

WELTERMAN INTERNATIONAL LIMITED

CIN: L51100GJ1992PLC017613



TWENTY SECOND ANNUAL REPORT

2013-2014

Regd. Office & Factory:

Plot No. 1135, Lamdapura Road,
Near Manjusar, At & Post - Lamdapura-391775
Tal. Savli, Dist. Vadodara.

Corporate Office:

701,702 Alkapuri Arcade A-Wing, Vadodara 390005
Tele-Fax.: (0265) 2310251
Email : welterman.baroda52@gmail.com
Website : www.welterman.com

TRADING UNIT

4/249, Alagappa Nagar,
PTC QTRS-Thuraipakkam Chennai-600097

**BOARD OF DIRECTORS**

KAYUM R. DHANANI	DIRECTOR
BIJI PAUL	DIRECTOR (Upto 24-04-2014)
SHAMIM SHEIKH	DIRECTOR
PAVIT G. AMIN	DIRECTOR
SHAKIL Z. MEMON	DIRECTOR (w.e.f. 24-04-2014)

AUDITORS

Parikh Shah Chotalia & Associates
Chartered Accountants
Vadodara.

BANKERS

HDFC BANK LTD
Alkapuri Vadodara

REGISTERED OFFICE AND FACTORY

Plot No. 1135, Lamdapura Road,
Near Manjusar, At & Post: Lamdapura 391 775
Tal. Savli, Dist. Vadodara

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**NOTICE**

NOTICE is hereby given that the Twenty Second Annual General Meeting of WELTERMAN INTERNATIONAL LIMITED will be held on Monday, the 29th September, 2014 at 11.00 a.m. at the Registered Office at Plot No. 1135, At & Post: Lamdapura, Lamdapura Road, Nr. Manjusr, Tal. Savli, Dist. Vadodara to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended even date alongwith the Report of Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Kayum Dhanani, who retires by rotation and being eligible offers himself for appointment.
3. To appoint Auditors from the conclusion of the ensuing Annual General Meeting upto the conclusion of 25th annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Clause 49 of the Listing Agreement, Shri Shakilbhai Zakaria Memon (DIN:00118152)] who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 27th Annual General Meeting."

5. AUTHORITY TO THE BOARD OF DIRECTORS TO LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY WHOLE OF THE UNDERTAKING(S) OF THE COMPANY (OTHER THAN SALE) U/S 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and



subject to such other permissions, consents and approvals, if any, required from concerned authorities, bodies and agencies as well as subject to such conditions as may be prescribed by them and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board'), the consent, authority and approval of the Company, be and is hereby granted to the Board on arm's length basis to lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company (other than sale) on such terms and conditions and with effect from such date as may be decided by the Board and to finalize and execute all such documents including lease agreements and such other documents as the Board may deem necessary or required and to do all such other acts, deeds, matters and things, which are incidental and consequential thereto or which may be considered necessary by the Board."

6. AUTHORITY TO THE BOARD OF DIRECTORS TO BORROW UP TO RS. 25 CRORES EVEN IN EXCESS OF AGGREGATE SUM OF PAID UP CAPITAL AND FREE RESERVES PURSUANT TO SECTION 180(1) (C) OF THE COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, the consent of the Company, be and is, hereby accorded to the Board of Directors of the Company, to borrow such sum or sums of money in any manner from time to time as it may think fit, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors of the Company including outstanding at any time shall not exceed the sum of Rs.25 Crores".

FOR AND ON BEHALF OF THE BOARD

Place : Vadodara

Date : 29TH May, 2014

(KAYUM R. DHANANI)
CHAIRMAN



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 26TH SEPTEMBER, 2014 TO 29TH SEPTEMBER, 2014 (BOTH DAYS INCLUSIVE)
4. A RELATIVE EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.
5. IN LINE WITH "GREEN INITIATIVE" OF THE MINISTRY OF CORPORATE AFFAIRS VIDE THEIR CIRCULAR DTD 06/06/2011, MEMBERS ARE REQUESTED TO SEND THEIR CONSENT TO RECEIVE COMMUNICATION ELECTRONICALLY AT THE E-MAIL ADDRESS IN THE FORMAT APPEARING IN LAST PAGE OF THIS REPORT.
6. E-Voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act, the Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 22nd Annual General Meeting of the Company scheduled to be held on 29th September, 2014 (the AGM Notice). The Company has appointed Mr. Devesh A. Pathak, Practising Company Secretary or failing him Mr. Vimal N. Betail, Practising Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 29-08-2014. The e-voting will commence at 9:00 AM on 23-09-2014 and will end at 6.00 PM on 25-09-2014. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

A. Instructions for Demat folios:

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "WELTERMAN INTERNATIONAL LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (V) Next enter the Image Verification as displayed and Click on Login.
- (VI) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (VII) If you are a first time user, follow the steps given below:

	For members holding shares in Demat Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department and registered with the DP/RTA. In respect of physical shareholding as well as those holding shares in Demat form and have not provided or whose PAN is not registered, enter your unique PAN/Default Value No. printed on the bottom of Attendance slip additionally attached herewith the Annual report for your ready reference.
DOB/Dividend Bank Details*	Enter the date of birth as registered with the DP/RTA in dd/mm/yyyy format or Enter the dividend bank detail as recorded with your DP/RTA. In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA those can enter Folio No. of shares held by you as on the cutoff date i.e. 29th August, 2014.

*Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

- (VIII) After entering these details appropriately, click on "SUBMIT"

tab.

- (IX) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (XI) Click on the **140821037** (EVSN) for the relevant < Welterman International Limited > on which you choose to vote.



- (XII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (XIII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XIV) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (XV) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (XVI) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (XVII) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 23-09-2014, 9:00 a.m. and ends on 25th September, 2014, 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

- i. The e-voting period commences on Tuesday, 23-09-2014 (9:00 a.m. IST) and ends on Thursday, 25-09-2014 (6:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 29-08-2014
- iii. Mr. Devesh A Pathak, Practising Company Secretary (Membership No. FCS 4559), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot at the meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.welterman.baroda52@gmail.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 22nd AGM of the Company on 29th September, 2014 and communicated to the stock exchanges, where the shares of the Company are listed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 4

Your Directors appointed Mr. Shakilbhai Zakaria Memon as an Additional Director of the Company with effect from 24th April, 2014 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") to hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Shakilbhai Zakaria Memon for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. A person satisfying the



criteria of independence under Section 149 of the Act may be appointed as an independent director for holding office for a term up to 5(five) consecutive years on the Board of a Company and he shall not be liable to retire by rotation. The Company has received a declaration from Mr.Shakilbhai Zakaria Memon to the effect that he meets with the criteria of independence as prescribed both under sub- section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. He possesses appropriate skills, experience and knowledge, inter alia, in the field of finance. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement and is independent of the management.

Brief resume of Mr.Shakilbhai Zakaria Memon as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report. Keeping in view, his vast expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director. Copy of the draft letter for appointment of Mr.Shakilbhai Zakaria Memon as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Your Directors recommend and seek your approval to the resolution as appearing in item no.4 of the accompanying notice

Your Directors recommend and seek your approval to the resolution as appearing in item no.4 of the accompanying notice by way of Ordinary Resolution.

Except Mr. Shakilbhai Zakaria Memon and his relatives, no other Directors / Key Managerial Personnel of the Company / their relatives, in any way, shall be deemed to be concerned or interested, financially or otherwise, in the resolution.

Item No. 5

In order to secure borrowings of the Company made/ to be made, your Company may be required to hypothecate/mortgage the properties of the Company from time to time.

Your Company may also lease the existing property(ies) of the Company for revenue generation.Accordingly,it is proposed to authorise the Board of Directors to dispose of the whole or substantially whole of the undertaking(s)of the Company from time to time except sale.

Your Directors recommend and seek your approval to the resolution as set out in item no. 5 of the accompanying notice by way of Special Resolution.

Neither any of the Directors/Key Managerial personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution.

Item No. 6

In terms of Section 180(1)(C) of the Companies Act, 2013, borrowing including existing borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the Company and its



free reserves would require approval from the Shareholders of the Company by way of Special Resolution.

In order to meet the fund requirements of the Company for both short term as well long term, the Company may be required to borrow from time to time by way of loans or other securities. Hence it is proposed to authorize the Board of Directors of the Company to borrow up to Rs. 25 Crores including existing borrowing.

Your Directors recommend and seek your approval to the resolution as set out in item No.6 of the accompanying Notice by way of Special Resolution.

Neither any of the Directors/Key managerial Personnel nor their relatives shall be deemed to be interested or concerned, financially or otherwise in the resolution.

FOR AND ON BEHALF OF THE BOARD

Place : Vadodara

(KAYUM R. DHANANI)

Date : 29TH May, 2014

CHAIRMAN



Details of the Director seeking appointment/ reappointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

Name	Mr. Kayum R. Dhanani	Mr. Shakilbhai Zakaria Memon
Date of Birth & Age	7th May, 1972 (41 years)	2nd November, 1969 (45 years)
Date of Appointment	14th February, 2013	24th April, 2014
Qualifications	IGCS, Cambridge University	B. Com.
No. of Shares held	1,999,800	Nil
Experience	20 Years	20 Years
Directors Ship in other public companies	1.UNIERAL LABORATORIES LIMITED 2.ASHIKA LEATHERS PRIVATE LIMITED 3.SARA SUOLE PRIVATE LIMITED 4.KSHIPRA RESTAURANTS PRIVATE LIMITED 5.FAVORITE RESTAURANTS PRIVATE LIMITED 6.MALWA HOSPITALITY PRIVATE LIMITED 7.SAYAJI HOTELS LIMITED 8.BARBEQUE-NATION HOSPITALITY LIMITED 9.ARIES HOTELS PRIVATE LIMITED 10.RUOSH RETAIL PRIVATE LIMITED	1. TUNGABHADRA FERTILIZERS & CHEMICALS LIMITED
Chairmanship/ membership of committees	Audit Committee ◆ Member	- N.A.-

\$ Directorship in private companies, foreign companies and associates are excluded.

@ Represents Membership/Chairmanships of Audit Committee and Shareholders'/Investors Grievance Committee only.



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure to present their TWENTY SECOND ANNUAL REPORT together with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2014:

1. FINANCIAL & WORKING RESULTS

Particulars	2013-2014 Rs.(In Lacs)	2012-2013 Rs.(In Lacs)
Total Income	343,390,421	20,77,81,606
Gross Profit/ (Loss) Before Depreciation:	9,793,540	(2,159,967)
(Less): Depreciation	(1,517,127)	(863,548)
PROFIT / (LOSS) BEFORE TAX	8,276,413	(3,023,515)
(Add): Excess Provisions for Tax	-	5011
PROFIT/ (LOSS) AFTER TAX	8,276,413	(3,018,504)
Balance brought forward	(128,483,546)	(125,465,042)
(LOSS) CARRIED TO BALANCE SHEET	(120,207,133)	(128,486,546)

2. DIVIDENDS :

In view of carried forward losses of the Company, your Directors do not recommend any dividend.

3. DEPOSITS :

The Company has not accepted / renewed deposits within the meaning of the Companies (Acceptance of Deposits) Rules, 1975.

4. PRESENT STATUS UNDER BIFR :

As you are aware, the Company is a 'Sick Industrial Company' registered under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 and the matter of the Company is pending with Hon'ble BIFR.

5. PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration of Rs 60, 00,000 per annum or Rs. 5, 00,000 per month for any part of the year or more and hence no particulars as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rule, 1975 are required to be furnished.

**6) PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company does not have material information required under Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Board of Directors) Rule, 1988 to offer and hence no particulars have been furnished.

7) FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, the Company had not earned any foreign exchange and spent foreign exchange equivalent to Rs.268,623,963.

8) DIRECTORS' RESPONSIBILITY STATEMENT:

- (i) Your Directors have followed the applicable accounting standards alongwith proper explanation relating to material departures, if any, while preparing the annual accounts;
- (ii) Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the period;
- (iii) Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) Your Directors have prepared the annual accounts on a going concern basis.

9) DIRECTORATE:

Your Directors have appointed Mr. Shakilbhai Memon as an Additional Director of the Company w.e.f. 24.04.2014.

Mr. Biji Paul resigned from the office of Director due to his preoccupation. Your Directors have placed on record their appreciation for valuable services rendered by him during his tenure of Directorship.

Mr. Kayum Dhanani retires at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

10) SECRETARIAL COMPLIANCE CERTIFICATE:

Secretarial Compliance Certificate as required under Rule 3(1) of The Companies (Compliance Certificate) Rules 2001 read with Section 383A(1) of the Companies Act, 1956 received from M/s. Devesh Vimal & Co., Practising Company Secretaries has been attached to this report.

**11) AUDITORS:**

M/s Parikh Shah Chotalia & Associates, Chartered Accountants, Vadodara, retire at the conclusion of this Annual General Meeting.

The Company has received consent form M/s. Parikh Shah Chotalia & Associates, Chartered Accountants for their reappointment as Auditors as well as certificate relating to eligibility of their proposed reappointment. Accordingly, your Directors recommend reappointment of M/S Parikh, Shah and Chotalia, Chartered Accountants as Statutory Auditors from the conclusion of 22nd Annual General Meeting upto the conclusion of 25th Annual General Meeting subject to ratification at every Annual General Meeting pursuant to Section 139 and other provisions, applicable if any of the Companies Act, 2013 and fix their remuneration.

12) ACKNOWLEDGEMENTS:

Your Directors place on record their sincere gratitude to banks, financial institutions, shareholders, the employees and all the associates of the Company for their hard work and continual support to the Company.

FOR AND ON BEHALF OF THE BOARD

KAYUM R. DHANANI
CHAIRMAN

Place: Vadodara
Date: 29TH May, 2014



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Welterman International Limited is committed to attain the highest standard of Corporate Governance. It recognizes that the Board is accountable to all the Stakeholders for good governance. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make appropriate disclosures and enhance stakeholders' value without compromising in anyway and in compliance with laws and regulations.

2. BOARD OF DIRECTORS

Composition and category of Directors, as at 31-03-2014

The Board of Directors consists of Four Directors

Name of Directors	Category
Shri Kayum R. Dhanani	Promoter Non Executive Director
Shri Biji Paul	Independent Non Executive Director
Smt. Shamim Sheikh	Promoter Non Executive Director
Shri Paveet G. Amin	Independent Non Executive Director

* Resigned w.e.f. from 24th April, 2014. Mr. Shakilbhai Memon appointed as Independent Director w.e.f. 24th April, 2014.

Meetings and Attendance

The Board of Directors meets at least once in every quarter to approve the financial results in compliance with Listing Agreement and more often, if considered necessary, to transact any other business.

No Director is a member of more than ten committees or Chairman of more than five committees in other Companies in which they are Directors.

During the year under review, FIVE Board meetings were held on 25th May, 2013, 30th May, 2013, 14th August, 2013, 14th November, 2013, and 14th February, 2014

Attendance of directors at the meetings of the Board of Directors held during the year and Annual General Meeting held on 28th September, 2013 was as follows:



Name of Director	No. of Board meetings attended during 2012-2013.	Whether Present at the last AGM
Shri Kayum R. Dhanani	5	Yes
Shri Biji Paul	5	Yes
Smt. Shamim Sheikh	5	Yes
Shri Paveet G. Amin	5	Yes

Code of Conduct:

The Company has formulated code of conduct for Board members and senior management employees of the Company. Board members and senior management personnel have confirmed their compliance with code of conduct for them for the year ended 31st March, 2014.

CEO/CFO Certification:

As required under clause 49 V of the Listing Agreement with Stock Exchange, Mr. Kayum Dhanani, Chairman of the Company have certified to the Board regarding the financial statements for the financial year ended 31st March, 2014.

AUDIT COMMITTEE

The terms of reference and powers of the Audit Committee are as mentioned in Clause 49 II (D) of the Listing Agreement entered into with stock Exchanges read with Section 177 of the Companies Act, 1956. The Audit Committee comprises of three Directors viz. Shri Shakilbhai Memon and Shri Paveet Amin, both independent Directors in addition to Shri Kayum Dhanani, Promoter Non Executive Director.

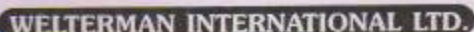
During the year under review, Audit committee meetings were held FIVE times on 25th May, 2013 30th May, 2013, 14th August, 2013, 14th November, 2013 and 14th February, 2014 under the Chairmanship of Shri Biji Paul, which were attended by all the Members of the Audit committee.

REMUNERATION COMMITTEE

At present, there is no Remuneration committee as there is no Executive Director.

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Shareholders'/Investors' Grievance committee is headed by Shri Biji Paul, a non executive Independent Director. In order to expeditiously approve transfer etc. the Board of Directors of the Company has individually authorised Mr. Biji Paul and Mr. N.M. Patel in the best interest of the investors.



**Listing on the Stock Exchanges**

Bombay Stock Exchange Ltd.
Vadodara Stock Exchange Ltd.
Ahmedabad Stock Exchange Ltd.
Madras Stock Exchange Ltd.

Stock code

526431 (BSE)

**ISIN of the Company's Equity:
Shares in demat form:**

INE662D01013

Depository Connectivity:

CDSL

Registrar and share transfer Agent:

LINK INTIME INDIA PRIVATE LTD.
B- 102 & 103, Shangrila Complex,
First Floor, Opp. HDFC Bank,
Nr. Radhakrishna Char Rasta,
Akota, Vadodara 390020 (Gujarat) India

Share transfer, transmission and dematerialization of shares are registered and returned well within the stipulated period.

Stock Market Data.

Since no trading of shares has taken place at any of the stock exchanges where shares of the Company are listed, stock market data have not been furnished.

Distribution of Shareholding: (as on 31st March, 2014)

Range of Holding	No. of Shareholders	% to total shareholders	No. of shares	% to total shares
1-500	3665	94.2644	6,27,000	14.1175
501 1000	145	3.7294	1,19,100	2.6816
1001 2000	37	0.9516	60,700	1.3667
2001 3000	7	0.1800	17,700	0.3985
3001 4000	7	0.1800	28,000	0.6305
4001 5000	11	0.2829	53,300	1.2001
5001 10000	5	0.1286	31,100	0.7003
10001 & above	11	0.2831	35,04,400	78.9048
TOTAL	3888	100.0000	44,41,300	100.0000

**Shareholding pattern (as on 31st March, 2014)**

Category	No. of shares held	% of total shares
Promoters	2,013,700	45.3403
Institutional Investors		
a. Mutual funds	-	-
b. Banks, FIs, Insurance Companies	60,000	1.3510
Other Bodies Corporate	949,500	21.3789
NRI/OCBs (other than Promoters)	31,000	0.698
Indian Public	1,386,900	31.2273
Clearing Members	200	0.0045
Total	44,41,300	100.0

Break up of shares in physical and Demat Segment (As on 31st March, 2014)

Segment	No. of Shares held	% to total Shares
Physical	18,57,300	41.82 %
Demat	25,84,000	58.18 %
Total	44,41,300	100.00 %

SHARE TRANSFER SYSTEM :

In order to expeditiously approve transfer etc the Board of Directors at its meeting held on 30th July, 2009 has individually, authorized Mr. N.M. Patel and Mr. Biji Paul, in the best interest of the investors. The said authorized persons approve transfer /transmission/ transposition/ issue of duplicate share certificates in lieu of lost /misplaced/ worn out etc. Share certificate, issue of fresh share certificate in view of Dematerialization of shares, consolidation and division and incidental matters relating to shares.

Address for communication:

LINK INTIME INDIA PRIVATE LTD.
Formerly: Intime Spectrum Registry Limited)
B- 102 & 103, Shangrila Complex,
First Floor, Opp. HDFC Bank,
Near Radhakrishna Char Rasta, Akota,
Vadodara 390020 (Gujarat) India
E-mail: Vadodara@intimespectrum.com

**Outstanding GDR/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity**

Not Applicable as the company has not issued such instruments.

Project location

Plot No. 1135, At & Post Lamdapura, Near Manjusar,
Taluka Savali, Dist. Vadodara Gujarat.

Means of Communication:

The Company has been regularly sending both by post as well as by fax/e-mail (within 15 minutes of the closure of Board meeting) the Annual Audited as well as Quarterly unaudited Results to all the requisite Stock Exchanges after their approval of Board of Directors. They are also published in requisite newspapers. The Company's website www.welterman.com also contains information useful for investors.

Compliance with mandatory requirements:

The company is compliant with applicable mandatory requirements of revised Clause 49 of Listing Agreement.

Compliance with Non-mandatory requirements:

Company has not adopted the non-mandatory requirement as specified in Annexure-3 of Clause 49 of Listing Agreement.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry structure and Developments**

India is the second largest footwear manufacturer in the world next to China. However, China mainly focuses in small and cottage industries without brand image. The Indian Leather industry is growing at around 10% p.a. and has been carving its share by focusing on innovative designs, state of the art production, reliable delivery schedules in elite class. In view of stagnant economic growth in western countries, demand for high quality footwear product is expected to reduce there and they may look for medium and low priced products which are predominantly manufactured in India and China.

Opportunities, outlook and Threats

With the opening up of FDI in the retail sector, the Company in industry is facing stiff competition not only from domestic retail players but from foreign players as well. Moreover rising inflation and uncertainty in business environment have posed big threat to the footwear industry. Reference of the Company with the Board for Industrial & Financial Reconstruction (BIFR) as a sick company is also pending and on sanction of Rehabilitation scheme for which your Company has already been negotiating; financial position of the Company may improve.

**Threats and Risks**

Stiff competition, rising inflation, increasing input costs and delay in the sanction of the scheme have worsened the financial position of the Company.

However, your Directors have been putting their best efforts to tide over the situation by focusing mainly on trading activities and are optimistic for the better future on sanction of the scheme.

Financial performance with respect to operational performance

Net profit of the Company during the financial year is 82.76 lacs.

Internal Control system and their efficacy

The Company has by and large adequate internal control procedures commensurate with the size of the Company and nature of business especially with regard to purchase of inventory, fixed assets and for sale of goods.

Statutory Compliances

The Company has been by and large compliant of laws including payment of all statutory dues except sales tax dues payable in view of expiry of tax holiday period.

Quality

The Company has been focusing on upgradation of quality and innovation.

Material Developments in Human Resources/ Industrial Relations

Industrial Relations remained cordial throughout the year under review.

Cautionary statement

Statement in this management analysis detailing the Company's objectives, projections, estimates, expectations, or predictions may be "forward looking" statements within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that may influence your Company's operations include Global and domestic supply and demand conditions affecting selling prices, input availability and prices, changes in Government policies, regulations, tax regimes, economic development within and outside the country and other allied factors. The Company assumes no responsibility to publicly amend, modify or revise the forward looking statement on the basis of subsequent developments, information or events.

**COMPLIANCE CERTIFICATE****CIN: L51100GJ1992PLC01761****Authorised Capital: Rs.60,000,000/-**

To,
The Members
Welterman International Limited
Plot No 1135 At & Post-Manjusar,
Lamdapura Road, Ta-Savli,
Dist-Vadodara.-391775

We have examined the registers, records, books and papers of WELTERMAN INTERNATIONAL LIMITED the Company as required to be maintained under the Companies Act, 1956, ('the Act') and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a Public Limited Company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met Five times on 25th May 2013, 30th May 2013, 14th August 2013, 14th November 2013 and 14th February 2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of members from 26th September, 2013, to Friday the 28th September, 2013 (both days inclusive). However, no records were available in respect of publication of advertisement in the news paper as required u/s 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 28th September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act during the year.



9. The Company has entered into transactions falling within the purview of Section 297 of the Act. However, we are unable to comment in respect of compliance of the provisions of section 297 of the Act in view of non availability of requisite documents.
10. The Company had made necessary entries in the register maintained u/s 301 of the Act.
11. The Company was not required to obtain any approval of the Central Government, Company Law Board, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year. However, we are unable to offer our comment in respect of requirement of approval of Regional Director under section 297 of the Act in view of non availability of requisite documents
12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) The Company has made necessary transfer during the year. However, there was no allotment/ transmission of Securities during the financial year.
(ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
(iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
(iv) Since there was neither of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and hence the Company was not required to transfer any amount to Investor Education and Protection Fund.
(v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. Appointment of Mr. Kayum Dhanani (who was earlier appointed as an additional director on 14th February, 2013) and re-appointment of Mr. Biji Paul as retiring Director were to be made at the Annual General Meeting held on 28th September, 2013 have been duly made. There were no appointment of Additional Director, Alternate Director and Director to fill up casual vacancy during the financial year.
15. No appointment of Managing Director or Whole-time Directors has been made during the financial year.
16. The Company has not appointed any Sole Selling Agent during the financial year.
17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.



19. The Company has not issued any shares or securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares/ debentures during the financial year as the Company has issued neither of them.
22. There was no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted any deposits including unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company during the financial year ended on 31st March, 2013 is within the borrowing limits of the Company as contemplated in Section 293(1) (d) of the Act.
25. The Company has not made any loans and advances or given guarantees or provided securities to other bodies corporate during the year and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notice received by the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. Provisions of Section 418 of the Act are not applicable to the Company, as the Company has not constituted separate Provident Fund within the meaning of Section 418 of the Act.

**For Devesh Vimal & Co.
Practising Company Secretaries**

**Place: Vadodara
Date: 29th May, 2014**

**Devesh A. Pathak
Partner
C. P. No. : 2306**

**ANNEXURE A****Registers as maintained by the Company:**

1. Register of Members u/s 150.
2. Books of Accounts u/s 209 as certified by the auditors.
3. Register of particulars of contracts in which Directors are interested u/s 301.
4. Register of Directors, Managing Director, Manager and Secretary u/s 303.
5. Register of Directors' Shareholding u/s 307.
6. Register of investments or loans made, guarantee given or security provided u/s 372A.
7. Register of Deposits under Rule 7 of the Companies (Acceptance of Deposits) Rules, 1975.
8. Minutes Book of Board meetings.
9. Minutes Book of General meetings.
10. Register of Contracts u/s 301.

ANNEXURE B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2014.

1. Form 66 in respect of Compliance Certificate for the year ended on 31.03.2013 filed u/s 383A and Rule 3(2) of the Companies (Compliance Certificate) Rule, 2001 on 27.10.2013 vide SRN Q18127589.
2. Form No. 23AC XBRL (Balance sheet) as at 31st March, 2013 and 23ACA XBRL (Profit and Loss Account) for the year ended on 31st March, 2013 filed u/s 220 on 28.10.2013 vide SRN Q18711952.
3. Form No. 20B (Annual Return) for the year ended as at 31st March, 2013 filed u/s 159 on 11.12.2013 vide SRN Q026856971.
4. Form No. 32 in respect of resignation of Mr. Kayum Abdularazak Dhanani from the Managing Director w.e.f. 14.02.2013 filed pursuant to section 303(2), 264(2) or 266(1)(a) and 266(1)(b)(iii) of the Act on 04.04.2013 vide SRN B72030505.
5. Form No. 32 in respect of appointment of Mr. Kayum Abdularazak Dhanani as Additional Director w.e.f. 14.02.2013 filed pursuant to section 303(2), 264(2) or 266(1)(a) and 266(1)(b)(iii) of the Act on 10.04.2013 vide SRN B72451479.
6. Form No. 8 in respect of creation of Charge on 05.09.2013 in favour of State Bank of India, Bangalore filed pursuant to section 138 of the Act on 27.09.2013 vide SRN B85527174.
7. Form No. 32 in respect of Appointment of Mr. Kayum Abdulrazak Dhanani as a Retiring Director at the Annual General Meeting on 28.09.2013 filed on 28.10.2013 vide SRN B87976460.



Auditors' Certificate on Corporate Governance

To
The Members of
WELTERMAN INTERNATIONAL LIMITED

1. We have examined the compliance of the conditions of Corporate Governance by Welterman International Limited ('the Company') for the year ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.
2. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.
3. The financial statements and other matters prescribed in para V of Clause 49 of the Listing Agreement, which are required to be certified by the Chief Executive Officer & CFO, have been certified by the Chairmen.
4. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.
5. We state that in respect of investor grievance during the year ended 31st March, 2014, no grievances are pending for period exceeding one month against the Company as per the records maintained by the Shareholders' & Investors' Grievances Committee.
6. 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 PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493w

VADODARA
Dated: 29th May, 2014

(D. P. SHAH)
PARTNER
(Mem. No.30454)



INDEPENDANT AUDITORS' REPORT

To,
THE MEMBERS,
WELTERMAN INTERNATIONAL LIMITED
VADODARA.

We have audited the accompanying financial statements of **Welterman International Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2014**, the Profit and Loss Statement and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet and the Profit and Loss Statement, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493W

29th May, 2014, Vadodara

(D. P. SHAH)
(Mem. No.30454
PARTNER



ANNEXURE REFERRED TO IN PARAGRAPH 2 OF OUR AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014 OF WELTERMAN INTERNATIONAL LIMITED:

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that :-

i. Fixed Assets

- (a) *The Company has been in the process of updating the maintenance of records showing particulars, including quantitative details and situation of fixed assets, however they are yet to be updated.*
- (b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals, in a phased verification-programme, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business. *According to the information and explanations given to us, discrepancies could not be ascertained on physical verification as book records are being updated.*
- (c) The Company has not disposed off any substantial part of its fixed assets so as to affect its going concern.

ii. Inventory

- a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) The procedures explained to us, which are followed by the management for physical verification of inventories, are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records of the Company, we are of the opinion that, the Company is maintaining proper records of its inventory. Discrepancies which were noticed on physical verification of inventory as compared to book records, have been properly dealt with in the books of account.

iii. Loans and Advances

- a) The Company has granted an unsecured advance to a party covered under Section 301 of the Companies Act, 1956, during the year under report. The terms on which such advance has been given are not prejudicial to the interests of the company.
- b) The Company has taken Secured Loan from one party covered under Sec.301 of the Companies Act, 1956. The Maximum outstanding during the year for such Loan was Rs.921.86 Lacs. The year end balance of the Loan was Rs.921.86 Lacs.
- c) According to the information and explanations given to us, the Company had to its credit unsecured loans amounting to Rs.163.04 Lacs at the beginning of the year,



accepted from Nine parties listed in the register maintained under Section 301 of the Companies Act, 1956. The year end balance from such parties was Rs. 344.37 Lacs. accepted from ten parties listed in the register maintained under Section 301 of the Companies Act, 1956.

- d) Interest on these loans is not paid nor has been provided as they are interest free. Other terms on which they have been accepted are not prejudicial to the interests of the company.

iv. Internal Control

In our opinion and according to the information and explanations given to us, there are generally adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods. During the course of our audit, no major weakness in internal control has come to our notice.

v. Related Transactions

- (a) On the basis of the audit procedures performed by us, and according to the information, explanations and representations made to us, we are of the opinion that, the transactions in which directors were interested as contemplated under Section 297 and sub-section (6) of Section 299 of the Companies Act, 1956 and which were required to be entered in the register maintained under Section 301 of the said Act, have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at that time.

vi. Deposits from Public

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit to which the provisions of Section 58A of the Companies Act 1956 and Rules made thereunder and also the directives of Reserve Bank of India apply.

vii. Internal Audit

The Company has not introduced Internal Audit System though the same has been applicable to it.

viii. Cost Records

In our opinion and according to the information and explanations given to us, the provisions for maintenance of Cost Records and Accounts as prescribed by the Central Government under Section 209 (1)(d) do not apply.

**ix. Payment of Statutory Dues**

- (a) According to the records of the Company, it has been regular in depositing undisputed statutory dues including provident fund, Income tax, Sales tax, Excise Duty, Customs Duty, Cess and other Statutory Dues and there are no arrears outstanding as at year end for a period of more than six months from the date they became payable.

x. Accumulated Losses / Cash Losses

As at 31st March, 2014, the accumulated losses of the company are more than fifty percent of its net worth. The company has not incurred cash loss in the year under report however there was cash loss in the preceding financial year.

xi. Default in payments of dues

The Company has not made any default in repayment of dues.

xii. Grant of Secured Loans and Advances

As explained to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.

xiii. Special Statute-Chit Fund Companies, Nidhis/Mutual Benefit Fund/Societies

Not Applicable to Company.

xiv. Company dealing in Trading in Shares, Securities, etc.

Not Applicable to Company.

xv. Provision of Guarantee

According to the information and explanations given to us, Company has signed an Agreement to Mortgage all its properties to collaterally secure the loans granted to it amounting to Rs. 9.22 Crores by Sara Soule Private Ltd. by consortium of its three banks.

xvi. Term Loans

During the year under reference, Company has not borrowed any amount by way of Term Loan.

xvii. Usage of Funds

According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company and after placing reliance on the reasonable assumptions made by the Company for classification of long term and short term usages of funds, we are of the opinion that, prima-facie, short term funds have not been utilized for long term purpose.

**xviii. Preferential Allotments**

The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.

xix. Creation of Security for Debenture Issue

The company has not issued debentures.

xx. Disclosure of End use of Funds

The Company has not raised any money during the year through any public issue.

xxi. Frauds

According to the information and explanations given to us, and to the best of our knowledge and belief, no fraud on or by the Company, has been noticed or reported by the Company during the year.

For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493W

(D. P. SHAH)
(Mem. No.30454)
PARTNER

VADODARA, 29th May, 2014


BALANCE SHEET

	Note No.	AS AT 31.03.2014		AS AT 31.03.2013	
		Rupees	Rupees	Rupees	Rupees
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
(a) Share Capital	3	43,982,500		43,982,500	
(b) Reserves and Surplus	4	(117,707, 133)	(73,724, 633)	(125,983,546)	(82,001,046)
2. Non Currents Liabilities					
Long Term Borrowings	5	108,490,158		108,490,158	
			108,490,158		108,490,158
3. Current Liabilities					
(a) Short Term Borrowings	6	-		4,031,390	
(b) Trade Payables		83,741,443		22,469,259	
(c) Other Current Liabilities	7	3,652,959		47,705,686	
			87,394,402		74,206,335
TOTAL			122,159,927		100,695,447
II. ASSETS					
1. Non Currents assets					
1. (a) Fixed Assets	8				
(i) Tangible Assets		6,669,699		8,310,598	
(ii) Capital Work-in-Progress		20,135,932		20,135,932	
(b) Non-Current Investments	9	7,696,000		7,696,000	
(c) Deferred Tax Assets (Net)	10	19,229,039		19,229,039	
			53,730,670		55,371,569
2. Current Assets					
(a) Inventories	11	46,837,282		18,403,206	
(b) Trade Receivables	12	1,843,953		1,736,241	
(c) Cash and Bank Balances	13	648,181		7,189,140	
(d) Short-Term Loans and Adv.	14	19,099,842		17,857,663	
(e) Other Current Assets	15	-		137,628	
			68,429,257		45,323,878
TOTAL			122,159,927		100,695,447

Significant accounting policies 1-2
Other Notes 22-31
Notes form an integral part of these financial statements

As per our report of even date attached
For **PARIKH SHAH CHOTALIA & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Reg. No.118493W

For and on behalf of the Board of Directors

(D. P. SHAH) (Mem. No.30454)
PARTNER

(KAYUM R. DHANANI)
DIRECTOR

(PRAVIT G. AMIN)
DIRECTOR

VADODARA, 29th MAY, 2014

VADODARA, 29th MAY, 2014



PROFIT AND LOSS STATEMENT

PARTICULARS	Note No.	FOR THE YEAR ENDED 31.03.2014	FOR THE YEAR ENDED 31.03.2013
		Rupees	Rupees
I Revenue from Operations:	16	342,013,165	206,468,974
II Other Income	17	1,377,256	1,312,632
III Total Revenue (I + II)		<u>343,390,421</u>	<u>207,781,606</u>
IV Expenses			
Purchases of Traded Goods	18	351,622,309	195,328,460
Changes in inventories of Stock-in-trade	19	(28,434,075)	6,303,717
Employee Benefits Expenses	20	2,837,145	2,860,783
Depreciation	8	1,517,127	863,548
Other Expenses	21	7,571,502	5,448,613
Total Expenses		<u>335,114,008</u>	<u>210,805,122</u>
V Profit/ (Loss) Before Tax (III-IV)		8,276,413	(3,023,515)
VI Tax Expense:			
Deferred Tax Asset		-	-
VII Profit (Loss) for the Year (V - VI)		<u>8,276,413</u>	<u>(3,023,515)</u>
VIII Earnings per Equity Share:			
Basic		1.86	(0.68)
Significant accounting policies	1-2		
Other notes	22-31		
Notes Form an integral of these financial Statement			

As per our report of even date attached
For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No.118493W

For and on behalf of the Board of Directors

(D. P. SHAH) (Mem. No.30454)
PARTNER
VADODARA, 29TH MAY, 2014

(KAYUM R. DHANANI)
DIRECTOR

(PRAVIT G. AMIN)
DIRECTOR

VADODARA, 29TH MAY, 2014

**CASH FLOW STATEMENT**

PARTICULARS	As at 31 st March, 14		As at 31 st March, 13	
	Amt. Rs.	Amt. Rs.	Amt. Rs.	Amt. Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT(LOSS) BEFORE TAX		8,276,413		(3,023,515)
Add:- Adjustments for:				
Depreciation	1,517,127		863,548	
Interest received	(659,393)		(165,218)	
Loss on Sale / on Discardation of Asset	200,617		-	
Excess Provision for tax	-	1,058,351	5,011	703,341
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		9,334,764		(23,20,174)
Adjustments for:				
Trade and Other Receivables	(1,212,263)		(1,694,823)	
Inventories	(28,434,075)		6,303,717	
Trade payables and Other Liabilities	17,219,458	(12,426,881)	16,188,980	20,797,874
NET CASH FROM OPERATING ACTIVITIES (A)		(3,092,117)		18,477,700
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Decrease in Investments	-		-	
Purchase of Fixed Assets	(76,845)		-	
Sale of Fixed Asset	-		-	
Interest received	659,393		165,218	
NET CASH FLOW FROM INVESTING ACTIVITIES (B)		582,548		165,218
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Short Term Borrowings (repaid) / Accepted	(4,031,390)		4,031,390	
Long Term borrowings Accepted	-		(17,611,261)	
NET CASH GENERATED FROM FINANCING ACTIVITIES (C)		(4,031,390)		(13,579,871)
Cash and Cash equivalents as at the beginning of the year	7,189,140		2,126,093	
Net increase/(Decrease) in cash and cash equivalents(A)+(B)+(C)	(6,540,959)		5,063,047	
Cash and Cash equivalents as at the end of the year	648,181		7,189,140	

As Per Report of even Date attached
For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 118493W

For and on behalf of the Board of Directors

(D. P. SHAH) Mem. No. 30454
PARTNER
VADODARA, 29TH MAY, 2014

(KAYUM R. DHANANI) (PRAVIT G. AMIN)
DIRECTOR DIRECTOR
VADODARA, 29TH MAY, 2014

**NOTES TO THE FINANCIAL STATEMENT****NOTE '1'. BANKGROUND**

Welterman International Limited (the Company) is a public limited company domiciled in India and was incorporated dated 13.05.1992 under the provisions of the Companies Act, 1956 having registered office at Plot No. 1135, At Post Lamdapura, Lamdapura Road, Savli, Vadodara. Its shares are listed on the Bombay Stock Exchange. The Company is engaged in business of trading of Shoe Leather.

NOTE '2'. SIGNIFICANT ACCOUNTING POLICIES:**A. Basis of Presentation**

The accounts have been prepared using historical cost convention and on the basis of a going concern, with revenues recognized and expenses accounted for on accrual (including for committed obligations), in accordance with the accounting standard prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable. Insurance and other claims are accounted for, as and when admitted by the appropriate authorities.

B. Fixed Assets

- a) Capitalized at acquisition cost including directly attributable cost such as freight insurance and specific installation charge for bringing the asset to its working condition for use.
- b) Expenditure relating to existing fixed assets is added to the cost of the assets where it increases the performance/life of the assets as assessed earlier.

C. Depreciation

Depreciation is charged on Plant and Machineries as per Written down Value method and on the Other Assets as per the Straight Line Method from the date of installation/use asset at the rates and in the manner prescribed under schedule XIV to the Companies Act, 1956.

D. Investments

Long Term Investments are stated at cost less provision, if any, for decline other than temporary in their value.

E. Valuation of Inventories

Inventories are valued as under : Raw Materials, Work in Progress, Trading Goods and Finished Goods are valued at lower of Cost or Net Realizable Value using First in First Out Method.

**F. Recognition of Incomes:**

- a) Revenues/Incomes are generally accounted on accrual, as they are earned.
- b) Sale of goods is recognized on transfer of property in goods or on transfer of significant risks and reward of ownership to the buyer, which is generally on dispatch of goods.

G. Contingencies and Events occurring after the date of Balance Sheet

- a) Accounting for contingencies (gains and losses) arising out of contractual obligations are made only on the basis of mutual acceptance.
- b) Where material, events occurring after the date of Balance Sheet are considered up to the date of adoption of the accounts.

H. Foreign Currency Transactions

Transactions in foreign currency are recorded at the rates of exchange in force at the time of occurrence of the transactions. Upon realisation, the resultant gain/loss is adjusted in the respective account.

I. Prior Period Items

Prior Period and Extra Ordinary items and Changes in Accounting Policies, having a material bearing on the financial affairs of the Company are disclosed separately along with the amount by which any item in the financial statements is affected by such change wherever same is available.

J. Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

K. Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

L. Borrowing Costs :

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to revenue.

**SCHEDULES FORMING PART OF ACCOUNTS**

	AS AT 31.03. 2014		AS AT 31.03.2013	
	Rupees	Rupees	Rupees	Rupees
NOTE '3'				
SHARE CAPITAL				
Authorised				
60,00,000 Equity shares of Rs. 10/- each		<u>60,00,000</u>		<u>60,00,000</u>
(Previous year : 60,00,000 Equity Shares of Rs. 10/- each).				
Issued, Subscribed and Paid-up				
44,41,300 Equity Shares of Rs.10/- each,	44,413,000		44,413,000	
(Previous year : 44,41,300 Equity Shares of Rs. 10/- each).				
Less : Allotment Money Due	<u>430,500</u>	<u>43,982,500</u>	<u>430,500</u>	<u>43,982,500</u>
Total		<u>43,982,500</u>		<u>43,982,500</u>

List of Share holders having 5% or more Shares (In Nos)

Name of Shareholders	In Nos	In %	In Nos	In %
Kayum Razak Dhanani	1,999,900	45.03	1,999,900	45.03
Pavít G Amin	350,000	7.88	350,000	7.88
Aalishan Computer System Private Limited	250,000	5.63	250,000	5.63
Prolific Engineers Private Limited	250,000	5.63	250,000	5.63
Sushobhan Furnitures Private Limited	250,000	5.63	250,000	5.63

NOTE '4'**RESERVES AND SURPLUS****Profit and Loss Account**

Opening Balance	(128,483,546)	(125,465,042)
Add: Profit(Loss) During The Year	8,276,413	(30,23,515)
Add: Excess Provision for Tax	-	5,011
Closing Balance	<u>(120,207,133)</u>	<u>(128,483,546)</u>
Subsidy	2,500,000	2,500,000
TOTAL	<u>(117,707,133)</u>	<u>(125,983,546)</u>



SCHEDULES FORMING PART OF ACCOUNTS

	AS AT 31.03.2014		AS AT 31.03.2014	
	Rupees	Rupees	Rupees	Rupees
NOTE '5'				
LONG TERM BORROWINGS				
-Secured Loan From Related Party				
From Sara Soule Private Limited		92,186,000		92,186,000
(Secured by way of execution of an Agreement to Create Mortgage and Charge by the Company in favour of the lender)				
- Unsecured				
Loans and Advances from Related Parties				
From Body Corporates	16,304,158	16,304,158	16,304,158	16,304,158
		<u>108,490,158</u>		<u>108,490,158</u>
NOTE 6'				
SHORT TERM BORROWINGS				
Buyers Credit from Axis Bank Ltd.		-		4,031,390
(The Buyers' Credit finance is secured by way of pledge of Company's Fixed Deposit Receipt for Rs. 45,00,000/- with Axis Bank Ltd.)				
		<u>-</u>		<u>4,031,390</u>
NOTE '7'				
OTHER CURRENT LIABILITIES				
Creditors for Others	1,519,650		-	
Advances from Customers	379,425		45,854,070	
Statutory Liabilities	1,311,677		1,083,668	
Creditors for Expenses	442,207	3,652,959	767,948	
		<u>3,652,959</u>		<u>47,705,686</u>
NOTE '9'				
NON-CURRENT INVESTMENTS				
(Unquoted and Non-Trade)				
Equity Shares in Ahilya Hotels Limited		7,696,000		7,696,000
1,92,400 Equity Shares of Rs. 10 each				
(Issued at Rs.40 Each) fully Paid up.		<u>7,696,000</u>		<u>7,696,000</u>
NOTE '10'				
DEFERRED TAX ASSET				
Deferred Tax Assets	19,229,039		19,229,039	
Add:- Deferred Tax Asset for the Year	-		-	
Deferred Tax Assets (Net)		<u>19,229,039</u>		<u>19,229,039</u>
		<u>19,229,039</u>		<u>19,229,039</u>

SCHEDULES FORMING PART OF ACCOUNTS
NOTE '8'

Sr. No.	DESCRIPTION OF ASSET	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K	
		Cost As on 01.04.2013 Rupees	Additional During the Year Rupees	Adj./ Sale During the Year Rupees	Total Cost As At 31.03.2014	Total As at 1-4-2013 Rupees	For the Year Rupees	Adj./ Recoupment Rupees	Total As At 31.3.2014 Rupees	As at 31.03.14 Rupees	As at 31-03-13 Rupees
1	Tangible Assets: Land and Land Development	1,397,950	-	-	1,397,950	-	-	-	-	1,397,950	1,397,950
2	Buildings	11,640,060	-	-	11,640,060	7,604,105	388,778	-	7,992,883	3,647,177	4,035,955
3	Plant and Machinery	34,361,514	19,596	5,113,051	29,268,059	31,331,190	1,105,429	4,912,223	27,724,396	1,543,663	2,830,324
4	Computers	107,716	-	-	107,716	61,347	17,461	-	78,808	28,908	46,369
5	Vehicle	-	57,460	-	57,460	-	5,459	-	5,459	52,001	-
	TOTAL RS.	47,507,240	77,056	5,113,051	42,471,245	39,196,642	1,517,127	4,912,223	35,801,546	6,669,639	8,310,598
	CWIP	20,135,932	-	-	20,135,932	-	-	-	-	20,135,932	20,135,932
	PREVIOUS YEAR RS.	47,507,240	-	-	47,507,240	38,333,084	863,548	-	39,196,642	8,310,598	9,174,146


SCHEDULES FORMING PART OF ACCOUNTS

	AS AT 31.03.2014		AS AT 31.03.2013	
	Rupees	Rupees	Rupees	Rupees
NOTE '11'				
INVENTORIES				
Trading Goods		46,837,282		18,403,206
		<u>46,837,282</u>		<u>18,403,206</u>
NOTE '12'				
TRADE RECEIVABLES				
Below Six Months				
Good (unsecured)		1,843,953		1,736,241
		<u>1,843,953</u>		<u>1,736,241</u>
NOTE '13'				
CASH AND BANK BALANCES				
-Cash and Cash Equivalents				
Cash on Hand	40,360		93,722	
Balance with Banks				
-In Current Accounts	<u>607,821</u>		<u>2,595,417</u>	
		648,181		2,689,140
-Other bank Balance				
Balance with Banks				4,500,000
-In Fixed Deposits with Axis bank				
		<u>648,181</u>		<u>7,189,140</u>
NOTE '14'				
SHORT TERM LOANS AND ADVANCES				
Loans and Advances				
Related Parties				
Intercompany Deposit		10,000		
Others				
Advances to Suppliers	5,311,591		5,272,982	
Prepaid Expenses	43,264		40,527	
Advances Staff and Others	12,517,587		12,163,655	
Balance with Statutory Authorities	704,004		70,648	
Other Deposits	<u>513,396</u>	<u>19,089,842</u>	<u>309,851</u>	<u>17,857,663</u>
		<u>19,099,842</u>		<u>17,857,663</u>
NOTE '15'				
OTHER CURRENT ASSETS				
Interest Receivable				137,628
				<u>137,628</u>



SCHEDULES FORMING PART OF ACCOUNTS

	For The Year Ended 31.03.2014 Rupees	Rupees	For the year ended 31.03.2013 Rupees	Rupees
NOTE '16'				
REVENUE FROM OPERATION				
<i>Sale of Products</i>				
Domestic Sales (Traded)		342,013,165		206,468,974
		<u>342,013,165</u>		<u>206,468,974</u>
NOTE '17'				
OTHER INCOME				
Interest Earned	659,393		165,218	
Discount	599,822		1,131,502	
Misc. Income	<u>118,041</u>	<u>1,377,256</u>	<u>15,912</u>	<u>1,312,632</u>
		<u>1,377,256</u>		<u>1,312,632</u>
NOTE '18'				
PURCHASES OF STOCK IN TRADE				
Purchase of Trading Materials	344,424,822		187,019,720	
Add: Job Work Charges	<u>7,197,487</u>	<u>351,622,309</u>	<u>8,308,740</u>	<u>195,328,460</u>
		<u>351,622,309</u>		<u>195,328,460</u>
NOTE '19'				
CHANGES IN STOCKS				
<i>Stock at Commencement</i>				
Stock-in-trade		18,403,206		24,706,923
<i>Less: Stock at Close</i>				
Stock-in-trade		46,837,282		18,403,206
		<u>(28,434,075)</u>		<u>6,303,717</u>
NOTE '20'				
EMPLOYEE BENEFIT EXPENSES				
Salaries, Wages, Bonus etc.	2,591,983		2,596,167	
Contribution to P.F, E.S.I and				
Other Statutory Funds	84		65,084	
Workmen and Staff Welfare Expenses	<u>245,078</u>	<u>2,837,145</u>	<u>199,532</u>	<u>2,860,783</u>
		<u>2,837,145</u>		<u>2,860,783</u>

SCHEDULES FORMING PART OF ACCOUNTS

	For The Year Ended 31.03.2014		For the year ended 31.03.2013
	Rupees	Rupees	Rupees
NOTE '21'			
OTHER EXPENSES			
Legal and Professional Charges	447,554		787,202
(Audit Fees Rs. 50,562/-			
(PY Rs. 50,562/-) for Other Services			
Rs. 89,888/- (PY Rs.89,888/-))			
Bank Charges	36,162		15,473
Commission and Demurrage	61,485		26,743
General Expenses	719,900		1,197,469
Repairs and Maintenance	183,540		163,350
Power and Fuel (Factory)	243,322		242,038
Packing and Forwarding Expenses	6,576		3,644
Postage and Telephone Expenses	97,586		93,924
Printing and Stationery	57,548		54,565
Security Expenses	232,719		280,152
Travelling and Conveyance Expenses	2,028,797		2,182,856
Office Expenses	585,349		211,103
Loss on Sale of Machinery	200,617		-
Sales Promotion Exp.	1,860,547		-
Foreign Exchange Fluctuation Loss	809,800	7,571,502	190,095
		<u>7,571,502</u>	<u>5,448,613</u>

NOTES TO FINANCIAL STATEMENTS

- 22 The manufacturing unit at Lamdapura - Manjusar has been closed since May, 2009 and hence the purchase – production – sales activity in respect of the manufacturing unit is no more there. However Company now, has been engaged into trading activity in the same line of business at Chennai.
- 23 In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business. Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary. No provision for Income tax has been made in view of heavy brought forward business losses and depreciation both as per the Income Tax Act and also as per the books of account.
- 24 Debit and Credit balances in party accounts are subject to confirmation and reconciliation. In absence of taxable income, provision for Income Tax has not been made.
- 25 The Company has yet to comply provisions of Section 383-A of the Companies Act 1956 in respect of appointment of Company Secretary and provisions of Section 205-A of the Companies Act, 1956 in respect of payment of Dividend for the year 1995-96. However a Practicing Company Secretary has been appointed as a retainer.
- 26 Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force on October, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. Since the relevant information is not readily available, disclosure could not be made.
- 27 **Value in regard to Closing stock of Finished goods and Traded Goods.**

CLASS OF GOODS	2013 - 2014	2012 - 2013
Traded Goods	Rupees	Rupees
Raw Hide	9,228,542	17,960,309
Sole Leather	603,808	441,098
Wet Blue	37,004,932	1,799
Total	46,837,282	18,403,206



28 Value in regards to Purchase and Sales of Traded Goods. (FIGURE IN RUPEES)

ITEM NAME	PURCHASES DURING THE YEAR	
	2013 - 2014	2012 - 2013
Camel Wet Blue	17,869,868	272,065
Cow Wet Blue	47,323,030	11,403,167
Goat Wet Blue	15,670,215	3,863,710
Raw Buff	34,007,898	46,025,742
Raw Goat	14,043,884	761,696
Sheep Wet Blue	34,485,947	5,004,488
Deer Finished Leather	2,793,824	1,527,180
Buff Finished Leather	8,399,210	4,165,266
Buff Soule Leather	1,756,869	2,656,800
Tanning Chemicals	25,475,319	20,144,107
Cow Finished Leather	140,189,594	88,110,643
Raw Camel	1,527,198	6,878,380
Raw Cow	-	4,515,217
Buff Wet Blue	264,549	-
Raw Sheep	7,814,904	-
Total	351,622,309	195,328,461

ITEM NAME	SALES DURING THE YEAR	
	2013 - 2014	2012 - 2013
Camel Wet Blue	9,331,122	22,741,274
Cow Wet Blue	51,424,903	16,419,158
Goat Wet Blue	27,673,499	6,521,571
Goat Pickle E.I	2,918,868	1,549,701
Sheep Wet Blue	35,021,375	5,711,150
Buff Soule Leather	63,928,525	59,676,088
Cow Calf Finished	144,731,591	89,343,724
Buff Finished Leather	6,173,274	4,506,307
Buff Wet Blue	810,008	-
Total	342,013,165	206,468,973

29 Related Party Disclosure as per Accounting Standard 18.

Related Party and its relationship	
A. Directors & Key Management Personnel	1. Kayum R. Dhanani
B. Related Parties	1. Sara Soule Pvt Ltd 2. Aashika Leather Pvt Ltd 3. Sayaji Hotels Ltd

Nature of Transactions with Related Parties

Particulars	Related Parties	
	Referred in (A)	Referred in (B)
Sales of Trading Goods :		
Sara Soule Pvt Ltd	-	34,02,80,587 (19,90,98,509)
Purchasing of Trading Goods :		
Sara Soule Pvt Ltd	-	28,006,662
Others :		
Repayment of Unsecured Loan	(1,81,32,620)	-
Advances given for Land	(89,00,000)	-

Closing Balances of the related parties (Amt in Rs.)

Name of the Party		Balance As at 31.03.2014	Balance As at 31.03.2013
Sara Soule Pvt Ltd(Secured) Cr. Balance		92,186,000	92,186,000
Sara Soule Pvt Ltd(Unsecured) Cr. Balance		1,583,241	1,583,241
Sara Soule Pvt Ltd(Creditors) Cr. Balance		2,476,943	43,702,824
Mr. Sajid R Dhanani Dr. Balance		2,500,000	2,500,000
Mr. Kayum R Dhanani Dr. Balance		8,900,500	8,900,000
Sayaji Hotels Ltd Dr. Balance		11,418,175	11,418,175
Aashika Leather Pvt Ltd Dr. Balance		227,000	227,000

**30. Imports and Expenditure in Foreign Currencies.**

	2013 - 2014 Rupees	2012- 2013 Rupees
Raw Leather Purchase at C.I.F value	267,805,173	21,376,274
Foreign Travel Exp.	818,790	-

31. Calculation of Earning Per Share (Basic - EPS)

Sr.No.	Particulars	2013 - 2014	2012 - 2013
A.	Net Profit available to Equity Share Holders	8,276,413	(3,028,609)
B.	Total Number of Equity Shares	4,441,300	4,441,300
C.	Basic Earning Per Share (A/B) (Each Value Rupees 10/- per share)	1.86	(0.68)

As per our report of even date attached

For and on behalf of the Board of Directors

For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Reg. No.118493W

(D. P. SHAH) (Mem. No.30454)
PARTNER

VADODARA, 29TH MAY, 2014

(KAYUM R. DHANANI)
DIRECTOR

(PRAVIT G. AMIN)
DIRECTOR

VADODARA, 29TH MAY, 2014

**WELTERMAN INTERNATIONAL LTD.****22nd Annual Report 2013-2014****WELTERMAN INTERNATIONAL LIMITED**

Regd. Off. : Plot No. 1135, At & Post-Lamdapura, Lamdapura Road, Tal. Salvi, Dist. Vadodara
Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]
CIN: L51100GJ1992PLC017613

Name of the company: **Welterman International Limited**

Registered office: Plot No. 1135, At & Post-Lamdapura, Lamdapura Road, Tal. Salvi, Dist. Vadodara

Name of the member (s):	_____
Registered address:	_____
E-mail Id:	_____
Folio No/ Client Id:	_____
DP ID:	_____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him
3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **22nd Annual general meeting** of the Company, to be held on Monday, the 29th September, 2014 at 11a.m at Plot No. 1135, At & Post-Lamdapura, Lamdapura Road, Tal. Salvi, Dist. Vadodara and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.
2.
3.

Signed this..... day of..... 20....

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Book-Post

To,

If undelivered, please return to,

WELTERMAN INTERNATIONAL LTD.

Regd. Office :

Plot No. 1135, Lamdapura Road,
Near Manjusar, At & Post: Lamdapura 391 775
Tal. Savli, Dist. Vadodara