



WELTERMAN
INTERNATIONAL LTD.

CIN: L51100GJ1992PLC017613

TWENTY FOURTH
ANNUAL REPORT

2015-2016



Board of Directors	:	Kayum R. Dhanani	Director (upto 15/04/2015)
		Shakil Z. Memon	Director & CEO
		Shamim Sheikh	Director
		Paveet G. Amin	Director (upto 05/04/2016)
		Mihir Bhatia	Director
		Madhavi H Punjani	Director
		Leeladhar S Kotian	Director (w.e.f. 13/02/2016)
Chief Financial officer	:	Narendra M. Patel	
Company Secretary	:	Nirali M. Mehta (w.e.f. 09/10/2015)	
Bankers	:	HDFC Bank Ltd.	
Auditors	:	Parikh Shah Chotalia & Associates	Chartered Accountants Vadodara.
Registered Office & Factory	:	Plot No. 1135, At & Post Lamdapura, Lamdapura Road	Ta.- Savli, Dist. Vadodara.-391775
Corporate office	:	801-804, Sidcup Tower, Race course Road, Vadiwadi,	Vadodara-390007. Gujarat
Trading Unit	:	4/249, Alagappa Nagar,	PTC QTRS-Thuraipakkam Chennai-600097
Listing	:	Bombay Stock Exchange Limited	Ahmedabad Stock Exchange limited
Registrar & Transfer Agent	:	LINK INTIME INDIA PRIVATE LIMITED	B- 102 & 103, Shangrila Complex, First Floor,
		Opp. HDFC Bank Near Radhakrishna Char Rasta, Akota,	Vadodara- 390020 (Guj.) India
CIN	:	L51100GJ1992PLC017613	
Website	:	www.welterman .com	

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NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of Welterman International Limited will be held on Wednesday, the 14th day of September, 2016 at 11:00 a.m. at the Registered Office of the Company at Plot No, 1135, At & Post Lamdapura, Lamdapura Road, Ta - Savli, Dist Vadodara 391 775 , to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shakil Z Memon (DIN 00118152), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and rules and regulations made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company hereby ratifies the appointment of M/s. Parikh Shah Chotalia & Associates, Chartered Accountants, Vadodara (FRN : 118493W), as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To appoint Shri Leeladhar S Kotian (DIN 07413001) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') 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), Shri Leeladhar S Kotian (DIN 07413001), who was appointed as an additional director pursuant to section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act as also who is eligible for appointment, whose office shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company w.e.f. 13.02.2016.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is, hereby authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to these resolutions.”



1. To approve for Related Party Transactions

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof) and rules framed thereunder, the consent, sanction, permission or approval as the case may be of the members of the Company, be and is, hereby accorded to the Board of directors to enter into any contract or arrangements with M/s Sara Soule Private Limited, a Related Party with respect to sale, purchase or supply of any goods or materials, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or reimbursement of any transaction or any other transaction of whatever nature with related parties for a limit exceeding 10% of the Net Worth or 10% of turnover or Rs. 100 crores as applicable.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all the acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

NOTES:

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy, provided that such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting
3. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business enumerated under Item No. 4 & 5 of the accompanying Notice are annexed hereto.



4. The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2016 to 14th September, 2016 (both days inclusive).
- 5 All the relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members of the Company at the Corporate Office of the Company during normal business hours on any working day except Sundays and public holidays upto the date of the Annual General Meeting.
6. Additional information pursuant to the Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR) in respect of Director seeking appointment / re-appointment as mentioned under item 2 and 4 of the Notice of Annual General Meeting is provided hereunder.

Name of Director	Shakil Z Memon	Leeladhar Kotian
Date of Birth	02/11/1969	16/07/1941
Date of Appointment	29/09/2014	13/02/2016
Nature of expertise in specific functional areas	Shakil Z Memon is an Executive Director and Chief Executive Officer (CEO) of the Company since April, 2014. He is also a member of Audit Committee and Stakeholders Relationship Committee of the Company. He is a Public Relation Officer and has 27 years of experience in Fertilizer Industry.	Leeladhar S Kotian is an Independent and Non-executive Director of the Company since February, 2016. He is B.A. in Economics from Jai Hind College, Mumbai & M.A. in Agriculture Economics from Bombay University in the year 1965. Gained 53 years office experience out of which 38 years in Fertilizer Marketing and 15 years in Administration and legal matters.
Qualifications	B.Com	M.A. (Agri. Econ.)
Shareholding of Non Executive Directors	Nil	Nil
Names of Listed Entities in which Directorship are held	Tungabhadra Fertilizers and Chemicals Company Limited	None
List of all committees of Board of Directors (across all companies) in which Chairmanship / Membership is held	Welterman International Limited	
	Audit Committee	Member
	Stakeholders Grievance Committee	Member
Disclosure of relationship between Directors, <i>inter se</i>	Not related	Not related



7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. Electronic copy of the Notice of AGM, Annual Report, Attendance Slip, Proxy Form and Route Map are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of AGM, Annual Report, Attendance Slip, Proxy Form and Route Map are being sent in the permitted mode.
10. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy / Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
11. Even after registering for communication, members may obtain the said documents in physical form; upon making a request for the same, by post free of cost. For any communication, the shareholders can also post requests to the Company's investor email id: companysecretary.wil@gmail.com.
12. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of LODR the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 7th September, 2016, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Sunday, 11th September, 2016 and will end at 5.00 p.m. on Tuesday, 13th September, 2016. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Shri Devesh A Pathak, Practising Company Secretary, or failing him, Shri Vimal N Betai, Practising Company Secretary to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure 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) The voting period begins on 11th September, 2016 at 09:00 a.m. and ends on 13th September, 2016 at 05:00 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 (record date) of 7th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

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.

(ii) Next enter the Image Verification as displayed and Click on Login.

(iii) 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.

(iv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker.
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach 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 EVSN (**160719004**) 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 same password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non Individual Shareholders and Custodians
 - ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ◆ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. Other Instructions:

- i. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 7th September, 2016.
- ii. 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.
- iii. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a



person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- iv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welterman.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Ahmedabad Stock Exchange.

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

The Board of Directors, in its meeting held on 13th February, 2016, in terms of the recommendation of Nomination and Remuneration Committee in its meeting held on 13th February, 2016, has appointed Shri Leeladhar S Kotian as an Additional Director and Non-Executive Independent Director of the Company w.e.f. 13th February, 2016.

In the opinion of the Board, Shri Leeladhar S Kotian fulfils the conditions specified in the Companies Act, 2013 ('the Act') and rules made thereunder for her appointment as a Non-Executive Independent Director of the Company and is independent of the management. In the opinion of the Board of Directors, his continued association as Director will be beneficial to the Company. The copy of the draft letter for appointment of Shri Leeladhar S Kotian as a Non-Executive Independent Director would be available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on any working day, excluding Sundays and Public Holidays.

The Company has received requisite notice pursuant to Section 160 of the Act together with requisite deposit for his appointment.

Shri Leeladhar S Kotian does not hold any Equity Shares of the Company.

None of the Directors / Key Managerial Personnel(s) or their relatives, except Shri Leeladhar S Kotian, shall be deemed to be interested or concerned financially or otherwise, in the resolutions set out at Item No. 4 of the Notice.

Item 5

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 ('the Act') read with the relevant rules made thereunder requires any transaction entered into between related parties of sale, purchase or supply of any goods or materials, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or reimbursement of any transaction or any other transaction of whatever nature with related parties of a limit exceeding 10% of the Net Worth or 10% of turnover or Rs. 100 crores as applicable pursuant to Section 188 of the Act and rules framed thereunder, to be approved by the members of the Company by way of Special Resolution. Sara Suole Private Limited is a Related Party of the Company.



The third Proviso of Section 188(1) of the Companies Act, 2013 states that Section 188(1) shall not apply to any transactions entered into by the Company in its Ordinary Course of Business, on an arm's length basis.

However, related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

1.	Name of the Related Party	Sara Suole Private Limited
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Ms. Shamim Sheikh, Sister of Shri Kayum Razak Dhanani who is a Managing Director of Sara Suole Private Limited
3.	Nature, material terms, monetary value and particulars of the contract or arrangement;	As may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
4.	Any other information relevant or important for the members to take a decision on the proposed resolution.	NIL

No Director / KMP or their relatives except Ms. Shamim Sheikh, through her relative shall be deemed to be interested or concerned financially or otherwise in the resolution.

Registered Office:

Plot No. 1135 At & Post-Lamdapura,
Lamdapura Road Ta Savli,
Dist - Vadodara 391 775

By Order of the Board,

Shakil Z Memon
Director & CEO
(DIN 00118152)

Date : 13.08.2016**Place : Vadodara**



against Rs. 1853.92 lakhs in the previous year. The Loss before Tax of the Company stood at Rs. 57.56 lakhs as against Rs. 257.92 lakhs in the previous year and Loss after Tax stood at Rs. 249.85 lakhs as against Rs. 257.92 lakhs in the previous year.

6. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

The Company does not have any Subsidiary, Joint Venture or Associate Company and during the year, no other company has become / ceased to be Subsidiary / Joint Venture / Associate Company.

7. CHANGE IN NATURE OF BUSINESS, IF ANY

There is no change in nature of business during the year.

8. MANAGEMENT'S DISCUSSION AND ANALYSIS

The Report on Management's Discussion and Analysis pursuant to Clause 34 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') and attached as per Annexure - "D" to the Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of Section 134(3)(c) of the Companies Act, 2013 ('the Act') your Directors state that :

- i. in the preparation of the annual financial statements for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2016 and of the profit and loss of the Company for that period;
- iii. the directors had 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. the directors had prepared the annual financial statements on a going concern basis;
- v. internal financial controls to be followed by the Company are in place and that such internal financial controls are adequate and were operating effectively.
- vi. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

10.1 DIRECTORS:

During the year under review, the Board of Directors had on the recommendation of the Nomination and Remuneration Committee appointed Shri Leeladhar S Kotian as an Additional Director to hold office upto next Annual General Meeting and Non-Executive Independent Director of the Company w.e.f. 13th February, 2016. The proposal for appointment of Shri Leeladhar S Kotian as an Independent Director at the forthcoming Annual General Meeting is included in the Notice.

In accordance with the applicable provisions of the Act and rules made thereunder, Shri Shakil



Z Memon retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

During the year under review, Shri Kayum R Dhanani resigned as a Director of the Company w.e.f. 15th April, 2015. Further, Shri Paveet G Amin resigned as an Independent Director of the Company w.e.f. 5th January, 2016. The Board has placed on record its appreciation for the valuable services rendered by the Directors during their tenure.

10.2 KEY MANAGERIAL PERSONNEL

The Board of Directors had on the recommendation of the Nomination and Remuneration Committee appointed Ms. Nirali M Mehta as a Company Secretary and Compliance Officer of the Company w.e.f. 9th October, 2015.

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

12. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

System of adequate Internal Financial Controls with reference to the Financial Statements is already in place.

13. DEPOSITS

The Company has neither accepted nor renewed any Deposits during the Year under review.

14. DECLARATION OF INDEPENDENT DIRECTORS

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

15. BOARD EVALUATION

Pursuant to Section 134(3)(p) of the Act read with Regulation 17(10) of LODR, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its requisite Committees.

The evaluation have been carried out with a well structured questionnaires taking into consideration various aspects and roles of the Board and its Committees. The Board of Directors expressed their satisfaction with the evaluation process.

16. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc. through various programs. The details of such familiarization programs are disclosed in the website of the Company (www.welferman.com).

17. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT AND REMUNERATION

The Board, on the recommendation of the Nomination and Remuneration Committee, framed a Policy in relation to remuneration of Directors. The Policy also laid down the criteria for determining qualifications, positive attributes and independence of a Director and also framed a Remuneration Policy as provided under Section 178 of the Companies Act, 2013. The detailed Nomination and Remuneration Policy is disclosed in the website of the Company (www.welferman.com).

**18. NUMBER OF BOARD AND COMMITTEE MEETINGS CONDUCTED DURING THE YEAR****A. BOARD MEETING**

During the year under review, 5 (five) Board Meetings were held. Those were held on 30th May, 2015, 14th August, 2015, 9th October, 2015, 9th November, 2015 and 13th February, 2016. The gap between any two Board Meetings did not exceed 120 days. The attendance record of the Directors at the Board Meetings is as under:-

Sr. No.	Name of the Director	Designation	No. of Meetings attended during tenure
1.	Kayum R Dhanani*	Promoter, Non Executive Director	0 of 5
2.	Shakil Z Memon	Executive Director & Chief Executive Officer	5 of 5
3.	Shamim Sheikh	Promoter, Non Executive Director	5 of 5
4.	Mihir Bhatia	Non Executive Independent Director	5 of 5
5.	Madhavi Punjani	Non Executive Independent Director	5 of 5
6.	Paveet G Amin*	Non Executive Independent Director	4 of 4
7.	Leeladhar S kotian**	Additional Director	0 of 0

*Shri Kayum R Dhanani & Shri Paveet G Amin resigned w.e.f. 15th April, 2015 & 5th January, 2016 respectively.

**Shri Leeladhar S Kotian appointed w.e.f. 13th February, 2016.

B AUDIT COMMITTEE

The Audit Committee Meeting met 4 (four) times during the year under review on 30th May, 2015, 14th August, 2015, 9th November, 2015 and 13th February, 2016. The table below provides the attendance of the Audit Committee members:

(The Committee was reconstituted on 9th November, 2015)

Sr. No.	Name of the Director	Position	No. of Meetings attended during tenure
1.	Mihir Bhatia	Chairman	4 of 4
2.	Kayum R Dhanani*	Member	0 of 0
3.	Shakil Z Memon	Member	4 of 4
4.	Shamim Sheikh***	Member	3 of 3
5.	Madhavi Punjani	Member	4 of 4
6.	Paveet G Amin**	Member	0 of 3



* Shri Kayum R Dhanani resigned from the Board w.e.f. 15th April, 2015.

**Shri Paveet G Amin ceased to be a member of the Committee w.e.f. 9th November, 2015 & resigned from the Board w.e.f. 5th January, 2016.

***Ms. Shamim Sheikh ceased to be a member of the Committee w.e.f. 9th November, 2015.

C. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee met 3 (three) times during the year under review on 9th October, 2015, 9th November, 2015 and 13th February, 2016. The table below provides the attendance of the Nomination and Remuneration Committee members:

(The Committee was reconstituted on 9th November, 2015)**

Sr. No.	Name of the Director	Position	No. of Meetings attended during tenure
1.	Mihir Bhatia	Chairman	3 of 3
2.	Kayum R Dhanani*	Member	0 of 0
3.	Shamim Sheikh	Member	3 of 3
4.	Madhavi Punjani	Member	3 of 3
5.	Paveet G Amin**	Member	0 of 2

* Shri Kayum R Dhanani resigned from the Board w.e.f. 15th April, 2015.

**Shri Paveet G Amin ceased to be a member of the Committee w.e.f. 9th November, 2015 & resigned from the Board w.e.f. 5th January, 2016.

D. STAKEHOLDERS GRIEVANCE COMMITTEE

The Stakeholders Grievance Committee met 4 (four) times during the year under review on 30th May, 2015, 14th August, 2015, 9th November, 2015 and 13th February, 2016. The table below provides the attendance of the Stakeholders Grievance Committee members:

(The Committee was reconstituted on 9th November, 2015)

Sr. No.	Name of the Director	Position	No. of Meetings attended during tenure
1.	Mihir Bhatia	Chairman	4 of 4
2.	Kayum R Dhanani*	Member	0 of 0
3.	Shamim Sheikh ***	Member	3 of 3
4.	Madhavi Punjani***	Member	3 of 3
5.	Paveet G Amin**	Member	0 of 3
6.	Narendra Patel ****	Member	1 of 1



* Shri Kayum R Dhanani resigned from the Board w.e.f. 15th April, 2015.

**Shri Paveet G Amin ceased to be a member of the Committee w.e.f. 9th November, 2015 & resigned from the Board w.e.f. 5th January, 2016.

***Ms. Shamim Sheikh and Ms. Madhavi Punjani ceased to be the members of the Committee w.e.f. 9th November, 2015.

****Shri Narendra Patel was inducted as the Member of the Committee w.e.f. 9th November, 2015.

E. SEPARATE INDEPENDENT DIRECTORS' MEETING

During the year under review, 1 (one) Separate Independent Directors' meeting was held on 5th March, 2016. The table below provides the attendance of the meeting of Separate Independent Directors':

Sr. No.	Name of the Director	Position	No. of Meetings attended during tenure
1.	Mihir Bhatia	Chairman	1 of 1
2.	Madhavi Punjani	Member	1 of 1
3.	Leeladhar S. Kotian*	Member	1 of 1

*Shri Leeladhar S Kotian was appointed w.e.f. 13th February, 2016.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of contracts or arrangements with Related Parties referred to in Section 188(1) of the Companies Act, 2013 for the Financial Year 2015-2016 is annexed at Annexure "B" in the prescribed format of AOC 2 to the Report.

20. EXPLANATION(S) / COMMENT(S) ON QUALIFICATION(S) / RESERVATION(S) / ADVERSE REMARK(S)/DISCLAIMER BY STATUTORY AUDITOR IN THEIR RESPECTIVE REPORT

There are neither any qualification /reservation/ adverse remarks nor any disclaimer by statutory Auditors in their draft report and accordingly no explanation/ comment is required.

21. MATERIAL CHANGES AND COMMITMENTS

There is no material change and commitment affecting the financial position of the Company which have occurred between the end of financial year of the Company i.e 31st March 2016 and the date of this report and hence not reported.

22. VIGIL MECHANISM

The Company has adopted the Vigil Mechanism Policy for Directors and Employees to report concerns about suspected violation of any law that applies to the Company, Companies Code of Conduct pursuant to Section 177 of the Act.

23. RISK MANAGEMENT POLICY

The Management has put in place adequate and effective system and manpower for the purposes of Risk Management. The Company has a system based approach to business risk management backed by strong internal control systems. In the opinion of the Board, there are no risks which would threaten the existence of the Company.

**24. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company does not fall in any of the criteria of Section 135(1) of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and hence the Company is not required to comply with the same.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**A. Conservation of Energy and Technology Absorption**

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished since the Company has been carrying out only Trading Activities.

B. Foreign Exchange Earnings and Outgo

	Rs. In lacs	
	2015-2016	2014-2015
a. Foreign Exchange earned in terms of actual inflows	-	-
b. Foreign Exchange outgo in terms of actual outflows	99.33	1505.58

26. EXTRACT OF ANNUAL RETURN

The extract of Annual Return pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed at Annexure "A" and forms part of this Report.

27. CORPORATE GOVERNANCE

The Paid up Equity Share Capital of the Company is less than Rs. 10 crores and Net worth of the Company is less than Rs. 25 crores. Hence, in terms of Regulation 15(2) of LODR, the company is not required to make disclosure prescribed in Clause (C) of Schedule V of LODR and accordingly Corporate Governance Report is not included in the Annual Report.

28. APPROVAL OF MEMBERS THROUGH POSTAL BALLOT

During the Year under review, the Company received approval of Members through Postal Ballot for the following Special Resolutions:

- i. Change of Main Object Clause of the Memorandum of Association of the Company
- ii. Alteration of the clause 226 of the Articles of Association of the Company
- iii. Fixation of aggregate ceiling for giving Loans / Guarantees / providing Securities and making Investments in Securities pursuant to Section 186 of the Act.

29. MEDIAN EMPLOYEE DETAILS

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be made available to any member on request.

**30. PARTICULARS OF LOANS GIVEN, GUARANTEES GIVEN OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The company has not given any guarantees or securities covered under the provisions of section 186 of the Companies Act, 2013('the Act'). However, the aggregate of loans and advances granted as also investments are within the limits of Section 186 of the Act.

31. AUDITORS:**27.1 STATUTORY AUDITORS**

The Members at their 22nd Annual General Meeting have appointed M/s. Parikh Shah Chotalia & Associates, Chartered Accountants, Vadodara as a Statutory Auditor of the Company for a period of 5 years till the conclusion of 26th Annual General Meeting. The proposal for ratification of appointment of M/s. Parikh Shah Chotalia & Associates, Chartered Accountants, Vadodara is included in the Notice of Annual General Meeting. They have furnished requisite consent & certificate for the purpose.

27.2 INTERNAL AUDITORS

Your Company has appointed M/s. Jwalant Shah & Co., Chartered Accountants, Vadodara, as an Internal Auditor of the Company to carry out the Internal Audit of various operational areas of the Company for the Financial Year ending on 31st March, 2017.

27.3 SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s Devesh Vimal & Co. Practising Company Secretaries, Vadodara as Secretarial Auditors of the Company. The Secretarial Audit Report in the prescribed format of MR 3 is annexed as Annexure "C" to this Report.

27.4 COST AUDITOR

During the Year under review, Cost Audit was not applicable to the Company's Products / Business.

32. SHARE CAPITAL

As on 31st March, 2016, the paid up Equity Share Capital of your Company was Rs. 4,44,13,000 (Rupees Four crores Forty Four lakhs Thirteen thousand). During the year under review, the Company has not issued any shares.

33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.



The summary of sexual harassment complaints received and disposed off during the financial year 2015-2016 is as under:

- Number of Complaints Received	:	Nil
- Number of Complaints Disposed Off	:	Nil

34. REPORTING OF FRAUDS

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

35. INSURANCE

All the properties and insurable interests of the Company including buildings, plant and machineries and stocks have been adequately insured

36. INDUSTRIAL RELATIONS

Overall industrial relations continued to be cordial. Your Directors place on record their appreciation for the continued support and co-operation of all the employees.

37. ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks to Customers, Vendors, Bankers and Employees at all levels during the year. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

38. DELISTING FROM MADRAS STOCK EXCHANGE LTD & VADODARA STOCK EXCHANGE LIMITED CONSEQUENT TO ITS DERECOGNITION

In view of exit order of Madras Stock Exchange Ltd as well as Vadodara Stock Exchange Ltd as a Stock Exchange by SEBI vide orders dated 13th April, 2015 and 9th November, 2015 respectively, the Company stands delisted from Madras Stock Exchange Ltd and Vadodara Stock Exchange Ltd.

By Order of the Board,

Date : 13.08.2016
Place : Vadodara

Shakil Z Memon
Director & CEO
(DIN 00118152)

Shamim Sheikh
Director
(DIN 02528327)

**ANNEXURE "A"****Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

1.	CIN	L51100GJ1992PLC017613
2.	Registration Date	13/05/1992
3.	Name of the Company	Welterman International Limited
4.	Category / Sub-Category of the Company	Public Company
5.	Address of the Registered Office and contact details	Plot No. 1135, At & Post Lamdapura, Lamdapura Road, Ta Savli, Dist Vadodara 391 775 Tel. : (0265) 2310250 Fax : (0265) 2310251 Email id : companysecretary.wil@gmail.com
6.	Whether listed Company	Yes
7.	Name, Address and Contact details of Registrar & Transfer Agents, if any	LINK INTIME INDIA PRIVATE LIMITED B 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390020, Guajrat, India Tel. : +91 0265 2356573, 2356794

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and description of Main Product/Services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Footwear	1520	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary/ Associate of the Company	% of shares held	Applicable Section
-	-	-	-	-	-


IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1999800	800	2000600	45.05	2000300	300	2000600	45.05	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	13100	13100	0.29	13100	0	13100	0.29	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1)	1999800	13900	2013700	45.34	2013400	300	2013700	45.34	0.00
(2) Foreign									
a) NRIs Individual	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individual	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	1999800	13900	2013700	45.34	2013400	300	2013700	45.34	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	60000	60000	1.35	0	60000	60000	1.35	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FII's	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
- Foreign Company									
Sub-total (B)(1)	0	60000	60000	1.35	0	60000	60000	1.35	0.00



(2) Non Institutions									
a) Bodies Corp.	169100	781800	950900	21.41	188500	760800	949300	21.37	-0.04
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	427800	958300	1386100	31.21	432900	954200	1387100	31.23	0.02
i) Individual shareholders holding nominal share capital upto Rs.1Lakh	67300	807600	874900	19.70	82900	803500	886400	19.96	0.26
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	360500	150700	511200	11.51	350000	150700	500700	11.27	-0.24
c) Others(specify)	300	30300	30600	0.69	900	30300	31200	0.7003	0.0103
- Other Directors	0	0	0	0.00	0	0	0	0.00	0.00
- Clearing Members	300	0	300	0.01	900	0	900	0.0203	0.0103
- Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indian (REPAT)	0	30300	30300	0.68	0	30300	30300	0.68	0.00
Non Resident Indian (NON REPAT)	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2)	597200	1770400	2367600	53.31	622300	1745300	2367600	53.30	-0.01
Total Public Shareholding (B)=(B)(1)+(B)(2)	597200	1830400	2427600	54.66	622300	1805300	2427600	54.65	-0.01
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	2597000	1844300	4441300	100.00	2635700	1805600	4441300	100.00	0.00


(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Kayum Razak Dhanani	1999800	45.0274	0.00	1999900	45.0296	0.000	0.23
2.	Kayum Dhanani	100	0.023	0.00	0.00	0.00	0.00	-0.23
3.	Gulshanbanu Mohmedismail Memon	100	0.023	0.00	100	0.023	0.00	0.00
4.	Jamilabanu R Dhanani	100	0.023	0.00	100	0.023	0.00	0.00
5.	Nasimbanu Abdulrazak Dhanani	100	0.023	0.00	100	0.023	0.00	0.00
6.	Rabiabai Abdulrazak Dhanani	100	0.023	0.00	100	0.023	0.00	0.00
7.	Rafiq Maqsood Merchant	100	0.023	0.00	100	0.023	0.00	0.00
8.	Sajid Dhanani	100	0.023	0.00	100	0.023	0.00	0.00
9.	Shamimbanu R Dhanani	100	0.023	0.00	100	0.023	0.00	0.00
10.	Sayaji Airways Limited	7500	0.1689	0.00	7500	0.1689	0.00	0.00
11.	Liberty Construction & Leasing Limited	5600	0.1261	0.00	5600	0.1261	0.00	0.00
		2013700	45.48	0.00	2013700	45.48	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2013700	45.48	2013700	45.48
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	No change during the year			
	At the End of the year (or on the date of separation, if separated during the year)	2013700	45.48	2013700	45.48


(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No		Shareholding at the beginning of the year (01.04.2015)		Cumulative Share holding during the year (31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	Paveet Amin	350000	7.8806	350000	7.8806
2	Prolific Engineers Private Limited	250000	5.6290	250000	5.6290
3	Sushobhan Furnitures Private Limited	250000	5.6290	250000	5.6290
4	Aalishan Computer System Private Limited	250000	5.6290	250000	5.6290
5	3 A Capital Services Limited	166200	3.7421	166200	3.7421
6	Sona Yadav	150700	2.6051	150700	2.6051
7	Punjab National Bank	60000	1.3510	60000	1.3510
8	Bharat Equity Services Limited	21200	0.4728	21200	0.4728
9	Sonal Jignesh Talati	10500	0.2364	10500	0.2364
10	Arvind S Rathod	6000	0.1351	6000	0.1351

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri Kayum Dhanani (upto 15.04.2015)	1999800	45.0274	1999900	45.0296
	At the beginning of the year	-	-	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):				
	At the end of the year	1999800	45.0274	1999900	45.0296
2.	Shri Shakil Z. Memon				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the	-	-	0	0.00



	year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):				
	At the end of the year	0	0.00	0	0.00
3.	Ms. Shamim Sheikh				
	At the beginning of the year	100	0.23	100	0.23
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	-	-	0	0.00
	At the end of the year	100	0.23	100	0.23
4.	Shri Mihir Bhatia				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	-	-	0	0.00
	At the end of the year	0	0.00	0	0.00
5.	Ms. Madhavi Punjani				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	-	-	0	0.00
	At the end of the year	0	0.00	0	0.00
6.	Shri Praveet G amin (upto 05.01.2016)				
	At the beginning of the year	350000	7.8806	350000	7.8806
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc):	-	-	0	0.00
	At the end of the year	350000	7.8806	350000	7.8806
7.	Shri Leeladhar S kotian (w.e.f. 13.02.2016)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase	-	-	0	0.00



	/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :				
	At the end of the year	0	0.00	0	0.00
Key Managerial Personnel					
1.	Shri Narendra M. Patel				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	-	-	0	0.00
	At the end of the year	0	0.00	0	0.00
2.	Ms. Nirali Mehta (w.e.f. 09.10.2015)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	-	-	0	0.00
	At the end of the year	0	0.00	0	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9,21,86,000	1,13,74,971.13	Nil	10,35,60,971.13
ii) Interest due but not paid	Nil	30,19,981.00	Nil	30,19,981.00
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
	9,21,86,000	1,43,94,952.13	Nil	10,65,80,952.13
Change in Indebtedness during the financial year				
- Addition	Nil	5,96,66,484.00	Nil	5,96,66,484.00
- Reduction	4,50,00,000	1,41,22,966.46	Nil	5,91,22,966.46
Net Change	(4,50,00,000)	4,55,43,517.54	Nil	5,43,510,54.46
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,71,86,000	5,69,18,488.67	Nil	10,41,04,488.67
ii) Interest due but not paid	Nil	30,19,981.00	Nil	30,19,981.00
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	4,71,86,000	5,99,38,469.67	Nil	10,71,24,469.67

**VI. .REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	N.A.	

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors	Total Amount
	i Independent Directors		
	- Fee for attending board / committee meetings	Nil	Nil
	- Commission	Nil	Nil
	- Others, please specify	Nil	Nil
	Total (1)	Nil	Nil
	ii. Other Non-Executive Directors		
	- Fee for attending board / committee meetings	Nil	Nil
	- Commission	Nil	Nil
	- Others, please specify	Nil	Nil
	Total (2)	Nil	Nil
	Total (B)=(1+2)	Nil	Nil
	Total Managerial Remuneration (A+B)	Nil	
	Overall Ceiling as per the Act	N.A.	


C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration				Total
		Shri Narendra Patel (Chief Financial Officer)	Ms. Nirali Mehta (Company Secretary appointed w.e.f. 09.10.2015)	Shri Shakil Z Memon (Chief Executive Officer)	
1.	Gross salary D. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 © Profits in lieu of salary under section 17(3) Income-tax Act, 1961	7,73,040	1,08,000	Nil	8,81,040
		Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	7,73,040	1,08,000	Nil	8,81,040

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTOR					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**ANNEXURE "B"
FORM NO. AOC 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr.No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Sara Suole Private Limited
2	Nature of contracts/arrangements/transaction	Purchase and Sale of Material
3	Duration of the Contracts/arrangements/transaction	N.A.
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase Rs. 39,11,703 Sale Rs. 81,47,389
5	Date of approval by the Board	30 th May, 2015
6	Amount paid as advances, if any	N.A.

For and on behalf of the Board of Directors

**Shakil Z Memon
Director & CEO
(DIN 00118152)**

**Shamim Sheikh
Director
(DIN 02528327)**

**Date : 13.08.2016
Place: Vadodara**



ANNEXURE "C"
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014]

To,
The Members,
Welterman International Limited
PLOT NO 1135AT & POST-LAMDAPURA
LAMDAPURA ROAD
TA- SAVLI DIST- VADODARA,
GUJARAT.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Welterman International Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Welterman International Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;



- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Having regard to products, locations, dealing of the Company exclusively in trading and meagre no. of employees of the Company as also having regard to the Compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, as also on the basis of representation as management letter there is no law specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Ltd. and Ahmedabad Stock Exchange Limited.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report (by way of information) that during the audit period:

- (a) The Company has not issued any securities during the period under review:
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), guidelines, 1999
 - The Securities and Exchange board of India (Issue and Listing of Debt Securities) Regulations, 2008



were not applicable during the period under review.

- (b) The Company has neither got delisted its Equity Shares nor buy back of any security of the Company and accordingly,
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

were not applicable during the period under review,

- (c) Secretarial Standards (SS-1 and SS-2) issued by the Institute Of Company Secretaries of India were not mandatorily applicable during the period under review.
- (d) The Company has complied with the SEBI (Prohibition of Insider Trading) Regulations, 2015 enacted in repealment of the SEBI (Prohibition of Insider Trading) regulations, 1992.
- (e) In view of exit order of Madras Stock Exchange Ltd as well as Vadodara Stock Exchange Ltd. as a Stock Exchange by SEBI vide orders dated 13th April, 2015 and 9th November, 2015 respectively, the Company stands delisted from Madras Stock Exchange Ltd. and Vadodara Stock Exchange Ltd
- (f) The Company received approval of members through Postal Ballot on 16th January, 2016 for the following Special Resolutions:
- i. Change of Main Object Clause of the Memorandum of Association.
 - ii. Alteration of Clause 226 of the Articles of Association of the Company.
 - iii. Fixation of aggregate ceiling for giving Loans/ Guarantees/ providing securities and making investments in securities pursuant to Section 186 of the Act.

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

Date: 13.08.2016
Place: Vadodara

CS Devesh A. Pathak
Partner
FCS: 4559
CP No. 2306

Note: This report is to be read with our letter of event date which is enclosed as per Annexure forming integral part of this report.



To,
The Members,
Welterman International Limited
PLOT NO 1135AT & POST-MANJUSAR
LAMDAPURA ROAD TA- SAVLI
DIST- VADODARA, GUJARAT

Ref: Secretarial Audit Report pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriated to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and the practices we followed provided reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company and have relied upon the reports of designated professionals including Statutory Auditors for the purpose.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards, is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

CS Devesh A. Pathak
Partner
MNo. 4559

ANNEXURE “D”**MANAGEMENT DISCUSSION ANALYSIS REPORT****Industry Structure and Developments**

India currently ranks amongst the top three global exporters in leather apparel but is way behind at 11th position in case of leather footwear. The global market for leather and footwear is dominated largely by China across all the geographic regions. Though both India and China evolved as leading footwear producing nations around 1980s, over the last two decades, China has grown by leaps and bounds while Indian market share has eroded considerably. Other major competitors for India in leather trade are Pakistan, Vietnam, Italy and France.

To support the sector, the Government of India has taken several initiatives from de-licensing the sector, allowing 100% FDI and duty free imports, providing funding assistance to the manufacturing units, assisting in promotion of the industry through industrial parks to implementation of various industrial development programmes. Keeping in view the historical performance, strength of the sector and support from the government, the Indian leather industry is poised to grow manifolds.

Opportunities and Threats**Opportunities**

- Rising potential in the domestic market
- Retaining customers through quality supplies
- Use of modern technology

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.

Segment wise performance

The Company has been operating in single segment only.

Outlook

The Company is currently engaged in sustenance and improvement of current operations by enhancing operating efficiencies and is also evaluating the various options.

Risks and concerns

Stiff competition, rising inflation, increasing input costs 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.

**Internal Control Systems and their adequacy**

The Company's internal control systems are commensurate with the nature of its business and the size of the Company. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported. The Company has clearly defined organization structure and lines of authority and sufficient control is exercised through monthly, quarterly and annual business review by the Management.

The Operating Management assessed the effectiveness of the Company's Internal Control over Financial Reporting as of March 31, 2016. M/s. Parikh Shah Chotalia & Associates, the Statutory Auditors of the Company has audited the Financial Statements included in this Annual Report and has issued a report on the Internal Control over financial reporting pursuant to Section 143 of the Act.

An Internal Audit system is in place. The Company has during the year engaged the services of an Independent Firm of Chartered Accountants for the services of Internal Audit of operations of the Company for better control and to ensure adequacy and efficacy of Internal Audit function.

Discussion on financial performance with respect to operational performance

During the Year under review, the total net sales decreased from Rs. 18.48 crores to Rs. 2.67 crores. Net loss after tax amounted to Rs. 2.50 crores as compared to Rs. 2.58 crores in the previous year.

Material developments in Human Resources / Industrial Relations front, including number of people employed

The Industrial Relations of the Company during the Financial Year 2015-2016 were peaceful and cordial. Employees have been the backbone of harmonious Industrial Relations of the Company.

Cautionary Statement

Statement in this Management Discussion and analysis describing the Company's objective, projects, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

**INDEPENDENT AUDITORS' REPORT**

To,
**THE MEMBERS,
WELTERMAN INTERNATIONAL LIMITED
VADODARA**

Report on the Financial Statements

We have audited the accompanying financial statements of **Welterman International Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2016**, 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. 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, 2016;
- (b) In the case of the Profit and Loss Statement, of the loss for the year ended on that date.
- (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, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143(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 Profit and Loss Statement and 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 Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to adequacy of the Internal Financial Controls over financial reporting and the operating effectiveness of such controls; refer to our separate report in Annexure - B attached herewith.
 - g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

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

Vadodara, 28th May, 2016

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

**ANNEXURE-A REFERRED TO IN PARAGRAPH 2 OF OUR AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 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) According to the information and explanation given to us the title deeds of immovable properties of the Company are held in the name of the company.

ii. Inventory

As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed.

iii. Loans and Advances

According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to any party covered u/s 189 of the Companies Act, 2013, during the year under report. Consequently, no comments are necessary on Para (iii)(a) & (b) of CARO 2015.

iv. Loans Advances and Guarantees

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

v. 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 73 to 76 of the Companies Act 2013 and Rules made there under and also the directives of Reserve Bank of India apply.

vi. Cost Records

In our opinion and according to the information and explanations given to us, the maintenance of cost records pursuant to the Rules made by the Central Government under Section 148(1) of the Companies Act, 2013, do not apply to the Company.

**vii. 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, Value Added Tax, Sales tax, Excise 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.
- b) There is no dispute for payment of any statutory due under any act as mentioned in the point above.

viii. Default in payments of dues

On the basis of records examined by us and the information and explanations given to us, the Company has borrowed any amount for which scheduled repayment is required. The Company has also not issued any debentures.

ix. Term Loans

During the year under reference, Company has not borrowed any amount by way of Term Loan. The Company has also not raised any money by way of public offer or further public offer.

x. Frauds

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

xi. Managerial remuneration

According to the information and explanations given to us and based on our examination of the records of the company, no managerial remuneration has been paid or provided for during the year and hence the provisions of section 197 read with Schedule V to the Companies Act, 2013 are not applicable.

xii. Nidhi Company

The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.

xiii. Related Party Transactions:.

In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv. Preferential Allotment/ Private Placement

According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and therefore, the provisions of Section 42 of the Companies Act, 2013 are not applicable to the Company.

**xv. Non Cash Transaction:**

In our opinion and according to the information and explanations given to us, the Company has not entered into any non - cash transactions with directors or persons connected with the Directors.

xvi. Registration under RBI Act

The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

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

VADODARA, 28th May, 2016

**Annexure B to the Auditors' Report****Report on the Internal financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the Internal Financial Controls over the financial reporting of M/s Welterman International Limited ("the Company"), as on 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial controls

The respective Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy, and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Notes require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial



statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles , and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper managements override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

The Company has meagre business transactions during the year and the management of the Company, as we have been informed, was closely connected with most of these transactions, and in view of these facts in our opinion, the Company have, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

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

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

Vadodara, 28th May, 2016

**BALANCE SHEET**

PARTICULARS	Note No.	AS AT 31.03.2016		AS AT 31.03.2015	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES					
1. Shareholder's funds					
(a) Share Capital	3	44,413,000		43,982,500	
(b) Reserves and Surplus	4	<u>(168,484,886)</u>	<u>(124,071,886)</u>	<u>(143,499,571)</u>	<u>(99,517,071)</u>
2 Non- current liabilities					
(a) Long-Term Borrowings	5	108,624,470		121,144,158	
(b) Long Term Provisions	6	<u>609,000</u>	<u>109,233,470</u>	<u>-</u>	<u>121,144,158</u>
3 Current Liabilities					
(a) Short-Term Borrowings	7	15,000,000		1,545,261	
(b) Trade Payables		21,496,837		30,474,906	
(c) Other Current Liabilities	8	<u>31,487,536</u>	<u>67,984,373</u>	<u>39,341,322</u>	<u>71,361,489</u>
TOTAL			<u>53,145,957</u>		<u>92,988,576</u>
II ASSETS					
1. Non-current assets					
(a) Fixed Assets	9				
(i) Tangible Assets		7,925,688		5,581,251	
(b) Non-Current Investments	10	2,903,316		7,696,000	
(c) Deferred Tax Assets (Net)	11	-		19,229,039	
(d) Other Non Current Assets	12	<u>107,712</u>	<u>10,936,716</u>	<u>-</u>	<u>32,506,290</u>
2. Current Assets					
(a) Inventories	13	11,731,928		8,226,643	
(b) Trade Receivables	14	13,545,548		10,863,418	
(c) Cash and Bank Balances	15	4,762,372		7,883,554	
(d) Short-Term Loans and Advances	16	<u>12,169,393</u>	<u>42,209,241</u>	<u>33,508,672</u>	<u>60,482,287</u>
TOTAL			<u>53,145,957</u>		<u>92,988,576</u>
Significant accounting policies	1-2				
Other Notes	25-36				
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

(D. P. SHAH) Mem. No. 30454
PARTNER
VADODARA, 28th May,2016

For and on behalf of the Board of Directors

(SHAKIL Z. MEMON)
DIRECTOR & CEO

(SHAMIM SHEIKH)
DIRECTOR

(NARENDRA M. PATEL)
CHIEF FINANCIAL OFFICER

(NIRALI M. MEHTA)
COMPANY SECRETARY

**PROFIT & LOSS STATEMENT**

PARTICULARS	Note No.	FOR THE YEAR ENDED	FOR THE YEAR ENDED
		31.03.2016	31.03.2015
		Rs.	Rs.
I Revenue from Operations	17	26,726,353	184,763,272
II Other Income	18	2,930,146	628,747
III Total Revenue (I + II)		<u>29,656,499</u>	<u>185,392,019</u>
IV Expenses			
Purchases of Traded Goods	19	24,342,985	144,220,254
Changes in inventories of Stock-in- trade	20	(3,505,285)	38,610,639
Employee Benefit Expenses	21	2,406,703	1,701,802
Depreciation	9	428,869	359,076
Other Expenses	22	6,946,820	6,831,050
Total Expenses		<u>30,620,092</u>	<u>191,722,821</u>
V Profit (Loss) before Exceptional and Extraordinary items and Tax (III - IV)		(963,592)	(6,330,802)
VI Exceptional Items	23	-	(19,461,635)
VII Extra Ordinary Items	24	4,792,684	-
VIII Profit (Loss) before Tax (V + IV-VII)		(5,756,276)	(25,792,437)
IX Tax Expense: Deferred Tax Asset		(19,229,039)	-
X Profit (Loss) for the Year (VIII -IX)		<u>(24,985,315)</u>	<u>(25,792,437)</u>
XI Earnings per Equity Share:			
Basic		(5.63)	(5.81)
Significant accounting policies	1-2		
Other Notes	25-36		

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

(D. P. SHAH) Mem. No. 30454
PARTNER
VADODARA, 28th May,2016

For and on behalf of the Board of Directors

(SHAKIL Z. MEMON)

DIRECTOR & CEO

(SHAMIM SHEIKH)

DIRECTOR

(NARENDRA M. PATEL)
CHIEF FINANCIAL OFFICER

(NIRALI M. MEHTA)
COMPANY SECRETARY

**CASH FLOW STATEMENT**

PARTICULARS	For the year ended			
	31st March, 2016	31st March, 2015	Amount	Amount
	Amount	Amount	Rs.	Rs.
	Rs.	Rs.	Rs.	Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT(LOSS) BEFORE TAX		(24,985,315)		(25,792,437)
Add:- Adjustments for:				
Depreciation	428,869		359,076	
Interest accrued	(735,355)		(257,236)	
Loss on Sale / on Discardation of Asset	-		21,270	
Allotment Money Written off	430,500		-	
Pre-operative Expenses and Fixed Assets Written off	-		19,461,635	
Transfer to Investment Value Diminishing Reserve	4,792,684	4,916,698		19,584,745
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(20,068,617)		(25,792,437)
Adjustments for:				
Trade and Other Receivables	18,549,437		(23,428,295)	
Inventories	(3,505,285)		38,610,639	
Trade payables and Other Liabilities	(16,831,855)	(1,787,703)	(17,578,174)	(2,395,830)
CASH GENERATED FROM OPERATIONS		(21,856,321)		(8,603,522)
NET CASH FROM OPERATING ACTIVITIES		(21,856,321)		(8,603,522)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(2,773,308)		(64,290)	
Sale of Fixed Asset	-		1,446,688	
Deferred Tax Assets Reversed	19,229,039		-	
Interest received	735,355		257,236	
NET CASH FLOW FROM INVESTING ACTIVITIES		17,191,086		1,639,634
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Short Term Borrowings (Repaid) / Accepted	13,454,739		1,545,261	
Long term Provisions	609,000		-	
Long Term borrowings (Repaid) / Accepted	(12,519,688)		12,654,000	
NET CASH GENERATED FROM FINANCING ACTIVITIES		1,544,051		14,199,261
Cash and Cash equivalents as at the beginning of the year		7,883,554		648,181
Net Increase/(Decrease) in cash and cash equivalents		(3,121,184)		7,235,373
Cash and Cash equivalents as at the end of the year		4,762,372		7,883,554

As per our report of even date attached
For PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS

Firm Reg. No. 118493W

(D. P. SHAH) Mem. No. 30454
PARTNER
VADODARA, 28th May, 2016

For and on behalf of the Board of Directors

(SHAKIL Z. MEMON)

DIRECTOR & CEO

(NARENDRA M. PATEL)
CHIEF FINANCIAL OFFICER

(SHAMIM SHEIKH)

DIRECTOR

(NIRALI M. MEHTA)
COMPANY SECRETARY

**NOTES TO FINANCIAL STATEMENTS****NOTE '1'. BACKGROUND**

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 and has also been engaged in manufacturing of inorganic water soluble chemical fertilizers.

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 II to the Companies Act, 2013.

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



NOTES FORMING PART OF ACCOUNTS

PARTICULARS	For the year ended			
	31st March, 2016		31st March, 2015	
	Amount	Amount	Amount	Amount
NOTE `3`				
SHARE CAPITAL				
-Authorised				
60,00,000 Equity Shares of Rs. 10/- each [Previous Year : 60,00,000 Equity Shares of Rs.10/- each]		<u>60,000,000</u>		<u>60,000,000</u>
-Issued, Subscribed and Paid up				
44,41,300 Equity Shares of Rs.10/- each fully paid-up. [Previous Year : 44,41,300 Equity Shares of Rs.10/- each]	<u>44,413,000</u>		<u>44,413,000</u>	
Less : Allotment Money Due	-	<u>44,413,000</u>	<u>430,500</u>	<u>43,982,500</u>
		<u>44,413,000</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
Pavit 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	(145,999,571)	(120,207,133)
Add: Profit (Loss) for the year	<u>(24,985,315)</u>	<u>(25,792,437)</u>
Closing Balance	(170,984,886)	(145,999,571)
Subsidy	2,500,000	2,500,000
	<u>(168,484,886)</u>	<u>(143,499,571)</u>



NOTES FORMING PART OF ACCOUNTS

PARTICULARS	For the year ended			
	31st March, 2016		31st March, 2015	
	Amount	Amount	Amount	Amount
NOTE `5`				
LONG TERM BORROWINGS				
-Secured Loan From Related Party				
From Sara Suole Private Limited		47,186,000		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	59,938,470			
From Others	1,500,000	61,438,470	28,958,158	28,958,158
		108,624,470		121,144,158
NOTE `6`				
LONG TERM PROVISIONS				
Provision for employee benefits		609,000		-
		609,000		-
NOTE `7`				
SHORT TERM BORROWINGS				
- Unsecured				
Loans from Intercorporates		15,000,000		1,545,261
		15,000,000		1,545,261
NOTE `8`				
OTHER CURRENT LIABILITIES				
Creditors for Others	391,659		73,804	
Advances from Customers	18,797,311		38,927,826	
Statutory Liabilities	448,236		1,024	
Creditors for Expenses	11,850,330	31,487,536	338,667	39,341,322
		31,487,536		39,341,322
NOTE `10`				
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.				
TOTAL		7,696,000		7,696,000
Less: Investment Value Diminishing Reserve		4,792,684		-
Total Net Non- Current Investment		2,903,316		7,696,000
Aggregate Value of Unquoted Investments		2,903,316		7,696,000



NOTES FORMING PART OF ACCOUNTS

PARTICULARS	For the year ended			
	31st March, 2016	31st March, 2015		
	Amount	Amount	Amount	Amount
NOTE `11'				
DEFERRED TAX ASSET				
Deferred Tax Assets	-		19,229,039	
Add:- Deferred Tax Asset for the Year	-		-	
Deferred Tax Assets (Net)		-		19,229,039
		<u>-</u>		<u>19,229,039</u>
NOTE `12'				
OTHER NON CURRENT ASSETS				
Long term trade receivables	<u>107,712</u>	<u>107,712</u>	<u>-</u>	
		<u>107,712</u>		<u>-</u>
NOTE `13'				
INVENTORIES				
Trading Goods		11,731,928		8,226,643
Finished Goods				
		<u>11,731,928</u>		<u>8,226,643</u>
NOTE `14'				
TRADE RECEIVABLES				
<i>Unsecured Considered Good:</i>				
Below Six Months		9,990,259		1,328,770
Others		3,555,289		9,534,648
		<u>13,545,548</u>		<u>10,863,418</u>
NOTE `15'				
CASH AND BANK BALANCES				
-Cash and Cash Equivalents				
Cash on Hand	72,631		45,143	
Balance with Banks				
-In Current Accounts	<u>4,689,741</u>	<u>4,762,372</u>	<u>7,838,410</u>	7,883,554
		<u>4,762,372</u>		<u>7,883,554</u>
NOTE `16'				
SHORT TERM LOANS AND ADVANCES				
Loans and Advances				
Others				
Advances to Suppliers	9,322,249		12,704,163	
Prepaid Expenses	22,981		17,230	
Advances Staff and Others	2,564,275		20,588,428	
Balance with Statutory Authorities	112,992		53,000	
Other Deposits	<u>146,896</u>	<u>12,169,393</u>	<u>145,851</u>	33,508,672
		<u>12,169,393</u>		<u>33,508,672</u>



NOTES FORMING PART OF ACCOUNTS

PARTICULARS	For the year ended			
	31st March, 2016		31st March, 2015	
	Amount	Amount	Amount	Amount
NOTE `17'				
REVENUE FROM OPERATIONS				
<i>Sale of Products</i>				
Domestic Sales (Traded)		26,726,353		184,763,272
		<u>26,726,353</u>		<u>184,763,272</u>
NOTE `18'				
OTHER INCOME				
Interest Earned	735,355		257,236	
Discount	-		371,305	
Misc. Income	<u>2,194,791</u>	<u>2,930,146</u>	<u>206</u>	628,747
		<u>2,930,146</u>		<u>628,747</u>
NOTE `19'				
PURCHASES OF STOCK IN TRADE				
Purchase of Trading Materials	23,478,985		141,906,864	
Add: Job Work Charges	<u>864,000</u>	<u>24,342,985</u>	<u>2,313,390</u>	144,220,254
		<u>24,342,985</u>		<u>144,220,254</u>
NOTE `20'				
CHANGES IN STOCKS				
Stock at Commencement				
Stock-in-trade		8,226,643		46,837,282
Less: Stock at Close				
Stock-in-trade		<u>11,731,928</u>		<u>8,226,643</u>
		<u>(3,505,285)</u>		<u>38,610,639</u>
NOTE `21'				
EMPLOYEE BENEFIT EXPENSES				
Salaries, Wages, Bonus etc.	1,790,213		1,657,461	
Contribution to P.F, E.S.I and Other				
Statutory Funds	1,290		147	
Workmen and Staff Welfare Expenses	6,200		44,194	
Gratuity and Leave Encashment	<u>609,000</u>	<u>2,406,703</u>	<u>-</u>	1,701,802
		<u>2,406,703</u>		<u>1,701,802</u>

**NOTES FORMING PART OF ACCOUNTS**

PARTICULARS	For the year ended			
	31st March, 2016	31st March, 2015	31st March, 2015	31st March, 2015
	Amount	Amount	Amount	Amount
NOTE '22'				
OTHER EXPENSES				
Legal and Professional Charges (Audit Fees Rs. 51,525/- (PY Rs. 50,562/-) for Other Services Rs. 91,600/-(PY Rs.89,888/-))	663,627		635,560	
Bank Charges	9,765		9,890	
Commission and Demurrage	-		14,000	
General Expenses	5,037,262		402,010	
Repairs and Maintenance	51,111		199,378	
Power and Fuel (Factory)	335,127		266,832	
Packing and Forwarding Expenses	5,990		5,200	
Postage and Telephone Expenses	18,345		97,348	
Printing and Stationery	81,176		65,474	
Security Expenses	198,000		222,638	
Travelling and Conveyance Expenses	38,659		400,671	
Office Expenses	36,799		78,593	
Loss on Sale of Machinery	-		21,270	
Sales Promotion Exp.	-		3,614,475	
Debit Balances Written Off	470,959	6,946,820	797,711	6,831,050
		<u>6,946,820</u>		<u>6,831,050</u>
NOTE '23'				
EXCEPTIONAL ITEMS				
Pre-operative Expenses written off	-	(17,985,932)		
Fixed Asset written off	-	(1,475,704)	19,461,635	
		<u>-</u>		<u>(19,461,635)</u>
NOTE '24'				
EXTRA ORDINARY ITEMS				
Investment Value Diminishing Reserve		4,792,684		-
		<u>4,792,684</u>		<u>-</u>



NOTES FORMING PART OF ACCOUNTS
NOTE '9'
FIXED ASSETS

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2015	ADDITIONS DURING THE YEAR	ADJ./SALE DURING THE YEAR	TOTAL COST AS AT 31.03.2016	TOTAL AS AT 01.04.2015	FOR THE YEAR	ADJ./RECOUPMENT	TOTAL AS AT 31.3.2016	AS AT 31.03.2016	AS AT 31.03.2015
1	Tangible Assets: Land and Land Development	1,397,950	-	-	1,397,950	-	-	-	-	1,397,950	1,397,950
2	Buildings	12,390,060	711,551	-	13,101,611	8,313,255	341,460	-	8,654,715	4,446,896	4,076,805
3	Plant and Machinery	-	2,017,507	-	2,017,507	-	56,620	-	56,620	1,960,887	-
4	Computers	113,426	31,250	-	144,676	53,474	25,022	-	78,496	66,180	59,952
5	Vehicle	57,460	-	-	57,460	10,918	5,459	-	16,377	41,083	46,542
6	Furniture		13000		13000		308		308	12692	
	TOTAL RS.	13,958,896	2,773,308	-	16,732,204	8,377,647	428,869	-	8,806,516	7,925,688	5,581,249
	Previous year Figure	42,471,245	814,290	29,326,639	13,958,896	35,801,546	359,076	27,782,976	8,377,646	5,581,250	6,669,669

**NOTES TO FINANCIAL STATEMENTS****25 Contingent Liabilities and commitments
(to the extent not provided for) :-****F.Y. 2015-16 F.Y. 2014-15****● Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)

386,920 -

26 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 since June 2014 and has recently decided to enter into the manufacturing of inorganic water soluble fertilizers.

27 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.

28 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

29 The Company has yet to comply provisions of Section 125 of the Companies Act 2013 in respect of payment of Dividend for the year 1995-96.

30 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.

31 The Company's immovable properties have been mortgaged for securing the credit facilities granted to Sara Soule P. Ltd by its bankers.

32 Value in regard to Closing stock of Finished goods and Traded Goods.

CLASS OF GOODS	2015-2016	2014-2015
Traded Goods	<u>Rupees</u>	<u>Rupees</u>
Crust	835,778	-
Goat Wet Blue	2,412,174	-
Sheep Wet Blue	8,243,629	8,226,643
Activated Carbon	3,250	-
Anti Foaming Agent	1,620	-
Diesel	18,120	-
Lime Gold	1,191	-
Limestone Powder	17,340	-
Mythyle Sulphuric	190,575	-
Sulophuric Acid	8,250	-
Total	11,731,927	8,226,643

**33 Value in regards to Purchase and Sales of Traded Goods.**

PURCHASES DURING THE YEAR		
ITEM NAME	2015-2016	2014-2015
Crust	835,778	-
Cow Wet Blue	-	87,358,239
Goat Wet Blue	9,191,884	16,725,612
Sheep Wet Blue	13,230,635	34,982,782
Activated Carbon	3,412	-
Anti Foaming Agent	1,718	-
Diesel	38,625	-
Lime Gold	1,262	-
Limestone Powder	14,924	-
Mythyle Sulphuric	200,104	-
Sulophuric Acid	8,663	-
Tanning Chemicals	-	5,153,621
Total	23,527,005	144,220,254

SALES DURING THE YEAR		
ITEM NAME	2015-2016	2014-2015
Camel Wet Blue	-	13,600
Cow Wet Blue	-	8,162,476
Goat Wet Blue	8,218,908	8,220,000
Sheep Wet Blue	18,507,445	20,008,764
Cow Calf Finished	-	111,572,334
Buff Finished Leather	-	3,155,558
Buff Wet Blue	-	17,970,179
Tanned Bark Soul	-	567,361
Lamb Wet Blue	-	15,093,000
Total	26,726,353	184,763,272

**34 Related Party Disclosure as per Accounting Standard 18.****Related Party and its relationship**

A. Directors & Key Management Personnel	1. Shamim Sheikh
B. Related Parties	1. Sara Soule Pvt Ltd 2. Aashika Leather Pvt Ltd

Nature of Transactions with Related Parties

Particulars	Related Parties	
	Referred in (A)	Referred in (B)
Sales of Trading Goods :		
Sara Soule Pvt Ltd	3,911,703	8,147,389

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

Name of the Party		Balance As at 31.03.2016	Balance As at 31.03.2015
Sara Soule Pvt Ltd(Secured) Cr. Balance		47,186,000	92,186,000
Sara Soule Pvt Ltd(Unsecured) Cr. Balance		-	1,583,241
Sara Soule Pvt Ltd(Creditors) Cr. Balance		15,407,235	38,927,826
Mr. Sajid R Dhanani Dr. Balance		25,00,000	2,500,000
Aashika Leather Pvt Ltd Dr. Balance		227,000	227,000

35 Imports and Expenditure in Foreign Currencies.

	2015-16	2014-15
Raw Leather Purchases at C.I.F value	9,932,504	150,223,946
Foreign Travel Exp.	-	334,258

**36 Calculation of Earning Per Share (Basic - EPS)**

Sr. No.	Particulars	2015-2016	2014-2015
A.	Net Profit available to Equity Share Holders	(24,985,315)	(25,792,437)
B.	Total Number of Equity Shares	4,441,300	4,441,300
C	Basic Earning Per Share (A/B) [Face Value Rs.10/- per Share]	(5.63)	(5.81)

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

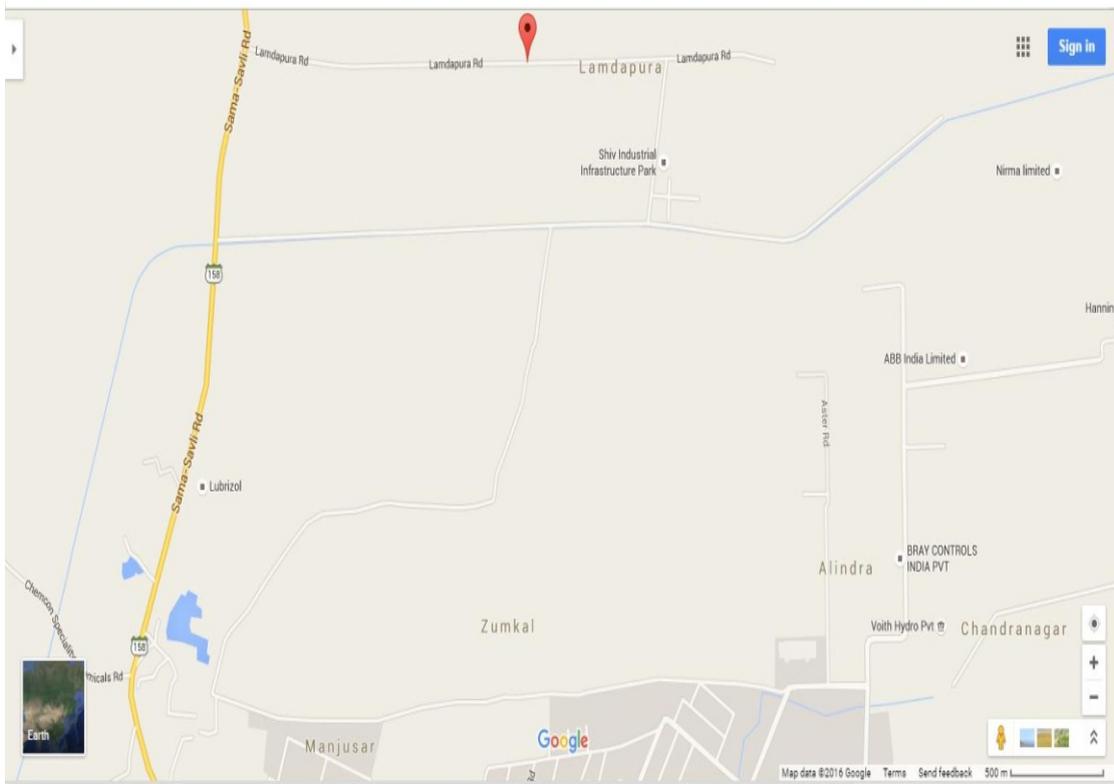
(SHAKIL Z. MEMON)
DIRECTOR & CEO

(SHAMIM SHEIKH)
DIRECTOR

(D. P. SHAH) Mem. No. 30454
PARTNER
VADODARA, 28th May,2016

(NARENDRA M. PATEL) **(NIRALI M. MEHTA)**
CHIEF FINANCIAL OFFICER **COMPANY SECRETARY**

ROUTE MAP – FOR 24TH ANNUAL GENERAL MEETING OF WELTERMAN INTERNATIONAL LIMITED



**ATTENDANCE SLIP****24TH ANNUAL GENERAL MEETING--- SEPTEMBER 2016****WELTERMAN INTERNATIONAL LIMITED**

Registered Off. : 1135, At & Post Lamdapura, Lamdapura Road,
Ta. - Savli, Dist- Vadodara - 391 775
CIN : L51100GJ1992PLC017613

DP ID / Cliant ID/ Folio No.

No. of Shares held

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 24th Annual General Meeting of the Company held on
Wednesday, 14th September, 2016 at Plot No, 1135, At & Post Lamdapura, Lamdapura Road,
Ta - Savli, Dist Vadodara 391 775

Name of member _____

Name of the proxy _____

Signature _____

Note :

- i. Please fill up this attendance Slip and it over at the Attendance Verification Counter at the entrance of the meeting hall.
- ii. Members are requested to bring their copy of the Annual report for reference at the Meeting.



PROXY FORM

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

24TH ANNUAL GENERAL MEETING--- SEPTEMBER 2016

WELTERMAN INTERNATIONAL LIMITED

Registered Off. :1135, At & Post Lamdapura, Lamdapura Road,Ta. - Savli, Dist- Vadodara -391 775
CIN : L51100GJ1992PLC017613

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

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

Name:	Address:
E-mail Id:	Signature:
....., or failing him\her	

Name:	Address:
E-mail Id:	Signature:
....., or failing him\her	

Name:	Address:
E-mail Id:	Signature:
....., or failing him\her	

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the Company to be held on Wednesday, 14th September,2016 at Plot No, 1135, At & Post Lamdapura, Lamdapura Road, Ta - Savli, Dist Vadodara

Resolution No.	Description	For*	Against*
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2016		
2	Re-appointment of Shri Shakil Z Memon as Director		
3	Ratification of the appointment of M/s. Parikh Shah Chotalia & Associates, Statutory Auditors for the financial year ending 31st March, 2017		
4	Appointment of Shri Leeladhar S Kotian as a Non Executive Independent Director		
5	Approval of Related Party Transactions		

Signed this..... day of..... 2016.

Signature of shareholder

Signature of Proxy holder(s)

**Affix
revenue
Stamp**

Note:

- *1) Please put a '✓' in the appropriate column against the respective Resolutions. If u leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- 3) This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Plot No, 1135, At & Post Manjusar, Lamdapura Road, Ta - Savli, Dist Vadodara 391 775 not later than **FORTY-EIGHT HOURS** before the commencement of the aforesaid meeting.

Book-Post

To,

If undelivered, please return to,

WELTERMAN INTERNATIONAL LTD.

Plot No. 1135, Lamdapura Road,

Near Manjusar, At & Post: Lamdapura 391 775

Tal. Savli, Dist. Vadodara