



CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

CS Vimal Betai

B.Com., A.C.S.

DEVESH VIMAL & CO.
PRACTISING COMPANY SECRETARIES

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204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE
SAYAJIGUNJ, VADODARA-390 020
REGD. TRADEMARK AGENT

CERTIFICATE UNDER CLAUSE 47(C) OF THE LISTING AGREEMENT

FOR THE HALF YEAR ENDED 31st March, 2015

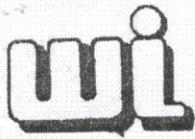
I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to M/s **WELTERMAN INTERNATIONAL LIMITED** maintained by **LINK INTIME INDIA PRIVATE LIMITED** pertaining to transfer of equity shares of the Company for the period from 1st October, 2014 to 31st March, 2015 for the purpose of issuing a Certificate as per Clause 47(C) of the Listing Agreement entered into by, M/s **WELTERMAN INTERNATIONAL LIMITED** with BSE, Ahmedabad Stock Exchange Limited, Madras Stock Exchange Limited and Vadodara Stock Exchange Limited based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on 31st March, 2015.

- A) Share Certificates relating to the transfer of Shares received during the period from 1st October, 2014 to 31st March, 2015 as entered in the Memorandum of Transfers have been issued within 15 days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of call/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.
- B) Any other information, if applicable.

Date : 08th April, 2015
Place: Vadodara

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


Vimal N. Betai
Partner
M. No. ACS 26007

WELTERMAN INTERNATIONAL LTD.

Registered Office & Factory

Plot No. 1135, Lamdapura Road, Tal. Savli, Dist Baroda (Gujarat) 391775 (India)

Tel : +91 2667 264021/264022/262228 • Fax : +91 2667 264020/262228

Email : welterman@satyam.net.in

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: WELTERMAN INTERNATIONAL LIMITED

Quarter ending on: 31st March, 2015

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|------------------------------|
| II Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49(IIA) | YES | Complied |
| (B) Independent Directors | 49 (IIB) | YES | Complied |
| (C) Non-Executive Directors' Compensation & Disclosures | 49 (IIC) | YES | Complied |
| D) Other provisions as to board and Committees | 49 (IID) | YES | Complied |
| E) Code of Conduct | 49 (IIE) | No | In the process of Compliance |
| F) Whistle Blower Policy | 49 (IIF) | No | In the process of Compliance |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | YES | Complied |
| (B) Meeting of Audit Committee | 49(IIIB) | YES | Complied |
| (C) Powers of Audit Committee 49 (IIC) | 49 (IIIC) | YES | Complied |
| (D) Role of Audit Committee | 49 (IIID) | YES | Complied |
| (E) Review of Information by Audit Committee | 49 (IIIE) | YES | Complied |
| IV. Nomination and Remuneration Committee | 49 (IV) | N.A. | Complied |
| V. Subsidiary Companies | 49 (V) | N.A. | Complied |
| VI. Risk Management | 49 (VI) | No | In the process of Compliance |
| VII. Related Party Transactions | 49(VII) | N.A. | Complied |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related Party Transactions | 49 (VIIIA) | N.A. | Complied |
| (B) Disclosure of Accounting Treatment | 49 (VIIIB) | YES | Complied |
| (C) Remuneration of Directors | 49 (VIIIC) | YES | Complied |
| (D) Management | 49 (VIIID) | YES | Complied |
| (E) Shareholders | 49 (VIIIE) | YES | Complied |
| (F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (VIIIF) | N.A. | Complied |
| IX.CEO/CFO Certification | 49 (IX) | YES | Complied |
| X. Report on Corporate Governance | 49 (X) | NO | Complied |
| XI. Compliance | 49 (XI) | YES | Complied |





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RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

[Pursuant to Regulation 55A of the Securities Exchange Board of India (Depositories and Participants) Regulations, 1996 read with Circular No. DFCC/FITTC/CIR-16/2002 dtd. 31st December, 2002 as amended from time to time.]

| | | | |
|-----|--|---|---------------------------|
| 1. | For Quarter Ended | 31st March, 2015 | |
| 2. | ISIN : | INE662D01013 | |
| 3. | Face Value | Rs. 10/- each | |
| 4. | Name of the Company | WELTERMAN INTERNATIONAL LIMITED | |
| 5. | Registered Office Address: | Plot No. 1135, At & Post Manjusar, Lamdapura Road, Ta. Savali, Dist: Vadodara - 391775 | |
| 6. | Correspondence Address | <Same as Above> | |
| 7. | Telephone & Fax- Nos. | Tel : (02667) 262228 Fax: (02667) 264020 | |
| 8. | E-mail Address | welterman1@gmail.com | |
| 9. | Name of the Stock Exchanges where the Company's securities are listed: | <ul style="list-style-type: none">➤ Vadodara Stock Exchange Ltd.➤ Bombay Stock Exchange Ltd.➤ Ahmedabad Stock Exchange Ltd.➤ Madras Stock Exchange Limited | |
| | | Number of Equity Shares | % of Total Issued Capital |
| 10. | Issued Capital | 44,41,300 | 100% |
| 11. | Listed Capital | 44,41,300 | 100% |
| 12. | Held in Dematerialised Form in NSDL | NIL | NIL |
| 13. | Held in Dematerialised form in CDSL | 25,96,100 | 58.45% |
| 14. | Physical | 18,45,200 | 41.55% |
| 15. | Total No. of Shares (12+13+14) | 44,41,300 | 100% |





| | | |
|-----|--|-----|
| 16. | Reasons for differences, if any, between (10&11), (10&15), (11&15) | NIL |
|-----|--|-----|

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars *** | No. of Shares | Applied /Not Applied for listing | Listed on Stock Exchanges (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In Principle Approval Pending for SE (Specify Names) |
|--------------------|------------------|--|---|---------------------------------|---------------------------------|--|
| NIL | NIL | NIL | NIL | NIL | NIL | NIL |

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Redemption for failure, any other (to be specified)

| | | |
|-----|---|------|
| 18. | Register of Members is updated (Yes/ No) | YES |
| 19. | Reference of previous quarter with regards to excess dematerialized shares, if any. | N.A. |
| 20. | Has the Company resolved the matter mentioned in point No. 19 above in the current quarter? If not, reason why? | N.A. |
| 21. | Mention the total No. of requests, if any, confirmed after 21 days and total No. request pending beyond 21 days with the reasons for delay: | |

| Total No. of Demat Requests | No. Requests | No. of Shares | Reasons for Delay |
|-------------------------------------|--------------|------------------|-------------------|
| Confirmed after 21 Days | Nil | Nil | Not Applicable |
| Pending for more than 21 days | Nil | Nil | Not Applicable |



| | | |
|-----|---|--|
| 22. | Name, Telephone & Fax No. of the Compliance Officer of the Company | Shri Narendra M. Patel Tel : (02667) 262228 Fax: (02667) 264020 |
| 23. | Name, Address, Tel & Fax No., Regn. No. of the CA/CS/in practice | VIMAL N. BETAI Devesh Vimal & Co., Practising Company Secretaries, 204/205 Garden View, Near Kamatibaug Circle, Sayajigunj, Vadodara - 390020. Tel: 0265-2362962 C.P. No.:9325 ACS No.:26007 |
| 24. | Appointment of Common Agency for share registry work (If yes, Name and Address) | YES, LINK INTIME INDIA PRIVATE Limited (Formerly: Intime Spectrum Registry Ltd) B- 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390020 (Gujarat) India |
| 25. | Any other detail that the Auditor may like to provide (e.g. BIFR Company, delisting from SE, Company Changed its name etc.) | N.A. |

Date: 08th April, 2015

Place: Vadodara

For Devesh Vimal & Co.
Practising Company Secretaries

VIMAL N. BETAI
Partner

