



WELTERMAN INTERNATIONAL LIMITED

CERTIFIED TRUE COPY
For WELTERMAN INTERNATIONAL

Shamoon Chinnor
Compliance Officer

EIGHTEENTH ANNUAL REPORT

2009-2010

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

BOARD OF DIRECTORS

KAYUM R. DHANANI	MANAGING DIRECTOR
BIJI PAUL	DIRECTOR
SHAMIM SHEIKH	DIRECTOR

AUDITORS

PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS,
Vadodara.

BANKERS

Union Bank of India

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 Eighteenth Annual General Meeting of **WELTERMAN INTERNATIONAL LIMITED** will be held on Thursday 9th September, 2010 at 12.00 noon at the Registered Office at Plot no. 1135, Lamdapura Road, Nr. Manjusar, At & Post, Lamdapura, 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, 2010 and Profit & Loss Account for the year ended even date along with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Shamim Sheikh, who retires by rotation and being eligible offers herself for reappointment.
3. To appoint Auditors and fix their remuneration.

FOR AND ON BEHALF OF THE BOARD
For WELTERMAN INTERNATIONAL LTD.

(KAYUM R. DHANANI)
CHAIRMAN & MANAGING DIRECTOR

Place : Vadodara

Date : 14TH AUGUST 2010



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 8th to 9th September, 2010 (both days inclusive)

**FOR AND ON BEHALF OF THE BOARD
For WELTERMAN INTERNATIONAL LTD.**

**(KAYUM R. DHANANI)
CHAIRMAN & MANAGING DIRECTOR**

**Place : Vadodara
Date 14TH AUGUST 2010**



DIRECTORS' REPORT

Dear Members,

Your Directors present their **EIGHTEENTH ANNUAL REPORT** together with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2010

(1) FINANCIAL & WORKING RESULTS

Particulars	2009-2010 Rs.	2008-2009 Rs.
Total Income	25,25,852	27,939,006
Gross Profit/(Loss) Before Depreciation :	(1,03,84,401)	(5,023,386)
(Less) : Depreciation	(17,67,941)	(1,995,121)
Net (Loss) for the year	(1,21,52,342)	(7,018,507)
PRIOR PERIOD & EXTRAORDINARY ITEMS	5,628	
Provisions for FBT		(34,000)
PROFIT/(LOSSES) AFTER TAXES	(1,21,46,714)	(7,052,507)
Add /(Less) Balance brought forward:	(13,99,85,343)	(132,932,837)
BALANCE CARRIED TO BALANCE SHEET	(15,21,32,057)	(139,985,343)

(2) DIVIDENDS :

In view of carried forward losses, your Directors do not recommend 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 Industry' registered under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 and the case of the Company is pending for further directions from BIFR.

(5) CLOSURE OF PLANT :

In view of persistent unviability of the production unit, the plant of the Company was closed in May, 2009 as reported earlier. Thereafter, the Company has not carried out any operation.

(6) PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration of Rs 24,00,000 per annum or Rs. 2,00,000 per month or more for any part of the year and hence no particulars have been furnished as required under Section 217(2A) of the Companies Act, 1956.

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

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

(8) DIRECTORS' RESPONSIBILITY STATEMENT:

- (i) Your Directors have followed the applicable accounting standards along with 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 loss 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 :

Mrs. Shamim Sheikh, Director of the Company retires at the ensuing Annual General Meeting and being eligible, offers herself for reappointment.

Mr. Abbas A. Sheikh resigned from the Directorship of the Company during the year in view of pre occupation. Your Directors have taken on record their appreciation for valuable services rendered by him during his tenure.

(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. D. Pathak & Associates, 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.

A written certificate is being obtained from the Auditors, M/s. Parikh Shah Chotalia & Associates, Chartered Accountants to the effect that in case of their reappointment as Auditors the same would be within the limits laid down in Section 224(1B) of the Companies Act, 1956. You are requested to appoint Auditors and fix their remuneration.

(12) ACKNOWLEDGEMENTS:

Your Directors place on record their sincere gratitude to bank, financial institutions, share holders, the employees and all the associates of the Company for their continual support to the Company.

FOR AND ON BEHALF OF THE BOARD

KAYUM R. DHANANI

CHAIRMAN & MANAGING DIRECTOR

Place: Vadodara

Date: 14TH AUGUST 2010

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 Stockholders for good governance. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make appropriate disclosure and enhance share holders value without compromising in anyway and in compliance with laws and regulations.

2. BOARD OF DIRECTORS

COMPOSITION AND CATEGORY OF DIRECTORS

The Board of Directors consists of Three Directors

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

Meetings and Attendance

The Board of Directors meets at least once in 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, six Board meetings were held on 17.04.2009, 29.04.2009, 30.07.2009, 30.10.2009, 20.01.2010, and 03.02.2010.

Attendance of directors at the meetings of the Board of Directors held during the year and Annual General Meeting held on 29th September, 2009 is as follows.



Name of Director	No. of Board meetings attended during 2009-2010.	Whether Present at the last AGM
Shri Kayum R. Dhanani	4	Yes
Shri Biji Paul	4	Yes
Smt. Shamim Sheikh	4	Yes

AUDIT COMMITTEE

The terms of reference of the Audit committee apart from those specified in the Listing Agreement of the Stock Exchange broadly pertain to review of business practices, review of investment policies, review of compliance and review of systems and controls. The Audit committee consists of two Non-executive Directors viz. Shri Biji Paul & Smt. Shamim Sheikh and Shri Kayum R. Dhanani, MD. In addition to the Audit committee members, the Managing Director, Head of accounts and the Statutory Auditors attend the meetings.

During the year under review, Audit committee meetings were held four times on 30.06.2009, 30.07.2009, 30.10.2009 and 20.01.2010 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. No Executive Director is paid any remuneration. However, the said committee will be constituted as and when required.

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 at its meeting held on 30th July, 2009 has individually, authorized Mr. Asif Razzak Dhanani, Mr. N.M. Patel and Mr. Biji Paul, officers of the company in the best interest of the investors and dissolved share transfer committee. The said authorized persons will 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 rematerialization of shares, consolidation and division and incidental matters relating to shares.

GENERAL BODY MEETINGS

Locations and time, of last three Annual General Meetings held.

Details of AGM*	Location	Date & Time
Fifteenth	Regd. Office of the Company at Plot No.1135, At & Post Lamdapura, Near Manjusar, Taluka Savali, Dist. Vadodara	29/9/07 at 12.00 Noon
Sixteenth	-do-	30/9/08 at 12.00 Noon
Seventeenth	-do-	29/9/09 at 12.00 Noon

