



*CS Devesh A. Pathak*

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

*CS Vimal Betal*

B.Com., A.C.S.

PHONE : 0265-2362962 TEL/FAX : 0265-2362718

E-mail : maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

**DEVESH VIMAL & CO**

PRACTISING COMPANY SECRETARIES

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE

SAYAJIGUNJ, VADODARA-390 020

REGD. TRADEMARK AGENT

**CERTIFICATE UNDER CLAUSE 47(C) OF THE LISTING AGREEMENT**

**FOR THE HALF YEAR ENDED 30<sup>th</sup> September, 2014**

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to M/s **WELTERMAN INTERNATIONAL LIMITED** maintained by **LINK INTIME INDIA PRIVATE LIMITED** pertaining to transfer of equity shares of the Company for the period from 1<sup>st</sup> April, 2014 to 30<sup>th</sup> September, 2014 for the purpose of issuing a Certificate as per Clause 47(C) of the Listing Agreement entered into by, M/s **WELTERMAN INTERNATIONAL LIMITED** with BSE and Ahmedabad Stock Exchange Limited, Madras Stock Exchange Limited and Vadodara Stock Exchange Limited based on the information provided by the Company and hereby certify that the Company has delivered during half year ended on 30<sup>th</sup> September, 2014.

- A) Share Certificates relating to the Share Transfer Deeds received during the period from 1<sup>st</sup> April, 2014 to 30<sup>th</sup> September, 2014 as entered in the Memorandum of Transfers have been issued within 15 days from respective date of lodgment of each deed excepting those rejected on technical grounds.
- B) Share Certificates in respect of requests for exchange of duplicate and split certificates have been issued within 15 days of lodgment

Date : 15<sup>th</sup> October, 2014

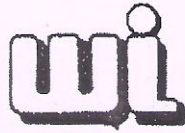
Place: Vadodara

For Devesh Vimal & Co.  
Practising Company Secretaries

Vimal N. Betal

Partner

M. No. ACS 26007



# WELTERMAN INTERNATIONAL LTD.

## Registered Office & Factory

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

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

Email : welterman@satyam.net.in

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

Name of the Company: WELTERMAN INTERNATIONAL LIMITED

Quarter ending on: 30<sup>th</sup> September, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	YES	
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49(II B)	YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	YES	
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
<b>V. CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	NO	Will be included in Annual report
<b>VII. Compliance</b>	49 (VII)	YES	

Date: 15<sup>th</sup> October, 2014

Place: VADODARA

For WELTERMAN INTERNATIONAL LIMITED

*Indrati*  
Compliance Officer





*CS Devesh A. Pathak*

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

*CS Vimal Betal*

B.Com., A.C.S.

PHONE : 0265-2362962 TEL/FAX : 0265-2362718  
E-mail : maildeveshpathak@rediffmail.com  
maildpathak@yahoo.co.in

**DEVESH VIMAL & CO**  
PRACTISING COMPANY SECRETARIES

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

## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

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

1.	For Quarter Ended	<b>30<sup>th</sup> September, 2014</b>	
2.	ISIN :	INE662D01013	
3.	Face Value	Rs. 10/- each	
4.	Name of the Company	<b>WELTERMAN INTERNATIONAL LIMITED</b>	
5.	Registered Office Address:	Plot No. 1135, At & Post Manjusar, Lamdapura Road, Ta. Savali, Dist: Vadodara - 391775	
6.	Correspondence Address	<Same as Above>	
7.	Telephone & Fax- Nos.	Tel : (02667) 262228. Fax: (02667) 264020	
8.	E-mail Address	welterman1@gmail.com	
9.	Name of the Stock Exchanges where the Company's securities are listed:	<ul style="list-style-type: none"><li>➤ Vadodara Stock Exchange Ltd.</li><li>➤ Bombay Stock Exchange Ltd.</li><li>➤ Ahmedabad Stock Exchange Ltd.</li><li>➤ Madras Stock Exchange Ltd.</li></ul>	
		Number of Equity Shares	% of Total Issued Capital
10.	Issued Capital	44,41,300	100%
11.	Listed Capital	44,41,300	100%
12.	Held in Dematerialised Form in NSDL	NIL	NIL
13.	Held in Dematerialised form in CDSL	25,88,300	58.28%
14.	Physical	18,53,000	41.72%
15.	Total No. of Shares (12+13+14)	44,41,300	100%



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

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

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

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

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

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



22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	<b>Shri Narendra M. Patel</b> Tel : (02667) 262228 Fax: (02667) 264020
23.	Name, Address, Tel & Fax No., Regn. No. of the CA/CS/in practice	<b>CS DEVESH A. PATHAK</b> Devesh Vimal & Co., Practising Company Secretaries, 204/205 Garden View, Near Kamatibaug Circle, Sayajigunj, Vadodara – 390020. Tel: 0265-2362962 C.P. No.:2306 FCS No.:4559
24.	Appointment of Common Agency for share registry work (If yes, Name and Address)	YES, <b>LINK INTIME INDIA PRIVATE</b> Limited (Formerly: Intime Spectrum Registry Ltd) B- 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390020 (Gujarat) India
25.	Any other detail that the Auditor may like to provide (e.g. BIFR Company; delisting from SE, Company Changed its name etc.)	The Company is de-registered from the purview of BIFR/SICA vide order of Hon'ble BIFR Bench III at the hearing held on 28 <sup>th</sup> May, 2014.

**Date: 15<sup>th</sup> October, 2014**

**Place: Vadodara**

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

  
**CS Devesh A. Pathak**  
**Partner**