

**WELTERMAN
INTERNATIONAL LTD.**

CIN: L51100GJ1992PLC017613



**28TH
ANNUAL REPORT
2019-2020**



Board of Directors	: Shakil Z. Memon	: Executive Director (up to 30.07.2020)
	Mohammed Mansur H. Dhanani	: Executive Director (w.e.f. 30.07.2020)
	Mihir M. Bhatia	: Independent Director
	Huma Madani	: Promoter, Non Executive Women Director
	Leeladhar S. Kotian	: Independent Director
Key Managerial Personnel	: Shakil Z. Memon	Chief Executive Officer (up to 30.07.2020)
	: Mohammed Mansur H. Dhanani	Chief Executive Officer (w.e.f. 30.07.2020)
	: Narenra M. Patel	Chief Financial Officer
	: Mansi N. Vyas	Company Secretary
Bankers	: HDFC Bank Ltd.	
	Axis Bank Ltd.	
Auditors	: Rachana Chotalia & Associates	Chartered Accountants, Vadodara.
Secretarial Auditors	: Devesh Pathak & associates	Practising Company Secretaries, Vadodara.
Registered Office & Factory	: Plot No. 1135, Lamdapura Road, Near Manjusar,	At & Post Lamdapura-391775, Ta.- Savli, Dist. Vadodara.
Corporate office	: 701-702, A-Tower, Alkapuri Arcade, Opp. Welcom Hotel,	R. C. Dutt Road, Alkapuri, Vaodara-390007.
Listing	: BSE 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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To,

**The Member(s),
Welterman International Limited**

Notice is hereby given that the 28th Annual General Meeting of the members of Welterman International Limited will be held on Monday, the 28th day of September, 2020 at 02:00 p.m. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) 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, 2020 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Huma Madani (DIN: 07964833), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. To appoint Mr. Mohammed Mansur H. Dhanani (DIN: 08814878) as a Director liable to retire by rotation.

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

“RESOLVED THAT Mr. Mohammed Mansur H. Dhanani (DIN: 08814878), who was appointed by the Board of Directors as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) read with applicable clauses of the Articles of Association of the Company, to hold office upto the next Annual General Meeting and in respect of whom a requisite notice is received pursuant to Section 160 of the Act, and whose appointment is recommended by the Nomination & Remuneration Committee and the Board of Directors, be and is, hereby appointed as a Director of the Company, liable to retire by rotation, pursuant to provisions of Section 152 of the Act.

RESOLVED FURTHER THAT Any Director or Key Managerial Person of the Company be and is, hereby severally authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to aforesaid resolution.”

4. To appoint Mr. Mohammed Mansur H. Dhanani as Director-CEO 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 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and recommendation by the Nomination & Remuneration Committee and approval by the Board of Directors, Mr. Mohammed Mansur H. Dhanani, be and is, hereby appointed as Director-CEO of the Company with effect from 30th July, 2020.



RESOLVED FURTHER THAT Any Director or Key Managerial Person of the Company be and is, hereby severally authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to aforesaid resolution.”

5. To reappoint of Mr. Mihir M. Bhatia (DIN:06535259) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Mihir M. Bhatia (DIN: 06535259), whose term as an independent director expired on 29th March, 2020 and who has submitted a declaration, to the effect that he meets the criteria for independence as provided in Section 149(6) and in respect of whom the Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 and who is eligible for appointment, and whose appointment is recommended by Nomination and Remuneration Committee, be and is, hereby reappointed as a Non-Executive Independent Director of the Company w.e.f. 30th March, 2020 for a period of 5 years.”

RESOLVED FURTHER THAT Any Director or Key Managerial Person of the Company be and is, hereby severally authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to aforesaid resolution.”

6. Reappointment of Mr. Leeladhar S. Kotian (DIN: 07413001) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Leeladhar S. Kotian (DIN: 07413001), whose term as an independent director expires on 12th February, 2021 and who has submitted a declaration, to that effect that he meets the criteria for independence as provided in Section 149(6) and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 and who is eligible for appointment, and whose appointment is recommended by Nomination and Remuneration Committee, be and is, hereby reappointed as a Non-Executive Independent Director of the Company w.e.f. 13th February, 2021 for a period of 5 years.”

RESOLVED FURTHER THAT Any Director or Key Managerial Person of the Company be and is, hereby severally authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to aforesaid resolution.”

Date: 24/08/2020

Place: Vadodara

By order of the Board of Directors
For Welterman International Limited

Sd/-

Mansi Vyas
Company Secretary (ACS: 42869)

**NOTES:**

1. In the wake of COVID-19 pandemic that requires social distancing to be strictly complied, the Ministry of Corporate Affairs (MCA) has issued circular no. 14/2020 dated April 08, 2020, circular No. 17/2020 dated April 13, 2020 inter alia allowing conducting Annual General Meeting (AGM) through Video Conferencing (VC) / other Audio Visual Means (OAVM) and dispensing with the personal presence of members. Accordingly the 28th Annual General Meeting of the Company will be held through VC/OAVM in terms of aforesaid circulars and any other issued/ to be issued if any, in the regards. Hence, members of the Company can attend and participate in the AGM through VC/OAVM.
2. The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from 22nd September, 2020 to 28th September, 2020 (both days inclusive)
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ('LODR') and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. Members are requested to participate on first come first served basis, as participation through VC/OAVM is limited. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the commencement of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted upto 1000 members only. However the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit committee, Nomination and remuneration committee and stakeholders Relationship committee, Auditors etc. will not be subject to restriction of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. 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.
8. As per the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.welterman.com. The Notice can also be accessed from the websites of the Stock



Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com

9. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice. members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.

10. Procedure for Inspection of Documents:

- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM on the website of the Company.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to companysecretary.wil@gmail.com

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING AREAS UNDER:

1. The remote voting period begins on Friday, September 25, 2020 at 9.00 a.m. IST and ends on Sunday, September 27, 2020 at 5.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the September 21, 2020 i.e. cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" module.
5. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically. directly to cast your vote electronically.



6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
8. 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) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both 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 (5).

9. After entering these details appropriately, click on “SUBMIT” tab.
10. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
11. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant <Welterman International Limited> on which you choose to vote.
13. 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.
14. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
15. 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.



16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to Company at companysecretary.wil@gmail.com/RTA at vadodara.linkintime.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) to Company at companysecretary.wil@gmail.com /RTA at vadodara.linkintime.com
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. mitigate any kind of aforesaid glitches.



5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, mobile number to the company at companysecretary.wil@gmail.com at **least 7 days prior to the Meeting**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at companysecretary.wil@gmail.com. These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

NOTE FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS :

- 1 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 2 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 3 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.
- 4 The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- 5 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.



- 6 Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary.wil@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 7 The Board of Directors has appointed Mr. Devesh Pathak, Practising Company Secretary (FCS 4559, CP 2306) as Scrutinizer for conducting the voting process in a fair and transparent manner.
- 8 The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.weltermann.com. The results shall simultaneously be communicated to the Stock Exchanges.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**EXPLANATORY STATEMENT:**

[Pursuant to Section 102 of The Companies Act, 2013 relating to the business set out in the accompanying Notice]

ITEM No. 3 & 4

Mr. Mohammed Mansur H. Dhanani, on the recommendation of the Nomination & Remuneration Committee, was appointed as an Additional Director and CEO of the Company with immediate effect by the Board of Directors at its meeting held on July 30, 2020. The appointment was made by the Board after considering his background and overall experience in the Company.

Mr. Mohammed Mansur H. Dhanani, aged 56 years, has an overall experience of more than 35 years out of which he has almost 15 years of experience in the field of chemicals and Fertilizers. In addition, He was involved in business of Furniture and Tours and Travels for at least 10 years respectively.

Pursuant to Section 161 of the Companies Act, 2013 and amendments thereof, Mr. Mohammed Mansur H. Dhanani holds office as Director up to the date of the ensuing AGM and is eligible for appointment as a Director liable to retire by rotation. A Notice under Section 160(1) of the Act has been received from a Member indicating his intention to propose appointment of Mr. Mohammed Mansur H. Dhanani as a Director liable to retire by rotation. Your Directors also seek your approval to the appointment of Mr. Dhanani as a Director-CEO with effect from July 30, 2020.

Your Directors recommend and seek your approval to the resolution as appearing in item no.3 and 4 of the accompanying notice by way of Ordinary Resolution.

None of the Directors/Key Managerial Personnel or their relatives, except Mr. Mohammed Mansur H. Dhanani, to whom the resolutions relate, shall be deemed to be interested or concerned financially or otherwise in the Resolution.

ITEM No. 5

On the basis of the performance evaluation and receiving a declaration to meet the criteria of independence as provided under Section 149 (6) of the Act, Nomination and Remuneration Committee as well as your Directors at their meeting held on March 23, 2020 recommended to re-appoint Mr. Mihir M. Bhatia as an Independent Director under the Act, for a second term of five years with effect from March 30, 2020. The profile of the Director proposed to be reappointed as an Independent Director under the Act is as under:

Mr. Mihir M. Bhatia is a Graduate (B.Com) with rich experience of 12 years in the field of Real Estate Developer. Also, he is an Independent Director in Blue Phosphate Limited. Keeping in view, his vast expertise and knowledge, it will be in the interest of the Company that he is reappointed as an Independent Director.

Your Directors recommend and seek your approval to the resolution as appearing in item no.5 of the accompanying notice by way of Special Resolution.

None of the Directors/Key Managerial Personnel or their relatives, except Mr. Mihir M. Bhatia, to whom the resolution relates, shall be deemed to be interested or concerned financially or otherwise in the Resolution.

**ITEM No. 6**

On accordance with the performance evaluation and receiving a declaration to meet the criteria of independence as provided under Section 149 (6) of the Act, Nomination and Remuneration Committee as well as your Directors at their meeting held on August 24, 2020 recommended to re-appoint Mr. Leeladhar S. Kotian as an Independent Director under the Act, for a second term of five years with effect from February 13, 2021 as his term as an independent director will expire on February 12, 2021. The profile of the Director proposed to be reappointed as an Independent Director under the Act is as under:

Mr. Leeladhar S. Kotian is B.A. in Economics from Jai Hind College, Mumbai & M.A. in Agriculture Economics from Bombay University and gained 57 years office experience out of which 38 years in Fertilizer Marketing and 19 years in Administration and Legal matters. Keeping in view of his vast experience and knowledge it will be beneficial for the Company to reappoint him as an Independent Director for the second term.

Your Directors recommend and seek your approval to the resolution as appearing in item no.6 of the accompanying notice by way of Special Resolution.

None of the Directors/Key Managerial Personnel or their relatives, except Mr. Leeladhar S. Kotian, to whom the resolution relates, shall be deemed to be interested or concerned financially or otherwise in the Resolution.

Additional information pursuant to the Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') read with Clause 1.2.5 of Secretarial Standards 2 in respect of Director seeking appointment / re-appointment as mentioned under item 2,3,4,5 & 6 of the Notice of Annual General Meeting is provided hereunder.

Name of Director	Mrs. Huma Madani	Mr. Mohammed Mansur H. Dhanani	Mr. Mihir M. Bhatia	Mr. Leeladhar S. Kotian
Date of Birth	08/07/1987	27/08/1964	09/02/1982	16/07/1941
Date of Appointment	29/05/2018	30/07/2020	30/03/2015	13/02/2016
Qualifications	SSC/High/Equivalent	SSC/ High/Equivalent	Commerce Graduate	MA (Agri. Econ.)
Nature of expertise in specific functional areas	She has rich experience of over 11 years in the area of Marketing of fertilizers.	He has overall experience of more than 35 years out of which he has almost 15 years of experience in the field of chemicals and Fertilizers. Also, He was involved in business of Furniture and Tours and Travels for at least 10 years respectively.	Mr. Mihir Bhatia is a Commerce Graduate with rich experience of 7 years in the field of Real Estate Developer. He is also a Director and Designated Partner in various Companies and LLPs.	He is B.A. in Economics from Jai Hind College, Mumbai & M.A. in Agriculture Economics from Bombay University gained 57 years office experience out of which 38 years in Fertilizer Marketing and 19 years in Administration and Legal matters



No. of Shares held in the Company as on 31 st March, 2020	NIL	NIL	NIL	NIL
Directorship in other Companies as on 31 st March, 2020	Genetic Industries Private Limited	NIL	Sayaji Realty Private Limited Sayaji Real Estate Services Private Limited Blue Phosphate Limited	NIL
Chairman/member of the Committee of the Board of Directors of other Companies	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	Professional	Professional	Professional	Professional

**By Order of the Board of Directors
For Welterman International Limited**

**Date : 24.08.2020
Place : Vadodara**

**Sd/-
Mansi Vyas
Company Secretary
ACS 42869**



BOARD'S REPORT

To,
The Members of
Welterman International Limited

Your Directors have pleasure in presenting the 28th Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2020.

1. STATE OF AFFAIRS OF THE COMPANY :

Particulars	Year Ended on 31.3.2020	Year Ended on 31.3.2019
Total Revenue	2,19,47,922	7,18,23,884
Profit /(Loss) before Depreciation and Tax	17,00,196	1,36,47,035
(Less) : Depreciation	(16,49,924)	(16,28,108)
Profit/ (Loss) before Exceptional & Extra ordinary items & tax	50,273	1,20,18,927
Add. / (less) : Exceptional Items	-	-
Add / (Less) : Extra Ordinary Items	-	-
Profit / (Loss) : Before Tax	50,273	1,20,18,927
Add./ (Less) Deferred Tax Assets	-	-
Profit / (Loss) : for the year	50,273	1,20,18,927
Add/(Less) : Balance brought forward	(17,49,34,449)	(18,69,53,376)
Balance carried forward to balance sheet	(17,48,84,175)	(17,49,34,449)

In previous year, the Company has sold its investment in shares of Ahilya Hotels Limited which has boosted the total revenue of the Company as compare to the year under the review.

Your Company has availed inter-corporate long-term loan from M/s. Transworld Furtichem Private Limited ('Transworld'). In order to partly/ fully repay the loan, your Directors at their meeting held on Friday, 15th March, 2019 recommended Slump Sale of land, building along with Plant & Machinery of the Company thereon on 'as it is where it is' basis situated at Plot No. 1135, At & Post Lamdapura, Lamdapura Road, Tal. Savli, Dist. Vadodara (Gujarat) 391 775 at a consideration of not less than Rs. 6, 25, 00,000/- (Rs. Six Crore Twenty Five Lacs) to 'Transworld' and accordingly, members approved the same by way of Special Resolution through Postal Ballot on 26th April, 2019. In line with the above approval, the Company entered into the Job Work Agreement with "Transworld" for the period of two years starting from 1st September, 2019 to 31st August, 2021 with lock in period of one year and may be renewed with the mutual consent of both the parties in writing after expiry of two years.

2. Impact of COVID 19 on the Business:

In the wake of the COVID-19 pandemic, the office got closed in the month of March, 2020. The Company is engaged in manufacturing of fertilizers falling under the category of essential product and service suppliers, the production was continued during the lockdown period. However, due to restricted transportation and scarcity of workers, the production and sales got affected through these days. Being a manufacturing unit falling under essential products and



service suppliers, we have got permission from the authority to run the plant. The production was continued at 35-40% capacity during lockdown period. The Company ensuring compliance with the directives issued by the Government Authorities in this regard. Social distancing, mandatory wearing of mask, hand sanitizer at the time of entering the factory as well as office premises, thermal scanning for temperature measurement, sanitization of entire factory, office and land premises. These activities are monitored and recorded on a daily basis.

3. Dividend:

In view of accumulated losses, your Directors do not recommend any dividend for the financial year ended on 31st March, 2020.

4. Transfer of amount to Investor Education and Protection Fund:

Since there was no unpaid/unclaimed amount to be transferred to Investor Education & Protection Fund (IEPF) during the year under review pursuant to provisions of Section 125 of the Companies Act, 2013 ('the Act') and accordingly no amount is transferred to IEPF.

5. Transfer to General Reserve:

The Company is not required to transfer any amount to its reserves. Hence, no amount is transferred to reserves during the year under review.

6. Information about Subsidiary, Joint Venture or Associates:

Neither the Company has any Subsidiary, Joint Venture nor Associate Company nor has any other Company become or ceased to be Subsidiary, Joint Venture or Associate Company of the Company.

7. Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Act, 2013, the Board of Directors of the Company confirms that:

- i. Your Directors have followed the applicable accounting standards along with proper explanation relating to material departure, if any, while preparing the annual accounts;
- ii. Your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the Profit & Loss of the Company for the period;
- iii. Your Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. Your Directors have prepared the annual accounts on a going concern basis.
- v. Your Directors have laid down internal financial controls which are adequate & effectively operational.
- vi. Your Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and effectively operational.

**8. Directors And Key Managerial Personnel:**

8A. Statement with regard to integrity, expertise and experience of the independent directors.

Your directors are of the opinion that Independent Directors of the Company are of high integrity and suitable expertise and experience (including proficiency).

Mr. Shakil Z. Memon, Executive Director and Chief Executive Officer (CEO) of the Company resigned due to getting better business opportunity and growth prospect and Mr. Mohammed Mansur H. Dhanani was appointed as Executive Director and Chief Executive Officer (CEO) in place of Mr. Shakil Z. Memon w.e.f. 30th July, 2020. The Board has acknowledged his contribution in the organisation.

Mrs. Huma Madani, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-election as a Retiring Director.

9. Deposits:

The Company has neither accepted nor renewed any Deposits within the meaning of the Companies (Acceptance of Deposits) Rules, 2014 during the Year under review.

10. Independent Directors and Declaration:

Mr Mihir M Bhatia and Mr Leeladhar S Kotian were the Independent Directors of the Company as on March

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

11. Performance Evaluation:

Pursuant to the provisions of the Act, and 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 has 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 its satisfaction with the evaluation process.

12. 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.weltermann.com).

**13. Nomination Remuneration Committee Policy:**

The Board, on the recommendation of the Nomination and Remuneration Committee has framed a Policy in relation to remuneration of Directors. The Policy also lays 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 Act. The detailed Nomination and Remuneration Policy is disclosed on the website of the Company and web link for the same is <http://welterman.com/pdf/governance/company%20policies%20and%20codes/NOMINATION%20&%20REMUNERATION%20POLICY.pdf>

14. Number of Board and Committee Meetings conducted during the year:**A. Board Meetings:**

During the year under review, 5 (Five) Meetings of the Board of Directors were held on 29th May, 2019, 13th August, 2019, 14th November, 2019, 13th February, 2020 and 23rd March, 2020. 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 / held during tenure
1.	Mr. Shakil Z. Memon*	Executive Director & Chief Executive Officer	5/5
2.	Mrs. Huma Madani	Promoter, Non Executive Director	5/5
3.	Mr. Mihir Bhatia	Non Executive Independent Director	5/5
4.	Mr. Leeladhar S. kotian	Non Executive Independent Director	5/5
5.	Mr. Mohammed Mansur H. Dhanani*	Executive Director & Chief Executive Officer	0/0

*Mr. Shakil Z. Memon, Executive Director & CEO of the Company resigned due to getting better business opportunity and growth prospect and Mr. Mohammed Mansur H. Dhanani appointed as Executive Director & CEO in place of Mr. Shakil Z. Memon w.e.f. 30th July, 2020.

B. Audit Committee:

The Audit Committee met 4 (Four) times during the year under review on 29th May, 2019, 13th August, 2019, 14th November, 2019 and 13th February, 2020. Scope of the committee includes matters referred in section 177 of the Act and regulation 18 read with part C of Schedule II of SEBI (LODR) Regulations, 2015. The Committee inter alia reviews the Internal Control System, Scope of Internal Audit, Reports of Internal Auditors and Compliance of various regulations. The Committee reviews the financial statements and approves the same before they are placed before the Board.



Below given table provides the attendance of the Audit Committee members:

Sr. No.	Name of Member	Position	No. of Meetings attended /held during tenure
1.	Mr. Leeladhar S. kotian*	Chairman	4/4
2.	Mr. Mihir Bhatia	Member	4/4
3.	Mr. Shakil Z. Memon**	Member	4/4

*The Committee was re-constituted as on 14th November, 2019. Mr. Leeladhar S. Kotian has become a Chairman of the Committee.

** Mr. Shakil Z. Memon, Member of the Audit Committee has resigned from the post of Executive Director and CEO of the Company w.e.f. 30th July, 2020.

C. Nomination And Remuneration Committee:

The Nomination and Remuneration Committee met 4 (Four) times during the year under review on 29th May, 2019, 13th August, 2019, 13th February, 2020 and 23rd March, 2020. Below given table provides the attendance of the Nomination and Remuneration Committee members:

Sr. No.	Name of Member	Position	No. of Meetings attended /held during tenure
1.	Mr. Leeladhar S. kotian*	Chairman	4/4
2.	Mr. Mihir Bhatia	Member	4/4
3.	Mrs. Huma Madani	Member	4/4

*The Committee was re-constituted as on 14th November, 2019. Mr. Leeladhar S. Kotian has become a Chairman of the Committee.

D. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee met 4 (four) times during the year under review on 29th May, 2019, 13th August, 2019, 14th November, 2019 and 13th February, 2020. Below given table provides the attendance of the Stakeholders Relationship Committee members:

Sr. No.	Name of the Member	Position	No. of Meetings attended / held during tenure
1.	Mr. Leeladhar S. kotian*	Chairman	4/4
2.	Mr. Shakil Z. Memon**	Member	4/4
3.	Mr. Narendra M. Patel	Member	4/4

*The Committee was re-constituted as on 14th November, 2019. Mr. Leeladhar S. Kotian has become a Chairman of the Committee.

** Mr. Shakil Z. Memon, Member of the Stakeholders Relationship Committee has resigned from the post of Executive Director and CEO of the Company w.e.f. 30th July, 2020.

**E. Separate Independent Directors' Meeting:**

During the year under review, 1 (one) Separate Independent Directors' meeting was held on 19th March, 2020. Below given table provides the attendance of the meeting of Separate Independent Directors:

Sr. No.	Name of the Member	Position	No. of Meetings attended during tenure
1.	Mr. Leeladhar S. Kotian	Chairman	1/1
2.	Mr. Mihir Bhatia	Member	1/1

15. Vigil Mechanism:

In accordance with Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22(1) of LODR, the Company has formulated a Vigil Mechanism for Directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee.

16. Particulars of Contracts or Arrangements made with Related Parties:

During the year, there being no related party transactions within the meaning of Section 188 of the Act, no disclosure as contemplated in Form AOC-2 is made.

17. Explanation(s) / comment(s) on qualification(s) / reservation(s) / adverse remark(s)/disclaimer by the auditors in their respective reports:

There are neither any qualifications/ reservation/ adverse remark nor any disclaimer by Statutory Auditor or Secretarial Auditor in their draft report and accordingly no explanation/ comment is required.

18. Material changes and commitments:

No material changes and commitments affecting the financial position of the Company have occurred between the period of end of financial year to which this financial statement relates and the date of this report and hence not reported.

19. 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.

20. Corporate Social Responsibility:

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.

21. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo :



The particulars as required under the provisions of Section 134(3) (m) of the Act, read with rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo is annexed as “**Annexure C**” and forms part of this Report.

22. Annual Return:

The Annual Return in Form MGT – 9 as required under pursuant to Section 92(3), 134 and any other provisions applicable if any of the Act, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed as Annexure “**Annexure – D**”. The Company has also placed a copy of its Annual Return on the website of the Company and the web link of the same is www.welterman.com

23. Corporate Governance:

In view of Paid up Capital and Net worth of the Company, being lesser than Rs. 10 Crores and Rs. 25 Crores respectively, Corporate Governance Report as prescribed in clause C of Schedule V to LODR is not included in terms of Regulation 15(2) of LODR.

24. Particulars of Employees:

There was no employee drawing remuneration of Rs. 1, 02, 00,000 or more per annum or Rs. 8, 50,000 per month for any part of the year or more including any director. Hence no particulars have been furnished as contemplated under section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

25. Loans, Guarantees and Investments:

The Company has neither given any loans nor any guarantees nor made investments during the year under review.

26. Auditors:**26.1 Statutory Auditors and Report:**

M/s. Rachana Chotalia & Associates, Chartered Accountants, Vadodara the Statutory Auditors of the Company hold office until the conclusion of 30th Annual General Meeting. In line with the amendment of Section 139(1) of the Act, the requirement for ratification of appointment of auditors at every Annual General Meeting is done away with. Accordingly, no resolution is proposed for ratification of appointment of auditors.

26.2 Internal Auditors:

The 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 2020-21.

26.3 Secretarial Auditors and Report:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, The Company appointed M/s. Devesh Pathak & Associates, 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 -A” to this Report.

27. Management Discussion and Analysis:

In terms of Schedule V of LODR the Management Discussion and Analysis Report is annexed herewith as “Annexure -B”.

28. Share Capital:

During the year under review, there was no change in share capital and accordingly the paid up Equity Share Capital of your Company was Rs. 4,44,13,000 (Rupees Four crores Forty Four lakhs Thirteen thousand) as at 31st March, 2020.

29. 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 2019 - 20 is as under:

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

30. Insurance:

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

31. 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.

32. 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.

33. Reporting of Frauds:

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

34. No significant or material order:



No significant or material order was passed by any regulator, court or tribunal impacting the going concern status or Company's operations in future during the year under review.

35. Internal Control Systems and their adequacy:

The Company has an adequate system of internal controls in place. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with global best practices in these areas as well.

Audit Committee of the Board of Directors, regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with Accounting Standards as well as reasons for changes in accounting policies and practices, if any.

36. Compliance of Applicable Secretarial Standards:

Your Directors state that the Company has been Compliant of applicable Secretarial Standards during the year under review.

37. Disclosure in respect of cost records:

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

38. Change in the nature of Business :

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

39. Acknowledgement:

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

**For and on behalf of the Board
Welterman International Limited**

**Date : 24.08.2020
Place : Vadodara**

**Mohammed Mansur H. Dhanani
Director & CEO
DIN: 08814878**

**Huma Madani
Director
DIN: 07964833**



Annexure "A"
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST March, 2020

[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-MANJUSAR,
LAMDAPURAROAD TA- SAVLI,
DIST- VADODARA GJ 391775 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification (electronically only in view of COVID-19 advisories) 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, 2020 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:

Based on our verification of 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, 2020 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 (electronically only in view of COVID-19 advisories) the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (1) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) 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;
- (5) 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; [presently: The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Presently: the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Presently: The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014]
 - (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; [Presently: the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018]
- (6) Having regard to the products, processes and locations 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, we further report that** the Company has materially complied with the following laws applicable specifically to the Company:
- (i) Labour Laws as stated hereunder have been materially complied with:
 - (a) Factories Act, 1948
 - (b) Industrial Dispute Act, 1947
 - (c) The Payment of Wages Act, 1936
 - (d) The Minimum Wages Act, 1948
 - (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - (f) Payment of Bonus Act, 1965
 - (g) Payment of Gratuity Act, 1972
 - (h) The Contract Labour (Regulation and Abolition) Act, 1970
 - (i) The Maternity Benefit Act, 1961
 - (j) The Child Labour (Prohibition and Regulation) Act, 1986
 - (k) The Industrial Employment (Standing Orders) Act, 1946
 - (l) The Employees' Compensation Act, 1923 (earlier known as: Workmen's Compensation Act, 1923)
 - (m) The Apprentices Act, 1961



(n) Equal Remuneration Act, 1976

(ii) Environment Laws as stated hereunder, have been materially complied with a GPCB Consent as required for the same has been availed:

(a) Water (Prevention and Control of Pollution) Act, 1974

(b) Air (Prevention and Control of Pollution) Act, 1981

(c) Environment (Protection) Act, 1986

(d) Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016

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 BSE Ltd. including The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

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, if any, 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, and accordingly-

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and;

- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- 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 Equity Shares nor bought back 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, 2018,

were not applicable during the period under review.

(c) Corporate Governance provisions as specified in LODR were not applicable during the period under review to the Company in terms of Regulation 15(2)(a) of LODR as the Paid-up Equity Capital and Net Worth of the Company as at 31st March, 2020 did not exceed Rs. 10 Crores and Rs. 25 Crores, respectively.

(d) The Company interalia informed to BSE Ltd. that in the wake of the COVID-9 pandemic, the office got closed in the month of March, 2020 and that being a manufacturing unit falling under the category of essential product and services, the plant and production was continued at 35.40% capacity during lockdown period.

Date: 24th August, 2020
Place: Vadodara

For **Devesh Pathak & Associates**
Practising Company Secretaries
Sd/-
CS Devesh A. Pathak
Sole Proprietor
FCS No.: 4559
CoP No.: 2306
UDIN: F004559B000610219

Note: This Report is to be read with our letter of even date which is enclosed as forming an integral part of this Report.



24th August, 2020

To,
The Members,
Welterman International Limited
PLOT NO 1135 AT & POST-MANJUSAR,
LAMDAPURA ROAD TA- SAVLI,
DIST- VADODARA GJ 391775 IN

Ref: Secretarial Audit Report dated 24th August, 2020 pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.

We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these Secretarial Records. The verification was done on a test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and the practices we followed provided reasonable basis for our opinion.

We have not verified the correctness and appropriateness of the Financial Records and Books of Accounts of the Company and have relied upon the reports of designated professionals including Statutory Auditors for the purpose.

Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules, Regulations, and happenings of events, etc.

The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards, is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For Devesh Pathak & Associates
Practising Company Secretaries**

Sd/-

**CS Devesh A. Pathak
Sole Proprietor**

**FCS No. : 4559
CoP No. : 2306**

ANNEXURE “B”**MANAGEMENT DISCUSSION ANALYSIS REPORT****State of Indian Economy, Agricultural Sector & Manufacturing Industry:**

India is the second largest producer of the firms output where majority of population depends on the agricultural activities for their livelihood. Growth of Industries and openings of MNCs have not yet declined the importance of agriculture in India. Economic development is not a sole function of Industrial development; it also includes development of agriculture. Sustainable development is the need of the time and it can only be achieved through balanced growth of both agriculture and Industrial sector. There is a popular saying “Countries are known for their greenery, and India is one of those country. Growth of agriculture and growth of fertilizer Industry supplement each other. Both go hand in hand.

Fertilizer Industry Structure & Developments:

India is prominent country from agricultural point of view. India is agricultural economy where 80% of the people depend on agriculture. In other hand India is the second most populous Country in the world. It has been projected to be the world's most populous country by 2025 surpassing china. To feed the population there is need to increase food grain production. To increase agricultural production and diversify the agricultural base, the government focuses on irrigation, adoption of new agricultural technologies, credit facilities to farmers and the use of various agriculture input like better quality seeds, efficient and balanced use of fertilizers and insecticides. Fertiliser is one of the main agriculture input for increasing food grain production. It strengthens the soil and enhances its fertility. The productivity of agricultural land has to be necessarily improved with increased use of agricultural inputs like quality seeds, fertilisers, water, agro-chemicals etc., for better crop yields. Among the different agricultural inputs and practices required for good production, the use of the fertilisers together with quality seeds and water are the most important. Fertilizers provide plants with the food they need for their growth and development.

Magnesium sulphate is a naturally occurring mineral and is commercially known as Epsom salt, which is a mixture of magnesium, oxygen, and sulphur. It is also produced synthetically by reacting sulphuric acid with magnesium, and oxides. Its flavour enhancing ability has established a commercial importance in the food and beverage industry and its consumption is increasing year by year. Moreover, the importance of magnesium sulphate for human health and plant nutrition has been well-established and is prominently consumed in related applications of both of these sectors. Plant nutrition sector holds the greater importance about the magnesium sulphate due to its use as a fertilizer.

Magnesium sulphate is being used as one of the most basic ingredients for many industries including agriculture, pharmaceutical, food, personal care and others. Magnesium sulphate serves different purposes in these industries and with these industries witnessing an upward trend, the market for magnesium sulphate is also expected to witness a significant growth over the long term forecast. The major applications of magnesium sulphate include pharmaceuticals, agriculture and food & feedstock. According to a report published by the World Health Organization (WHO), the global kilocalories (kcal) per capita per day is set to reach 3050 Kcal by 2030, which was measured to be 2940 Kcal in 2015.

The agriculture industry is going under tremendous pressure imposed by the governmental bodies



to increase the crop yield with good quality food. Governments across the agricultural economies have been opting for favourable policies to increase the agriculture output and are investing a huge amount in research and development for technological development. Therefore, this industry is surely heading towards the growth expansion resulting into the greater consumption of fertilizers. The agriculture industry as a whole is likely to provide higher gains for magnesium sulphate driven by increasing fertilizer growth. The market is also expecting lucrative gains from personal care industry due to the fact that magnesium sulphate is being increasingly used in a range of applications in personal care products. As per the industry experts, the personal care applications of magnesium sulphate to grow at the highest growth rate and are likely to bring several product innovations due to the customization required from consumers. Therefore, the market may see new growth opportunities over the assessment period of 2017-2023.

Opportunities and Threats:

Opportunities:

- Rising potential in the domestic market
- Retaining customers through quality supplies
- Use of modern technology
- Customized, Fortified, Water Soluble & Liquid Fertilizers for balanced fertilization.

Threats:

Higher dependence on subsidy and delay in receipt of subsidy lead to higher interest cost. Volatile revenue makes planning difficult, which could delay key investments in Fertilizer industry's business and intense competition may lower Fertilizer industry's profits, because competitors can entice consumers away with superior products.

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. The Company has diversified business from leather to fertilizer.

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 embarking in the field of fertilizers 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, 2020. M/s. Rachana 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. 5.94 crores to Rs. 2.09 crores. Net profit after tax amounted to Rs. 0.005 crores as compared to profit of Rs. 1.20 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 2019-2020 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.

Details of Significant Changes in Key Financial Ratios:

There is no significant changes in Key Financial Ratio during the year under review and hence not reported.

Change in Return on Net worth:

During the year under review, Return on Net worth for the FY 2019-20 is (0.04%) and for FY 2018-19 (8.80%). The major difference can be seen in Return on Net worth due to exceptional income generation in the previous financial year.

**“ANNEXURE C”****A. Conservation of Energy:**

- i) Steps taken or impact on Conservation of Energy
 - 1. Saving of water by recycling of water at a plant installed by the Company
 - 2. Saving of water and reduction of its treatment cost.
 - 3. Collection and re-use of steam-condensate at plant.
- ii) Steps taken by the Company for utilizing alternate sources of energy
 - 1. Rectification of utility machines to improve efficiency and save power.
 - 2. Using of APMC machine (Power Factor) to reduce power consumption and optimum utilization of power consumed.
- iii) Capital investment on energy conservation equipments;

The Company makes necessary investments in its facilities for better operation and safety of Workers. The Company has undertaken efforts to rectify the shortfalls in the existing facilities in order to reduce the energy consumption by setting up efficient facilities.

B. Technology Absorption:

i) Efforts made towards technology absorption	N.A.
ii) Benefits derived like product improvement, cost reduction, Product development or import substitution	Yes
iii) In case of imported technology (imported last three years reckoned from the beginning of the financial year)	N.A.
a) The details of technology imported	
b) The year of import	
c) Whether the technology been fully absorbed	
d) If not fully absorbed, areas where absorption has not taken place, and the reason thereof	
iv) The expenditure incurred in R&D	N.A.

C. Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflow and outflow during the year
(‘in Lakhs)

Particulars	2019-20	2018-19
Income		
Export (FOB basis)	-	-
Expenditure		
Raw Material (CIF basis)	-	27.12
Capital Goods (CIF basis)	-	-
Foreign Travelling Expenses	-	-
Others	-	-

**“ANNEXURE - D”
Form No. MGT-9****EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2020**

[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

CIN	L51100GJ1992PLC017613
Registration Date	13/05/1992
Name of the Company	Welterman International Limited
Category / Sub-Category of the Company	Public Company
Address of the Registered Office and contact details	Plot No. 1135, At & Post Manjusar, Lamdapura Road, Ta Savli, Dist Vadodara 391 775 Tel. : (02667) 262201 Email id : companysecretary.wil@gmail.com
Whether listed Company	Yes
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 Email id: vadodara@linkintime.co.in

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.	Manufacturing of Fertilizer	2012	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr.No.	Name and Address of the Company	CIN/GLN	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	2000500	0	2000500	45.04	2000500	0	2000500	45.04	0.0000
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.0000
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.0000
d) Bodies Corp.	13100	0	13100	0.30	13100	0	13100	0.30	0.0000
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.0000
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.0000
Sub-total (A)(1)	2013600	0	2013600	45.34	2013600	0	2013600	45.34	0.0000
(2) Foreign									
a) NRIs Individual	0	0	0	0.00	0	0	0	0.00	0.0000
b) Other Individual	0	0	0	0.00	0	0	0	0.00	0.0000
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.0000
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.0000
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.0000
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.0000
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	2013600	0	2013600	45.34	2013600	0	2013600	45.34	0.0000
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.0000
b) Banks / FI	0	60000	60000	1.35	0	60000	60000	1.35	0.0000
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.0000
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.0000
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.0000
f) Insur. Companies	0	0	0	0.00	0	0	0	0.00	0.0000
g) FIs	0	0	0	0.00	0	0	0	0.00	0.0000
h) Foreign	0	0	0	0.00	0	0	0	0.00	0.0000
i) Others (specify)									
- Foreign Company Capital Funds	0	0	0	0.00	0	0	0	0.00	0.0000
Sub-total (B)(1)	0	60000	60000	1.35	0	60000	60000	1.35	0.0000



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	
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	187300	760800	948100	21.35	187600	760800	948400	21.35	-0.0067
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.0000
b) Individuals									
i) Individual share holders holding nominal share capital Upto Rs.1 lakh	90900	785800	876700	19.73	99600	779800	879400	19.80	-0.07
ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	360500	150700	511200	11.51	360500	150700	511200	11.51	0.0000
c) Others (specify)									
- Other Directors	0	0	0	0.00	0	0	0	0.00	0.0000
-Hindu Undivided Family	800	0	800	0.02	800	0	800	0.02	0.0000
- Clearing Members	800	0	800	0.02	0	0	0	0.00	0.0180
- Foreign National									
Non Resident Indian (REPAT)	200	29800	30000	0.68	200	27600	27800	0.63	0.0496
Non Resident Indian(NO REPAT)	100	0	100	0.00	100	0	100	0.00	0.0000
Trusts	0	0	0	0.00	0	0	0	0.00	0.0000
Sub-total (B)(2)	640600	1727100	2367700	53.31	648800	1718900	2367700	53.31	0.0000
Total Public Shareholding (B)= (B)(1)+ (B)(2)	640600	1787100	2427800	54.66	648800	1778900	2427700	54.66	0.0000
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.0000
Grand Total (A+B+C)	2654200	1787100	4441300	100.00	2662400	1778900	4441300	100	0.0000

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shar holding during the year
		No.of share	% of total shars of the Compnay	% of shars pladged/ encumbered to total share	No.of share	% of total shars of the Compnay	% of shars pladged/ encumbered to total share	
1	Kayum Razak Dhanani	1999900	45.0296	0.0000	1999900	45.0296	0.0000	0.0000
2	Gulshanbanu Mohmedismail Memon	100	0.0023	0.0000	100	0.0023	0.0000	0.0000
3	Suchitra Dhanani	200	0.0045	0.0000	200	0.0045	0.0000	0.0000
4	Rabiabai Abdulrazak Dhanani	100	0.0023	0.0000	100	0.0023	0.0000	0.0000
5	Rafiqa Maqsood Merchant	100	0.0023	0.0000	100	0.0023	0.0000	0.0000
6	Shamim Sheikh	100	0.0023	0.0000	100	0.0023	0.0000	0.0000
7	Sayaji Airways Limited	7500	0.1689	0.0000	7500	0.1689	0.0000	0.0000
8	Liberty Construction & Leasing Limited	5600	0.1261	0.0000	5600	0.1261	0.0000	0.0000
	TOTAL	2013600	45.3383	0.0000	2013600	45.3383	0.0000	0.0000

(iii) Change in Promoter's Shareholding (please specify, If there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of share	% of total shars of the Compnay	No.of share	% of total shars of the Compnay
	At the beginning of the year	2013600	45.3383	2013600	45.3383
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year(or on the date of separation, if separated during the year)	2013600	45.3383	2013600	45.3383


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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year(01.04.2019)		Cumulative Shareholding during the year(31.03.2020)	
		No.of share	% of total shars of the Compnay	No.of share	% of total shars of the Compnay
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 Shareholding during the year	
		No.of share	% of total shars of the Compnay	No.of share	% of total shars of the Compnay
1.	Shri Shakil Z. Memon (up to 30.07.2020)				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000
2.	Mrs. Huma Madani				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000



Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of share	% of total shars of the Compnay	No.of share	% of total shars of the Compnay
3.	Shri Mihir Bhatia				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000
4.	Shri Leeladhar S. Kotian				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000
5.	Shri Mohammed Mansur H. Dhanani (w.e.f. 30.7.2020)				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000
Key Managerial Personnel					
1.	Shri Shakil Z. Memon (CEO) (up to 30.07.2020)				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000



Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of share	% of total shares of the Company	No. of share	% of total shares of the Company
2.	Shri Narendra M. Patel (CFO)				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000
3.	Ms. Mansi Vyas (Company Secretary)				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000
4.	Shri Mohammed Mansur H. Dhanani (CEO)(w.e.f. 30.07.2020)				
	At the beginning of the year	0	0.0000	0	0.0000
	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	0	0.0000	0	0.0000


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

	Secured Loans Excluding deposits	Un Secured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil*	15,66,23,731	Nil	15,66,23,731
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	NIL	15,66,23,731	Nil	15,66,23,731
Change in Indebtedness during the financial year				
- Addition	Nil	99,85,324	Nil	99,85,324
- Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	99,85,324	Nil	99,85,324
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	16,66,09,055	Nil	16,66,09,055
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	NIL	16,66,09,055	Nil	16,66,09,055

*The figures of borrowings mentioned above have been re-arranged/re-grouped as per IND-AS.

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 Director	Total Amount
.	- Independent Directors		
	- Fee for attending board / committee meetings	Nil	Nil
	- Commission	Nil	Nil
	- Others, please specify	Nil	Nil
	Total (1)	Nil	Nil
	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)	Ms. Mansi Vyas (Company Secretary w.e.f 01.03.2017)	Shri Shakil Z. Memon (Chief Executive Officer) up to 30.07.2020	Shri Mohammed Mansur H. Dhanani (w.e.f. 30.07.2020)	
1.	Gross salary	11,77,744	3,49,105	Nil	Nil	15,26,849
	A. 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	Nil	Nil	Nil	Nil	Nil
	C. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - Others, specify...	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total	11,77,744	3,49,105	Nil	Nil	15,26,849

**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.DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding -	-	-	-	-	-
C.OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding -	-	-	-	-	-



CODE OF CONDUCT

The Board has adopted code of conduct for all Board Members and Senior Management Personnel of the Company and the said code of conduct is posted on the web site of the Company (www.welterman.com).

A declaration signed by the CEO on behalf of the Board of Directors is given below:

We hereby confirm that:

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31st March, 2020 and the copy of the code of conduct is posted on the website of the Company at www.welterman.com

For and on behalf of the Board
Sd/-

Mohammed Mansur H. Dhanani
Director & CEO

**INDEPENDENT AUDITORS' REPORT**

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

Report on the Audit of the Financial Statements:**Opinion:**

We have audited the accompanying financial statements of **Welterman International Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2020**, 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.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter:

Due to the COVID-19 related lockdown, we were not able to attend the Management's year end physical verification of inventory. Consequently, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence - Specific Considerations for Selected Items" and have obtained sufficient appropriate audit evidence to issue our opinion on these Financial Statements. Our report on the Statement is not modified in respect of the above matters.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



Sr.No	Key Audit Matter	Auditors' Response
1	Revenue Recognition	
	The Company recognizes revenues when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. In determining the sales price, the Company considers the effects of rebates and discounts (variable consideration). The terms of arrangements in case of domestic sales, including the timing of transfer of control, the nature of discount and rebates arrangements, delivery specifications, create complexity and judgment in determining sales revenues.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing of samples by selecting samples of invoices and vouchers for a variety of revenues and capital expenditure for the purpose of revenue reorganization, appropriateness of the transaction price and their basis over a period.

Information Other than the Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also,

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure-A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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.** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- 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 RACHANA CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 124018W**

**UDIN:20110309AAAAAP7074
VADODARA, 30th July, 2020**

**(Rachana R. Parikh)(Mem. No. 110309)
PROPRIETOR**

**ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT
(Referred to in Paragraph 2 under "Report on Other Legal and Regulatory Requirements
of the Independent Auditors' Report of even date)**

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.
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner that all the fixed assets will get physically verified in a year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- II. 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. According to the information and explanations given to us, the Company has granted unsecured loans parties covered u/s 189 of the Companies Act, 2013, during the year under report.
 - a. The terms and conditions of the grant of such loans are not prejudicial to the company's interest;
 - b. The schedule of repayment of principal and payment of interest is stipulated and to be repaid on demand by the Company;
 - c. the said amount is not overdue.
- IV. 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 Act, with respect to the loans, investments, guarantees and security as applicable.
- V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any other relevant provision of the act and the rules framed there under. Accordingly, Paragraph 3)v(of the order is not applicable to the company.
- VI. 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.
 - a) According to the records of the Company, it has been regular in depositing undisputed



statutory dues including Income tax 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. In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to the financial institution, banks and government. The Company did not have any outstanding Debentures during the year.

IX. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

X. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

XI. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

XII. According to the information and explanations given to us, the Company is not a Nidhi company as prescribed under section 406 of the Act. Accordingly, Paragraph 3(xii) of the Order is not applicable.

XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.

XIV. 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. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them.

XVI. According to the information and explanations given to us The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Paragraph 3(xvi) of the order is not applicable to the company.

**For RACHANA CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 124018W**

**UDIN:20110309AAAAAP7074
VADODARA, 30th July, 2020**

**(Rachana R. Parikh) (Mem. No. 110309)
PROPRIETOR**

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS' REPORT****Report on the Internal financial Controls over Financial Reporting 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, 2020 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 management 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 2020, 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 RACHANA CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 124018W**

**UDIN:20110309AAAAAP7074
VADODARA, 30th July, 2020**

**(Rachana R. Parikh)(Mem. No. 110309)
PROPRIETOR**

**BALANCE SHEET**

PARTICULARS	Note No.	AS AT 31.03.2020		AS AT 31.03.2019	
		Rs.	Rs.	Rs.	Rs.
ASSETS					
1. Non-current assets					
(a) Property, Plant and equipment	3		25,551,260		25,951,630
2. Current Assets					
(a) Inventories	4		21,239		3,570,039
(b) Financial Assets					
(i) Trade Receivables	5		21,404,710		-
(ii) Cash and Cash equivalents	6		205,903		636,320
(iii) Loans	7		25,465,500		27,429,152
(iv) Others Financial assets	8		155,411		155,084
(c) Others Current Assets	9		638,608	47,891,371	1,017,946
					3,280,8,541
	TOTAL		73,442,631		58,760,171
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	10		44,413,000		44,413,000
(b) Other equity	11		(174,884,175)	(130,471,175)	(174,934,449)
Liabilities					
1. Non Current liabilities					
(a) Financial liabilities					
(i) Borrowings	12		166,609,055		156,623,730
(b) Provisions	13		74,000	166,683,055	506,000
					157,129,730
2. Current liabilities					
(a) Financial liabilities					
(i) Trade Payables	14		36,911,946		31,206,424
(b) Provisions	13		288,000		548,000
(b) Other current liabilities	15		30,805	37,230,751	397,466
					32,151,891
	TOTAL		73,442,631		58,760,171
Significant accounting policies	1-2				
Other Notes	23-32				
Notes form an integral part of these financial statements					

As per our report of even date attached
For RACHANA CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 124018W

(RACHANA R. PARIKH) Mem. No. 110309
PARTNER
UDIN :20110309AAAAAP7074
VADODARA, 30th JULY, ,2020

For and on behalf of the Board of Directors

(SHAKILBHAI Z. MEMON)
DIRECTOR & CEO

(HUMA MADANI)
DIRECTOR

(NARENDRA M. PATEL)
CHIEF FINANCIAL OFFICER

(MANSI N. VYAS)
COMPANY SECRETARY

VADODARA, 30th JULY, ,2020

**PROFIT & LOSS STATEMENT**

PARTICULARS	Note No.	FOR THE YEAR ENDED	FOR THE YEAR ENDED
		31.03.2020	31.03.2019
		Rs.	Rs.
I Revenue from Operations	16	20,902,068	59,383,487
II Other Income	17	1,045,855	12,440,397
III Total Revenue (I + II)		<u>21,947,922</u>	<u>71,823,884</u>
IV Expenses			
(a) Cost of material consumed	18	11,750,888	46,575,221
(b) Changes in stock of finished Goods, work-inprogress and stock-in-trade	19	-	2,926,508
(c) Employee benefits expense	20	1,558,363	2,354,873
(d) Finance Costs	21	2,745	-
(e) Depreciation and amortisation exp.	3	1,649,924	1,628,108
(f) Other Expenses	22	6,935,730	6,319,068
Total Expenses		<u>21,897,649</u>	<u>59,804,958</u>
V Profit (Loss) before Exceptional items (III -IV)		50,273	12,018,927
VI Tax Expense:			
(a) Current Tax		-	-
VII Profit (Loss) for the Year (V -VI)		<u>50,273</u>	<u>12,018,927</u>
VIII Other Comprehensive Income		-	-
IX Total Comprehensive Income for the Year(VII-VIII)		<u>50,273</u>	<u>12,018,927</u>
X Earnings per Equity Share:			
Basic		0.01	2.71
Significant accounting policies	1-2		
Other Notes	23-32		
Notes form an integral part of these financial statements			

As per our report of even date attached
For RACHANA CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 124018W

(RACHANA R. PARIKH) Mem. No. 110309
PARTNER
UDIN :20110309AAAAAP7074
VADODARA, 30th JULY, ,2020

For and on behalf of the Board of Directors

(SHAKILBHAI Z. MEMON)
DIRECTOR & CEO

(HUMA MADANI)
DIRECTOR

(NARENDRA M. PATEL)
CHIEF FINANCIAL OFFICER

(MANSI N. VYAS)
COMPANY SECRETARY

VADODARA, 30th JULY, ,2020

**CASH FLOW STATEMENT**

PARTICULARS	For the year ended			
	31st March, 2020	31st March, 2019	Amount	Amount
	Amount	Amount	Rs.	Rs.
	Rs.	Rs.	Rs.	Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT(LOSS) BEFORE TAX		50,273		12,018,927
Add:- Adjustments for:				
Depreciation	1,649,924		1,628,108	
Interest earned	(10,641)		(40,438)	
Gain on Sale of Investment	-	1,639,283	(10,576,733)	(8,989,063)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		1,689,556		3,029,864
Adjustments for:				
Trade and Other Receivables	(19,441,385)		(16,026,688)	
Inventories	3,548,800		9,083	
Other Current Assets	379,338		1,047,016	
Trade payables and Other Liabilities	5,338,860	(10,174,387)	6,183,357	(8,787,233)
CASH GENERATED FROM OPERATIONS		(8,484,830)		(5,757,369)
NET CASH FROM OPERATING ACTIVITIES		(8,484,830)		(5,757,369)
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(1,249,554)		(4,251,725)	
Sale of Investments	-		13,468,000	
Interest received	10,641		40,438	
NET CASH FLOW FROM INVESTING ACTIVITIES		(1,238,913)		9,256,713
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Long term Provisions	(432,000)		514,981	
Short term Provisions	(260,000)		-	
Long Term borrowings (Repaid / Accepted)	9,985,326		(5,064,707)	
NET CASH GENERATED FROM FINANCING ACTIVITIES		9,293,326		(4,549,726)
Cash and Cash equivalents as at the beginning of the year		636,320		1,686,701
Net Increase/(Decrease) in cash and cash equivalents		(430,416)		(1,050,382)
Cash and Cash equivalents as at the end of the year		205,903		636,320

As per our report of even date attached

For and on behalf of the Board of Directors

For RACHANA CHOTALIA & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg. No. 124018W

(SHAKILBHAI Z. MEMON)

DIRECTOR & CEO

(HUMA MADANI)

DIRECTOR

(RACHANA R. PARIKH) Mem. No. 110309

PARTNER

UDIN :20110309AAAAAP7074

VADODARA, 30th JULY, 2020

(NARENDRA M. PATEL)

CHIEF FINANCIAL OFFICER

(MANSI N. VYAS)

COMPANY SECRETARY

VADODARA, 30th JULY, 2020



Statement of Changes in Equity for the year ended 31st March, 2020

A. Equity Share Capital

Particulars	Amount in Rs.
Balance as at 1st April, 2018	44,413,000
Changes in Equity Share Capital during the year	-
Balance as at 31st March, 2019	44,413,000
Changes in Equity Share Capital during the year	-
Balance as at 31st March, 2020	44,413,000

B. Other Equity

Particulars	Reserves and surplus				Total
	Capital Reserve	General Reserve	Retained Earning	OCI	
Balance as at 1st April, 2018	-	-	(186,953,376)	-	(186,953,376)
Profit/(Loss) for the year	-	-	12,018,927	-	12,018,927
Other Comprehensive Income for the year	-	-	-	-	-
Balance as at 31st March, 2019	-	-	(174,934,449)	-	(174,934,449)

Particulars	Reserves and surplus				Total
	Capital Reserve	General Reserve	Retained Earning	OCI	
Balance as at 1st April, 2019	-	-	(174,934,449)	-	(174,934,449)
Profit/(Loss) for the year	-	-	50,273	-	50,273
Other Comprehensive Income for the year	-	-	-	-	-
Balance as at 31st March, 2020	-	-	(174,884,175)	-	(174,884,175)

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes

As per our report of even date attached
For RACHANA CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. 124018W

For and on behalf of the Board of Directors

(SHAKILBHAI Z. MEMON)
DIRECTOR & CEO

(HUMA MADANI)
DIRECTOR

(RACHANA R. PARIKH) Mem. No. 110309
PARTNER
UDIN :20110309AAAAAP7074
VADODARA, 30th JULY, 2020

(NARENDRA M. PATEL)
CHIEF FINANCIAL OFFICER

(MANSI N. VYAS)
COMPANY SECRETARY

VADODARA, 30th JULY, 2020

**Notes to financial statements for the year ended 31st March, 2020****Note 1: Corporate Information**

Welterman International Limited (the Company) is a public limited company domiciled in India and was incorporated on 13.05.1992 under the provisions of the Companies Act, 1956 having registered office at Plot No. 1135, At Post Lamdapura - 391775, Lamdapura Road, Savli, Vadodara. Its shares are listed on the Bombay Stock Exchange. The Company is engaged in business of manufacturing of inorganic water soluble chemical fertilizers

Note 2: Significant Accounting Policies**2.1 Statement of compliance**

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March, 2020, the Statement of Profit and Loss for the year ended 31 March 2020, the Statement of Cash Flows for the year ended 31 March 2020 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Financial Statements' or 'financial statements').

These financial statements are approved for issue by the Board of Directors on 30th July 2020.

2.2 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013.

Accounting Policies has been applied consistently over all the periods reported in these Financial Statements, except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information is presented in INR .

2.3 Significant Accounting Judgments, Estimates and Assumptions

In preparing these financial statements in conformity with Ind-AS, the Management is required to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.



This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

The areas involving critical estimates or judgments are:

- Measurement of Contingent Liabilities Note 24
- Defined benefit obligations - Note 25

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

2.4 Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Operations of the Company in India were closed in March 24, 2020 following countrywide lockdown due to COVID-19. The Company has since operations, which however remain affected in view of prevailing circumstances.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, its investments and other assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources on the expected future performance of the Company and its subsidiaries. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months.

Further, based on the immediate assessment of the impact of COVID-19 on the operation of the Company, discussions with customers, vendors and services providers, the Company is positive of serving customer orders and obtaining regular supply of goods and logistics services after resumption of the operations. In assessing recoverability of trade receivables, the Company has considered subsequent recoveries, past trends, credit risks profile of customers based on their industry, macroeconomic forecasts and internal and external information available up to the date of issuance of these results.

In assessing recoverability of inventories, the Company has considered the latest selling prices, customer orders on hand and margins. Based on the above assessment, the company is of the view that carrying amounts of trade receivables and inventories are expected to be realizable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial results, and the Company will continue to closely monitor the developments. In the case of inventory, Management has performed during the year comprehensive inventory verification and again at a date subsequent to the lifting of the lockdown the stock was taken again for key items of inventory to obtain comfort over the existence and condition of Inventories as at March 31, 2020 including roll-back procedures etc.

2.5 Classification of Current/Non-Current Assets and Liabilities

All assets and liabilities are presented as Current or Non-Current as per the Company's normal operating cycle and the other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of Current/Non-Current classification of assets/liabilities.

2.6 Standards issued but not effective *(based on Exposure drafts available as on date)*

The amendments are proposed to be effective for reporting period's beginning on or after 1, April 2020.

Amendments to existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

1. Ind AS 103 Business Combination
2. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors
3. Ind AS 40 Investment Property

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

2.7 Property, Plant and Equipment

Property, Plant and Equipment, net of accumulated depreciation and accumulated impairment losses, if any.

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23 Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Items such as Standby Equipments and Service Equipments that meet definition of PPE are capitalized at cost.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

Capital Work-in-Progress

Assets in the course of construction are capitalised in the Capital Work in Progress



account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.

2.8 Depreciation / Amortisation

Depreciation is calculated on a straight-line basis as per the specified life of the assets as provided in schedule II to the Companies Act, 2013. The useful life of Item of PPE are mentioned below.

Class of Assets	Range of Useful Life (In Years)
Buildings	30
Plant and Machinery	15
Furniture & Fixtures	10
Vehicle	10
Computer Hardware	3

The management, based on internal technical evaluation, believes that the useful lives as given above best represent the period over which the assets are expected to be used.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

2.9 Impairment of Assets

The carrying amounts of assets are reviewed at balance sheet date to check if there is any indication of impairment based on internal or external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss, if any, recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

2.10 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer.

Sale of goods

The principal activity from which the Company generates revenue is the supply of products to customers from its various manufacturing sites and warehouses. Products are supplied under a variety of standard terms and conditions, and in each case, revenue is recognized when contractual performance obligations between the Company and the customer are satisfied and control of product has been transferred to the Customer. This will typically be on dispatch or delivery. When sales discount and rebate arrangements result in variable consideration, appropriate provisions are recognized as a deduction from revenue at the point of sale (to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue will not be required). The Company typically



uses the expected value method for estimating variable consideration, reflecting that such contracts have similar characteristics and a range of possible outcomes.

Sale of Services

Revenues for services are recognised when the service rendered has been completed.

Royalties and profit-sharing arrangements

Revenues are recognized when performance obligations between the Company and the customer are satisfied in accordance with the substance of the underlying contract.

Interest and dividend income

Interest income is recognized on a time-proportion basis using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.11 Inventories

The inventories are valued at cost or net realizable value whichever is lower. The basis of determining the value of each class of inventory is as follows:

Inventories	Cost Formula
Raw Material	At cost on First in First out basis

2.12 Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

a. Financial Assets**(i) Initial recognition and measurement**

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way trade of financial assets are accounted for at trade date.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost



A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

- Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

- Financial assets at fair value through profit or loss

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

- Investment in Subsidiaries

Investment in subsidiaries is carried at cost in the financial statements.

(iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's Balance Sheet) when any of the following occurs:

- i The contractual rights to cash flows from the financial asset expires;
- ii The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;
- iii The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- iv The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

b. Financial Liabilities

(i) Initial recognition and measurement



The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts. Financial liabilities are classified, at initial recognition, at fair value through profit and loss or as those measured at amortised cost.

(ii) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading.

The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

c. Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either

- In the principal market for asset or liability or
- In the absence of principal market in the most advantageous market for the assets or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels described as follows: the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1: quoted unadjusted market prices in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly

Level 3: inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between



levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same

2.13 Foreign Exchange Transactions

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Transactions in foreign currencies are initially recorded by the Company at the rate of exchange prevailing on the date of the transaction. Monetary assets and monetary liabilities denominated in foreign currencies remaining unsettled at the end of the year are converted at the exchange rate prevailing on the reporting date.

Differences arising on settlement or conversion of monetary items are recognised in statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction

2.14 Trade Receivables

Trade Receivables are stated after writing off debts considered as bad. Adequate provision is made for Expected Credit Losses. Discounts due yet to be quantified at the customer level are netted off from Trade Receivables.

2.15 Borrowing costs

- (i) Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- (ii) Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

2.16 Provisions, Contingent Liabilities and Contingent Assets

a. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

b. Contingent Liabilities

Contingent liabilities are disclosed for

- i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or
- ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

c. Contingent Assets

Contingent Assets are not recognised in the financial statements. Contingent Assets if any, are disclosed in the notes to the financial statements.

2.17 Taxes:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Minimum Alternate Tax (MAT)

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of



Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

2.18 Employees benefits

Gratuity and Earned Privilege Leaves are the retirement benefits available to the employees and the same have been determined on actuarial basis and have been provided in the Books of Accounts.

2.19 Cash and Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash and cheques in hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

2.20 Earnings per share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.21 Exceptional item

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items

2.22 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker CODM of the Company. The Chief Operating Decision Maker CODM is responsible for allocating resources and assessing performance of the operating segments of the Company



**NOTES FORMING PART OF ACCOUNTS NOTE '3'
PROPERTY, PLANT AND EQUIPMENT**

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2019	ADDITIONS DURING THE YEAR	ADJ./SALE DURING THE YEAR	TOTAL COST AS AT 31.03.2020	TOTAL AS AT 01.04.2019	FOR THE YEAR	ADJ./RECO-UPMENT	TOTAL AS AT 31.3.2020	AS AT 31.03.2020	AS AT 31.03.2019
1	Tangible Assets: Land and Land Development	1,397,950	-	-	1,397,950	-	-	-	-	1,397,950	1,397,950
2	Buildings	15,136,961	929,483	-	16,066,444	9,828,403	422,006	-	10,250,409	5,816,035	5,308,558
3	Plant and Machinery	21,080,316	306,721	-	21,387,037	2,185,915	1,180,337	-	3,366,252	18,020,785	18,894,401
4	Computers	104,227	-	-	104,227	87,613	3,447	-	91,060	13,167	16,614
5	Vehicle	57,460	-	-	57,460	30,707	4,776	-	35,483	21,977	26,753
6	Furniture	360,046	13,350	-	373,396	52,692	39,358	-	92,050	281,346	307,354
	TOTAL RS.	38,136,960	1,249,554	-	39,386,514	12,185,330	1,649,924	-	13,835,254	25,551,260	25,951,630
	Previous Year	33,938,052	4,251,725	52,817	38,136,960	10,610,039	1,628,108	52,817	12,185,330	25,951,630	23,328,013

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2018	ADDITIONS DURING THE YEAR	ADJ./SALE DURING THE YEAR	TOTAL COST AS AT 31.03.2019	TOTAL AS AT 01.04.2018	FOR THE YEAR	ADJ./RECO-UPMENT	TOTAL AS AT 31.3.2019	AS AT 31.03.2019	AS AT 31.03.2018
1	Tangible Assets: Land and Land Development	1,397,950	-	-	1,397,950	-	-	-	-	1,397,950	1,397,950
2	Buildings	15,008,918	128,043	-	15,136,961	9,413,992	414,411	-	9,828,403	5,308,558	5,594,926
3	Plant and Machinery	17,001,260	4,079,056	-	21,080,316	1,026,264	1,159,651	-	2,185,915	18,894,401	15,974,996
4	Computers	144,676	8,686	49,135	104,227	117,448	19,300	49,135	87,613	16,614	27,228
5	Vehicle	57,460	-	-	57,460	25,931	4,776	-	30,707	26,753	31,529
6	Furniture	327,788	35,940	3,682	360,046	26,404	29,970	3,682	52,692	307,354	301,384
	TOTAL RS.	33,938,052	4,251,725	52,817	38,136,960	10,610,039	1,628,108	52,817	12,185,330	25,951,630	23,328,013
	Previous Year	16,732,204	17,205,848	-	33,938,052	9,295,134	1,314,905	-	10,610,039	23,328,013	7,437,070

Note: Depreciation has been provided on entire assets as component approach method prescribed under Ind AS 16 is not feasible as the assets are individually compact in nature.

**NOTES FORMING PART OF ACCOUNTS**

PARTICULARS	As at 31-3-2020		As at 31-3-2019	
	Rupees	Rupees	Rupees	Rupees
NOTE '4' INVENTORIES				
Raw Materials		21,239		3,570,040
		<u>21,239</u>		<u>3,570,040</u>
NOTE '5' TRADE RECEIVABLE				
Debtors		21,404,710		-
		<u>21,404,710</u>		<u>-</u>
NOTE '6' CASH AND CASH EQUIVALENTS				
Cash on Hand	35,387		26,155	
Balance with Banks in Current Accounts	<u>170,516</u>	<u>205,903</u>	<u>610,164</u>	<u>636,320</u>
		<u>205,903</u>		<u>636,320</u>
NOTE '7' LOANS				
Loans to Related parties	24,868,500		27,429,152	
Loans to Other Body Corporates	346,000		-	
Loans to Employees	<u>251,000</u>	<u>25,465,500</u>	<u>-</u>	<u>27,429,152</u>
		<u>25,465,500</u>		<u>27,429,152</u>
NOTE '8' OTHERS FINANCIAL ASSETS				
Interest Receivable	8,515		8,187	
Other Deposits	<u>146,896</u>	<u>155,411</u>	<u>146,897</u>	<u>155,084</u>
		<u>155,411</u>		<u>155,084</u>
NOTE '9' OTHERS CURRENT ASSETS				
Advances to Suppliers	392,778		928,723	
Prepaid Expenses	69,298		62,118	
Balance with statutory Authority	<u>176,532</u>	<u>638,608</u>	<u>27,105</u>	<u>1,017,946</u>
		<u>638,608</u>		<u>1,017,946</u>



NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31-3-2020		As at 31-3-2019	
	Rupees	Rupees	Rupees	Rupees
NOTE `10'				
EQUITY SHARE CAPITAL				
-Authorised				
60,00,000 Equity Shares of Rs. 10/- each		60,000,000		60,000,000
[Previous Year : 60,00,000 Equity Shares of Rs.10/- each]				
-Issued, Subscribed and Paid up				
44,41,300 Equity Shares of Rs.10/- each fully paid-up.		44,413,000		44,413,000
[Previous Year : 44,41,300 Equity Shares of Rs.10/- each]				
		<u>44,413,000</u>		<u>44,413,000</u>

Reconciliation of number of Ordinary (Equity) Shares and amount outstanding :

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
Equity shares at the beginning of the year	4,441,300	4,441,300
Add:- share issued during the year	-	-
Equity shares at the end of the year	<u>4,441,300</u>	<u>4,441,300</u>

Share Capital

Particulars	As at 31st Mar 2020	As at 31st Mar 2019
Balance at the beginning of the year	44,413,000	44,413,000
Issued during the year	-	-
Balance at the end of the year	<u>44,413,000</u>	<u>44,413,000</u>

(b) Terms/rights attached to each equity share

The Company has only one class of share referred to as equity share having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. Payment of dividend is also made in foreign currency to shareholders outside India. In the unlikely event of the liquidation of the company the equity shareholders are eligible to receive the residual value of the assets of the Company if any after preferential amount are paid off, in the proportion of their shareholding in the Company.

Over the period of five years immediately preceding March 31, 2020 and March 31, 2019, neither any bonus shares were issued nor any shares were allotted for consideration other than cash. Further, no shares were bought back during the said period.


NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31-3-2020		As at 31-3-2019	
	Rupees	Rupees	Rupees	Rupees
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	1,999,900	45
Pavit G. Amin	350,000	8	350,000	8
Aalishan Computer System Private Limited	250,000	6	250,000	6
Prolific Engineers Private Limited	250,000	6	250,000	6
Sushobhan Furnitures Private Limited	250,000	6	250,000	6

NOTE 11
OTHER EQUITY
Retained Earnings

Opening Balance (P& L)	(174,934,449)	(186,953,376)
Add: Profit/Loss for the year	<u>50,273</u>	<u>12,018,927</u>
Closing Balance	(174,884,175)	(174,934,449)
	<u>(174,884,175)</u>	<u>(174,934,449)</u>

NOTE 12
BORROWINGS
- Unsecured
Loans and Advances

From Related party	86,493,735	86,493,734
From other body corporates	<u>80,115,320</u>	<u>70,129,997</u>
	<u>166,609,055</u>	<u>156,623,731</u>

NOTE 13
PROVISIONS

PARTICULARS	As at 31-3-2020		As at 31-3-2019	
	Non- Current	Current	Non- Current	Current
(a) Provision for employee benefits				
Provision for gravity	68,000	252,000	502,000	226,000
Provision for P L Encashment	6,000	36,000	4,000	322,000
Total	74,000	288,000	506,000	548,000



NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31-3-2020		As at 31-3-2019	
	Rupees	Rupees	Rupees	Rupees
NOTE 14				
TRADE PAYABLES				
Total outstanding dues to micro and small enterprises		124,591		414,959
Total outstanding dues to creditors other than micro and small enterprises		36,787,355		30,791,465
		<u>36,911,946</u>		<u>31,206,424</u>
NOTE 15				
OTHER CURRENT LIABILITIES				
Statutory Liabilities		30,805		397,467
		<u>30,805</u>		<u>397,467</u>
NOTE 16				
REVENUE FROM OPERATIONS				
A. Revenue from contracts with customers disaggregated based on nature of product or services				
Sales of Products		20,902,068		59,383,487
Sale of Services		-		-
Other Operating Income		-		-
		<u>20,902,068</u>		<u>59,383,487</u>
B. Revenue from contracts with customers disaggregated based on geography				
Domestic		20,902,068		59,383,487
Exports		-		-
		<u>20,902,068</u>		<u>59,383,487</u>
C. Reconciliation of Gross Revenue from Contracts With Customers				
Gross Revenue		20,902,068		59,383,487
Less: Discount		-		-
Less: Returns		-		-
Less: Others (Specify)		-		-
		<u>20,902,068</u>		<u>59,383,487</u>
NOTE 17				
OTHER INCOME				
Interest Earned	10,641		40,438	
Profit on sale Investment	-		10,576,733	
Miscellaneous Income	<u>1,035,214</u>	<u>1,045,855</u>	<u>1,823,226</u>	12,440,397
		<u>1,045,855</u>		<u>12,440,397</u>

**NOTES FORMING PART OF ACCOUNTS**

PARTICULARS	As at 31-3-2020		As at 31-3-2019	
	Rupees	Rupees	Rupees	Rupees
NOTE 18				
COST OF MATERIALS CONSUMED				
Opening stock	3,570,040		652,614	
Add: Purchases	4,408,836		44,067,314	
Add: Purchase related cost	3,793,250		5,425,333	
Less: Closing stock	<u>21,239</u>	<u>11,750,888</u>	<u>3,570,040</u>	<u>46,575,221</u>
		<u>11,750,888</u>		<u>46,575,221</u>
NOTE 19				
CHANGES IN INVENTORIES OF FINISHED GOODS				
Stock at Commencement				
Stock-in-trade		-		2,926,508
Less: Stock at Close				
Stock-in-trade		-		-
		-		<u>2,926,508</u>
NOTE 20				
EMPLOYEE BENEFITS EXPENSES				
Salaries, Wages, Bonus etc.	664,384		898,704	
Contribution to P.F, E.S.I and Other				
Statutory Funds	172,552		396,817	
Workmen and Staff Welfare Expenses	721,427		718,137	
Gratuity and Leave Encashment	<u>-</u>	<u>1,558,363</u>	<u>341,215</u>	<u>2,354,873</u>
		<u>1,558,363</u>		<u>2,354,873</u>
NOTE 21				
FINANCE COSTS				
Bank Charges	1,357		1,180	
Interest on Late Payment	<u>1,388</u>	<u>2,745</u>	<u>-</u>	<u>1,180</u>
		<u>2,745</u>		<u>1,180</u>

**NOTES FORMING PART OF ACCOUNTS**

PARTICULARS	As at 31-3-2020		As at 31-3-2019	
	Rupees	Rupees	Rupees	Rupees
NOTE 22				
OTHER EXPENSES				
Legal and Professional Charges (* Includes Audit Fees Rs. 45,000/- (P.Y. Rs. 45000)	429,590		639,595	
General Expenses	136,154		385,229	
Repairs and Maintenance	616,039		747,281	
Postage and Telephone Expenses	41,009		226,010	
Printing and Stationery	94,494		156,192	
Security Expenses	287,887		264,000	
Travelling and Conveyance Expenses	34,495		144,296	
Office Expenses	183,542		203,166	
Listing fees	300,000		250,000	
Foreign Exchange rate difference	3,550,146		2,154,407	
Laboratory Exp	41,689		27,657	
Power & Fuel	1,220,685		972,086	
Clearing charges Import - leather	-	6,935,730	149,149	6,319,068
		6,935,730		6,319,068

23. Earning Per Share (EPS)

For the period ended	31st March, 2020	31st March, 2019
Profit after Tax available for equity shareholders (Rs. In INR)	50,273	12,018,927
Weighted Average number of equity shares	4,441,300	4,441,300
Basic and Diluted Earnings per share (Face value per share 10/- each)	0.01	2.71

24. Capital Commitment and Contingent Liabilities

As at	Rs. In INR	
	31st March, 2020	31st March, 2019
Estimated amount of contracts net of advances remaining to be executed on capital accounts	-	-
Guarantees issued by bank to third party	1,956,200,000	1,956,200,000
Central Excise / Service Tax & Custom	-	-
Sales Tax	-	-
Income Tax	-	-

**NOTES TO FINANCIAL STATEMENTS****25. EMPLOYEE BENEFITS****a) DEFINED CONTRIBUTION PLAN:**

The Company makes contribution towards recognized provident fund to defined contribution retirement benefit plan for qualifying employee. Under the plan, the company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefit.

The Company has recognized an amount of Rs. 172,552 /- (P.Y. - Rs.396,817 /-) as expense under the defined contribution plan in the statement of Profit and Loss for the year.

b) DEFINED BENEFIT PLAN

The Company recognizes the liability towards the gratuity and leave encashment at each balance sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity and leave encashment was carried out at March 31, 2020 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity:

The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity, effective at 15 days salary (last drawn salary) for each completed years of service. Major assumptions made for determination of Defined Benefits Liability summarized as under:

Retirement Age	60 years
Withdrawal Rates	5.00% per annum
Future Salary Rise	10.00% per annum
Rate of Discounting	4.60% per annum
Mortality Table	IALM (2012-14) ULTIMATE



Particulars	Gratuity Unfunded (Amount in Rs)	
	As on 31.03.2020	As on 31.03.2019
Actuarial Value of Projected Benefit Obligations (PBO) (Opening Balance)	252,000	476,000
Current Service Cost	53,000	41,000
Interest Cost	16,000	31,000
Actuarial (gain) / losses	-1,000	-296,000
Benefits paid	-	-
PBO at end of the year	320,000	252,000
Reconciliation of PBO and fair value of plan assets:		
PBO at end of period	320,000	252,000
Fair Value of planned assets at end of year	Nil	Nil
Un-funded Liability	320,000	252,000
Unrecognised actuarial gain/ (loss)	Nil	Nil
Net asset/ (liability) recognised in the balance sheet	320,000	252,000
Net cost for the year ended March 31:		
Current Service cost	53,000	41,000
Interest cost	16,000	31,000
Benefits Paid	Nil	Nil
Actuarial (gain) / losses	-1,000	-296,000
Net cost	68,000	-224,000

Leave Encashment:

Provision towards leave encashment is made on basis actuarial calculation based on following assumptions:

Rate of Discounting	4.60% p.a.
Salary Escalation Rate	10.00% p.a.

Actuarial value liability estimated accordingly is Rs. 42,000/- (P.Y. Rs. 326,000/-).

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

26. As at the Balance Sheet date, unhedged foreign currency receivable and payable are as below.
Rs. In INR

Particular	Currency	31st March, 2020		31st March, 2019	
		FC	Rs. In INR	FC	Rs. In INR
Amount receivable (net) in foreign currency	USD	-	-	-	-
Amount payable (net) in foreign currency	USD	455,509	30,710,967	-	-



27. DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ARE PROVIDED AS UNDER FOR THE YEAR 2018-2019, TO THE EXTENT THE COMPANY HAS RECEIVED INTIMATION FROM THE "SUPPLIER" REGARDING THEIR STATUS UNDER THE ACT.

PARTICULARS	Rs. In INR	
	As at 31-3-2020 Rupees	As at 31-3-2019 Rupees
Principal amount remaining unpaid.	124,591	414,584
Interest due thereon remaining unpaid	1,401	375
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	Nil	Nil
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	Nil	Nil

Disclosure in case of non-provision of interest due to contractual terms with MSME Vendors can be as under:

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the company regarding the status of registration of such vendors under the said act, As per the intimation received from them on request made by the company. There are no overdue principle amount / Interest payable amounts for delayed payments to such vendors at the Balance Sheet date. The payment is made to vendors according to terms & conditions mutually agreed to both parties and accordingly there is no delay in payment to these vendors & no interest liability therefore.

28. SEGMENT INFORMATION

A) Primary segment: Business segment

The Company is in the business of trading of heavy chemicals. For the purpose of disclosure of segment information, the Company considers this activity as a single business segment.

B) Secondary segment: Geographical segment

Secondary segments have been identified with reference to geographical location of customers. Composition of secondary segments is as follows:

a) Domestic



b) Overseas (includes deemed exports)

(Amount in Rs.)

Particulars	Domestic	Overseas	Total
1) Segment revenue	20,902,068	-	20,902,068
2) Total carrying amount of Segment Assets	73,442,631	-	73,442,631

Notes:

i) As the Company has done trading activity in India only, it is not possible to directly attribute or allocate on a reasonable basis, the assets and costs incurred to acquire segment assets, to these geographical segments, other than those specifically identifiable and disclosed in the table above.

29. INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS-24 - RELATED PARTY DISCLOSURES (AS IDENTIFIED BY MANAGEMENT)

List of Related Parties with whom the Company has entered into transactions during the year.

A. Key Management Personnel	<ol style="list-style-type: none"> 1. Mr. Shakil Memon - CEO 2. Mrs. Huma Madani - Director 3. Mr. Leeladhar Kotian - Director 4. Mr. Mihir Bhatia - Director 5. Mr. Narendra Patel - CFO 4. Mrs. Mansi Vyas - Company Secretary
B. Associate Concerns and Relative of key Management Personnel	<ol style="list-style-type: none"> 1. Sara Soule Pvt Ltd 2. Mr. Sajid R. Dhanani 3. Mr. Kayyum Dhanani 4. Genetic Industries Pvt Ltd 5. Mrs. Suchitra Dhanani 6. Ms. Zoya Dhanani 7. Ms. Sanya Dhanani

SIGNIFICANT RELATED PARTY TRANSACTION

Rs. In INR

Particulars	Year 2019-20	Year 2018-19
Sale of Investment Sale of Shares of Ahilya Hotels Ltd.	-	13,468,000
Total	-	13,468,000

Particulars	Year 2019-20	Year 2018-19
Unsecured Advance Repaid Genetic Industries Pvt. Ltd. Ltd.	2,560,652	-
Total	2,560,652	-



Particulars	Rs. In INR	
	Year 2019-20	Year 2018-19
Remuneration to Key Managerial Person		
Mr. Narendra Patel	1,177,744	1,398,672
Mrs. Mansi Vyas	349,105	332,967
Total	1,526,849	1,731,639

Closing Balances of the related parties

Name of the Party	Rs. In INR	
	Balance As at 31.03.2020	Balance As at 31.03.2019
Sara Soule Pvt Ltd(Secured Loan) Cr. Balance	47,186,000	47,186,000
Sara Soule Pvt Ltd(Unsecured Loan) Cr. Balance	39,307,735	39,307,735
Mr. Sajid R Dhanani Dr. Balance	2,500,000	2,500,000
Mr. Kayyum Dhanani Dr. Balance	8,900,500	8,900,500
Genetic Industries Pvt Ltd Dr. Balance	-	2,560,652
Sanya Sajid Dhanani Dr. Balance	4,040,400	4,040,400
Suchitra Sajid Dhanani Dr. Balance	5,387,200	5,387,200
Zoya Sajid Dhanani Dr. Balance	4,040,400	4,040,400

30. Auditors' Fees and Expenses

PAYMENT TO AUDITORS	Rs. In INR	
	Year 2019-20	Year 2018-19
As Auditor :		
Audit fees	45,000	45,000
	45,000	45,000

**NOTE 31 (A) : CATEGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS**

Rs. In INR

Particulars	Refer Note	Non-Current		Current	
		As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Financial assets measured at amortised cost					
Trade Receivables	Note No. 5	-	-	21,404,710	-
Cash and cash equivalents	Note No. 6	-	-	205,903	636,320
Loans	Note No. 7	-	-	25,465,500	27,429,152
Other Current Financial Assets	Note No. 9	-	-	155,411	155,084
		-	-	47,231,524	28,220,556
Financial liabilities measured at amortised cost					
Borrowings	Note No. 12	166,609,055	156,623,731	-	-
Trade payables	Note No. 14	-	-	36,701,801	31,032,657
		166,609,055	156,623,731	36,701,801	31,032,657

NOTE 31(B) : CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at 31st March, 2020, the Company has only one class of equity shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

NOTE 31(C) : FINANCIAL RISK MANAGEMENT - OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of financial risks: Market risk, credit risk, liquidity risk. The Company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the policy is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk.

a. Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has insignificant



interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Company has not used any interest rate derivatives.

b. Foreign Currency Risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in overseas markets and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

Particulars of unhedged foreign currency exposures as at the reporting date are given as part of Note 26.

The below table demonstrates the sensitivity to a 5% increase or decrease in the Foreign Currency against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

Particulars	2019-20		2018-19	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD				
Increase/ (decrease) in profit or loss	(1,535,548.35)	1,535,548.35	-	-
	(1,535,548.35)	1,535,548.35	-	-

2. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Company's exposure are continuously monitored.

3. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company consistently generates sufficient cash flow from operations to meet its financial obligations as and when they fall due.



The tables below provides detail regarding the contractual maturities of significant financial liabilities as at 31st March, 2020 and 31st March, 2019:

(Rs. In INR)

Particulars	As at March 31, 2020		
	Less than 1 year	1-2 years	2 years and above
Borrowings*	-	-	166,609,055
Trade Payables	36,701,801	-	-
		-	-

(Rs. In INR)

Particulars	As at March 31, 2019		
	Less than 1 year	1-2 years	2 years and above
Borrowings*	-	-	156,623,731
Trade Payables	31,032,657	-	-
		-	-

* The Significant Financial Liabilities payable on demand is shown under less than 1 year.

NOTE 32: Previous year's figures have been regrouped /reclassified wherever necessary.