

**Welspun USA Inc.**  
**Financial Statements for the fiscal year**  
**ended 31 March 2019**

## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Welspun USA Inc.

### Opinion

We have audited the consolidated financial statements of Welspun USA Inc. (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated special purpose statement of financial position as at March 31, 2019, and the consolidated special purpose statement of comprehensive income, the consolidated special purpose statement of changes in equity and the consolidated special purpose statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2019, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America ('US GAAP').

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Basis of Preparation and Restriction on Distribution

We draw attention to Note 2(a) to the financial statements which describes the basis of accounting. These Consolidated financial statements are prepared solely for the purpose of submission to the bankers and potential business partners of the Holding Company and its subsidiaries. As a result the financial statements may not be suitable for another purpose. It is not to be used for the any other purpose, or referred to in any other document, or distributed to anyone else without our prior written consent. Our opinion is not modified in respect of this matter.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with US GAAP, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

