

WELSPUN MAURITIUS HOLDINGS LTD
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2024

WELSPUN MAURITIUS HOLDINGS LTD

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WELSPUN MAURITIUS HOLDINGS LTD**COMPANY INFORMATION**

		Appointed on	Resigned on
DIRECTORS:	Mr. Devendra Krishna Patil	09 June 2008	-
	Mr. Percy Birdy	22 July 2019	-
	Mrs. Vandana Jhupsee-Ramooah	29 January 2021	-
	Mr. Sharmanand Jhurreea	20 January 2022	-
SECRETARY & ADMINISTRATOR:	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port-Louis, 11324 Mauritius		
REGISTERED OFFICE:	C/o IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port-Louis, 11324 Mauritius		
AUDITORS:	AEJAZ NAZIR ASSOCIATES & CO Chartered Certified Accountants 18, Dr Auguste Rouget Street Port Louis Mauritius		
BANKERS:	Standard Chartered Bank (Mauritius) Limited 6 th Floor, Raffles Tower Cybercity Ebène Mauritius		

WELSPUN MAURITIUS HOLDINGS LTD**COMMENTARY OF THE DIRECTORS**

The Directors are pleased to present their commentary together with the audited financial statements of WELSPUN MAURITIUS HOLDINGS LTD (the "Company") for the year ended 31 March 2024.

INCORPORATION

The Company was incorporated in the Republic of Mauritius on 09 June 2008 under the Companies Act 2001 as a private company limited by shares.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of investment holding.

RESULTS AND DIVIDEND

The Company's results for the year ended 31 March 2024 are as shown in the statement of profit or loss and other comprehensive income and related notes.

The directors do not recommend a dividend for the year under review. (2023: NIL)

DIRECTORS

The present membership of the Board is set out on page 2.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Company's directors are responsible for the preparation and fair presentation of the financial statements, comprising the statement of financial position at 31 March 2024, the statement of profit or loss and other comprehensive income, the statement of changes in equity and statement of cash flows for the year then ended, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act 2001.

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

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

AUDITORS

The Auditors, AEJAZ NAZIR ASSOCIATES & CO, have indicated their willingness to continue in office and will be automatically re-appointed at the next annual meeting.



**SECRETARY'S CERTIFICATE
UNDER SECTION 166(D) OF THE MAURITIUS COMPANIES ACT 2001**

4.

We certify, to the best of our knowledge and belief, that Welspun Mauritius Holdings Ltd (the "Company") has filed with the Registrar of Companies for the year ended 31 March 2024, all such returns as are required of the Company under the Mauritius Companies Act

.....
**For and on behalf of
IQ EQ Corporate Services (Mauritius) Ltd
SECRETARY**

Date: 29 April 2024

IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port-Louis, 11324, Mauritius

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WELSPUN MAURITIUS HOLDINGS LTD

Opinion

We have audited the financial statements WELSPUN MAURITIUS HOLDINGS LTD (the "Company"), set out on pages 8 to 30, which comprise the statement of financial position as at 31 March 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 March 2024, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Mauritius Companies Act 2001.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) and other independence requirements applicable to performing audits of financial statements in Mauritius. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits in Mauritius. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The directors are responsible for the other information. The other information comprises the Commentary of the Directors and the Statement of Profit or Loss and Other Comprehensive Income as required by the Mauritius Companies Act 2001 of Mauritius, which we obtained prior to the date of this report. Other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WELSPUN MAURITIUS HOLDINGS LTD

Responsibilities of the directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 International Standards on Auditing 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 financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' 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 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.

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF WELSPUN MAURITIUS HOLDINGS LTD**

Auditor's responsibilities for the audit of the Financial Statements (Continued)

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors 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.

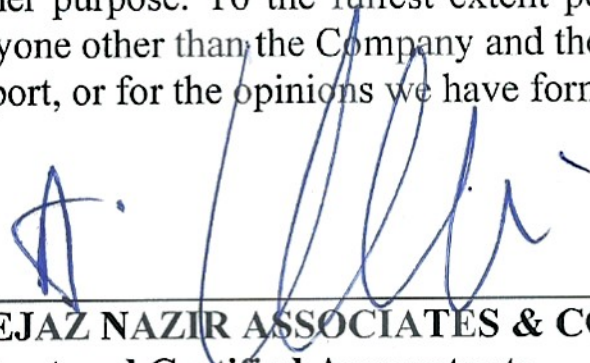
Report on other legal and regulatory requirements

Mauritius Companies Act 2001

- We have no relationship with, or any interests in, the Company other than in our capacity as auditors;
- We have obtained all the information and explanations we have required; and
- in our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Use of report

This report is made solely for the Company's shareholder, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's shareholder those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholder, as a body, for our audit work, for this report, or for the opinions we have formed.



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

Represented by Aejaz Nazir (FCCA, MIPA) (*Licensed by FRC*)
Partner

Date: 29 April 2024


WELSPUN MAURITIUS HOLDINGS LTD**STATEMENT OF FINANCIAL POSITION AT 31 MARCH 2024**

	<u>Notes</u>	<u>2024</u> <u>USD</u>	<u>2023</u> <u>USD</u>
ASSETS			
Non-current assets			
Investments	4	<u>20,478,061</u>	<u>22,758,458</u>
Current assets			
Trade and other receivables	5	<u>221,988</u>	124,645
Other receivable		-	14,040
Cash and cash equivalents		<u>5,720,858</u>	<u>16,310,329</u>
		<u>5,942,846</u>	<u>16,449,014</u>
Total assets		<u><u>26,420,907</u></u>	<u><u>39,207,472</u></u>
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	6	<u>104,785</u>	113,455
Retained earnings		<u>2,160,971</u>	<u>(857,757)</u>
		<u>2,265,756</u>	<u>(744,302)</u>
Non-current liability			
Borrowings	7	<u>24,081,890</u>	<u>27,850,000</u>
Current liabilities			
Trade and other payables	8	<u>73,261</u>	8,700
Other financial liabilities		-	330,721
Tax liabilities	9	-	11,762,353
Total liabilities		<u>24,155,151</u>	<u>12,101,774</u>
Total equity and liabilities		<u><u>26,420,907</u></u>	<u><u>39,207,472</u></u>

Approved by the Board of Directors on 29 April 2024 and signed on its behalf by



Director



Director

The notes on pages 12 to 30 form an integral part of these financial statements.
Independent auditors' report on pages 5 to 7.

WELSPUN MAURITIUS HOLDINGS LTD**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2024**

	<u>Notes</u>	<u>2024</u> USD	<u>2023</u> USD
INCOME			
Profit on disposal of investment		15,987,713	-
Dividend income		2,938,637	-
Interest income		250,484	263,412
Other income		94,311	14,606
		<u>19,271,145</u>	<u>278,018</u>
EXPENSES			
Secretarial fees		1,700	1,700
Directors' remuneration		1,700	1,700
Professional fees		334,036	115,835
License fees		2,425	2,425
Audit fees		7,300	4,150
Accounting fees		4,500	4,500
Tax filing fees		1,100	1,100
Bank charges		4,854	4,225
Foreign exchange loss		18,819	17,356
Interest expense		1,218,964	1,322,879
		<u>1,595,398</u>	<u>1,475,870</u>
Profit/(loss) before taxation		17,675,747	(1,197,852)
Taxation	9	(165,688)	(936,274)
Profit/(loss) for the year		17,510,059	(2,134,126)
Other comprehensive income		-	-
Total comprehensive profit /(loss) for the year		<u>17,510,059</u>	<u>(2,134,126)</u>

The notes on pages 12 to 30 form an integral part of these financial statements.
Independent auditors' report on pages 5 to 7.

WELSPUN MAURITIUS HOLDINGS LTD**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2024**

	Stated capital	Retained earnings	Total
	USD	USD	USD
At 01 April 2022	113,455	1,276,369	1,389,524
Total comprehensive profit for the year	-	(2,134,126)	(2,134,126)
At 31 March 2023	<u>113,455</u>	<u>(857,757)</u>	<u>(744,302)</u>
At 01 April 2023	113,455	(857,757)	(744,302)
Total comprehensive profit for the year	-	17,510,059	17,510,059
Transaction with owners:			
Buy back of shares	(8,670)	(14,491,330)	(14,500,000)
At 31 March 2024	<u>104,785</u>	<u>2,160,971</u>	<u>2,265,756</u>

The Company has done a selective buyback of its own shares from minority shareholder (Al-Haitam) (7.44% out of 10.01% held in WMHL) for a value of USD 14.50 million.

The notes on pages 12 to 30 form an integral part of these financial statements.
Independent auditors' report on pages 5 to 7.

WELSPUN MAURITIUS HOLDINGS LTD**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2024**

	<u>2024</u>	<u>2023</u>
	USD	USD
Cash flow from operating activities		
Profit/(loss) before taxation	17,675,747	(1,197,852)
Adjustments for:		
Interest expense	1,218,964	1,322,879
Interest income	(250,484)	(263,412)
Profit on sale of investment	(15,987,713)	-
Dividend income	(2,938,637)	-
Changes in trade and other receivables	(97,344)	(123,680)
Changes in trade payables	69,414	-
Increase/decrease in financial liabilities	-	330,720
	<u>(310,052)</u>	<u>68,655</u>
Tax paid	(11,914,001)	-
Net cash (used in)/from operating activities	<u>(12,224,053)</u>	<u>68,655</u>
Cash flow from investing activities		
Proceeds from sale of investment	18,268,110	-
Dividend income	2,938,637	-
Net cash generated from investing activities	<u>21,206,747</u>	<u>-</u>
Cash flow from financing activities		
Loan paid	(3,768,110)	-
Loan interest received	250,484	263,412
Buy back of shares	(14,500,000)	-
Finance charges	(1,554,539)	(1,322,879)
Net cash used in financing activities	<u>(19,572,165)</u>	<u>(1,059,467)</u>
Net change in cash and cash equivalents	<u>(10,589,471)</u>	<u>(990,812)</u>
Cash and cash equivalents at beginning of the year	<u>16,310,329</u>	<u>17,301,140</u>
Cash and cash equivalents at end of the year	<u>5,720,858</u>	<u>16,310,329</u>
Cash and cash equivalents consist of:		
Cash at bank	<u>5,720,858</u>	<u>16,310,329</u>

The notes on pages 12 to 30 form an integral part of these financial statements.
Independent auditors' report on pages 5 to 7.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****1. GENERAL INFORMATION**

WELSPUN MAURITIUS HOLDINGS LTD (the "Company") was incorporated in Mauritius on 09 June 2008 as a private company limited by shares under section 24 of the Companies Act 2001.

The Company's registered office is C/o IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port-Louis, 11324, Mauritius. The Company holds a Global Business Licence under the Financial Services Act 2007. The Company is licensed as an investment holding activities.

2. NEW STANDARDS AND INTERPRETATIONS**Application of new and revised International Financial Reporting Standards ("IFRSs")**

In the current year, the Company has applied all of the new and revised Standards Interpretations issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB which are relevant to its operations and effective for accounting periods beginning on 1 April 2023.

2.1 New and revised IFRSs applied for the current year

The following relevant revised standards have been applied in these financial statements. Their application has not had any significant impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

IFRS 16	Leases
Interest Rate Benchmark Reform – Phase 2	Amendments to IFRS 9, IAS 36, IFRS 7, IFRS4 and IFRS 16

Management has assessed the impact of these new and revised standards and interpretation and concluded that they have no major impact these financial statements.

2.2 New and revised IFRS in issue but not yet effective

There are certain standards and interpretations which apply for the first time to financial reporting periods commencing on or after 01 January 2022. These relevant standards and interpretations are being evaluated by management to evaluate their impact on the financial statements.

Effective Date Years beginning on or after	Standard / interpretation:
01 January 2022 (possible deferred to 01 January 2023)	Classification of liabilities as current or non-current – Amendments to IAS 1
01 January 2022	Reference to the Conceptual Framework (Amendments to IFRS 3)
01 January 2022	Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16)

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****2. NEW STANDARDS AND INTERPRETATIONS (Cont'd)****2.2 New and revised IFRS in issue but not yet effective (Cont'd)**

Effective Date Years beginning on or after	Standard / interpretation:
01 January 2022	Onerous Contracts – Costs of Fulfilling a Contract (Amendments to IAS 37)
01 January 2022	Annual improvements to IFRS Standards 2018-2020
01 January 2023	Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2
01 January 2023	Definition of Accounting Estimates – Amendments to IAS 8
01 January 2023	Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12
N/A	Sale or contribution of assets between an investor and its associate or joint venture- Amendments to IFRS 10 and IAS 28

Management has assessed the impact of the above and concluded that the impact these standards are not material.

3. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements, which have been applied consistently, are set out below.

(a) Basis of preparation

The financial statements have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these financial statements and the Mauritius Companies Act 2001.

The financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below. They are presented in US Dollars, which is the Company's functional currency.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(b) Translation of foreign currencies****Foreign currency transactions**

A foreign currency transaction is recorded, on initial recognition in US Dollars, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in US Dollars by applying to the foreign currency amount the exchange rate between the US Dollar and the foreign currency at the date of the cash flow.

(c) Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. A joint arrangement is either a joint operation or a joint venture.

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(c) Joint arrangements (Cont'd)****Joint ventures**

An interest in a joint venture is accounted for using the equity method, except when the investment is classified as held-for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, interests in joint ventures are carried in the statement of financial position at cost adjusted for post-acquisition changes in the company's share of net assets of the joint venture, less any impairment losses.

The company's share of post-acquisition profit or loss is recognised in profit or loss, and its share of movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. Losses in a joint venture in excess of the company's interest in that joint venture, including any other unsecured receivables, are recognised only to the extent that the company has incurred a legal or constructive obligation to make payments on behalf of the joint venture.

Any goodwill on acquisition of a joint venture is included in the carrying amount of the investment, however, a gain on acquisition is recognised immediately in profit or loss.

Profits or losses on transactions between the company and a joint venture are eliminated to the extent of the company's interest therein. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the policies adopted by the company.

When the company loses joint control, the company proportionately reclassifies the related items which were previously accumulated in equity through other comprehensive income to profit or loss as a reclassification adjustment. In such cases, if an investment remains, that investment is measured to fair value, with the fair value adjustment being recognised in profit or loss as part of the gain or loss on disposal.

In the company's separate financial statements, investment in joint venture is East Pipes Integrated Company For Industry (formerly known as Welspun Middle East Pipes Company). The Company has not equity accounted the results of the joint ventures as Welspun Corp Limited would consider both entities as subsidiary in their consolidated financial statements since the Company hold more than 50 % of the share capital of the joint ventures.

Joint operations

The company recognises the following in relation to its interests in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(c) Joint arrangements (Cont'd)****Consolidated financial statements**

No consolidated accounts have been prepared as the directors of the Company have taken advantage of the exemption under the Mauritian Company's Act 2001, which exempts a company holding a Global Business Licence from preparing consolidated financial statements when it is a wholly owned or virtually wholly owned subsidiary of a Company incorporated outside Mauritius.

(d) Impairment of assets

The Company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as revaluation decrease.

(e) Financial instruments

Financial instruments held by the company are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the company, as applicable, are as follows:

Financial assets which are equity instruments:

- Designated as at fair value through other comprehensive income. (This designation is not available to equity instruments which are held for trading or which are contingent consideration in a business combination).

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(e) Financial instruments (Cont'd)**

Financial assets which are debt instruments:

- Amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows.

Financial liabilities:

- Amortised cost;

Note 11 Financial instruments and risk management presents the financial instruments held by the company based on their specific classifications.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Loans receivable at amortised cost**Classification**

Loans receivable (note 5) are classified as financial assets subsequently measured at amortised cost.

They have been classified in this manner because the contractual terms of these loans give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the company's business model is to collect the contractual cash flows on these loans.

Recognition and measurement

Loans receivable are recognised when the company becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the loan initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(e) Financial instruments (Cont'd)****Loans receivable at amortised cost (Cont'd)****Application of the effective interest method**

Interest income is calculated using the effective interest method, and is included in profit or loss in interest income.

The application of the effective interest method to calculate interest income on a loan receivable is dependent on the credit risk of the loan as follows:

- The effective interest rate is applied to the gross carrying amount of the loan, provided the loan is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a loan is purchased or originated as credit-impaired, then a credit-adjusted effective interest rate is applied to the amortised cost in the determination of interest. This treatment does not change over the life of the loan, even if it is no longer credit-impaired.
- If a loan was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the loan in the determination of interest. If, in subsequent periods, the loan is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

Impairment

The company recognises a loss allowance for expected credit losses on all loans receivable measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective loans.

The company measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that loan is measured at 12 month expected credit losses (12 month ECL).

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a loan. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a loan that are possible within 12 months after the reporting date.

In order to assess whether to apply lifetime ECL or 12 month ECL, in other words, whether or not there has been a significant increase in credit risk since initial recognition, the company considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of a loan being credit impaired at the reporting date or of an actual default occurring.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(e) Financial instruments (Cont'd)****Trade and other receivables****Classification**

Trade and other receivables, excluding, when applicable, prepayments, are classified as financial assets subsequently measured at amortised cost (note 5).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the company's business model is to collect the contractual cash flows on trade and other receivables.

Recognition and measurement

Trade and other receivables are recognised when the company becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Impairment

The company recognises a loss allowance for expected credit losses on trade and other receivables, excluding prepayments. The amount of expected credit losses is updated at each reporting date.

The company measures the loss allowance for trade and other receivables at an amount equal to lifetime expected credit losses (lifetime ECL), which represents the expected credit losses that will result from all possible default events over the expected life of the receivable.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(e) Financial instruments (Cont'd)****Trade and other payables****Classification**

Trade and other payables (note 8), excluding amounts received in advance, are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

They are recognised when the company becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in finance costs.

Cash and cash equivalents

Cash comprises cash at bank. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value.

Borrowings**Classification**

Borrowings (note 8) are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

Borrowings and loans from related parties are recognised when the company becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(e) Financial instruments (Cont'd)****Borrowings (Cont'd)****Recognition and measurement (Cont'd)**

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Interest expense, calculated on the effective interest method, is included in profit or loss in interest expense.

Borrowings expose the company to liquidity risk and interest rate risk.

Derecognition**Financial assets**

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains substantially all the risks and rewards of ownership of a transferred financial asset, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities

The company derecognises financial liabilities when, and only when, the company obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(f) Tax****Current tax assets and liabilities**

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or different period, to other comprehensive income, or
- a business combination

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited to equity if the tax relates to items that are credited or charged, in the same or different period, to equity.

(g) Stated capital

The Company ordinary shares are classified as equity.

(h) Borrowing costs

Borrowing costs directly attributable to the acquisition, contribution or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All the borrowing costs are recognised in the statement of comprehensive income in the period in which they are incurred.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(i) Provisions and contingencies**

Provisions are recognised when:

- (i) the Company has a present obligation as a result of a past event;
- (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (iii) a reliable estimate can be made of the obligation.

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset. The amount recognised for the reimbursement shall not exceed the amount of the provision.

Provisions are not recognised for future operating losses.

(j) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received. The following specific recognition criteria must also be met before revenue can be recognised.

Dividend income is recognised on the dates the securities are first quoted “ex-dividend” to extent that information thereon is reasonably available to the Company and when the shareholder’s right to receive payment is established.

Income tax on the profit or loss for the year comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of prior years.

(k) Expense recognition

Expenses are accounted for in the statement of comprehensive income on an accruals basis.

(l) Dividends

Dividends are recorded in the Company’s financial statements in the year in which they are approved by the Company’s shareholder.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****3. ACCOUNTING POLICIES (Cont'd)****(m) Related party transactions**

For the purpose of these financial statements, parties are considered to be related to the Company if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or vice versa, or where the Company is subject to common control or common significant influence. Related parties may be individual or other entities.

(n) Significant judgements and sources of estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgements in applying accounting policies

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the financial statements, are outlined as follows:

Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising there on are dependent on the functional currency selected. As described in Note 3(b), the directors have considered those factors described therein and have determined that the functional currency of the Company is the United States Dollars (“USD”).

(o) Significant judgements and sources of estimation uncertainty*Recoverability of trade receivables*

The Company reviews its trade receivables at each reporting date to assess whether an impairment loss should be recorded in the statement of profit or loss and other comprehensive income. In particular, management judgement is required in the estimation of the amount and timing of future cash flows when determining the impairment loss. These estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024**

4. INVESTMENTS	<u>2024</u>	<u>2023</u>
	USD	USD
At start	22,758,458	22,758,458
Disposal of investment	<u>(2,280,397)</u>	<u>-</u>
At end	<u>20,478,061</u>	<u>22,758,458</u>

Details of investments

Name of Company	Country of incorp	Type of shares	Types of Investments	No of shares/ %holding		<u>2024</u>	2023
				2024	2023		
						USD	USD
East Pipes Integrated Company for Industry (Formerly known as Welsun Middle East Pipes Company)	Saudi Arabia	Equity	Quoted	9,922,280 31.5%	11,027,207 35.01%	<u>20,478,061</u> <u>20,478,061</u>	<u>22,758,458</u> <u>22,758,458</u>

During current year, the Company has sold 1,104,926 shares of East Pipes Integrated Company for Industry (“EPIC”) to Al-Haitam Industrial and Economic Development Company (“Al-Haitam”) through a block deal at the prevailing market price for a total consideration of SAR 68.51 million (USD 18.27 million)

5. TRADE AND OTHER RECEIVABLES	<u>2024</u>	<u>2023</u>
	USD	USD
Interest receivable	<u>221,988</u>	<u>124,645</u>

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024**

6. STATED CAPITAL	2024	2023
	USD	USD
<i>Issued and fully paid up</i>		
At 01 April 2023	113,455	113,455
Buy back of shares	(8,670)	-
At 31 March 2024	104,785	113,455

Shareholders holding the Company	2024		2023	
	%	USD	%	USD
<i>Ordinary shares of USD 1 each</i>				
Welspun Corp limited	97.427	102,089	89.98	102,089
Welspun Pipes Inc, USA	2.573	2,696	10.02	11,366

Company has done a selective buyback of its own shares from minority shareholder (Al-Haitam) (7.44% out of 10.01% held in WMHL) for a value of USD 14.50 million.

7. BORROWINGS	2024	2023
	USD	USD
Welspun Tubulars LLC – note (a)		
Opening balance – 01 April 2023	27,850,000	27,850,000
Repayment of loan	(3,768,110)	-
Closing balance – 31 March 2024	24,081,890	27,850,000

(a) The loan is interest bearing, unsecured.

8. TRADE AND OTHER PAYABLES	2024	2023
	USD	USD
Accrued expenses	73,261	8,700
	73,261	8,700

9. TAXATION

The Company is liable to pay tax in Mauritius at the rate of 15%. However, foreign tax credit is the higher of:

- (a) deemed foreign tax credit of 80% of Mauritius tax charge, and
- (b) withholding tax suffered on foreign source income. In addition to the withholding tax credit, in the case of dividend income, tax credit is available for any foreign tax imposed on the profits out of which that dividend income was directly and indirectly received. Capital gains are exempt from tax in Mauritius.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****9. TAXATION (CONTINUED)**

A numerical reconciliation between the accounting profit and the tax charge is shown below:

Tax reconciliation	2024	2023
	USD	USD
Profit/(loss) before taxation	17,675,747	(1,197,851)
Add non allowable expenses:	1,703,040	110,285
Gain on sale of investment	(15,987,713)	-
Chargeable income/(loss)	3,391,074	(1,087,566)
Tax at 15%	508,661	(163,135)
Deferred tax asset not recognised	-	163,135
Tax charge for the year (Note 1)	508,661	-
Withholding tax	(508,661)	11,762,353
Tax liability	-	11,762,353
Tax recognised in profit or loss is as follows	2024	2023
	USD	USD
Tax as per Note 1 above	-	-
Withholding tax *	165,688	936,274
Total	165,688	936,274

* Adjustment for the previous year USD Nil (2023 – USD 936,274)

10. FINANCIAL INSTRUMENTS**(a) Values of financial instruments**

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction. The Company's financial assets and liabilities include loans receivable, cash and cash equivalents, trade and other receivables, trade and other payables and borrowings. The carrying amounts of these assets and liabilities approximate their fair values.

(b) Currency profile

The currency profile of the Company's financial assets and liabilities is summarised as follows:

	Financial assets 2024 USD	Financial liabilities 2024 USD	Financial assets 2023 USD	Financial liabilities 2023 USD
United States Dollars	<u>26,420,907</u>	<u>24,155,151</u>	<u>39,207,472</u>	<u>39,951,774</u>

Note: Prepayments not included under financial assets (2023: USD Nil).

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****10. FINANCIAL INSTRUMENTS (Cont'd)****(c) Credit risk**

Credit risk refers to the risk that counterparties will default on their obligations resulting in financial loss to the Company. The Company has, as far as it is practicable, adopted a policy of only dealing with creditworthy counterparties. The Company's exposure and the credit ratings of its customers are continuously monitored. The Company has no history of default clients. No credit risk is associated with the bank balances since the bank is reputable and with high credit ratings.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting period was:

	<u>2024</u>	<u>2023</u>
	USD	USD
Trade and other receivable	221,988	124,645
Cash and cash equivalents	<u>5,720,858</u>	<u>16,310,329</u>
	<u>5,942,846</u>	<u>16,434,974</u>

(d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. the Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities.

(d) Liquidity risk (continued)

The table below illustrates the aged analysis of the company's financial assets and liabilities.

	<u>31 March 2024</u>		
	<u>On</u>	<u>1 to 5</u>	<u>Total</u>
	<u>demand</u>	<u>Years</u>	<u>Total</u>
	USD	USD	USD
Liabilities			
Borrowings	-	24,081,890	24,081,890
Other payables	<u>73,461</u>	-	<u>73,461</u>
<i>Total liabilities</i>	<u>73,461</u>	<u>24,081,890</u>	<u>24,155,351</u>

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****10. FINANCIAL INSTRUMENTS (Cont'd)****(d) Liquidity risk (continued)**

	31 March 2023		
	On demand	1 to 5 Years	Total
	USD	USD	USD
Liabilities			
Borrowings	-	27,850,000	27,850,000
Interest accrued	330,721	-	330,721
Other payables	8,700	-	8,700
<i>Total liabilities</i>	<u>339,421</u>	<u>27,850,000</u>	<u>28,189,421</u>

11. CONTINGENT LIABILITIES

At 31 March 2024, the Company has no material litigation or claims outstanding, pending or threatened against, which could have a material effect on the Company's financial position or results of operations.

12. RELATED PARTY TRANSACTIONS

The following are related party transactions and balances at year end. All transactions and balances at year end. All transactions are carried out on an arm's length basis.

<u>Name of company</u>	<u>Nature of relationship</u>	<u>Nature of transactions</u>	<u>Debit/(credit) balances at 31 March 2024</u>	<u>Debit/(credit) balances at 31 March 2023</u>
		USD	USD	USD
Welspun Tubulars LLC	Fellow Subsidiary	Loan payable	(24,081,890)	(27,850,000)
Welspun Tubulars LLC	Fellow Subsidiary	Interest payable	-	330,721

Transactions during the year:

Welspun Tubulars LLC	Fellow Subsidiary	Interest expense	1,218,964	1,322,879
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13. CAPITAL COMMITMENTS

The Company has no material commitments at 31 March 2024.

WELSPUN MAURITIUS HOLDINGS LTD**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024****14. HOLDING COMPANY**

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

15. REPORTING CURRENCY

The financial statements are presented in United States Dollar (“USD”).