

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