b) **Financial Year:** of the Company is April 1 of a year to March 31 of the following year.
- c) **Date of Book Closure:** Saturday, July 01, 2023 to Monday, July 03, 2023
- d) **Dividend Payment date:** On or after September 22, 2023
- e) **Listing on Stock Exchanges:**

The Equity Shares of the Company are listed on:

Sr. No.	Name of Stock Exchange	Address of Stock Exchange	Stock code/ symbol for equity shares	Whether Annual Listing Fee paid for FY 2023-24	Whether share suspended from trading during FY 2022-23
1	National Stock Exchange of India Ltd. (NSE)	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051	WELENT; Series: EQ	Yes	No
2	BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	532553	Yes	No

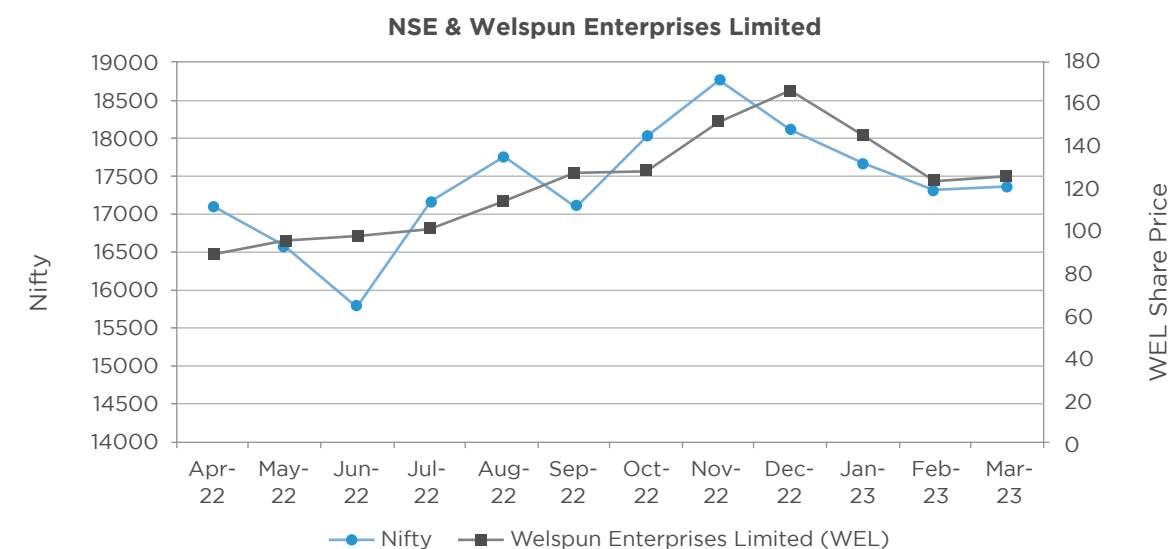
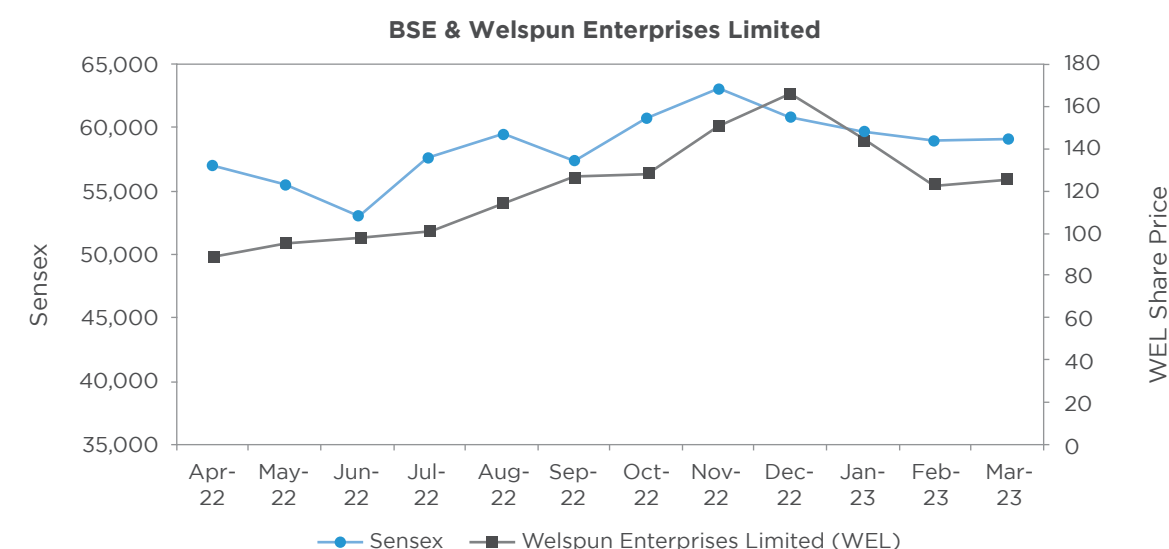
Note: ISIN No. (For dematerialized shares): INE625G01013

- f) **Company's Market price data, high and low during each month in FY 2022-23 on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) are as under :**

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-22	93.75	72.60	90.25	88.00
May-22	98.10	69.00	96.85	95.00
Jun-22	109.50	82.30	99.30	95.80
Jul-22	102.85	93.05	102.90	99.55
Aug-22	118.00	101.10	116.00	112.00
Sep-22	144.70	112.75	128.90	125.00
Oct-22	131.75	119.10	129.40	128.00
Nov-22	159.00	128.70	158.65	150.35
Dec-22	172.20	142.00	171.00	163.50
Jan-23	174.80	136.40	146.55	140.45
Feb-23	152.50	117.35	124.90	117.65
Mar-23	137.40	121.10	128.30	125.20

- g) **Company's performance in comparison to broad-based indices i.e. BSE - Sensex and NSE- Nifty is as under:**

Month	BSE Index (Sensex)	BSE Closing price of (WEL) Share (₹)	NSE (S&P Nifty)	NSE Closing price of (WEL) Share (₹)
Apr-22	57,060.87	88.95	17,102.55	88.95
May-22	55,566.41	95.05	16,584.55	95.00
Jun-22	53,018.94	97.80	15,780.25	97.65
Jul-22	57,570.25	101.00	17,158.25	101.05
Aug-22	59,537.07	113.60	17,759.30	113.55
Sep-22	57,426.92	127.45	17,094.35	127.65
Oct-22	60,746.59	128.00	18,012.20	128.00
Nov-22	63,099.65	150.90	18,758.35	151.00
Dec-22	60,840.74	166.35	18,105.30	166.30
Jan-23	59,549.90	145.10	17,662.15	145.05
Feb-23	58,962.12	122.80	17,303.95	123.05
Mar-23	58,991.52	125.65	17,359.75	125.55



- h) Registrar and Transfer Agent:** The Company has appointed Registrar and Transfer Agent to handle the share/ debenture transfer / transmission work and to resolve the complaints of shareholders/ debentureholders. Name, address and telephone number of Registrar and Transfer Agent is given hereunder:

Link Intime India Private Limited
Unit : Welspun Enterprises Limited,
C-101, 247 Park, L.B. S. Marg,
Vikhroli (West),
Mumbai - 400 083.
Email - rnt.helpdesk@linkintime.co.in
Tele. No.: +91-224918 6270
Fax No. : +91-224918 6060

i) Debentures and Debenture Trustee

The Secured Non-Convertible Debentures issued by the Company were listed on BSE Limited upto June 01, 2023 with the following identification numbers:

Sr. No.	ISIN	BSE Scrip Code	Outstanding Amount (₹ in Crore)
1	INE625G07010	959529	175.00
2	INE625G07028	959560	100.00

Debenture Trustee:

Catalyst Trusteeship Limited
Contact - Mr. Sameer Trikha
Address: Office No. 83-87, 8th Floor, B Wing, Mittal Tower, Nariman Point, Mumbai - 400021
Tel: +91-22-49220555
Fax: +91-22-49220505
Email: dt@ctltrustee.com/compliancectl-mumbai@ctltrustee.com
Website: www.catalysttrustee.com

Share/ Debenture Transfer System: In terms of Regulation 40(1) of the Listing Regulations as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, SEBI has mandated that no share can be transferred by the Company in physical mode. Further, with effect from January, 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/splitting/ consolidation of securities, transmission/transposition of securities. Vide its Circular dated January 25, 2022, SEBI has clarified that listed entities/RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

Accordingly, the Company has stopped accepting any fresh lodgement for transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialize their holding in the Company.

The Board has delegated the authority for approving transfer, transmission, dematerialisation of shares etc. to the Share Transfer, Investor's Grievance and Stakeholder's Relationship Committee.

The Company obtains an annual certificate from Practising Company Secretaries as per the requirement of Regulation 40(9) of Listing Regulations and the same is filed with the Stock Exchanges.

j) Distribution of Shareholding:

Number of Shares	No. of shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares held
Upto - 500	53,891	88.14	48,40,274	3.23
501-1,000	3,227	5.28	25,54,981	1.70
1,001-2,000	2,342	3.83	32,92,397	2.20
2,001-3,000	489	0.80	12,46,392	0.83
3,001-4,000	229	0.37	8,23,924	0.55
4,001-5,000	200	0.33	9,48,886	0.63
5,001-10,000	369	0.60	28,21,822	1.88
10,001 and above	394	0.64	13,34,54,380	88.98
Total	61,141	100.00	14,99,83,056	100.00

- k) De-materialization of shares and liquidity:** As on March 31, 2023, 99.86% equity shares have been dematerialized and have reasonable liquidity on the BSE Limited and the National Stock Exchange of India Limited.

- l) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity:** There are no outstanding GDRs or ADRs or other convertible instruments outstanding as on March 31, 2023. However, the Company has outstanding Employee Stock Options. For relevant disclosure refer to the "Share Capital & Debt Structure & its Listing" section in the "Director's Report".

- m) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments / fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad.**

For relevant disclosure refer to point No. 9(a) of Director's Report.

n) Plant / Project locations of the Company and its subsidiaries:

• **Company**

Sr. No.	Company	Location	State	Nature of Business
1		Mohali	Punjab	
2		Aunta-Simaria	Bihar	
3		Sattanathapuram Nagapattinam	Tamil Nadu & Pondicherry	
4	Welspun Enterprises Limited	Varanasi Aurangabad NH2 Project	Uttar Pradesh & Bihar	Project - EPC
5		Amethi, Jaunpur, Ambedkar Nagar, Bulandshar, Sant Ravi Das Nagar	Uttar Pradesh	
6		Mukarba Chowk Panipat	Delhi to Haryana	
7		Dharavi, Mumbai	Maharashtra	

• **Subsidiaries**

Sr. No	Company	Location	State	Nature of Business	Remark
1	Dewas Waterprojects Works Private Limited	Dewas	Madhya Pradesh	Project-BOT	Completion Certificate received on August 20, 2020. Currently under operation.
2	Welspun Projects (Himmatnagar Bypass) Private Limited (Formerly known as MSK Projects (Himmatnagar Bypass) Private Limited	Himmatnagar	Gujarat	Project-BOT	Project handed over to GSRDC on 09.08.2020
3	Welspun Project (Kim Mandvi Corridor) Private Limited (Formerly known as MSK Projects (Kim Mandvi Corridor) Private Limited)	Kim Mandvi	Gujarat	Project-BOT	Project handed over to GSRDC on 07.04.2018
4	Welspun AuntaSimaria Project Private Ltd	Aunta - Simaria	Bihar	Project-Hybrid Annuity	Under Execution
5	Welspun Sattanathapuram Nagapattinam Road Private Limited	Sattanathapuram Nagapattinam	Tamil Nadu	Project-Hybrid Annuity	Under Execution
6	Welspun EDAC JV Private Limited	Mumbai	Maharashtra	Project-EPC	Under Execution

• **Associate**

Sr. No.	Company	Location	State	Nature of Business	Remark
1	Welspun Infracility Private Limited	Mukarba Chowk Panipat	Haryana Delhi to	Project - DBOT	Receipt of the Provisional Certificate for Commercial Operation ("PCOD-II") dated April 25, 2023 from National Highways Authority of India ("NHAI") w.e.f. March 28, 2023

o) **Disclosure of shares held in suspense account under Clause F of Schedule V of Listing Regulations.**

Aggregate number of shareholders and the outstanding shares in the unclaimed shares account lying at the beginning of the year i.e April 01, 2022		Number of shareholders who approached issuer for transfer of shares from unclaimed shares account during the year		Number of shareholders to whom shares were transferred from unclaimed shares account during the year		Aggregate number of shareholders and the outstanding shares in the unclaimed shares account lying at the end of the year March 31, 2023	
No. of Shares	No. of Holders	No. of Shares	No. of Holders	No. of Shares	No. of Holders	No. of Shares	No. of Holders
31,224	209	Nil	Nil	Nil	Nil	31,224	209

p) **Address for correspondence**

The Company Secretary,
Welspun Enterprises Limited,
Welspun House,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai - 400 013.
Tel: +91-22-66136000; +91-22-24908000,
Fax: +91-22-24908020 /21
e-mail: companysecretary_wel@welspun.com

XIII. OTHER DISCLOSURES

i) **Related Party Transactions**

For materially significant related party transactions, refer Note 54 of Notes to Accounts annexed to the Standalone Financial Statement.

The Company's policy on dealing with Related Party Transactions as required under Regulation 23 of the Listing Regulations is disclosed on the website of the Company at "<https://www.welspunenterprises.com/policies.php>" under the tab "Investors - Policies".

ii) **Details of Establishment of Vigil Mechanism for Directors and Employees and Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has a Whistle Blower Policy and Vigil Mechanism for its directors, employees, vendors, any third parties, suppliers, lenders, customers, business associates, trainee, interns and any others with whom the Company has any financial or commercial dealings, and no persons had been denied access to the Audit Committee Chairman. The Policy provide adequate safeguard against victimization and even the disclosures expressed anonymously may be considered.

A Protected Disclosure can be made in writing by an email or by Post to:

- Third party Ethics Helpline:- 000-800- 919-0236,
- Head-Ethics(WEL):- Postal Address: C/8, BKT House, Kamala Mills Compound, Lower Parel (West), Mumbai, Maharashtra, Email id:- whistleblower_wel@welspun.com
- The Chairman of the Audit Committee:- mohan_tandon@hotmail.com
- By accessing the Company website: - www.welspun.ethicspoint.com

Details of whistle blower mechanism are available on the website of the Company at "<https://www.welspunenterprises.com/policies.php>" under the tab "Investors - Policies".

e) Disclosure of number of complaints filed, disposed of and pending in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as on the end of the financial year under Report are as under:

- a) number of complaints filed during the financial year – Nil
- b) number of complaints disposed of during the financial year – Nil
- c) number of complaints pending as on end of the financial year – Nil

iii) Disclosure pursuant to Regulation 34 (3) of the Listing Regulations.

For disclosures pursuant to Regulation 34(3), refer Note 54 of Notes to Accounts annexed to the Standalone Financial Statement.

iv) Non-Compliance

Except the following there was no non-compliance by the Company and hence no penalty or stricture was imposed / passed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital market, during the last 3 years.

Fines of ₹ 10,000 as per SEBI circular no. SEBI/HO/DDHS/DDHS/CIR/P/2020/231 dated November 13, 2020 and SEBI/HO/DDHS_Div2/P/CIR/2021/699 dated December 29, 2021 was imposed for non-disclosure of record date / delay in submission of record date for Interest payment of Non - Convertible Debentures (ISIN - INE625G07028).

v) Policy for determining 'material' subsidiaries

The Company's policy on determining material subsidiaries as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed on the website of the Company at <https://www.welspunenterprises.com/policies.php> under the tab "Investors - Policies".

vi) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.'

During the year, the Company has not provided any loans and advances in the nature of loans to firms/companies in which directors are interested.

vii) Details of material subsidiaries of the Company; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

As on March 31, 2023, the Company does not have any material Subsidiary.

viii) Details of compliance with Corporate Governance Requirements specified in Listing Regulations.

The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations..

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

The Company is in compliance with mandatory requirements mentioned under Chapter IV of Listing Regulations to the extent applicable and in addition the Company adopted non-mandatory requirement mentioned at (C) – "Modified Opinion(s) in Audit Report", (D) – "Separate posts of chairperson and chief executive officer"; and (E) – "Reporting of Internal Auditor" of Part E of Schedule II to the Listing Regulations.

ix) Disclosure of commodity price risks and commodity hedging activities

The Company enters into contracts with clients with provision for contract price escalation based on CPI and WPI movements. In construction of Hybrid Annuity projects, the escalation received from NHAI / client is passed on to the Company by the SPV, and a similar mechanism is used with subcontractors. In EPC projects, the Company makes adequate provision for escalation in its bidding and contractual terms. It also steps in for procurement of key materials to support its sub-contractors as necessary to mitigate the impact of material price movements.

Please refer para on "Risk and Mitigation" in the Management Discussion and Analysis for other risks.

x) Disclosure of certain types of agreements binding the Company

As on the date of the report there are no agreement entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the company or impose any restriction or create any liability upon the Company.

xi) Code of Conduct for Board and Senior Management

The Company has a Code of Conduct for Board members and senior management personnel. The Code has been put on the Company's website for information of all the members of the Board and management personnel.

All Board members and senior management personnel have affirmed compliance of the same.

A declaration signed by the Managing Director of the Company is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2022-23.

Sandeep Garg
Managing Director
DIN: 00036419

CERTIFICATE OF PRACTICING COMPANY SECRETARY ON CORPORATE GOVERNANCE

To
The Members of
Welspun Enterprises Limited
CIN: L45201GJ1994PLC023920

We have examined the compliance of conditions of Corporate Governance by Welspun Enterprises Limited ("the Company"), for the year ended on March 31, 2023, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations as given to us, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that in respect of investor's grievance received during the year ended March 31 2023, the Registrar and Transfer Agent of the Company have certified that as at March 31, 2023, there were no investors' grievances remaining unattended / pending to the satisfaction of the investor.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For MIHEN HALANI & ASSOCIATES
Practicing Company Secretaries

Date: : 19.05.2023
Place: Mumbai
UDIN: F009926E000338421

Mihen Halani (Proprietor)
CP No: 12015
FCS No: 9926

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V to the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Welspun Enterprises Limited
CIN: L45201GJ1994PLC023920

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Welspun Enterprises Limited bearing CIN - L45201GJ1994PLC023920 and having registered office at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat - 370 110, India (**hereinafter referred to as "the Company"**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal of the Ministry of Corporate Affairs at "www.mca.gov.in") as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of Appointment In Company
1	Mr. Balkrishan Goenka	00270175	Executive Director	27/04/2010
2	Ms. Dipali Goenka	00007199	Non-Executive - Non Independent Director	16/06/2021
3	Mr. Rajesh R. Mandawewala	00007179	Non-Executive - Non Independent Director	06/07/2012
4	Mr. Sandeep Garg	00036419	Managing Director	08/08/2022
5	Ms. Aruna Sharma	06515361	Non-Executive - Independent Director	29/01/2019
6	Mr. Mohan Tandon	00026460	Non-Executive - Independent Director	31/01/2012
7	Mr. Raghav Chandra	00057760	Non-Executive - Independent Director	15/05/2019
8	Mr. Anoop Kumar Mittal	05177010	Non-Executive - Independent Director	16/06/2021
9	Mr. Sudhir Mital	08314675	Non-Executive - Independent Director	12/05/2022

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For MIHEN HALANI & ASSOCIATES
Practicing Company Secretaries

Date: : 19.05.2023
Place: Mumbai
UDIN: F009926E000338419

Mihen Halani (Proprietor)
CP No: 12015
FCS No: 9926

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURE

I. Details of the Listed Entity

1 Corporate Identity Number (CIN) of the Listed Entity	L45201GJ1994PLC023920
2 Name of the Listed Entity	WELSPUN ENTERPRISES LIMITED
3 Year of incorporation	20/12/1994
4 Registered office address	“Welspun City”, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110
5 Corporate address	Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
6 E-mail	companysecretary_wel@welspun.com
7 Telephone	Tel: +91-22-6613 6000
8 Website	www.welspunenterprises.com
9 Financial year for which reporting is being done	1 st April 2022 to 31 st March 2023
10 Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11 Paid-up Capital	₹ 1,49,98,30,560 (31 st March 2023)
12 Contact Person	
Name of the Person	Mr. Sandeep Garg
Telephone	022-66136000
Email address	Company_secretary@welspun.com
13 Reporting Boundary	
Type of Reporting	The reporting boundary covers 5 projects (ASRP, VARP, SNRP, MCPRP and UPJIM) from 1 st April 2022 till 31 st March 2023 and 5 projects (CGRG&GSY, CTHPL, DME and AM2) from 1 st April 2022 till 31 st December 2022. As the 5 projects were monetised on 22 nd December 2022, wherein Welspun Enterprises does not have financial control of these projects.
If selected consolidated:	Not Applicable

II. Product/Services

14 Details of business activities	S. No.	Description of Main Activity	Description of Business Activity	% Turnover of the Entity
	1	Infrastructure development	One of India's leading infrastructure development companies. WEL specializes in road and water projects under the Hybrid Annuity Model (HAM) and via large-value Engineering, Procurement and Construction (EPC) contracts. It also selectively undertakes Build-Operate-Transfer (BOT) projects.	97.9%

15 Products/ Services sold by the entity	S. No.	Product/Service	NIC Code	% of Total Turnover contributed
	1	Road Projects under: <ul style="list-style-type: none"> Hybrid Annuity Model (HAM) Engineering, Procurement and Construction (EPC) Build Operate Transfer (BOT) Contracts 	42101	76.7%
	2	Water Projects under: <ul style="list-style-type: none"> Engineering, Procurement and Construction (EPC) and Build Operate Transfer (BOT) Contracts Water Collection, Treatment and Supply Transportation of Water via Pipeline 	36000 and 49300	21.2%

III. Operations

16 Number of locations where plants and/or operations/offices of the entity are situated:	Location	Number of plants	No. of Offices	Total
	National	The Company has business activities undertaken in several states in India viz., Maharashtra, Madhya Pradesh, Bihar, Punjab, Uttarakhand, Uttar Pradesh, Haryana, and Tamil Nadu.	There are 2 offices located at Mumbai and New Delhi.	10
	International	The Company is not operating at any international locations at the moment	Nil	Nil
17 Market served by the entity	Locations	Numbers		
a. No. of Locations	National (No. of States)	12 (including projects monetised on 22 nd December 2022)	International (No. of Countries)	Nil
b. What is the contribution of exports as a percentage of the total turnover of the entity?	Nil, as the company is not operating any overseas project			
c. A brief on types of customers	Primarily WEL engages with the Government entities such as National Highway Authority of India (NHAI), State Governments such as Government of Uttar Pradesh and Government of Maharashtra			

IV. Employees

18. Details as at the end of Financial Year:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
a. Employees and workers (including differently abled)						
Employees						
1	Permanent Employees (A)	926	883	95.3%	43	4.6%
Workers						
2	Permanent Workers (B)	187	187	100%	0	0%
b. Differently abled employees and workers						
Employees						
3	Permanent Employees (C)	0	-	-	-	-
Workers						
4	Permanent Workers (D)	1	1	100%	-	-

19. Participation/Inclusion/Representation of women

S. No.	Category	Total (A)	No. and % of females	
			No. (B)	% (B/A)
1	Board of Directors	9	2	22.2%
2	Key Management Personnel	4	1	25%

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Category	FY 2022-2023 (Turnover rate in current FY)			FY 2022-2021 (Turnover rate in previous FY)			FY 2020-2021 (Turnover rate in the year prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
	Permanent Employees	34.96%	26.0%	34.5%	34.05%	26.09%	33.52%	36.18%	30.95%
Permanent Workers	-	-	-	-	-	-	-	-	-

V. Holding, Subsidiary, and Associate Companies (including joint ventures)

21.

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether it is a holding / Subsidiary / Associate / or Joint Venture	% of shares held by the listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Welspun Projects (Himmatnagar Bypass) Private Limited	Subsidiary	100	No
2	Welspun Projects (Kim Mandvi Corridor) Private Limited	Subsidiary	100	No
3	ARSS Bus Terminal Private Limited	Subsidiary	100	No
4	Dewas Waterprojects Works Private Limited *	Subsidiary	100	No
5	Welspun Build-Tech Private Limited	Subsidiary	100	No

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether it is a holding / Subsidiary / Associate / or Joint Venture	% of shares held by the listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
6	Welspun Aunta - Simaria Project Private Limited ^	Subsidiary	70	Yes
7	RGY Roads Private Limited	Subsidiary	100	No
8	Corbello Trading Private Limited	Subsidiary	100	No
9	Welsteel Enterprises Private Limited	Subsidiary	49	No
10	DME Infra Private Limited	Subsidiary	100	No
11	Grenoble Infrastructure Private Limited	Subsidiary	49	No
12	Welspun Sattanathapuram Nagapattinam Road Private Limited [§]	Subsidiary	70	Yes
13	Welspun Infraconstruct Private Limited (Formerly known as Welspun Amravati Highways Private Limited)	Subsidiary	100	No
14	Welspun-Kaveri Infracore JV Private Limited	Subsidiary	100	No
15	Welspun New Energy Limited	Subsidiary	100	No
16	Welspun EDAC JV Private Limited	Subsidiary	80	No
17	Adani Welspun Exploration Limited	Associate	35	No
18	Welspun Infracore Private Limited	Associate	51	Yes
19	Welspun Delhi Meerut Expressway Private Limited [#]	Subsidiary	100	Yes
20	Welspun Road Infra Private Limited [#]	Subsidiary	100	Yes
21	MBL (CGRG) Road Limited [#]	Subsidiary	100	Yes
22	MBL (GSY) Road Limited [#]	Subsidiary	100	Yes
23	Chikhali Tarsod Highways Private Limited [#]	Subsidiary	100	Yes
24	Welspun - Kaveri Infra Projects JV ^{&}	Joint Venture	NA	Yes

* In addition to aforesaid stake, 24% are held through Welspun Project (Kim Mandvi Corridor) Private Limited

[§] In addition to aforesaid stake, 14.65% are held through Grenoble Infrastructure Private Limited. The same is accounted as subsidiary under IND AS

[^] In addition to aforesaid stake, 12.74% are held through Welsteel Enterprises Limited

[#] Ceased to be subsidiary w.e.f. December 22, 2022

[&] This represents Controlled Structured Entity as defined in IndAS 112 "Disclosure of Interest in Other Entities", the financial of which are consolidated.

VI. CSR Details

22	a. Whether CSR is applicable as per section 135 of Companies Act, 2013:	Yes
	i Turnover (in ₹)	2,676 Crore
	ii Net worth (in ₹)	2,234 Crore

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/No) If Yes, then provide web-link for the grievance redress policy	FY 2022-23		FY 2021-2022	
		Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Number of complaints filed during the year	Number of complaints pending resolution at the close of the year
Communities	WEL does not engage directly with the communities, as all grievances are handled by the client i.e. Government bodies	-	-	-	-
Investors (other than shareholders)	https://www.welspunenterprises.com/policies.php	Nil	Nil	-	-
Shareholders	https://www.welspunenterprises.com/policies.php	Nil	Nil	-	-
Employees and workers	https://www.welspunenterprises.com/policies.php	18	3	4	1
Customers/ Clients	-	Nil	Nil	-	-
Value Chain Partners	-	Nil	Nil	-	-
					The pending complaints are in the process of being resolved.

24. Overview of the entity's material responsible business conduct issues

Material Issue Identified	Indicate whether risk or opportunity	The rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Carbon Emission Monitoring	O	Through reduction of carbon from the projects, there is an opportunity to generate carbon credits and attract sustainable finance considering the current policy changes nationally and globally.	-	There is an opportunity to reduce the input cost on the projects through sustainable finance as well as selling carbon credits in national and international markets.
Carbon Footprint	O	Carbon foot printing is an evolving field and not many companies are involved in such analysis. It'll create opportunity for WEL to showcase intent and improve the financial ecosystem for investment	-	The investment on the projects will reduce the input cost on projects and create a positive reputation of organization amongst investors and clients.
Water Efficiency	R	-	Water is a critical resource in terms of construction and management of this resource efficiently is important for the projects to be viable in long term.	Water management over the years in India has become more critical and attracts penalty in case not managed properly.
Air Pollution	R	-	The air pollution has direct impact on humans and by governments and judiciary seriously.	The management of air pollution has attracted penalties on multiple projects across India, with NGT and Government putting heavy penalties for non-compliance.
Construction Waste	O	The construction waste management is a compliance as well as an opportunity to create efficiency through Supply Chain Management, promoting circular economy.	-	The circular economy is a relatively new concept in supply chain management, it optimizes not only in terms of material procurement, but also addresses cost of goods to be controlled and optimization.
Biodiversity	R	-	The construction process has potential to impact the biodiversity loss due to development.	The impact of biodiversity loss has long term economic impact, and may not be visible just as of now.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes									
1 a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://welspunenterprises.com/policies.php								
2 Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3 Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4 Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The policies that have been formulated are in line with the applicable national standards and compliant with the principles of the National Voluntary Guidelines (NVG) issued by the ministry of corporate affairs Government of India. Additionally, some of the policies as developed refer to international standards referring to GRI, WEF, TCFD, IFC and ISO.								
5 Specific commitments, goals, and targets set by the entity with defined timelines, if any.	Based on the information collected and collated with extensive exercise of identifying the emissions from each project sites, WEL will be conducting a detailed materiality assessment to identify goals and target for short term, medium term and long term.								
6 Performance of the entity against the specific commitments, goal, and targets along with reasons in case the same are not met.	NA	NA	NA	NA	NA	NA	NA	NA	NA
Governance, Leadership, and Oversight									
7 Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements	The statement is available at the beginning of the Annual Report								
8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Sandeep Garg MD, Welspun Enterprises								
9 Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). If yes, provide details.	Yes, Company has ESG & CSR Committee - Composition of the Committee is as below - <ul style="list-style-type: none"> Dr. Aruna Sharma - Non-Executive - Independent Director - Chairperson Mr. Mohan Tandon - Non-Executive - Independent Director - Member Ms. Dipali Goenka - Non-Executive - Non Independent Director - Member Mr. Sandeep Garg - Executive Director - Member 								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether the review was undertaken by the Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)																										
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9																		
Performance against the above policies and follow-up action	The ESG and CSR committee meeting is conducted as per regulatory requirements, with regular oversight and direction from committee. The board reviews relevant policies in regular intervals.									WEL has various kinds of audits carried out like Internal Audit, Vendor Audit, Compliance Audit, etc. that are independent and cover specific policies. These audits and evaluations are conducted by external agencies as well as by internal teams.																										
Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances	The respective policies and methodologies comply with the respective principles. All activities pertaining to ESG frameworks are oversee by ESG & CSR committee.									The ESG & CSR Committee meetings were held two times this year.																										
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency										<table border="1"> <thead> <tr> <th>P1</th> <th>P2</th> <th>P3</th> <th>P4</th> <th>P5</th> <th>P6</th> <th>P7</th> <th>P8</th> <th>P9</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>									P1	P2	P3	P4	P5	P6	P7	P8	P9									
P1	P2	P3	P4	P5	P6	P7	P8	P9																												

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

ESSENTIAL INDICATORS

1. Percentage coverage b/y training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Code of Conduct	100%
Key Management Personnel	2	Generative culture and LITE model	100%
Employees other than BODs and KMPs	129	ESG, Human rights, Ethics, and business related specific trainings aligning to NGRBC	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.

a. Monetary

Type	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	-	Nil	-	-
Settlement	-	-	Nil	-	-
Compounding fee	-	-	Nil	-	-

b. Non-Monetary

Type	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-	-
Punishment	-	-	-	-

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, refer to the link below for reference.

<https://welspunenterprises.com/policies.php>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Category	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil

6. Details of complaints with regard to conflict of interest:

Topic	FY 2022-2023 (Current Financial Year)		FY 2021-2022 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of KMPs	Nil		Nil	

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

There were no complaints received during FY22-23 therefore no corrective action plan has been undertaken.

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in value chain covered by the awareness programmes
	WEL is in the process of implementing a supplier engagement program to embed ESG in their supply chain.	

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes. The Code of Conduct specifies avoidance of conflict of interest.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Type	FY 2022-2023 (Current Financial Year)	FY 2021-2022 (Previous Financial Year)	Details of improvement in social and environmental aspects
Research & Development (R&D)	-	-	-
Capital Expenditure (CAPEX)	4.2 Cr	-	Use of Fly Ash (dry), Pond Ash and PCE (Poly Carboxylic Ether) based superplasticizers admixture

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) -
Yes, we have procedures in place for sustainable sourcing as part of our supplier's manual and code of conduct

b. If yes, what percentage of inputs were sourced sustainably?
As a first time responder, we are collecting the data and shall be reporting the same from next financial year.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Reclamation of product is not applicable due to the nature of business

Product	Process to safely reclaim the product
a. Plastics (including packaging)	
b. E-Waste	
c. Hazardous Waste	Not Applicable
d. Other Waste	

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).
No Extended Producer Responsibility (EPR) is not applicable to the entity's activities as WEL is in construction business.

5. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.
Not applicable

LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for the manufacturing industry) or for its services (for the service industry)? If yes, provide details in the following format.**

Not Applicable, as the nature of business is not related to manufacturing or service industry.

2. **If there are any significant social or environmental concerns and/or risks arising from the production or disposal of your products/services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not Applicable

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Not Applicable

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

Reclamation of product is not applicable due to the nature of business

	FY 2022-2023 (Current Financial Year)			FY 2021-2022 (Previous Financial Year)		
	Reused	Recycled	Safely Disposed	Reused	Recycled	Safely Disposed
Plastics (including packaging)						
E-waste						
Hazardous waste						
Other waste						

5. **Reclaimed products and their packaging materials (as a percentage of products sold) for each product category.**

Reclamation of product is not applicable due to the nature of business

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
-	-

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1. a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
	No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)	
Permanent Employees											
Male	883	883	100%	883	100%	N/A	N/A	883	100%	N/A	N/A
Female	43	43	100%	43	100%	43	100%	N/A	N/A	43	100%
Total	926	926	100%	926	100%	43	100%	883	100%	43	100%

b. **Details of measures for the well-being of workers:**

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
	No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)	
Permanent Workers											
Male	187	187	100%	187	100%	N/A	N/A	187	100%	N/A	N/A
Female	0	0	0	0	0	N/A	N/A	N/A	N/A	N/A	N/A
Total	187	187	100%	187	100%	N/A	N/A	187	100%	N/A	N/A

2. **Details of retirement benefits, for Current FY and Previous Financial Year:**

Sr. No.	Benefits	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)		
		No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	Deducted and deposited with the authority (Y/N/N.A.)
1	PF	99.33%	-	Y	99.20%	-	Y
2	Gratuity	100%	-	Y	100%	-	Y
3	ESI	4.17%	-	Y	5.1%	-	Y
4	Others-Please Specify	-	-	-	-	-	-

3. **Accessibility of workplaces: Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

WEL is developing a comprehensive roadmap that has been meticulously crafted to guarantee full compliance to the Rights of Persons with Disabilities Act, 2016. This is accompanied by a concerted effort to raise awareness and provide specialized training to employees.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.**

Yes, the entity has an equal opportunity policy, however the policy is yet to be aligned with the RPWD Act 2016. A detailed roadmap has been developed in order to align the equal opportunity policy by FY 2023-24.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Total number of people returned after parental leave in FY	Total Number of people who took parental leave in FY	Return to work rate	Total Number of people retained for 12 months after returning from parental leave	Total number of people returned from parental leave in prior FY	Retention Rate
Permanent Employees						
Male	48	48	100%	100%	37	100%
Female	6	6	100%	100%	0	-
Others	-	-	-	-	-	-
Total	54	54	100%	100%	37	100%
Permanent Workers						
Male	Nil	-	-	-	-	-
Female	Nil	-	-	-	-	-
Others	Nil	-	-	-	-	-
Total	Nil	-	-	-	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Category	Yes/No (details of mechanism)
Permanent Workers	WEL believes that all employees should be treated fairly and with respect. The Grievance and Redressal Policy, ensures that WEL has a process to resolve workplace grievances against peers and seniors. This policy and procedure describe the process of raising a grievance and the process by which the same will be responded and resolved.
Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Permanent Employees						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	-	-	-	-	-	-
Permanent Workers						
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	-	-	-	-	-	-

* The organization is working in the construction sector, where in the workforce is hired on a rotational basis, hence workers forming associations and unions is not applicable

8. Details of training given to employees and workers:

a. Details of Skill training given to employees and workers.	Category	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)		
		Total employees / workers in respective category (A)	No. of employees / workers in respective category, who received Skill Training (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who received Skill Training (D)	% (D/C)
Permanent Employees							
	Male	883	821	93%	-	-	-
	Female	43	40	93%	-	-	-
	Others	0	0	0	-	-	-
	Total	926	861	93%	-	-	-
Permanent Workers							
	Male	187	14	7%	-	-	-
	Female	0	0	0	-	-	-
	Others	0	0	0	-	-	-
	Total	187	14	7%	-	-	-

b. Details of training on Health and Safety given to employees and workers.	Category	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)		
		Total employees / workers in respective category (A)	No. of employees / workers in respective category, who received training on Health and Safety (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who received training on Health and Safety (D)	% (D/C)
Permanent Employees							
	Male	883	883	100%	-	-	-
	Female	43	43	100%	-	-	-
	Others	0	0	-	-	-	-
	Total	926	926	100%	-	-	-
Permanent Workers							
	Male	187	187	100%	-	-	-
	Female	0	0	100%	-	-	-
	Others	0	0	-	-	-	-
	Total	187	187	100%	-	-	-

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)			
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who had a career review (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who had a career review (D)	% (D/C)	
Permanent Employees							
	Male	883	670	75.87%	947	650	68.63%
	Female	43	38	88.37%	41	34	82.92%
	Others	0	0	0	0	0	0%
	Total	926	708	76.45%	988	684	69.23%
Permanent Workers							
	Male	187	151	80.75%	176	118	67.04%
	Female	0	0	0	0	0	0%
	Others	0	0	0	0	0	0%
	Total	187	151	80.75%	176	118	67.04%

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No)	Yes.
a. What is the coverage of such system?	We have implemented HSE management system across all of our projects
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	<ul style="list-style-type: none"> • Daily site visits to identify Workplace Hazards • HSE committee safety walkthrough • Internal safety audits are conducted at regular intervals. External audits and reviews are planned for next FY.
c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)	Yes.
d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)	Yes.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-2023 Current Financial Year	FY 2021-2022 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	All categories of employees	0.032	0.31
Total recordable work-related injuries	All categories of employees	489	448
No. of fatalities	All categories of employees	1	2
High consequence work-related injury or ill-health (excluding fatalities)	All categories of employees	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

At WEL, our workforce's well-being and safety take precedence. To maintain high safety standards, regular inspections by HSE department are integral. Our comprehensive training programs enhance awareness of safety protocols. Surprise site visits reinforce compliance and prompt issue resolution, ensuring a secure work environment that prioritize employee well-being.

13. Number of Complaints on the following made by employees and workers:

Topic	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil		Nil	Nil	
Health & Safety	Nil	Nil		Nil	Nil	

14. Assessments for the year:

Topic	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices Working Conditions	WEL is implementing the health and safety measures as per the best industry practices, which is recognized and awarded by CIDC, National Safety Council of India, World Safety Organization, and India HSE Summit.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There are no such risks/ concerns identified during the assessment of health & safety and working conditions. We ensure the highest standards for health and safety practices in our operation

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

- a. Employees (Yes/No): Yes
- b. Workers (Yes/No): Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

The company ensures all the relevant compliances are followed appropriately before closure of financial for the value chain partners

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Category	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No).

No, WEL does not provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment

5. Details on assessment of value chain partners:

Topic	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices Working Conditions	WEL is in the process of implementing a supplier engagement program to embed ESG in their supply chain. Moving forward we will assess our critical suppliers on health and safety and working conditions.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

WEL will take corrective actions if needed, after the assessment of value chain partners on health and safety and working conditions

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all their stakeholders

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity:

At, WEL, we highly value the inputs and feedback from our stakeholders, which greatly influence our business strategy and practices. We actively engage with stakeholders to identify and address the economic, environmental, and social issues that are important to them. We utilize a range of formal and informal channels, internal learning and development tools, statutory reports and presentations, Corporate Social Responsibility (CSR) initiatives, and conferences.

In recognizing the significance of our stakeholders, we consider a diverse group including employees, business associates, suppliers, clients, shareholders/investors, communities surrounding our operations, and regulatory authorities. We acknowledge that these stakeholders have the potential to impact our organization, and their perspectives and concerns are crucial to our decision-making processes and overall success.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	Investor calls/ presentations Press releases and publications Statutory reports Annual General Meeting	Regular	Financial performance Business updates Growth plans and product pipeline Sustainability performance
Government and regulators	No	Mandatory compliance reports	Regular	Understanding and adherence to local governance.
Employees	No	Internal communication platforms	Regular	Feedback & Grievance Redressal Employee engagement improvement Diversity and Inclusion Career support programs Training programs and learning nuggets Maternity support
Business partners / suppliers and contractors	No	Surveys, Focus Group Discussions and Stakeholder Meetings	Regular	Query Resolution & Grievance Redressal Supplier performance assessment Vendor due-diligence Risk assessment for high risk vendors Addressing non-compliance issues Breach of contract
Communities & NGOs	Yes	Surveys, Focus Group Discussions and Stakeholder Meetings	Regular	Need Assessment for CSR Projects & Grievance Redressal
Clients	No	Customer Engagement Program	Regular	Resolution of query and feedback

LEADERSHIP INDICATORS

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**
ESG & CSR committee appraises the board on all concerns raised by the stakeholders on a quarterly basis.
- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**
No
- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**
Not Applicable, as none of the stakeholders are identified as vulnerable/ marginalized groups.

PRINCIPLE 5: Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Permanent Employees						
Total Employees	926	926	100%	-	-	-
Permanent Workers						
Total Workers	187	-	-	-	-	-

*Currently Human Rights training is part of the Code of Conduct, However WEL is planning on incorporating a stand-alone Human Rights training program for the entire workforce this year.

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-2023 (Current FY)				FY 2021-2022 (Previous FY)					
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent Employees										
Male	883	0	0	883	100%	947	0	0	947	100%
Female	43	0	0	43	100%	41	0	0	41	100%
Total	926	0	0	926	100%	988	0	0	988	100%
Permanent Workers										
Male	187	0	0	187	100%	176	0	0	176	100%
Female	0	0	0	0	-	0	0	0	0	-
Total	187	0	0	187	100%	176	0	0	176	100%

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7	No fixed remuneration is paid to the non-executive-independent directors. They are paid fees for attending meeting of the Board/ Committees of the Board. Remuneration is paid to MD and Chairman. In addition to remuneration paid to Chairman, commission is also paid.	2	No fixed remuneration is paid to the non-executive-independent directors. They are paid fees for attending meeting of the Board/ Committees of the Board.
Key Managerial Personnel	3	124.47 lakhs	1	21.00 lakhs
Employees other than BoD and KMP	880	6.39 lakhs	42	7.04 lakhs
Workers	187	2.16 lakhs	0	-

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Welspun has an anonymous grievance reporting platform called Amber, which is available to all stakeholders for reporting any issue. The internal committee regularly addresses all grievances reported.

6. Number of Complaints on the following made by employees and workers:

	FY 2022-2023 (Current FY)			FY 2021-2022 (Previous FY)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	NA	-	1	NA	-
Discrimination at workplace	Nil	NA	-	Nil	NA	-
Child Labour	Nil	NA	-	Nil	NA	-
Forced Labour/Involuntary Labour	Nil	NA	-	Nil	NA	-
Wages	Nil	NA	-	Nil	NA	-
Other human rights related issues	Nil	NA	-	Nil	NA	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has a Whistle-blower policy, POSH and Grievance Redressal policy, and an internal committee, which addresses grievance related discrimination and harassment cases. Whistle-blower Policy provides Directors, Employees, customers and vendors an avenue to raise concerns, in line with the commitment of WEL to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. WEL ensures the identity of the Whistleblower is kept confidential to the extent possible and permitted under law. If a whistleblower raises a concern under this policy or voluntarily provides information within these policies, then he/she will not be at risk of suffering any form of reprisal or retaliation.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, human rights requirements are included in the Code of Conduct which is part of our business agreements

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	100% of our operations are assessed internally on human rights issues
Forced/involuntary labor	
Sexual harassment	
Discrimination at workplace	
Wages	
Others - please specify	

10. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

The Company did not find any specific risk since we are compliant to all human rights issues mentioned above

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)*
Total electricity consumption (A) (GJ)	28,985	--
Total fuel consumption (B) (GJ)	3,72,345	--
Energy consumption through other sources (C) (GJ)	--	--
Total energy consumption (A+B+C) (GJ)	4,01,330	--
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees) (GJ per million INR)	1499.7 GJ per million INR	
Energy intensity (optional) - the relevant metric may be selected by the entity		

*WEL started the data compilation from April 2022, hence previous year data is not available

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No assessment was carried out by any external agencies, however internal control points are adhered to keep track of data

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, none of the sites/facilities are identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
Water withdrawal by source (in kilolitres)		
(i) Surface water	--	--
(ii) Groundwater	31,792.6	--
(iii) Third party water (Bottled Drinking Water)	3,429.5	--
(iv) Seawater / desalinated water	--	--
(v) Others (Rainwater storage)	--	--
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	35,222.1	--
Total volume of water consumption (in kilolitres)	35,222.1	--
Water intensity per rupee of turnover (Water consumed / turnover) (kl per million INR)	131.6 kl per million INR	--
Water intensity (optional) - the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No assessment was carried out by any external agencies, however internal control points are adhered to keep track of data

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Considering the nature of business and its operation, zero liquid discharge is not applicable

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Respective table is not applicable to WEL as it works as builder and EPC contractor, and involved in constructing infrastructure asset in roads and water distribution

Parameter	Please specify unit	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
NOx	mg/m ³		
SOx	mg/m ³		
Particulate matter (PM)	mg/m ³		
Persistent organic pollutants (POP)	NA	-	-
Volatile organic compounds (VOC)	NA		
Hazardous air pollutants (HAP)	mg/m ³		
Others - please specify	PPM		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Parameter	Unit	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	27,624	--
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	6,267	--
Total Scope 1 and Scope 2 emissions per million INR of turnover (in ₹)	tCO ₂ e	126.6 tCO ₂ e per million INR	
Total Scope 1 and Scope 2 emission intensity (optional)- the relevant metric may be selected by the entity	tCO ₂ e/ INR		

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No assessment was carried out by any external agencies, however internal control points are adhered to keep track of data

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide detail

Yes, WEL has implemented projects related to reducing Green House Gas emission. The details are as follows:

- Installed 7939 nos of LED across CGRG&GSY, CHTPL and DME project,
- Installed 1 MW capacity of solar power plant in DME,

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.34	-
E-waste (B)	0.59	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	WEL is working on a roadmap to account its construction and demolition waste	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	1.74	-
Total (A+B + C + D + E + F + G+ H)	2.67	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	2.22	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	2.22	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	0.45	-
(iii) Other disposal operations	-	-
Total	0.45	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No assessment was carried out by any external agencies, however internal control points are adhered to keep track of data

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

WEL is aligned to the 3R principles (Reduce, Reuse & Recycle) to effectively manage and reduce its waste generation. Safe and effective practices are employed across all the sites for handling the wastes generated in the respective areas. None of our processes involve the use of toxic chemicals.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:
None of the operations/offices of WEL are located in/around ecologically sensitive areas.

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
-	-	-	-
-	-	-	-

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

No new projects undertaken this year by the Company which falls under the coverage of EIA.

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
-	-	-	-
-	-	-	-

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes.

S. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/ penalties/ action taken by regulatory agency such as pollution control boards or by courts	Corrective action taken, if any
-	-	-	Nil	-
-	-	-	Nil	-

LEADERSHIP INDICATORS

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
From renewable sources		
Total electricity consumption (A)	427	--
Total fuel consumption (B)	--	--
Energy consumption through other sources (C)	--	--
Total energy consumed from renewable sources (A+B+C)	427	--
From non-renewable sources		
Total electricity consumption (D)	28,558	--
Total fuel consumption (E)	3,72,345	--
Energy consumption through other sources (F)	--	--
Total energy consumed from non-renewable sources (D+E+F)	4,00,903	--

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

External agency assessments were not conducted, but we maintain stringent adherence to internal control points for effective data tracking.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format

Parameter	Unit	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)		We have established a GHG accounting framework (Scope 1 & 2) and working towards accounting of value chain emissions (Scope-3)	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.

Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	Water saving through Admixture in concrete design mix	We have adopted PCE (Poly Carboxylic Ether) based superplasticizers as chemical admixture to improve the strength and durability of concrete. By increasing the workability and reducing the water cement ratio, superplasticizers enhance the packing and flow of cement particles, resulting in a more compact and densely packed concrete matrix.	25% reduction in water use in concrete production
2	Contribution of Fly Ash in as partial replacement to Cement in design mix	We implemented this initiative in our project at SNRP. Wherein, we substituted 5,431 tons of Fly Ash in our concrete design mix. The Fly Ash was used in 18.46% proportion to cement at this site.	5,431 tons of Fly Ash collected from ESPs of thermal power plant and the same amount of cement use was also reduced directly impacting the CO ₂ footprint from cement production
3	Utilization of Pond Ash in Embankment	Incorporating pond ash in road embankment, WEL has been able to reduce the demand for natural resources such as soil and aggregates. Pond ash, being a waste product, offers an opportunity to repurpose and recycle materials that would otherwise require extraction from the earth.	8,84,396 MT of Pond Ash was used as substitute to soil/earth, thus avoiding landfilling of Pond Ash and excavating the same amount of soil.
4	Use of Inert material (Bio Mining Earth)	We have taken initiative for utilization of screened municipal waste in highway construction. In this process the screened waste which comprises of soil, fine debris, biodegraded material, screened to the acceptable size was used in filling the embankment layers after due testing to ascertain its conformance to specification. We have utilized the inert bio mining by mixing it with regular borrow soil in a ratio of 30:70 respectively.	Approximately 18,000 CuM of bio waste has been utilized, thus reducing the burden on natural resources

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The organization is working towards developing a disaster management plan in the future.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

While WEL's value chain doesn't pose significant environment harm, the Company remains vigilant and actively promotes environmental sustainability awareness.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impact

WEL has completed a pilot assessment with few of the value chain partners, we are in the process of formulating a roadmap to assess our critical value chain partners in the future.

PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1. a) **Number of affiliations with trade and industry chambers/ associations.**
WEL is affiliated with two trade and industry chambers/ associations.
- b) **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	National Highways Builders Federation (NHBF)	National
2	ASSOCHAM	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities

Name of Authority	Brief of the case	Corrective action taken
		There has not been any such adverse action from regulatory authorities.

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**
Social Impact Assessments (SIA) in not applicable to the projects undertaken by WEL this year.
2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:**
Not applicable as WEL does not run projects on Rehabilitation and Resettlement (R&R)
3. **Describe the mechanisms to receive and redress grievances of the community**
Due to the nature of business, the Company engages with Government and regulatory bodies as client, hence all the communication by the community is directly handled by the client.
4. **Percentage of input material (inputs to total inputs by value) sourced from local or small-scale suppliers:**

	FY 2022-2023 (Current FY)	FY 2021-2022 (Previous FY)
Directly sourced from MSMEs/ Small producers	21.6%	-
Sourced directly from within the district and neighboring districts	57%	-

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):
Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

State	Aspirational District information	Amount spent in INR
Bihar	Begusarai	10,31,459
Uttar Pradesh	Chandauli	19,37,458

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)
No, WEL does not have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups

(b) From which marginalized /vulnerable groups do you procure?
Not Applicable

(c) What percentage of total procurement (by value) does it constitute?
Not applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge
Not applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.
Not Applicable

6. Details of beneficiaries of CSR Projects.

S. No	CSR Project	No of persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized group
1	WelShiksha	1,09,857	100%
2	WelNetrutva	41,542	100%
3	WelSwasthya	1,71,275	100%
4	WelSuraksha	74,100	5%
5	WSSW	32	100%
6	WelPrakruti	9,420	
7	WelKrishi	1,01,000	
8	We Volunteer	4,499	

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in responsible manner

ESSENTIAL INDICATORS

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**
Due to the nature of business, the Company engages with Government and regulatory bodies as client, hence all the communication by the community is directly handled by the client.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information.**

Type	As a percentage to total turnover
Environment and Social parameters relevant to product	
Safe and responsible usage	Not applicable to business
Recycling and/or safe disposal	

3. **Number of consumer complaints- Not applicable to business**

	FY 2022-2023 Current Financial Year			FY 2021-2022 Previous Financial Year		
	Received during the year	Pending resolution at the end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Others	-	-	-	-	-	-

4. **Details of instances of product recalls on account of safety issues- Not applicable to business**

	Number	Reason for recall
Voluntary recalls	-	-
Forced recalls	-	-

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**
<https://welspunenterprises.com/policies.php>

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**
Not applicable to business

LEADERSHIP INDICATORS

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**
www.welspunenterprises.com

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

To reduce road accidents on WEL constructed road through systematic intervention and improve emergency response services towards accidents cases, WEL partnered with Muskan NGO to train

- 615 Medical personal trained in Delhi with support from CATs department
- 340 police personal trained in UP, Bihar and Haryana
- Integration of School Road Safety program in partnership with UP government, to train 3,500 School children through 25 teachers (Training of Trainers)

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**
Not Applicable

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)? If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**
Not Applicable

5. **Provide the following information relating to data breaches:**
- Number of instances of data breaches along-with impact -**
Nil
 - Percentage of data breaches involving personally identifiable information of customers -**
Nil

FINANCIAL STATEMENTS

Independent Auditor's Report

To
The Members of
Welspun Enterprises Limited

Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the accompanying standalone financial statements of Welspun Enterprises Limited ("the Company"), which comprise the balance sheet as at March 31, 2023, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	Auditor's response
<p>Accuracy in respect of Construction contract revenue involves critical estimates.</p> <ul style="list-style-type: none"> Estimated cost is a critical estimate to determine revenues. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, costs incurred till date, costs required to complete the remaining contract performance obligations. 	<p>Principal audit procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> Evaluated the design of internal controls relating to recording of costs incurred and estimation of efforts required to complete the performance obligations. Tested the access and application controls pertaining to allocation and budgeting systems which prevents unauthorized changes to recording of costs incurred.

Key audit matter	Auditor's response
	<ul style="list-style-type: none"> Selected a sample of contracts and tested the operating effectiveness of the internal controls relating to costs incurred and estimated through inspection of evidence of performance of these controls. Selected a sample of contracts and performed a retrospective review of costs incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining costs to complete the contract. Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated costs to complete the remaining performance obligations. Performed analytical procedures and test of details for reasonableness of incurred and estimated costs.

4. Other information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual report, but does not include the financial statements and our auditors' report thereon. The Company's Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

5. Management's responsibility for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

6. Auditor's responsibilities for the audit of the standalone financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting

policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

7. Report on Other Legal and Regulatory requirements

A. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.

B. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements (Refer note 49 of the standalone financial statements);
- ii. The Company has made provision as required under the applicable law or accounting standards, for material foreseeable losses, if any, in respect of long-term contracts including derivative contract.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 71(a) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the note 71 (b) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (iv) (a) and (iv) (b) contain any material misstatement.

- v. As stated in note 62 to the standalone financial statements

- a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- b) The Interim dividend declared and paid by the Company during the year and until the date of this report is in accordance with section 123 of the Act, as applicable.

- c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rule, 2014 for maintaining the books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of the Company (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Mumbai, May 19, 2023

UDIN: 23107832BGWAXD9375

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 7(A) under "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of the Company on the standalone financial statements for the year ended March 31, 2023

- i. (a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of Rights-of-use (ROU) assets and non-current assets held for sale.
- B) The Company does not have intangible assets and hence reporting under clause 3(i)(a)(B) of the Order is not applicable.

(b) The Property, Plant and Equipment and Rights-of-use (ROU) assets have been physically verified by the management during the year as per the phased program designed to cover all the Property, Plant and Equipment and Rights-of-use (ROU) assets over a period, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. As informed to us, no discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date except as mentioned below:

Description of property	Gross carrying value (₹ in crores)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Freehold land at Village - Indapur Dist. Pune	0.36	Mr. Mahadev Shankar Gurgude & Mr. Chittaranjan Patil	No	Since October 2010	Dispute before the Court of Baramati Civil Court. The owner and his power of attorney holder did not fulfill their obligations under the Agreement to sell.

- (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right-of-use (ROU) assets) during the year. The Company does not have intangible assets.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company as at March 31, 2023, no proceedings have been initiated or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) (45 of 1988) and rules made thereunder.

- ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management are appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees from bank on the basis of security of current assets. According to the information and explanations given to us and on the basis of our examination of the records of the Company quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii. With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:
- (a) According to the information and explanations given to us, during the year, the Company has provided loans and guarantees to companies and other party are as follows:

	(₹ in crores)		
	Guarantees	Securities	Loans
Aggregate amount granted/ provided during the year			
- Subsidiaries	248.89	-	121.52
- Joint Venture Companies / Subsidiaries @@	40.90	-	113.48
- Subsidiary / Associate @@@	82.23	# 99.52	143.64
- Structured Entity	-	-	9.70
- Others	-	-	-
Balance outstanding as at balance sheet date in respect of above cases			
- Subsidiaries	@ 569.16	## 31.58	82.89
- Joint Venture Companies / Subsidiaries @@	-	-	-
- Subsidiary / Associate @@@	-	## 103.58	-
- Structured Entity	-	-	1.41
- Others @@@@	@ 334.11	-	-

Pledge security is equity share (Investment) of associate (Refer note 6.11 and 27 of the standalone financial statements).

Pledge securities (Investments) include equity shares and Compulsorily Convertible Debentures (CCD) (Refer note 6.11 and 27 of the standalone financial statements).

@ Guarantee exposure considered to the extent debt outstanding (including additional disbursements availed/ utilized).

@@ Three Joint Venture Companies became subsidiaries w.e.f. September 28, 2022 and two Joint Venture Companies became subsidiaries w.e.f. September 5, 2022 (Refer note 54 of the standalone financial statements)

@@@ One Company ceased to be subsidiary and became associate w.e.f. December 22, 2022 (Refer note 54 of the standalone financial statements)

@@@@ Others includes ₹ 315.16 crores in respect of erstwhile subsidiary, which is sold during the year.

- (b) According to the information and explanations given to us, in our opinion, the investments made and terms and conditions on which the loans given and guarantees provided are, prima facie not prejudicial to the interest of the Company, considering the business interest of the Company.
- (c) In respect of interest free loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments of principal are regular.
- (d) In respect of loans granted by Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) In our opinion and according to information and explanations given and the books of accounts and records examined by us, no loan granted by Company has been renewed or extended. No fresh loans are granted to settle the over dues of existing loans given to the same parties.

(f) The Company has granted loans which are repayable on demand during the year to related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under.

(₹ in crores)

	Related Parties
Aggregate amount of loans:	
(A) Repayable on demand (A)	84.30
(B) Agreement does not specify any terms or period of repayment (B)	-
Total (A+B)	84.30
Percentage of loans to the total carrying value of loans (Refer note no.74 of the standalone financial statements)	100%

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186, to the extent applicable, in respect of loan given, investment made, guarantee given and security provided.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. We have broadly reviewed the cost records maintained by the Company prescribed by the Central Government under Section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of such records with a view to determine whether they are accurate or complete.

vii. In respect of statutory dues:

a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities except delay in few cases.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount (₹ in crores)	Period to which the amount relate	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	0.06	F.Y. 2018-19	Assistant Commissioner of Income Tax
	Income Tax	3.01	F.Y. 2014-15, and F.Y. 2019-20	Commissioner of Income Tax (Appeals)
	Income Tax	0.70	F.Y.2013-14	Income Tax Appellate Tribunal
	Income Tax	0.11	F.Y.2017-2018 to F.Y. 2020-21 and F.Y. 2022-23	Assistant Commissioner of Income Tax-Tax deducted at sources

Name of the Statute	Nature of the Dues	Amount (₹ in crores)	Period to which the amount relate	Forum where dispute is pending
The Central Excise Act, 1944	Service tax	0.70	F.Y. 2008-2009 to F.Y. 2010-2011	Additional Commissioner-Central Excise and Service Tax- Vadodara-I
		0.96	F.Y. 2007-2008 to F.Y. 2009-2010	Central Excise Service Tax Appellate Tribunal, Ahmedabad
		21.75	F.Y. 2012-13 to F.Y. 2015-16	Directorate General of Goods and Service Tax Intelligence, Surat
Haryana Value Added Tax Act, 2003	Value Added Tax	0.38	F.Y. 2009-2010	Deputy Excise and Taxation Commissioner, Panipat
Gujarat Value Added Tax Act, 2003	Value Added Tax	0.4	F.Y. 2011-12	Deputy Commissioner of Commercial Tax, Vadodara
Delhi Value Added Tax Act, 2004	Value Added Tax	0.98	F.Y. 2015-16	Special Commissioner, VAT Delhi
Gujarat Value Added Tax Act, 2003	Value Added Tax	0.02	F.Y.2014-15	Deputy Commissioner of Commercial Tax, Vadodara
Building and Other Construction Workers Welfare Cess Act, 1996	Labour Cess (including interest)	4.69	F.Y. 2006-07, 2007-08, 2008-09 and 2009-10	Madhya Pradesh High Court, Jabalpur Bench
Indian Stamp Act, 1899	Stamp duty	1.15	F.Y. 2003-04	Supreme Court of India, New Delhi

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the records of the Company examined by us and the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have not been utilized for long-term purposes.

(e) According to the information and explanations given to us and information and explanations given to us, the Company has not taken any funds from any entities to meet the obligations of its subsidiaries, associates and joint ventures.

(f) According to the information and explanations given to us, the Company has taken loans of ₹ 169.24 crores during the year on the pledge of securities held in its associate company as referred in note 27 of the standalone financial statements.

- x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the records of the Company examined by us, and information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have been informed of any such case by the Management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) According to the information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) According to the information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(b) of the Order is not applicable.
- (c) According to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) As represented by Management, the Company has three Core Investment Companies (CIC) within the Group of the Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) which are exempt from registration with Reserve Bank of India. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and hence reporting under clause 3(xviii) of the Order is not applicable.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx) (a) of the Order is not applicable.
- (b) In respect of ongoing projects, there is no unspent Corporate Social Responsibility (CSR) amount as at the end of the current financial year and hence no amount is required to be transferred to a special account within a period of thirty days from the end of the financial year in compliance with the provision of Section 135(6) of the Act.

For **MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Mumbai, May 19, 2023

UDIN: 23107832BGWAXD9375

Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 7(B)(f) under "Report on Other Legal and Regulatory requirements" of our Report of even date to the members of the Company on the standalone financial statements for the year ended March 31, 2023

We have audited the internal financial controls over financial reporting of Welspun Enterprises Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on "Audit of Internal Financial Controls over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of internal financial controls over financial reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **MGB & Co LLP**
Chartered Accountants
Firm Registration Number 101169W/W-100035

Hitendra Bhandari
Partner
Membership Number 107832
Mumbai, May 19, 2023
UDIN: 23107832BGWAXD9375

Standalone Balance Sheet

As at March 31, 2023

	Note No.	As at March 31, 2023	As at March 31, 2022
(₹ in crores)			
ASSETS			
1. Non-Current Assets			
(a) Property, plant and equipment	4	10.78	21.45
(b) Right-of-use assets	5	9.04	11.05
(c) Financial assets			
(i) Investments	6	724.51	1,431.51
(ii) Loans	7	-	248.05
(iii) Other financial assets	8	72.13	76.83
(d) Deferred tax assets (net)	40	5.87	4.26
(e) Non-current tax assets	9	32.76	25.33
(f) Other non-current assets	10	4.79	5.03
Total Non-Current Assets		859.88	1,823.51
2. Current Assets			
(a) Inventories	11	86.29	48.00
(b) Contract assets	12	394.68	291.90
(c) Financial assets			
(i) Investments	13	1,299.58	31.23
(ii) Trade receivables	14	568.64	311.95
(iii) Cash and cash equivalents	15	259.79	47.89
(iv) Bank balances other than (iii) above	16	210.37	38.33
(v) Loans	17	84.35	525.02
(vi) Other financial assets	18	64.03	31.66
(d) Other current assets	19	429.05	318.21
Total Current Assets		3,396.78	1,644.18
Assets held-for-sale	20	116.23	24.60
		3,513.01	1,668.78
TOTAL ASSETS		4,372.89	3,492.29
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	21(a)	149.98	149.78
(b) Other equity	21(b)	2,315.24	1,744.39
Total Equity		2,465.22	1,894.17
Liabilities			
1. Non-Current Liabilities			
(a) Contract liabilities	22	198.74	170.90
(b) Financial liabilities			
(i) Borrowings	23	-	353.99
(ii) Lease liabilities	24	5.82	5.78
(c) Provisions	25	7.69	29.37
Total Non-Current Liabilities		212.25	560.04
2. Current Liabilities			
(a) Contract liabilities	26	443.89	285.53
(b) Financial liabilities			
(i) Borrowings	27	473.03	147.77
(ii) Lease liabilities	28	4.11	5.54
(iii) Trade payables	29	-	-
- Dues of micro enterprises and small enterprises		-	-
- Dues of creditors other than micro enterprises and small enterprises		579.27	397.63
(iv) Other financial liabilities	30	165.61	176.84
(c) Provisions	31	3.80	1.88
(d) Other current liabilities	32	25.71	22.90
Total Current Liabilities		1,695.42	1,038.09
Total Equity and Liabilities		4,372.89	3,492.29

Notes forming part of the standalone financial statements 1 to 76

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN 00270175

Lalit Jain
Chief Financial Officer

Sandeep Garg
Managing Director
DIN 00036419

Nidhi Tanna
Company Secretary

Hitendra Bhandari
Partner

Membership Number 107832

Place: Mumbai
Date: May 19, 2023Place: Mumbai
Date: May 19, 2023

Standalone Statement of Profit and Loss

For the year ended March 31, 2023

	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
(₹ in crores)			
Income			
Revenue from operations	33	2,676.38	1,306.94
Other income	34	98.63	37.80
Total Income		2,775.01	1,344.74
Expenses			
Cost of materials	35	390.12	63.71
Subcontracting, civil and repair works		1,724.38	882.31
Employee benefits expenses	36	148.14	108.57
Finance costs	37	75.52	53.48
Depreciation	38	9.59	12.42
Other expenses	39	177.10	108.25
Total Expenses		2,524.85	1,228.74
Profit Before Exceptional Items and Tax			
Exceptional Items (Net)	52	509.90	-
Profit Before Tax		760.06	116.00
Tax Expense			
- Current tax		47.52	24.20
- Deferred tax charge/ (credit)		(0.58)	(1.64)
Total Tax Expenses		46.94	22.56
Profit for the Year		713.12	93.44
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plan	53	(4.09)	1.86
Income tax effect on above		1.03	(0.47)
Other comprehensive income for the year (net of tax)		(3.06)	1.39
Total Comprehensive Income for the Year		710.06	94.83
Earnings per equity share of ₹ 10 each fully paid up			
Basic (₹)	48	47.55	6.27
Diluted (₹)		47.44	6.24

Notes forming part of the standalone financial statements 1 to 76

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN 00270175

Lalit Jain
Chief Financial Officer

Sandeep Garg
Managing Director
DIN 00036419

Nidhi Tanna
Company Secretary

Hitendra Bhandari
Partner
Membership Number 107832

Place: Mumbai
Date: May 19, 2023Place: Mumbai
Date: May 19, 2023

Standalone Statement of Cash Flows

For the year ended March 31, 2023

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022
A Cash flow from operating activities		
Profit before tax after exceptional items	760.06	116.00
Adjustments for		-
Depreciation	9.59	12.42
Gain on sale/discard of property, plant and equipment (net)	(5.26)	(1.13)
Interest income	(61.35)	(35.17)
Finance costs	75.52	53.48
Gain on lease modification (net)	-	(0.14)
Provision for employee benefits	6.10	1.28
Net gain on financial instruments	(30.43)	(0.95)
Gain on sale of non-current investment	(582.23)	-
Reversal of provision no longer required	(24.26)	-
Liabilities written back	(0.57)	-
Impairment of investment	77.60	-
Unwinding of discount on security deposits	(0.10)	(0.17)
Bad debts written off	18.99	-
Share based payments to employees	(4.04)	2.85
Dividend income	(0.61)	(0.13)
Operating profit before working capital changes	239.03	148.34
Adjustments for		
Decrease / (Increase) in trade and other receivables	(477.66)	35.68
(Decrease) / Increase in trade and other payables	357.11	111.86
Decrease / (Increase) in inventories	(38.29)	(43.11)
Cash generated from operating activities	80.20	252.77
Direct taxes paid (net of refunds)	(55.22)	(30.59)
Net cash generated from operating activities (A)	24.98	222.18
B Cash flow from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress and capital advances)	(6.23)	(6.84)
Sale of property, plant and equipment	27.32	2.55
Profit/(loss) on sale of current investments (net)	13.97	0.38
Investment in subsidiaries	(1.47)	(0.01)
Investment in associate	(3.15)	-
Investment in other entities	(0.57)	-
Proceeds from sale of investment in subsidiaries (net of expense)	792.54	-
Proceeds from redemption of CCD's and OCD's of subsidiaries	604.10	-
Loans given to subsidiaries	(369.27)	(339.42)
Loans given to joint venture companies	-	(52.12)
Loans given to associate	(9.37)	-
Loans given to controlled entity	(9.70)	(3.27)
Loans given to others	(155.05)	-
Loans given to subsidiaries repaid	750.77	41.08
Loans given to joint ventures repaid	-	113.19
Loans given to associate repaid	0.03	0.62
Loans given to controlled entity repaid	11.56	-
Loans given to others repaid	158.39	-
Increase/(decrease) in other bank balances and restricted investments	(178.82)	(37.30)
Inter-corporate deposits given	(1.35)	-
Inter-corporate deposits given repaid	-	0.50
Dividend received	0.61	0.13
Interest received	49.16	14.66
Net cash generated from / (used in) investing activities (B)	1,673.47	(265.85)

Standalone Statement of Cash Flows

For the year ended March 31, 2023

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022
C Cash flow from financing activities		
Proceeds from long-term borrowings	125.00	-
Repayment of long-term borrowings	(325.00)	(4.18)
Increase in short term borrowings	203.94	-
Decrease in short term borrowings	(25.00)	-
(Decrease)/ increase in short-term borrowings from bank (net)	-	(90.00)
Finance costs paid	(82.88)	(52.43)
Principal payment of lease liability	(4.46)	(4.19)
Dividend paid	(134.98)	(22.34)
Net cash used in financing activities (C)	(243.37)	(173.14)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	1,455.06	(216.82)
Cash and cash equivalents at the beginning of the year	76.74	293.55
Cash and cash equivalents at the end of the year	1,531.81	76.74

Notes:

	Year ended March 31, 2023	Year ended March 31, 2022
1. Components of cash and cash equivalents are as follows		
Current investments (exclusive of fair value adjustments)	1,272.02	28.85
Cash and cash equivalents	259.79	47.89
	1,531.81	76.74
2. As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 63		
3. The impact of non-cash transactions have not been given in the above cash flow statement details of which are given in note 63		
4. Previous year figures are regrouped/ reclassified wherever considered necessary.		

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Place: Mumbai

Date: May 19, 2023

For and on behalf of the Board

Balkrishan Goenka

Chairman

DIN 00270175

Lalit Jain

Chief Financial Officer

Place: Mumbai

Date: May 19, 2023

Sandeep Garg

Managing Director

DIN 00036419

Nidhi Tanna

Company Secretary

Standalone Statement of changes in equity

For the year ended March 31, 2023

A. Equity share capital

(₹ in crores)

Current Year	Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Restated Balance as at April 1, 2022	Changes in equity share capital	Balances As at March 31, 2023
	149.78	-	149.78	0.20	149.98
Previous Year	Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Restated Balance as at April 1, 2021	Changes in equity share capital	Balances as at March 31, 2022
	148.86	-	148.86	0.92	149.78

B. Other equity

(₹ in crores)

Notes	Reserves and surplus						Total other equity
	Capital reserve	Securities premium	Share options outstanding account	Amalgamation reserve	General reserve	Retained earnings	
Balance as at April 1, 2022 (A)	223.55	950.49	9.94	5.21	5.67	549.54	1,744.41
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated Balance as at April 1, 2022 (B)	223.55	950.49	9.94	5.21	5.67	549.54	1,744.41
Profit for the year	-	-	-	-	-	713.12	713.12
Other comprehensive income for the year	-	-	-	-	-	(3.06)	(3.06)
Total comprehensive income for the year (C)	-	-	-	-	-	710.06	710.06
Compensation options granted	50 & 21 b	-	1.49	-	-	-	1.49
Compensation options lapsed	50 & 21 b	-	(5.53)	-	-	-	(5.53)
Exercise of share options	50 & 21 b	-	2.59	-	-	-	(0.20)
Interim dividend paid	62	-	-	-	-	(112.50)	(112.50)
Final dividend paid	62	-	-	-	-	(22.49)	(22.49)
Total (D)	-	2.59	(6.82)	-	-	(134.99)	(139.22)
Balance Sheet as at March 31, 2023 (E=B+C+D)	223.55	953.08	3.11	5.21	5.67	1,124.62	2,315.24

(₹ in crores)

Notes	Reserves and surplus						Total other equity
	Capital reserve	Securities premium	Share options outstanding account	Amalgamation reserve	General reserve	Retained earnings	
Balance as at April 1, 2021 (A)	223.55	938.61	19.89	5.21	5.67	477.05	1,669.98
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated Balance as at April 1, 2021 (B)	223.55	938.61	19.89	5.21	5.67	477.05	1,669.98
Profit for the year	-	-	-	-	-	93.44	93.44
Other comprehensive income for the year	-	-	-	-	-	1.39	1.39
Total comprehensive income for the year (C)	-	-	-	-	-	94.83	94.83
Compensation options granted	50 & 21 b	-	2.85	-	-	-	2.85
Exercise of share options	50 & 21 b	-	(12.80)	-	-	-	(0.92)
Final dividend paid	-	-	-	-	-	(22.34)	(22.34)
Total (D)	-	11.88	(9.95)	-	-	(22.34)	(20.41)
Balance as at March 31, 2022 (E=B+C+D)	223.55	950.49	9.94	5.21	5.67	549.54	1,744.40

Nature and purpose of reserve and surplus and other reserves

- Capital reserve**
Capital reserve represents capital surplus and are not normally available for distribution as dividend.
- Securities premium**
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- Share options outstanding account**
The share options outstanding account represents the value of equity settled share based payments provided to employees as part of their remuneration. Refer note 50 for further details of this plan.
- Amalgamation reserve**
It represents reserve arising out of amalgamation of subsidiaries with the Company.
- General reserve**
The reserve is a distributable reserve maintained by the Company out of transfers made from profits.
- Other comprehensive income**
Other comprehensive income comprises of re-measurement gains/ (losses) of defined benefit obligations

Notes forming part of the standalone financial statements 1 to 76

As per our report of even date
For MGB & Co LLP
 Chartered Accountants
 Firm Registration Number 101169W/W-100035

For and on behalf of the Board

Hitendra Bhandari
 Partner
 Membership Number 107832

Balkrishan Goenka
 Chairman
 DIN 00270175

Lalit Jain
 Chief Financial Officer

Sandeep Garg
 Managing Director
 DIN 00036419

Nidhi Tanna
 Company Secretary

Place: Mumbai
 Date: May 19, 2023

Place: Mumbai
 Date: May 19, 2023

Notes forming part of the standalone financial statements

1 Corporate information

Welspun Enterprises Limited (including trust) ('WEL' or 'the Company') is a public limited company incorporated in India. Its shares are publicly traded on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company is engaged in road and water infrastructure development (Engineering, Procurement and Construction ('EPC') and Build, Operate and Transfer (BOT) basis). It is also engaged in carrying out Operation and Maintenance ("O&M") activities for the transportation sector projects. The registered office of the Company is Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370110.

The separate financial statements (hereinafter referred to as "Financial Statements") of the Company for the financial year 2022-23 were authorised for issue in accordance with a resolution of Board of Directors on May 19, 2023.

2 Basis of preparation of financial statements

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules (as amended) from time to time, relevant provision of Schedule III (as amended) and other relevant provisions of the Act and rules framed thereunder and guidelines issued by Securities and Exchange Board of India (SEBI).

The financial statements have been prepared under the historical cost convention and on accrual basis, except for the following that are measured at fair value:

- Certain financial assets and liabilities (Refer accounting policy regarding financial instruments).
- Non current assets held-for-sale -measured at fair value less cost to sell
- Defined benefit plan assets and liabilities
- Share based payments

The financial statements are presented in Indian rupees (INR) have been rounded off to the nearest crores up to two decimal places, as per the requirement of Schedule III to the Companies Act 2013, unless otherwise stated.

3(A) Significant accounting policies

i) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

ii) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

a) Construction contract revenue

The Company derives revenue primarily from the long-term construction of major infrastructure projects across

Notes forming part of the standalone financial statements

India. The transaction price is normally fixed at the start of the project. It is normal practice for contracts to include escalation clause based on timely construction or other performance criteria known as variable consideration, discussed below. Revenue is recognized over time in the construction stream, when the customer simultaneously receives and consumes the benefits provided through the entity's performance or when the Company creates or enhances an asset that the customer controls.

The Company recognises revenue from construction contracts, using an input method on the basis of accumulated project expenses in relation to estimated accumulated project expenses upon completion. This method reflects close approximation of actual work performed. A provision is made for the difference between the expected cost of fulfilling a contract and the expected unearned portion of the transaction price where the forecast costs are greater than the forecast revenue.

b) Toll collection

Toll revenue from operations is recognised on an accrual basis which coincides with the collection of toll.

c) Services revenue

The Company performs maintenance and other services (advisory and consultancy). Revenue is recognised in the accounting period in which the services are rendered.

d) Variable consideration

It is common for contracts to include performance bonuses or penalties assessed against the timeliness or cost effectiveness of work completed or other performance related KPIs. Where consideration in respect of a contract is variable, the expected value of revenue is only recognised when the uncertainty associated with the variable consideration is subsequently resolved, known as "constraint" requirements. The Company assesses the constraint requirements on a periodic basis when

estimating the variable consideration to be included in the transaction price. The estimate is based on all available information including historic performance. Where modifications in design or contract requirements are entered into, the transaction price is updated to reflect these. Where the price of the modification has not been confirmed, an estimate is made of the amount of revenue to recognise whilst also considering the constraint requirement.

e) Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects goods and service tax on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

f) Contract Balances

Contract assets and contract liabilities
A contract asset is the right to consideration in exchange for goods or services transferred to the customer.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

Unlike the method used to recognise contract revenue related to construction contract, the amounts billed to the customer are based on achievement of the various milestones established in the contract. The amounts recognised as revenue for a given year do not necessarily coincide with the amounts billed to or certified by the customer. In the case of contracts in which the goods or services transferred to the customer exceed the related amount billed, the difference is recognised (as a contract asset) and presented in the statement of financial position under "Contract assets", whereas in contracts in which

Notes forming part of the standalone financial statements

the goods or services transferred are lower than the amount billed to the customer, the difference is recognised (as a contract liability) and presented in the statement of financial position under "Contract liabilities".

Trade receivables

A trade receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Revenue earned from construction activities, but yet to be billed to customers, is initially recognised as contract assets and reclassified to trade receivables when the right to consideration becomes unconditional. We refer to the accounting policies on financial assets in this note for more information.

g) Cost to obtain a contract

The Company incurs costs to obtain the contracts such as bidding costs, feasibility study. The Company has charged these costs to statement of profit and loss as the Company does not expect to recover these costs.

h) Financing components

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer represents a financing component. As a consequence, the Company does not adjust any of the transaction prices for the time value of money. However, if a financing element is present then the Company would split the transaction price between the consideration for services rendered and time value of money ('financing component')

i) Interest income

Interest income for all debt instruments, measured at amortised cost or fair value through other comprehensive income, is recognised using the effective interest rate ('EIR') method and shown under interest income in the statement of profit and loss. Interest

income on interest bearing financial assets classified as fair value through profit and loss is shown as interest income under other income. Interest income on debt instruments which are credit impaired is recognised using EIR on net carrying value (net of ECL) of debt instruments.

j) Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

iii) Exceptional items

On certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

iv) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease

Notes forming part of the standalone financial statements

payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term or useful lives of the leased assets.

The right-of-use assets are also subject to impairment. Refer to the significant accounting policies - Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments).

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-

term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

v) Property, plant and equipment

Freehold land is carried at cost. Other property, plant and equipment acquired are measured on initial recognition at cost. Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Depreciation on property, plant and equipment is provided on written down value basis as per the rate derived on the basis of useful life and method prescribed under Schedule - II of the Companies Act 2013. If the management estimate of the useful life of assets at the time of acquisition of assets or remaining useful life on a subsequent review is shorter/longer than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate/ lower rate based on the management estimate of the useful life/remaining useful life. Property, plant and equipment, costing individually ₹ 5,000 or less are depreciated fully in the year of purchase.

Notes forming part of the standalone financial statements

Pursuant to this policy, property, plant and equipment are depreciated over the useful life as provided below:-

Assets description	Useful life
Buildings	30 years to 60 years
Plant and machinery	2 years to 12 years
Furniture and fixtures	10 years
Vehicles	8 years to 10 years
Office and other equipments	3 years to 5 years
Computers (including networking equipments)	3 years to 6 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

vi) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation

period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

vii) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

viii) Valuation of Inventories

Raw materials (including consumables) and components are valued at lower of cost and net realizable value. Cost is determined on weighted average basis.

Notes forming part of the standalone financial statements

ix) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual installments.

x) Non-current assets held-for-sale

The Company classifies non-current assets as held-for-sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held-for-sale only if the management expects to complete the sale within one year from the date of classification. Non-current assets classified as held-for-sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets held-for-sale are not depreciated or amortized.

xi) Employee benefits

a) Short-term benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

b) Defined benefit plans

Post-employment and other long-term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of

the amount payable determined using actuarial valuation techniques.

Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in other comprehensive income in the period in which they occur.

c) Defined contribution plans

Payments to defined contribution retirement benefit schemes are charged to the statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

xii) Share based payments

Employees (including senior executives) of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity settled transactions).

Employee stock options

The fair value of the options granted under the Employees Stock Option Schemes are recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any,

Notes forming part of the standalone financial statements

in the statement of profit and loss, with a corresponding adjustment to equity.

xiii) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consists of interest and other costs incurred in connection with the borrowing of funds.

xiv) Taxes on income

a) Current tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Current taxes are recognized in profit or loss except to the extent that the tax relates to items recognized in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred tax

Deferred income tax is recognized on all temporary differences which are the differences between the carrying amount of an asset or liability in the statement of financial position and its tax base except when the deferred income tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax liabilities are recognized for all taxable temporary differences; and deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent

that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date and based on the tax consequence which will follow from the manner in which the Company expects, at financial year end, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to item recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liability and the deferred taxes relate to the same taxable entity and the same taxation authority.

xv) Foreign Currency transactions

The Company's financial statements are presented in INR rupees in crores, which is also the Company's functional currency.

Notes forming part of the standalone financial statements

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

xvi) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and other short term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

xvii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except when the results would be anti-dilutive.

xviii) Provisions, contingent liabilities and contingent assets

a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) where, as a

result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made to the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. when discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

b) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation which is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

Notes forming part of the standalone financial statements

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent asset is not recognized, but its existence is disclosed in the financial statements.

xix) Investment in subsidiaries, associates and joint venture companies

The Company has accounted for its investment in subsidiaries, associates and joint venture companies at cost.

xx) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial assets

a) Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except for financial assets classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments measured at amortised cost
- ii) Debt instruments measured at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments measured at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at FVTOCI or FVTPL

Debt instruments

The subsequent measurement of debt instruments depends on their classification. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

i) Debt instruments measured at amortised cost

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

ii) Debt instruments measured at FVTOCI

Debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payment of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest income which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in the OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

Notes forming part of the standalone financial statements

iii) Debt instruments measured at FVTPL

Debt instruments that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. Debt instruments which are held for trading are classified as FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

iv) Equity instruments (other than investment in associates, joint venture companies and subsidiaries - Refer note "xix" above)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

B. Derecognition of financial assets

A financial asset is derecognised only when

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

C. Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- i) Financial assets measured at amortised cost
- ii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected credit losses are measured through a loss allowance at an amount equal to

- i) the twelve months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within twelve after the reporting date) or

Notes forming part of the standalone financial statements

- ii) full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on twelve months ECL.

D. Financial liabilities

a) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

- i) Financial liabilities measured at amortised cost
- ii) Financial liabilities measured at FVTPL (fair value through profit or loss)

i) Financial liabilities measured at amortised cost

After initial recognition, financial liability are subsequently measured at amortized cost using the EIR method. Gains and losses are

recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

ii) Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL are carried in the statement of profit and loss at fair value with changes in fair value recognized in the statement of profit and loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

E. Derivatives

The Company uses interest rate swaps to hedge its variability in cash flows from interest payments arising from floating rate liabilities i.e. when interests are paid according to benchmark market interest rates. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes

Notes forming part of the standalone financial statements

therein are generally recognised in the statement of profit and loss.

xxi) Fair value measurement

The Company measures financial instruments, such as, investment in debt and equity instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2** — Valuation techniques for which the lowest level input that is significant

to the fair value measurement is directly or indirectly observable

- **Level 3** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers, if any, have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

xxii) Treasury Shares

The Company has created an Welspun Enterprises Employees Welfare Trust ('EWT'). The Company uses EWT as a vehicle for distributing shares to employees under the employee stock option schemes. The Company treats EWT as its extension and shares held by EWT are treated as treasury shares.

Own equity instruments that are held by the trust are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in the other equity.

3 (B) Significant estimates, judgements and assumptions

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

Notes forming part of the standalone financial statements

a) Contract estimates

The Company prepares budgets in respect of each EPC projects to compute project profitability and construction revenue under percentage of completion method. The major component of contract estimate is budgeted cost to complete the contract. Due to complexities involved in the budgeting process, contract estimates are sensitive to changes in these assumptions. Budgeted costs are reviewed at each reporting date.

b) Provision for employee benefits

The cost of post-employment and other long term benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include determination of discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The assumptions used are disclosed in note 53.

c) Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes, if any, but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

d) Impairment testing

i) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs

for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate.

ii) Impairment of financial assets

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

e) Taxes

The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. The Company records its best estimates of the tax liability in the current tax provision. The management believes that they have adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

f) Fair value measurement

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far

Notes forming part of the standalone financial statements

as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions (Refer note 41).

g) Share based payments

Estimating fair value for share-based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 50.

h) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease,

or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

3 (C) Recent pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12, Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Notes forming part of the standalone financial statements

4 Property, plant and equipment

	(₹ in crores)						Total
	Land - Freehold*	Buildings	Plant and machinery	Furniture and fixtures	Vehicles and other equipments	Computers	
Gross carrying amount							
Balance as at April 1, 2021	0.40	2.29	35.92	1.21	11.65	0.94	55.56
Additions	-	-	1.41	0.75	1.38	2.20	6.65
Disposals	0.04	-	0.33	-	0.56	0.01	1.64
Balance as at March 31, 2022	0.36	2.29	37.00	1.96	12.47	2.44	60.57
Additions	-	0.07	1.50	0.44	0.07	1.73	5.06
Disposals	-	1.60	15.77	0.01	7.15	0.00	24.61
Balance as at March 31, 2023	0.36	0.76	22.73	2.39	5.39	4.17	41.02
Accumulated depreciation							
Upto April 1, 2021	-	0.05	21.89	0.65	6.50	0.41	31.31
Additions	-	0.22	4.06	0.62	1.75	0.87	8.40
Disposals	-	-	0.02	0.00	0.35	0.01	0.59
Upto March 31, 2022	-	0.27	25.93	1.27	7.90	1.07	39.12
Additions	-	0.18	1.85	0.39	0.83	1.38	5.62
Disposals	-	0.24	9.18	0.01	5.00	0.01	14.51
Upto March 31, 2023	-	0.21	18.60	1.65	3.73	2.44	30.23
Net carrying amount							
Balance as at March 31, 2023	0.36	0.55	4.13	0.74	1.66	1.73	10.78
Balance as at March 31, 2022	0.36	2.02	11.07	0.69	4.57	1.37	21.45

	As at March 31, 2023	As at March 31, 2022
Net carrying amount		
Property, plant and equipment	10.78	21.45

Note: * Includes value of land ₹ Nil (Original value of ₹ 0.36 crores) at Pune for which the legal documents are yet to be executed.

Description of property	Gross carrying value (₹ in crores)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Company
Freehold land at Village - Indapur Dist. Pune	0.36	Mr. Mahadev Shankar Gurgude & Mr. Chittaranjan Patil	No	Since October 2010	Dispute before the Court of Baramati Civil Court. The owner and his power of attorney holder did not fulfill their obligations under the Agreement to sell.

Notes forming part of the standalone financial statements

5 Right-of-use assets

	(₹ in crores)	
	Leased premises	Total
Gross carrying amount		
Balance as at April 1, 2021	10.81	10.81
Additions	11.46	11.46
Disposals	(2.22)	(2.22)
Balance as at March 31, 2022	20.05	20.05
Additions	1.96	1.96
Balance as at March 31, 2023	22.01	22.01
	(₹ in crores)	
	Leased premises	Total
Accumulated depreciation		
Upto April 1, 2021	6.50	6.50
Additions	4.02	4.02
Disposals	(1.52)	(1.52)
Upto March 31, 2022	9.00	9.00
Additions	3.97	3.97
Upto March 31, 2023	12.97	12.97
	As at March 31, 2023	As at March 31, 2022
Net carrying amount		
Right-of-use assets	9.04	11.05

Notes forming part of the standalone financial statements

6 Non-current investments

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Investment in Equity Instruments - Subsidiaries		
Unquoted		
Welspun Projects (Himmatnagar Bypass) Private Limited 242,000 (March 31, 2022: 242,000) equity shares of ₹ 10/- each fully paid up	2.33	2.33
Welspun Project (Kim Mandvi Corridor) Private Limited 6,730,000 (March 31, 2022: 6,730,000) equity shares of ₹ 10/- each fully paid up	6.73	6.73
Less: Provision for impairment	(6.73)	(6.73)
Welspun Natural Resources Private Limited Nil (March 31, 2022: 31,875,000) equity shares of ₹ 10 each fully paid up (Refer note 58) @	-	90.68
Dewas Waterprojects Works Private Limited 7,600 (March 31, 2022: 7,600) equity shares of ₹ 10 each fully paid up (Refer Note 6.11)	0.01	0.01
Welspun Build-Tech Private Limited 10,000 (March 31, 2022: 10,000) equity shares of ₹ 10 each fully paid up	0.01	0.01
ARSS Bus Terminal Private Limited 18,627,451 (March 31, 2022: 18,627,451) equity shares of ₹ 10 each fully paid up	31.01	31.01
Less: Provision for impairment	(12.45)	-
Welspun Delhi Meerut Expressway Private Limited Nil (March 31, 2022: 5,000,000) equity shares of ₹ 10 each fully paid up (Refer note 59 & 6.11)	-	5.00
Grenoble Infrastructure Private Limited 4,900 (March 31, 2022: 4,900) equity shares of ₹ 10/- each fully paid up	0.00	0.00
DME Infra Private Limited 10,000 (March 31, 2022: 10,000) equity shares of ₹ 10/- each fully paid up	0.01	0.01
Welspun Sattanathapuram Nagapattinam Road Private Limited 7,000 (March 31, 2022: 7,000) equity shares of ₹ 10/- each fully paid up (Refer Note 6.11)	0.01	0.01
Welspun Road Infra Private Limited Nil (March 31, 2022: 39,513,685) equity shares of ₹ 10/- each fully paid up (Refer note 59 & 6.11) @@	-	157.01
Welsteel Enterprises Private Limited 49,000 (March 31, 2022: 49,000) equity shares of ₹ 10 each fully paid up	0.05	0.05
Welspun Aunta-Simaria Project Private Limited 740,000 (March 31, 2022: 740,000) equity shares of ₹ 10 each fully paid up (Refer Note 6.11)	0.74	0.74
Welspun Infraconstruct Private Limited (Formerly known as Welspun Amravati Highways Private Limited) 10,000 (March 31, 2022: 10,000) equity shares of ₹ 10/- each fully paid up	0.01	0.01
Welspun InfraFacility Private Limited Nil (March 31, 2022: 24,187,381) equity shares of ₹ 10/- each fully paid up (Refer note 20, 59 & 6.11)	-	203.10
Welspun EDAC JV Private Limited 8,000 (March 31, 2022: Nil) equity shares of ₹ 10 each fully paid up	0.01	-
Welspun Kaveri Infraprojects JV Private Limited 10,000 (March 31, 2022: 7,000) equity shares of ₹ 10/- each fully paid up	0.01	0.01
Welspun New Energy Limited 10,000 (March 31, 2022: Nil) equity shares of ₹ 10/- each fully paid up	0.01	-
RGY Roads Private Limited 10,000 (March 31, 2022: Nil) equity shares of ₹ 10 each fully paid up (Refer note 6.9)	38.77	-

Notes forming part of the standalone financial statements

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Less: Provision for impairment	(38.77)	-
Corbello Trading Private Limited 10,000 (March 31, 2022: Nil) equity shares of ₹ 10/- each fully paid up (Refer note 6.10)	16.19	-
Less: Provision for impairment	(16.19)	-
Investment in Equity Instruments - Joint venture entities (at cost unless otherwise stated)"		
RGY Roads Private Limited Nil (March 31, 2022: 4,900) equity shares of ₹ 10 each fully paid up (Refer Note 6.11 & 6.9)	-	23.00
MBL (GSY) Road Limited Nil (March 31, 2022: 24,500) equity shares of ₹ 10 each fully paid up (Refer Note 6.11 & 6.9) @@@	-	6.47
MBL (CGRG) Road Limited Nil (March 31, 2022: 24,500) equity shares of ₹ 10 each fully paid up (Refer Note 6.11 & 6.9) @@@@	-	3.20
Corbello Trading Private Limited Nil (March 31, 2022: 4,900) equity shares of ₹ 10/- each fully paid up (Refer Note 6.11 & 6.10)	-	7.85
Chikhali - Tarsod Highways Private Limited Nil (March 31, 2022: 490,000) equity shares of ₹ 10/- each fully paid up (Refer Note 6.11 & 6.10)	-	0.49
Investment in Equity Instruments - Associate		
Unquoted		
Adani Welspun Exploration Limited 4,654,997 (March 31, 2022: Nil) equity shares of ₹ 10/- each fully paid up (Refer note 58)	38.16	-
Investment at fair value through profit and loss		
Investment in equity instruments- Quoted		
Union Bank of India 2,640 (March 31, 2022: 2,640) equity Shares of ₹ 10/- each fully paid up	0.02	0.01
Investment in equity instruments- Unquoted		
Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited) 1,549 (March 31, 2022: 1,549) equity shares of ₹ 10 each fully paid up (at fair value)	-	-
Welassure Private Limited 1,900 (March 31, 2022: 1,900) equity shares of ₹ 10 each fully paid up (at fair value)	0.12	0.12
Welspun Global Services Private Limited 1,900 (March 31, 2022: 1,900) equity shares of ₹ 10 each fully paid up (at fair value)	0.00	0.00
Ecstatic Engineering Consultants Private Limited 480 (March 31, 2022: 480) equity shares of ₹ 10 each fully paid up (at fair value)	0.00	0.00
Welspun Transformation Services Limited 570,000 (March 31, 2022: Nil) equity shares of ₹ 10 each fully paid up (at fair value)	0.57	-
Investment in Government Securities		
Indira Vikash Patra	0.00	0.00
Investment in Debentures - Subsidiaries		
Welspun Project (Kim Mandvi Corridor) Private Limited 1,001,784 (March 31, 2022: 1,001,784) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 6.1)	10.02	10.02
Less: Provision for impairment	(10.02)	(6.95)

Notes forming part of the standalone financial statements

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Dewas Waterprojects Works Private Limited		
3,872,000 (March 31, 2022: 3,872,000) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer Note 6.11 & 6.2)	38.72	38.72
50,49,000 (March 31, 2022: 50,49,000) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 6.5)	50.49	50.49
Welspun Build-Tech Private Limited		
711,775 (March 31, 2022: 1,711,775) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 6.1)	7.12	17.12
Less: Provision for impairment	(7.12)	-
1,000,000 (March 31, 2022: Nil) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 6.4)	10.00	-
Welspun Delhi Meerut Expressway Private Limited		
Nil (March 31, 2022: 2,155,000) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 6.1 & 6.11)	-	21.55
Nil (March 31, 2022: 2,900,000) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (Refer note 6.6)	-	29.00
Welspun Sattanathapuram Nagapattinam Road Private Limited		
2,170,000 (March 31, 2022: 2,170,000) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 6.1 & 6.11)	21.70	21.70
584,988 (March 31, 2022: 584,988) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 6.5)	5.85	5.85
Welspun Road Infra Private Limited		
Nil (March 31, 2022: 1,498,895) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 59 & 6.5)	-	14.99
Welsteel Enterprises Private Limited		
3,475,000 (March 31, 2022: 3,475,000) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 6.5)	34.75	34.75
Welspun Aunta-Simaria Project Private Limited		
3,482,260 (March 31, 2022: 3,482,260) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 6.3)	34.82	34.82
8,144,290 (March 31, 2022: 8,144,290) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 6.5)	81.44	81.44
Welspun InfraFacility Private Limited		
Nil (March 31, 2022: 14,039,000) 0% unsecured optionally convertible debentures of ₹ 100/- each (Refer note 20, 59 & 6.7)	-	140.39
Investment in Debentures		
Welspun Energy Thermal Private Limited		
1,570,832 (March 31, 2022: 1,570,832) 0% unsecured optionally convertible debentures of ₹ 10 each fully paid up (Refer note 6.8)	-	-
Investment in Debentures - associate (at cost unless otherwise stated)		
Adani Welspun Exploration Limited		
45,835,134 (March 31, 2022: Nil) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 58 & 6.1)	386.11	-
Investment in Debentures - joint venture entities (at cost unless otherwise stated)		
RGY Roads Private Limited		
Nil (March 31, 2022: 6,372,910) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 6.1 & 6.9)	-	63.73
MBL (GSY) Road Limited		
Nil (March 31, 2022: 4,154,350) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 59, 6.1 & 6.9)	-	41.54

Notes forming part of the standalone financial statements

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Nil (March 31, 2022: 8,313,595) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 59, 6.5 & 6.9)	-	83.14
MBL (CGRG) Road Limited		
Nil (March 31, 2022: 3,279,250) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 59, 6.1 & 6.9)	-	32.79
Nil (March 31, 2022: 6,563,395) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 59, 6.5 & 6.9)	-	65.64
Corbello Trading Private Limited		
Nil (March 31, 2022: 3,143,790) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 6.1, 6.11 & 6.10)	-	31.44
Chikhali - Tarsod Highways Private Limited		
Nil (March 31, 2022: 3,095,300) 0% unsecured compulsorily convertible debentures of ₹ 100 each fully paid up (Refer note 59, 6.1, 6.11 & 6.10)	-	30.95
Nil (March 31, 2022: 5,726,988) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) (Refer note 59, 6.11 & 6.5)	-	57.27
Total	724.51	1,431.51
Aggregate book value of quoted investments	0.02	0.01
Aggregate book value of unquoted investments	815.78	1,445.18
Aggregate market value of quoted investments	0.02	0.01
Aggregate amount of impairment in value of investments	91.28	13.68

- 6.1 Each debenture having face value of ₹ 100 each shall be compulsorily convertible into 10 equity shares of ₹ 10 each fully paid up at the end of the 5 years from the date of allotment or as mutually agreed before the end of the tenure.
- 6.2 Each debenture having face value of ₹ 100 each shall be compulsorily convertible into 10 equity shares of ₹ 10 each fully paid up at any time after 5 years. Unless converted earlier, the CCDs shall be compulsorily converted into equity shares in the ratio as mentioned earlier, at the end of the Concession Period under the Concession Agreement dated January 9, 2018 or any amendment thereto.
- 6.3 Out of 6,931,520 Debenture, 2,074,260 debentures having face value of ₹ 100 each shall be compulsorily convertible into 10 equity shares of ₹ 10 each fully paid up at the end of 5 years from date of allotment or as mutually agreed before the end of the tenure and 4,857,260 debentures having face value of ₹ 100 each shall be compulsorily convertible into 10 equity shares of ₹ 10 each fully paid up at the end of 10 years or as mutually agreed before the end of the tenure.
- 6.4 Each debenture having face value of ₹ 100 each shall be convertible, at the option of the holder of the Company into 10 equity shares of ₹ 10 each of the Company at any time during the tenure of OCD ie 10 years. The OCD's are redeemable at the option of the issuer any time post 1 year from date of issue but not later than 10 years. Before redeeming the OCD's, the issuer shall give option to holder to convert the OCD's in to equity by issuing 15 days notice thereof. If the holder does not opt for converting, the issuer shall redeem within 7 days of the expiry of notice period.
- 6.5 Each debenture having face value of ₹ 100 each shall be convertible, at the option of the holder or the Company into 10 equity shares of ₹ 10 each of the Company at any time after the expiry of 5 years and such conversion option shall be available till the expiry of the tenure (10 years from date of allotment) unless redeemed earlier. Besides, the Debenture holder as well as the Company has the right to seek redemption or do redemption, as the case may be, any time after the allotment of debentures. If the debentures are not converted into equity or redeemed until the expiry of the tenure, the debentures shall be redeemed at the expiry of the tenure.
- 6.6 Each debenture having face value of ₹ 100 each shall be convertible at the option of the holder at any time during the tenure of the debentures into 10 equity shares of ₹ 10 each. If the debentures are not redeemed within 18 years from the date of issue, the debentures will be mandatorily converted into equity shares. Debentures shall be redeemable at the option of the Issuer, any-time after a period of 3 months from the date of issue but not later than 18 years. If redeemed after a period of 2 years from the date of issue, the redemption amount shall be the aggregate of the Issue price and premium equivalent to 15% of the aggregate of present value of Free Cash Flow for Equity (FCFE) and cash balance, if any of the Issuer. Before redeeming the OCDs, the issuer shall give option to holder to convert the OCDs in to equity by issuing 15 day's notice thereto. If the holder does not opt for converting, the issuer shall redeem within 7 days of the expiry of the notice period.
- 6.7 Each debenture shall have face value of ₹ 100 each. The holder shall have option to convert the Debenture amount (Face Value minus interest, if any, already paid) at any time during the tenure of the debentures into equity shares at issue price of ₹ 10 each. If the debentures are not redeemed within 18 years from the date of issue, the debentures will be mandatorily converted into equity shares. Debentures shall be redeemable at the option of the Issuer, any-time after a period of 3 months from the date of issue but not later than 18 years. If redeemed after a period of 2 years from the date

Notes forming part of the standalone financial statements

of issue, the redemption amount shall be the aggregate of the Issue price and premium equivalent to 15% X (Free Cash Flow for Equity (FCFE) plus interest if any already paid by the Issuer) minus interest if any already paid of the Issuer. Before redeeming the OCDs, the issuer shall give option to holder to convert the OCDs in to equity by issuing 15 day's notice thereto. If the holder does not opt for converting, the issuer shall redeem within 7 days of the expiry of the notice period. Tenure: 18 years from date of allotment Payment of interest: The issuer shall have an option to pay total interest at 15% for the first two years from the date of issue.

6.8 Each debenture having face value of ₹ 10 each shall at the option of the Company be converted into appropriate number of equity shares of ₹ 10 each, equity share of ₹ 10 each fully paid up not later than 10 years from the date of allotment of OCDs.

6.9 became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity

6.10 became subsidiary w.e.f. September 5, 2022 and ceased to be joint venture entity

6.11 The Company has pledged below mentioned equity shares, CCD and OCD:-

Entities	As at	As at
	March 31, 2023	March 31, 2022
	Units	Units
A) Equity shares		
Welspun Delhi Meerut Expressway Private Limited	-	1,500,000
Dewas Waterprojects Works Private Limited	5,100	5,100
Welspun Aunta-Simaria Project Private Limited	510,000	510,000
RGY Roads Private Limited	-	4,900
MBL (GSY) Road Limited	-	24,495
MBL (CGRG) Road Limited	-	24,495
Corbello Trading Private Limited	-	4,895
Chikhali - Tarsod Highways Private Limited	-	489,995
Welspun Road Infra Private Limited	-	20,151,980
Welspun Sattanathapuram Nagapattinam Road Private Limited	-	5,100
Welspun InfraFacility Private Limited	12,335,567	12,335,567
B) Compulsorily Convertible Debentures (CCD)		
Dewas Waterprojects Works Private Limited	2,000,001	2,000,001
Welspun Sattanathapuram Nagapattinam Road Private Limited	1,106,700	1,106,700
Corbello Trading Private Limited	-	3,143,790
Chikhali - Tarsod Highways Private Limited	-	3,095,300
Welspun Delhi Meerut Expressway Private Limited	-	2,155,000
C) Optionally Convertible Debentures (OCD)		
Chikhali - Tarsod Highways Private Limited	-	79,000

@ Investment as at March 31, 2023 includes cumulative adjustment for fair value of interest free loan of ₹ Nil (March 31, 2022: ₹ 60.68 crores).

@@ Investment as at March 31, 2023 includes cumulative adjustment for fair value of interest free loan of ₹ Nil (March 31, 2022: ₹ 1.96 crores)

@@@ Investment as at March 31, 2023 includes cumulative adjustment for fair value of interest free loan of ₹ Nil (March 31, 2022: ₹ 6.45 crores)

@@@@ Investment as at March 31, 2023 includes cumulative adjustment for fair value of interest free loan of ₹ Nil (March 31, 2022: ₹ 3.18 crores)

Notes forming part of the standalone financial statements

7 Non-current financial assets - Loans

	As at	As at
	March 31, 2023	March 31, 2022
(₹ in crores)		
Unsecured		
Loans to related parties (Refer note 54)		
Considered good	-	248.05
Credit impaired	-	133.77
	-	381.82
Less: Expected credit loss	-	133.77
Total	-	248.05

Loans are non-derivative financial assets carried at amortised cost which generates a fixed or variable interest income. The carrying value may be affected by changes in the credit risk of the counterparties.

8 Non-current financial assets - Others

	As at	As at
	March 31, 2023	March 31, 2022
(₹ in crores)		
Secured		
Security deposits- considered good - others	1.53	3.13
Unsecured		
Security deposits- considered good		
- Related parties (Refer note 54)	-	0.05
- Others	0.84	2.79
	0.84	2.84
Bank deposits having maturity of more than twelve months Held as margin money against borrowings, guarantees and other commitments including collateral securities (with various government authorities and banks)	69.76	70.86
Total	72.13	76.83

9 Non-current tax assets (net)

	As at	As at
	March 31, 2023	March 31, 2022
(₹ in crores)		
Balances with government authorities		
- Direct tax (net of provision for taxation)	32.76	25.33
Total	32.76	25.33

10 Other non-current assets

	As at	As at
	March 31, 2023	March 31, 2022
(₹ in crores)		
Capital advances	1.68	0.50
Prepaid expenses	0.35	1.25
Balances with government authorities - Indirect tax	2.76	3.28
Total	4.79	5.03

11 Inventories

	As at	As at
	March 31, 2023	March 31, 2022
(₹ in crores)		
Raw materials (including consumables)	86.29	48.00
Total	86.29	48.00

Notes forming part of the standalone financial statements

12 Contract assets

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Contract assets (Refer note 56):		
- Related parties (Refer note 54)	32.11	214.64
- Others	362.57	77.26
Total	394.68	291.90

13 Current investments

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Investments at fair value through profit and loss		
I Quoted		
Investment in bonds	895.61	14.88
Investment in mutual funds *	402.30	14.48
Investment in equity shares		
NMDC Limited	1.11	1.62
100,000 (March 31, 2022: 100,000) shares of face value of Re 1/- each fully paid up		
NMDC Steel Limited	0.31	-
100,000 (March 31, 2022: Nil) shares of face value of Re 1/- each fully paid up		
II Unquoted		
Ecstatic Engineering Consultants Private Limited		
5,584 (March 31, 2022: 5,584) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up #	0.25	0.25
Total	1,299.58	31.23
Aggregate book value of quoted investments	1,299.33	30.98
Aggregate book value of unquoted investments	0.25	0.25
Aggregate market value of quoted investments	1,299.33	30.98

* ₹ 9.32 crores (March 31, 2022: ₹ 8.82 crores) represents restricted balances towards DSRA obligation/collateral security for its debt obligations to lenders.

Each debenture having face value of ₹ 100 each shall be convertible, at the option of the holder into 1 equity share of ₹ 10 each of the Company at any time after the expiry of 6 months and may be redeemed or renewed or converted upon maturity at the option of the debentureholder.

14 Trade receivables

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered good		
- Related parties (Refer note 54)	385.03	278.25
- Others	183.61	33.70
Total	568.64	311.95

Trade receivables are non-interest bearing and are normally settled as per payment terms mentioned in the contract.

For ageing of trade receivables outstanding as at March 31, 2023 and March 31, 2022 - Refer Note 44

Notes forming part of the standalone financial statements

15 Cash and cash equivalents

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Cash on hand	0.05	0.15
Balances with banks:		
- In current accounts	31.12	47.74
- Deposit with original maturity of less than three months	228.62	-
Total	259.79	47.89

16 Bank balances (other than 15 above)

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Balances with banks:		
Deposits having maturity period less than twelve months	152.40	-
Held as margin money against guarantees and other commitments including collateral security (with various government authorities and banks)	57.03	37.83
Unclaimed dividend account #	0.94	0.50
Total	210.37	38.33

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act 2013 as at the year end.

17 Current financial assets - loans

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loans and advances		
- Related parties (Refer note 54)	84.30	525.02
- Other parties	0.05	-
Total	84.35	525.02

18 Other current financial assets

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Secured, considered good		
Security deposits - Others	1.20	1.20
Unsecured, considered good		
Security deposits		
- Related parties (Refer note 54)	0.07	0.07
- Others	2.52	7.47
Advances recoverable		
- Others	60.24	22.92
Total	64.03	31.66

Notes forming part of the standalone financial statements

19 Other current assets

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Advance against goods and services	191.22	132.11
Mobilisation advance receivable	139.42	109.34
Prepaid expenses	3.60	3.35
Balances with government authorities - Indirect tax	94.81	73.41
Total	429.05	318.21

20 Assets held-for-sale

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Assets held-for-sale (Refer note i and ii below)	116.23	24.60
Total	116.23	24.60

- i) On June 9, 2022, the Company has entered definitive agreement with Actis Highway Infra Limited ("Actis") and has obtained all necessary approvals for divestment of 49% equity stake in Welspun Infracore Private Limited. The balance 51% shall be divested on fulfillment of certain conditions. The carrying value of equity shares amounting to ₹ 103.58 crores (12,335,567 equity shares of ₹ 10/- each fully paid up) (March 31, 2022: ₹ Nil) has been shown as Assets held-for-sale. Out of the above equity shares, 483,759 equity shares has been pledged.
- ii) The Company has identified certain Property, plant and machinery ('PPE') amounting to ₹ 12.65 crores (March 31, 2022 ₹ 24.60 crores) which are available for sale in its present conditions. The Company has taken necessary actions to complete the sale and expect the sale to conclude within one year.

21 Equity

(a) Equity share capital

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Authorised		
275,000,000 (March 31, 2022: 275,000,000) equity shares of ₹ 10/- each	275.00	275.00
	275.00	275.00
Issued, subscribed and paid up		
149,983,056 (March 31, 2022: 149,783,056) equity shares of ₹ 10/- each fully paid up	149.98	149.78
	149.98	149.78

(i) Reconciliation of the number of equity shares outstanding and the amount of the share capital

	(₹ in crores)			
	As at March 31, 2023		As at March 31, 2022	
	Number of equity shares	(₹ in crores)	Number of equity shares	(₹ in crores)
At the beginning of the year	149,783,056	149.78	148,864,056	148.86
Add: Pursuant to exercise of stock options (Refer note 50)	200,000	0.20	919,000	0.92
Outstanding at the end of the year	149,983,056	149.98	149,783,056	149.78

(ii) Rights, preference and restriction on shares

The Company has only one class of equity having par value of ₹ 10 per share. Each shareholder is entitled to one vote per share held. The dividend, in case proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

Notes forming part of the standalone financial statements

In the event of liquidation of the Company, the holders of the equity shares are entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Disclosure of Shareholding of Promoters

The details of the shares held by the promoters as at March 31, 2023 are as follows:

Promoters Name	No of Shares	% of total shares	% change during the year
a) Balkrishan Goenka Trustee of Welspun Group Master Trust	72,709,526	48.48%	(0.06%)
b) Welspun Investments and Commercials Limited	4,625,210	3.08%	0.33%
c) Aryabhat Vyapar Private Limited	3,290,063	2.19%	0.00%
d) Rajesh R Mandawewala	120	0.00%	-
e) Balkrishan Gopiram Goenka	84	0.00%	-
f) Sitadevi Rameshkumar Mandawewala	600	0.00%	-

The details of the shares held by the promoters as at March 31, 2022 are as follows:

Promoters Name	No of Shares	% of total shares	% change during the year
a) Balkrishan Goenka Trustee of Welspun Group Master Trust	72,709,526	48.54%	3.33%
b) Welspun Investments and Commercials Limited	4,125,210	2.75%	(0.02%)
c) Aryabhat Vyapar Private Limited	3,290,063	2.20%	(0.01%)
d) Rajesh R Mandawewala	120	0.00%	-
e) Balkrishan Gopiram Goenka	84	0.00%	-
f) Sitadevi Rameshkumar Mandawewala	600	0.00%	-

(iv) Details of shareholders holding more than 5% shares in the Company

	(₹ in crores)			
	As at March 31, 2023		As at March 31, 2022	
	Number of equity shares	% Holding	Number of equity shares	% Holding
Balkrishan Goenka as Trustee of Welspun Group Master Trust	72,709,526	48.48%	72,709,526	48.54%

(v) Aggregate number of shares issued for consideration other than cash, bonus shares issued and shares bought back during the last five years immediately preceding the reporting date.

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Equity shares allotted as fully paid up for consideration other than cash		
- Pursuant to exercise of stock options (Refer note 50)	2,690,000	2,490,000

(vi) Shares reserved for issue under options

For details of shares reserved for issue under the share based payment plan of the company, please refer note 50

Notes forming part of the standalone financial statements

(b) Other equity

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Capital reserve	223.55	223.55
Securities premium	953.08	950.49
Share options outstanding account	3.11	9.94
Amalgamation reserve	5.21	5.21
General reserve	5.67	5.67
Retained earnings	1,124.62	549.54
Total	2,315.24	1,744.40
(i) Capital reserve		
As per last balance sheet	223.55	223.55
(ii) Securities premium		
As per last balance sheet	950.49	938.61
Exercise of share options	2.59	11.88
	953.08	950.49
(iii) Other reserves		
(a) Share options outstanding account		
As per last balance sheet	9.94	19.89
Compensation options granted -Refer note 50	1.49	2.85
Compensation options lapsed -Refer note 50	(5.53)	-
Share options exercised -Refer note 50	(2.79)	(12.80)
	3.11	9.94
(b) Amalgamation reserve		
As per last balance sheet	5.21	5.21
(c) General reserve		
As per last balance sheet	5.67	5.67
(d) Retained earnings		
As per last balance sheet	549.54	477.05
Total comprehensive income for the year	710.06	94.83
Interim dividend paid	(112.50)	-
Final dividend paid	(22.49)	-22.34
	1,124.61	549.54
Total	2,315.23	1,744.40

22 Contract liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Contract liabilities (Refer note 56):		
- Other parties	198.74	170.90
Total	198.74	170.90

23 Non-current borrowings

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Secured		
Measured at amortised cost		
Term loans from financial institutions (Refer note (i) below)	-	79.68
Non convertible debentures (Refer note (ii) below)	-	274.31
Total	-	353.99
Term loans from financial institutions / NCDs		
Non-current borrowing	-	353.99
Current maturity of long term borrowings (Refer note 27)	291.68	147.77
Total	291.68	501.76

Notes forming part of the standalone financial statements

Nature of security and terms of repayments for long term borrowings

i) Axis Finance Limited ('AFL') ₹ Nil (March 31, 2022: ₹ 99.59 crores)

Term loan from AFL was secured by second charge on the current assets of the Company at Book Value and exclusive charge over such non-current assets that it provides a minimum security cover of 1.25x

Repayment terms: Repayment in 20 equal quarterly installments w.e.f. June 30, 2022. The loan has been repaid during the year.

Rate of Interest: 1 year Axis Bank MCLR + 0.61 % spread

ii) Non-convertible debentures ('NCDs') ₹ 291.68 crores (March 31, 2022: ₹ 402.17 crores)

The Company had issued 1,750 rated, listed, secured, redeemable, Non-Convertible Debentures of ₹ 10 lacs each aggregating to ₹ 175.00 crores. The debentures bore an interest at 8.85% payable annually. Debentures were secured by way of first pari passu charge on loans, advances and other receivables (including ICDs) from Project SPVs, other than current assets of the Company by way of hypothecation at book value. Second pari passu charge on the Current assets of the Company at book value, and - Exclusive charge on Debt Service Reserve Account. The aggregate book value of the security i.e first pari passu charge on and second pari passu charge on as aforesaid should provide minimum asset cover of 1.10 times during the tenure of the NCDs at all times to be tested on half yearly basis.

The Company had issued 2,000 rated, listed, secured, redeemable, Non-Convertible Debentures of ₹ 10 lacs each aggregating to ₹ 200.00 crores. The debentures bore an interest at an agreed upon annual rate of repo rate plus spread of 485 bps payable annually. Debentures were secured by way of first pari passu charge on the Current assets of the company at book value, first pari passu charge over plant and machinery and other moveable assets excluding those specifically charged to other Banks / Financial Institutions. The aggregate book value of the security i.e First Pari passu charge and Second Pari passu charge as aforesaid should provide minimum asset cover of 1.10 times during the tenure of the NCDs at all times to be tested on half yearly basis.

Number of Debentures	Face Value	Redemption date	Rate of Interest per annum
1,000 Secured Redeemable Non-Convertible Debentures (INE625G07028)	1,000,000	June 1, 2023	Linked with Repo Rate
1,750 Secured Redeemable Non-Convertible Debentures (INE625G07010)	1,000,000	May 27, 2023	8.85%
1,000 Secured Redeemable Non-Convertible Debentures (INE625G07028)	1,000,000	December 1, 2022	Linked with Repo Rate

24 Non-current lease liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 57)	5.82	5.78
Total	5.82	5.78

25 Non-current provisions

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	7.69	3.49
Provision for Welspun Maxsteel Limited (WMSL) obligations * (Refer note 52)	-	25.88
Total	7.69	29.37

* Represents certain obligations related to stamp duty, etc of Welspun Maxsteel Limited, an erstwhile subsidiary disposed off in earlier years.

Notes forming part of the standalone financial statements

26 Contract liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Contract liabilities (Refer note 56):		
- Related parties (Refer note 54)	113.28	103.89
- Other parties	330.61	181.64
Total	443.89	285.53

27 Current financial liabilities - borrowings

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Secured		
Measured at amortised cost		
Current maturities of long-term borrowings (Refer Note 23) *	291.68	147.77
Loans repayable on demand		
Loans repayable on demand from other parties **	171.65	-
Unsecured		
Loans repayable on demand from related parties ***	9.70	-
Total	473.03	147.77

* includes interest accrued and not due of ₹ 16.82 crores (March 31, 2022: ₹ 27.85 crores)

** Amount received as per "Advance and Pledged Agreement" for the purpose of fulfilment of obligation under one of the EPC contract of pledger. The loan is carrying interest @ 6% per annum compounded annually and is secured by first ranking exclusive charge by way of pledge of 11,851,817 equity share in Welspun Infracore Private Limited. It includes accrued interest of ₹ 2.40 crores (net of tax deducted at source). The repayment notice may be issued not earlier than 15 (fifteen) business days prior to the second closing date as defined in "Securities Subscription and Purchase Agreement".

*** Interest free loan repayable on demand

28 Current lease liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 57)	4.11	5.54
Total	4.11	5.54

29 Trade payables

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Dues of micro enterprises and small enterprises ('MSME') - (Refer note 55)	-	-
Dues of creditors other than micro enterprises and small enterprises		
- Acceptances	105.93	47.32
- Others	473.34	350.31
Total	579.27	397.63

Notes forming part of the standalone financial statements

Trade payables are non-interest bearing and are normally settled as per payment terms mentioned in the contract.

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Trade payables - Related parties (Refer note 54)	2.62	1.57
- Others	576.65	396.06
Total	579.27	397.63

For ageing of trade payable outstanding as at March 31, 2023 and March 31, 2022 - Refer Note 45

30 Current financial liabilities - others

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Security deposits/ retention money payable	131.53	151.48
Payable to employees	26.39	13.21
Interest rate swap payable (Refer Note 42 (A)(a)(i))	6.75	2.28
Unclaimed dividend	0.94	0.50
Payable to related party (Refer Note 54)	-	9.37
Total	165.61	176.84

31 Current provisions

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	3.80	1.88
Total	3.80	1.88

32 Other current liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Other payables	-	11.47
Statutory dues payable	25.71	11.43
Total	25.71	22.90

33 Revenue from operations

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from		
- Engineering, Procurement and Construction #	2,563.52	1,255.73
- Operation and Maintenance #	56.77	45.17
Other operating revenues		
- Scrap sales	0.13	6.04
- Other material sales	30.99	-
- Claim received	24.97	-
Total	2,676.38	1,306.94

Refer note 54 for related parties transactions

Notes forming part of the standalone financial statements

34 Other income

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on financial assets at amortised cost		
- On bank deposits	7.98	3.88
- On loans and advances to related parties #	15.80	22.68
Interest income		
- Financial assets measured at fair value through profit and loss ('FVTPL')	9.33	1.19
- On Income tax refund	0.91	-
- Others *	27.33	7.42
Dividend income on financial assets mandatorily measured at fair value through profit and loss ('FVTPL')	0.61	0.13
Net gain on financial assets mandatorily measured at fair value through profit and loss ('FVTPL')	30.43	0.95
Liabilities written back	0.57	-
Unwinding of discount on interest free deposits	0.09	0.17
Gain on sale of property, plant and equipment (net)	5.26	1.13
Rent income	0.12	0.10
Miscellaneous income	0.20	0.15
Total	98.63	37.80

* Includes interest income recognised on mobilisation advances.

Refer note 54 for related parties transactions

35 Cost of materials

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Inventories at the beginning of the year	48.00	4.89
Add: Purchases	428.41	106.82
	476.41	111.71
Less: Inventories at the end of the year	(86.29)	(48.00)
Total	390.12	63.71

36 Employee benefits expense

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and allowances	138.49	96.24
Contribution to provident and other funds	8.27	6.71
Share based payments to employees (Refer note 50)	(4.04)	2.85
Staff welfare expenses	5.42	2.77
Total	148.14	108.57

Refer note 54 for related parties transactions

Notes forming part of the standalone financial statements

37 Finance costs

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Interest expenses on financial liabilities at amortised cost		
- Term loans	12.23	8.09
- Working capital	4.27	2.93
- Debentures	35.15	33.19
Net interest on net defined benefit liability	0.39	0.41
Interest on lease liability	1.12	0.82
Other interest costs	7.45	0.02
	60.61	45.46
Bank charges and other finance costs	14.91	8.02
Total	75.52	53.48

Refer note 54 for related parties transactions

38 Depreciation

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on property, plant and equipment	5.62	8.40
Depreciation on right-of-use assets	3.97	4.02
Total	9.59	12.42

39 Other expenses

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Site expenses	16.52	12.01
Hire charges	16.73	9.12
Power, fuel and water charges	11.05	6.37
Repairs and maintenance:-		
- Property, plant and equipment	0.28	0.15
- Others	9.18	7.66
Rent	7.34	3.90
Rates and taxes	5.32	2.19
Insurance	12.67	9.50
Travelling and conveyance expense	10.38	6.02
Communication expenses	0.43	0.42
Legal and professional fees	58.45	41.77
Freight and forwarding expenses	0.19	0.31
Business promotion and advertisement	7.34	1.27
Printing and stationary expenses	0.68	0.33
Directors sitting fees	0.75	0.52
Payment to Auditor:-		
- Audit fees (including fees for limited review)	0.42	0.37
- Certifications	0.07	0.04
- Reimbursement of expenses	0.02	0.00
Donation	10.17	0.09
Corporate social responsibility (Refer note 64)	3.18	3.76
Miscellaneous expenses	5.93	2.45
Total	177.10	108.25

Refer note 54 for related parties transactions

Notes forming part of the standalone financial statements

40 Income tax

a) The major components of income tax are as under:

i) Income tax related to items recognized in Statement of profit and loss during the year

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Current tax		
Current tax on taxable income for the year	47.52	24.20
Deferred tax		
Relating to origination and reversal of temporary differences	(0.58)	(1.64)
Total deferred tax charge/ (credit)	(0.58)	(1.64)
Income tax expense reported in the statement of profit and loss	46.94	22.56

ii) Deferred tax related to items recognized in other comprehensive income (OCI) during the year

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Deferred tax on remeasurement (gains)/losses on defined benefit plan	1.03	(0.47)
Deferred tax charged to other comprehensive income	1.03	(0.47)

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Accounting profit before tax	760.06	116.00
Income tax @ 25.168% (March 31, 2022: 25.168%)	191.29	29.19
Non-deductible expenses for tax purpose		
Other non deductible expenses	23.67	0.08
Other allowances for tax purpose	(15.38)	(0.92)
Effect of tax on exempt income	(0.15)	(5.71)
Utilisation of previously unrecognised tax losses	(152.49)	(0.08)
Total	46.94	22.56

c) Deferred tax relates to the following:

	Balance Sheet		Recognized in the statement of profit and loss		Recognized in OCI	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
a) Taxable temporary differences						
Depreciation on property, plant and equipment and intangible assets	(1.99)	(0.57)	(1.42)	(0.02)	-	-
Fair valuation of financial instruments	(3.05)	(2.92)	(0.13)	(1.15)	-	-
Total (a)	(5.04)	(3.49)	(1.55)	(1.17)	-	-
b) Deductible temporary differences						
Employee benefits / expenses allowable on payment basis	0.84	0.78	0.97	(0.47)	(1.03)	0.47
Total (b)	0.84	0.78	0.97	(0.47)	(1.03)	0.47
Net deferred tax (assets)/liabilities (a-b)	(5.88)	(4.27)				
Deferred tax charge/(credit) (a+b)			(0.58)	(1.64)	(1.03)	0.47

Notes forming part of the standalone financial statements

d) Unrecognised deferred tax assets on unused tax losses

The Company has carried forward long term capital losses of ₹ Nil (March 31, 2022 ₹ 812.76 crores) and short term capital losses of ₹ Nil (March 31, 2022 ₹ 77.42 crores) that are available for offsetting against future taxable capital gains. Deferred tax assets of ₹ Nil (March 31, 2022 ₹ 185.95 crores) have not been recognized in respect of long term capital losses in view of uncertainty of future taxable capital gains and deferred tax assets of ₹ Nil (March 31, 2022 ₹ 19.49 crores) have not been recognized in respect of short term capital losses in view of uncertainty of future taxable capital gains.

41 Fair value measurements

Financial instruments by category

	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets (other than investment in subsidiaries, associates and joint venture companies at cost)				
Non-current assets				
Investments	183.24	-	393.69	-
Loans	-	-	-	248.05
Other financial assets	-	72.13	-	76.83
Current assets				
Investments	1,299.58	-	31.23	-
Trade receivables	-	568.64	-	311.95
Cash and cash equivalents	-	259.79	-	47.89
Other bank balances	-	210.37	-	38.33
Loans	-	84.35	-	525.02
Other financial assets	-	64.03	-	31.66
Total financial assets	1,482.82	1,259.31	424.92	1,279.73
Non-current liabilities				
Borrowings	-	-	-	353.99
Lease liabilities	-	5.82	-	5.78
Current liabilities				
Borrowings	-	473.03	-	147.77
Lease liabilities	-	4.11	-	5.54
Trade and other payables	-	579.27	-	397.63
Other financial liabilities	-	165.62	-	176.84
Total financial liabilities	-	1,227.85	-	1,087.54

Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

Fair value of the cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to short term maturities of these instruments.

Notes forming part of the standalone financial statements

(₹ in crores)

	As at March 31, 2023				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	183.24	183.24	0.02	-	183.23
Current investments	1,299.58	1,299.58	403.72	895.61	0.25
Total	1,482.82	1,482.82	403.74	895.61	183.47

(₹ in crores)

	As at March 31, 2022				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	393.69	393.69	0.01	-	393.69
Current investments	31.23	31.23	16.10	14.88	0.25
Total	424.92	424.92	16.11	14.88	393.93

Valuation technique used to determine fair value

- Investments included in Level 1 of fair value hierarchy are based on prices quoted in stock exchange and/ or NAV declared by the funds.
- Investments included in Level 2 of fair value hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/ FEDAI
- Investments included in Level 3 of fair value hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/ or Discounted Cash Flow Method.

Note: All financial instruments for which fair value is recognised or disclosed are categorised within the Fair Value Hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

The carrying amounts of loans, trade receivables, cash and cash equivalents, Other bank balances, other financial assets, non-current and current borrowings, trade payables and other financial liabilities that are measured at amortised cost are considered to be approximately equal to the fair value due to short-term maturities of these financial assets/ liabilities

42 Financial risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. The Company is exposed to market risk - foreign currency and interest rate, credit risk and liquidity risk.

A Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks.

a) Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize Company's position with regard to interest income and interest expenses and manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instrument in its total portfolio.

Notes forming part of the standalone financial statements

(i) Interest rate risk exposure

The Company enters into interest rate swaps ("IRS") to manage exposure on its fixed rate or variable rate debt.

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
The fair value of IRS	6.75	2.28

As at March 31, 2023 and March 31, 2022, underlying exposure to IRS was ₹ 300.00 crores and ₹ 300.00 crores respectively which was subject to variable interest rates.

The gain/(loss) due to fluctuation in fair value of IRS, recognised in the statement of profit and loss was ₹ (4.47) crores and ₹ (2.28) crores for the year ended March 31, 2023 and March 31, 2022 respectively.

Interest rate sensitivity:

Increase/decrease of 50 basis points in interest rates at the balance sheet date would result in an impact (decrease/increase of profit before tax) of ₹ 2.21 crores and ₹ 3.45 crores for the year ended March 31, 2023 and March 31, 2022 respectively.

(ii) Other variable rate borrowings

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings *	100.00	300.00

* excluding IndAs adjustments relating to borrowings

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

(₹ in crores)

Effect on Profit before tax	As at March 31, 2023	As at March 31, 2022
Interest rates: (Increase) by 50 basis points	(0.50)	(1.50)
Interest rates: Decrease by 50 basis points	0.50	1.50

B Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

a) Trade receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Company has also taken advances and security deposits from some of its customers, which mitigate the credit risk to an extent.

b) Financial instruments and cash deposits

The Company considers factors such as track record, size of the institution, market reputation, financial strength / rating and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the Company has also availed borrowings.

Notes forming part of the standalone financial statements

- c) The ageing analysis of the receivables (gross of expected credit loss) has been considered from the date the invoice falls due.

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Not due	-	-
Less than 6 months	53,817	22,923
More than 6 months	3,047	8,272
Total	568.64	311.95

No significant changes in estimation techniques or assumption were made during the reporting year.

C Liquidity risk

- a) Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

b) Exposure to liquidity risk

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on the contractual undiscounted payments.

(₹ in crores)				
As at March 31, 2023	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	-	-	-	-
Lease liabilities	11.74	4.11	7.22	0.41
Short term borrowings	473.16	473.16	-	-
Trade payables	579.27	579.27	-	-
Other financial liabilities	158.86	158.86	-	-

(₹ in crores)				
As at March 31, 2022	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	355.00	-	355.00	-
Lease liabilities	14.35	4.53	9.00	0.82
Short term borrowings	147.85	147.85	-	-
Trade payables	397.63	397.63	-	-
Other financial liabilities	174.55	174.55	-	-

43 Capital Management

For the purpose of Company's capital management, capital includes issued capital and other equity reserves attributable to the shareholders. The primary objective of the Company's Capital Management is to maximize shareholders value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt - interest bearing borrowings, trade and other payables, less cash and cash equivalents and current investments

(₹ in crores)			
		As at March 31, 2023	As at March 31, 2022
Net debts	A	193.99	1,487.98
Total capital	B	2,465.22	1,894.18
Capital and net debt	C = A + B	2,659.21	3,382.16
Gearing ratio	A / C	7%	44%

Notes forming part of the standalone financial statements

44 Ageing Schedule of Trade Receivables

(₹ in crores)						
	Outstanding for following periods from due date of payment					Total
	< 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	> 3 years	
As on March 31, 2023						
Undisputed trade receivables -considered good	538.17	12.82	11.24	5.74	0.67	568.64
Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables -credit impaired	-	-	-	-	-	-
Disputed trade receivables -considered good	-	-	-	-	-	-
Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables -credit impaired	-	-	-	-	-	-
Total	538.17	12.82	11.24	5.74	0.67	568.64

(₹ in crores)						
	Outstanding for following periods from due date of payment					Total
	< 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	> 3 years	
As on March 31, 2022						
Undisputed trade receivables -considered good	228.77	52.96	10.68	0.08	0.67	293.16
Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables -credit impaired	-	-	-	-	-	-
Disputed trade receivables -considered good	0.46	0.48	0.27	8.99	8.58	18.79
Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables -credit impaired	-	-	-	-	-	-
Total	229.23	53.44	10.96	9.07	9.25	311.95

45 Ageing Schedule of Trade Payables

(₹ in crores)							
	Unbilled	Outstanding for following periods from due date of payment					Total
		< 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	> 3 years	
As on March 31, 2023							
Dues of MSME	-	-	-	-	-	-	
Dues of Creditors other than MSME including accrued liabilities	95.14	184.65	204.63	48.87	43.93	2.06	
Disputed Dues - MSME	-	-	-	-	-	-	
Disputed Dues - Others	-	-	-	-	-	-	
Total	95.14	184.65	204.63	48.87	43.93	2.06	
As on March 31, 2022							
Dues of MSME	-	-	-	-	-	-	
Dues of Creditors other than MSME including accrued liabilities	68.74	159.69	97.80	68.70	0.84	1.87	
Disputed Dues - MSME	-	-	-	-	-	-	
Disputed Dues - Others	-	-	-	-	-	-	
Total	68.74	159.69	97.80	68.70	0.84	1.87	

Notes forming part of the standalone financial statements

46 Transaction with Struck off Companies

The following table summarises the transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the year ended / as at March 31, 2023 and March 31, 2022:

(₹ in crores)

Name of the Struck off Companies	Nature of transactions	Balance Outstanding March 31, 2023 (₹ in crores)	Balance Outstanding March 31, 2022 (₹ in crores)	Relationship with the Company
Jayman Engineering Private Limited	Payables	0.01	0.01	Other parties
Revenue Bull Tech Private Limited	Payables	0.13	0.13	Other parties
Munna Enterprises Private Limited	Payables	0.00	0.00	Other parties

47 Additional Regulatory Disclosure - Ratios

(₹ in crores)

	Measure (in times/ in percentage)	March 31, 2023	March 31, 2022	% Change	Reasons
Current Ratio	In times	2.00	1.58	26.5%	Higher trade receivable has resulted into higher current ratio
Debt-Equity Ratio	In times	0.19	0.26	(27.6%)	Due to repayment of debts
Debt Service Coverage Ratio (DSCR)	In times	0.69	2.67	(74.3%)	Due to early repayment of debts
Return on Equity (ROE)	In percentage	32.7%	5.0%	550.1%	Due to exceptional profit
Inventory Turnover Ratio	In times	5.81	2.41	141.2%	Higher inventory in line with higher revenue
Trade Receivables Turnover Ratio	In times	6.08	5.02	21.1%	-
Trade Payables Turnover Ratio	In times	4.33	2.68	61.7%	Higher subcontracting costs in line with higher revenue
Net Capital Turnover Ratio	In times	1.57	2.16	(27.0%)	Due to increase in current assets
Net Profit Ratio	In percentage	26.6%	7.1%	272.7%	Due to exceptional profit
Return on Capital Employed (ROCE)	In percentage	12.6%	8.7%	45.3%	Due to exceptional profit
Return on investment (ROI)	In percentage	7.4%	7.7%	(3.5%)	-

Formulae for Computation of Ratios are as follows:

Debt - Equity Ratio	Current assets/ Current liabilities Debts / (Paid up equity share capital + Other equity)
Debt Service Coverage Ratio (DSCR)	- Debt includes long term borrowings + short term borrowings + current maturities of long term borrowings
Return on Equity (ROE)	(Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest on long term debts) / (Interest on long term debts for the period + Principal repayment on long term debts during the period)
Inventory Turnover Ratio	Net Profit after tax / Average shareholders equity

Notes forming part of the standalone financial statements

Trade Receivables Turnover Ratio	Revenue from operation / Average of opening and closing trade receivables
Trade Payables Turnover Ratio	Revenue from operation / Average of opening and closing trade payables
Net Capital Turnover Ratio	Purchase of services and other expenses / Average of opening and closing trade payables
Net Profit Ratio	Revenue from operation/ Working capital ie current assets - current liabilities
Return on Capital Employed (ROCE)	Net Profit / Revenue from operations
Return on investment (ROI)	Earning before Interest and Tax / Capital employed
Return on investment (ROI)	Capital Employed = Networth + Non-current lease liabilities
Return on investment (ROI)	Income generated from invested funds/ Average invested fund in treasury investment

48 Earnings per share (EPS)

	As at March 31, 2023	As at March 31, 2022
Profit for the year (₹ in crores)	713.12	93.44
Weighted average number of equity shares for Basic EPS (Number of shares)	149,964,837	149,043,404
Weighted average number of equity shares for Diluted EPS (Number of shares)	150,334,001	149,743,028
Nominal value of equity shares (₹)	10	10
Basic EPS (₹)	47.55	6.27
Diluted EPS (₹)	47.44	6.24

49 Contingencies and Commitments

Contingent liabilities (to the extent not provided for)

i) Claims against the Company not acknowledged as debts

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Disputed labour cess demand (net of provision)	4.69	4.48
Stamp duty payable on concession agreement disputed in respect of BOT Projects	1.15	1.15
Disputed income tax liability	16.80	62.53
Disputed service tax liability	5.67	5.67
Disputed value added tax liability	1.42	1.42
Other claims against the Company	28.96	49.76
Letter of credit outstanding	2.29	5.37
	60.99	130.39

- a) The amount represents the best possible estimate arrived at on the basis of available information. The Company has engaged reputed professionals to protect its interest and has been advised that it has strong legal positions against such disputes.
- b) The Company has received legal notices of claims / lawsuits filed against it relating to other matters. In the opinion of the management, no material liability is likely to arise on account of such claims/ law suits.

Notes forming part of the standalone financial statements

ii) Guarantees excluding financial guarantees

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Bank guarantees issued	686.73	950.93
	686.73	950.93

iii) Financial guarantees

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Guarantee given for the facilities granted		
- Subsidiaries and joint venture entities	382.00	501.51
- Others	334.11	18.95
	716.11	520.46

In case of termination, the Company is providing corporate guarantee for any shortfall in amount received from the client against the debt obligation of its subsidiaries and joint venture entities. The same has been disclosed as contingent liabilities above in line with Ind AS requirements.

Commitments

- The Company has an outstanding commitments of ₹ 218.00 crores (March 31, 2022 ₹ 452.37 crores) towards equity contribution in its SPVs under the financing arrangement tied up with bankers.
- Pursuant to the understanding with MBL Projects Private Limited, with respect to investment in RGY Roads Private Limited ('RGY'), paid against option for acquisition of balance 51% shares in RGY equivalent to ₹ Nil (March 31, 2022 ₹ 14.50 crores). The balance amount is ₹ Nil (March 31, 2022 ₹ 1.22 crores).
- With respect to investment in MBL (GSY) Road Limited ('GSY') and MBL (CGRG) Road Limited ('CGRG'), ₹ Nil (March 31, 2022 ₹ 0.02 crores) each is paid against option for acquisition of balance 51% shares in GSY & CGRG. The balance amount is ₹ Nil (March 31, 2022 ₹ 0.00 crores).
- Pursuant to the understanding with Vishvaraj Environment Private Limited, with respect to investment in Corbello Trading Private Limited ('CTPL') paid against option for acquisition of balance 51% shares in CTPL equivalent to ₹ Nil (March 31, 2022 ₹ 7.45 crores). The balance amount is ₹ Nil (March 31, 2022 ₹ 0.72 crores).
- With respect to investment in Chikhali-Tarsod Highways Private Limited ('CTHPL') ₹ Nil (March 31, 2022 ₹ 0.00 crores) is paid against option for acquisition of balance 51% shares in CTHPL. The balance amount is ₹ Nil (March 31, 2022 ₹ 0.00 crores).

50 Share based payments

- In accordance with the "Welspun Enterprises Limited - Employees Stock Option Plan 2017" ('Scheme 1') the company has granted 3,000,000 equity shares (maximum 2,000,000 equity shares to the "Managing Director") at zero cost on October 10, 2017. The fair value of the above stock option of ₹ 41.79 crores is calculated at the fair value of ₹ 139.30 per share is amortised on the straight line basis over the vesting period in accordance with the Ind AS 102 "Share-based payment".

Accordingly, proportionate amount of ₹ (5.07) crores (March 31, 2022 - ₹ 2.85 crores) is shown as "Share based payment to employees" in the statement of profit and loss (Refer note 36).

- In accordance with the "Welspun Enterprises Limited - Employee Stock Option Plan 2022" ('Scheme 2') the company has granted 461,305 equity shares at exercise price of ₹ 97.55 per share on April 30,

Notes forming part of the standalone financial statements

2022. The fair value of the above stock option of ₹ 1.74 crores is calculated at the fair value of ₹ 37.91 per share is amortised on the straight line basis over the vesting period in accordance with the Ind AS 102 "Share-based payment".

Accordingly, proportionate amount of ₹ 0.28 crores (March 31, 2022 - ₹ Nil) is shown as "Share based payment to employees" in the statement of profit and loss (Refer note 36).

- In accordance with the "Welspun Enterprises Employee Benefit Scheme - 2022" ('Scheme 3') the company has granted 400,000 equity shares at exercise price of ₹ 88.00 per share on September 16, 2022. The fair value of the above stock option of ₹ 2.68 crores is calculated at the fair value of ₹ 67.14 per share is amortised on the straight line basis over the vesting period in accordance with the Ind AS 102 "Share-based payment".

Accordingly, proportionate amount of ₹ 0.75 crores (March 31, 2022 - ₹ Nil) is shown as "Share based payment to employees" in the statement of profit and loss (Refer note 36).

The salient features of the Schemes are as under:

(i) Vesting

Scheme 1 and Scheme 2: Vesting of ESOP's shall happen at every anniversary of the date of grant in quantum of 20% of the total ESOPs granted, over the period of 5 years from the date of grant. However vesting period may be extended by the entire duration of the leave period for Employees on the long Leave. The Vesting Schedule is as under:

ESOP Schemes	Number of ESOP	Date of Grant	Date of Vesting
Scheme - 1	600,000	10-Oct-17	9-Oct-18
Scheme - 1	600,000	10-Oct-17	9-Oct-19
Scheme - 1	600,000	10-Oct-17	9-Oct-20
Scheme - 1	600,000	10-Oct-17	9-Oct-21
Scheme - 1	600,000	10-Oct-17	14-Jul-22
Scheme - 2	92,261	30-Apr-22	30-Apr-23
Scheme - 2	92,261	30-Apr-22	20-Oct-23
Scheme - 2	92,261	30-Apr-22	20-Oct-24
Scheme - 2	92,261	30-Apr-22	20-Oct-25
Scheme - 2	92,261	30-Apr-22	20-Oct-26

Scheme 3: Vesting of ESOP's shall commence after 1 year from the date of grant and it may extend upto maximum of 4 years from the date of grant. Vesting of options will be on yearly basis and can vary from Grantee to Grantee at the discretion of the committee. The Vesting Schedule is as under:

ESOP Schemes	Number of ESOP	Date of Grant	Date of Vesting
Scheme - 3	100,000	16-Sep-22	15-Sep-23
Scheme - 3	100,000	16-Sep-22	15-Sep-24
Scheme - 3	100,000	16-Sep-22	15-Sep-25
Scheme - 3	100,000	16-Sep-22	15-Sep-26

(ii) Exercise:

Scheme 1 and Scheme 2: In the event of cessation of employment due to death or permanent incapacity, all the vested and unvested options may be exercised immediately but not later than six months from the cessation of employment. In the event of cessation of employment due to normal retirement, all the vested options should be exercised immediately but not later than six months from date of retirement and all unvested options will stand cancelled. In the event of cessation of employment due to resignation prior to retirement, all the vested options should be exercised immediately but not later than one month from date of submission of resignation and all unvested options will stand cancelled. In the event of abandonment of employment/

Notes forming part of the standalone financial statements

termination of employment, all ESOPs granted including the Vested Options which were not exercised at the time of abandonment/ termination, shall stand cancelled.

Scheme 3: Options can be exercised in either a) Cash Route: The Grantee will receive the Shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the Scheme and as mentioned in grant letter after the Grantee has made the payment of the Exercise Price and applicable income tax, or b) Cashless Route: The Grantee will receive difference between the selling price and the Exercise Price for the Options exercised by the Grantee after deducting taxes payable on exercise/sale, if any, and other amounts, expenses and charges due from the Grantee (including that in connection with the sale of shares).

In the event of cessation of employment due to death or permanent incapacity, all the options granted would be exercisable within a period of six months from the date of death/ date of permanent disability, respectively, failing which all the unexercised Options shall lapse irrevocably. In the event of cessation of employment due to normal retirement, all the vested options should be exercised immediately but not later than six months from date of retirement and all unvested options will stand cancelled. In the event of cessation of employment due to resignation prior to retirement, all the vested options shall be exercisable by the Grantee by last day of employment in the Organization or before expiry of exercise period, whichever is earlier and all unvested options will stand cancelled.

	Scheme 1	Scheme 2	Scheme 3
Date of Grant	10-Oct-17	30-Apr-22	16-Sep-22
Number of Options Granted	3,000,000	461,305	400,000
Exercise Period	Capable of being exercised in 1 or more tranches in multiple of 5,000 shares within 3 years from date of Vesting	Capable of being exercised in 1 or more tranches within 1 year from date of Vesting or such longer period as may be determined by Nomination and Remuneration Committee.	Exercisable within 1 year from date of last vesting.
Exercise Price Per Share	₹ Nil	₹ 97.55	₹ 88.00

Scheme 1	March 31, 2023		March 31, 2022	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	750,000	Nil	1,669,000	Nil
Options granted during the year	-	Nil	-	Nil
Options exercised during the year	200,000	Nil	919,000	Nil
Options cancelled/ lapsed during the year	400,000	Nil	-	Nil
Options outstanding at the end of the year *	150,000	Nil	750,000	Nil
Options vested but not exercised at the end of the year	150,000	Nil	150,000	Nil

* includes options vested but not exercised

Notes forming part of the standalone financial statements

Scheme 2	March 31, 2023		March 31, 2022	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	-	-	-	-
Options granted during the year	461,305	97.55	-	-
Options exercised during the year	-	-	-	-
Options cancelled/ lapsed during the year	307,535	97.55	-	-
Options outstanding at the end of the year	153,770	97.55	-	-
Options vested but not exercised at the end of the year	-	-	-	-

Scheme 3	March 31, 2023		March 31, 2022	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	-	-	-	-
Options granted during the year	400,000	88.00	-	-
Options exercised during the year	-	-	-	-
Options cancelled/ lapsed during the year	-	-	-	-
Options outstanding at the end of the year	400,000	88.00	-	-
Options vested but not exercised at the end of the year	-	-	-	-

(iii) Information in respect of options outstanding as at March 31, 2023

	No. of Stock Options	Remaining life in months	Weighted Average Exercise Price (₹)
Scheme 1	150,000	0	Nil
Scheme 2	153,770	108	97.55
Scheme 3	400,000	105	88.00

Information in respect of options outstanding as at March 31, 2022

	No. of Stock Options	Remaining life in months	Weighted Average Exercise Price (₹)
Scheme 1	750,000	3	Nil

(iv) The fair value of each option granted is estimated on the date of grant using the Black Scholes valuation model with the following assumptions:

Variables:-	Scheme - 1	Scheme - 2	Scheme - 3
Price of the underlying share in the market at the time of option granted	139.30	88.95	124.95
Expected Volatility of share price	45.14%	49.65%	50.43%
Risk free rate (on the basis of tenure) (% pa)	6.43% to 6.69%	6.46%	6.91%
Exercise price	Nil	97.55	88.00

Notes forming part of the standalone financial statements

	Scheme - 1	Scheme - 2	Scheme - 3
Time to maturity (in years)	2 to 6	5	4
Dividend yield	0%	1.69%	1.20%
Fair Value of Option	139.30	37.91	67.14

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

(v) Effect of share-based payment plan on the Balance sheet and Statement of profit and loss:

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Share options outstanding account (Refer note 21(b)(iii) (a))	3.11	9.94
Share based payments to employees (Refer note 36)	(4.04)	2.85

51 Segment Information

The financial statements of the Company contains both the consolidated financial statements as well as the standalone financial statements of the Company. Hence, the Company has presented segment information based on the consolidated financial statements as permitted by Ind AS - 108 "Operating segments".

52 Exceptional items (net)

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Gain on sale of non-current investments (Refer note 59)	582.23	-
Reversal of provision for Welspun Maxsteel Limited (WMSL) obligations	24.26	-
Impairment on financial instruments (Refer note 6)	(77.60)	-
Bad debts written off w.r.t. receivables of Mohali Project	(18.99)	-
	509.90	-

53 Gratuity and other post employment benefits plans

The disclosures of employee benefit as defined in the Ind AS 19 - "Employee Benefits" are given below:

- The Company makes annual contributions to the employees' gratuity fund scheme, a funded defined benefit plan which is managed by LIC of India. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.
- Leave encashment is a non-funded defined benefit scheme. The obligation for leave encashment is recognized in the same manner as gratuity.
- Details of post retirement gratuity plan are as follows:-

i. Net expenses recognised during the year in the statement of profit and loss:

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	1.63	1.25
Interest cost (net)	0.17	0.20
Net expenses recognised in statement of profit and loss	1.79	1.45

Notes forming part of the standalone financial statements

ii. Net expenses recognised during the year in other comprehensive income (OCI)

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Actuarial (gains) / losses arising from changes in demographic assumptions	-	0.02
Actuarial (gains) / losses arising from changes in financial assumptions	4.81	(0.06)
Actuarial (gains) / losses arising from changes in experience assumptions	(0.36)	(1.94)
Actuarial (gains) / losses for the year on plan assets	(0.36)	0.13
Net expenses recognised in other comprehensive income	4.09	(1.86)

iii. Net liability recognised in the balance sheet

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Fair value of plan assets	3.74	3.63
Present value of obligation	11.91	5.91
Net liability recognized in balance sheet	8.17	2.28

iv. Reconciliation of opening and closing balances of defined benefit obligation

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Defined benefit obligation as at the beginning of the year	5.91	6.59
Service cost	1.63	1.25
Interest cost	0.43	0.46
Actuarial (gain) / loss on obligation	4.45	(1.98)
Liability transferred in/ (paid)	(0.51)	(0.22)
Benefits directly paid by the Company	-	(0.19)
Defined benefit obligation at the end of the year	11.91	5.91

v. Reconciliation of opening and closing balance of fair value of plan assets

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Fair values of plan assets at the beginning of the year	3.63	3.74
Return on plan assets, excluding interest income	0.62	0.13
Employer contribution	-	-
Fund charges	-	(0.03)
Benefits paid	(0.51)	(0.22)
Fair value of plan assets at year end	3.74	3.63

vi. Reconciliation of opening and closing balance of net defined benefit obligation

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Net defined benefit obligation as at the beginning of the year	2.28	2.85
Current service cost	1.63	1.25
Interest cost (net)	0.17	0.20
Actuarial (gain) / loss on obligation	4.09	(1.86)
Liability transferred in/ (paid)	-	(0.19)
Fund charges	-	0.03
Contribution paid to the fund	-	-
Net defined benefit obligation at the end of the year	8.17	2.28

Notes forming part of the standalone financial statements

vii. Actuarial assumptions

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Mortality Table	100% of Indian assured lives Mortality (2012-14)	100% of Indian assured lives Mortality (2012-14)
Discount rate (per annum)	7.50%	7.32%
Rate of escalation in salary (per annum)	6.00%	6.00%
Attrition rate	30% up to age 30, 30% from age 31 to 44 and 30% thereafter	30% up to age 30, 30% from age 31 to 44 and 30% thereafter

viii. Quantitative sensitivity analysis

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Impact of change in discount rate		
Present value obligation at the end of the year	11.91	5.91
Impact due to increase of 0.50%	(0.16)	(0.08)
Impact due to decrease of 0.50%	0.16	0.08
Impact of change in salary increase		
Present value obligation at the end of the year	11.91	5.91
Impact due to increase of 0.50%	0.16	0.08
Impact due to decrease of 0.50%	(0.16)	(0.08)

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

ix. Maturity analysis of projected benefit obligation: from the fund

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Year ended		
31-Mar-23	-	3.00
31-Mar-24	5.14	3.10
31-Mar-25	5.24	3.92
31-Mar-26	6.23	5.43
31-Mar-27	7.32	6.03
31-Mar-27	8.52	-

The weighted average duration of defined benefit obligation is 47.62 (March 31, 2022 - 11.43)

Notes

- Amounts recognized as an expense and included in the Note 36 "Employee benefits expense" are gratuity ₹ 1.63 crores (March 31, 2022 ₹ 1.25 crores) and leave encashment ₹ 0.63 crores (March 31, 2022 ₹ 0.46 crores). Net interest cost on defined benefit obligation recognised in Note 37 under "Finance costs" is ₹ 0.39 crores (March 31, 2022 ₹ 0.41 crores)
- The estimate of future salary increases considered in the actuarial valuation, takes into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- Contribution to provident and other funds which is a defined plan is recognized as an expense in Note 36 of the financial statements.

Notes forming part of the standalone financial statements

54 Disclosure as required by Ind AS 24 - Related Party disclosures

a) Particulars of subsidiaries/ Consolidated Structured Entity

(₹ in crores)

Direct subsidiaries	Principal activities	Extent of holding		Principal place of business
		As at March 31, 2023	As at March 31, 2022	
Welspun Projects (Himmatnagar Bypass) Private Limited	Infrastructure	100%	100%	India
Welspun Project (Kim Mandvi Corridor) Private Limited	Infrastructure	100%	100%	India
Dewas Waterprojects Works Private Limited @	Infrastructure	76%	76%	India
Welspun Build-Tech Private Limited	Infrastructure	100%	100%	India
Welspun Natural Resources Private Limited (Refer note 58)	Oil and Gas exploration	-	100%	India
Welspun Delhi Meerut Expressway Private Limited \$	Infrastructure	-	100%	India
ARSS Bus Terminal Private Limited	Infrastructure	100%	100%	India
Grenoble Infrastructure Private Limited	Infrastructure	49%	49%	India
DME Infra Private Limited	Infrastructure	100%	100%	India
Welspun Sattanathapuram Nagapattinam Road Private Limited @@	Infrastructure	70%	70%	India
Welspun Infraconstruct Private Limited	Infrastructure	100%	100%	India
Welspun Road Infra Private Limited \$	Infrastructure	-	100%	India
Welsteel Enterprises Private Limited	Infrastructure	49%	49%	India
Welspun Aunta-Simaria Project Private Limited #	Infrastructure	74%	74%	India
Welspun Infracol Private Limited \$	Infrastructure	-	100%	India
Welspun-Kaveri Infracol JV Private Limited	Infrastructure	100%	70%	India
Welspun-Kaveri Infracol JV *	Infrastructure	70%	70%	India
Welspun EDAC JV Private Limited **	Infrastructure	80%	-	India
Welspun New Energy Limited ***	Infrastructure	100%	-	India
RGY Roads Private Limited ^	Infrastructure	100%	-	India
MBL (GSY) Road Limited ^ \$	Infrastructure	-	-	India
MBL (CGRG) Road Limited ^ \$	Infrastructure	-	-	India
Corbello Trading Private Limited ^^	Infrastructure	100%	-	India
Chikhali - Tarsod Highways Private Limited ^^ \$	Infrastructure	-	-	India

* Controlled Structured Entity

** became subsidiary w.e.f. June 6, 2022

*** became subsidiary w.e.f. January 31, 2023

^ became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity

^^ became subsidiary w.e.f. September 5, 2022 and ceased to be joint venture entity

\$ ceased to be subsidiary w.e.f. December 22, 2022 (Refer note 59)

@ In addition to aforesaid stake, 24% are held through Welspun Project (Kim Mandvi Corridor) Private Limited

@@ In addition to aforesaid stake, 14.65% are held through Grenoble Infrastructure Private Limited

In addition to aforesaid stake, 12.74% are held through Welsteel Enterprises Private Limited

Notes forming part of the standalone financial statements

b) Joint venture companies

(₹ in crores)

Name of the Entities	Extent of holding		Principal place of business
	As at March 31, 2023	As at March 31, 2022	
RGY Roads Private Limited ^	-	49%	India
MBL (GSY) Road Limited # ^	-	49%	India
MBL (CGRG) Road Limited # ^	-	49%	India
Corbello Trading Private Limited ^^	-	49%	India
Chikhali - Tarsod Highways Private Limited ## ^^	-	49%	India

^ became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity

^^ became subsidiary w.e.f. September 05, 2022 and ceased to be joint venture entity

In addition to aforesaid stake, 24.94% are held through RGY Roads Private Limited

In addition to aforesaid stake, 24.99% are held through Corbello Trading Private Limited

c) Associates

(₹ in crores)

Name of the Entities	Extent of holding		Principal place of business
	As at March 31, 2023	As at March 31, 2022	
Welspun Infracapital Private Limited \$	51%	-	India
Adani Welspun Exploration Limited (Refer note 58)	35%	35%	India

\$ ceased to be subsidiary and became associate w.e.f. December 22, 2022 (Refer note 59)

d) Trust under the Control of Welspun Enterprises Limited

Welspun Enterprises Employees Welfare Trust
(w.e.f. July 12, 2022)

e) Directors / Key Managerial Personnel (KMP)

Name of the Related Parties	Nature of Relationship
Mr. B. K. Goenka	Executive Chairman and Whole Time Director
Mr. Sandeep Garg \$	Managing Director
Mr. Ajay Hans *	Managing Director
Ms. Dipali Goenka **	Non Independent Director
Mr. Rajesh R. Mandawewala	Non Independent Director
Dr. Aruna Sharma	Independent Director
Mr. Mohan Tandon	Independent Director
Mr. Raghav Chandra	Independent Director
Dr. Anoop Kumar Mittal **	Independent Director
Mr. Sudhir Mital ***	Independent Director
Mr. Lalit Jain #	Chief Financial Officer
Mr. Sanjay Sultania ##	Chief Financial Officer
Mr. Rajesh Jain @	Chief Human Resources Officer
Ms. Nidhi Tanna @@	Company Secretary
Ms. Priya Pakhare @@@	Company Secretary

\$ Managing Director ('MD') till March 31, 2022 and re-appointed as Managing Director ('MD') w.e.f. August 8, 2022

* Appointed as Managing Director ('MD') w.e.f. April 1, 2022 and ceased to be MD w.e.f. August 7, 2022

** Appointed w.e.f. June 16, 2021

*** Appointed w.e.f. May 12, 2022

Appointed as Interim Chief Financial Officer w.e.f. February 1, 2023 and Chief Financial Officer w.e.f. May 19, 2023

Appointed as Chief Financial Officer w.e.f. October 11, 2021 and resigned w.e.f. January 9, 2023

@ Appointed as Chief Human Resources Officer w.e.f. February 2, 2022

@@ Appointed as Company Secretary w.e.f. January 1, 2023

@@@ Ceased to be Company Secretary w.e.f. November 30, 2022

Notes forming part of the standalone financial statements

f) Other related parties with whom transactions have taken place or balances outstanding at the year end

Welspun India Limited, Welspun Corp Limited, Welspun Steel Limited, Welspun Realty Private Limited, Welspun Global Brands Limited, Welspun Foundation for Health and Knowledge, Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited); Welspun Multiventures LLP; Welassure Private Limited; Welspun Global Services Private Limited; Welspun Specialty Solutions Limited; Welspun Transformation Services Private Limited; Welspun DI Pipes Limited; MGN Agro Properties Private Limited; Welspun Group Master Trust; Welspun Metallica Limited.

g) Transactions with related parties

(₹ in crores)

Nature of transactions	As at March 31, 2023	As at March 31, 2022
(i) Construction contract revenue (including unbilled work-in-progress)	1,581.01	1,146.76
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	-	1.33
Welspun Sattanathapuram Nagapattinam Road Private Limited	170.19	89.18
Welspun Road Infra Private Limited	140.03	210.23
Welspun Aunta-Simaria Projects Private Limited	171.96	149.90
Welspun EDAC JV Private Limited	17.22	-
Joint Venture Companies / Subsidiaries		
MBL (CGRG) Road Limited	27.39	31.46
MBL (GSY) Road Limited	12.28	21.57
Chikhali - Tarsod Highways Private Limited	45.03	176.46
Subsidiary / Associate		
Welspun Infracapital Private Limited	447.51	367.51
Controlled Structured Entity		
Welspun-Kaveri Infracapital JV	549.40	99.12
(ii) Advisory and consultancy income	0.80	2.38
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	-	0.02
Welspun Sattanathapuram Nagapattinam Road Private Limited	0.00	0.48
Welspun Road Infra Private Limited	0.04	0.41
Welspun Aunta-Simaria Projects Private Limited	-	0.01
Joint Venture Companies / Subsidiaries		
MBL (CGRG) Road Limited	0.15	0.20
MBL (GSY) Road Limited	0.00	-
Chikhali - Tarsod Highways Private Limited	0.02	0.18
Subsidiary / Associate		
Welspun Infracapital Private Limited	0.57	1.08
Operation and maintenance income	49.06	43.99
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	4.37	5.40
Welspun Road Infra Private Limited	21.07	8.70
Joint Venture Companies / Subsidiaries		
MBL (CGRG) Road Limited	2.91	15.22
MBL (GSY) Road Limited	10.13	11.73
Chikhali - Tarsod Highways Private Limited	3.77	2.94
Subsidiary / Associate		
Welspun Infracapital Private Limited	6.81	-
Interest income	0.01	-
Associate		
Adani Welspun Exploration Limited	0.01	-
Dividend income	0.57	-
Other Related Party		
Welspun Global Services Limited	0.57	-

Notes forming part of the standalone financial statements

(₹ in crores)

Nature of transactions	As at March 31, 2023	As at March 31, 2022
Interest income on loans and advances #	15.80	22.69
Subsidiaries		
Welspun Natural Resources Private Limited	14.35	20.50
Joint Venture Companies / Subsidiaries		
MBL (CGRG) Road Limited	0.48	0.73
MBL (GSY) Road Limited	0.96	1.46
Income on unwinding of discount on interest free deposits #	-	0.06
Other Related Party		
Welspun Realty Private Limited	-	0.06
Miscellaneous Income #	-	(0.04)
Other Related Party		
Welspun Corp Limited	-	(0.04)
Interest expense on lease liability #	0.19	0.02
Other Related Parties		
Welspun Realty Private Limited	0.19	0.02
Welspun Corp Limited	-	0.00
Welspun Multiventures LLP	0.00	0.00
Right-to-use an underlying asset #	1.96	0.05
Other Related Parties		
Welspun Realty Private Limited	1.96	-
Welspun Multiventures LLP	-	0.05
Obligation to make lease payment #	1.96	0.05
Other Related Parties		
Welspun Realty Private Limited	1.96	-
Welspun Multiventures LLP	-	0.05
Repayment of lease obligation #	0.53	0.67
Other Related Parties		
Welspun Realty Private Limited	0.50	0.50
Welspun Corp Limited	0.01	0.16
Welspun Multiventures LLP	0.02	0.01
Rent expenses	0.51	0.68
Other Related Parties		
Welspun Realty Private Limited	0.50	0.50
Welspun Corp Limited	0.01	0.16
Welspun Multiventures LLP	0.01	0.02
Business promotion expenses	-	0.94
Other Related Party		
Welspun Global Brands Limited	-	0.94
Office expenses	0.31	0.13
Other Related Party		
Welassure Private Limited	0.31	0.13
Retainership Expenses	2.00	1.47
Other Related Party		
Welspun India Limited	2.00	1.47
Purchase of Materials	2.26	-
Other Related Parties		
Welspun Global Brands Limited	1.06	-
Welspun DI Pipes Limited	1.20	-
Professional Fees	3.17	-
Other Related Parties		
Welspun Global Services Limited	0.30	-
Welspun Transformation Services Limited	2.87	-
Reimbursement of expenses	0.23	0.16
Associate		
Adani Welspun Exploration Limited	0.16	0.16

Notes forming part of the standalone financial statements

(₹ in crores)

Nature of transactions	As at March 31, 2023	As at March 31, 2022
Other Related Party		
Welspun Corp Limited	0.07	-
Staff welfare expenses	0.85	0.02
Other Related Parties		
Welspun Global Brands Limited	0.37	-
Welspun Corp Limited	0.48	0.02
Welspun India Limited	-	0.00
Donation	3.18	3.76
Other Related Party		
Welspun Foundation for Health and Knowledge	3.18	3.76
Interest expenses	0.06	-
Other Related Party		
MGN Agro Properties Private Limited	0.06	-
Sale of Material	4.95	-
Other Related Parties		
Welspun India Limited	4.92	-
Welspun Metallica Limited	0.03	-
Sale of Scrap	-	0.11
Other Related Party		
Welassure Private Limited	-	0.11
Rent Income	0.12	0.10
Associate		
Adani Welspun Exploration Limited	0.10	0.10
Other Related Parties		
Welspun India Limited	0.01	-
Welspun Global Brands Limited	0.01	-
Welspun Speciality Solutions Limited	0.01	-
Investment (Fair value of interest free loan) #	-	21.57
Subsidiary		
Welspun Natural Resources Private Limited	-	19.56
Joint Venture Companies / Subsidiaries		
MBL (GSY) Road Limited	-	1.34
MBL (CGRG) Road Limited	-	0.67
Loans/ deposits/ advances given	388.33	394.79
Subsidiaries		
ARSS Bus Terminal Private Limited	0.02	0.04
Dewas Waterprojects Works Private Limited	3.16	2.22
Welspun Projects (Himmatnagar Bypass) Private Limited	0.05	0.02
Welspun Project (Kim Mandvi Corridor) Private Limited	0.01	0.01
Welspun Build-Tech Private Limited	0.01	0.01
Welspun Natural Resources Private Limited	9.37	52.60
Welspun Delhi Meerut Expressway Private Limited	4.42	15.42
DME Infra Private Limited	0.01	0.00
Welsteel Enterprises Private Limited	0.01	0.01
Welspun Aunta-Simaria Project Private Limited	15.72	15.99
Grenoble Infrastructure Private Limited	0.01	0.00
Welspun Infraconstruct Private Limited	0.00	0.24
Welspun Sattanathapuram Nagapattinam Road Private Limited	53.35	23.34
Welspun Road Infra Private Limited	20.88	25.30
Welspun EDAC JV Private Limited	14.52	-
Joint Venture Companies / Subsidiaries		
RGY Roads Private Limited	0.02	0.03
MBL (GSY) Road Limited	10.49	11.12
MBL (CGRG) Road Limited	48.55	2.30
Corbello Trading Private Limited	0.53	0.01

Notes forming part of the standalone financial statements

(₹ in crores)

Nature of transactions	As at March 31, 2023	As at March 31, 2022
Chikhali - Tarsod Highways Private Limited	53.89	38.67
Controlled Structured Entity		
Welspun-Kaveri Infraprojects JV	9.70	3.27
Subsidiary / Associate		
Welspun Infracapacity Private Limited	143.64	204.19
Repayments of loans/ advances given	762.36	154.91
Subsidiaries		
Dewas Waterprojects Works Private Limited	4.26	3.31
Welspun Build-Tech Private Limited	0.05	-
MSK Projects (Kim Mandvi Corridor) Private Limited	-	0.00
Welspun Delhi Meerut Expressway Private Limited	4.42	15.42
Welspun Natural Resources Private Limited	0.03	-
Welspun Road Infra Private Limited	67.07	1.32
Welspun Aunta-Simaria Project Private Limited	20.39	1.12
Welspun Sattanathapuram Nagapattinam Road Private Limited	9.81	0.22
Welspun EDAC JV Private Limited	11.86	-
Joint Venture Companies / Subsidiaries		
MBL (GSY) Road Limited	34.91	68.91
MBL (CGRG) Road Limited	79.58	40.89
Corbello Trading Private Limited	0.51	-
Chikhali - Tarsod Highways Private Limited	89.15	3.40
Controlled Structured Entity		
Welspun-Kaveri Infraprojects JV	11.56	-
Subsidiary / Associate		
Welspun Infracapacity Private Limited	428.72	19.70
Associate		
Adani Welspun Exploration Limited	0.05	0.62
Security deposit taken	0.02	0.01
Other Related Parties		
Welspun India Limited	0.01	-
Welspun Global Brands Limited	0.01	-
Welspun Speciality Solutions Limited	-	0.01
Security deposit given refunded	0.05	0.11
Other Related Parties		
Welspun Multiventures LLP	0.05	-
Welspun Realty Private Limited	-	0.11
Borrowings	34.70	-
Subsidiaries		
Welspun Projects (Himmatnagar Bypass) Private Limited	2.00	-
Welspun Build-Tech Private Limited	7.70	-
Other Related Party		
MGN Agro Properties Private Limited	25.00	-
Borrowing repaid	25.00	-
Other Related Party		
MGN Agro Properties Private Limited	25.00	-
Trade advances repaid/ adjusted	9.37	-
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	9.37	-
Mobilisation advance received	-	20.70
Subsidiary / Associate		
Welspun Infracapacity Private Limited	-	20.70
Mobilisation advance repaid/ adjusted	44.24	81.69
Subsidiary / Associate		
Welspun Infracapacity Private Limited	44.24	68.58

Notes forming part of the standalone financial statements

(₹ in crores)

Nature of transactions	As at March 31, 2023	As at March 31, 2022
Joint Venture Company / Associate		
Chikhali - Tarsod Highways Private Limited	-	13.11
Inter-corporate deposit given	4.50	-
Associate		
Adani Welspun Exploration Limited	4.50	-
Inter-corporate deposit adjusted to application money for CCDs (Including accrued interest net of tax)	4.51	-
Associate		
Adani Welspun Exploration Limited	4.51	-
Conversion of Compulsorily Convertible Debenture ('CCD') to Optionally Convertible Debenture ('OCD')	17.12	-
Subsidiary		
Welspun Build-Tech Private Limited	17.12	-
Conversion of loan/ advance to Equity share	-	46.49
Subsidiary / Associate		
Welspun Infracapacity Private Limited	-	46.49
Conversion of loan/ advance to Compulsorily Convertible Debentures	500.51	-
Subsidiary		
Welspun Natural Resources Private Limited	500.51	-
Conversion of Compulsorily Convertible Debentures to Equity Shares	500.51	-
Subsidiary		
Welspun Natural Resources Private Limited	500.51	-
Redemption of Compulsorily Convertible Debentures	316.67	-
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	21.55	-
Joint Venture Companies/ Subsidiaries		
RGY Roads Private Limited	63.73	-
Corbello Trading Private Limited	31.44	-
Chikhali - Tarsod Highways Private Limited	61.89	-
MBL (GSY) Road Limited	77.04	-
MBL (CGRG) Road Limited	61.03	-
Redemption of Optionally Convertible Debentures	390.42	-
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	29.00	-
Welspun Road Infra Private Limited	14.99	-
Subsidiary / Associate		
Welspun Infracapacity Private Limited	140.39	-
Joint Venture Companies / Subsidiaries		
Chikhali - Tarsod Highways Private Limited	57.27	-
MBL (GSY) Road Limited	83.14	-
MBL (CGRG) Road Limited	65.63	-
Purchase Equity Shares of MBL (CGRG) Road Limited	0.03	-
Joint Venture Company / Subsidiary		
RGY Roads Private Limited	0.03	-
Purchase Equity Shares of MBL (GSY) Road Limited	0.03	-
Joint Venture Company / Subsidiary		
RGY Roads Private Limited	0.03	-
Purchase Equity Shares of Chikhali - Tarsod Highways Private Limited	0.51	-
Joint Venture Company / Subsidiary		
Corbello Trading Private Limited	0.51	-
Purchase CCDs of MBL (CGRG) Road Limited	28.23	-
Joint Venture Company / Subsidiary		
RGY Roads Private Limited	28.23	-

Notes forming part of the standalone financial statements

(₹ in crores)

Nature of transactions	As at March 31, 2023	As at March 31, 2022
Purchase CCDs of MBL (GSY) Road Limited Joint Venture Company / Subsidiary	35.49	-
RGY Roads Private Limited	35.49	-
Purchase CCDs of Chikhali - Tarsod Highways Private Limited Joint Venture Company / Subsidiary	30.93	-
Corbello Trading Private Limited	30.93	-
Provision for impairment of investments Joint Venture Companies / Subsidiaries	77.60	-
RGY Roads Private Limited	38.77	-
Corbello Trading Private Limited	16.19	-
Subsidiaries		
Welspun Build-Tech Private Limited	7.65	-
ARSS Bus Terminal Private Limited	11.92	-
MSK Projects (Kim Mandvi Corridor) Private Limited	3.07	-
Purchase of equity shares of Welspun New Energy Limited Other related party	0.01	-
Welspun Group Master Trust	0.01	-
Investment in equity shares	24.70	0.01
Subsidiaries		
Welspun Road Infra Private Limited	-	-
Welspun-Kaveri Infraprojects JV Private Limited	0.00	0.01
Welspun EDAC JV Private Limited	0.01	-
Joint Venture Companies / Subsidiaries		
RGY Roads Private Limited	15.77	-
Corbello Trading Private Limited	8.35	-
Other Related Party		
Welspun Transformation Services Limited	0.57	-
Investment in compulsorily convertible debentures	4.51	-
Associate		
Adani Welspun Exploration Limited	4.51	-
Bank guarantee given/ (discharged) for advance received by Subsidiaries/ Joint Arrangements/ Associate	79.45	29.88
Subsidiaries		
Welspun Sattanathapuram Nagapattinam Road Private Limited	(47.58)	-
Welspun Aunta-Simaria Project Private Limited	-	(58.05)
Welspun Road Infra Private Limited	-	(14.60)
Controlled Structured Entity		
Welspun-Kaveri Infraprojects JV	151.16	126.51
Welspun-Kaveri Infraprojects JV	(18.73)	-
Associate		
Adani Welspun Exploration Limited	(5.40)	(13.50)
Joint Venture Company / Subsidiary		
Chikhali - Tarsod Highways Private Limited	-	(10.48)
Bank guarantee given/ (discharged) for performance security of Subsidiaries/ Joint Arrangements/ Associate	191.48	30.36
Subsidiaries		
Dewas Waterprojects Works Private Limited	(2.50)	-
Welspun EDAC JV Private Limited	138.56	-
Controlled Structured Entity		
Welspun-Kaveri Infraprojects JV	55.42	30.36
Corporate guarantee given/ (discharged) for performance security of Subsidiaries/ Joint Arrangements/ Associate *	-	26.22
Subsidiaries		
Dewas Waterprojects Works Private Limited	-	(2.80)

Notes forming part of the standalone financial statements

(₹ in crores)

Nature of transactions	As at March 31, 2023	As at March 31, 2022
Welspun Aunta-Simaria Project Private Limited	-	58.05
Welspun Aunta-Simaria Project Private Limited	-	(29.03)
Advances for business purpose	0.09	-
Mr Rajesh R. Mandawewala	0.09	-
Directors Sitting Fees paid/ provided	0.75	0.53
Mr. Mohan Tandon	0.18	0.15
Mr. Raghav Chandra	0.18	0.14
Dr. Aruna Sharma	0.13	0.13
Dr. Anoop Kumar Mittal	0.16	0.11
Mr Sudhir Mital	0.11	-
Remuneration paid/ provided to KMP ^	30.52	15.67
Short term benefits **	30.52	15.67

^ excludes retirement benefits (employer PF contribution, gratuity, leave encashment etc)

* Release of performance guarantees represent the release of performance bank guarantee of SPV. Consequently the corporate guarantee given to the bankers of SPV to that extent stands extinguished.

** excludes ₹ 1.50 crores (March 31, 2022 ₹ 1.20 crores) paid from AWEL to Mr Sandeep Garg

Represents transactions related to Ind AS adjustments

*** Closing balances as at**

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Loans, advances and deposits given	85.55	906.96
Subsidiaries		
Welspun Natural Resources Private Limited	-	439.17
Dewas Waterprojects Works Private Limited	1.89	2.99
Welspun Projects (Kim Mandvi Corridor) Private Limited	0.58	0.57
Welspun Projects (Himmatnagar Bypass) Private Limited	0.08	0.03
ARSS Bus Terminal Private Limited	0.27	0.25
Welspun Build-Tech Private Limited	0.01	0.04
Welsteel Enterprises Private Limited	0.04	0.03
Welspun Aunta-Simaria Project Private Limited	10.21	14.87
Welspun Sattanathapuram Nagapattinam Road Private Limited	66.67	23.12
DME Infra Private Limited	0.03	0.02
Grenoble Infrastructure Private Limited	0.02	0.01
Welspun Infraconstruct Private Limited	0.30	0.30
Welspun Road Infra Private Limited	-	46.20
Welspun Infracapacity Private Limited	-	285.08
Welspun EDAC JV Private Limited	2.64	-
RGY Roads Private Limited	0.08	-
Corbello Trading Private Limited	0.08	-
Controlled Structured Entity		
Welspun-Kaveri Infraprojects JV	1.41	3.27
Associate		
Adani Welspun Exploration Limited	-	0.05
Joint Venture Companies		
RGY Roads Private Limited	-	0.06
MBL (GSY) Road Limited	-	24.43

Notes forming part of the standalone financial statements

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
MBL (CGRG) Road Limited	-	31.03
Corbello Trading Private Limited	-	0.06
Chikhali - Tarsod Highways Private Limited	-	35.26
Other Related Parties		
Welspun Transformation Services Private Limited	1.18	-
Welspun India Limited	0.00	-
Welspun Multiventures LLP	-	0.05
Welspun Corp Limited	0.07	0.07
Trade and other receivables (including Contract Assets)	417.14	492.92
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	-	8.58
Welspun Sattanathapuram Nagapattinam Road Private Limited	59.79	66.34
Welspun Aunta-Simaria Project Private Limited	60.29	18.88
Welspun Road Infra Private Limited	-	98.68
Welspun Infracapacity Private Limited	-	102.45
Welspun EDAC JV Private Limited	70.68	-
Controlled Structured Entity		
Welspun-Kaveri Infracapacity JV	87.44	23.82
Associate		
Adani Welspun Exploration Limited	0.18	0.02
Welspun Infracapacity Private Limited	138.30	-
Joint Venture Companies		
Chikhali - Tarsod Highways Private Limited	-	26.04
MBL (GSY) Road Limited	-	62.20
MBL (CGRG) Road Limited	-	85.88
Other related parties		
Welspun India Limited	0.40	-
Welspun Global Brands Limited	0.01	-
Welspun Metallics Limited	0.04	-
Welspun Specialty Solutions Limited	0.01	-
Welasure Private Limited	0.01	0.03
Right-to-use an underlying asset	1.59	0.04
Other Related Parties		
Welspun Realty Private Limited	1.57	-
Welspun Multiventures LLP	0.03	0.04
Lease Liabilities	1.64	0.04
Other Related Parties		
Welspun Realty Private Limited	1.61	-
Welspun Multiventures LLP	0.03	0.04
Trade Payable/ Other Payable/ Deposits received	2.66	10.95
Subsidiary		
Welspun Delhi Meerut Expressway Private Limited	-	9.37
Other related parties		
Welspun DI Pipes Limited	0.33	-
Welspun Transformation Services Private Limited	1.05	-

Notes forming part of the standalone financial statements

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Welspun Speciality Solutions Limited	0.01	0.01
Welasure Private Limited	-	0.01
Welspun India Limited	0.65	1.47
Welspun Global Brands Limited	0.10	0.09
Welspun Corp Limited	0.52	0.00
Short term borrowings	9.70	-
Subsidiaries		
Welspun Projects (Himmatnagar Bypass) Private Limited	2.00	-
Welspun Build-Tech Private Limited	7.70	-
Expected credit loss	-	133.77
Subsidiary		
Welspun Natural Resources Private Limited	-	133.77
Contract liabilities	113.28	103.89
Subsidiaries		
Welspun Delhi Meerut Expressway Private Limited	-	2.29
Welspun Infracapacity Private Limited	-	44.24
Welspun Aunta-Simaria Project Private Limited	3.35	2.25
Welspun Sattanathapuram Nagapattinam Road Private Limited	8.96	36.25
Welspun Road Infra Private Limited	-	11.18
Welspun EDAC JV Private Limited	91.01	-
Associate		
Welspun Infracapacity Private Limited	9.95	-
Controlled Structured Entity		
Welspun-Kaveri Infracapacity JV	-	7.67
Provision for impairment of investments	91.28	13.68
Subsidiaries		
RGY Roads Private Limited	38.77	-
Corbello Trading Private Limited	16.19	-
Welspun Build-Tech Private Limited	7.65	-
ARSS Bus Terminal Private Limited	11.92	-
MSK Projects (Kim Mandvi Corridor) Private Limited	16.75	13.68
Investment in equity shares	183.37	537.84
Subsidiaries		
MSK Projects(Himmatnagar Bypass) Private Limited	2.33	2.33
MSK Projects (Kim Mandvi Corridor) Private Limited	6.73	6.73
Welspun Natural Resources Private Limited	-	90.68
Dewas Waterprojects Works Private Limited	0.01	0.01
Welspun Build-Tech Private Limited	0.01	0.01
ARSS Bus Terminal Private Limited	31.01	31.01
Welspun Delhi Meerut Expressway Private Limited	-	5.00
Grenoble Infrastructure Private Limited	0.00	0.00
DME Infra Private Limited	0.01	0.01
Welspun Sattanathapuram Nagapattinam Road Private Limited	0.01	0.01
Welspun Road Infra Private Limited	-	157.01
Welspun Infracapacity Private Limited	-	203.10
Welsteel Enterprises Private Limited	0.05	0.05

Notes forming part of the standalone financial statements

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Welspun Aunta-Simaria Project Private Limited	0.74	0.74
Welspun Infraconstruct Private Limited	0.01	0.01
Welspun-Kaveri Infraprojects JV Private Limited	0.01	0.01
Welspun EDAC JV Private Limited	0.01	-
Welspun New Energy Limited	0.01	-
Associates		
Adani Welspun Exploration Limited	38.16	-
Welspun Infracapacity Private Limited	103.58	-
Joint Venture Companies		
RGY Roads Private Limited	-	23.00
MBL (GSY) Road Limited	-	6.47
MBL (CGRG) Road Limited	-	3.20
Corbello Trading Private Limited	-	7.85
Chikhali - Tarsod Highways Private Limited	-	0.49
Other related parties		
Welasure Private Limited	0.12	0.12
Welspun Transformation Services Private Limited	0.57	-
Welspun Global Services Private Limited	0.00	0.00
Investment in compulsorily convertible debentures	498.49	344.38
Subsidiaries		
Welspun Build-Tech Private Limited	7.12	17.12
MSK Projects (Kim Mandvi Corridor) Private Limited	10.02	10.02
Welspun Delhi Meerut Expressway Private Limited	-	21.55
Dewas Waterprojects Works Private Limited	38.72	38.72
Welspun Sattanathapuram Nagapattinam Road Private Limited	21.70	21.70
Welspun Aunta-Simaria Project Private Limited	34.82	34.82
Associate		
Adani Welspun Exploration Limited	386.11	-
Joint Venture Companies		
RGY Roads Private Limited	-	63.73
MBL (GSY) Road Limited	-	41.54
MBL (CGRG) Road Limited	-	32.79
Corbello Trading Private Limited	-	31.44
Chikhali - Tarsod Highways Private Limited	-	30.95
Investment in optionally convertible debentures	172.53	562.95
Subsidiaries		
Dewas Waterprojects Works Private Limited	50.49	50.49
Welspun Delhi Meerut Expressway Private Limited	-	29.00
Welspun Aunta-Simaria Project Private Limited	81.44	81.44
Welsteel Enterprises Private Limited	34.75	34.75
Welspun Sattanathapuram Nagapattinam Road Private Limited	5.85	5.85
Welspun Road Infra Private Limited	-	14.99
Welspun Infracapacity Private Limited	-	140.39

Notes forming part of the standalone financial statements

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Joint Venture Companies		
MBL (GSY) Road Limited	-	83.14
MBL (CGRG) Road Limited	-	65.63
Chikhali - Tarsod Highways Private Limited	-	57.27
Bank guarantee issued and outstanding for advance received by Subsidiaries/ Joint Arrangements/ Associate	431.85	352.41
Subsidiary		
Welspun Sattanathapuram Nagapattinam Road Private Limited	172.91	220.50
Controlled Structured Entity		
Welspun-Kaveri Infraprojects JV	258.94	126.51
Associate		
Adani Welspun Exploration Limited	-	5.40
Joint Venture Company		
Chikhali - Tarsod Highways Private Limited	-	-
Bank guarantee issued and outstanding towards performance security of Subsidiaries/ Joint Arrangements/ Associate	244.88	53.40
Subsidiaries		
Dewas Waterprojects Works Private Limited	1.11	3.61
Welspun EDAC JV Private Limited	138.56	-
Controlled Structured Entity		
Welspun-Kaveri Infraprojects JV	85.78	30.36
Associate		
Adani Welspun Exploration Limited	19.43	19.43
Corporate guarantee outstanding for performance security of Subsidiaries/ Joint Arrangements/ Associate	60.00	60.00
Subsidiary		
Welspun Sattanathapuram Nagapattinam Road Private Limited	60.00	60.00
Corporate guarantee outstanding for advance received by Subsidiaries/ Joint Arrangements/ Associate	218.93	69.66
Subsidiaries		
Welspun EDAC JV Private Limited	149.27	-
Welspun Aunta-Simaria Project Private Limited	69.66	69.66

* Closing balances are considered after considering the Ind AS adjustments to make comparable with financial statements for reporting purpose.

Notes:

- During the earlier year, the Company had given undertaking for Welspun Delhi Meerut Expressway Private Limited ('WDMEPL') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022 ₹ 20.38 crores)
- During the earlier year, the Company had given guarantee for Dewas Waterprojects Works Private Limited ('DWWPL') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ 4.34 crores (March 31, 2022 ₹ 4.61 crores)
- During the earlier year, the Company had given guarantee for Welspun Infracapacity Private Limited ('WIPL') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022 ₹ 111.36 crores).

Notes forming part of the standalone financial statements

- During the earlier years, the Company had given guarantee for MBL (GSY) Road Limited ('GSY') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022 ₹ 92.13 crores)
- During the earlier years, the Company had given guarantee for MBL (CGRG) Road Limited ('CGRG') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022 ₹ 29.45 crores)
- During the earlier years, the Company had given guarantee for Chikhali - Tarsod Highways Private Limited ('CTHPL') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022: ₹ 39.86 crores)
- An undertaking (financial guarantee as per Ind AS) is given to lenders for debt obligations to be given to Welspun Aunta-Simaria Private Limited ('WASPL'), maximum exposure towards this is ₹ 98.73 crores (March 31, 2022 ₹ 74.05 crores)

All transactions with related parties are made on arm's length basis in the ordinary course of business.

55 Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 ('The Act') are given as follows:

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
a) Principal amount payable to the suppliers under the Act		
- For capital goods	-	-
- For others	-	-
b) Principal amount due to the suppliers under the Act	-	-
c) Interest accrued and due to the suppliers under the Act, on the above amount	-	-
d) Payment made to suppliers other than interest beyond the appointed day, during the year	-	-
e) Interest paid to suppliers under the Act	-	-
f) Interest due and payable to suppliers under the Act, for payment already made	-	-
g) Interest accrued and remaining unpaid at the end of the year under the Act	-	-
h) The amount of further interest remaining due and payable even in the succeeding years for the purpose of disallowances under Section 23 of the Act	-	-

Note: The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available to the Company

56 A) Disclosure pertaining to Ind AS 115 "Revenue from Contracts with Customers"

The Company believes that the information provided under Note 33 Revenue from Operations, is sufficient to meet the disclosure objectives with respect to disaggregation of revenue under Ind AS 115, Revenue from Contracts with Customers.

B) Contract Balances

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Trade receivables	568.64	311.95
Contract assets	394.68	291.90
Contract liabilities	642.63	456.43

Notes forming part of the standalone financial statements

C) Reconciliation of contract assets and liabilities:

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Contract Assets		
Due from contract customers (contract assets)		
At the beginning of the year	291.90	282.22
Cost incurred plus attributable profits on contracts-in -progress	2,091.80	799.30
Progress billings made towards contracts -in - progress	1,989.01	789.62
At the end of the reporting year	394.68	291.90
Contract liabilities		
Advance from contract customers (contract liabilities)		
At the beginning of the year	456.43	259.92
Revenue recognised during the year	471.72	456.43
Progress billings made towards contracts-in -progress	285.52	259.92
At the end of the reporting year	642.63	456.43

- The contract assets primarily relate to the Company's rights to consideration for performance obligation satisfied but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. Invoices are raised on the customers based on the agreed contractual terms and are collected as per agreed payment terms.
- The contract liability primarily relates to the advances from customer towards on-going EPC projects. Revenue is recognised from the contract liability as and when such performance obligations are satisfied.

57 Leases

The Company has building premises being used for its operation having lease term between 0.5 years and 10 years.

A The details of the right-of-use asset held by the Company is as follows:

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Opening balance	11.05	4.31
Add: Additions during the year	1.96	11.46
Less: Deletion during the year	-	(0.70)
Less: Depreciation expenses	(3.97)	(4.02)
Net carrying amount	9.04	11.05

B The details of the lease liability of the Company is as follows:

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Opening balance	11.32	4.48
Add: Additions during the year	1.96	11.04
Less: Deletion during the year	-	(0.84)
Add: Accretion of interest	1.12	0.82
Less: Payments	(4.46)	(4.18)
Net carrying amount	9.94	11.32
Lease liability (Non Current)	5.82	5.78
Lease liability (Current)	4.11	5.54
	9.92	11.32

Notes forming part of the standalone financial statements

C The following are the amounts recognised in the statement of profit or loss:

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation expense of right-of-use assets	3.97	4.02
Interest expense on lease liabilities	1.12	0.82
Total amount recognised in the statement of profit or loss	5.09	4.84

The Company had total cash outflows for leases of ₹ 4.46 crores (March 31, 2022 ₹ 4.19 crores). The Company also had non-cash additions to right-of-use assets and lease liabilities of ₹ 1.96 crores (March 31, 2022 ₹ 11.46 crores)

58 During the year, the Board of Directors and the shareholders of Welspun Natural Resources Private Limited ('WNRPL') approved the scheme of voluntary liquidation of WNRPL vide resolution dated January 18, 2023 in their respective meetings. Further, pursuant to such resolutions, Insolvency Professional was appointed as the liquidator of WNRPL. Subsequently, the liquidator has distributed all the assets (including equity shares and debentures held in Adani Welspun Exploration Limited ('AWEL') of WNRPL to its shareholder i.e. Welspun Enterprises Limited ('WEL') on February 27, 2023 and consequent to such distribution, WEL has become an equity shareholder and debenture holder of AWEL.

Pursuant to liquidation, 4,654,997 Equity Shares and 45,384,543 Compulsorily Convertible Debentures (CCD's) held by WNRPL in AWEL are now held by WEL. Subsequently, AWEL has allotted 450,591 CCD's to WEL and now WEL holds 35% directly in AWEL.

59 The Company has complied with all necessary Conditions Precedents (CP) of definitive agreement entered with Actis Highway Infra Limited ("Actis") on June 9, 2022 and has obtained all necessary approvals for divestment of Highway Portfolio. The Highway Portfolio comprises of 5 completed HAM (Hybrid Annuity Model) Assets (Welspun Delhi Meerut Expressway Private Limited ('DME'), Welspun Road Infra Private Limited ('WRIPL'), MBL (CGRG) Road Limited ('CGRG'), MBL (GSY) Road Limited ('GSY'), Chikhali Tarsod Highways Private Limited ('CTHPL') and one operating BOT-Toll asset (Welspun Infrafacility Private Limited ('WIFPL')) (Refer note 20(i)). Accordingly, the aforesaid equity stake has been transferred to Actis for a consideration of ₹ 818.17 crores (towards equity shares) and profit of ₹ 582.23 crores (net of expenses related to sale) is disclosed as 'exceptional item' (Refer note 52) in the Statement of Profit and Loss.

60 Details of loans given, investments made and guarantee given covered U/s 186 of the Companies Act, 2013

- The Company is engaged in the business of providing infrastructural facilities as specified under Schedule VI of the Companies Act 2013 (the 'Act') and hence the provisions of Section 186 of the Act related to loans/ guarantees given or securities provided are not applicable to the Company.
- There are no investments other than as disclosed in Note 6 and 13 forming part of the financial statements.

Notes forming part of the standalone financial statements

61 Disclosure as required by Schedule V (A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

	(₹ in crores)			
	Balance as at March 31, 2023 @	Maximum amount outstanding during the year ended March 31, 2023	Balance as at March 31, 2022 @	Maximum amount outstanding during the year ended March 31, 2022
i. Loans and advances in the nature of loans to subsidiary				
Welspun Natural Resources Private Limited @@ (Refer Note 58)	-	-	305.40	492.04
Welspun Project (Kim Mandvi Corridor) Private Limited	0.58	0.58	0.57	0.57
Welspun Projects (Himmatnagar Bypass) Private Limited	0.08	0.08	0.03	0.03
ARSS Bus Terminal Private Limited	0.27	0.27	0.25	0.25
Dewas Waterprojects Works Private Limited	1.89	3.03	2.99	4.56
Welspun Build-Tech Private Limited	0.01	0.05	0.04	0.04
Welspun Sattanathapuram Nagapattinam Road Private Limited	66.67	66.67	23.12	23.12
DME Infra Private Limited	0.03	0.03	0.02	0.02
Grenoble Infrastructure Private Limited	0.02	0.02	0.01	0.01
Welspun Infraconstruct Private Limited	0.30	0.30	0.30	0.30
Welspun Road Infra Private Limited	-	47.98	46.20	46.20
Welsteel Enterprises Private Limited	0.04	0.04	0.03	0.03
Welspun Aunta-Simaria Project Private Limited	10.21	18.19	14.87	14.87
Welspun Infrafacility Private Limited	-	356.51	285.08	331.57
Welspun EDAC JV Private Limited	2.64	11.79	-	-
RGY Roads Private Limited * ^	0.08	0.08	-	-
Corbello Trading Private Limited ** #	0.08	0.51	-	-
MBL (GSY) Road Limited * ^	-	28.00	-	-
MBL (CGRG) Road Limited * ^	-	77.57	-	-
Chikhali - Tarsod Highways Private Limited ** #	-	78.41	-	-
ii. Loans and advances in the nature of loans to Consolidated Structured Entity				
Welspun-Kaveri Infraprojects JV	1.41	9.58	3.27	3.27
iii. Loans and advances in the nature of loans to Associates				
Welspun Infrafacility Private Limited	-	356.51	-	-
Adani Welspun Exploration Limited	-	-	0.05	0.67
iv. Loans and advances in the nature of loans to Joint Venture Companies				
RGY Roads Private Limited *	-	-	0.06	0.06
MBL (GSY) Road Limited * #	-	-	24.43	84.45
MBL (CGRG) Road Limited * #	-	-	31.03	71.44
Corbello Trading Private Limited **	-	-	0.06	0.06
Chikhali - Tarsod Highways Private Limited ** #	-	-	35.26	35.58
v. Loans and advances in the nature of loans to firms/ companies in which directors are interested	Nil	Nil	Nil	Nil
vi. Investment by the loanee in the shares of the Company	Nil	Nil	Nil	Nil

* became subsidiary w.e.f September 28, 2022 and ceased to be Joint venture company

Notes forming part of the standalone financial statements

** became subsidiary w.e.f September 5, 2022 and ceased to be Joint venture company

ceased to be subsidiary w.e.f. December 22, 2022 (Refer note 59)

@ Closing balances are considered after considering the Ind AS adjustments to make comparable with financial statements for reporting purpose.

@@ After considering expected credit loss of ₹ Nil (March 31, 2022: ₹ 133.77 crores)

62 Dividend on equity shares

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Dividend proposed for March 31, 2023 ₹ 1.00 per share (March 31, 2022 ₹ 1.50 per share)	14.99	22.47

Proposed dividends on equity shares are subject to approval of shareholders at the annual general meeting and are not recognised as a liability as at reporting date.

During the year the Company has paid ₹ 7.50 per share as special dividend amounting to ₹ 112.49 crores

63 a) Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

	Long term borrowings (Including current maturities)	Short term borrowings	Equity share capital	Securities Premium
As at March 31, 2022	501.76	-	149.78	950.49
Cash inflow	125.00	203.94	-	-
Cash outflow	(325.00)	(25.00)	-	-
Non-cash items - other changes (Refer note below (b))	(10.08)	2.41	0.20	2.59
As at March 31, 2023	291.68	181.35	149.98	953.08

b) Non- cash investing and financing activities for the current year

- i) Other Non-cash changes in long term borrowings are related to amortisation of processing fees and accrued interest.
- ii) Other Non-cash changes in short term borrowings are related to interest accrued but not due on borrowings.
- iii) Other Non-cash changes in equity share capital and securities premium are on account of equity shares allotted pursuant to exercise of stock option (Refer note 50)

64 Corporate Social Responsibility ('CSR')

	(₹ in crores)	
	March 31, 2023	March 31, 2022
Details of related party - Contribution to Welspun Foundation for Health & Knowledge ('WFHK')	3.18	3.76
Amount required to be spent as per Section 135 of the Companies Act 2013	3.18	3.76
Amount spent by WFHK during the year on:		
Construction/ acquisition of an asset	-	-
On purposes other than above	4.46	3.76
Shortfall at the end of the year	-	0.00
Total of previous year shortfall	-	1.28

Notes forming part of the standalone financial statements

Nature of CSR activities:

Promoting education and healthcare, empowerment of women and socially backward, ensuring road safety, ensuring environmental sustainability, development of art and culture, disaster relief, livelihood enhancement project.

During the current year, the unspent amount of WFHK amounting to ₹ 1.28 crores, which was lying in separate account namely "Welspun Foundation for Health and Knowledge - Unspent CSR Amount FY 2021-22", was utilised for CSR activities.

Other Statutory Information

- 65 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 66 The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- 67 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 68 The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
- 69 The Company does not have any transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 70 The Company has not traded or invested in Crypto currency or virtual currency during the financial year.
- 71 The Company has complied with the requirement of monthly stock statements and quarterly information statements to the lenders.

72 Utilization of borrowed funds and securities premium

- a) During the financial year ended March 31, 2023, the Company has advanced ₹ 8.85 crores (March 31, 2022: ₹ 52.53 crores) at various dates to Welspun Natural Resources Private Limited ('WNRPL'), being intermediary (a wholly owned subsidiary), with the understanding that the intermediary shall lend or invest in Adani Welspun Exploration Limited ('AWEL') being ultimate beneficiary (an associate company). The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act and the transactions does not violate the provision of the Prevention of Money Laundering Act, 2002 (15 of 2003).

Except for the above, the Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

However, on February 27, 2023, WNRPL got liquidated and AWEL became associate entity of the Company directly.

Notes forming part of the standalone financial statements

b) No fund (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('funding parties') with the understanding, whether recorded in writing or otherwise, that the Company shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding parties ('Ultimate Beneficiaries') or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

73 The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

74 The Company has granted loans which are repayable on demand during the year to related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under.

As at March 31, 2023

(₹ in crores)				
Aggregate amount of loans:	Promoters	Directors	KMPs	Related Parties
Repayable on demand (A)	-	-	-	84.30
Agreement does not specify any terms or period of repayment (B)	-	-	-	-
Total C = (A+B)	-	-	-	84.30
Long term loans (D)	-	-	-	-
Total E = (C + D)	-	-	-	84.30
Percentage of loans to the total carrying value of loans				100.00%

As at March 31, 2022

(₹ in crores)				
Aggregate amount of loans:	Promoters	Directors	KMPs	Related Parties
Repayable on demand (A)	-	-	-	525.02
Agreement does not specify any terms or period of repayment (B)	-	-	-	-
Total C = (A+B)	-	-	-	525.02
Long term loans (D)				248.05
Total E = (C + D)				773.07
Percentage of loans to the total carrying value of loans				67.91%

75 Events after the reporting period

Subsequent to the balance sheet date, the Company has bought back 11,750,000 equity shares of ₹ 10 /- each from the shareholders of the company by way of a tender offer route at a price of ₹ 200 per equity share for an aggregate amount of ₹ 235 crores in accordance with the provisions of the Companies Act, 2013 and SEBI (Buy Back of Securities) Regulations, 1998, which has resulted into reduction of equity share capital.

The buyback Committee of the Company, at its meeting held on April 12, 2023, approved the completion and closure of the buyback.

Notes forming part of the standalone financial statements

76 Figures for the previous year are re-classified/ re-arranged/ re-grouped, wherever necessary to be in conformity with the figures of the current year's classification/ disclosure.

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Place: Mumbai

Date: May 19, 2023

For and on behalf of the Board

Balkrishan Goenka

Chairman

DIN 00270175

Lalit Jain

Chief Financial Officer

Place: Mumbai

Date: May 19, 2023

Sandeep Garg

Managing Director

DIN 00036419

Nidhi Tanna

Company Secretary

Independent Auditor's Report

To
The Members of
Welspun Enterprises Limited

2023, and its consolidated profit, consolidated total comprehensive income, the consolidated changes in equity and its consolidated cash flows for the year ended on that date.

1. Opinion

We have audited the accompanying consolidated financial statements of **Welspun Enterprises Limited** ("the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its associates and joint venture companies which comprise the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statement and on other financial information of subsidiaries, associates and joint venture companies referred to in the Other Matters paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Group as at March 31,

2. Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

3. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	Auditor's response
<p>Accuracy in respect of Construction contract revenue involves critical estimates.</p> <ul style="list-style-type: none"> Estimated cost is a critical estimate to determine revenues. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, costs incurred till date, costs required to complete the remaining contract performance obligations. 	<p>Principal audit procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> Evaluated the design of internal controls relating to recording of costs incurred and estimation of efforts required to complete the performance obligations. Tested the access and application controls pertaining to allocation and budgeting systems which prevents unauthorized changes to recording of costs incurred.

Key audit matter	Auditor's response
	<ul style="list-style-type: none"> Selected a sample of contracts and tested the operating effectiveness of the internal controls relating to costs incurred and estimated through inspection of evidence of performance of these controls. Selected a sample of contracts and performed a retrospective review of costs incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining costs to complete the contract. Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated costs to complete the remaining performance obligations. Performed analytical procedures and test of details for reasonableness of incurred and estimated costs.

4. Other information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Holding Company's Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

5. Management's responsibility for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in

terms of the requirement of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates and joint venture companies in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group and of its associates and joint venture companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and joint venture companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors

of the companies included in the Group and of its associates and joint venture companies are responsible for assessing the ability of the Group and of its associates and joint venture companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group and of its associates and joint venture companies are responsible for overseeing the financial reporting process of the Group and of its associates and joint venture companies.

6. Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our

opinion on whether the Company and its subsidiary Companies which are companies incorporated in India has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint venture companies to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture companies to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint venture companies to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

7. Other matters

We did not audit the financial statements, in respect of 15 subsidiaries, which are part of continued operations of the Group, whose financial statements include total assets of ₹ 1,093.42 crores as at March 31, 2023, total revenue of ₹ 789.72 crores, total net loss after tax of ₹ 82.62 crores, total comprehensive loss of ₹ 82.62 crores and total cash inflows of ₹ 1.12 crores for the year ended on that date. These financial statements have been audited by other auditors, whose financial statements and auditor's reports have been furnished to us by the management.

The consolidated financial statements also include the Group's share of net loss of ₹ 0.79 crores, total comprehensive loss of ₹ 0.88 crores for the year ended March 31, 2023 as considered in the Consolidated Financial Statements, in respect of an associate, which are part of continued operations of the group, whose financial statements, other financial information have been audited by other auditors and

whose reports have been furnished to us by the Management.

The consolidated financial statements also include the Group's share of net loss after tax of ₹ 9.27 crores for the year ended March 31, 2023 and total comprehensive loss of ₹ 9.27 crores for the year ended March 31, 2023, in respect of four joint ventures (which became subsidiaries during the year and reviewed by other auditors) and an associate (audited by other auditor) which is part of discontinued operations of the Group, based on their financial statements.

Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associate and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, associates and joint ventures, is based solely on the reports of such other auditors.

The accompanying consolidated financial statements include unaudited financial statements in respect of 4 subsidiaries, part of discontinued operations of the group whose financial statements reflect total assets of ₹ 4,302.96 crores, total revenues of ₹ 589.73 crores total net profit after tax of ₹ 47.59 crores, total comprehensive profit of ₹ 47.59 crores and total cash outflows of ₹ 170.02 crores for the year ended on that date. These unaudited financial statements have been furnished to us by the management. Our opinion, in so far as it relates to amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements furnished to us by the management.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

8. Report on Other Legal and Regulatory requirements

- As required by Section 143 (3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, associates and joint ventures companies

as noted in the 'Other Matters' section, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, associates and joint venture companies which are incorporated in India, none of the directors of the Group, its associates and joint venture companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint venture companies. (Refer note 53 of consolidated financial statements)
 - ii. Provision has been made in consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
 - iii. There has been no delay in transferring the amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its associates and joint venture companies during the year.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 70 B (a) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the note 70 B (b) to the consolidated financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv) (a) and (iv) (b) contain any material misstatement.
- v. As stated in note 65 to the consolidated financial statements
- a. The final dividend proposed in the previous year, declared and paid by the company during the year is in accordance with Section 123 of the Act, as applicable.
 - b. The Interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with section 123 of the Act, as applicable.
- c. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rule, 2014 for maintaining the books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its subsidiaries, which are Companies incorporated in India, and accordingly, reporting under Rule 11(g) of the Company (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023
- B. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries, associates and joint venture companies included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **MGB & Co LLP**
Chartered Accountants
Firm Registration Number 101169W/W-100035

Hitendra Bhandari
Partner
Membership Number 107832
Mumbai, May 19, 2023
UDIN: 23107832BGWAXE3986

Annexure 'A' to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 8A(f) under 'Report on other Legal and Regulatory Requirements' of the Independent Auditor's Report of even date to the members of the Company on the consolidated financial statements for the year ended March 31, 2023.

We have audited the internal financial controls over financial reporting of Welspun Enterprises Limited ("the Holding Company") and its subsidiaries, associates and joint venture companies incorporated in India as at March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The respective Board of Directors of the Holding company, its subsidiaries, associates and joint venture companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Holding Company, its subsidiaries, associates and joint venture companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

Our responsibility is to express an opinion on the Holding Company's, its subsidiaries, associate and joint venture companies incorporated in India internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on "Audit of Internal Financial Controls over financial reporting" (the "Guidance Note") issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors of the subsidiary companies, associate and joint venture companies incorporated in India, in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company, its subsidiaries, associate and joint venture companies incorporated in India.

Meaning of internal financial controls over financial reporting

A Holding Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, associates and joint venture companies incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company, its subsidiaries, associates and joint venture companies incorporated in India considering the essential components of Internal control stated in the Guidance Note issued by the ICAI.

Other matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiaries, associates and joint venture companies incorporated in India is based on corresponding reports of the auditors of such companies. Our opinion is not qualified in respect of this matter.

For **MGB & Co LLP**

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Mumbai, May 19, 2023

UDIN: 23107832BGWAXE3986

Consolidated Balance Sheet

As at March 31, 2023

Particulars	Note No.	As at	
		March 31, 2023	March 31, 2022
(₹ in crores)			
ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	4	10.79	38.56
(b) Right-of-use asset	5	9.04	11.05
(c) Capital work-in-progress	4	6.55	63.81
(d) Intangible assets	6	49.87	1,821.54
(e) Investments in an associate and joint venture companies	59	257.55	700.91
(f) Financial assets			
i. Investments	7	0.71	0.13
ii. Loans	8	-	26.63
iii. Receivables under service concession arrangement	9	752.81	1,454.27
iv. Others	10	80.92	88.46
(g) Deferred tax assets (net)	44	5.88	6.50
(h) Non-current tax assets (net)	11	49.76	33.71
(i) Other non-current assets	12	9.42	7.30
Total non-current assets		1,233.29	4,252.87
2. Current assets			
(a) Inventories	13	86.41	48.07
(b) Contract assets	14	645.34	261.47
(c) Financial assets			
i. Investments	15	1,299.58	110.97
ii. Trade receivables	16	325.82	137.68
iii. Cash and cash equivalents	17	327.40	234.24
iv. Bank balances other than (iii) above	18	214.20	42.94
v. Loans	19	0.05	64.26
vi. Receivable under service concession arrangement	20	-	187.46
vii. Other financial assets	21	64.07	32.83
(d) Other current assets	22	632.57	497.05
(e) Assets held-for-sale	23	277.45	24.76
Total current assets		3,872.87	1,641.72
Total assets		5,106.17	5,894.59
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	24 (a)	149.98	149.78
(b) Other equity	24 (b)	2,206.03	1,641.30
Equity attributable to equity holders of the parent		2,356.01	1,791.08
Non-controlling interests	72	5.97	2.68
Total equity		2,361.98	1,793.76
Liabilities			
1. Non-current liabilities			
(a) Contract liabilities	25	354.85	185.36
(b) Financial liabilities			
(i) Borrowings	26	286.91	2,302.68
(ii) Lease liabilities	27	5.83	5.77
(c) Provisions	28	8.00	29.68
(d) Deferred tax liabilities (net)	44	48.74	27.99
Total non-current liabilities		704.33	2,551.48
2. Current liabilities			
(a) Contract liabilities	29	757.14	712.49
(b) Financial liabilities			
i. Borrowings	30	466.70	212.29
ii. Lease liabilities	31	4.11	5.54
iii. Trade payables	32	-	-
- Due of micro enterprises and small enterprises		-	-
- Due of creditors other than micro enterprises and small enterprises		585.06	408.26
iv. Other financial liabilities	33	165.95	168.34
(c) Provisions	34	3.85	1.95
(d) Other current liabilities	35	57.04	40.16
(e) Current tax liabilities (net)	36	-	0.32
Total current liabilities		2,039.85	1,549.35
Total equity and liabilities		5,106.17	5,894.59

Notes forming part of the consolidated financial statements

1 to 78

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Place: Mumbai

Date: May 19, 2023

For and on behalf of the Board

Balkrishna Goenka

Chairman

DIN 00270175

Lalit Jain

Chief Financial Officer

Place: Mumbai

Date: May 19, 2023

Sandeep Garg

Managing Director

DIN 00036419

Nidhi Tanna

Company Secretary

Consolidated Statement of Profit and Loss

For the year ended March 31, 2023

For every restated figure, refer note 74

Particulars	Note No.	Year ended	
		March 31, 2023	March 31, 2022
(₹ in crores)			
Income			
Revenue from operations	37	2,758.19	1,342.33
Other income	38	143.45	57.02
Total income		2,901.64	1,399.35
Expenses			
Cost of materials consumed	39	390.12	63.71
Subcontracting, civil and repair work		1,724.71	889.95
Employee benefits expense	40	149.46	109.67
Finance costs	41	118.76	82.90
Depreciation and amortisation expense	42	13.10	15.93
Other expenses	43	246.26	128.95
Total expenses		2,642.40	1,291.10
Profit before share of profit of an associate and joint venture companies		259.23	108.24
Share of profit / (loss) from an associate and joint venture companies (net of tax)	59	(0.79)	(2.83)
Profit before exceptional items and tax		258.44	105.41
Exceptional items (net)	55	482.99	-
Profit before tax from continuing operations		741.43	105.41
Tax expenses	44		
- Current tax		47.66	24.24
- Earlier year tax		(0.02)	-
- Deferred tax charge		9.37	1.38
Total tax expenses		57.01	25.62
Profit from continuing operations		684.42	79.80
Discontinued Operations			
Profit before tax from discontinued operations		56.22	60.84
Tax expenses of discontinued operations		14.58	14.54
Profit from discontinued operations		41.64	46.30
Profit for the year		726.06	126.10
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans		(4.06)	1.86
Income tax effect on above		1.02	(0.47)
Share of OCI of associate		(0.08)	0.01
Other comprehensive income for the year (net of tax)		(3.12)	1.40
Total comprehensive income for the year		722.94	127.50
Profit from continuing operations attributable to:			
Owners of the Parent Company		681.12	78.40
Non-controlling interest		3.30	1.40
Profit from discontinuing operations attributable to:			
Owners of the Parent Company		41.64	46.30
Non-controlling interest		-	-
Profit from continuing and discontinuing operations attributable to:			
Owners of the Parent Company		722.76	124.70
Non-controlling interest		3.30	1.40
Total comprehensive income attributable to:			
Owners of the Parent Company		719.63	126.10
Non-controlling interest		3.30	1.40
Earnings per equity share of ₹ 10 each fully paid up	52		
a) From continuing operations			
Basic (₹)		45.42	5.26
Diluted (₹)		45.31	5.24
b) From discontinuing operations			
Basic (₹)		2.78	3.11
Diluted (₹)		2.77	3.09
c) From continuing and discontinuing operations			
Basic (₹)		48.19	8.37
Diluted (₹)		48.08	8.33

Notes forming part of the consolidated financial statements

1 to 78

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Place: Mumbai

Date: May 19, 2023

For and on behalf of the Board

Balkrishna Goenka

Chairman

DIN 00270175

Lalit Jain

Chief Financial Officer

Place: Mumbai

Date: May 19, 2023

Sandeep Garg

Managing Director

DIN 00036419

Nidhi Tanna

Company Secretary

Consolidated Statement of Cash Flows

For the year ended March 31, 2023

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
A Cash flow from operating activities		
Profit before tax on continued operations	741.43	105.42
Profit before tax on discontinued operations	56.22	60.84
Profit before tax	797.65	166.26
Adjustments for		
Depreciation and amortisation expense	13.10	15.93
Gain on sale/ discard of property, plant and equipment (net)	(5.26)	(1.13)
Bad debts	19.00	-
Interest income	(113.63)	(168.12)
Finance costs	118.76	139.97
Gain on lease modification (net)	-	(0.14)
Dividend income	(0.61)	(0.13)
Provision for employee benefits	6.10	1.34
Capital work-in-progress written off	57.26	-
Net gain on financial assets mandatorily measured at FVTPL	(22.83)	(3.37)
Reversal of provision no longer required	(24.95)	(0.20)
Unwinding of discount on security deposits	(0.10)	(0.17)
Share based payments to employees	(4.04)	2.85
Share of loss from associate and joint venture companies	6.36	(0.68)
Gain on sale of 'Highway Portfolio'	(377.97)	-
Fair value gain on dilution of control	(119.79)	-
Gain on fair valuation of previously held equity interest	(61.44)	-
Impairment of goodwill on consolidation	24.23	-
Operating profit before working capital changes	311.84	152.41
Adjustments for		
Decrease/ (Increase) in trade and other receivables	(468.69)	(475.06)
(Decrease)/ Increase in trade and other payables	616.74	686.76
Decrease / (Increase) in inventories	(38.34)	(43.18)
Cash used in operations	421.56	320.93
Direct taxes paid (net of refunds)	(76.89)	(33.86)
Net cash generated from operating activities (A)	344.67	287.07
B Cash flow from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress and capital advances)	(6.27)	(6.86)
Additions to intangible assets under development	(150.60)	(428.97)
Sale of property, plant and equipment and assets held-for-sale	27.32	2.55
Gain /(loss) on sale of current investments (net)	13.95	0.64
Investment in joint venture companies	(24.63)	-
Investment in associate	(12.00)	-
Investment in other entity	(0.57)	-
Proceeds from sale of investment (Equity/ CCD/ OCD) (net of selling expenses)	1,396.65	-
Loans given	(133.33)	(104.65)
Loans given repaid	224.17	113.82
Increase in other bank balances and restricted investments	(107.15)	(81.05)
Inter-corporate deposits given	(1.35)	-
Inter-corporate deposits given repaid	-	0.50
Dividend received	0.61	0.13
Interest received	61.81	16.83
Net cash used in investing activities (B)	1,288.60	(487.06)

Consolidated Statement of Cash Flows

For the year ended March 31, 2023

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
C Cash flow from financing activities		
Proceeds from long-term borrowings	125.00	1,029.37
Repayment of long-term borrowings	(327.70)	(652.64)
Increase in short-term borrowings	194.24	-
Decrease in short-term borrowings	(25.00)	-
(Decrease)/ Increase in short-term borrowings from bank (net)	59	(89.46)
Principal payment of lease liabilities	(4.45)	(4.19)
Interest paid	(89.79)	(136.08)
Dividend paid	(134.98)	(22.34)
Net cash generated from financing activities (C)	(203.68)	124.66
Net increase/(decrease) in cash and cash equivalents (A+B+C)	1,429.59	(75.33)
Cash and cash equivalents at the beginning of the year	261.64	336.97
Cash and cash equivalents on sale of Highway Projects	(91.81)	-
Cash and cash equivalents at the end of the year	1,599.42	261.64
Add: Other bank balances	-	-
Cash and bank balances at the end of the year	1,599.42	261.64

Notes:

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022
1. Break up of cash and cash equivalents are as follows		
Current investments (exclusive of fair value adjustments)	1,272.02	27.40
Cash and cash equivalents	327.40	234.24
Total	1,599.42	261.64
2. As required by Ind AS 7 "Statement of Cash Flows", a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 68		
3. The impact of non-cash transactions have not been given in the above cash flow statement details of which are given in note 68		
4. Previous year figures are regrouped/ reclassified wherever necessary.		

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Place: Mumbai

Date: May 19, 2023

For and on behalf of the Board

Balkrishan Goenka

Chairman

DIN 00270175

Lalit Jain

Chief Financial Officer

Place: Mumbai

Date: May 19, 2023

Sandeep Garg

Managing Director

DIN 00036419

Nidhi Tanna

Company Secretary

Consolidated Statement of Changes in Equity

For the year ended March 31, 2023

A. Equity share capital

Current Year	Balances As at		
	April 1, 2022	April 1, 2022	March 31, 2023
Balance as at April 1, 2022	149.78	149.78	149.98
Changes in equity share capital due to prior period errors	-	0.20	-
Balance as at April 1, 2021	148.86	148.86	149.78

B. Other equity

Notes	Reserves and surplus					Total other equity	Non-controlling interests	Total
	Capital reserve	Securities premium	Share options outstanding account	Amalgamation reserve	General reserve			
Balance as at April 1, 2022 (A)	279.93	950.49	9.93	5.21	5.67	390.08	2.68	1,643.99
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated Balance as at April 1, 2022 (B)	279.93	950.49	9.93	5.21	5.67	390.08	2.68	1,643.99
Profit for the year	-	-	-	-	-	722.75	3.30	726.06
Other comprehensive income	-	-	-	-	-	(3.04)	-	(3.04)
Total comprehensive income for the year (C)	-	-	-	-	-	719.71	3.30	723.01
Compensation options granted	-	-	1.49	-	-	-	-	1.49
Compensation options lapsed	-	-	(5.53)	-	-	-	-	(5.53)
Exercise of share options	-	2.59	(2.79)	-	-	-	-	(0.20)
Interim dividend paid	-	-	-	-	-	(112.49)	-	(112.49)
Final dividend paid	-	-	-	-	-	(22.48)	-	(22.48)
Reversal of gain on bargain purchase	(15.68)	-	-	-	-	(15.68)	-	(15.68)
Non-controlling interest	-	-	-	-	-	-	(0.01)	(0.01)
Share of an associate	-	-	-	-	-	(0.08)	-	(0.08)
Total (D)	(15.68)	2.59	(6.82)	-	-	(135.05)	(0.01)	(154.98)
Balance as at March 31, 2023 (E = B+C+D)	264.24	953.08	3.11	5.21	5.67	974.74	5.97	2,212.02

Consolidated Statement of Changes in Equity

For the year ended March 31, 2023

Notes	Reserves and surplus					Total other equity	Non-controlling interests	Total
	Capital reserve	Securities premium	Share options outstanding account	Amalgamation reserve	General reserve			
Balance as at April 1, 2021 (A)	279.93	938.61	19.88	5.21	5.67	286.32	1.28	1,536.90
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated Balance as at April 1, 2021 (B)	279.93	938.61	19.88	5.21	5.67	286.32	1.28	1,536.90
Profit for the year	-	-	-	-	-	124.70	1.40	126.10
Other comprehensive income for the year	-	-	-	-	-	1.39	-	1.39
Total comprehensive income for the year (C)	-	-	-	-	-	126.09	1.40	127.49
Compensation options granted	-	-	2.85	-	-	-	-	2.85
Exercise of share options	-	11.88	(12.80)	-	-	-	-	(0.92)
Final dividend paid	-	-	-	-	-	(22.34)	-	(22.34)
Non-controlling interest	-	-	-	-	-	-	0.00	0.00
Share of an associate	-	-	-	-	-	0.01	-	0.01
Total (D)	-	11.88	(9.95)	-	-	(22.33)	0.00	(20.40)
Balance as at March 31, 2022 (E = B+C+D)	279.93	950.49	9.93	5.21	5.67	390.08	2.68	1,643.99

Nature and purpose of reserves

- Capital reserve**
Capital reserve represents capital surplus and not normally available for distribution as dividend.
- Securities premium**
Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.
- Share options outstanding account**
The share options outstanding account represents the value of equity settled share based payment provided to employees as part of their remuneration. Refer note 54 for further details of this plan.
- Amalgamation reserve**
It represents reserve arising out of amalgamation of subsidiaries with the Company.

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

e) General reserve

The reserve is a distributable reserve maintained by the Company out of transfers made from profits.

f) Other comprehensive income

Other comprehensive income comprises of re-measurement gains/ (losses) of defined benefit obligations

Notes forming part of the consolidated financial statements 1 to 78

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

For and on behalf of the Board

Balkrishan Goenka
Chairman
DIN 00270175

Sandeep Garg
Managing Director
DIN 00036419

Lalit Jain
Chief Financial Officer

Nidhi Tanna
Company Secretary

Hitendra Bhandari
Partner

Membership Number 107832

Place: Mumbai

Date: May 19, 2023

Place: Mumbai

Date: May 19, 2023

Notes forming part of the consolidated financial statements

1. Corporate information

Welspun Enterprises Limited (including trust) (herein after referred to as 'WEL' or the 'company' or the 'parent company') is a public limited company incorporated in India, its shares are publicly traded on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company along with its subsidiaries (the 'Group'), associates and joint venture companies is engaged in road and water infrastructure development (Engineering, Procurement and Construction ('EPC') and Build, Operate and Transfer (BOT) basis) and oil and gas exploration activities. It is also engaged in carrying out Operation and Maintenance ("O&M") activities for the transportation sector projects. The registered office of the Company is Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370110. The Consolidated Financial Statements (hereinafter referred to as "CFS") of the group for the year ended March 31, 2023 were authorised for issue by the Board of Directors at their meeting held on May 19, 2023.

2. Basis of preparation

The CFS have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) from time to time, relevant provision of Schedule III (as amended) and other relevant provisions of the Act and rules framed thereunder and guidelines issued by Securities and Exchange Board of India (SEBI)

The CFS have been prepared under the historical cost convention and on accrual basis, except for the following that are measured at fair value:

- a) Certain financial assets and liabilities. (Refer accounting policy regarding financial instruments).
- b) Non current assets held-for-sale - measured at fair value less cost to sell
- c) Defined benefit plan assets and liabilities
- d) Share based payments

The Consolidated Financial Statements are presented in Indian rupees (INR) with values rounded off to the nearest lakhs, except otherwise stated. Zero '0' denotes amount less than ₹ 50,000/-

3 (A) PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING

i) Subsidiaries

- a) The consolidated financial statements incorporate the financial statements of WEL and entities controlled by WEL and its subsidiaries.
- b) Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.
- c) The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. The financial statements of the parent company and its subsidiaries have been consolidated using uniform accounting policies. When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies in line with the Group's accounting policies. The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the parent i.e. year ended March 31, 2023.
- d) Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Notes forming part of the consolidated financial statements

- e) Listed below are the subsidiaries considered in the CFS. Subsidiaries are consolidated from the date on which effective control is acquired and are excluded from the date that control ceases.

Name of the Subsidiaries	Extent of holding		Country of Incorporation
	March 31, 2023	March 31, 2022	
Welspun Projects (Himmatnagar Bypass) Private Limited	100.00%	100.00%	India
Welspun Project (Kim Mandvi Corridor) Private Limited	100.00%	100.00%	India
Dewas Waterprojects Works Private Limited	100.00%	100.00%	India
Welspun Build-Tech Private Limited	100.00%	100.00%	India
Welspun Natural Resources Private Limited (liquidated during the year) (Refer note 60)	-	100.00%	India
Welspun Delhi Meerut Expressway Private Limited [§]	-	100.00%	India
ARSS Bus Terminal Private Limited	100.00%	100.00%	India
Grenoble Infrastructure Private Limited	49.00%	49.00%	India
DME Infra Private Limited	100.00%	100.00%	India
Welspun Sattanathapuram Nagapattinam Road Private Limited	84.65%	84.65%	India
Welspun Infraconstruct Private Limited	100.00%	100.00%	India
Welspun Road Infra Private Limited [§]	-	100.00%	India
Welsteel Enterprises Private Limited	49.00%	49.00%	India
Welspun Aunta-Simaria Project Private Limited	86.74%	86.74%	India
Welspun Infracapacity Private Limited ^{§§}	-	100.00%	India
Welspun-Kaveri Infracapacity JV Private Limited	100.00%	100.00%	India
Welspun-Kaveri Infracapacity JV [*]	70.00%	70.00%	India
Welspun EDAC JV Private Limited ^{**}	80.00%	-	India
Welspun New Energy Limited ^{***}	100.00%	-	India
RGY Roads Private Limited [^]	100.00%	-	India
MBL (GSY) Road Limited ^{^ §}	-	-	India
MBL (CGRG) Road Limited ^{^ §}	-	-	India
Corbello Trading Private Limited ^{^^}	100.00%	-	India
Chikhali - Tarsod Highways Private Limited ^{^^ §}	-	-	India
Welspun Enterprises Employees Welfare Trust	100.00%	-	India

* Controlled Structured Entity

** became subsidiary w.e.f. June 6, 2022

*** became subsidiary w.e.f. January 31, 2023

[^] became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity

^{^^} became subsidiary w.e.f. September 5, 2022 and ceased to be joint venture entity

[§] ceased to be subsidiary w.e.f. December 22, 2022

^{§§} ceased to be subsidiary w.e.f. December 22, 2022 and became associate

Notes forming part of the consolidated financial statements

ii) Associates and joint venture companies

- a) Associate is an entity over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investment in associate is accounted for using the equity method of accounting, after initially being recognised at cost.
- b) Under Ind AS 111 "Joint Arrangements", investments in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The group has interest in joint venture that are accounted for using the equity method after initially being recognised at cost in the consolidated balance sheet.
- c) Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive
- d) List of investments in associates and joint venture companies accounted for using "Equity method" are as under:

Name of the Associates/ joint venture companies	Extent of Holding		Country of Incorporation
	March 31, 2023	March 31, 2022	
Associates			
Adani Welspun Exploration Limited	35.00%	35.00%	India
Welspun Infracapacity Private Limited [§]	51.00%	-	India
Joint venture companies			
RGY Roads Private Limited [^]	-	49.00%	India
MBL (GSY) Road Limited [^]	-	73.94%	India
MBL (CGRG) Road Limited [^]	-	73.94%	India
Corbello Trading Private Limited ^{^^}	-	49.00%	India
Chikhali - Tarsod Highways Private Limited ^{^^}	-	73.99%	India

[§] ceased to be subsidiary and became associate w.e.f. December 22, 2022

[^] became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity

^{^^} became subsidiary w.e.f. September 5, 2022 and ceased to be joint venture entity

income of the investee in other comprehensive income. Dividends received or receivable from associates and joint venture are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group, its associate and joint venture companies are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment.

Notes forming part of the consolidated financial statements

3 (B) Significant accounting policies

i) Current versus non-current classification

The group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year

The group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

ii) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

a) Construction contract revenue

The Group derives revenue from the long-term construction of major infrastructure projects across India. The transaction price is normally fixed at the

start of the project. It is normal practice for contracts to include escalation clause based on timely construction or other performance criteria known as variable consideration, discussed below. Revenue is recognized over time in the construction stream, when the customer simultaneously receives and consumes the benefits provided through the entity's performance or when the Group creates or enhances an asset that the customer controls.

The Group recognises revenue from construction contracts, using an input method on the basis of accumulated project expenses in relation to estimated accumulated project expenses upon completion. This method reflects close approximation of actual work performed. A provision is made for the difference between the expected cost of fulfilling a contract and the expected unearned portion of the transaction price where the forecast costs are greater than the forecast revenue.

b) Toll collection

Toll revenue from operations is recognised on an accrual basis which coincides with the collection of toll.

c) Services revenue

The Group performs maintenance and other services (advisory and consultancy). Revenue is recognised in the accounting period in which the services are rendered.

d) Variable consideration

It is common for contracts to include performance bonuses or penalties assessed against the timeliness or cost effectiveness of work completed or other performance related KPIs. Where consideration in respect of a contract is variable, the expected value of revenue is only recognised when the uncertainty associated with the variable consideration is subsequently resolved, known as "constraint" requirements. The Group assesses the constraint requirements on a periodic basis when estimating the variable consideration to be included in the transaction

Notes forming part of the consolidated financial statements

price. The estimate is based on all available information including historic performance. Where modifications in design or contract requirements are entered into, the transaction price is updated to reflect these. Where the price of the modification has not been confirmed, an estimate is made of the amount of revenue to recognise whilst also considering the constraint requirement.

e) Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Group collects goods and service tax on behalf of the government and, therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from revenue.

f) Contract Balances

Contract assets and contract liabilities
A contract asset is the right to consideration in exchange for goods or services transferred to the customer.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Unlike the method used to recognise contract revenue related to construction contract, the amounts billed to the customer are based on achievement of the various milestones established in the contract. The amounts recognised as revenue for a given year do not necessarily coincide with the amounts billed to or certified by the customer. In the case of contracts in which the goods or services transferred to the customer exceed the related amount billed, the difference is recognised (as a contract asset) and presented in the statement of financial position under "Contract assets", whereas in contracts in which the goods or services transferred are lower than the amount billed to the

customer, the difference is recognised (as a contract liability) and presented in the statement of financial position under "Contract liabilities".

Trade receivables

A trade receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Revenue earned from construction activities, but yet to be billed to customers, is initially recognised as contract assets and reclassified to trade receivables when the right to consideration becomes unconditional. We refer to the accounting policies on financial assets in this note for more information.

g) Cost to obtain a contract

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged off in Statement of profit and loss immediately in the period in which such costs are incurred.

h) Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer represents a financing component. As a consequence, the Group does not adjust any of the transaction prices for the time value of money. However incase financing element is present then the Group would split the transaction price between the consideration for services rendered and time value of money ('financing component')

i) Interest income

Interest income for all debt instruments, measured at amortised cost or fair value through other comprehensive income, is recognised using the effective interest rate ('EIR') method and shown under interest income in the statement of profit and loss. Interest income on interest bearing financial assets classified as fair value through profit and loss is shown as interest

Notes forming part of the consolidated financial statements

income under other income. Interest income on debt instruments which are credit impaired is recognised using EIR on net carrying value (net of ECL) of debt instruments.

j) Dividend income

Dividend income is recognised when right to receive the payment is established, which is generally when shareholders approve the dividend.

iii) Exceptional items

On certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the group is such that its disclosure improves the understanding of the performance of the group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

iv) Service concession arrangement

a) The group constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include Infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under Appendix C to Ind AS 115 - Revenue from Contracts with Customers, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the group receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used to the extent the group has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the group performs more than one service (i.e., construction or upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated by

reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

The group manages concession arrangements which include toll road project, hybrid annuity road project and water supply project. The group maintains and services the infrastructure during the concession period. These concession arrangements set out rights and obligations related to the infrastructure and the service to be provided.

Income from the concession arrangements earned under the intangible asset model consists of the (i) fair value of contract revenue, which is deemed to be fair value of consideration transferred to acquire the asset; and (ii) payments actually received from the users.

In the financial asset model, the amount due from the grantor meets the definition of a receivable which is measured at fair value. Based on business model assessment, the Group measures such financial assets at amortised cost. The amount initially recognised plus the cumulative interest on that amount is calculated using the effective interest method. Any asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial asset expire.

b) Amortisation

Intangible assets (including Service concession arrangements) that came into existence after the transition date are amortised on straight line method ('SLM') basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Notes forming part of the consolidated financial statements

v) Property, plant and equipment

Freehold land is carried at cost. Other property, plant and equipment acquired are measured on initial recognition at cost. Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Depreciation on property, plant and equipment is provided on written down value basis as per the rate derived on the basis of useful life and method prescribed under Schedule - II of the Companies Act 2013. If the management estimate of the useful life of assets at the time of acquisition of assets or remaining useful life on a subsequent review is shorter/longer than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate/ lower rate based on the management estimate of the useful life/remaining useful life. Property, plant and equipment, costing individually ₹ 5,000 or less are depreciated fully in the year of purchase.

Pursuant to this policy, property, plant and equipment are depreciated over the useful life as provided below:-

Assets descriptions	Useful life
Buildings	30 years to 60 years
Plant and machinery	2 years to 12 years
Furniture and fixtures	10 years
Vehicles	8 years to 10 years
Office and other equipments	3 years to 5 years
Computers (including networking equipments)	3 years to 6 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

vi) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed

Notes forming part of the consolidated financial statements

at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangibles assets are amortised as explained in note iv (b) above

Intangible assets not ready for the intended use as on the date of the Balance Sheet are disclosed as "Intangible Assets Under Development"

vii) Oil & Gas Asset

Expenditure incurred prior to obtaining the right(s) to explore, develop and produce oil and gas are expensed off in the year of incurrance to the extent of the efforts not successful. The pro-rated cost of the successful efforts and Exploratory/appraisal drilling costs are initially capitalized within "Exploratory Work in Progress" on a block by block basis until the success or otherwise of the block is established. The success or failure of each exploration/appraisal effort is judged on a block basis. Exploration Assets are subject to impairment test on an annual basis.

On establishment of technical feasibility and commercial viability, the respective cost centre as shown under Exploratory work-in-

progress are reclassified under Development Well. The Capital work-in-progress is allocated amongst the Development Wells and Production Facilities in proportionate basis.

Where results of seismic studies or exploration drilling indicate the presence of oil & gas reserves which are ultimately not considered commercially recoverable and no additional exploratory activity is firmly planned, all related costs are written off to the statement of profit and loss in the year of cessation of the exploration activity.

Any payment made towards fulfilment of commitment under the Contracts from earlier periods continues to be included under Exploration and Evaluation Assets at its carried value in accordance with Ind AS 101.

When a block or cost centre is relinquished, the accumulated costs are charged off as an expensed during the said year.

viii) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. If indication exists, an asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

ix) Valuation of inventories

Raw materials, components and consumables (chemicals) are valued at lower of cost and net realizable value. Cost is determined on FIFO basis.

Notes forming part of the consolidated financial statements

x) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual installments.

xi) Non-current assets held-for-sale

The group classifies non-current assets as held-for-sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

xii) Employee benefits

a) Short-term benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

b) Defined benefit plans

Post-employment and other long-term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in other comprehensive income in the period in which they occur.

c) Defined contribution plans

Payments to defined contribution retirement benefit schemes are charged to the statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

xiii) Share based payments

Employees (including senior executives) of the group receive remuneration also in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity settled transactions).

Employee stock options

The fair value of the options granted under the Employees Stock Option Schemes is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit and loss, with a corresponding adjustment to equity.

Notes forming part of the consolidated financial statements

xiv) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consists of interest and other costs incurred in connection with the borrowing of funds.

xv) Taxes on income

a) Current tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Current taxes are recognized in profit or loss except to the extent that the tax relates to items recognized in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred tax

Deferred income tax is recognized on all temporary differences which are the differences between the carrying amount of an asset or liability in the statement of financial position and its tax base except when the deferred income tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax liabilities are recognized for all taxable temporary differences; and deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences,

and the carry-forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date and based on the tax consequence which will follow from the manner in which the group expects, at financial year end, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to item recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liability and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the entity will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset

Notes forming part of the consolidated financial statements

is written down to the extent there is no longer a convincing evidence to the effect that the entity will pay normal income tax during the specified period.

xvi) Foreign Currency transactions

The consolidated financial statements are presented in Indian rupee (INR), which is Welspun Enterprises Limited's functional and presentation currency. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date, are translated at the closing rate and are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

xvii) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease

payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term of useful lives of the leased assets.

The right-of-use assets are also subject to impairment. Refer to the significant accounting policies - Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments).

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of rented premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-

Notes forming part of the consolidated financial statements

value assets are recognised as expense on a straight-line basis over the lease term.

xviii) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and other short term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the group's cash management.

xix) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except when the results would be anti-dilutive.

xx) Provisions, contingent liabilities and contingent assets

a) Provisions

Provisions are recognized when the group has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made to the amount of the obligation. When the group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. when discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

b) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the group or a present obligation which is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group. Contingent asset is not recognized, but its existence is disclosed in the financial statements.

xxi) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Notes forming part of the consolidated financial statements

A. Financial assets

a) Initial recognition and measurement

Financial assets are recognized when the group becomes a party to the contractual provisions of the instrument. The group determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except for financial assets classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments measured at amortised cost
- ii) Debt instruments measured at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments measured at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at FVTOCI or FVTPL

Debt instruments

The subsequent measurement of debt instruments depends on their classification. The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

i) Debt instruments measured at amortised cost

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is

derecognised or impaired. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

ii) Debt instruments measured at FVTOCI

Debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payment of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest income which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in the OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is disclosed as interest income in the statement of profit and loss using the effective interest rate method.

iii) Debt instruments measured at FVTPL

Debt instruments that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. Debt instruments which are held for trading are classified as FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

iv) Equity instruments (other than investment in an associate and joint venture companies)

All equity investments in scope of Ind AS 109 are measured at fair

Notes forming part of the consolidated financial statements

value. Equity instruments which are held for trading are classified as FVTPL. The group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

B. Derecognition of financial assets

A financial asset is derecognised only when

- i) The group has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the

financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the group has not retained control of the financial asset. Where the group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

C. Impairment of financial assets

The group assesses impairment based on expected credit losses (ECL) model to the following:

- i) Financial assets measured at amortised cost
- ii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected credit losses are measured through a loss allowance at an amount equal to

- i) the twelve months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within twelve months after the reporting date) or
- ii) full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality

Notes forming part of the consolidated financial statements

of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the group reverts to recognising impairment loss allowance based on twelve months ECL.

D. Financial liabilities

a) Initial recognition and measurement

Financial liabilities are recognised when the group becomes a party to the contractual provisions of the instrument. The group determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

- i) Financial liabilities measured at amortised cost
- ii) Financial liabilities measured at FVTPL (fair value through profit or loss)

i) Financial liabilities measured at amortised cost

After initial recognition, financial liability are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is

included in finance costs in the statement of profit and loss.

ii) Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at FVTPL are carried in the statement of profit and loss at fair value with changes in fair value recognized in the statement of profit and loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

E. Derivatives

The Group uses interest rate swaps to hedge its variability in cash flows from interest payments arising from floating rate liabilities i.e. when interests are paid according to benchmark market interest rates. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the statement of profit and loss.

Notes forming part of the consolidated financial statements

xxii) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the

- a) fair values of the assets transferred;
- b) liabilities incurred to the former owners of the acquired business;
- c) equity interests issued by the group; and
- d) fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- a) consideration transferred;
- b) amount of any non-controlling interest in the acquired entity, and
- c) acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate

xxiii) Non-current assets held for sale and discontinued operations

Non-current assets (including disposal groups) are classified as held-for-sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Non-current assets classified as held-for-sale are measured at lower of their carrying amount and fair value less cost to sell. Non-current assets classified as held-for-sale are not depreciated or amortised from the date when they are classified as held-for-sale

Non-current assets classified as held-for-sale and the assets and liabilities of a disposal group classified as held-for-sale are presented separately from the other assets and liabilities in the Consolidated Balance Sheet.

A discontinued operation is a component of the entity that has been disposed off or is classified as held-for-sale and represents a separate major line of business or geographical area of operations and; is part of a single co-ordinated plan to dispose of such a line of business or area of operations.

The results of discontinued operations are presented separately in the Consolidated Statement of Profit and Loss.

xxiv) Treasury Shares

The Group has created an Welspun Enterprises Employees Welfare Trust ('EWT'). The Group uses EWT as a vehicle

Notes forming part of the consolidated financial statements

for distributing shares to employees under the employee stock option schemes. The Group treats EWT as its extension and shares held by EWT are treated as treasury shares.

Own equity instruments that are held by the trust are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in the other equity.

xxv) Fair value measurement

The group measures financial instruments, such as, investment in debt and equity instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial

statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the group determines whether transfers, if any, have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period."

3 (C) Significant estimates, judgements and assumptions

The preparation of consolidated financial statements requires management to exercise judgment in applying the group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a) Contract estimates

The group prepares budgets in respect of each EPC projects to compute project profitability and construction revenue under percentage of completion method. The major component of contract estimate is budgeted cost to complete the contract. Due to such complexities involved in the budgeting process, contract estimates

Notes forming part of the consolidated financial statements

are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

b) Provision for employee benefits

The cost of post-employment and other long term benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include determination of discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The assumptions used are disclosed in note 56.

c) Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigation and other claims against the group. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes, if any, but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

d) Impairment testing

i) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the future years and do not include restructuring activities that the group is not yet committed to or significant future investments that will enhance

the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate.

ii) Impairment of financial assets

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

e) Taxes

The group periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. The group records its best estimates of the tax liability in the current tax provision. The management believes that they have adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

f) Fair value measurement

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length

Notes forming part of the consolidated financial statements

transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions (Refer note 45).

g) Share based payments

Estimating fair value for share-based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 54.

h) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental

borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

3 (D) Recent pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12, Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Notes forming part of the consolidated financial statements

	(₹ in crores)							Total
	Land - Freehold	Buildings	Plant and machinery	Furniture and fixtures	Vehicles	Office and other equipments	Computers	
Gross carrying amount								
Balance as at April 1, 2021	17.50 #	2.29	35.92	1.23	11.67	3.21	0.93	72.75
Additions	0.01	-	1.41	0.75	1.38	0.91	2.20	6.66
Disposals	(0.04)	-	(0.33)	-	(0.56)	(0.01)	(0.69)	(1.63)
Balance as at March 31, 2022	17.47	2.29	37.00	1.98	12.49	4.11	2.44	77.78
Additions	-	0.07	1.50	0.44	0.07	1.28	1.73	5.09
Disposals	(0.01)	(1.60)	(15.77)	(0.01)	(7.15)	(0.08)	(0.00)	(24.62)
Transferred to discontinued operations (Refer Note 75)	-	-	-	-	-	(0.03)	-	(0.03)
Reclassification as held-for-sale (17.10)	(17.10)	-	-	-	-	-	-	(17.10)
Balance as at March 31, 2023	0.37	0.75	22.74	2.41	5.41	5.28	4.16	41.12
Accumulated depreciation								
Upto April 1, 2021	-	0.05	21.88	0.65	6.53	1.87	0.42	31.40
Additions	-	0.22	4.06	0.62	1.75	0.88	0.86	8.39
Disposals	-	-	(0.01)	(0.00)	(0.35)	(0.01)	(0.20)	(0.57)
Upto March 31, 2022	-	0.27	25.93	1.27	7.93	2.74	1.08	39.22
Additions	-	0.18	1.85	0.39	0.83	0.99	1.38	5.62
Disposals	-	(0.24)	(9.18)	(0.01)	(5.00)	(0.07)	(0.00)	(14.51)
Transferred to discontinued operations (Refer Note 75)	-	-	-	-	-	-	-	-
Upto March 31, 2023	-	0.20	18.59	1.65	3.76	3.66	2.46	30.33
Net carrying amount								
Balance as at March 31, 2023	0.37	0.55	4.15	0.76	1.65	1.62	1.70	10.79
Balance as at March 31, 2022	17.47	2.02	11.07	0.71	4.56	1.37	1.36	38.56

Notes forming part of the consolidated financial statements

Net carrying amount	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Property, plant and equipment	10.79	38.56
Capital work-in-progress	6.55	63.81

Ageing for Capital work-in-progress as at March 31, 2023 is as follows:

	(₹ in crores)				
	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Project in progress	-	-	-	-	-
Project suspended till resolution of dispute*	-	-	-	6.55	6.55

* (Refer note 66)

Ageing for Capital work-in-progress as at March 31, 2022 is as follows:

	(₹ in crores)				
	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Project in progress	-	-	-	-	-
Project suspended till resolution of dispute*	-	-	-	63.81	63.81

* Comprises ₹ 6.55 crores (Refer note 66) & ₹ 57.26 crores (Refer note 67)

Note

For details of property, plant and equipment pledged as security, Refer note 26 and 30

Includes value of land ₹ Nil (Original value of ₹ 0.36 crores) at Pune for which the legal documents are yet to be executed, the details are as follows:

Description of property	Gross carrying value (₹ in crores)	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of Group
Freehold land at Village - Indapur Dist. Pune	0.36	Mr. Mahadev Shankar Gurgude & Mr. Chittaranjan Patil	No	Since October 2010	Dispute before the Court of Baramati Civil Court. The owner and his power of attorney holder did not fulfill their obligations under the Agreement to sell.

5 Right-of-use assets

	(₹ in crores)	
	Leased premises	Total
Gross carrying amount		
Balance as at April 1, 2021	10.81	10.81
Additions	11.46	11.46
Disposals	2.22	2.22
Balance as at March 31, 2022	20.05	20.05
Additions	1.96	1.96
Balance as at March 31, 2023	22.01	22.01

Notes forming part of the consolidated financial statements

8 Non-current financial assets - Loans

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Unsecured - considered good		
Loans to related parties (Refer note 57)	-	26.63
Total	-	26.63

Loans are non-derivative financial assets carried at amortised cost which generates a fixed or variable interest income. The carrying value may be affected by changes in the credit risk of the counterparties.

9 Receivable under service concession arrangement

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Service concession receivables	752.81	1,454.27
Total	752.81	1,454.27

10 Non-current financial assets -others

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Secured		
Security deposits- considered good - others	1.58	3.13
Unsecured		
Security deposits- considered good		
- Related parties (Refer note 57)	-	0.05
- Others	1.99	3.91
Bank deposits having maturity of more than twelve months Held as margin money against borrowings, guarantees and other commitments including collateral securities (with various government authorities and banks)	69.76	81.37
Bank deposits having maturity of more than twelve months	7.59	-
Total	80.92	88.46

11 Non-current tax assets (net)

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Balances with government authorities:		
- Direct tax (net of provision for taxation)	49.76	33.71
Total	49.76	33.71

12 Other non-current assets

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Capital advances	1.68	0.51
Prepaid expenses	4.98	3.40
Balances with government authorities - Indirect taxes	2.76	3.39
Total	9.42	7.30

Notes forming part of the consolidated financial statements

13 Inventories

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Raw materials (including consumables)	86.41	48.07
Total	86.41	48.07

14 Contract assets

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Contract assets (Refer note 63)		
- Related parties (Refer note 57)	-	99.84
- Others	645.34	161.63
Total	645.34	261.47

15 Current investments

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
I. Quoted		
Investment in bonds #	895.61	94.62
Investment in mutual funds #	402.30	14.48
Investment in equity shares		
NMDC Limited	1.11	1.62
100,000 (March 31, 2022: 100,000) shares of face value of ₹ 1/- each fully paid up		
NMDC Steel Limited	0.31	-
100,000 (March 31, 2022: Nil) shares of face value of ₹ 1/- each fully paid up		
II Unquoted		
Ecstatic Engineering Consultants Private Limited	0.25	0.25
5,584 (March 31, 2022: 5,584) 0% unsecured optionally convertible debentures of ₹ 100 each fully paid up (at fair value) ##		
Total	1,299.58	110.97
Aggregate book value of quoted investments	1,299.33	110.72
Aggregate book value of unquoted investments	0.25	0.25
Aggregate market value of quoted investments	1,299.33	110.72

₹ 9.32 crores (March 31, 2022: ₹ 88.56 crores) represents restricted balances towards DSRA obligation/collateral security for its debt obligations to lenders.

Each debenture having face value of ₹ 100 each shall be convertible, at the option of the holder into 1 equity share of ₹ 10 each of the Group at any time after the expiry of 6 months and may be redeemed or renewed or converted upon maturity at the option of the debentureholder.

Notes forming part of the consolidated financial statements

16 Trade receivables

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered good		
- Related parties (Refer note 57)	138.48	74.30
- Others	187.34	63.39
Total	325.82	137.68

Trade receivables are non-interest bearing and are normally settled as per payment terms mentioned in the contract.

For ageing of trade receivables outstanding as at March 31, 2023 and March 31, 2022 - Refer note 48

17 Cash and cash equivalents

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Balances with banks in		
- Current accounts	37.43	234.09
- Deposits with banks having original maturity period of less than three months	289.92	-
Cash on hand	0.05	0.15
Total	327.40	234.24

18 Bank balances (other than 17 above)

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Balances with banks		
Deposits having maturity period less than twelve months	154.40	3.86
Held as margin money against guarantees and other commitments including collateral security (with various government authorities and banks)	58.85	38.58
Unclaimed dividend account #	0.95	0.50
Total	214.20	42.94

Note:

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act 2013 as at the year end.

19 Current financial assets - loans

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loans and advances		
- Related parties (Refer note 57)	-	64.26
- Others	0.05	-
Total	0.05	64.26

Notes forming part of the consolidated financial statements

20 Receivable under service concession arrangement

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Service concession receivables	-	187.46
Total	-	187.46

21 Other current financial assets

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Secured, considered good		
Security deposits - Others	1.20	1.20
Unsecured, considered good		
Security deposits		
- Related parties (Refer note 57)	0.07	0.07
- Others	2.56	8.64
Other receivables	60.24	22.92
Total	64.07	32.83

22 Other current assets

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Advance against goods and services	192.57	135.64
Mobilisation advances receivable	139.42	109.34
Prepaid expenses	22.29	18.28
Balance with government authorities - Indirect taxes	278.29	233.79
Total	632.57	497.05

23 Assets held-for-sale

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Assets held-for-sale	277.45	24.76
Total	277.45	24.76

- i) On June 9, 2022, the Group has entered definitive agreement with Actis Highway Infra Limited ("Actis") and has obtained all necessary approvals for divestment of 49% equity stake in Welspun Infracore Private Limited ("WIFPL"). The balance 51% shall be divested on fulfillment of certain conditions. The carrying value of the associate WIFPL amounting to ₹ 255.12 crores (12,335,567 equity shares of ₹ 10/- each fully paid up) (March 31, 2022: ₹ Nil) has been shown as Assets held-for-sale. Out of the above equity shares, 483,759 equity shares have been pledged. (Refer note 59 (B) (b))
- ii) The Group has identified certain Property, plant and machinery ("PPE") amounting to ₹ 22.33 crores which are available for sale in its present conditions. The Group has taken necessary actions to complete the sale and expect the sale to conclude within one year.

Notes forming part of the consolidated financial statements

24 Equity

(a) Equity share capital

	As at March 31, 2023	As at March 31, 2022
Authorised		
275,000,000 (March 31, 2022: 275,000,000) equity shares of ₹ 10/- each	275.00	275.00
Total	275.00	275.00
Issued, subscribed and paid up		
149,983,056 (March 31, 2022: 149,783,056) equity shares of ₹ 10/- each fully paid up	149.98	149.78
Total	149.98	149.78

i) Reconciliation of the number of shares outstanding and the amount of the share capital

	As at March 31, 2023		As at March 31, 2022	
	Number of equity shares	(₹ in lakhs)	Number of equity shares	(₹ in lakhs)
At the beginning of the year	149,783,056	149.78	148,864,056	148.86
Add: Pursuant to exercise of stock options (Refer note 54)	200,000	0.20	919,000	0.92
Outstanding at the end of the year	149,983,056	149.98	149,783,056	149.78

ii) Rights, preference and restriction on shares

The Group has only one class of equity shares having par value of ₹ 10 per share. Each shareholder is entitled to one vote per share held. The dividend, in case proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except incase of interim dividend.

In the event of liquidation of the Group, the holders of the equity shares are entitled to receive remaining assets of the Group, after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Disclosure of Shareholding of promoters

The details of the shares held by the promoters as at March 31, 2023 are as follows:

Promoters Name	No of Shares	% of total shares	% change during the year
a) Balkrishan Goenka Trustee of Welspun Group Master Trust	72,709,526	48.48%	(0.06%)
b) Welspun Investments and Commercials Limited	4,625,210	3.08%	0.33%
c) Aryabhat Vyapar Private Limited	3,290,063	2.19%	0.00%
d) Rajesh R Mandawewala	120	0.00%	-
e) Balkrishan Gopiram Goenka	84	0.00%	-
f) Sitadevi Rameshkumar Mandawewala	600	0.00%	-

Notes forming part of the consolidated financial statements

The details of the shares held by the promoters as at March 31, 2022 are as follows:

Promoters Name	No of Shares	% of total shares	% change during the year
a) Balkrishan Goenka Trustee of Welspun Group Master Trust	72,709,526	48.54%	3.33%
b) Welspun Investments and Commercials Limited	4,125,210	2.75%	(0.02%)
c) Aryabhat Vyapar Private Limited	3,290,063	2.20%	(0.01%)
d) Rajesh R Mandawewala	120	0.00%	-
e) Balkrishan Gopiram Goenka	84	0.00%	-
f) Sitadevi Rameshkumar Mandawewala	600	0.00%	-

iv) Details of shareholders holding more than 5% shares in the Group

	As at March 31, 2023		As at March 31, 2022	
	Number of equity shares	% Holding	Number of equity shares	% Holding
Balkrishan Goenka as Trustee of Welspun Group Master Trust	72,709,526	48.48%	72,709,526	48.54%

(v) Aggregate number of shares issued for consideration other than cash, bonus shares issued and shares bought back during the last five years immediately preceding the reporting date.

	As at March 31, 2023	As at March 31, 2022
Equity shares allotted as fully paid up for consideration other than cash		
- Pursuant to exercise of stock options (Refer note 54)	2,690,000	2,490,000

(vi) Shares reserved for issue under options

For details of shares reserved for issue under the share based payment plan of the Group, please refer note 54

(b) Other equity

	As at March 31, 2023	As at March 31, 2022
Capital reserve	264.24	279.93
Securities premium	953.08	950.49
Share options outstanding account	3.11	9.93
Amalgamation reserve	5.21	5.21
General reserve	5.67	5.67
Retained earnings	974.74	390.08
Total	2,206.03	1,641.30
(i) Capital reserve		
As per last balance sheet	279.93	279.93
Reversal of gain on bargain purchase (Refer note 75 A)	(15.69)	-
Total	264.24	279.93
(ii) Securities premium		
As per last balance sheet	950.49	938.61
Exercise of share options (Refer note 54)	2.59	11.88
Total	953.08	950.49

Notes forming part of the consolidated financial statements

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
(iii) Other reserves		
(a) Share options outstanding account		
As per last balance sheet	9.93	19.88
Compensation options granted (Refer note 54)	1.49	2.85
Compensation options lapsed (Refer note 54)	(5.53)	-
Exercise of share options (Refer note 54)	(2.79)	(12.80)
Total	3.11	9.93
(b) Amalgamation reserve		
As per last balance sheet	5.21	5.21
(c) General reserve		
As per last balance sheet	5.67	5.67
(d) Retained earnings		
As per last balance sheet	390.08	286.32
Profit for the year	722.75	124.69
Other comprehensive income ('OCI') for the year	(3.04)	1.39
Interim dividend paid	(112.49)	-
Final dividend paid	(22.48)	(22.33)
Share of an associate in OCI	(0.08)	0.01
Total	974.74	390.08
Total	2,206.03	1,641.30

25 Contract liabilities

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Contract liabilities (Refer note 63)		
- Other parties	354.85	185.36
Total	354.85	185.36

26 Non-current borrowings

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Secured		
Non convertible debentures	-	274.31
Term loans from banks	286.91	1,545.94
Term loans from financial institutions	-	482.43
Total	286.91	2,302.68
Term loans from banks / financial institutions / NCDs		
Non-current borrowing	286.91	2,302.68
Current maturity of long term borrowings (Refer note 30)	295.06	212.29
Total	581.97	2,514.97

Notes forming part of the consolidated financial statements

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Term loans from banks / financial institutions / NCDs		
In Parent Company		
Axis Finance Limited	-	99.59
Non- convertible debentures	291.68	402.17
In Subsidiary Companies		
Union Bank of India	204.10	389.23
Axis Bank Limited	43.40	234.66
India Infrastructure Finance Company Limited #	-	342.66
Indian Bank #	-	88.14
Bank of Maharashtra #	-	88.20
Aditya Birla Finance Limited #	-	88.75
Bank of Baroda #	-	48.64
Central Bank of India	42.79	24.72
State Bank of India #	-	340.50
IDFC First Bank #	-	310.14
Punjab National Bank #	-	57.57
Total	581.97	2,514.97

Transferred on sale - Refer note 75 A

Nature of security and terms of repayments for long term borrowings

A In Parent Company

i) Axis Finance Limited ('AFL')

Term loan from AFL was secured by second charge on the current assets of the Company at Book Value and exclusive charge over such non-current assets that it provides a minimum security cover of 1.25x

Repayment terms: Repayment in 20 equal quarterly installments w.e.f. June 30, 2022. The loan has been repaid during the year.

Rate of Interest: 1 year Axis Bank MCLR + 0.61 % spread

ii) Non-convertible debentures ('NCDs')

The Group had issued 1,750 rated, listed, secured, redeemable, Non-Convertible Debentures of ₹10 lacs each aggregating to ₹ 175.00 crores. The debentures bore an interest at 8.85% payable annually. Debentures were secured by way of first pari passu charge on loans, advances and other receivables (including ICDs) from Project SPVs, other than current assets of the Company by way of Hypothecation at book value. Second pari passu charge on the Current assets of the Company at book value, and - Exclusive charge on Debt Service Reserve Account. The aggregate book value of the security i.e First Pari passu charge on and Second Pari passu charge as aforesaid should provide minimum asset cover of 1.10 times during the tenure of the NCDs at all times to be tested on half yearly basis.

The Group had issued 2,000 rated, listed, secured, redeemable, Non-Convertible Debentures of ₹ 10 lacs each aggregating to ₹ 200.00 crores. The debentures bore an interest at an agreed upon annual rate of repo rate plus spread of 485 bps payable annually. Debentures were secured by way of first pari passu charge on the Current assets of the company at book value, first pari passu charge over P&M and other moveable assets excluding those specifically charged to other Banks / Financial Institutions. The aggregate book value of the security i.e First Pari passu charge on and Second Pari passu charge as aforesaid should provide minimum asset cover of 1.10 times during the tenure of the NCDs at all times to be tested on half yearly basis.

Notes forming part of the consolidated financial statements

Number of Debentures	Face Value	Redemption date	Rate of Interest per annum
1,000 Secured Redeemable Non-Convertible Debentures (INE625G07028)	1,000,000	June 1, 2023	Linked with Repo Rate
1,750 Secured Redeemable Non-Convertible Debentures (INE625G07010)	1,000,000	May 27, 2023	8.85%
1,000 Secured Redeemable Non-Convertible Debentures (INE625G07028)	1,000,000	December 1, 2022	Linked with Repo Rate

B In Subsidiaries

i) Union Bank of India and Central Bank of India

₹ 204.10 crores (March 31, 2022: ₹ 123.39 crores) borrowings from Union Bank of India and ₹ 42.79 crores (March 31, 2022: ₹ 24.71 crores) borrowings from Central Bank of India. Secured by first pari passu charge on all of Welspun Aunta-Simaria Projects Private Limited ('WASPPL') immovable properties including leasehold rights, if any, both present and future, save and except Project Assets. First pari passu charge on all tangible moveable assets, including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future, save and except Project Assets. Lien over all accounts of the Borrower including the Escrow Account and the Sub-Accounts (or any account in substitution thereof) and all funds from time to time deposited therein (save and except Company / Surplus Sub-Account), that may be opened in accordance with this Common Loan Agreement, the Supplementary Escrow Agreement, or any of the other Project Documents subject to and without prejudice to the rights of NHA1 under the Concession Agreement and Escrow Agreement. A first charge on all intangible assets of the Borrower, if any including but not limited to goodwill, rights, undertaking, intellectual property and uncalled capital present and future excluding the Project Assets (provided that all amounts received on account of any of these shall be deposited in the Escrow Account and that the charges on the same shall be subject to the extent permissible as per the priority specified in Clause 25 of the Concession Agreement and Clause 4 of the Escrow Agreement). Further, a charge on uncalled capital, as set in above, shall be subject however to the provisions of Clauses 5.3 and 7.1(k) and Clause 25 of the Concession Agreement. Pledge of 51% of the shareholding.

Charge/ assignment by way of security in (a) all the right, title, interest, benefits, claims and demands whatsoever of the Borrower in the Project Agreements including Concession Agreement and EPC Contract (b) the right, title and interest of the Borrower in, to and under all the Government Approvals (c) all the right, title, interest, benefits, claims and demands whatsoever of the Borrower in the letter of credit, guarantee including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Agreements; and (d) all the right, title, interest, benefits, claims and demands whatsoever of the Borrower under all Insurance Contracts.

Repayment terms: Repayable in 30 half yearly installments starting from May 2024 and ending in November 2038.

Union Bank of India Rate of interest: MCLR plus 1.20% p.a.

Central Bank of India Rate of interest: MCLR plus 0.55% p.a.

ii) Axis Bank Limited

₹ 43.40 crores (March 31, 2022: ₹ 46.10 crores) secured by first charge on all the Dewas Waterprojects Works Private Limited ('DWWPL') immovable properties, tangible movable assets including moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, and intangible assets both present and future except Project assets. A first charge over all accounts of DWWPL including Escrow account and the sub accounts.

Notes forming part of the consolidated financial statements

Assignment by way of Security/charge by way of hypothecation in:

- all the right, title, interest, benefits, claims and demands of DWWPL in the Project Documents;
- the right, title and interest of DWWPL in, to and under all the Clearances;
- all the right, title, interest, benefits, claims and demands of DWWPL in any letter of credit, guarantee including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents;
- all the right, title, interest, benefits, claims and demands of DWWPL under all Insurance Contracts;

Assignment/charge on unsecured shareholder loan/financial assistance/funds infused by the holding company in the company. 100% Fixed Deposit on auto renewal basis with the Axis Bank in the name of holding company, Welspun Enterprises Limited, lien duly noted and to be released in line with repayment of Loan in a way to ensure 100% coverage for Loan outstandings.

Pledge of 51% of the fully paid up equity shares and 51% of CCD/ CCP of DWWPL held by the holding company. An irrevocable and unconditional corporate guarantee by its holding company.

Repayment terms: Term loan is repayable in quarterly installments starting from December 2020 and ending in September 2031.

Rate of interest: FD rate + 100 bps p.a.

iii) Axis Bank Limited

₹ Nil (March 31, 2022: ₹ 188.56 crore) Secured by first pari passu charges on all tangible moveable assets of Welspun Delhi Meerut Expressway Private Limited ('DME') including moveable plant & machineries, machinery spares, tools & accessories, furniture & fixture, vehicles and other movable assets both present & future. First charge on all accounts of the DME, including the escrow accounts and sub accounts and all funds from time to time, deposited therein. First charge in all intangible assets, if any including but not limited to, operating cash flows, receivables, commissions, revenues, goodwill rights, undertaking intellectual property and uncalled capital present & future excluding the project assets. A charge/ assignment by way of hypothecation in a) all the right, title, interest, benefits, claims and demands whatsoever of the DME in the Project Agreements including Concession Agreement b) the right, title and interest of the DME in, to and under all the Applicable Permits c) all the right, title, interest, benefits, claims and demands whatsoever of the DME in the letter of credit (if any), guarantee, liquidated damages and performance bond provided by any party to the Project Agreements and d) all the right, title, interest, benefits, claims and demands whatsoever of the DME under all Insurance Contracts. Pledge over 30% of the equity share capital of DME till the facility is entirely repaid. Pledge by the Sponsor of compulsory convertible debentures issued by the Borrower. An irrevocable and unconditional corporate guarantee by its holding company. Assignment of applicable insurance policies. Substitution Agreement executed by Authority on behalf of lenders for the Facility.

Repayment terms: Repayable in half yearly installments starting from March 31, 2020 and ending in September 30, 2032.

Rate of interest: 6 months MCLR plus 0.42% p.a.

iv) Bank of Maharashtra

₹ Nil (March 31, 2022: ₹ 88.20 crore) Secured by first pari passu charges on all tangible moveable assets of Welspun Delhi Meerut Expressway Private Limited ('DME') including moveable plant & machineries, machinery spares, tools & accessories, furniture & fixture, vehicles and other movable assets both present & future. First charge on all accounts of the DME, including the escrow accounts and sub accounts and all funds from time to time, deposited therein. First charge in all intangible assets, if any including but not limited to, operating cash flows, receivables,

Notes forming part of the consolidated financial statements

commissions, revenues, goodwill rights, undertaking intellectual property and uncalled capital present & future excluding the project assets. A charge/ assignment by way of hypothecation in a) all the right, title, interest, benefits, claims and demands whatsoever of the DME in the Project Agreements including Concession Agreement b) the right, title and interest of the DME in, to and under all the Applicable Permits c) all the right, title, interest, benefits, claims and demands whatsoever of the DME in the letter of credit (if any), guarantee, liquidated damages and performance bond provided by any party to the Project Agreements and d) all the right, title, interest, benefits, claims and demands whatsoever of the DME under all Insurance Contracts. Pledge over 30% of the equity share capital of the DME till the facility is entirely repaid. Pledge by the Sponsor of compulsory convertible debentures issued by the Borrower. An irrevocable and unconditional corporate guarantee by its holding company. Assignment of applicable insurance policies. Substitution Agreement executed by Authority on behalf of lenders for the Facility.

Repayment terms: Repayable in half yearly installments starting from March 31, 2021 and ending in September 30, 2032.

Rate of interest: 1 year MCLR plus 0.52% p.a

v) Indian Bank

₹ Nil (March 31, 2022: ₹ 88.14 crore) Secured by first pari passu charges on all tangible moveable assets of Welspun Delhi Meerut Expressway Private Limited ('DME') including moveable plant & machineries, machinery spares, tools & accessories, furniture & fixture, vehicles and other moveable assets both present & future. First charge on all accounts of the DME, including the escrow accounts and sub accounts and all funds from time to time, deposited therein. First charge in all intangible assets, if any including but not limited to, operating cash flows, receivables, commissions, revenues, goodwill rights, undertaking intellectual property and uncalled capital present & future excluding the project assets. A charge/ assignment by way of hypothecation in a) all the right, title, interest, benefits, claims and demands whatsoever of the DME in the Project Agreements including Concession Agreement b) the right, title and interest of the DME in, to and under all the Applicable Permits c) all the right, title, interest, benefits, claims and demands whatsoever of the DME in the letter of credit (if any), guarantee, liquidated damages and performance bond provided by any party to the Project Agreements and d) all the right, title, interest, benefits, claims and demands whatsoever of the DME under all Insurance Contracts. Pledge over 30% of the equity share capital of the DME till the facility is entirely repaid. Pledge by the Sponsor of compulsory convertible debentures issued by the Borrower. An irrevocable and unconditional corporate guarantee by its holding DME. Assignment of applicable insurance policies. Substitution Agreement executed by Authority on behalf of lenders for the Facility.

Repayment terms: Repayable in half yearly installments starting from September 30, 2021 and ending in September 30, 2032.

Rate of interest: 6 month MCLR plus 0.52% p.a.

vi) State Bank of India

₹ Nil (March 31, 2022: ₹ 340.50 crore) Secured by first charge on all the tangible moveable assets of Welspun Road Infra Private Limited ('WRIPL') including cashflows, receivables, movable plant and machinery, furniture, fixture, vehicles and all other movable assets, machinery spares, tools and accessories, both present and future. First charge on all the accounts including Escrow Account and the sub-accounts including but not limited to the Major Maintenance Reserve, DSRA, and any other reserve and other bank accounts. First charge on all intangible assets (other than project Assets) including but not limited to goodwill, rights, undertaking, uncalled capital and intellectual property rights both present and future. Pledge of 51% of the shares of WRIPL held by the holding company. Parent to give Non-Disposible Undertaking (NDU) in respect of balance 49% of share. A charge/ assignment by way of hypothecation in (i) all the right, title, interest, benefits, claims and demands whatsoever of WRIPL in the Project Agreements including Concession Agreement (ii) the right, title and interest of WRIPL in, to and under all the Applicable Permits (iii) all the

Notes forming part of the consolidated financial statements

right, title, interest, benefits, claims and demands whatsoever of WRIPL in the letter of credit (if any), guarantee, liquidated damages and performance bond provided by any party to the Project Agreements and (iv) all the right, title, interest, benefits, claims and demands whatsoever of WRIPL under all Insurance Contracts. An irrevocable and unconditional corporate guarantee by its holding company.

Repayment terms: Term loan is repayable in 16 half-yearly installments starting from FY 2022-23 and ending in FY 2029-30

Rate of interest: Bank rate plus 3%

vii) India Infrastructure Finance Company Limited (Lead Consortium), IDFC First Bank Limited, Union Bank of India, Aditya Birla Finance Limited, Punjab National Bank and Bank of Baroda

₹ Nil (March 31, 2022: ₹ 1,113.60 Crore) Secured by first charge on all tangible movable assets of Welspun InfraFacility Private Limited ('WIFPL') including movable plant and machinery, furniture, fixture, vehicles and all other movable assets, both present and future. First charge on all the accounts including Escrow Account and the sub-accounts including but not limited to the Major Maintenance Reserve, DSRA, and any other reserve and other bank accounts. First charge on all intangible assets, (other than project Assets) including but not limited to goodwill, rights, undertaking, and uncalled capital and intellectual property rights both present and future. A charge/ assignment by way of hypothecation in (i) all the right, title, interest, benefits, claims and demands whatsoever of WIFPL in the Project Agreements including Substitution Agreement (ii) the right, title and interest of WIFPL in, to and under all the clearances; (iii) all the right, title, interest, benefits, claims and demands whatsoever of WIFPL in the letter of credit (if any), guarantee, including contractor guarantees and revised interest and performance bond provided by any party to the Project Agreements, Escrow Agreement and Substitution Agreement and (iv) all the right, title, interest, benefits, claims and demands whatsoever of WIFPL under all Insurance Contracts. A pledge of 51% (fifty one percent) of Equity Shares of WIFPL held by the holding company. An unconditional and irrevocable Corporate Guarantee from the Guarantor, to secure the Guaranteed Obligations.

Repayment terms: Term loan is repayable in 45 Ballooning quarterly installments starting from June 2021 and ending in June 2033

Rate of interest: IIFCL Bank rate plus 1.80%

27 Non-current lease liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 64)	5.83	5.77
Total	5.83	5.77

28 Non-current provisions

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	8.00	3.80
Provision for Welspun Maxsteel Limited (WMSL) obligations * (Refer note 55)	-	25.88
Total	8.00	29.68

* Represents certain obligations related to stamp duty, etc of Welspun Maxsteel Limited, an erstwhile subsidiary disposed off in earlier years.

Notes forming part of the consolidated financial statements

29 Contract liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Contract liabilities (Refer note 63)		
- Related parties (Refer note 57)	9.95	-
- Other parties	747.19	712.49
Total	757.14	712.49

30 Current financial liabilities - borrowings

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Measured at amortised cost		
Secured		
Current maturities of long-term borrowings (Refer note 26) *	295.06	212.29
Loans from other party **	171.64	-
Total	466.70	212.29

* Includes interest accrued but not due ₹ 16.88 crores (March 31, 2022: ₹ 31.20 crores)

** Amount received as per "Advance and Pledged Agreement" for the purpose of fulfilment of obligation under one of the EPC contract of pledger. The loan is carrying interest @ 6% per annum compounded annually and is secured by first ranking exclusive charge by way of pledge of 11,851,817 equity share in Welspun Infrafacility Private Limited. It includes accrued interest of ₹ 2.40 crores (net of tax deducted at source). The repayment notice may be issued not earlier than 15 (fifteen) business days prior to the second closing date as defined in "Securities Subscription and Purchase Agreement".

31 Current lease liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 64)	4.11	5.54
Total	4.11	5.54

32 Trade payables

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Dues of micro enterprises and small enterprises (Refer note 62)		
Dues of creditors other than micro enterprises and small enterprises		
- Acceptances	105.94	47.32
- Others	479.12	360.94
Total	585.06	408.26

Trade payables are non-interest bearing and are normally settled as per payment terms mentioned in the contract.

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Trade payables to related parties (Refer note 57)	0.01	1.57
Trade payables	585.05	406.69
Total	585.06	408.26

For ageing of trade payables outstanding as at March 31, 2023 and March 31, 2022 - Refer note 49

Notes forming part of the consolidated financial statements

33 Current financial liabilities - others

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Security deposits/ retention money payable	131.85	152.27
Payable to employees	26.41	13.29
Interest rate swap payable (Refer Note 46 (A)(a)(i))	6.75	2.28
Unclaimed dividend payable	0.94	0.50
Total	165.95	168.34

34 Current provisions

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits	3.85	1.95
Total	3.85	1.95

35 Other current liabilities

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Trade advances	-	0.07
Capital advances	8.10	0.11
Payable other parties	-	11.47
Statutory dues	48.94	28.51
Total	57.04	40.16

36 Current tax liabilities (net)

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Provision for tax	-	0.32
Total	-	0.32

37 Revenue from operations

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Revenue from		
- Engineering, Procurement and Construction #	2,632.85	1,280.14
- Operation and Maintenance #	56.77	45.17
- Build Operate Transfer (BOT) Business	12.45	10.92
Other operating revenues		
- Claim received	24.97	-
- Scrap sales	0.13	2.81
- Other material sales	31.02	3.29
Total	2,758.19	1,342.33

Refer note 57 for related parties transactions

Notes forming part of the consolidated financial statements

38 Other income

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Interest income on financial assets at amortised cost		
- On bank deposits	9.13	4.53
- On loans and advances to related parties	1.45	2.18
- On financial assets	65.47	38.87
Interest income		
- Financial assets mandatorily measured at fair value through profit and loss ('FVTPL')	9.32	1.19
- Interest on income tax	0.91	-
- Others *	27.36	7.43
Dividend income on financial assets mandatorily measured at fair value through profit and loss ('FVTPL')	0.61	0.13
Net gain on financial assets mandatorily measured at fair value through profit and loss ('FVTPL')	22.83	0.95
Reversal of provision no longer required	0.69	0.20
Unwinding of discount on interest free deposits	0.10	0.17
Gain on sale of property, plant and equipment (net)	5.26	1.13
Rent income	0.12	0.10
Miscellaneous income	0.20	0.14
Total	143.45	57.02

* Includes interest income recognised on mobilisation advances.

Refer note 57 for related parties transaction

39 Cost of materials consumed

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Inventories at the beginning of the year	48.00	4.89
Add: Purchases	428.53	106.82
	476.53	111.71
Less: Inventories at the end of the year	(86.41)	(48.00)
Total	390.12	63.71

40 Employee benefits expense

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Salaries, wages and bonus	139.64	97.16
Contribution to provident and other funds	8.35	6.84
Share based payments to employees (Refer note 54)	(4.04)	2.85
Staff welfare expenses	5.50	2.82
Total	149.46	109.67

Refer note 57 for related parties transactions

Notes forming part of the consolidated financial statements

41 Finance costs

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Interest expenses on financial liabilities at amortised cost		
- Term loans	33.00	18.93
- Debentures	35.15	33.19
- Working capital	4.28	2.93
Net interest on net defined benefit liability	0.42	0.43
Interest on lease liability	1.11	0.82
Other interest costs	21.67	10.99
	95.63	67.29
Bank charges and other finance costs	23.13	15.61
Total	118.76	82.90

Refer note 57 for related parties transactions

42 Depreciation and amortisation expense

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Depreciation on property, plant and equipment	5.62	8.39
Depreciation of right-of-use assets	3.97	4.02
Amortisation of intangible assets	3.51	3.52
Total	13.10	15.93

Refer note 57 for related parties transactions

43 Other expenses

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Site expenses	16.60	12.04
Stores and spares consumed	0.39	0.33
Hire charges	16.78	9.17
Power, fuel and water charges	14.09	9.08
Repairs and maintenance		
- Property, plant and equipment	0.28	0.17
- Others	9.39	7.84
Project monitoring and maintenance fees	1.25	0.12
Rent	7.34	3.90
Rates and taxes	50.48	11.69
Insurance	17.71	11.99
Travelling and conveyance expenses	10.38	6.03
Communications expenses	0.45	0.44
Legal and professional fees	71.90	46.62

Notes forming part of the consolidated financial statements

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Freight	0.19	0.31
Business promotion and advertisement	7.34	1.28
Security charges	0.19	0.18
Printing and stationary	0.70	0.34
Directors sitting fees	0.78	0.56
Payment to Auditor:-		
- Audit fees (including fees for limited review)	0.42	0.37
- Certifications	0.07	0.04
- Reimbursement of expenses	0.02	0.00
Bad debts	0.01	-
Donation	10.18	0.09
Corporate social responsibility (Refer note 69)	3.28	3.80
Miscellaneous expenses	6.04	2.56
Total	246.26	128.95

Refer note 57 for related parties transactions

44 Income tax

a) The major components of income tax are as under:

i) Income tax related to items recognised in the consolidated statement of profit and loss during the year

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Current tax		
On continued operations		
- Current year	47.66	24.24
- Earlier year	(0.02)	-
On discontinued operations	9.83	(0.18)
Total current tax	57.47	24.06
Deferred tax		
On continued operations	9.38	1.38
On discontinued operations	4.75	14.72
Total deferred tax charge	14.13	16.09
Income tax expense reported in the consolidated statement of profit and loss	71.60	40.16

Notes forming part of the consolidated financial statements

ii) Deferred tax related to items recognized in other comprehensive income (OCI) during the year

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Deferred tax on remeasurement (gains)/losses on defined benefit plan	1.02	(0.47)
Deferred tax (charged)/ credited to Other Comprehensive Income	1.02	(0.47)

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Accounting profit before tax	797.65	166.25
Income tax @ 25.168% (March 31, 2022: 25.168%)	200.75	41.84
Tax on share of loss from associates and joint venture companies	0.20	(0.99)
Other non deductible expenses and business loss on which no deferred tax is recognised	38.72	14.21
Other allowances and exempt income for tax purpose	(15.54)	(14.40)
Utilisation of previously unrecognised tax losses	(152.53)	(0.50)
Income tax expense/ (credit) reported in the consolidated statement of profit and loss	71.60	40.16

c) The movement in the net deferred tax assets/ (liability)

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Deferred tax assets (net)	5.88	6.50
Deferred tax liabilities (net)	(48.74)	(27.99)
Net deferred tax asset / (liability) at the end of the year	(42.87)	(21.49)

d) The movement in net deferred tax assets and liabilities

For the year ended March 31, 2023

(₹ in crores)

	Carrying value as at April 1, 2022	Changes through profit and loss	On discontinued operations	Gain on recognising previously held equity at fair value	Deletion on account of sale of subsidiary	Changes through OCI	Carrying value as at March 31, 2023
Deferred tax assets / (liabilities) in relation to							
Depreciation on property, plant and equipment and intangible assets	(6.89)	8.75	-	-	-	-	1.86
Unused tax losses and unabsorbed depreciation	9.54	(9.54)	-	-	-	-	(0.00)
Fair value adjustments	2.90	0.13	-	(35.54)	-	-	(32.51)
Employee benefits / expenses allowable on payment basis	0.89	(1.00)	-	-	-	1.02	0.91
Temporary difference on borrowings and service concession receivables	(29.20)	(6.47)	(4.75)	-	27.28	-	(13.14)
MAT credit entitlement	1.27	(1.27)	-	-	-	-	0.00
Total	(21.49)	(9.39)	(4.75)	(35.54)	27.28	1.02	(42.87)

Notes forming part of the consolidated financial statements

Notes forming part of the consolidated financial statements

e) The movement in net deferred tax assets and liabilities

For the year ended March 31, 2022

(₹ in crores)

	Carrying value as at April 1, 2021	Changes through profit and loss	On discontinued operations	Gain on recognising previously held equity at fair value	Deletion on account of sale of subsidiary	Changes through OCI	Carrying value as at March 31, 2022
Deferred tax assets / (liabilities) in relation to							
Depreciation on property, plant and equipment and intangible assets	(6.93)	0.03	-	-	-	-	(6.90)
Unused tax losses and unabsorbed depreciation	9.54	-	-	-	-	-	9.54
Fair value adjustments	1.17	1.74	-	-	-	-	2.91
Employee benefits / expenses allowable on payment basis	0.88	0.48	-	-	(0.47)	-	0.89
Temporary difference on borrowings and service concession receivables	(10.48)	(4.00)	(14.72)	-	-	-	(29.20)
MAT credit entitlement	0.89	0.38	-	-	-	-	1.27
Total	(4.93)	(1.38)	(14.72)	-	-	(0.47)	(21.49)

f) Unrecognised deferred tax assets on unused tax losses

i) The Group has brought forward long term capital losses of ₹ Nil (March 31, 2022 ₹ 812.76 crores) and short term capital losses of ₹ 5.61 crores (March 31, 2022 ₹ 83.03 crores) that are available for offsetting against future taxable capital gains. Deferred tax assets of ₹ Nil (March 31, 2022 ₹ 185.96 crores) have not been recognized in respect of long term capital losses in view of uncertainty of future taxable capital gains and deferred tax assets (@ 25.168% of ₹ 1.41 crores (March 31, 2022 ₹ 20.90 crores) have not been recognized in respect of these losses in view of uncertainty of future taxable short term capital gains.

ii) The Group has brought forward business losses of ₹ 21.74 crores (March 31, 2022 ₹ 44.50 crores) that are available for offsetting future taxable business losses. Deferred tax assets of ₹ 5.47 crores (March 31, 2022 ₹ 11.20 crores) have not been recognized in respect of these losses in view of uncertainty of future taxable business profits.

45 Fair value measurements

Financial instruments by category

(₹ in crores)

	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets (other than investments in associates and joint venture companies at cost)				
Non-current assets				
Investments	0.71	-	0.13	-
Service concession receivables	-	752.81	-	1,454.27
Loans	-	-	-	26.63
Other financial assets	-	80.92	-	88.46
Current assets				
Investments	1,299.58	-	110.97	-
Service concession receivables	-	-	-	187.47
Trade receivables	-	325.82	-	137.68

(₹ in crores)

	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Cash and cash equivalents	-	327.40	-	234.24
Other bank balances	-	214.20	-	42.94
Loans	-	0.05	-	64.26
Other financial assets	-	64.07	-	32.83
Total financial assets	1,300.29	1,765.27	111.10	2,268.78
Non-current liabilities				
Borrowings	-	286.91	-	2,402.68
Lease liabilities	-	5.83	-	5.77
Current liabilities				
Borrowings	-	466.70	-	112.29
Lease liabilities	-	4.11	-	5.54
Trade and other payables	-	585.06	-	408.26
Other financial liabilities	-	165.95	-	168.34
Total financial liabilities	-	1,514.56	-	3,102.88

Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

The carrying amounts of loans, trade receivables, cash and cash equivalents, service concession receivables, other bank balances, other financial assets, non-current and current borrowings, trade payables and other financial liabilities that are measured at amortised cost are considered to be approximately equal to the fair value due to short-term maturities of these financial assets/ liabilities.

(₹ in crores)

	As at March 31, 2023				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	0.71	0.71	0.02	(0.00)	0.69
Current Investments	1,299.58	1,299.58	403.72	895.61	0.25
Total	1,300.29	1,300.29	403.74	895.61	0.94

(₹ in crores)

	As at March 31, 2022				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Financial assets measured at FVTPL					
Non-current investments	0.13	0.13	0.01	(0.00)	0.12
Current Investments	110.97	110.97	16.10	94.62	0.25
Total	111.10	111.10	16.11	94.62	0.37

Valuation technique used to determine fair value

- Investments included in Level 1 of fair value hierarchy are based on prices quoted in stock exchange and/ or NAV declared by the funds.
- Investments included in Level 2 of fair value hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/ FEDAI.

Notes forming part of the consolidated financial statements

- c) Investments included in Level 3 of fair value hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/ or Discounted Cash Flow Method.

Note: All financial instruments for which fair value is recognised or disclosed are categorised within the Fair Value Hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

46 Financial risk management

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Managing Board. The Group is exposed to market risk - foreign currency and interest rate, credit risk and liquidity risk.

A. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations provisions and on the non-financial assets and liabilities. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks.

a) Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. In order to optimize group's position with regard to interest income and interest expenses and manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instrument in its total portfolio.

(i) Interest rate risk exposure

The Company enters into interest rate swaps ('IRS') to manage exposure on its fixed rate or variable rate debt.

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
The fair value of IRS	6.75	2.29

As at March 31, 2023 and March 31, 2022, underlying exposure to IRS was ₹ 300.00 crores and ₹ 300.00 crores respectively which was subject to variable interest rates.

The loss due to fluctuation in fair value of IRS, recognised in the statement of profit and loss was ₹ 4.47 crores and ₹ 2.29 crores for the years ended March 31, 2023 and March 31, 2022, respectively.

Interest rate sensitivity:

Increase / decrease of 50 basis points in interest rates at the balance sheet date would result in an impact (decrease / increase of profit before tax) of ₹ 2.21 crores and ₹ 3.45 crores for the year ended March 31, 2023 and March 31, 2022, respectively.

Notes forming part of the consolidated financial statements

(ii) Other variable rate borrowings

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings *	393.28	2,319.05

* excluding IndAs adjustments relating to borrowings

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

	(₹ in crores)	
Effect on Profit before tax	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Interest rates: (Increase) by 50 basis points	(1.97)	(11.60)
Interest rates: Decrease by 50 basis points	1.97	11.60

b) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows fluctuate because of changes in market prices of various currencies against the functional currency. However, the Group is currently not exposed to foreign currency risk.

B. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

a) Trade receivables

The group extends credit to customers in normal course of business. The group considers factors such as credit track record in the market and past dealings for extension of credit to customers. The group monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The group has also taken advances and security deposits from some of its customers, which mitigate the credit risk to an extent.

b) Financial instruments and cash deposits

The group considers factors such as track record, size of the institution, market reputation, financial strength / rating and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the institutions with which the group has also availed borrowings.

c) The ageing analysis of the receivables (gross of expected credit loss) has been considered from the date the invoice falls due

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Not due	-	-
Less than 6 months	295.36	57.91
More than 6 months	30.47	79.77
Total	325.83	137.68

No significant changes in estimation techniques or assumption were made during the reporting year.

Notes forming part of the consolidated financial statements

d) Service concession receivables

The Group manages concession arrangement which include the construction of road on hybrid annuity basis followed by a period in which the Group maintains and services the infrastructure. These concession arrangements set out rights and obligations relating to the infrastructure and services to be provided. For fulfilling those obligations, the Group is entitled to receive cash from the grantor. The Consideration received or receivable is allocated by reference to the relative fair value of the services provided. The same is classified and disclosed as current and non current service concession receivables in the balance sheet based on the criteria of current and non current classification mentioned in note 3(B)(i).

The credit exposure in respect of Service Concession Receivables of the group are as below:

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
More than 12 months	752.81	1,454.27
Less than 12 months	-	187.47
	752.81	1,641.74

C. Liquidity risk

a) Liquidity risk is defined as the risk that the group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's treasury department is responsible for liquidity, funding as well as settlement. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the group's net liquidity position through rolling forecasts on the basis of expected cash flows.

b) Exposure to liquidity risk

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on the contractual undiscounted payments.

	(₹ in crores)			
As at March 31, 2023	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	289.96	-	52.93	237.03
Short term borrowings	466.84	466.84	-	-
Lease liabilities	11.74	4.11	7.22	0.41
Trade payables	585.06	585.06	-	-
Other financial liabilities	165.95	165.95	-	-

	(₹ in crores)			
As at March 31, 2022	Total	Less than 1 Year	1 to 5 years	Beyond 5 years
Long term borrowings	2,312.87	-	1,040.80	1,272.07
Short term borrowings	212.38	212.38	-	-
Lease liabilities	14.35	4.53	9.00	0.82
Trade payables	408.26	408.26	-	-
Other financial liabilities	168.35	168.35	-	-

Notes forming part of the consolidated financial statements

47 Capital Management

For the purpose of group's capital management, capital includes issued capital and other equity reserves attributable to the shareholders. The primary objective of the Group's capital management is to maximize shareholder value. The group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants, if any.

The group monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The group includes within net debt, interest bearing borrowings, trade and other payables, less cash and cash equivalents and current investments.

		(₹ in crores)	
		As at March 31, 2023	As at March 31, 2022
Net debt	A	911.77	3,740.81
Total capital	B	2,356.00	1,791.08
Capital and net debt	C = A+B	3,267.77	5,531.89
Gearing ratio	A / C	28%	68%

48 Ageing Schedule of Trade Receivables

	(₹ in crores)					Total
	Outstanding for following periods from due date of payment					
	< 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	> 3 years	
As on March 31, 2023						
Undisputed trade receivables -considered good	295.36	12.82	11.23	5.75	0.66	325.82
Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables -credit impaired	-	-	-	-	-	-
Disputed trade receivables -considered good	-	-	-	-	-	-
Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables -credit impaired	-	-	-	-	-	-
Total	295.36	12.82	11.23	5.75	0.66	325.82

	(₹ in crores)					Total
	Outstanding for following periods from due date of payment					
	< 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	> 3 years	
As on March 31, 2022						
Undisputed trade receivables -considered good	57.45	49.81	10.78	0.19	0.67	118.90
Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables -credit impaired	-	-	-	-	-	-
Disputed trade receivables -considered good	0.46	0.48	0.27	8.99	8.58	18.78
Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables -credit impaired	-	-	-	-	-	-
Total	57.91	50.29	11.05	9.18	9.25	137.68

Notes forming part of the consolidated financial statements

49 Ageing Schedule of Trade Payables

(₹ in crores)

	Unbilled	Outstanding for following periods from due date of payment					Total
		< 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	> 3 years	
As on March 31, 2023							
Dues of MSME	-	-	-	-	-	-	-
Dues of Creditors other than MSME including accrued liabilities	195.75	123.94	174.63	26.83	61.44	2.46	585.06
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
Total	195.75	123.94	174.63	26.83	61.44	2.46	585.06
As on March 31, 2022							
Dues of MSME	-	-	-	-	-	-	-
Dues of Creditors other than MSME including accrued liabilities	68.73	163.63	104.43	68.70	0.86	1.91	408.26
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-
Total	68.73	163.63	104.43	68.70	0.86	1.91	408.26

50 Transaction with Struck off Companies

The following table summarises the transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the year ended / as at March 31, 2023 and March 31, 2022:

(₹ in crores)

Name of the Struck off Companies	Nature of transactions	Balance Outstanding March 31, 2023 (₹ in crores)	Balance Outstanding March 31, 2022 (₹ in crores)	Relationship with the Group
Jayman Engineering Private Limited	Payables	0.01	0.01	Other party
Revenue Bull Tech Private Limited	Payables	0.13	0.13	Other party
Munna Enterprises Private Limited	Payables	0.00	0.00	Other party

51 Additional Regulatory Disclosure - Ratios

(₹ in crores)

	Measure (in times/ in percentage)	March 31, 2023	March 31, 2022	% Change	Reasons
Current Ratio	In times	1.76	1.12	57.99%	Higher trade receivable has resulted into higher current ratio
Debt-Equity Ratio	In times	0.32	1.40	(77.22%)	Due to repayment of debts
Debt Service Coverage Ratio (DSCR)	In times	0.68	2.68	(74.45%)	Due to repayment of debts
Return on Equity (ROE)	In percentage	35.0%	7.3%	382.54%	Due to exceptional profit
Inventory Turnover Ratio	In times	5.80	2.41	141.16%	Higher inventory in line with higher revenue
Trade Receivables Turnover Ratio	In times	11.90	9.86	20.73%	-
Trade Payables Turnover Ratio	In times	5.18	3.07	68.61%	Higher subcontracting costs in line with higher revenue

Notes forming part of the consolidated financial statements

(₹ in crores)

	Measure (in times/ in percentage)	March 31, 2023	March 31, 2022	% Change	Reasons
Net Capital Turnover Ratio	In times	1.50	14.53	(89.65%)	Due to increase in current assets
Net Profit Ratio	In percentage	24.8%	5.9%	317.40%	Due to exceptional profit
Return on Capital Employed (ROCE)	In percentage	18.3%	14.5%	26.69%	Due to exceptional profit
Return on investment (ROI)	In percentage	5.3%	3.4%	55.80%	Due to higher investment in Q4 FY 22-23

Formulae for Computation of Ratios are as follows:

Current Ratio	Current assets/ Current liabilities
Debt - Equity Ratio	Debts / (Paid up equity share capital + Other equity)
	- Debt includes long term borrowings + short term borrowings + current maturities of long term borrowings
Debt Service Coverage Ratio (DSCR)	(Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest on long term debts) / (Interest on long term debts for the period + Principal repayment on long term debts during the period)
Return on Equity (ROE)	Net Profit after tax / Average shareholders equity
Inventory Turnover Ratio	Cost of material/ Average inventory
Trade Receivables Turnover Ratio	Revenue from operation / Average of opening and closing trade receivables
Trade Payables Turnover Ratio	Purchase of services and other expenses / Average of opening and closing trade payables
Net Capital Turnover Ratio	Revenue from operation/ Working capital i.e. current assets - current liabilities
Net Profit Ratio	Net Profit / Revenue from operations
Return on Capital Employed (ROCE)	Earning before Interest and Tax / Capital employed
	Capital Employed = Networth + Non-current lease liabilities
Return on investment (ROI)	Income generated from invested funds/ Average invested fund in treasury investment

52 Earnings per share (EPS)

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Profit for the year from continuing operations	681.11	78.40
Profit for the year from discontinuing operations	41.64	46.30
Profit for the year from continuing and discontinuing operations	722.75	124.70
Weighted average number of equity shares for Basic EPS (Number of shares)	149,964,837	149,043,404
Weighted average number of equity shares for Diluted EPS (Number of shares)	150,334,001	149,743,028

Notes forming part of the consolidated financial statements

(₹ in crores)

	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Nominal value of equity shares (₹)	10	10
a) From continued operations		
Basic EPS (₹)	45.42	5.26
Diluted EPS (₹)	45.31	5.24
b) From discontinued operations		
Basic EPS (₹)	2.78	3.11
Diluted EPS (₹)	2.77	3.09
c) From continued and discontinued operations		
Basic EPS (₹)	48.19	8.37
Diluted EPS (₹)	48.08	8.33

53 Contingencies and Commitments

Contingent liabilities (to the extent not provided for)

i) Claims against the group not acknowledged as debts

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Disputed labour cess demand (net of provision)	4.69	4.48
Stamp duty payable on concession agreement disputed in respect of BOT	1.15	1.15
Disputed income tax liability	16.80	62.54
Disputed service tax liability	5.67	5.67
Disputed goods and services tax liability *	9.28	9.28
Disputed value added tax liability	1.42	1.42
Other claims against the Group	28.96	50.86
Letter of credit outstanding	2.29	5.37
Total	70.26	140.77

* excluding interest and penalty amount ₹ 2.00 crores (March 31, 2022 ₹ 2.00 crores)

- a) The amount represents the best possible estimate arrived at on the basis of available information. The Group has engaged reputed professionals to protect its interest and has been advised that it has strong legal positions against such disputes.
- b) The Group has received legal notices of claims / lawsuits filed against it relating to other matters. In the opinion of the management, no material liability is likely to arise on account of such claims/ law suits.

ii) Guarantees excluding corporate financial guarantees

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Bank guarantees issued	29.43	550.64
Total	29.43	550.64

Notes forming part of the consolidated financial statements

iii) Corporate financial guarantees

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Guarantee given to the bankers for the facilities granted		
- Joint venture companies	-	161.44
- Others	334.11	18.95
Total	334.11	180.39

(c) Commitments

- (i) The Group has an outstanding commitments of ₹ 218.00 crores (March 31, 2022 ₹ 452.37 crores) towards equity contribution in its SPVs under the financing arrangement tied up with bankers.
- (ii) Pursuant to the understanding with MBL Projects Private Limited, with respect to investment in RGY Roads Private Limited ('RGY'), paid against option for acquisition of balance 51% shares in RGY equivalent to ₹ Nil (March 31, 2022 ₹ 14.50 crores). The balance amount is ₹ Nil (March 31, 2022 ₹ 1.22 crores).
- (iii) With respect to investment in MBL (GSY) Road Limited ('GSY') and MBL (CGRG) Road Limited ('CGRG'), ₹ Nil (March 31, 2022 ₹ 0.02 crores) each is paid against option for acquisition of balance 51% shares in GSY & CGRG. The balance amount is ₹ Nil (March 31, 2022 ₹ 0.00 crores).
- (iv) Pursuant to the understanding with Vishvaraj Environment Private Limited, with respect to investment in Corbello Trading Private Limited ('CTPL') paid against option for acquisition of balance 51% shares in CTPL equivalent to ₹ Nil (March 31, 2022 ₹ 7.45 crores). The balance amount is ₹ Nil (March 31, 2022 ₹ 0.72 crores).
- (v) With respect to investment in Chikhali-Tarsod Highways Private Limited ('CTHPL') ₹ Nil (March 31, 2022 ₹ 0.00 crores) is paid against option for acquisition of balance 51% shares in CTHPL. The balance amount is ₹ Nil (March 31, 2022 ₹ 0.00 crores).

54 Share based payments

- a) In accordance with the "Welspun Enterprises Limited - Employees Stock Option Plan 2017" ('Scheme 1') the company has granted 3,000,000 equity shares (maximum 2,000,000 equity shares to the "Managing Director") at zero cost on October 10, 2017. The fair value of the above stock option of ₹ 41.79 crores is calculated at the fair value of ₹ 139.30 per share is amortised on the straight line basis over the vesting period in accordance with the Ind AS 102 "Share-based payment".

Accordingly, proportionate amount of ₹ (5.07) crores (March 31, 2022 - ₹ 2.85 crores) is shown as "Share based payment to employees" in the statement of profit and loss (Refer note 40).

- b) In accordance with the "Welspun Enterprises Limited - Employee Stock Option Plan 2022" ('Scheme 2') the company has granted 461,305 equity shares at exercise price of ₹ 97.55 per share on April 30, 2022. The fair value of the above stock option of ₹ 1.74 crores is calculated at the fair value of ₹ 37.91 per share is amortised on the straight line basis over the vesting period in accordance with the Ind AS 102 "Share-based payment".

Accordingly, proportionate amount of ₹ 0.28 crores (March 31, 2022 - ₹ Nil) is shown as "Share based payment to employees" in the statement of profit and loss (Refer note 40).

- c) In accordance with the "Welspun Enterprises Employee Benefit Scheme - 2022" ('Scheme 3') the company has granted 400,000 equity shares at exercise price of ₹ 88.00 per share on September 16, 2022. The fair value of the above stock option of ₹ 2.68 crores is calculated at the fair value of ₹ 67.14 per share is amortised on the straight line basis over the vesting period in accordance with the Ind AS 102 "Share-based payment".

Accordingly, proportionate amount of ₹ 0.75 crores (March 31, 2022 - ₹ Nil) is shown as "Share based payment to employees" in the statement of profit and loss (Refer note 40).

Notes forming part of the consolidated financial statements

The salient features of the Schemes are as under:

(i) Vesting:

Scheme 1 and Scheme 2: Vesting of ESOP's shall happen at every anniversary of the date of grant in quantum of 20% of the total ESOPs granted, over the period of 5 years from the date of grant. However vesting period may be extended by the entire duration of the leave period for Employees on the long Leave. The Vesting Schedule is as under:

ESOP Schemes	Number of ESOP	Date of Grant	Date of Vesting
Scheme - 1	600,000	10-Oct-17	09-Oct-18
Scheme - 1	600,000	10-Oct-17	09-Oct-19
Scheme - 1	600,000	10-Oct-17	09-Oct-20
Scheme - 1	600,000	10-Oct-17	09-Oct-21
Scheme - 1	600,000	10-Oct-17	14-Jul-22
Scheme - 2	92,261	30-Apr-22	30-Apr-23
Scheme - 2	92,261	30-Apr-22	20-Oct-23
Scheme - 2	92,261	30-Apr-22	20-Oct-24
Scheme - 2	92,261	30-Apr-22	20-Oct-25
Scheme - 2	92,261	30-Apr-22	20-Oct-26

Scheme 3: Vesting of ESOP's shall commence after 1 year from the date of grant and it may extend upto maximum of 4 years from the date of grant. Vesting of option will be on yearly basis and can vary from Grantee to Grantee at the discretion of the committee. The Vesting Schedule is as under:

ESOP Schemes	Number of ESOP	Date of Grant	Date of Vesting
Scheme - 3	100,000	16-Sep-22	15-Sep-23
Scheme - 3	100,000	16-Sep-22	15-Sep-24
Scheme - 3	100,000	16-Sep-22	15-Sep-25
Scheme - 3	100,000	16-Sep-22	15-Sep-26

(ii) Exercise:

Scheme 1 and Scheme 2: In the event of cessation of employment due to death or permanent incapacity, all the vested and unvested options may be exercised immediately but not later than six months from the cessation of employment. In the event of cessation of employment due to normal retirement, all the vested options should be exercised immediately but not later than six months from date of retirement and all unvested options will stand cancelled. In the event of cessation of employment due to resignation prior to retirement, all the vested options should be exercised immediately but not later than one month from date of submission of resignation and all unvested options will stand cancelled. In the event of abandonment of employment/ termination of employment, all ESOPs granted including the Vested Options which were not exercised at the time of abandonment/ termination, shall stand cancelled.

Scheme 3: Options can be exercised in either a) Cash Route: The Grantee will receive the Shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the Scheme and as mentioned in grant letter after the Grantee has made the payment of the Exercise Price and applicable income tax, or b) Cashless Route: The Grantee will receive difference between the selling price and the Exercise Price for the Options exercised by the Grantee after deducting taxes payable on exercise/sale, if any, and other amounts, expenses and charges due from the Grantee (including that in connection with the sale of shares).

In the event of cessation of employment due to death or permanent incapacity, all the options granted would be exercisable within a period of six months from the date of death/ date of permanent disability, respectively, failing which all the unexercised Options shall lapse irrevocably. In the event of cessation of employment due to normal retirement, all the vested options should be exercised immediately but not later than six months from date of retirement and all unvested options will stand cancelled. In the event of cessation of employment due to resignation prior to

Notes forming part of the consolidated financial statements

retirement, all the vested options shall be exercisable by the Grantee by last day of employment in the Organization or before expiry of exercise period, whichever is earlier and all unvested options will stand cancelled.

	Scheme 1	Scheme 2	Scheme 3
Date of Grant	10-Oct-17	30-Apr-22	16-Sep-22
Number of Options Granted	3,000,000	461,305	400,000
Exercise Period	Capable of being exercised in 1 or more tranches in multiple of 5,000 shares within 3 years from date of Vesting	Capable of being exercised in 1 or more tranches within 1 year from date of Vesting or such longer period as may be determined by Nomination and Remuneration Committee.	Exercisable within 1 year from date of last vesting.
Exercise Price Per Share	₹ Nil	₹ 97.55	₹ 88.00

Scheme 1	March 31, 2023		March 31, 2022	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	750,000	Nil	1,669,000	Nil
Options granted during the year	-	Nil	-	Nil
Options exercised during the year	200,000	Nil	919,000	Nil
Options cancelled/ lapsed during the year	400,000	Nil	-	Nil
Options outstanding at the end of the year *	150,000	Nil	750,000	Nil
Options vested but not exercised at the end of the year	150,000	Nil	150,000	Nil

* includes options vested but not exercised

Scheme 2	March 31, 2023		March 31, 2022	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	-	-	-	-
Options granted during the year	461,305	97.55	-	-
Options exercised during the year	-	-	-	-
Options cancelled/ lapsed during the year	307,535	97.55	-	-
Options outstanding at the end of the year	153,770	97.55	-	-
Options vested but not exercised at the end of the year	-	-	-	-

Notes forming part of the consolidated financial statements

Scheme 3	March 31, 2023		March 31, 2022	
	No. of Stock Options	Weighted Average Exercise Price (₹)	No. of Stock Options	Weighted Average Exercise Price (₹)
Options outstanding at the beginning of the year	-	-	-	-
Options granted during the year	400,000	88.00	-	-
Options exercised during the year	-	-	-	-
Options cancelled/ lapsed during the year	-	-	-	-
Options outstanding at the end of the year	400,000	88.00	-	-
Options vested but not exercised at the end of the year	-	-	-	-

(iii) Information in respect of options outstanding as at March 31, 2023

	No. of Stock Options	Remaining life in months	Weighted Average Exercise Price (₹)
Scheme 1	150,000	0	Nil
Scheme 2	153,770	108	97.55
Scheme 3	400,000	105	88.00

Information in respect of options outstanding as at March 31, 2022

	No. of Stock Options	Remaining life in months	Weighted Average Exercise Price (₹)
Scheme 1	750,000	3	Nil

(iv) The fair value of each option granted is estimated on the date of grant using the Black Scholes valuation model with the following assumptions:

Variables:-	Scheme - 1	Scheme - 2	Scheme - 3
Price of the underlying share in the market at the time of option granted	139.30	88.95	124.95
Expected Volatility of share price	45.14%	49.65%	50.43%
Risk free rate (on the basis of tenure) (% pa)	6.43% to 6.69%	6.46%	6.91%
Exercise price	Nil	97.55	88
Time to maturity (in years)	2 to 6	5	4
Dividend yield	0%	1.69%	1.20%
Fair Value of Option	139.30	37.91	67.14

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

(v) Effect of share-based payment plan on the Balance sheet and Statement of profit and loss:

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Share options outstanding account (Refer note 24(b))	3.12	9.94
Share based payments to employees (Refer note 40)	(4.04)	2.85

Notes forming part of the consolidated financial statements

55 Exceptional items (net)

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
a) Profit on sale of stake to Actis Highway (Refer note 75 A)	377.98	-
b) Gain on fair value of retained interest (net of tax of ₹ 35.54 crores) (Refer note 75 B)	119.79	-
c) Gain on recognising previously held equity at fair value (Refer note 73(C))	61.44	-
d) Reversal of provision for Welspun Maxsteel Limited (WMSL) obligations (Refer note 28)	24.26	-
e) Intangible assets written off (Refer note 67)	(57.26)	-
f) Impairment of goodwill on consolidation	(24.23)	-
g) Bad debts written off w.r.t. receivables of Mohali Project	(18.99)	-
	482.99	-

56 Gratuity and other post employment benefits plans

The disclosures of employees benefit as defined in the Ind AS 19 - "Employee Benefits" are given below:

- The group makes annual contributions to the employees' gratuity fund scheme, a funded defined benefit plan which is managed by LIC of India. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.
- Leave encashment is a non-funded defined benefit scheme. The obligation for leave encashment is recognized in the same manner as gratuity.
- Details of post retirement gratuity plan are as follows:-
 - Expenses recognised during the year in the statement of profit and loss:-

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Current service cost	1.65	1.28
Interest cost (net)	0.19	0.21
Net expenses recognised in statement of profit and loss	1.84	1.49

ii. Expenses recognised during the year in other comprehensive income (OCI)

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Actuarial (gains) / losses arising from changes in demographic assumptions	0.01	0.02
Actuarial (gains) / losses arising from changes in financial assumptions	4.82	(0.06)
Actuarial (gains) / losses arising from changes in experience assumptions	(0.39)	(1.94)
Expected return on plan assets excluding interest	0.36	0.13
Net expenses recognised in other comprehensive income	4.80	(1.85)

Notes forming part of the consolidated financial statements

iii. Net liability recognised in the balance sheet

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Fair value of plan assets	3.74	3.63
Present value of obligation	12.19	6.19
Net liability recognized in balance sheet	8.45	2.56

iv. Reconciliation of opening and closing balances of defined benefit obligation

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Defined benefit obligation as at the beginning of the year	6.19	6.83
Current service cost	1.65	1.28
Past service cost	-	0.00
Interest cost	0.45	0.47
Actuarial (gain) / loss on obligation	4.42	(1.98)
Liability transferred in/ (paid)/ adjusted	(0.51)	(0.22)
Benefits directly paid by the Group	-	(0.19)
Provision no longer required	(0.01)	-
Defined benefit obligation at the end of the year	12.20	6.19

v. Reconciliation of opening and closing balance of fair value of plan assets

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Fair values of plan assets at the beginning of the year	3.62	3.74
Return on plant assets, excluding interest income	0.62	0.13
Employer contribution	-	-
Fund charges	-	(0.03)
Benefits paid	(0.51)	(0.22)
Fair value of plan assets at year end	3.73	3.62

vi. Reconciliation of opening and closing balance of net defined benefit obligation

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Net defined benefit obligation as at the beginning of the year	2.56	3.09
Current service cost	1.65	1.28
Past service cost	-	0.00
Interest cost (net)	0.19	0.21
Actuarial (gain) / loss on obligation	4.06	(1.85)
Fund charges	-	0.03
Contribution paid to the fund	-	-
Benefit paid by Group	-	(0.19)
Provision no longer required	(0.01)	-
Net defined benefit obligation at the end of the year	8.44	2.56

Notes forming part of the consolidated financial statements

vii. Actuarial assumptions

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
In respect of Parent Company		
Mortality Table	100% of Indian assured lives Mortality (2012-14)	100% of Indian assured lives Mortality (2012-14)
Discount rate (per annum)	7.50%	7.32%
Rate of escalation in salary (per annum)	6.00%	6.00%
Attrition rate	30% up to age 30, 30% from age 31 to 44 and 30% thereafter	30% up to age 30, 30% from age 31 to 44 and 30% thereafter
In respect of Dewas Waterprojects Works Private Limited		
Mortality Table	100% of Indian Assured Lives Mortality (2012-14)	100% of Indian Assured Lives Mortality (2012-14)
Discount rate (per annum)	7.52%	7.32%
Rate of escalation in salary (per annum)	6.00%	6.00%
Attrition rate	18% up to age 30, 9% from age 31 to 44 and 15% thereafter	8% up to age 30, 11% from age 31 to 44 and 20% thereafter
In respect of Welspun Infracapacity Private Limited		
Mortality Table	-	100% of Indian Assured Lives Mortality (2012-14))
Discount rate (per annum)	-	7.40%
Rate of escalation in salary (per annum)	-	6.00%
Attrition rate	-	3% up to age 30, 2% from age 31 to 44 and 1% thereafter

viii. Quantitative sensitivity analysis

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Impact of change in discount rate		
Present value obligation at the end of the period	12.19	6.19
Impact due to increase of 0.50%	(0.17)	(0.08)
Impact due to decrease of 0.50%	0.17	0.09
Impact of change in salary increase		
Present value obligation at the end of the period	12.19	6.19
Impact due to increase of 0.50%	0.17	0.09
Impact due to decrease of 0.50%	(0.17)	(0.08)

Sensitivities due to mortality & withdrawals are insignificant & hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Notes forming part of the consolidated financial statements

ix. Maturity analysis of projected benefit obligation: from the fund

(₹ in crores)

Year ended	As at	As at
	March 31, 2023	March 31, 2022
31-Mar-23	-	3.05
31-Mar-24	5.18	3.16
31-Mar-25	5.28	3.98
31-Mar-26	6.30	5.52
31-Mar-27	7.40	6.12
31-Mar-27	8.62	-

The weighted average duration of defined benefit obligation is 47.62 (March 31, 2022 - 11.43)

Notes

- Amounts recognized as an expense and included in the Note 40 "Employee benefits expense" are gratuity ₹ 1.65 crores (March 31, 2022 ₹ 1.28 crores) and leave encashment ₹ 0.62 crores (March 31, 2022 ₹ 0.48 crores). Net interest cost on defined benefit obligation (gratuity and leave encashment) recognised in Note 41 under "Finance costs" is ₹ 0.42 crores (March 31, 2022 ₹ 0.43 crores)
- The estimate of future salary increases considered in the actuarial valuation, takes into account the rate of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- Contribution to provident and other funds which is a defined plan is recognized as an expense in Note 40 of the financial statements.

57 Disclosure as required by Ind AS 24 - Related Party disclosures

a) Joint venture companies

Name of the Entities	Extent of holding		Principal place of business
	As at March 31, 2023	As at March 31, 2022	
RGY Roads Private Limited ^	-	49.00%	India
MBL (GSY) Road Limited ^	-	73.94%	India
MBL (CGRG) Road Limited ^	-	73.94%	India
Corbello Trading Private Limited ^^	-	49.00%	India
Chikhali - Tarsod Highways Private Limited ^^	-	73.99%	India

^ became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity

^^ became subsidiary w.e.f. September 5, 2022 and ceased to be joint venture entity

b) Associates

Name of the Entities	Extent of holding		Principal place of business
	As at March 31, 2023	As at March 31, 2022	
Welspun Infracapital Private Limited \$	51.00%	-	India
Adani Welspun Exploration Limited ('AWEL') (Refer note 60)	35.00%	35.00%	India

\$ ceased to be subsidiary and became associate w.e.f. December 22, 2022 (Refer note 63 A)

Notes forming part of the consolidated financial statements

c) Trust under the Control of Welspun Enterprises Limited

Welspun Enterprises Employees Welfare Trust (w.e.f. July 12, 2022)

d) Directors / Key Managerial Personnel (KMP)

Name of the Related Parties	Nature of Relationship
Mr. B. K. Goenka	Executive Chairman and Whole Time Director
Mr. Sandeep Garg \$	Managing Director
Mr. Ajay Hans *	Managing Director
Ms. Dipali Goenka **	Non Independent Director
Mr. Rajesh R. Mandawewala	Non Independent Director
Dr. Aruna Sharma	Independent Director
Mr. Mohan Tandon	Independent Director
Mr. Raghav Chandra	Independent Director
Dr. Anoop Kumar Mittal	Independent Director
Mr. Sudhir Mital ***	Independent Director
Mr. Lalit Jain #	Chief Financial Officer
Mr. Sanjay Sultania ##	Chief Financial Officer
Mr. Rajesh Jain @	Chief Human Resources Officer
Ms. Nidhi Tanna @@	Company Secretary
Ms. Priya Pakhare @@@	Company Secretary

\$ Managing Director ('MD') till March 31, 2022 and re-appointed as Managing Director ('MD') w.e.f. August 8, 2022

* Appointed as Managing Director ('MD') w.e.f. April 1, 2022 and ceased to be MD w.e.f. August 7, 2022

** Appointed w.e.f. June 16, 2021

*** Appointed w.e.f. May 12, 2022

Appointed as Interim Chief Financial Officer w.e.f. February 1, 2023 and Chief Financial Officer w.e.f. May 19, 2023

Appointed as Chief Financial Officer w.e.f. October 11, 2021 and resigned w.e.f. January 9, 2023

@ Appointed as Chief Human Resources Officer w.e.f. February 2, 2022

@@ Appointed as Company Secretary w.e.f. January 1, 2023

@@@ Ceased to be Company Secretary w.e.f. November 30, 2022

e) Other related parties with whom transactions have taken place or balances outstanding at the year end

Welspun India Limited, Welspun Corp Limited, Welspun Steel Limited, Welspun Realty Private Limited, Welspun Global Brands Limited, Welspun Foundation for Health and Knowledge, Welspun Energy Thermal Private Limited (Formerly known as Solarsys Infra Projects Private Limited); Welspun Multiventures LLP; Welassure Private Limited; Welspun Global Services Limited; Welspun Specialty Solutions Limited; Welspun Transformation Services Limited; Welspun DI Pipes Limited; MGN Agro Properties Private Limited; Welspun Group Master Trust; Welspun Metalics Limited.

f) Transactions with related parties

(₹ in crores)

Nature of transactions	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Construction contract revenue (including unbilled work-in-progress)	161.08	229.86
Associate		
Welspun Infracapital Private Limited	108.48	-
Joint Venture Companies		
MBL (CGRG) Road Limited	25.33	31.66
MBL (GSY) Road Limited	1.52	21.57
Chikhali - Tarsod Highways Private Limited	25.75	176.63
Operation and maintenance income	14.46	29.89

Notes forming part of the consolidated financial statements

(₹ in crores)

Nature of transactions	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Associate		
Welspun Infracore Private Limited	6.14	-
Joint Venture companies		
MBL (CGRG) Road Limited	0.14	15.22
MBL (GSY) Road Limited	5.53	11.73
Chikhali - Tarsod Highways Private Limited	2.65	2.94
Interest income	0.01	-
Associate		
Adani Welspun Exploration Limited	0.01	-
Dividend income	0.57	-
Other Related Party		
Welspun Global Services Limited	0.57	-
Interest income on loans and advances #	1.08	2.19
Joint Venture Companies		
MBL (CGRG) Road Limited	0.36	0.73
MBL (GSY) Road Limited	0.72	1.46
Income on Unwinding of discount on interest free deposits #	-	0.06
Other Related Party		
Welspun Realty Private Limited	-	0.06
Miscellaneous Income #	-	(0.04)
Other Related Party		
Welspun Corp Limited	-	(0.04)
Interest expense on lease liability #	0.19	0.02
Other Related Parties		
Welspun Realty Private Limited	0.19	0.02
Welspun Corp Limited	-	0.00
Welspun Multiventures LLP	0.00	0.00
Right-to-use an underlying asset #	1.96	0.05
Other Related Parties		
Welspun Realty Private Limited	1.96	-
Welspun Multiventures LLP	-	0.05
Obligation to make lease payment #	1.96	0.05
Other Related Parties		
Welspun Realty Private Limited	1.96	-
Welspun Multiventures LLP	-	0.05
Repayment of lease obligation #	0.52	0.67
Other Related Parties		
Welspun Realty Private Limited	0.50	0.50
Welspun Corp Limited	-	0.16
Welspun Multiventures LLP	0.02	0.01
Rent expenses	0.51	0.68
Other Related Parties		
Welspun Realty Private Limited	0.50	0.50
Welspun Corp Limited	0.01	0.16
Welspun Multiventures LLP	0.01	0.02
Business promotion expenses	-	0.94
Other Related Party		
Welspun Global Brands Limited	-	0.94
Office expenses	0.31	0.13

Notes forming part of the consolidated financial statements

(₹ in crores)

Nature of transactions	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Other Related Party		
Welassure Private Limited	0.31	0.13
Retainership Expenses	2.00	1.47
Other Related Party		
Welspun India Limited	2.00	1.47
Purchase of Materials	2.26	-
Other Related Parties		
Welspun Global Brands Limited	1.06	-
Welspun DI Pipes Limited	1.20	-
Professional Fees	3.17	-
Other Related Parties		
Welspun Global Services Limited	0.30	-
Welspun Transformation Services Limited	2.87	-
Reimbursement of expenses	0.23	0.16
Associate		
Adani Welspun Exploration Limited	0.16	0.16
Other Related Party		
Welspun Corp Limited	0.07	-
Staff welfare expenses	0.85	0.02
Other Related Parties		
Welspun Global Brands Limited	0.37	-
Welspun Corp Limited	0.48	0.02
Welspun India Limited	-	0.00
Donation	3.28	4.02
Other Related Party		
Welspun Foundation for Health and Knowledge	3.28	4.02
Interest Expenses	0.06	-
Other Related Party		
MGN Agro Properties Private Limited	0.06	-
Sale of Material	4.95	-
Other Related Parties		
Welspun India Limited	4.92	-
Welspun Metallics Limited	0.03	-
Sale of scrap	-	0.11
Other Related Party		
Welassure Private Limited	-	0.11
Rent Income	0.12	0.10
Associate		
Adani Welspun Exploration Limited	0.09	0.10
Other Related Parties		
Welspun India Limited	0.01	-
Welspun Global Brands Limited	0.01	-
Welspun Speciality Solutions Limited	0.01	-
Investment (Fair value of interest free loan) #	-	2.01
Joint Venture Companies		
MBL (GSY) Road Limited	-	1.34
MBL (CGRG) Road Limited	-	0.67
Loans/ deposits/ advances given	112.97	104.66

Notes forming part of the consolidated financial statements

Nature of transactions	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Associates		
Adani Welspun Exploration Limited	-	52.53
Welspun Infrafacility Private Limited	2.32	-
Joint Venture Company		
RGY Roads Private Limited	0.00	0.03
MBL (GSY) Road Limited	9.73	11.12
MBL (CGRG) Road Limited	47.87	2.30
Corbello Trading Private Limited	0.01	0.01
Chikhali - Tarsod Highways Private Limited	53.03	38.67
Repayment of loans/ advances given	25.40	113.82
Associates		
Adani Welspun Exploration Limited	0.05	0.62
Welspun Infrafacility Private Limited	2.26	-
Joint Venture Companies		
MBL (GSY) Road Limited	10.51	68.91
MBL (CGRG) Road Limited	2.49	40.89
Corbello Trading Private Limited	0.08	-
Chikhali - Tarsod Highways Private Limited	10.01	3.40
Security deposit taken	0.02	0.01
Other Related Parties		
Welspun India Limited	0.01	-
Welspun Global Brands Limited	0.01	-
Welspun Speciality Solutions Limited	-	0.01
Security deposit given refunded	0.05	0.11
Other Related Parties		
Welspun Multiventures LLP	0.05	-
Welspun Realty Private Limited	-	0.11
Borrowings	25.00	-
Other Related Party		
MGN Agro Properties Private Limited	25.00	-
Borrowings repaid	25.00	-
Other Related Party		
MGN Agro Properties Private Limited	25.00	-
Mobilisation advance repaid/ adjusted	10.53	13.11
Associate		
Welspun Infrafacility Private Limited	10.53	-
Joint Venture Company		
Chikhali - Tarsod Highways Private Limited	-	13.11
Inter-corporate deposit	4.50	-
Associate		
Adani Welspun Exploration Limited	4.50	-
Inter-corporate deposit adjusted to application money for CCD (Including accrued interest net of tax)	4.51	-
Associate		
Adani Welspun Exploration Limited	4.51	-
Redemption of Compulsorily Convertible Debentures	199.95	-

Notes forming part of the consolidated financial statements

Nature of transactions	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Joint Venture Companies		
Chikhali - Tarsod Highways Private Limited	61.88	-
MBL (GSY) Road Limited	77.04	-
MBL (CGRG) Road Limited	61.03	-
Redemption of Optionally Convertible Debentures	346.43	-
Joint Venture Company		
Welspun Infrafacility Private Limited	140.39	-
Joint Venture Company		
Chikhali - Tarsod Highways Private Limited	57.27	-
MBL (GSY) Road Limited	83.14	-
MBL (CGRG) Road Limited	65.63	-
Conversion of loan/ advance to Compulsorily Convertible Debentures	-	52.53
Associate		
Adani Welspun Exploration Limited	-	52.53
Purchase of equity shares of Welspun New Energy Limited	0.01	-
Other Related Party		
Welspun Group Master Trust	0.01	-
Investment in equity shares	0.57	-
Other Related Party		
Welspun Transformation Services Limited	0.57	-
Investment in compulsorily convertible debentures	4.51	-
Associate		
Adani Welspun Exploration Limited	4.51	-
Bank guarantee given/ (discharged) for advance received by Associate/ Joint Arrangements	(5.40)	(23.98)
Associate		
Adani Welspun Exploration Limited	(5.40)	(13.50)
Joint Venture Company		
Chikhali - Tarsod Highways Private Limited	-	(10.48)
Advances for business purpose	0.09	-
Mr Rajesh R. Mandawewala	0.09	-
Directors Sitting Fees paid/ provided	0.78	0.57
Mr. Mohan Tandon	0.18	0.15
Mr. Raghav Chandra	0.19	0.15
Dr. Aruna Sharma	0.14	0.15
Dr. Anoop Kumar Mittal	0.16	0.10
Mr. Sudhir Mital	0.10	-
Ms. Mala Tadarwal	0.01	0.01
Ms Amita Karia	-	0.01
Remuneration paid/ provided to KMP ^	30.52	15.67
Short term benefits **	30.52	15.67

^ excludes retirement benefits (employer PF contribution, gratuity, leave encashment etc)

** excludes ₹ 1.50 crores (March 31, 2022 ₹ 1.20 crores) paid from AWEL to Mr Sandeep Garg

Represents transactions related to Ind AS adjustments

Notes forming part of the consolidated financial statements

* Closing balances as at

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Loans, advances and deposits given	1.25	91.01
Associate		
Adani Welspun Exploration Limited	-	0.05
Joint Venture Companies		
RGY Roads Private Limited	-	0.06
MBL (GSY) Road Limited	-	24.43
MBL (CGRG) Road Limited	-	31.03
Corbello Trading Private Limited	-	0.06
Chikhali - Tarsod Highways Private Limited	-	35.26
Other related parties		
Welspun Transformation Services Limited	1.18	-
Welspun India Limited	0.00	-
Welspun Multiventures LLP	-	0.05
Welspun Corp Limited	0.07	0.07
Trade and other receivables (including Contract Assets)	138.95	174.17
Associates		
Adani Welspun Exploration Limited	0.18	0.02
Welspun Infrafacility Private Limited	138.30	-
Joint Venture Companies		
Chikhali - Tarsod Highways Private Limited	-	26.04
MBL (GSY) Road Limited	-	62.20
MBL (CGRG) Road Limited	-	85.88
Other related parties		
Welspun India Limited	0.40	-
Welspun Global Brands Limited	0.01	-
Welspun Metallics Limited	0.04	-
Welspun Specialty Solutions Limited	0.01	-
Welassure Private Limited	0.01	0.03
Right-to-use an underlying asset	1.59	0.04
Other Related Parties		
Welspun Realty Private Limited	1.57	-
Welspun Corp Limited	-	-
Welspun Multiventures LLP	0.02	0.04
Lease Liabilities	1.64	0.04
Other Related Parties		
Welspun Realty Private Limited	1.61	-
Welspun Multiventures LLP	0.03	0.04
Trade payable / Other payables / Deposits received	2.66	1.58
Other Related Parties		
Welspun DI Pipes Limited	0.33	-
Welspun Transformation Services Limited	1.05	-
Welspun Speciality Solutions Limited	0.01	0.01
Welassure Private Limited	-	0.01

Notes forming part of the consolidated financial statements

	(₹ in crores)	
	Year ended March 31, 2023	Year ended March 31, 2022 (Restated)
Welspun India Limited	0.65	1.47
Welspun Global Brands Limited	0.10	0.09
Welspun Corp Limited	0.52	0.00
Contract Liabilities	9.95	-
Associate		
Welspun Infrafacility Private Limited	9.95	-
Investment in equity shares	0.69	0.12
Other related parties		
Welassure Private Limited	0.12	0.12
Welspun Transformation Services Limited	0.57	-
Welspun Global Services Limited	0.00	0.00
Investment in Jointly Controlled Entities (Refer Note 59)(c)	-	455.85
RGY Road Private Limited	-	86.72
MBL (GSY) Road Limited	-	129.11
MBL (CGRG) Road Limited	-	107.32
Corbello Trading Private Limited	-	39.27
Chikhali - Tarsod Highways Private Limited	-	93.43
Investment in Associates (Refer Note 59)(b)	512.66	245.07
Adani Welspun Exploration Limited	257.54	245.07
Welspun Infrafacility Private Limited	255.12	-
Bank guarantee issued and outstanding for advance received by Joint Arrangements / Associate	-	5.40
Associate		
Adani Welspun Exploration Limited	-	5.40
Bank guarantee issued and outstanding towards performance security of Joint Arrangements/ Associate	19.43	19.43
Associate		
Adani Welspun Exploration Limited	19.43	19.43

* Closing balances are considered after considering the Ind AS Adjustments to make comparable with financial statements for reporting purpose.

Notes:

- During the earlier years, the Group had given guarantee for MBL (GSY) Road Limited ('GSY') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022 ₹ 92.13 crores)
- During the earlier years, the Group had given guarantee for MBL (CGRG) Road Limited ('CGRG') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022 ₹ 29.45 crores)
- During the earlier years, the Group had given guarantee for Chikhali - Tarsod Highways Private Limited ('CTHPL') for its debt obligations to lenders, pursuant to which maximum exposure aggregates to ₹ Nil (March 31, 2022 ₹ 39.86 crores)
- All transactions with related parties are made on arm's length basis in the ordinary course of business.

Notes forming part of the consolidated financial statements

58 Concession arrangements - main features

a)	(i) Name of the concession	Restructured Dewas Water Supply Scheme
	(ii) Description of arrangements	Project envisaging planning, design, engineering, financing, procurement, construction, restructuring, establishment of systems, operation and maintenance of water supply scheme of Dewas Industrial Area in Madhya Pradesh under Public Private Partnership (PPP) mode under Swiss Challenge Guidelines
	(iii) Significant terms of arrangements	Period of Concession: up to June 15, 2037. Construction Period: 365 days from Appointed Date a) Remuneration: Water Supply Fees b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession: Yes d) Investment and renewal obligations: No e) Re-pricing dates: Every year of O&M f) Basis upon which re-pricing or re-negotiation is determined: Tariff escalation formula as defined in concession agreement
	(iv) Asset	Intangible
b)	(i) Name of the concession	Aunta - Simaria Highway Project
	(ii) Description of arrangements	Four/Six laning of Aunta - Simaria (Ganga Bridge with approach road) section of NH 31 from KM 197.900 to 206.050 (Design Chainage) and (Existing Chainage Km 204.741 to Km 209.945 of NH-31) [Total Design Length - 8.150 km] in the State of Bihar on HAM basis
	(iii) Significant terms of arrangements	Period of Concession: 15 Years Construction Period: 1277 days from Appointed Date Investment grant from concession grantor: Yes Infrastructure return to grantor at end of concession: Yes Investment and renewal obligations: No Re-pricing dates: Half Yearly for O&M Basis upon which re-pricing or re-negotiation is determined: Inflation price index as defined in concession agreement.
	(iv) Asset	Financial asset
c)	(i) Name of the concession	Sathanathapuram Nagapattinam Road Project
	(ii) Description of arrangements	Four laning of Sattanathapuram to Nagapattinam (Design Ch Km 123+800 to Km 179+555) section of NH-45A (New NH -332) in the State of Tamil Nadu under NHDP Phase-IV on Hybrid Annuity Mode
	(iii) Significant terms of arrangements:	Period of Concession: 15 Years. Construction Period: 730 days from Appointed Date Remuneration: Annuity, Interest and O&M Investment grant from concession grantor: Yes Infrastructure return to grantor at end of concession: Yes Investment and renewal obligations: No Re-pricing dates: Half Yearly for O&M Basis upon which re-pricing or re-negotiation is determined: Inflation price index as defined in concession agreement
	(iv) Asset	Financial asset

Notes forming part of the consolidated financial statements

d)	(i) Name of the concession	Mukarba Chowk - Panipat Toll Road Project (Refer note 63 A)
	(ii) Description of arrangements	Eight Laning of Section of NH-1(New NH-44) from Mukarba Chowk at Km 15+500 to Panipat Km 86+000 on BOT (Toll) basis in the State of Haryana
	(iii) Significant terms of arrangements:	Period of Concession: 17 Years. Construction Period: 15 months from the Substitution Agreement dated June 8, 2020. Remuneration: User Fee Collection Investment grant from concession grantor: Yes Infrastructure return to grantor at end of concession: Yes Investment and renewal obligations: No Re-pricing dates: Once in a year Basis upon which re-pricing or re-negotiation is determined: Applicable Fee Rules.
	(iv) Asset	Intangible
e)	(i) Name of the concession/ project	Implementation of various rural water supply projects in the State of Uttar Pradesh
	(ii) Description of arrangements	Survey, design, preparation of Detailed Project Reports ('DPR'), Construction, Commissioning and Operation and Maintenance ('O & M') for 10 years of various rural water supply projects in the State of Uttar Pradesh for Meerut, Ayodhya & Varanasi divisions.
	(iii) Significant terms of arrangements:	Period of Concession: 17 Years. Time for completion: Work to be completed as per below milestones 1) 50% of villages in 12 months 2) 100% villages in 18 months 3) Trail run of 3 months O & M: 10 years after successful commissioning Payment: Monthly Running Bills as per agreed System of record ('SOR') Price Variation/ Escalation:- Applicable only for High Density Polyethylene ('HDPE') Pipes as per stipulated formula
f)	(i) Name of the concession/ project	418 MLD Dharavi Waste Water Treatment Facility (WWTF)
	(ii) Description of arrangements	Work of Design, Build, Operation and Maintenance of Dharavi Wastewater Treatment Facility under Mumbai Sewage Disposal Project, Stage II (Priority Works)
	(iii) Significant terms of arrangements:	Period of Completion of Works - 60 Months from Commencement Date i.e July 5, 2022 O & M: 15 years Payment: Monthly Running Bills as per agreed rates Price Adjustment - a) Adjustments changes in cost shall apply during the Design-Build Period on the basis of the provisions of this Section 5.0. Contract Price Adjustments (maximum up to 30% Design Build Cost) for fluctuations in prices after the Base Date shall apply only from 13th (thirteenth) month. b) Price Adjustment is applicable to Operation and Maintenance of Existing screening and allied works after first 12 months

Notes forming part of the consolidated financial statements

g)	(i) Name of the concession/ project	Varanasi Aurangabad Tollway
	(ii) Description of arrangements	Six Laning of Varanasi - Aurangabad Section of NH-2 from Km 786.00 to Km 978.00 (Length 192.400 Km) in the State of Uttar Pradesh & Bihar.
	(iii) Significant terms of arrangements:	Time for Completion - 24 months from the Commencement Date Stage Payment -Interim Payments within 5 days of every calender month Price Adjustment for the Works - The Contract Price shall be adjusted for increase or decrease in the index cost of inputs for the Works.
h)	(i) Name of the concession	Delhi Meerut Express Way Package-1 (NHAI) (Refer note 75 A)
	(ii) Description of arrangements	Development of Delhi Meerut Expressways from Km 0.00 to Km 27.50 including 6/8 laning of NH-24 from Km 0.00 to Km 49.346 (Haspur bypass) in state of Delhi and Uttar Pradesh, Pakage - I from Km 0.00 to exising Km 8.36 in state of Delhi on Hybrid Annuity Model ('HAM')
	(iii) Significant terms of arrangements	Period of Concession: 15 Years Construction Period: 910 days from Appointed Date November 28, 2016 a) Remuneration: Annuity, Interest and O&M b) Investment grant from concession grantor: Yes c) Infrastructure return to grantor at end of concession: Yes
	(iv) Construction completion date	June 28, 2018
	(v) Asset	Financial asset
i)	(i) Name of the concession	Chikhali - Tarsod Highway (Refer note 75 A)
	(ii) Description of arrangements	Four laning of Chikhali - Tarsod (Package- IIA) section of NH-6 from km. 360.000 to km. 422.700 in the State of Maharashtra to be executed on Hybrid Annuity pattern under NHDP Phase IV
	(iii) Significant terms of arrangements	Period of Concession: 15 Years Construction Period: 910 days from Appointed Date Remuneration: Annuity, Interest and O&M Investment grant from concession grantor: Yes Infrastructure return to grantor at end of concession: Yes Investment and renewal obligations: No Re-pricing dates: Half Yearly for O&M Basis upon which re-pricing or re-negotiation is determined: Inflation price index as defined in concession agreement
	(iv) Construction completion date	October 30, 2022
	(v) Asset	Financial asset
j)	(i) Name of the concession	Gagalheri-Saharanpur-Yamunanagar Highway (Refer note 75 A)
	(ii) Description of arrangements	Four Laning of Gagalheri-Saharanpur-Yamunanagar (UP/Haryana Border) section of NH-73 from km33.000 (design chainage km 35.400) to km 71.640 (design chainage km 86.855) in the State of Uttar Pradesh under NHDP-IV on HAM basis
	(iii) Significant terms of arrangements	Period of Concession: 15 Years Construction Period: 730 days from Appointed Date Remuneration: Annuity, Interest and O&M

Notes forming part of the consolidated financial statements

		Investment grant from concession grantor: Yes
		Infrastructure return to grantor at end of concession: Yes
		Investment and renewal obligations: No
		Re-pricing dates: Half Yearly for O&M
		Basis upon which re-pricing or re-negotiation is determined: Inflation price index as defined in concession agreement
	(iv) Construction completion date	February 10, 2022
	(v) Asset	Financial asset
k)	(i) Name of the concession	"Chutmalpur-Ganeshpur and Roorkee-Gagalherisection Highway (Refer note 75 A)"
	(ii) Description of arrangements	4-Laning of Chutmalpur-Ganeshpur section of NH-72A from km 0.000 (km 22.825 of NH-73) to km 16.000 (Design Chainagekm 17.900) & Roorkee-Chutmalpur- Gagalherisection of NH-73 from km 0.000 (km 167.800 of NH- 58) to km 33.000 (Design Chainage 35.400) in the State of Uttarakhand and Uttar Pradesh under NHDP-IV on HAM basis
	(iii) Significant terms of arrangements:	Period of Concession: 15 Years. Construction Period: 730 days from Appointed Date Remuneration: Annuity, Interest and O&M Investment grant from concession grantor: Yes Infrastructure return to grantor at end of concession: Yes Investment and renewal obligations: No Re-pricing dates: Half Yearly for O&M Basis upon which re-pricing or re-negotiation is determined: Inflation price index as defined in concession agreement
	(iv) Construction completion date	October 7, 2022
	(v) Asset	Financial asset
l)	(i) Name of the concession	Akola Amravati Road Project (Refer note 75 A)
	(ii) Description of arrangements	Upgradation of Roads in Maharashtra State or Two Laning Road/ Two Laning Road with paved shoulder under MRIP Package No. AM 2 on Hybrid Annuity Mode (HAM) under Public Works Department, Special Project Division, Amravati on design, build, operate and transfer ("DBOT Annuity or Hybrid Annuity") basis
	(iii) Significant terms of arrangements:	Period of Concession: 10 Years. Construction Period: 730 days from Appointed Date Remuneration: Annuity, Interest and O&M Investment grant from concession grantor: Yes Infrastructure return to grantor at end of concession: Yes Investment and renewal obligations: No Re-pricing dates: Half Yearly for O&M Basis upon which re-pricing or re-negotiation is determined: Inflation price index as defined in concession agreement
	(iv) Construction completion date	July 29, 2022
	(v) Asset	Financial asset

Notes forming part of the consolidated financial statements

59 Interest in an associates and joint venture companies

(A) List of investments in associates and joint venture companies accounted for using "Equity method" are as under:

Name of the Associates/ Joint venture companies	Extent of holding		Principal place of business
	As at March 31, 2023	As at March 31, 2022	
Associates			
Adani Welspun Exploration Limited ('AWEL') (Refer note 60)	35.00%	35.00%	India
Welspun Infrafacility Private Limited \$	51.00%	NA	India
Joint venture companies			
RGY Roads Private Limited ^	-	49.00%	India
MBL (GSY) Road Limited ^	-	73.94%	India
MBL (CGRG) Road Limited ^	-	73.94%	India
Corbello Trading Private Limited ^^	-	49.00%	India
Chikhali - Tarsod Highways Private Limited ^^	-	73.99%	India

\$ ceased to be subsidiary and became associate w.e.f. December 22, 2022 (Refer note 63 A)

^ became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity

^^ became subsidiary w.e.f. September 5, 2022 and ceased to be joint venture entity

B) Interest in associates

a) Adani Welspun Exploration Limited ('AWEL')

The group has a 35% interest in Adani Welspun Exploration Limited ('AWEL') which is in the business of exploration and production of oil and natural gas in India. The group's interest in AWEL is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the associate and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

i) Summarised balance sheet is as under

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Property, plant and equipments	0.56	0.12
Capital work-in-progress	1,296.77	1,267.71
Other intangible assets	0.00	0.01
Financial assets		
Investments	0.01	0.01
Other financial assets	27.41	14.51
Non-current tax assets (net)	0.62	0.43
Other non-current assets	0.17	0.05
Total non-current assets	1,325.53	1,282.84
Financial assets		
Cash and cash equivalents	0.10	1.74
Other bank balances	3.57	-
Other financial assets	0.28	-
Other current assets	0.58	0.62
Total current assets	4.52	2.36
Total assets (A)	1,330.05	1,285.20

Notes forming part of the consolidated financial statements

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Non-current liabilities		
Provisions	1.07	0.42
Total non-current liabilities	1.07	0.42
Financial liabilities		
Trade payables	0.03	0.55
Other financial liabilities	3.50	8.05
Other current liabilities	1.32	2.02
Short term provisions	0.40	0.26
Total current liabilities	5.25	10.88
Total liabilities (B)	6.32	11.30
Net assets (A-B)	1,323.72	1,273.90
Proportion of the Group's ownership	35%	35%
Proportionate net asset value	463.30	445.87

ii) Reconciliation to carrying amounts

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Opening net assets	1,273.90	1,133.80
Instrument entirely equity in nature issued during the year	52.30	148.17
Total comprehensive income for the year	(0.02)	(8.06)
Closing net assets	1,326.19	1,273.90
Proportion of the Group's ownership	0.35	0.35
Proportionate net asset value	464.17	445.87
Fair value adjustments	(205.75)	(200.80)
Carrying amount of the investment	258.41	245.07

iii) Summarised statement of profit and loss

(₹ in crores)

	As at March 31, 2023	As at March 31, 2022
Revenue	-	-
Other income	0.96	0.56
Total income	0.96	0.56
Employee benefits expense	1.20	4.94
Finance costs	0.71	1.54
Depreciation and amortisation expense	0.02	0.07
Other expenses	1.29	2.10
Total expenses	3.22	8.65
Loss before tax	(2.25)	(8.09)
Tax expense	-	-
Loss for the year	(2.25)	(8.09)
Other comprehensive income	(0.24)	0.03
Total comprehensive income for the year	(2.50)	(8.06)
Proportion of the Group's ownership	35%	35%
Group's share of loss for the year (before adjustment)	(0.79)	(2.83)
Consolidation adjustment	-	-
Group's share of loss for the year (after adjustment)	(0.79)	(2.83)
Group's share of other comprehensive income for the year	(0.08)	0.01

Notes forming part of the consolidated financial statements

iv) There is contingent liabilities in respect of the associate amounting to ₹ 0.00 crores (March 31, 2022 ₹ 0.00 crores)

v) In respect of MB-OSN-2005/2 Block (Mumbai Block): Mumbai Block is a NELP VII Block wherein all obligations towards Minimum Work Program commitments for both phases of the block have been completed. Appraisal Work Program & Budget has been reviewed by DGH in FY 22-23. Activities are being undertaken for Early Monetization of the AWEL A-1 Discovery Area, through Early Development Plan studies, which are underway and are in the final stages of submission to DGH. Surface facilities, to be utilized to evacuate hydrocarbons from the discovery area, shall be shared with adjoining acreages.

MB/OSDSF/B9/2016 Contract Area: In B9 field of MB/OSDSF/B9/2016 Contract Area (Discovered & Small Field 2016), following the drilling of the 1st appraisal-cum development well B9AWEL-2 in FY 21-22, additional Geological and Geophysical studies were carried out. Based on these results the Field Development Plan (FDP) has been revised and the Revised FDP (RFDP) document, with an accelerated timeline for first gas by FY 25-26 has been submitted to DGH for approval. The RFDP leverages the planned Early Monetization of AWEL A-1 Discovery Area of MB Block (detailed above) through shared use of installed surface facilities & pipeline for these two adjacent acreages. The Development Period for B9 has been extended by the Management Committee by 714 days till January 31, 2025 in this FY on account of the additional time spent obtaining clarity on requirement of Environmental Clearance for B9 field.

GK-OSN-2009/1 Block: Wells GKS091NDA-1and GKS091NFA-1 were drilled resulting in discovery of commercial quantity of gas in the Block GK-OSN-2009/1. The operator ONGC had previously submitted a Declaration of Commerciality (DoC) proposal to the MoPNG/DGH. MoPNG/DGH reviewed the DoC proposal and asked the Operator to submit Field Development plan (FDP) within the timelines of Production Sharing Contract of the Block. On account of Covid-19 pandemic and its continuing impact on petroleum operations the Government had approved the extension of timelines for submission of FDP up to February 1, 2022. The FDP of block GK-OSN-2009/1 was conceptualised for development along with the discoveries made in adjoining blocks, one of which has been awarded to different operator under DSF-III round. Operator ONGC has sent a note to Empowered committee of Secretaries for Extension of the date for submission of FDP, with necessary alterations in the development concept, delivery point & onshore terminal.

GK-OSN-2009/2 Block: The operating committee of the block GK-OSN-2009/2 has decided to relinquish the Block. However, formal relinquishment process of the block is under process. Operator (ONGC) has submitted proposal of relinquishment to DGH along with relevant data and reports. Awaiting review by Management Committee.

b) Welspun Infracapital Private Limited ('WIFPL') (Refer Note 75 A)

Welspun Infracapital Private Limited ('WIFPL') which is engaged into Eight laning of Mukarba Chowk Panipat section of National Highway - 1 (New NH-44) from km. 15.500 to km. 86.000 in the State of Haryana through Public Private Partnership (PPP) on Design, Build, Finance, Operate and Transfer basis (DBFOT). During the year the group has divested 49% equity stake in WIFPL & retains 51% interest. The group's interest in WIFPL is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the associate and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Notes forming part of the consolidated financial statements

i) Summarised balance sheet is as under

	(₹ in crores)
	As at March 31, 2023
Non-current assets	
Property, plant and equipments	0.16
Intangible assets	2,026.30
Other financial assets	64.57
Non-current tax assets (net)	2.97
Total non-current assets	2,094.00
Current assets	
Financial assets	
Investments	28.89
Trade receivables	52.79
Cash and cash equivalents	24.80
Other financial assets	0.48
Other current assets	28.60
Total current assets	135.55
Total assets (A)	2,229.55
Non-current liabilities	
Financial liability - borrowings	1,808.29
Provisions	0.07
Deferred tax liabilities (net)	0.08
Total non-current liabilities	1,808.43
Current liabilities	
Contract liabilities	8.95
Financial liabilities	
Short term borrowings	75.56
Trade payables	136.89
Other financial liabilities	0.28
Provisions	0.00
Other current liabilities	3.78
Total current liabilities	225.46
Total liabilities (B)	2,033.89
Net assets (A-B)	195.66
Proportion of the Group's ownership	51%
Proportionate net asset value	99.79

Notes forming part of the consolidated financial statements

ii) Reconciliation to carrying amounts

	(₹ in crores)
	As at March 31, 2023
Net assets on the date of becoming associate	223.34
Total comprehensive income from date of becoming associate till March 31, 2023	(27.68)
Closing net assets	195.66
Proportion of the Group's ownership	51%
Proportionate net asset value	99.79
Gain on fair value of retained interest	155.33
Carrying amount of the investment	255.12

iii) Summarised statement of profit and loss

	(₹ in crores)
	Year ended March 31, 2023
Income	
Revenue from operations	191.24
Other income	2.64
Total income	193.89
Expenses	
Subcontracting expenses	122.70
Finance costs	43.05
Employee benefits costs	1.39
Depreciation	34.42
Other expenses	19.54
Total expenses	221.10
Profit before tax	(27.22)
Tax expenses	0.47
Profit/(loss) for the year	(27.68)
Proportion of the Group's ownership	51%
Group's share of loss for the year (before adjustment)	(14.12)
Consolidation adjustment	-
Group's share of loss for the year (after adjustment)	(14.12)
Group's share of other comprehensive income for the year	-

Notes forming part of the consolidated financial statements

C) Investment in joint venture companies

i) Summarised balance sheet as on date of cessation as joint venture entities are as under (Refer note 57):

	(₹ in crores)					
	Corbello Trading Private Limited (‘CTPL’)	Chikhali - Tarsod Highways Private Limited (‘CTHPL’)	RGY Roads Private Limited (‘RGY’)	MBL (GSY) Road Limited (‘GSY’)	MBL (CGRG) Road Limited (‘CGRG’)	Total
Non-current assets	30.93	541.45	63.76	676.52	578.92	1,891.58
Current assets	0.46	178.32	0.01	183.98	113.15	475.92
Non-current liabilities	-	496.79	-	598.15	414.84	1,509.78
Current liabilities	0.00	154.81	0.06	195.28	210.45	560.61
Compulsorily convertible debentures	31.44	61.89	63.73	77.04	61.03	295.12
Net Assets	(0.05)	6.29	(0.02)	(9.97)	5.75	2.00
Proportion of the Group ownership	49.00%	73.99%	49.00%	73.94%	73.94%	
Carrying amount of the equity investment	(0.03)	4.66	(0.01)	(7.37)	4.25	1.50
Compulsorily convertible debentures	-	-	-	-	-	-
Optionally convertible debentures	-	-	-	-	-	-
Fair value adjustment on acquisition	7.85	-	23.00	-	-	30.85
Cumulative adjustment for fair value of interest free loan	-	-	-	6.45	3.18	9.62
Gain on bargain purchase	-	4.00	-	6.51	5.17	15.68
Carrying amount of the previously held equity investment	7.82	8.65	22.99	5.58	12.60	57.65

Summarised balance sheet as at March 31, 2022

	(₹ in crores)					
	Corbello Trading Private Limited (‘CTPL’)	Chikhali - Tarsod Highways Private Limited (‘CTHPL’)	RGY Roads Private Limited (‘RGY’)	MBL (GSY) Road Limited (‘GSY’)	MBL (CGRG) Road Limited (‘CGRG’)	Total
Non-current assets	31.44	601.67	63.76	699.23	589.01	1,985.11
Current assets	0.02	119.88	0.01	193.59	116.35	429.85
Non-current liabilities	-	511.39	-	619.84	428.10	1,559.32
Current liabilities	0.07	146.64	0.06	207.46	215.51	569.74
Compulsorily convertible debentures	31.44	61.89	63.73	77.04	61.03	295.12
Net Assets	(0.04)	1.64	(0.02)	(11.52)	0.73	(9.22)
Proportion of the Group ownership	49.00%	73.99%	49.00%	73.94%	73.94%	
Carrying amount of the equity investment	(0.02)	1.21	(0.01)	(8.52)	0.54	(6.80)

Notes forming part of the consolidated financial statements

(₹ in crores)

	Corbello Trading Private Limited (‘CTPL’)	Chikhali - Tarsod Highways Private Limited (‘CTHPL’)	RGY Roads Private Limited (‘RGY’)	MBL (GSY) Road Limited (‘GSY’)	MBL (CGRG) Road Limited (‘CGRG’)	Total
Compulsorily convertible debentures	31.44	30.95	63.73	41.54	32.79	200.46
Optionally convertible debentures	-	57.27	-	83.14	65.63	206.04
Fair value adjustment on acquisition	7.85	-	23.00	-	-	30.85
Cumulative adjustment for fair value of interest free loan	-	-	-	6.45	3.18	9.62
Gain on bargain purchase	-	4.00	-	6.51	5.17	15.68
Carrying amount of the investment	39.27	91.12	86.73	128.74	104.47	455.84

ii) Summarised statement of profit and loss till date of cessation as joint venture entities are as under:

(₹ in crores)

	Corbello Trading Private Limited (‘CTPL’)	Chikhali - Tarsod Highways Private Limited (‘CTHPL’)	RGY Roads Private Limited (‘RGY’)	MBL (GSY) Road Limited (‘GSY’)	MBL (CGRG) Road Limited (‘CGRG’)	Total
Revenue from operations	-	29.27	-	7.05	25.80	62.13
Other income	-	28.72	-	26.99	24.72	80.44
Total Income	-	58.00	-	34.04	50.53	142.57
Sub-contracting costs	-	26.61	-	1.52	25.66	53.79
Finance costs	-	19.31	-	24.66	17.77	61.73
Depreciation and amortisation expense	-	-	-	-	-	-
Other expenses	0.01	2.83	0.00	5.62	0.30	8.77
Total Expenses	0.01	48.76	0.00	31.80	43.72	124.29
Profit/ (loss) before tax	(0.01)	9.24	(0.00)	2.24	6.80	18.27
Tax expenses	-	4.57	-	0.71	1.77	7.05
Profit / (loss) for the period	(0.01)	4.67	(0.00)	1.53	5.03	11.22
Add: Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	(0.01)	4.67	(0.00)	1.53	5.03	11.22
Proportion of the Group's ownership	49.00%	73.99%	49.00%	73.94%	73.94%	
Group share of profit/ (loss) for the year	(0.01)	3.45	(0.00)	1.13	3.72	8.30
Group share of other comprehensive income for the year	-	-	-	-	-	-

Notes forming part of the consolidated financial statements

Summarised statement of profit and loss for the year ended March 31, 2022 are as under

(₹ in crores)

	Corbello Trading Private Limited (‘CTPL’)	Chikhali - Tarsod Highways Private Limited (‘CTHPL’)	RGY Roads Private Limited (‘RGY’)	MBL (GSY) Road Limited (‘GSY’)	MBL (CGRG) Road Limited (‘CGRG’)	Total
Revenue from operations	-	198.85	-	39.73	62.11	300.69
Other income	-	48.80	-	52.77	42.62	144.19
Total Income	-	247.65	-	92.50	104.73	444.88
Sub-contracting costs	-	185.11	-	21.57	41.39	248.07
Finance costs	-	47.67	-	53.27	37.50	138.45
Other expenses	0.01	13.74	0.03	19.40	21.94	55.12
Total Expenses	0.01	246.52	0.03	94.24	100.83	441.64
Profit / (loss) before tax	(0.01)	1.13	(0.03)	(1.74)	3.90	3.24
Tax expenses	-	(1.98)	-	(0.46)	0.96	(1.48)
Profit / (loss) for the year	(0.01)	3.11	(0.03)	(1.28)	2.94	4.72
Add: Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	(0.01)	3.11	(0.03)	(1.28)	2.94	4.72
Proportion of the Group's ownership	49.00%	73.99%	49.00%	73.94%	73.94%	
Group share of profit/ (loss) for the year	(0.01)	2.30	(0.01)	(0.95)	2.17	3.50
Group share of other comprehensive income for the year	-	-	-	-	-	-

60 During the year, the Board of Directors and the shareholders of Welspun Natural Resources Private Limited (‘WNRPL’) approved the scheme of voluntary liquidation of WNRPL vide resolution dated January 18, 2023 in their respective meetings. Further, pursuant to such resolutions, Insolvency Professional was appointed as the liquidator of WNRPL. Subsequently, the liquidator has distributed all the assets (including equity shares and debentures held in Adani Welspun Exploration Limited (‘AWEL’) of WNRPL to its shareholder i.e. Welspun Enterprises Limited (‘WEL’) on February 27, 2023 and consequent to such distribution, WEL has become an equity shareholder and debenture holder of AWEL.

Pursuant to liquidation, 4,654,997 Equity Shares and 45,384,543 Compulsorily Convertible Debentures (CCD's) held by WNRPL in AWEL are now held by WEL. Subsequently, AWEL has allotted 450,591 CCD's to WEL and now WEL holds 35% directly in AWEL.

Notes forming part of the consolidated financial statements

61 A) Segment Information

The Group for evaluating its performance and for allocating resources based on analysis of various performance indicators, has identified two operative segments on the basis of nature of business activities and other quantitative criteria specified in the Ind AS 108 operating segments:

i) Operating segments

- Infrastructure
- Oil and gas

ii) Segment revenue and results

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

iii) Segment assets and liabilities

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, intangible assets (BOT), service concession receivables, trade receivables and other operating assets. Segment liabilities primarily include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to any of the business segment are shown as unallocable assets/ liabilities.

(₹ in crores)

	March 31, 2023	March 31, 2022 (Restated)
Segment revenue		
- Infrastructure	2,758.19	1,342.33
Total	2,758.19	1,342.33
Less: Inter segment revenue	-	-
Total sales/ income from operations	2,758.19	1,342.33
Segment result		
- Infrastructure	385.26	193.77
- Oil and gas	-	-
Unallocable corporate	(151.13)	(58.09)
Total	234.13	135.68
Add: other income	143.86	55.46
Profit before finance costs, tax and exceptional items	377.99	191.14
Add / (Less):		
Finance costs	(118.76)	(82.90)
Share of loss from associates and joint venture companies	(0.79)	(2.83)
Exceptional items (Refer note 55)	482.99	-
Profit before tax	741.43	105.42
Less: Tax expense		
Current tax	47.66	24.24
Earlier year tax	(0.02)	-
Deferred tax	9.37	1.38
Total tax expense	57.01	25.62
Profit after tax from continuing operations	684.42	79.80
Profit after tax from discontinuing operations	41.64	46.30
Profit after tax from continuing and discontinuing operations	726.06	126.10

Notes forming part of the consolidated financial statements

(₹ in crores)

	March 31, 2023	March 31, 2022 (Restated)
Segment assets		
- Infrastructure	1,956.19	4,225.85
- Oil and gas	-	57.26
Unallocable corporate	2,872.53	1,611.49
Assets classified as held-for-sale (Refer note 23)	277.45	-
Total (A)	5,106.17	5,894.60
Segment liabilities		
- Infrastructure	1,983.71	1,469.81
Unallocable corporate	760.47	2,631.03
Total (B)	2,744.18	4,100.84
Total equity (A - B)	2,361.99	1,793.76

- Segment assets excludes current and non-current investments, deferred tax assets, advance payment of income tax etc.
- Segment liabilities excludes borrowings and current maturities of long term borrowings, deferred tax liability, accrued interest, non-controlling interests etc.

(₹ in crores)

Other segment information	March 31, 2023	March 31, 2022 (Restated)
a) Non-current assets *		
Infrastructure	67.21	1,923.91
Oil and gas	-	-
Unallocable corporate	68.22	52.06
Total	135.43	1,975.97
b) Capital expenditure		
Infrastructure	5.09	6.86
Oil and gas	-	-
Unallocable corporate	-	-
Total	5.09	6.86
c) Depreciation and amortisation expense		
Infrastructure	9.13	11.91
Oil and gas	-	-
Unallocable Corporate	3.97	4.02
Total	13.10	15.93

* Non-current assets excludes financial assets, deferred tax assets and investments in associates and joint venture companies.

B) Information about major customers

Total revenue from customers accounting for more than 10% of revenue, amounting to ₹ 2,412.51 crores (March 31, 2022 ₹ 1,096.71 crores) disclosed under Infrastructure segment.

Notes forming part of the consolidated financial statements

62 Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 ('The Act') are given as follows:-

	(₹ in crores)	
	March 31, 2023	March 31, 2022
a) Principal amount payable to the suppliers under the Act		
- For capital goods	-	-
- For others	-	-
b) Principal amount due to the suppliers under the Act	-	-
c) Interest accrued and due to the suppliers under the Act, on the above amount	-	-
d) Payment made to suppliers other than interest beyond the appointed day, during the year	-	-
e) Interest paid to suppliers under the Act	-	-
f) Interest due and payable to suppliers under the Act, for payment already made	-	-
g) Interest accrued and remaining unpaid at the end of the year under the Act	-	-
h) The amount of further interest remaining due and payable even in the succeeding years for the purpose of disallowances under Section 23 of the Act	-	-

Note: The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available to the Company

63 A) Disclosure pertaining to Ind AS 115 "Revenue from Contracts with Customers"

The Group believes that the information provided under Note 37 Revenue from Operations, is sufficient to meet the disclosure objectives with respect to disaggregation of revenue under Ind AS 115, Revenue from Contracts with Customers.

B) Contract Balances

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Trade receivables	325.82	137.68
Contract assets	645.34	261.47
Contract liabilities	1,111.99	897.84

C) Reconciliation of contract assets and liabilities:

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Contract Assets		
Due from contract customers (contract assets)		
At the beginning of the year	261.47	105.41
Cost incurred plus attributable profits on contracts-in -progress	1,706.21	382.30
Progress billings made towards contracts -in - progress	1,322.34	226.24
At the end of the reporting period	645.34	261.47

Notes forming part of the consolidated financial statements

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Contract liabilities		
Advance from contract customers (contract liabilities)		
At the beginning of the year	897.84	315.93
Revenue recognised during the year	926.63	897.84
Progress billings made towards contracts-in -progress	712.49	315.93
At the end of the reporting period	1,111.99	897.84

- The contract assets primarily relate to The Group's rights to consideration for performance obligation satisfied but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. Invoices are raised on the customers based on the agreed contractual terms and are collected as per agreed payment terms.
- The contract liability primarily relates to the advances from customer towards on-going EPC projects. Revenue is recognised from the contract liability as and when such performance obligations are satisfied.

64 Leases

The Group has building premises being used for its operation having lease term between 0.5 years and 10 years.

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
A The details of the right-of-use asset held by the Group is as follows:		
Opening balance	11.05	4.31
Add: Additions during the year	1.96	11.46
Less: Deletion during the year	-	(0.70)
Less: Depreciation expenses	(3.97)	(4.02)
Net carrying amount	9.04	11.05
B The details of the lease liabilities of the Group is as follows:		
Opening balance	11.31	4.48
Add: Additions during the year	1.96	11.04
Less: Deletion during the year	-	(0.84)
Add: Accretion of interest	1.12	0.82
Less: Payments (including waiver of rent)	(4.46)	(4.19)
Net carrying amount	9.93	11.31
Lease liabilities (Non Current)	5.83	5.77
Lease liabilities (Current)	4.11	5.54
	9.94	11.31
The maturity analysis of lease liabilities are disclosed in Note 46		
C The following are the amounts recognised in the statement of profit or loss:		
Depreciation expense of right-of-use assets	3.97	4.02
Interest expense on lease liabilities	1.12	0.82
Total amount recognised in statement of profit or loss	5.09	4.84

The Group had total cash outflows for leases of ₹ 4.46 crores (March 31, 2022: ₹ 4.19 crores). The Group also had non-cash additions to right-of-use assets and lease liabilities of ₹ 1.96 crores (March 31, 2022: ₹ 11.46 crores).

Notes forming part of the consolidated financial statements

65 Proposed Dividend on equity shares

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Dividend proposed for March 31, 2023 ₹ 1.00 per share (March 31, 2022 ₹ 1.50 per share)	14.99	22.47

Proposed dividends on equity shares are subject to approval of shareholders at the annual general meeting and are not recognised as a liability as at reporting date.

During the year the Company has paid ₹ 7.50 per share as special dividend amounting to ₹ 112.49 crores

66 Under the Concession Agreement executed between Odisha State Road Transport Corporation ('OSRTC') and ARSS Bus Terminal Private Limited ('ABTPL'/'the Company') and ARSS Infrastructure Projects Ltd (ARSS) for the development of Baramunda Bus Terminal along with commercial facilities at various locations in Odisha including Bhubaneswar, on public, private, partnership mode on BOT basis. The Company had incurred expenses in relation to the Project and thereafter, commenced performing its obligations works under the Concession Agreement towards which it had incurred substantial costs. However OSRTC did not proceed with the Project, on account of the reasons solely attributable to OSRTC, therefore Company had claimed towards costs incurred and losses suffered by the Company.

OSRTC denied claims and refused to appoint Arbitrator. After which the Hon'ble Orissa High Court vide order dated November 15, 2019 appointed arbitrator and the ruling was in favour of ARSS against which OSRTC has filed a SLP before the Supreme Court which was dismissed. The Company then filled the claim in Arbitral Tribunal which awarded the reward in favour of the Company against which OSRTC has filed a request for stay order which was dismissed by the court and the Company has filed for execution of the award before Bhubaneswar District Court on April 5, 2022.

The Company also filed Petition for the execution of the award before Court on March 9, 2022 which is pending.

The Court passed an order for depositing 100% of award amount within one month as a condition precedent for stay of enforcement of award, however OSRTC challenged this order before the Hon'ble Orissa High Court and modified the same order thereby reducing deposit amount to 60% of award amount and same amount was deposited by OSRTC. An SLP was filed by Company on February 20, 2023 against such order before Hon'ble Supreme Court, which was dismissed. Aggrieved by dismissal order, Company has filed Review petition on April 12, 2023 before Hon'ble Supreme Court.

67 Ministry of Petroleum & Natural Gas (MoPNG) have served termination notice on the ground that the designated operator in respect of the Block M/s Naftogaz India Pvt Ltd -"NIPL" had allegedly committed misrepresentation by falsely representing itself as the subsidiary of Naftogaz, Ukraine which has 10 % stake in the Block. Adani Group Companies-"Adani"-(55%) and Welspun Natural Resources Private Limited-"WNRPL" (35%) together holding 90 % stake in the Block, have contested this notice. The Group had made representations to the Government expressing its willingness to carry out the activities and to consider the Block as valid and live. The Government has rejected the proposal and cited that the termination was valid. MoPNG vide Notification. No. Expl-15022(13)/6/2017-ONGD-V, dated December 16, 2019, has constituted Committee of External Eminent Persons/Experts (CEEE) and empowered CEEE to discharge all functions necessary for carrying out conciliation & mediation proceedings for resolution of dispute between parties as per the provisions of Arbitration and Conciliation Act, 1996. Accordingly the non-defaulting parties have proposed that the dispute related to block be referred to the Committee of Eminent External Experts (CEEE) and sought Directorate General of Hydrocarbons ('DGH')/ MoPNG consent for the same. Response from 'DGH/MoPNG is awaited.

The operating committee of the block GK-OSN-2009/2 has decided to relinquish the Block. However, formal relinquishment process of the block is under progress. Operator (ONGC) has submitted proposal of relinquishment to Directorate General of Hydrocarbons ('DGH') along with relevant data and reports. The Group has written off the project cost of ₹ 57.26 crores on conservative basis.

Notes forming part of the consolidated financial statements

68 a) Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

	(₹ in crores)			
	Long term borrowings (Including current maturities)	Short term borrowings - Bank (Exclude Current Maturities)	Equity share capital	Securities Premium
As at March 31, 2022	2,514.97	-	149.78	950.49
Cash inflow	125.00	253.24	-	-
Cash outflow	(327.70)	(25.00)	-	-
Non cash items - other changes (Refer note b below)	(1,730.30)	(56.60)	0.20	2.59
As at March 31, 2023	581.97	171.64	149.98	953.08

b) Non- cash investing and financing activities for the current year

- i) Other Non-cash changes in long-term borrowings are related to amortisation of processing fees, accrued interest and transfer to discontinued operations.
- ii) Other Non-cash changes in short-term borrowings are related to amortisation of processing fees.
- iii) Other Non-cash changes in equity share capital and securities premium are on account of equity shares allotted pursuant to exercise of stock option (Refer note 54)
- iv) Conversion of loan/ advance to Compulsorily Convertible Debentures is ₹ 13.35 crores

69 Corporate Social Responsibility ('CSR')

	(₹ in crores)	
	As at March 31, 2023	As at March 31, 2022
Details of related party - Contribution to Welspun Foundation for Health & Knowledge ('WFHK')	3.28	4.02
Amount required to be spent as per Section 135 of the Companies Act 2013	3.28	4.02
Amount spent by WFHK during the year on:		
Construction/ acquisition of an asset	-	-
On purposes other than above	4.56	4.02
Shortfall at the end of the year	-	-
Total of previous year shortfall	-	1.28

Nature of CSR activities:

Promoting education and healthcare, empowerment of women and socially backward, ensuring road safety, ensuring environmental sustainability, development of art and culture, disaster relief, livelihood enhancement project.

During the current year, the unspent amount of WFHK amounting to ₹ 1.28 crores, which was lying in separate account namely "Welspun Foundation for Health and Knowledge - Unspent CSR Amount FY 2021-22", was utilised for CSR activities.

Notes forming part of the consolidated financial statements

70 Statutory Information

A. No transactions to report against the following disclosure requirements as notified by MCA pursuant to Amended of Schedule III:

- a. Crypto Currency or Virtual Currency
- b. Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- c. Registration of charges or satisfaction with Registrar of Companies
- d. Relating to borrowed funds:
 - i. Wilful defaulter
 - ii. Borrowings obtained on the basis of security of current assets
 - iii. Discrepancy in utilisation of borrowings

B Utilisation of borrowed funds and securities premium

- a) During the financial year ended March 31, 2023, the Group has advanced ₹ 8.85 crores (March 31, 2022 ₹ 52.53 crores) at various dates to Welspun Natural Resources Private Limited ('WNRPL'), being intermediary (a wholly owned subsidiary), with the understanding that the intermediary shall lend or invest in Adani Welspun Exploration Limited ('AWEL') being ultimate beneficiary (an associate Group). The Group has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act and the transactions does not violate the provision of the Prevention of Money Laundering Act, 2002 (15 of 2003).

Except for the above, the Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- b) No fund (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ('funding parties') with the understanding, whether recorded in writing or otherwise, that the Group shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding parties ('Ultimate Beneficiaries') or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- 71 The Group has granted loans which are repayable on demand during the year to related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under.

As at March 31, 2023

(₹ in crores)				
Aggregate amount of loans:	Promoters	Directors	KMPs	Related Parties
(A) Repayable on demand (A)	-	-	-	-
(B) Agreement does not specify any terms or period of repayment (B)	-	-	-	-
Total C = (A+B)	-	-	-	-
Long term loans (D)	-	-	-	-
Total E = (C + D)	-	-	-	-
Percentage of loans to the total carrying value of loans	-	-	-	-

Notes forming part of the consolidated financial statements

As at March 31, 2022

(₹ in crores)				
Aggregate amount of loans:	Promoters	Directors	KMPs	Related Parties
(A) Repayable on demand (A)	-	-	-	64.26
(B) Agreement does not specify any terms or period of repayment (B)	-	-	-	-
Total C = (A+B)	-	-	-	64.26
Long term loans (D)	-	-	-	26.63
Total E = (C + D)	-	-	-	90.89
Percentage of loans to the total carrying value of loans	-	-	-	70.70%

72 Non-controlling Interests (NCI)

The following table summarises the information relating to each of the subsidiaries that has NCI.

(₹ in crores)						
	Welspun EDAC JV Private Limited	Grenoble Infrastructure Private Limited	Welspun Sattanathapuram Nagapattinam Road Private Limited	Welsteel Enterprises Private Limited	Welspun Aunta-Simaria Project Private Limited	Total
Summarised balance sheet as at March 31, 2023						
Non-current assets	6.23	0.00	273.52	34.75	491.91	806.42
Current assets	136.21	0.00	50.56	0.09	58.01	244.87
Non-current liabilities	(138.21)	-	(5.68)	-	(272.20)	(416.10)
Current liabilities	(4.22)	(0.02)	(277.27)	(34.80)	(184.94)	(501.25)
Instrument entirely equity in nature	-	-	(21.70)	-	(69.32)	(91.02)
Net Assets	0.01	(0.02)	19.44	0.04	23.46	42.93
Net assets attributable to NCI	0.00	(0.01)	2.98	0.02	2.98	5.98
Summarised statement of profit or loss for the year ended March 31, 2023						
Revenue	25.32	-	203.62	-	192.03	420.98
Other income	0.52	-	28.75	-	37.26	66.53
Subcontracting, civil and repair works	(17.22)	-	(170.23)	-	(172.24)	(359.69)
Finance costs	(3.74)	(0.00)	(11.64)	(0.00)	(23.55)	(38.93)
Other expenses	(4.89)	(0.01)	(33.39)	(0.02)	(19.78)	(58.09)
Profit /(loss) before tax for the year	(0.00)	(0.01)	17.11	(0.02)	13.72	30.80
Tax expenses	-	-	(4.43)	-	(3.43)	(7.85)
Profit /(loss) for the year	(0.00)	(0.01)	12.68	(0.02)	10.29	22.95
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	(0.00)	(0.01)	12.68	(0.02)	10.29	22.95
Profit/ (loss) allocated to NCI	(0.00)	(0.01)	1.95	(0.01)	1.36	3.30
OCI allocated to NCI	-	-	-	-	-	-
Total comprehensive income allocated to NCI	(0.00)	(0.01)	1.95	(0.01)	1.36	3.30

Notes forming part of the consolidated financial statements

(₹ in crores)

	Welspun EDAC JV Private Limited	Grenoble Infrastructure Private Limited	Welspun Sattanathapuram Nagapattinam Road Private Limited	Welsteel Enterprises Private Limited	Welspun Aunta-Simaria Project Private Limited	Total
Summarised cash flow information as at March 31, 2023						
Cash flow from operating activities	63.53	(0.01)	(36.99)	(0.02)	(70.24)	(43.73)
Cash flow from investing activities	-	-	0.06	-	(0.33)	(0.27)
Cash flow from financing activities	0.46	0.01	37.47	0.01	70.57	108.52
Net increase / (decrease) in cash and cash equivalents	63.99	(0.00)	0.54	(0.01)	(0.00)	64.52

The following table summarises the information relating to each of the subsidiaries that has NCI.

(₹ in crores)

	Grenoble Infrastructure Private Limited	Welspun Sattanathapuram Nagapattinam Road Private Limited	Welsteel Enterprises Private Limited	Welspun Aunta-Simaria Project Private Limited	Total
Summarised balance sheet as at March 31, 2022					
Non-current assets	0.00	241.66	34.75	374.21	650.63
Current assets	0.00	52.54	0.09	48.26	100.89
Non-current liabilities	-	(1.39)	-	(163.41)	(164.80)
Current liabilities	(0.01)	(264.37)	(34.78)	(176.57)	(475.73)
Instrument entirely equity in nature	-	(21.70)	-	(69.32)	(91.02)
Net Assets	(0.01)	6.76	0.06	13.17	19.98
Net assets attributable to NCI	(0.00)	1.04	0.03	1.61	2.68
Summarised statement of profit or loss for the year ended March 31, 2022					
Revenue	-	101.13	-	162.26	263.38
Other income	-	16.67	-	22.65	39.32
Subcontracting, civil and repair works	-	(96.58)	-	(150.14)	(246.72)
Finance costs	(0.00)	(12.58)	(0.00)	(13.60)	(26.17)
Other expenses	(0.01)	(4.54)	(0.01)	(12.15)	(16.71)
Profit / (loss) before tax for the year	(0.01)	4.09	(0.01)	9.02	13.09
Tax expenses	-	(0.76)	-	(2.29)	(3.05)
Profit / (loss) for the year	(0.01)	3.32	(0.01)	6.73	10.04
Other comprehensive income	-	-	-	-	-
Total comprehensive income	(0.01)	3.32	(0.01)	6.73	10.04
Profit/ (loss) allocated to NCI	(0.00)	0.51	(0.01)	0.89	1.40
OCI allocated to NCI	-	-	-	-	-
Total comprehensive income allocated to NCI	(0.00)	0.51	(0.01)	0.89	1.40

Notes forming part of the consolidated financial statements

(₹ in crores)

	Grenoble Infrastructure Private Limited	Welspun Sattanathapuram Nagapattinam Road Private Limited	Welsteel Enterprises Private Limited	Welspun Aunta-Simaria Project Private Limited	Total
Summarised cash flow information as at March 31, 2022					
Cash flow from operating activities	(0.00)	(18.89)	(0.01)	(70.55)	(89.45)
Cash flow from investing activities	-	0.04	-	0.06	0.10
Cash flow from financing activities	0.00	18.45	0.01	70.13	88.60
Net increase / (decrease) in cash and cash equivalents	(0.00)	(0.40)	0.00	(0.36)	(0.75)

73 Disclosure pursuant to IndAS 103 "Business Combinations"

- A** On September 5, 2022, the Group has acquired 51% stake of Corbello Trading Private Limited ('Corbello') from Vishvaraj Environment Private Limited thereby making Corbello Trading Private Limited and Chikhali-Tarsod Highways Private Limited ('CTHPL') wholly owned subsidiaries of Welspun Enterprises Limited. The asset acquisition was carried out for a purchase consideration of ₹ 8.86 crores.

The acquisition has been accounted for in accordance with IndAS 103 - "Business Combinations"

On September 28, 2022, the Group has acquired 51% stake of RGY Road Private Limited ('RGY') from MBL Project Limited and MBL Infrastructures Limited thereby making RGY Road Private Limited, MBL (CGRG) Road Limited ('CGRG') and MBL (GSY) Road Limited ('GSY') wholly owned subsidiaries of Welspun Enterprises Limited. The asset acquisition was carried out for a purchase consideration of ₹ 15.77 crores. The acquisition has been accounted for in accordance with IndAS 103 - "Business Combinations"

- B** Fair value of identifiable assets acquired and liabilities assumed as on date of acquisition is as below:

(₹ in crores)

	Corbello	CTHPL	RGY	CGRG	GSY	Total
Non-current assets						
a) Financial assets		567.44		1,374.41		1,941.86
b) Deferred tax assets (net)		2.51		3.38		5.89
c) Non current tax assets		0.64		4.17		4.80
d) Other non-current assets		39.00		59.04		98.04
Total non-current assets		609.59		1,441.00		2,050.59
Current assets						
a) Financial assets		141.50		227.73		369.23
b) Other current assets		37.27		69.42		106.69
Total current assets		178.77		297.15		475.92
Total Assets (A)		788.36		1,738.15		2,526.51
Non-current liabilities						
a) Financial liabilities		496.79		1,011.92		1,508.71
b) Deferred tax liabilities (net)		-		1.07		1.07
Total non-current liabilities		496.79		1,012.99		1,509.78

Notes forming part of the consolidated financial statements

(₹ in crores)

	Corbello CTHPL	RGY CGRG GSY	Total
Current liabilities			
a) Contract liabilities	-	1.50	1.50
b) Financial liabilities	154.84	404.24	559.07
c) Other current liabilities	0.05	0.07	0.12
Total current liabilities	154.89	405.80	560.69
Instruments entirely equity in nature	93.32	201.79	295.12
Total Liabilities (B)	745.00	1,620.58	2,365.58
Fair value of identifiable net assets acquired (A-B)	43.36	117.57	160.93

C Gain on recognising previously held equity at fair value

(₹ in crores)

	Corbello CTHPL	RGY CGRG GSY	Total
Fair value of previously held equity	32.12	86.94	119.06
Less: Carrying amount of previously held equity (Refer note 59 (c) (i))	16.47	41.15	57.62
Gain on recognising previously held equity at fair value	15.65	45.79	61.44

D Amount recognised directly in Other Equity (Capital Reserve)

(₹ in crores)

	Corbello CTHPL	RGY CGRG GSY	Total
Fair value of net assets acquired (Refer note 73B above)	43.36	117.57	160.93
Less: Fair value of previously held equity	32.12	86.94	119.06
Less: Consideration for acquisition of balance equity shares	8.86	15.77	24.63
Capital Reserve/ (Goodwill)	2.39	14.85	17.24

74 Disclosure pursuant to IndAS 105 "Non-current Assets Held for Sale and Discontinued Operations"

During the financial year 2022-23, the Group has divested 100% equity stake in each of Welspun Delhi Meerut Expressway Private Limited ('DME'), Welspun Road Infra Private Limited ('WRIPL'), MBL (CGRG) Roads Limited ('CGRG'), MBL (GSY) Roads Limited ('GSY'), Chikhali-Tarsod Highways Private Limited ('CTHPL') and 49% equity stake in Welspun Infracapacity Private Limited ('WIFPL'). Consequently, the operating profit upto the date of divestment had been recognised as discontinued operations and related comparatives were restated in accordance with the applicable IndAS.

A Statement of profit and loss from April 1, 2022 upto date of divestment

(₹ in crores)

	DME	WRIPL	WIFPL	CGRG	GSY	CTHPL	Total
Income							
Revenue from operations	2.87	63.64	396.25	25.80	7.05	29.27	524.88
Other Income	24.12	44.38	0.90	24.72	26.99	28.72	149.83
Total Income	26.99	108.02	397.15	50.53	34.04	58.00	674.72
Expenses							
Subcontracting expenses	-	49.09	253.45	25.66	1.52	26.61	356.33
Employee benefits expense	-	-	1.53	-	-	-	1.53
Finance costs	19.44	15.06	36.71	17.77	24.66	19.31	132.94
Amortisation expenses	-	-	61.56	-	-	-	61.56
Other expenses	4.54	15.02	25.03	0.30	5.62	2.83	53.34
Total Expenses	23.98	79.17	378.28	43.72	31.80	48.76	605.71

Notes forming part of the consolidated financial statements

(₹ in crores)

	DME	WRIPL	WIFPL	CGRG	GSY	CTHPL	Total
Profit before tax	3.01	28.85	18.87	6.80	2.24	9.24	69.01
Tax expenses							
Current tax	0.59	3.23	2.65	0.75	-	3.79	11.01
Deferred tax	1.85	3.79	(2.97)	1.01	0.71	0.78	5.17
Total tax expenses	2.44	7.01	(0.32)	1.77	0.71	4.57	16.18
Profit for the period	0.57	21.83	19.19	5.03	1.53	4.67	52.83
Profit before tax from discontinued operations till date of divestment (A)	8.86 *	28.85	18.87	5.03	1.66	6.84	70.10
Tax expenses of discontinued operations till date of divestment (B)	2.44	7.01	(0.32)	1.31	0.53	3.38	14.35
* including consol adjustment							
Profit before tax from discontinued operations from date of divestment till March 31, 2023 for retained interest (C)	-	-	(13.88)	-	-	-	(13.88)
Tax expenses of discontinued operations from date of divestment till March 31, 2023 for retained interest (D)	-	-	0.24	-	-	-	0.24
Profit before tax from discontinued operations (A + C)	8.86	28.85	4.98	5.03	1.66	6.84	56.22
Tax expenses of discontinued operations (B + D)	2.44	7.01	(0.08)	1.31	0.53	3.38	14.58

The net cash flow generated/ (incurred) from April 1, 2022 upto date of divestment are as follows:

(₹ in crores)

	DME	WRIPL	WIFPL	CGRG	GSY	CTHPL	Total
Cash flow generated from operating	1,393.78	(14,555.53)	(1,291.06)	553.64	4,386.89	3,549.82	(5,962.46)
Cash flow generated from investing	15.55	-	42,821.32	(1,919.46)	(2.54)	25.12	40,939.98
Cash flow generated from financing	(1,355.39)	(3,572.02)	(40,584.66)	1,389.91	(4,229.08)	(400.04)	(48,751.27)
	53.94	(18,127.54)	945.60	24.09	155.26	3,174.90	(13,773.74)

B Statement of profit and loss from April 1, 2021 to March 31, 2022 (Restated)

(₹ in crores)

	DME	WRIPL	WIFPL	CGRG	GSY	CTHPL	Total
Income							
Revenue from operations	7.22	231.93	414.60	62.11	39.73	198.85	954.44
Other Income	44.31	70.56	1.70	42.62	52.77	48.80	260.76
Total Income	51.53	302.49	416.30	104.73	92.50	247.65	1,215.21
Expenses							
Subcontracting expenses	-	220.07	379.72	41.39	21.57	185.11	847.86
Employee benefits expense	-	-	0.26	-	-	-	0.26
Finance costs	41.09	27.69	0.01	37.50	53.27	47.67	207.24
Other expenses	7.98	12.14	34.62	21.94	19.40	13.74	109.83
Total Expenses	49.07	259.90	414.62	100.84	94.24	246.52	1,165.19
Profit before tax	2.46	42.59	1.68	3.90	(1.74)	1.13	50.01
Tax expenses							
Current tax	0.38	-	0.54	-	-	-	0.92
Deferred tax	2.76	11.96	(0.00)	0.96	(0.46)	(1.98)	13.23
Total tax expenses	3.14	11.96	0.54	0.96	(0.46)	(1.98)	14.15
Profit for the year	(0.68)	30.63	1.14	2.94	(1.28)	3.11	35.86
Profit before tax from discontinued operations	14.14 *	42.59	1.68	2.88	(1.29)	0.83	60.84
Tax expenses of discontinued operations	3.14	11.96	0.54	0.71	(0.34)	(1.47)	14.54

* including consol adjustment

Notes forming part of the consolidated financial statements

75 Profit on divestment of stake to Actis and Gain on fair value of Retained Interest

A The Group has complied with all necessary Conditions Precedents (CP) of definitive agreement entered with Actis Highway Infra Limited ("Actis") on June 9, 2022 and has obtained all necessary approvals for divestment of Highway Portfolio. The Highway Portfolio comprises of 5 completed Hybrid Annuity Model ('HAM') assets (Welspun Delhi Meerut Expressway Private Limited ('DME'), Welspun Road Infra Private Limited ('WRIPL'), MBL (CGRG) Road Limited ('CGRG'), MBL (GSY) Road Limited ('GSY'), Chikhali Tarsod Highways Private Limited ('CTHPL') and one operating BOT-Toll asset (Welspun Infracapacity Private Limited ('WIFPL')).

During the year, the Group has divested 100% equity stake in each of Welspun Delhi Meerut Expressway Private Limited ('DME'), Welspun Road Infra Private Limited ('WRIPL'), MBL (CGRG) Roads Limited ('CGRG'), MBL (GSY) Roads Limited ('GSY'), Chikhali-Tarsod Highways Private Limited ('CTHPL') and 49% equity stake in Welspun Infracapacity Private Limited ('WIFPL').

(₹ in crores)

	DME	WRIPL	WIFPL	CGRG	GSY	CTHPL	Total
Net Assets on date of divestment	31.60	231.53	223.35	71.49	44.25	43.36	645.60
% of Divestment	100%	100%	49%	100%	100%	100%	
Purchase consideration	66.85	360.99	258.68	38.29	51.54	41.80	818.15
Deferred consideration	2.49	32.56	3.59	10.17	6.93	3.73	59.47
Net Assets for the % of divestment	31.60	231.53	109.44	71.49	44.25	43.36	531.67
Reversal of gain on bargain purchase							
- on initial acquisition	-	-	-	(5.17)	(6.51)	(4.00)	(15.68)
- on acquisition during the year	-	-	-	(18.80)	(11.87)	(10.80)	(41.47)
Selling expenses	4.18	4.22	4.21	4.17	4.17	4.17	25.12
Profit on sale to Actis (net of selling expenses)	33.56	157.80	148.62	(3.23)	28.43	12.80	377.98

(₹ in crores)

	DME	WRIPL	WIFPL	CGRG	GSY	CTHPL	Total
Remaining % of Divestment	-	-	51%	-	-	-	
Fair value for the balance equity	-	-	269.24	-	-	-	269.24
Net Assets for the balance equity	-	-	113.91	-	-	-	113.91
Gain on fair value of retained interest	-	-	155.33	-	-	-	155.33

76 Events after the reporting period

Subsequent to the balance sheet date, the Company has bought back 11,750,000 equity shares of ₹ 10 /- each from the shareholders of the company by way of a tender offer route at a price of ₹ 200 per equity share for an aggregate amount of ₹ 235 crores in accordance with the provisions of the Companies Act, 2013 and SEBI (Buy Back of Securities) Regulations, 1998, which has resulted into reduction of equity share capital.

The buyback Committee of the Company, at its meeting held on April 12, 2023, approved the completion and closure of the buyback.

Notes forming part of the consolidated financial statements

77 Additional information pursuant to Schedule III of the Companies Act 2013 for the preparation of Consolidated Financial Statements

(₹ in crores)

Name of the Entities	March 31, 2023							
	Net Asset / (Net Liability) i.e. total assets minus total liabilities		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	% of consolidated net assets	Amount	% of consolidated profit/ (loss)	Amount	% of consolidated other comprehensive income	Amount	% of total consolidated comprehensive income	Amount
Parent								
Welspun Enterprises Limited	92.01%	2,173.24	70.83%	514.27	98.01%	(3.06)	70.71%	511.21
Subsidiaries								
Dewas Waterprojects Works Private Limited	(2.95%)	(69.64)	(0.43%)	(3.11)	(0.72%)	0.02	(0.43%)	(3.09)
ARSS Bus Terminal Private Limited	(0.02%)	(0.41)	(0.00%)	(0.03)	-	-	(0.00%)	(0.03)
Welspun Project (Kim Mandvi Corridor) Private Limited	(1.21%)	(28.63)	(0.29%)	(2.12)	-	-	(0.29%)	(2.12)
Welspun Projects (Himmatnagar Bypass) Private Limited	0.08%	1.83	0.01%	0.08	-	-	0.01%	0.08
Welspun Build-tech Private Limited	(0.32%)	(7.66)	(1.05%)	(7.59)	-	-	(1.05%)	(7.59)
DME Infra Private Limited	(0.00%)	(0.04)	(0.00%)	(0.02)	-	-	(0.00%)	(0.02)
Welspun Delhi Meerut Expressway Private Limited	1.30%	30.78	0.89%	6.43	-	-	0.89%	6.43
Welspun Road Infra Private Limited	3.33%	78.74	3.01%	21.83	-	-	3.02%	21.83
Welspun Infraconstruct Private Limited	(0.01%)	(0.25)	(0.00%)	(0.01)	-	-	(0.00%)	(0.01)
Welsteel Enterprises Private Limited	(0.00%)	(0.03)	(0.00%)	(0.01)	-	-	(0.00%)	(0.01)
Welspun Aunta-Simaria Project Private Limited	0.74%	17.39	1.23%	8.92	-	-	1.23%	8.92
Grenoble Infrastructure Private Limited	(0.00%)	(0.01)	(0.00%)	(0.01)	-	-	(0.00%)	(0.01)
Welspun Sattanathapuram Nagapattinam Road Private Limited	0.69%	16.42	1.48%	10.74	-	-	1.49%	10.74
Welspun-Kaveri Infracapacity JV Private Limited	(0.00%)	(0.01)	(0.00%)	(0.00)	-	-	(0.00%)	(0.00)
Welspun New Energy Limited	(0.00%)	(0.01)	(0.00%)	(0.01)	-	-	(0.00%)	(0.01)
Welspun-Kaveri Infracapacity JV	0.00%	-	0.00%	-	-	-	0.00%	-
Welspun EDAC Private Limited	0.00%	-	(0.00%)	(0.00)	-	-	(0.00%)	(0.00)
Welspun Infracapacity Private Limited \$	1.04%	24.46	2.64%	19.19	-	-	2.65%	19.19
Corbello Trading Private Limited *	(0.00%)	(0.02)	(0.00%)	(0.02)	-	-	(0.00%)	(0.02)

Notes forming part of the consolidated financial statements

(₹ in crores)

Name of the Entities	March 31, 2023							
	Net Asset / (Net Liability) i.e. total assets minus total liabilities		Share in Profit / (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	% of consolidated net assets	Amount	% of consolidated profit/ (loss)	Amount	% of consolidated other comprehensive income	Amount	% of total consolidated comprehensive income	Amount
Chikhali - Tarsod Highways Private Limited *	0.32%	7.63	0.50%	3.45	0.00%	-	0.48%	3.45
RGY Roads Private Limited ^	(0.00%)	(0.04)	(0.01%)	(0.04)	0.00%	-	(0.01%)	(0.04)
MBL (GSY) Road Limited ^	0.22%	5.31	0.17%	1.13	0.00%	-	0.16%	1.13
MBL (CGRG) Road Limited ^	0.33%	7.89	0.54%	3.72	0.00%	-	0.51%	3.72
Associates								
Adani Welspun Exploration Limited	(1.19%)	(28.16)	(0.11%)	(0.79)	2.71%	(0.08)	(0.12%)	(0.87)
Welspun Infracapacity Private Limited \$	(0.60%)	(14.12)	(1.94%)	(14.12)	0.00%	-	(1.95%)	(14.12)
Non-controlling interest	0.25%	5.97	0.45%	3.30	0.00%	-	0.46%	3.30
Adjustments arising out of Consolidation	5.98%	141.36	22.15%	160.85	0.00%	-	22.25%	160.85
	100.00%	2,361.98	100.07%	726.05	100.00%	(3.12)	100.00%	722.92

\$ ceased to be subsidiary and became associate w.e.f. December 22, 2022 (Refer note 57)

* became subsidiary w.e.f. September 5, 2022 and ceased to be joint venture entity (Refer note 57)

^ became subsidiary w.e.f. September 28, 2022 and ceased to be joint venture entity (Refer note 57)

ceased to be subsidiary w.e.f. December 22, 2022 (Refer note 57)

78 Figures for the previous year are re-classified/ re-arranged/ re-grouped, wherever necessary to be in conformity with the figures of the current year's classification/ disclosure.

As per our report of even date

For MGB & Co LLP

Chartered Accountants

Firm Registration Number 101169W/W-100035

Hitendra Bhandari

Partner

Membership Number 107832

Place: Mumbai

Date: May 19, 2023

For and on behalf of the Board

Balkrishan Goenka

Chairman

DIN 00270175

Lalit Jain

Chief Financial Officer

Place: Mumbai

Date: May 19, 2023

Sandeep Garg

Managing Director

DIN 00036419

Nidhi Tanna

Company Secretary

Welspun^W ENTERPRISES

Welspun Enterprises Limited

(CIN: L45201GJ1994PLC023920)

Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (W),
Mumbai - 400 013, India

Tel.: +91 22 66136000 | Fax: +91 22 24908020

Registered Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110, India






Tel.: +91 2836 662222 | Fax: +91 2836 279010

Email: companysecretary_wel@welspun.com

Website: www.welspunenterprises.com

Welspun^W WORLD

- HOME TEXTILES
- PIPE SOLUTIONS
- FLOORINGS
- WATER
- TRANSPORTATION
- ADVANCED TEXTILES
- BUILDING MATERIALS
- WAREHOUSING
- OIL & GAS
- NEW ENERGY

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WELSPUN ENTERPRISES LIMITED**CIN:** L45201GJ1994PLC023920**Registered Office:** Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110**Tel:** + 91 2836 662222 **Fax:** + 91 2836 279010**Corporate Office:** Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013**Tel:** + 91 22 6613 6000 **Fax:** + 91 22 2490 8020 **Website:** www.welspunenterprises.com**Email:** companysecretary_wel@welspun.com

Notice

NOTICE is hereby given that the 29th Annual General Meeting of Welspun Enterprises Limited will be held on Friday, September 22, 2023 at 4.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

- 1) To receive, consider and adopt the audited financial statements, on standalone and consolidated basis, for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditors thereon.
- 2) To consider declaration of dividend on Equity Shares for the financial year 2022-23. (₹ 1.00 per equity share).
- 3) To appoint a director in place of Ms. Dipali Goenka (DIN: 00007199), who retires by rotation, and being eligible, offers herself for re-appointment.
- 4) **Remuneration to the statutory auditors of the Company for the financial year 2023-24.**

To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee, and approval of the Board of Directors, the Company hereby approves remuneration of ₹ 46.20 lakh (Rupees Forty Six Lakh and Twenty Thousand only) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses as may be approved by the Board of Directors to MGB & Co. LLP, Chartered Accountants (Firm

Registration. No. 101169W/W-100035), Statutory Auditors of the Company for conduct of audit for F.Y. 2023-24.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESSES:

- 5) **TO APPROVE RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITORS**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 and based on the recommendation of the Audit Committee and approval of the Board of Directors, the Company hereby ratifies the remuneration of ₹ 3 lakh (Rupees Three Lakh only) per annum and such travelling and out of pocket expenses as may be approved by the Board to M/s. Kiran J. Mehta & Co., Cost Accountants, the Cost Auditor as appointed by the Company, for the financial year 2023-24.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6) **TO APPROVE RE-APPOINTMENT OF DR. ARUNA SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND CONSECUTIVE TERM OF FIVE YEARS**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Dr. Aruna Sharma (DIN: 06515361), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto January 28, 2024 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for re - appointment of Dr. Aruna Sharma as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, for a second consecutive term of 5 (five) years with effect from January 29, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of directors, with powers to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also execute such documents, writings, etc. as may be necessary in this regard.”

7) **TO APPROVE RE-APPOINTMENT OF MR. RAGHAV CHANDRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND CONSECUTIVE TERM OF FIVE YEARS**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Raghav Chandra (DIN: 00057760), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto May 14, 2024 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for re - appointment of Mr. Raghav Chandra as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, for a second consecutive term of 5 (five) years with effect from May 15, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of directors, with powers to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also execute such documents, writings, etc. as may be necessary in this regard.”

8) **APPROVAL FOR COMPLIANCE WITH RBI CIRCULAR, ENABLING CONVERSION OF LOAN INTO EQUITY IN CASE OF EVENT OF DEFAULT**

To consider, and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to all applicable circulars,

notifications, regulations issued by Securities and Exchange Board of India (“SEBI”) including SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (“RBI”), Stock Exchanges and such other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction which may be agreed to by the Board, the consent of the members be and is hereby accorded on the terms and conditions contained in the financing documents, which may provide, inter alia, to convert the whole or part of loans, availed or which may be availed in future by the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the “Financial Assistances”), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law in accordance with the procedure laid down in notification no. RBI/201415/627DBR.BP.BC. No.101/21.04.132/2014-15 dated June 8, 2015 issued by RBI and such other relevant circular, notification of RBI as may be applicable and in compliance with SEBI Regulations including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the

Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise for this purpose and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

9) **APPROVAL FOR PRIVATE PLACEMENT OF SECURITIES UPTO ₹ 1,000 CRORE**

To consider, and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the

Rules framed thereunder, as may be applicable, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India ("SEBI") or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issue of securities including but not limited to secured/ unsecured, redeemable, Non-Convertible Debentures and/ or Commercial Papers of an amount upto ₹ 1000 Crore (Rupees One Thousand Crore only), to be issued on Private Placement basis, in domestic and/or international market, in one or more series/ tranches, issuable /redeemable at discount /par /premium, under one or more shelf disclosure documents, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company; provided that the said borrowing shall be within the overall borrowing limits of the Company approved pursuant to Section 180 of the Act by the members and the issuance of Commercial Paper shall be replenished on repayment of Commercial Paper.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

10) TO APPROVE PAYMENT OF REMUNERATION TO INDEPENDENT DIRECTORS

To consider, and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149(9), 197, 198 and all other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any

statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded for payment of profit related remuneration/ compensation / bonus (collectively referred to as "remuneration") to the Independent Directors of the Company amounting to ₹ 20 Lakh to each Independent Director aggregating to ₹ 1 Crore out of profits of the Company for the financial year 2022-23 in addition to the sitting fees for attending meetings of the Board of Directors and Committee(s) thereof.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

11) TO APPROVE REVISION IN REMUNERATION TO THE MANAGING DIRECTOR

To consider, and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, consents, sanctions as may be required under the Act or otherwise, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for revision in remuneration of Mr. Sandeep Garg, Managing Director of the Company (holding DIN 00036419) as given below w.e.f. July 01, 2023:

Component	Current per annum Cost to the Company (₹ in Crore)	Revised per annum Cost to the Company (₹ in Crore)
Fixed	3.00	4.00
Variable	1.00	1.00
Total	4.00	5.00

- Other Benefits - As per the Company's policy
- All payments subject to applicable taxes.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable irrespective of whether the Company has adequate profits or not.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which may exercise the powers, conferred by this resolution) be and is hereby authorized to vary, alter, increase, enhance or widen the scope of the remuneration including payment of annual increment as they may deem fit in the interest of the Company and within the limits prescribed in the Act or rules thereunder.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such

steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board

Sd/-

Nidhi Tanna
Company Secretary
ACS - 30465

Place: Mumbai
Date: August 01, 2023

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat - 370110
Tel. No.: +91 28 3666 2222,
Fax No.: +91 28 3627 9010
CIN: L45201GJ1994PLC023920
Website: www.welspunenterprises.com
Email: companysecretary_wel@welspun.com

NOTES

- 1) The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 2) A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
- 3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 4) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship, Share Transfer and Investor Grievance Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
- 5) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company’s website at www.welspunenterprises.com, websites of the Stock Exchanges i.e, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility).
- 7) All the correspondence pertaining to shareholding, transfer of shares, transmission, etc. should be lodged at the Company’s Share Registrar and Transfer Agent : Link Intime India Private Ltd., Unit: Welspun Enterprises Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Tel. No. 022 4918 6270, Fax No. 022 4918 6060, email- rnt.helpdesk@linkintime.co.in.
- 8) Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company’s Share Registrar and Transfer Agent.
- 9) The Register of Members and Share Transfer Books of the Company remained closed from **Saturday, July 01, 2023 to Monday, July 03, 2023 (both days inclusive)** for the purpose of determination of shareholders entitled to dividend for the year ended March 31, 2023.
- 10) Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable,

members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows :

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2023- 24 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2023-24 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Electronic submission of self - declaration in Form 10F (as prescribed under Rule 21AB r.w. Rule 131)
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty

- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

206AB of the IT Act:

The Finance Act, 2021, has inter-alia inserted the provisions of Section 206AB of the IT Act with effect from July 1, 2021. The provisions of Section 206AB of the IT Act require the deductor to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- At twice the rate specified in the relevant provision of the Act; or
- At twice the rates or rates in force; or
- At the rate of 5%

The 'specified person' means a person who has:

- furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired; and
- the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.

The non-resident who does not have the Permanent Establishment (PE) in India is excluded from the scope of a specified person.

Benefit under Rule 37BA:

In case where shares are held by intermediaries /Custodian and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries and beneficial shareholders will have to provide a declaration. (Format of declaration is attached as **Annexure 'A'**). Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on the dividend amount. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non- resident shareholder.

If the documents are not provided or are insufficient to apply the beneficial DTAA rates, then tax will be deducted at 20% plus applicable surcharge and 4% health and education cess.

Since the TDS/ Withholding rates are different for resident and non-resident shareholders, you are requested to confirm your residential status as per the provisions of the Income Tax Act 1961, by email at companysecretary_wel@welspun.com; rnt.helpdesk@linkintime.co.in.

For Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), Tax shall be deducted at source @ 20% (plus applicable surcharge and cess) in view of specific provision under section 196D of the Income tax Act 1961.

- 11) In terms of the provisions of Section 124(5) of the Act, dividend which remains unpaid/ unclaimed for a period of seven years from the date of declaration will be transferred to the “**Investor Education and Protection Fund**” (IEPF) i.e. a fund constituted by the Government of India under Section 125 of the Companies Act, 2013. Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. “Investor Education and Protection Fund Authority Ministry of Corporate Affairs”, which is operated by the IEPF Authority pursuant to the IEPF Rules.

Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company’s registered office.

In compliance with the IEPF Rules, the Company has already transferred equity shares for which dividend remain unpaid/unclaimed for a period of seven years from the date of declaration to the IEPF Authority Ministry of Corporate Affairs, after providing necessary intimations to the relevant shareholders. Details of unpaid/ unclaimed dividend and such equity shares are uploaded on the website of the Company www.welspunenterprises.com.

- 12) Shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address rnt.helpdesk@linkintime.co.in.
- 13) We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through

email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at rnt.helpdesk@linkintime.co.in; bonds.helpdesk@linkintime.co.in, to receive copies of the Annual Report for the Financial Year 2022-23 in electronic mode.

- 14) The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached Nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
- 15) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the General Meeting. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of General Meeting, i.e. September 22, 2023. Members seeking to inspect such documents can send an email to companysecretary_wel@welspun.com.
- 16) SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
- 17) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means,

as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the General Meeting will be provided by NSDL. Members who have cast their votes by remote e-voting prior to the General Meeting may participate in the General Meeting but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the Instructions For E-Voting Section which forms part of this Notice.

- 18) All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Share Registrar and Transfer Agent :

Link Intime India Private Ltd.,

Unit: Welspun Enterprises Limited, C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai-400 083.
 Tel No: +91 22 49186000, Fax: +91 22 49186060,
 Email- rnt.helpdesk@linkintime.co.in;
bonds.helpdesk@linkintime.co.in.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.




Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

19) THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 19, 2023 at 09:00 A.M. and ends on Thursday, September 21, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 15, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 15, 2023.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="550 286 1441 638">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="550 649 1441 739">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="598 750 917 940" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li data-bbox="550 963 1441 1142">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. <li data-bbox="550 1153 1441 1422">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. <li data-bbox="550 1433 1441 1523">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="550 1534 1441 1747">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/ Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to

cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mihenhalani@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder,

scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary_wel@Welspun.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysecretary_wel@Welspun.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary_wel@welspun.com. The same will be replied by the company in the AGM.

20) Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- 21) The Scrutinizer shall after the conclusion of voting at the general meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith as per the provisions of Companies Act, 2013 and Listing Regulations.
- 22) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunenterprises.com, notice board of the Company at the registered office as well as the corporate office and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

Notice to the shareholders who have not en-cashed dividend for last seven consecutive years.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting,

Auditing, Transfer and Refund) Rules, 2016 which have come into effect from September 7, 2016 and amended from time to time, this is to inform to those shareholders who have not en-cashed the dividend or who's dividend remained unclaimed for last seven consecutive years then those shares shall be transferred to the "Investor Education and Protection Fund" (IEPF) i.e. a fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The names of such shareholders and their folio number or DP ID - Client ID will be available on the website of the Company at www.welspunenterprises.com.

To claim unpaid / unclaimed dividend or in case you need any information/clarification, please write to or contact to the Company's Registrars and Transfer Agent or The Company Secretary of the Company at the Registered Office or at the Corporate Office address.

By Order of the Board

Sd/-

Nidhi Tanna

Company Secretary

ACS - 30465

Place: Mumbai

Date: August 01, 2023

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 3 - APPROVAL FOR RE-APPOINTMENT OF MS. DIPALI GOENKA (DIN: 00007199), AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR, LIABLE TO RETIRE BY ROTATION.

Ms. Dipali Goenka is the CEO & Managing Director of Welspun India limited. She is an accomplished global business leader known for her dynamism, entrepreneurial spirit and passion for people & environment. She has been instrumental in transforming Welspun into a global leader in Home textile with focus on Innovation, Branding & Sustainability.

She has a strong focus on women empowerment and has undertaken significant initiatives to promote inclusive growth and diversity. She is a firm believer that business can be an agent of change with focus on initiatives towards Education, Empowerment, Environment and Health. She has been recognized as one of most powerful woman in Asia and India by Forbes. She was co-chair at India Economic Summit 2017 organized by World Economic Forum. She has been an Inspire series speaker at Harvard India conference. She was also recognized by Business World and HTT, US as one of the most influential woman business leader. She joined other world leaders at the recent historic 1st United Nations Biodiversity summit for urgent action on Sustainable development.

Her details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meeting are as below -

a) Date of Birth	13-10-1969
b) Age	53 Years
c) Date of first appointment on the Board	June 16, 2021
d) Qualifications	She is a graduate in Psychology and a Harvard alumnus.
e) Expertise in specific functional areas	As mentioned in Para 1 and 2 above
f) In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	N.A.
g) Terms and conditions of re-appointment	She shall act as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.
h) Details of remuneration last drawn (FY 2022-23)	Nil
i) Details of remuneration sought to be paid	Nil
j) Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • Welspun India Limited • Welspun Corp Limited • New Delhi Television limited • Welspun Flooring Limited • Welspun Advance Materials (India) Limited • Welspun Zucchi Textile Limited • Welspun Logistic Limited • Welspun Global Brands Limited • MGN Agro Properties Private Limited • Friends Connections Private Limited • Sequence Apartments Private Limited • Koolkanya Private Limited

<p>k) Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)</p> <p><i>(Note : Statutory Committees as per Companies Act, 2013 and Listing Regulations have been included.)</i></p>	<ul style="list-style-type: none"> • New Delhi Television Limited <ul style="list-style-type: none"> - Stakeholders' Relationship Committee - Chairman - Audit Committee - Member - Nomination & Remuneration Committee - Member - Risk Management Committee - Member • Welspun India Limited <ul style="list-style-type: none"> - Environment, Social and Governance & Corporate Social Responsibility Committee - Member - Risk Management Committee - Member • Welspun Corp Limited <ul style="list-style-type: none"> - Environment, Social and Governance & Corporate Social Responsibility Committee - Member • Welspun Global Brands Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Member
<p>l) Listed entities from which the Director has resigned from Directorship in last 3 (three) years</p>	<p>Nil</p>
<p>m) No. of Board Meetings attended during FY 2022-23</p>	<p>4 / 9</p>
<p>n) Inter-se relationship with other Directors and Key Managerial Personnel of the Company</p>	<p>Spouse of Mr. Balkrishan Goenka</p>
<p>o) No. of shares held :</p>	
<p>i) Own</p>	<p>Nil</p>
<p>ii) For other persons on a beneficial basis</p>	<p>Nil</p>

Except Ms. Goenka being the appointee herein, her spouse Mr. Balkrishan Goenka, who is also member / beneficial owner in the Company, none of the key managerial personnel or other directors of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the ordinary resolution at item number 3 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 4: APPROVAL FOR REMUNERATION TO THE STATUTORY AUDITORS:

The members are informed that in view of the increase in the activities of the Statutory Auditors during the year ended March 31, 2023, it is proposed to fix remuneration of up to ₹ 46.20 Lakh plus out-of-pocket expenses, subject to applicable taxes to MGB & CO. LLP (Firm Registration Number: 101169W/W-100035), the Statutory Auditors of the Company for the audit of the financial statements of the Company for the financial year 2023-24.

The members are further informed that at the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 19, 2023 have recommended to the members the above remuneration of the Statutory Auditors.

None of the Directors or Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 4 of the Notice.

The Board recommends passing of the ordinary resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 5 - APPROVAL FOR RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS

Members are hereby informed that pursuant to the recommendation of the Audit Committee, the Board of Directors appointed M/s. Kiran J. Mehta & Co., Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2024 for conduct of the Cost Audit of the Company in terms of the requirements under applicable laws at a remuneration as mentioned in the resolution No. 5 of the Notice.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditors is required to be ratified by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice. The Board recommends passing of Ordinary Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 6 - APPROVAL FOR RE-APPOINTMENT OF DR. ARUNA SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND CONSECUTIVE TERM OF FIVE YEARS.

The Members of the Company at the 25th Annual General Meeting held on August 12, 2019 had approved appointment of Dr. Aruna Sharma (DIN: 06515361) as an Independent Director for first term upto January 28, 2024. Dr. Sharma is due for retirement from her first term as an Independent Director on January 28, 2024 as per Companies Act, 2013. Based on her skills, experience, knowledge and performance evaluation, it is proposed that she be appointed for second term commencing from January 29, 2024 to hold office upto January 28, 2029.

Dr. Sharma is currently Chairperson of the ESG & CSR Committee and Share Transfer and Investor Grievance and Stakeholders' Relationship Committee and Member of the Audit Committee.

The Board at its meeting held on May 19, 2023, on recommendation of the Nomination and Remuneration Committee, has recommended for the approval of the members by way of special resolution, the re-appointment of Dr. Sharma as an Independent Director of the Company, not liable to retire by rotation, for second consecutive term of five years with effect from January 28, 2024 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') or any amendment thereto or modification thereof.

Her details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings are as below.

a) Date of Birth	19-08-1958
b) Age	64 years
c) Date of first appointment on the Board	January 29, 2019
d) Qualifications	She holds degree of PhD in Development Economics, Masters in Development Studies, MA in English Literature and B.Sc.
e) Expertise in specific functional areas	Her areas of specialization are Information Technology and its use in Banking, Big Data & Cyber Security, Steel and Core Sector, Business Models, Convergence of Resources for Outcome and Rural Development.
f) In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	Her skills and capabilities includes her experience and exposure in policy shaping and industry advocacy, strategy & business management, finance & accounts and ESG.
g) Terms and conditions of re-appointment	Re-appointment as an Independent Director for a period of 5 years commencing from January 29, 2024
h) Details of remuneration last drawn (FY 2022-23)	Sitting Fee : ₹ 13,15,000
i) Details of remuneration sought to be paid	Sitting Fee as approved by the Board

j) Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • 3I Infotech Limited • Welspun Aunta-Simaria Project Private Limited • IQUIPPO Services Limited • Logically Infomedia Private Limited • Arjas Steel Private Limited
k) Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Welspun Aunta-Simaria Project Private Limited <ul style="list-style-type: none"> - Corporate Social Responsibility – Chairperson - Audit Committee – Member - Nomination & Remuneration Committee – Member • 3I Infotech Limited <ul style="list-style-type: none"> - Audit Committee – Member - Risk Management Committee – Member • Arjas Steel Private Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee – Member
l) Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Jindal Steel & Power Limited
m) No. of Board Meetings attended during FY 2022-23	9/9
n) Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
o) No. of shares held :	
i) Own	Nil
ii) For other persons on a beneficial basis	Nil

The NRC after taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that qualifications and the rich experience of Dr. Sharma meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Dr. Sharma continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Dr. Sharma confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Sharma has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Dr. Sharma has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Dr. Sharma has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Dr. Sharma has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Dr. Sharma fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management.

Except Dr. Sharma, being the appointee, none of the other directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the special resolution at item No. 6 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 7 - APPROVAL FOR RE-APPOINTMENT OF MR. RAGHAV CHANDRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND CONSECUTIVE TERM OF FIVE YEARS.

The Members of the Company at the 25th Annual General Meeting held on August 12, 2019 had approved appointment of Mr. Raghav Chandra (DIN: 00057760) as an Independent Director for first term upto May 14, 2024. Mr. Chandra is due for retirement from his first term as an Independent Director on May 14, 2024 as per Companies Act, 2013. Based on his skills, experience, knowledge and performance evaluation, it is proposed that he be appointed for second term commencing from May 15, 2024 to hold office upto May 14, 2029.

Mr. Chandra is currently Chairman of the Risk Management Committee and Member of the Audit and Share Transfer and Investor Grievance and Stakeholders' Relationship Committee.

The Board at its meeting held on May 19, 2023, on recommendation of the Nomination and Remuneration Committee, has recommended for the approval of the members by way of special resolution, the re-appointment of Mr. Chandra as an Independent Director of the Company, not liable to retire by rotation, for second consecutive term of five years with effect from May 15, 2024 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') or any amendment thereto or modification thereof.

His details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings are as below.

a) Date of Birth	October 31, 1958
b) Age	64 Years
c) Date of first appointment on the Board	May 15, 2019
d) Qualifications	He holds degree of Masters of Public Administration and Masters of Mathematics
e) Expertise in specific functional areas	His areas of specialization are Infrastructure and Urban Development/Management, Public-Private Partnerships, Public Administration and Governance. His articles have been published in a number of journals in India and he is a columnist for an eminent business magazine. He is an adjunct faculty in the Indian Institute of Corporate Affairs under Ministry of Corporate Affairs, Government of India
f) In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	His skills and capabilities includes his experience and exposure in industry knowledge i.e. Infrastructure Development, policy shaping and industry advocacy, strategy & business management and finance & accounts.
g) Terms and conditions of re-appointment	Re-appointment as an Independent Director for a period of 5 years commencing from May 15, 2024.
h) Details of remuneration last drawn (FY 2022-23)	Sitting Fee : 17,95,000
i) Details of remuneration sought to be paid	Sitting Fee as approved by the Board
j) Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • J. Kumar Infraprojects Limited • Vardhman Special Steels Limited • Welspun Aunta-Simaria Project Private Limited • GR Highways Investment Manager Private limited • 1234 Intellimap Private Limited

k) Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Vardhman Special Steels Limited <ul style="list-style-type: none"> - Stakeholders Relationship Committee – Chairperson - Risk Management Committee – Member • J. Kumar Infracore Limited <ul style="list-style-type: none"> - Stakeholder Relationship Committee - Chairperson - Audit Committee – Member - Nomination and Remuneration Committee – Member • Welspun Aunta-Simaria Project Private Limited <ul style="list-style-type: none"> - Audit Committee – Chairperson - Nomination & Remuneration Committee - Chairperson
l) Listed entities from which the Director has resigned from Directorship in last 3 (three) years	-
m) No. of Board Meetings attended during FY 2022-23	9/9
n) Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
o) No. of shares held :	
i) Own	Nil
ii) For other persons on a beneficial basis	Nil

The NRC after taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that qualifications and the rich experience of Mr. Chandra meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Chandra continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Chandra confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Chandra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Chandra has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Chandra has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Chandra has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Chandra fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Except Mr. Chandra, being the appointee, none of the other directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the special resolution at item No. 7 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 8 - APPROVAL FOR ENABLING RESOLUTION FOR CONVERSION OF LOAN INTO EQUITY.

As per the requirements of notification no. RBI/201415/627 DBR.BP.BC.No.101/21.04.132/2014-15 dated June 8, 2015 issued by Reserve Bank of India ("RBI Circular"), banks have been mandated to include, in all loan agreements with the borrower company, necessary covenants including restructuring, supported by necessary approvals, authorisations, special resolution by the shareholders, as required under extant laws, regulations, to enable invocation of Strategic Debt Restructuring in applicable cases. To comply with the requirements of the RBI Circular, it is proposed that the Company authorizes inclusion of restructuring in loan agreements. Hence, as a part of enabling formality and without apprehending occurrence of any such event, the Board proposes to take approval of members as set out in resolution no. 8 of this notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at item No.8.

The Board recommends passing of the special resolution at item No. 8 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 9 - APPROVAL FOR PRIVATE PLACEMENT OF SECURITIES UPTO RS. 1,000 CRORE.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), a Company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation for offer of Non-Convertible Debentures (NCDs) and/or Commercial Papers (CPs), the Company can pass a Special Resolution once in a year for all the offers or invitations to be made for such NCDs / CPs during the year.

It is proposed to borrow funds, by way of issue of securities viz. Non-Convertible Debentures, Commercial Paper of an amount upto ₹ 1000 Crore (Rupees One Thousand Crore only), to be issued on Private Placement basis. The issue of Non-Convertible Debentures / Commercial Papers should help in achieving saving in overall cost of borrowing and economical funding in the Company as well as its subsidiaries / joint ventures / associate companies. Considering the credit rating of the Company, the raising of funds through Non-Convertible Debentures / Commercial Papers would be feasible. The approval of the Members is sought for borrowing limit (apart from temporary loans obtained from the Company's bankers/ lenders in the ordinary course of business) upto "Paid-up capital and free reserves plus securities premium plus ₹ 3,500 Crore (Rupees Three Thousand Five Hundred Crore only). The approval sought for offer of securities including but not limited to Non - Convertible Debentures, shall be within the mentioned overall borrowing limits of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

The Board recommends passing of the Special Resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 10 - APPROVAL FOR PAYMENT OF REMUNERATION TO INDEPENDENT DIRECTORS

Members are informed that during the FY 2022-23, your Company had executed definitive agreements to exit its portfolio of operating road concessions ("Highway Portfolio") to Actis Highway Infra Limited ("Actis") for an aggregate Enterprise Value ("EV") of approximately ₹ 6,000 Crore. The Highway Portfolio comprises of 5 completed HAM assets (Welspun Delhi Meerut Expressway Private Limited, Welspun Road Infra Private Limited, MBL (CGRG) Road Limited, MBL (GSY) Road Limited, Chikhali Tarsod Highways Private Limited) and one operating BOT-Toll asset (Welspun Infracility Private Limited).

In view of the same members are hereby informed that Board of Directors of the Company in its meeting held on May 19, 2023 recommended payment of profit related remuneration to the Independent Directors amounting to ₹ 20 Lakh to each Independent Director aggregating to ₹ 1 Crore for the financial year 2022-23. Members are informed that the said remuneration is proposed to the Independent Directors in view of their continued support, guidance and contribution to the Company for past many years in particular to successful divestment of Highway Projects Portfolio to Actis. Members are informed that the said remuneration is in addition to the sitting fees paid for attending the meetings of the Board of Directors and Committee(s) thereof.

Except Independent Directors, none of the Directors or Key Managerial Personnel of the Company or their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 10 of the Notice.

The Board recommends passing of the Special Resolution at Item No. 10 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 11 - APPROVE REVISION OF REMUNERATION TO THE MANAGING DIRECTOR.

The Board of Directors of the Company at its meeting held on July 28, 2022 (based on a recommendation of the Nomination and Remuneration Committee) appointed Mr. Sandeep Garg (holding DIN: 00036419) as the Managing Director of the Company w.e.f. August 8, 2022 to May 31, 2025. The appointment and the remuneration was approved by the members at the 28th Annual General Meeting held on August 29, 2022. Based on the performance evaluation, the Nomination and Remuneration Committee approved and recommended to the Board the annual increment / revision of remuneration payable to Mr. Sandeep Garg. The annual increment/ revision of remuneration as tabled below was approved by the Board subject to the approval of the shareholder at the ensuing Annual General Meeting.

Relevant Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS - 2 on General Meeting are as below:

Name	Mr. Sandeep Garg
Date of Birth	25-05-1960
Date of Appointment	August 8, 2022
Qualifications	Bachelor degree in Engineering from the University of Roorkee and an alumnus of the Harvard Business School's Advanced Management Program
Nature of his expertise in specific functional areas	Experience in India and overseas in various capacities including heading companies delivering projects in road, elevated roads, power, irrigation, Oil & Gas, and Process Plants
In case of Independent Director, skills and capabilities required for the role and the manner in which the Directors meet the requirements	N.A.
Terms and conditions of re-appointment	N.A.
Details of remuneration last drawn (FY 2022-23)	₹ 4 Crore (Fixed - ₹ 3 Crore and Variable - ₹ 1 Crore)
Details of remuneration sought to be paid	₹ 5 Crore (Fixed - ₹ 4 Crore and Variable - ₹ 1 Crore)
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship.	(1) Adani Welspun Exploration Limited (2) Welspun Financial Services Limited (3) Welspun New Energy Limited
Name of the Listed Entity from which he has resigned in past three years.	He had resigned from the Board of Welspun Enterprises Limited w.e.f. close of business hours on March 31, 2022.
Names of other Companies and Committees, of its Boards, in which the person holds membership	None
No. of shares held in the Company	25,98,965
No. of Board meetings attended during the FY 2022-23	5/5

Relevant details pursuant to the Companies Act, 2013.

Sr. Particulars No.																													
I General Information																													
(1) Nature of Industry	Infrastructure																												
(2) Date of commencement of business of the Company	20/12/1994																												
(3) Financial performance of the Company based on given indicators (Standalone)	(₹ in lakh)																												
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2022-23</th> <th>FY 2021-22</th> <th>FY 2020-21</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>267,638</td> <td>130,694</td> <td>141,019</td> </tr> <tr> <td>Profit Before Tax</td> <td>76,006</td> <td>11,600</td> <td>14,105</td> </tr> <tr> <td>Profit for the year</td> <td>71,312</td> <td>9,344</td> <td>10,745</td> </tr> <tr> <td>Earnings Per Share</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Basic (₹)</td> <td>47.55</td> <td>6.27</td> <td>7.22</td> </tr> <tr> <td>Diluted (₹)</td> <td>47.44</td> <td>6.24</td> <td>7.17</td> </tr> </tbody> </table>	Particulars	FY 2022-23	FY 2021-22	FY 2020-21	Revenue from operations	267,638	130,694	141,019	Profit Before Tax	76,006	11,600	14,105	Profit for the year	71,312	9,344	10,745	Earnings Per Share				Basic (₹)	47.55	6.27	7.22	Diluted (₹)	47.44	6.24	7.17
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Basic (₹)	47.55	6.27	7.22																										
Diluted (₹)	47.44	6.24	7.17																										
(4) Foreign Investment or collaborations	No																												
II Information about the Appointee																													
(1) Background details	Mr. Sandeep Garg is a prominent figure in the industry with long and varied experience of over four decades. He has a Bachelor degree in Engineering from the University of Roorkee and is an alumnus of the Harvard Business School's Advanced Management Program. Prior to joining Welspun, he had worked extensively in India and overseas in various capacities including heading companies delivering projects in road, elevated roads, power, irrigation, Oil & Gas, and Process Plants. He has been leading Welspun Enterprises and its associate Companies since 2012 and has contributed significantly towards the growth of the organisation.																												
(2) Past Remuneration	<table border="1"> <thead> <tr> <th>Component</th> <th>Current per annum Cost to the Company</th> </tr> </thead> <tbody> <tr> <td>Fixed</td> <td>₹ 3.0 Crore</td> </tr> <tr> <td>Variable</td> <td>₹ 1.0 Crore</td> </tr> <tr> <td>Total</td> <td>₹ 4.0 Crore</td> </tr> </tbody> </table> <p>Other benefits as per the Company's policies</p>	Component	Current per annum Cost to the Company	Fixed	₹ 3.0 Crore	Variable	₹ 1.0 Crore	Total	₹ 4.0 Crore																				
Component	Current per annum Cost to the Company																												
Fixed	₹ 3.0 Crore																												
Variable	₹ 1.0 Crore																												
Total	₹ 4.0 Crore																												
(3) Recognition / Awards	-																												
(4) Job profile and his suitability	Pls. refer point no. II(1) above																												
(5) Remuneration proposed	₹ 5 Crore (Fixed - ₹ 4 Crore and Variable - ₹ 1 Crore)																												
(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company's turnover, the remuneration proposed is comparable with the similar position in the industry.																												
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	No																												
III																													
(1) Reason for loss or inadequate profit	Not applicable																												
(2) Steps taken or proposed to be taken for improvement	Not applicable																												
(3) Expected increase in productivity and profits in measurable terms	Not applicable																												

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the contract of employment of Mr. Sandeep Garg as Managing Director as required under Section 190 of the Companies Act, 2013. He is also Managing Director of Adani Welspun Exploration Limited , an associate Company, and draws remuneration of ₹ 1.50 Crore (Fixed) and ₹ 1.00 Crore (Variable) from the Associate Company.

Except Mr. Sandeep Garg, none of the members of the Promoter(s) and Promoter(s) Group, key managerial personnel or directors of the Company and / or their relatives may be deemed to be concerned or interested, financially or otherwise, set out at Item No. 11 of the accompanying Notice.

The Board recommends passing of the Special Resolution at Item No. 11 of the accompanying Notice for approval by the Members of the Company.

By Order of the Board

Sd/-

Nidhi Tanna

Company Secretary

ACS - 30465

Place: Mumbai
Date: August 01, 2023

Registered Office:

Welspun City, Village Versamedi,
Taluka Anjar, District Kutch,
Gujarat - 370110
Tel. No.: +91 28 3666 2222 ,
Fax No.: +91 28 3627 9010
CIN: L45201GJ1994PLC023920
Website: www.welspunenterprises.com
Email: companysecretary_wel@welspun.com

Dear Investors,

The Securities and Exchange Board of India, vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 as amended vide its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has notified common and simplified norms for processing investor's service request by the Registrars and Transfer Agents (RTAs) and norms for furnishing Permanent Account Number ("PAN"), Know Your Client ("KYC") details and Nomination.

In terms of the aforesaid circular, all holders of physical securities of the Company are mandatorily required to furnish the following documents / details to the Company's RTA i.e. Link Intime India Private Limited ("Link Intime") along with Form ISR-1 for updating their KYC detail:-

- a. PAN
- b. Nomination
- c. Contact Details
- d. Bank Account details
- e. Specimen Signature

In case of mismatch in the signature of the holder in the records of Link Intime, the investor shall furnish original cancelled cheque and banker's attestation of the signature as per Form ISR-2.

Investors shall continue to use form SH-13 and SH-14 for declaration of nomination and change in nomination respectively. However, in case investor wants to opt-out of nomination, Form ISR-3 shall be filed.

Investors are requested to ensure the above details are updated with Link Intime at the earliest. The folios for which the above details are not available thereafter shall be frozen from October 1, 2023.

Relevant Forms are attached herewith for ready reference and the same can also be downloaded from the website of the Company or the Company's Registrar & Transfer Agent viz. M/s Link Intime India Private Limited.

FORM NO. SH-13

Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
Welspun Enterprises Limited
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch,
Gujarat, Pin - 370110.

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S –

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signatures: _____

Witness with name and address: _____

FORM NO. SH-14

Cancellation or Variation of Nomination

(Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and Rule 19(9) of the Companies (Share Capital and Debenture) Rules, 2014)

To,
The Company Secretary,
Welspun Enterprises Limited
Welspun City, Village Versamedi,
Taluka Anjar, Dist. Kutch,
Gujarat, Pin - 370110.

I/ We _____ hereby cancel the nomination(s) made by me / us in favor of _____ (name and address of the nominee).

OR

I/We _____ hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

4. PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

5. PARTICULARS OF THE NEW NOMINEE/S –

- (i) Name:
- (j) Date of Birth:
- (k) Father's/Mother's/Spouse's name:
- (l) Occupation:
- (m) Nationality:
- (n) Address:
- (o) E-mail id:
- (p) Relationship with the security holder:

6. IN CASE NOMINEE IS A MINOR--

- (e) Date of birth:
- (f) Date of attaining majority
- (g) Name of guardian:
- (h) Address of guardian:

7. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- (a) Name:
- (b) Date of Birth
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:
- (i) Relationship with the minor nominee

Name: _____

Name of the Security Holder(s): _____

Signatures: _____

Witness with name and address: _ - _____

SPECIAL WINDOW FACILITY FOR SENIOR-CITIZENS OF AGE 75 YEARS & ABOVE

Investor Education and Protection Fund Authority as a part of Azadi Ka Amrit Mahotsav (AKAM) has launched a special window facility for senior citizens of age 75 years & above. As a part of this facility, the claims filed by these claimant with the Investor Education and Protection Fund Authority shall be auto-prioritized in MCA 21 system after receipt of e-verification report from the companies.

For facilitation of these claimants, a dedicated telephone number 011-23441727 and email id "seniorcitizen.iepfa@mca.gov.in" has been established by the Investor Education and Protection Fund Authority.