

WELTERMAN INTERNATIONAL LTD.

TWENTY FIRST ANNUAL REPORT

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BOARD OF DIRECTORS

KAYUM R. DHANANI	DIRECTOR
BIJI PAUL	DIRECTOR
SHAMIM SHEIKH	DIRECTOR
PAVIT G. AMIN	DIRECTOR

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

TRADING UNIT

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

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NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of **WELTERMAN INTERNATIONAL LIMITED** will be held on Saturday, the 28th September, 2013 at 12.00 noon at the Registered Office at Plot No. 1135, Lamdapura Road, Nr. Manjusar, At & Post, 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, 2013 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. Biji Paul, who retires by rotation and being eligible offers himself for appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s) following resolution, as an ORDINARY RESOLUTION.

“RESOLVED THAT Mr. Kayum Dhanani who was appointed as an Additional Director pursuant to section 260 of the Companies Act, 1956 read with relevant clause of the Articles of Association of the Company to hold office up to the ensuing Annual General Meeting, for whom requisite notice u/s 257 of the Companies Act, 1956 is received, be and is, hereby appointed as a Director liable to retire by rotation.”

FOR AND ON BEHALF OF THE BOARD

Kayum R. Dhanani
CHAIRMAN

Place: Vadodara
Date: 25th May, 2013

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, 2013 to 28th September, 2013 (both days inclusive)
4. A relative explanatory statement as required under Section 173(2) of the Companies Act, 1956 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.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item no. 4

Mr. Kayum Dhanani, in view of his preoccupations, resigned from the office of Director (including Managing Director) of the Company in view of his preoccupations. However, keeping in view his valuable contributions to the Company, he was persuaded to continue atleast as a Non Executive Director. Accordingly, your Directors appointed him as an Additional Director on 14th February, 2013.

The Company has received requisite notice pursuant to Section 257 of the Companies Act, 1956 for his reappointment as Retiring Director. Your Directors seek your approval to the resolution as appearing in item no. 4 of the accompanying notice by way of Ordinary Resolution.

Except, Mr. Kayum Dhanani and his relative Ms. Shamim Sheikh, no other Director shall be deemed to be interested or concerned in the resolution.

Place: Vadodara
Date: 25th May, 2013

FOR AND ON BEHALF OF THE BOARD

Kayum R. Dhanani
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. Biji Paul
Date of Birth & Age	7 th May, 1972 (41 years)	23 rd May, 1968 (45 years)
Date of Appointment	14 th February, 2013	31 st July, 1998
Qualifications	IGCS, Cambridge University	I.T.I, Diploma in Civil
No. of Shares held	1,999,800	Nil
Experience	20 Years	20 Years
Directors Ship in other public companies	1. UNIERA 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	- N.A.-
Chairmanship/membership of committees	Audit Committee ❖ Member	Audit Committee ❖ Member Shareholders/Investors Grievance Committee ❖ Chairman

\$ 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 FIRST ANNUAL REPORT** together with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2013:

1) FINANCIAL & WORKING RESULTS:

Particulars	2012-13 Rs.	2011-12 Rs.
Total income	20,77,76,512	23,09,37,749
Gross Profit/ (Loss) Before Depreciation:	(21,65,061)	(12,76,283)
(Less): Depreciation	(8,63,548)	(11,05,860)
PROFIT / (LOSS) BEFORE TAX	(30,28,609)	(23,82,143)
(Add): Deferred Tax	-	1,92,29,039
(Add): Excess Provisions for Tax	5011	-
PROFIT/ (LOSS) AFTER TAX	(30,23,598)	1,68,46,896
Balance brought forward	(12,54,65,042)	(14,23,11,938)
(LOSS) CARRIED TO BALANCE SHEET	(12,84,88,640)	(12,54,65,042)

In view of overall economic slowdown, total income of the Company is reduced by around 10% and loss before tax has increased by around 27%. However, in view of judicious management policy, the Company has been able to achieve overall decrease in cost and thereby to restrict the losses.

2) DIVIDENDS:

In view of losses, 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) 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 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.

8) DIRECTORATE:

Mr. Biji Paul, Director of the Company retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mr. Kayum R. Dhanani had resigned from the office of Director (including Managing Director) due to his preoccupation. However, due to his valuable contributions he was persuaded to continue atleast as a non executive director.

Your Directors have appointed Mr. Kayum R. Dhanani as Additional Director on 14th February, 2013. You are requested to appoint him as Retiring Director.

9) 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.

10) AUDITORS:

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

A confirmation is received 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.

11) ACKNOWLEDGEMENTS:

Your Directors place on record their sincere gratitude to bank, 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 : 25th May, 2013

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 disclosures and enhance stakeholder's 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 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

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, **Four** Board meetings were held on **10th July 2012, 14th August 2012, 10th November 2012 and 14th February 2013.**

Attendance of directors at the meetings of the Board of Directors held during the year and Annual General Meeting held on 28.09.2012 was as follows: