

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Company will be held on Monday, August 29, 2011 at 9.30 A.M. at Vanijya Bhavan, Near Race Course Circle, Vadodara -390007, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Balance Sheet as on 31st March, 2011 and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To appoint a director in place of Mr. B K Goenka who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself, for re-appointment
3. To appoint a director in place of Mr. Shailesh Vaidya who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself, for reappointment.
4. To appoint M/s Chandrakant & Sevantilal & J K Shah & Co., Chartered Accountants, as Statutory Auditors of the Company and hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

By order of the Board
For Welspun Projects Limited

Place: Mumbai
Date: May 26, 2011

Susheela Maheshwari
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING (FORM ATTACHED HERewith)
2. Members are requested to notify immediately their change of address, if any to their Depository participants (DP's).
3. The Register of Members and Share Transfer books of the Company will be closed from Monday, August 22, 2011 to Thursday, August 25, 2011 (both days inclusive).
4. Members/Proxies should bring the Attendance Slips duly filled in for attending the meeting.
5. Members are requested to bring their copy of Annual Report to the Annual General Meeting.
6. Members desirous of seeking any information/clarification on the accounts or operations of the company are requested to forward his/ her query to the Company Secretary so as to reach at least seven working days prior to the AGM, so that the required information can be made available at the meeting.
7. Members, who hold shares in dematerialized form, are requested to bring their depository account number (Client ID No.) for easy identification and recording of attendance at the meeting.
8. Members are requested to encash their past dividend, since dividend which remains unpaid or unclaimed for a period of seven years from the date they became due for payment will be transferred by the company to IEPF.
9. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form 2B as prescribed under the Companies Act, 1956 which is available with the Registrar and Share Transfer Agents of the Company, on request.
10. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agent, M/s. Purva Sharegistry (India) Private Limited, immediately of:
 - a) Change in their Residential status on return to India for permanent settlement.
 - b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, Code Number if not furnished earlier.

By order of the Board
For Welspun Projects Limited

Place: Mumbai
Date: May 26, 2011

Susheela Maheshwari
Company Secretary



Annexure 'A'

[Pursuant to clause 49 of Listing Agreement]

Details of Directors seeking appointment or reappointment at the ensuing Annual General Meeting

Particulars	Mr. B K Goenka	Mr. Shailesh Vaidya
Director Identification Number	00270175	00002273
Date of Birth	15.08.1966	03.11.1957
Date of Appointment	27.04.2010	30.05.2010
Expertise in specific areas	Industries with wide business experience	Advocate and Solicitor.
Qualification	B.Com	LL.B, Solicitor
Directorship held in other public companies (excluding foreign and section 25 companies)	Welspun India Ltd, Welspun Syntex Ltd, Welspun Corp Ltd, Welspun Mercantile Ltd, Welspun Fintrade Ltd, Welspun Steel Ltd, Welspun Logistics Ltd, Welspun Investments and Commercial Ltd, Welspun Energy Ltd, Adani Welspun Exploration Ltd, Welspun Maxsteel Ltd, Remi Metals Gujarat Ltd, Welspun Global Brands Ltd, Alspun Infrastructure Ltd.	Dwarikesh Sugar Industries Limited, Siyaram Silk Mills Limited, Orbit Corporation Limited, Welspun Power and Steel Limited, Suashish Diamonds Limited, Allied Digital Services Limited
Membership / Chairmanships of committees of other public companies (includes only Audit Committee & Shareholders' / Investors' Grievance Committee)	Audit Committee: Welspun Steel Ltd. Shareholders / Investors Grievance Committee: Welspun Corp Ltd, Welspun India Ltd, Welspun Syntex Ltd, Welspun Global Brands Ltd, Welspun Investments and Commercials Ltd* *Chairman of the Committee	None
Number of shares held in the Company	Nil	Nil
Relationship between directors inter-se	None	None

WELSPUN PROJECTS LIMITED

Regd. Office: 707, Sterling Centre, R C Dutt Road, Alkapuri, Vadodara - 390 005

DP ID*	<input type="text"/>	Master Folio	<input type="text"/>
PROXY FORM			
Client ID*	<input type="text"/>	No. of Shares	<input type="text"/>

I/We _____
of _____ in the district of _____ being a member/s
of the above named Company hereby appoint _____ of _____ in the district of _____
or failing him _____ of _____ in the district of _____
as my/our Proxy to vote for me/us on my/our behalf at the 17th ANNUAL GENERAL MEETING of the Company at Vanijya Bhavan, Nr. Race Course Circle, Alkapuri, Vadodara - 390 007 to be held on Monday, August 29, 2011, at 9.30 A.M. and any adjournment(s) thereof.

Signed this _____ day of _____ 2011	Affix Re. 1 Revenue Stamp
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Note : The Proxy form duly signed across the stamp should reach the Company's Registered Office at least 48 hours before the Meeting. Proxy need not be a member of the Company.

* Applicable for Investors holding shares in electronics form only.

.....(TEAR HERE).....

WELSPUN PROJECTS LIMITED

Regd. Office: 707, Sterling Centre, R C Dutt Road, Alkapuri, Vadodara - 390 005

DP ID*	<input type="text"/>	Master Folio	<input type="text"/>
ATTENDANCE SLIP			
Client ID*	<input type="text"/>	No. of Shares	<input type="text"/>

I hereby record my presence at the 17th ANNUAL GENERAL MEETING of the Company at Vanijya Bhavan, Nr. Race Course Circle, Alkapuri, Vadodara - 390007 to be held on Monday, August 29, 2011, at 9.30A.M.

Signature of the Shareholder or Proxy _____

Shareholders/Proxy holders are requested to bring the attendance slip with them, when they come to the Meeting and hand it over at the entrance after signing the same.

Shareholders who come to attend the meeting are requested to bring their copies of Annual Report with them.

Shareholders intending to obtain additional information regarding accounts to be presented at the meeting are requested to inform the Company about the details thereof at least 7 days in advance.

* Applicable for Investors holding shares in electronic form only.

WELSPUN



Dare to Commit

www.welspunprojects.com

WELSPUN Projects Ltd.

(Formerly known as MSK Projects (India) Ltd.)

17th Annual Report
2010-2011



CORPORATE INFORMATION

Board of Directors

Mr. B. K. Goenka	Mr. Nirmal Gangwal
Mr. Ashok Khurana	Mr. Shailesh Vaidya
Mr. Sunil Shinde	Mr. A. K. Dasgupta

Company Secretary

Ms. Susheela Maheshwari

Audit Committee

Mr. Nirmal Gangwal

Mr. Shailesh Vaidya

Mr. A. K. Dasgupta

Statutory Auditor

Chandrakant & Sevantilal & J.K. Shah & Co.

Shareholder/Investor Grievance Committee

Mr. Shailesh Vaidya

Mr. B. K. Goenka

Mr. Sunil Shinde

Remuneration Committee

Mr. Nirmal Gangwal

Mr. Shailesh Vaidya

Mr. A. K. Dasgupta

Registered Office

707-708, Sterling Centre,

R. C. Dutt Road, Alkapuri

Vadodara 390005

Tel: 0265 - 2344756 & 2359893

Fax: 0265 - 2341642

Corporate Office

Welspun House,

4th Floor, Kamla City,

Senapati Bapat Marg,

Lower Parel, Mumbai 400013

Tel.: 022-66136000 Fax: 022-24908020

Stock Exchanges where the Company's securities are listed

Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai - 400 051

Vadodara Stock Exchange Ltd.

3rd Floor, Fortune Tower,

Sayajigunj, Vadodara - 390005.

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra Kurla Complex,

Bandra (E), Mumbai - 400 051

Registrar and Transfer Agent

Purva Sharegistry (India) Pvt. Ltd.

Unit No. 9, Shivshakti Industrial Estate,

J.R Boricha Marg, Opp Kasturba Hospital Lane,

Lower Parel (E) Mumbai 400 011

Bankers

Bank of Baroda

Bank of India

Corporation Bank

HDFC Bank Limited

IDBI BANK

Kotak Mahindra Bank

State Bank of India

IDFC

Dena Bank

Axis Bank

Punjab National Bank

MESSAGE FROM CHAIRMAN

My dear fellow Stakeholders,

India today is witnessing an infrastructure Renaissance to leap forward into the league of advanced nations. With the effect of the global financial crisis of 2008–9 on the Indian economy wearing off, need for state-of-the-art infrastructure is paramount. The Infrastructure Industry in India has been experiencing a rapid growth in its different verticals with the development and urbanisation leading to increasing interest shown by foreign as well as domestic investors and infrastructure players in this field. Powered by a 'Reforms' driven Central Government, the Indian infrastructure industry is showing signs of sustainable growth especially through the Public Private Partnership (PPP) mode. The Revised Policy Framework (in FY10) governing the Build Operate Transfer (BOT) projects in the form of Model Concession Agreements has given a significant impetus to private partnership in the overall scheme of national infrastructure development. As per the revised estimates of the Planning Commission released in March 2010, India's infrastructure investment is likely to rise from Rs.9 trillion under the 10th Plan to Rs.20.5 trillion under the 11th Plan. The estimated spend over the 12th Plan period (FY13-FY17) in various segments will be around Rs.27 trillion. Power will lead the way with a 32% share in the total spend, followed by roads at 17% and railways at 16%. Nearly 30% of the planned expenditure is expected to come from the private sector during the 11th Plan period.

Welspun Projects Ltd (WPL) formerly known as MSK Projects (India) Ltd is fully poised to leverage on the burgeoning infrastructure space. WPL's successful execution of projects for the past 35 years has made the company a niche player in the construction industry. With Welspun's rich experience of dealing with EPC contracts and WPL's business model of EPC projects in roads, industrial construction and PPP, the company is set to play a larger role in the infrastructure space.

We have executed infrastructure projects – highways, bridges, industrial, residential and commercial buildings. In the highway sector alone we have successfully completed six BOT (Toll) Road projects with a total length of over 500 km and a capital expenditure of over US \$ 200 million. One of the signature project is the 142.6 km long Dewas-Bhopal Corridor linking Bhopal and Dewas on SH 18 in the state of Madhya Pradesh on BOT Toll Basis. Simultaneously, we forayed into the construction and development of water supply and distribution projects & urban infrastructure. We successfully commissioned Dewas Industrial Water Supply Project – one of India's successful BOT (PPP) projects in the water sector. It supplies 23 Million Litres Per Day (MLD) water from Narmada River to Dewas Industrial Area in the state of Madhya Pradesh on PPP basis. Till date WPL has successfully completed six BOT Road project, two Bus Terminal and one Water project. We could achieve this feat only because of our project management expertise, cutting-edge technology and design innovations.

On the immediate horizon, WPL is currently qualified to submit bids for 10 BOT National Highway Road Projects across various states of India, aggregating to a total asset size of above US\$ 225 million. In addition, we have submitted Request for Quotation (RFQs) for over 50 National and State Highway road projects with a total project cost aggregating to around US\$ 8,250 million. In the water sector WPL has recently been awarded the Greater Mohali Water Pipeline project in the state of Punjab.

This couldn't have been possible without the constant support of our shareholders. Therefore, I would like to take this opportunity to thank all our stakeholders for reposing confidence in our abilities and our endeavours. I'm confident that with your continued support, WPL is sure to conquer new heights.



B. K. Goenka
Chairman



DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting the 17th Annual Report together with the Audited Financial Statement along with the Report of the Auditors for the year ended on March 31, 2011.

I. FINANCIAL PERFORMANCE

Particulars	(Rs. in Lakhs)	
	FY 2010-11	FY 2009-10
Contract Receipt	20627.74	38988.01
Toll Collection	2786.67	2984.90
Other Income	78.79	87.65
Change in Work in Progress	2141.24	418.60
Total Income	25634.45	42479.17
Total Expenditure	28675.90	38422.99
Profit Before Tax	(3041.45)	4056.17
Capital cost for own project	-	64.79
Prior Period Income	(29.08)	227.49
Less : Provision for Tax	214.32	1473.70
Profit After Tax	(3284.85)	2874.75
Proposed Dividend	-	400.00
Tax on Dividend	-	67.98
Balance Carried to Balance Sheet	5757.78	9510.60
Earning Per Share (Rs.)	(8.21)	12.60
Dividend Per Share (Rs.)	-	1.00

II. DIVIDEND

To augment cash resources for future developmental activities and growth of the Company, your directors do not recommend any dividend on equity shares of the Company for the year ended March 31, 2011.

III. KEY CONTRACTS AND ORDERS

The order book position as on date of this Report, exceeds Rs. 570 Crore. During the year, under this Report, your company Excelled in clinching various important contracts including, Road Projects at Dahej Bharuch (Gujarat) for Gujarat State Road Development Corporation (GSRDC), Pipe Laying Water Project and Sewerage Projects at Umergaon for Gujarat Urban Development Corporation (GUDC), Pipe Laying Water Projects at Mohali for Greater Mohali Area Development Authority (GMADA).

IV. CHANGE IN MANAGEMENT CONTROL

On April 27, 2010 the Company allotted 1,71,78,888 equity shares of Rs.10/- each at Rs. 123 per share to Welspun Infratech Limited, on preferential allotment basis under chapter VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009.

On August 16, 2010 Welspun Infratech Limited acquired 52,79,348 equity shares from erstwhile Promoters and others shareholders of the Company.

Welspun Infratech Limited made an open offer under Regulation 10 & 12 of SEBI (Substantial Acquisition of shares & Takeovers) Regulation, 1997 (SEBI Takeover Code) to shareholders of the Company, under which Welspun Infratech Limited acquired 180 shares at Rs.130.50 per shares.

Accordingly, Welspun Infratech Limited acquired the control over the Company by acquiring 61.12% of equity share capital of the Company. Upon acquisition of the control over the Company, by Welspun Infratech Limited, the Board was reconstituted as under on August 16, 2010:

Sr. No.	Name	Designation
1	Mr. B. K. Goenka	Chairman
2	Mr. Sunil Shinde*	Managing Director & CEO
3	Mr. Ashok Khurana	Director
4	Mr. Nirmal Gangwal	Director
5	Mr. Yogesh Verma**	Director
6	Mr. Shailesh Vaidya	Director
7	Mr. Apurba Kumar Dasgupta	Director

*appointed w.e.f. May 16, 2011 **ceased to be Director w.e.f. May 26, 2011

V. DIRECTORS

Mr. Sunil Shinde has been appointed as Managing Director and Chief Executive Officer of the Company w.e.f. May 16, 2011.

In accordance with the requirements of the Companies Act, 1956 and Article 150 of the Articles of Association of the Company, Mr. B K Goenka and Mr. Shailesh Vaidya, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The details of directors seeking appointment or re-appointment as required by clause 49 of the Listing Agreement are provided in the Annexure - A to the Notice convening the Annual General Meeting.

During the year under Report, following Directors resigned from the Board of Directors of the Company.

Sr. No.	Name of Director	Date of Resignation
1	Ms. Dipti Shah	May 30, 2010
2	Mr. Amit Khurana	August 16, 2010
3	Mrs. Manju Khurana	August 16, 2010
4	Mr. C Mohanan	August 16, 2010
5	Mr. Ashok Gandhi	August 16, 2010
6	Mr. Mayur Parikh	August 16, 2010
7	Mr. Sanjay Mehta	August 16, 2010

VI. DEPOSITS

During the financial year 2010-11, the Company did not accept any Public Deposits as per Section 58A of the Companies Act, 1956 and rules made there under.

VII. AUDITORS

The Company's Statutory Auditors, M/s Chandrakant & Sevantilal & J. K. Shah & Company, Chartered Accountants, retire at the conclusion of this Annual General Meeting and being eligible, offer themselves for reappointment. The Auditors confirmed that, if appointed, their appointment will be within the limits as laid down under section 224(1B) of the Companies Act, 1956.

VIII. AUDITOR'S REPORT

With regards to the qualification on Disclosure of Cash Subsidy amounting to Rs.126.54 Crores received from Madhya Pradesh Rajya Setu Nirman Nigam Limited and Gujarat State Road Development Corporation against BOT Projects under the head 'Reserves & Surplus' instead of deducting the same from the Project Cost, your directors state that as per the para 10.1 of the Accounting Standard 12 – Accounting for Government Grants (reproduced hereinafter), where the subsidy received is in the nature of promoter's contributions that is, to say without which the concessionaire cannot cover the total cost of the projects, the subsidy received can be shown as Capital Reserve under the head of Reserves and Surplus rather than deducting from the total cost of the Project. Your Directors further state that they perceive that the subsidy received is in the nature of 'Promoter's Contribution' and hence has been disclosed the same as Capital Reserve and not deducted from the total cost of the Project.



Para 10.1 of the Accounting Standard 12 –Accounting for Government Grants, state as under:

‘Where the Government Grants are of the nature of Promoters Contribution i.e., they are given with reference to the total Investment in an undertaking or by way of contribution towards its total Capital outlay and no repayment is ordinarily expected in respect thereof, the grants are treated as Capital Reserve which can be neither distributed as dividend nor considered as deferred income.’

IX. INTERNAL CONTROL SYSTEMS

The Company has an adequate system of Internal Control to ensure compliance with policies and procedures. Internal Audits are regularly carried out to review the internal control systems. The Internal Audit Reports along with recommendations contained therein are reviewed by the Audit Committee of the Board.

X. SUBSIDIARIES

As on March 31, 2011, the following companies, were subsidiaries of the Company viz. (1) MSK Projects (Himmatnagar Bypass) Private Ltd. (2) MSK Projects (Kim Mandvi Corridor) Private Ltd. 3) Welspun Energy Maharashtra Private Limited.

The Ministry of Corporate Affairs vide its General Circular No. 2 / 2011 dated February 8, 2011 granted general exemption to the companies from attaching a copy of the Balance Sheet, the Profit and Loss Account and other documents of its subsidiary companies as required to be attached under Section 212 of the Companies Act, 1956 to the Balance Sheet of the Company subject to fulfillment of conditions stipulated in the circular.

Therefore, the said documents of the aforesaid subsidiary companies are not attached to the Annual Report.

The aforesaid documents relating to the subsidiary companies and the related detailed information will be made available upon request by any member or investor of the Company. Further, the Annual Accounts of the subsidiary companies are kept open for inspection by a member or an investor at the Registered Office of the Company.

The financial statements of Welspun Energy Maharashtra Private Limited, a subsidiary, have been consolidated based on the management estimate. Whereas accounts of other subsidiaries are consolidated in Annual Accounts based on Audited financial statements received from respective subsidiaries.

As required under the exemption, a statement containing the requisite information for each subsidiary is attached with this Report.

XI. PARTICULARS OF EMPLOYEES

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are set out in the Annexure to Directors' Report. However, as per provisions 219(1)(b) of the Companies Act, 1956, the Report and Accounts are being sent to all the shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining such particulars may write to Company Secretary at the registered office of the Company.

XII. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your directors confirm that:

- (i) in preparation of the annual accounts, the applicable accounting standards were followed along with proper explanation relating to material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the Company's state of affairs at the end of the financial year and of the Company's profits for the period.
- (iii) they have taken proper and sufficient care to maintain adequate accounting records in accordance with the provisions of this Act for safeguarding the Company's assets and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts for the financial year ended March 31, 2011 on a going concern basis.

XIII. REPORT ON CORPORATE GOVERNANCE AND AUDITOR'S CERTIFICATE

A separate section on Corporate Governance and a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges form part of this Report.

XIV. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The operations of the Company are not energy intensive and therefore there is nothing to report in respect of information on Conservation of Energy and Technology Absorptions as required under Section 217 (1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in report of the Board of Directors) Rules, 1988. Within the limited scope available for saving energy in construction contracts, every effort is being made for conserving and reducing its consumptions.

Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings – NIL

Foreign Exchange Outgo – NIL

XV. ACKNOWLEDGEMENT

Your directors express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Creditors and Shareholders and for the devoted services rendered, by the Executives, Staff and Workers of the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 26, 2011

B. K. Goenka
Chairman