# WELSPUN SPECIALTY SOLUTIONS LIMITED

(Formerly known as RMG Alloy Steel Limited) CIN : L27100GJ1980PLC020358

Registered Office: Plot No.1, GIDC Industrial Estate, Valia Road, Jhagadia, Dist. Bharuch, Gujarat- 393110. Corporate Office: 5th Floor, Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

> Email : companysecretary\_wssl@welspun.com • Website: <u>www.welspunspecialty.com</u> Tel: +91 -22-66136000 Fax: +91-22-2490 8020

# NOTICE

**NOTICE** is hereby given that the 42<sup>nd</sup> Annual General Meeting of **Welspun Specialty Solutions Limited** (Formerly known as RMG Alloy Steel Limited) will be held on Wednesday, September 25, 2024, at 12 noon Indian Standard Time ('IST') through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

# **ORDINARY BUSINESS**

### 1. ADOPTION OF AUDITED FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.

### 2. APPOINTMENT OF MR. VIPUL MATHUR (DIN:07990476) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Vipul Mathur (DIN:07990476), Non-Executive Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

#### 3. APPOINTMENT OF M/S. BSR & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS TO FILL UP THE CASUAL VACANCY.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022), who have offered themselves for appointment and confirmed their eligibility in terms of the applicable laws, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No: 012754N/ N500016) on July 23, 2024 and they shall hold office up to the conclusion of the Forty Second Annual General

Meeting of the Company at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

#### 4. APPOINTMENT OF M/S. BSR & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS FOR THE FIRST TERM OF 5 YEARS.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022), who have offered themselves for appointment and confirmed their eligibility in terms of the applicable laws, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Forty Second Annual General Meeting till the conclusion of the Forty Seventh Annual General Meeting of the Company, at a remuneration of Rs.13,50,000/- (Rupees Thirteen Lakhs Fifty Thousand only) plus out of pocket expenses as may be incurred for the audit period in FY 2024-25 and thereafter at a remuneration, as may be mutually agreed, annually between the Board of Directors and the Statutory Auditors."

#### SPECIAL BUSINESS

#### 5. CONTINUATION OF DIRECTORSHIP OF MR. B. K. GOENKA (DIN: 00270175), NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR, ON THE BOARD OF THE COMPANY.

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

**"RESOLVED THAT** pursuant to Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, if any and such other circulars/ notifications issued by the SEBI or other competent authority(ies) in this regard from time to time and based on

the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. B. K. Goenka (DIN: 00270175), Non-Executive and Non-Independent Director, not liable to retire by rotation, on the Board of Company for the period of five years commencing from April 1, 2024 to March 31, 2029."

# 6. RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITORS.

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification or reenactment thereof for the time being in force), the total remuneration of Rs.65,000/- plus taxes as applicable and reimbursement of out of pocket expenses incurred in connection with the audit, payable to M/s. Kiran J. Mehta & Co. Cost Accountants (Firm Registration No. 000025), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2025, be and is hereby ratified and confirmed."

#### 7. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of Companies Act, 2013 (hereinafter referred as the "Companies Act") read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for re-classification of the existing authorized share capital of the Company from Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 55,00,00,000 (Fifty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 23,50,00,000 (Twenty Three Crores Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: 85,00,00,000 (Eighty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 5,50,00,000 (Five Crore Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be accordingly altered by substituting the existing Clause V with the following:

"V. The Authorised Share Capital of the Company is Rs.565,00,00,000/- (Rupees Five Hundred and Sixty Five Crores Only) divided into: (i) 85,00,00,000 (Eighty Five Crores) Equity Shares of Rs.6/- (Rupees Six Only) each and (ii) 5,50,00,000 (Five Crore Fifty Lakh) Preference Shares of Rs.10/- (Rupees Ten Only) each with power to the Board of Directors to classify into any class of shares, with power to increase or reduce the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to the members of the Company and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company and to do all necessary and incidental acts to give effect to this resolution."

#### By Order of the Board of Directors

Suhas Pawar Company Secretary ACS - 36560

Date : August 27, 2024 Place: Mumbai

#### Welspun Specialty Solutions Limited

CIN: L27100GJ1980PLC020358

#### Registered Office:

Plot No 1, G I D C Industrial Estate, Valia Road, Jhagadia, Gujarat 393 110 Website: <u>www.welspunspecialty.com</u> Email ID: companysecretary wssl@welspun.com

# EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ('ACT') AND THE INFORMATION AS REQUIRED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS')

### ITEM NO. 2

Mr. Vipul Mathur (DIN:07990476), Non-Executive Non-Independent Director, is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

Mr. Vipul Mathur (DIN: 07990476), aged 54 years, is Science Graduate and Post Graduate (MBA-Marketing). Mr. Mathur is a well-known figure in the global pipe industry. Network of his acquaintances and relationships run across all geographies due to his warm personal style and long years of marketing experience (~33 years) in in the field of heavy electrical equipment, manufacturing of pipes, Oil & gas etc.. He has been associated with the Company since April 27, 2022.

Details of directorship and the membership of committees held by Mr. Mathur are as under:

Company Name	Committee Type	Chairmanship / Membership
Welspun Corp Limited	Stakeholder	Member
(Listed)	Relationship	
	Committee	
	Risk Management	Member
	Committee	
	Finance And	Member
	Administration	
	Committee	
	ESG & CSR	Member
	Committee	
Welspun Specialty	Stakeholder	Member
Solutions Limited	Relationship	
(Listed)	Committee	
	Risk Management	Member
	Committee	
	Finance And	Member
	Administration	
	Committee	
Welspun DI Pipes	None	None
Limited (Unlisted)		
Gladiator Consultancy	None	None
Private Limited (Unlisted)		

He is not related to any other Director of the Company. He has not resigned from any of the listed entities during the last three years. He does not hold any share in the Company. He had attended all 5 board meetings of the Company held on May 24, 2023, July 27, 2023, August 18, 2023, October 27, 2023 and January 25, 2024 during the financial year 2023-24. Mr. Mathur is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 or debarred from holding the office of director by virtue of SEBI order or any other authority.

Accordingly, the Board of Directors recommend the Ordinary Resolution as set out at item no. 2 of the Notice, for approval by the members.

Except Mr. Mathur, none of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, whether financially or otherwise, in the proposed resolution set out at item no.2.

### **ITEM NO. 3 & 4**

For the purpose of timely consolidation of the accounts of the holding company with its subsidiary companies, and for ensuring the uniformity in the audit process, practices and procedures in finalization of accounts, it is advisable to have the same Group of statutory auditors for Parent Company and Subsidiary Companies. Accordingly, our Parent Company viz. Welspun Corp Limited has suggested the Company to appoint the same Group auditors.

In view of this, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No.: 012754N/ N500016) statutory auditors of the Company had vide their letter dated July 23, 2024 had tendered their resignation from the position of statutory auditors of the Company with immediate effect, which caused a casual vacancy in the office of Statutory Auditors of the Company. Such casual vacancy caused by the resignation of auditors can only be filled by the Board of Directors but is subject to approval of the shareholders at general meeting in terms of Section 139(8) of the Companies Act, 2013. Accordingly, the Board of Directors of the Company in compliance with Sections 139(8), 141, 142 and other applicable provisions, if any, of the Act read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and based on the recommendation of the Audit Committee at its meeting held on July 23, 2024, approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022), who had confirmed that they meet the eligibility criteria as per applicable laws, as Statutory Auditors of the Company till the conclusion of ensuing 42nd AGM and thereafter from the conclusion of 42nd AGM till the conclusion of 47th AGM of the Company.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-

## Terms of Appointment

M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022), will hold office till the conclusion of ensuing 42nd AGM and thereafter from the conclusion of 42nd AGM till the conclusion of 47th AGM of the Company, subject to the approval of Members at the ensuing AGM of the Company.

# Proposed Audit fees payable to Auditor and material change in fee payable from that paid to the outgoing auditor

Rs. 13,50,000/- (Rupees Thirteen Lakh Fifty Thousand only) plus out of pocket expenses for the period of audit in FY 2024-25, subject to applicable taxes and thereafter at a remuneration, as may be mutually agreed, annually between the Board of Directors and the Statutory Auditors.

There is no material change in the proposed fee payable to M/s. BSR & Co. LLP, from the fee paid to the outgoing auditor.

# Basis of Recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.

The recommendation is based on the fulfilment of the eligibility criteria prescribed under the Act read with Rules made thereunder, SEBI Listing Regulations read with relevant Regulations / Notifications / Circulars issued thereunder, to the extent applicable to the Company.

BSR & Co. ('the firm') was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. BSR & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W/W100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063.

BSR & Co. LLP is a member entity of BSR & Affiliates, a network registered with the Institute of Chartered Accountants of India.

BSR & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, Gandhinagar and Kochi. BSR & Co. LLP has over 4000 staff, 140+ Partners.

BSR & Co. LLP audits various companies listed on stock exchanges in India including companies in the Industrial Manufacturing sector.

The aforesaid appointment, if made, shall be in accordance with the provisions of Section 139 and other applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant Regulations/Notifications/ Circulars issued thereunder.

Accordingly, the Board of Directors recommend the Ordinary Resolutions as set out at item no. 3 & 4 of the Notice, for approval by the members.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, whether financially or otherwise, in the Ordinary Resolutions as set out at item no. 3 & 4.

# **ITEM NO.5**

The Members of the Company at their Annual General Meeting held on September 24, 2018 had approved the appointment of Mr. Balkrishan Goenka (DIN: 00270175) as Director (Non-Executive –Non-Independent Director) of the Company, not liable to retire by rotation.

Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that with effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Accordingly, the Company is required to obtain the said approval of shareholders in the first general meeting to be held after March 31, 2024 for the directors serving on the board of directors of a listed entity as on March 31, 2024.

In view of the above, the approval of the Members is being sought for continuation of Mr. Goenka as Director ((Non-Executive–Non-Independent Director) on the Board of the Company for the period commencing from April 1, 2024 to March 31, 2029.

Mr. Goenka, aged 58, has been associated with the Company since August 6, 2018 and is the Chairman of Welspun Group from its inception. He is a prime architect of the Welspun Group. For over 38 years, Mr. Goenka with his strong business acumen and entrepreneur abilities is accredited to have successfully steered the Welspun Group in many high-growth sectors. He has a vision to make Welspun as one of the most respected groups globally by creating world-class companies that consistently sets industry benchmarks.

## He is also a director in following companies -

Welspun Living Limited, Welspun Corp Limited, Welspun Enterprises Limited, Welspun Logistics Limited, Adani Welspun Exploration Limited, Welspun Advanced Materials (India) Limited, Welspun New Energy Limited, The Associated Chambers of Commerce and Industry of India, (ASSOCHAM), Laxman Gyanpith Foundation and Balkrishan Goenka Foundation.

He is the Chairman of Finance & Administration Committee of Welspun Living Limited. In the capacity of trustee of Welspun Group Master Trust, he holds 85,73,078 (1.62%) equity shares in the Company. Mr. Goenka is not related, directly or indirectly, to any other Director or Key Managerial Personnel of the Company.

He has not resigned from any of the listed entities during the last three years. He had attended 4 board meetings of the Company held on May 24, 2023, July 27, 2023, October 27, 2023 and January 25, 2024 during the financial year 2023-24.

Mr. Goenka is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 or debarred from holding the office of director by virtue of SEBI order or any other authority.

The Board recommends passing of the ordinary resolution as set out at item no.5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Goenka and his relatives to the extent of their shareholding in the Company, none of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, whether financially or otherwise, in the Ordinary Resolution as set out at item no.5.

#### **ITEM NO. 6**

As provided under the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on April 26, 2024, appointed M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025) as the Cost Auditors of the Company for the Financial Year ending March 31, 2025 to conduct the audit of cost records of the Company and also to perform other duties under the applicable provisions of the law, at a total remuneration of Rs.65,000/-(Rupees Sixty Five Thousand Only), subject to ratification by the Members in General Meeting. Accordingly, approval of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board recommends passing of the Ordinary Resolution as set out at item no. 6 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the Ordinary Resolution as set out at item no 6.

# **ITEM NO.7**

Currently, unutilized portion of the authorized preference share capital is no longer required. Hence, it is proposed to reclassify the unused preference share capital component of the existing authorized share capital of the Company into equity share capital and accordingly, the capital clause of the Memorandum of Association of the Company is proposed to be altered as per the resolution set out under item no.7 of the accompanying notice.

Pursuant to the provision of Section 13 read with Section 61 of the Companies Act, 2013 ('the Act'), approval of the Members through Special Resolution is required for amendment to the Memorandum of Association of the Company relating to reclassification of the authorised share capital.

The Board of Directors vide resolution passed by circulation on August 27, 2024, approved the reclassification of the authorised share capital of the company and consequent alteration of the Memorandum of Association of the Company, subject to the approval of the Members.

As required by Section 102(3) of the Companies Act, 2013, the copy of the proposed Memorandum of Association shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:00 P.M.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item no.7.

The Board recommends passing of the Special Resolution as set out at item no.7 of the accompanying Notice for approval by the Members of the Company.

#### By Order of the Board of Directors

Suhas Pawar Company Secretary ACS - 36560

Date : August 27, 2024 Place: Mumbai

## Welspun Specialty Solutions Limited

CIN: L27100GJ1980PLC020358

#### **Registered Office:**

Plot No 1, G I D C Industrial Estate, Valia Road, Jhagadia, Gujarat 393 110 Website: <u>www.welspunspecialty.com</u> Email ID: companysecretary wssl@welspun.com

# NOTES:

- Pursuant to the General Circulars 9/2023, 10/2022, 2/2022, 21/2021 and other circulars issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as (the 'Circulars'), the companies are permitted to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), dispensing the requirement of physical presence of the Members at the meeting venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI Listing Regulations, and MCA Circulars, the AGM of the Company is being held through VC / OAVM and the proceedings of which shall be deemed to be conducted at the Registered Office of the Company at Plot No 1, G I D C Industrial Estate, Valia Road, Jhagadia, Gujarat 393 110.
- In compliance with the Circulars, the Annual Report 2023-24, the Notice of the AGM, instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s).
- Brief details of the Director, who is seeking appointment/ re-appointment, are provided in the Notice as provided under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
- 4. A statement pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the meeting is annexed hereto.
- 5. Since the AGM will be held through VC or OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- 6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- 7. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
- 8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 10. 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 Sections 112 and 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. Such Members, who are intending to appoint their authorized representatives, are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at mansi@jmja.in with a copy marked to companysecretary\_wssl@welspun.com.
- 11. In line with the aforesaid Circulars, the Notice calling the AGM along with Annual Report of FY 2023-24 is available on the website of the Company at <u>www.welspunspecialty.com</u>. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at <u>www.bseindia.com</u>. Besides, it is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <u>www.evoting.nsdl.com</u>.
- 12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under

Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic 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\_wssl@welspun.com.

- 13. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Transfer Agent ("RTA") M/s. Bigshare Services Pvt. Ltd., Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, 400093, Contact person: Mr. Vinod Yadav (Client Executive) Tel: 91-22-62638200/22/23, Fax: 91-22-6263 8261, Email: vinod.y@bigshareonline.com, and are also requested to immediately inform their change of address, change of e-mail address or consolidation of folios, if any, to the Company's said Registrar and Transfer Agent.
- 14. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- 15. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at https://www.bigshareonline.com/Resources.aspx. Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
- 16. The Company will send Notice of AGM in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those Shareholders/ Members who have not got their email address registered or wish to update a fresh email address may do so in the following manner:

# a) For members holding physical shares

The members of the Company holding equity shares of the Company in physical form and who have not registered their email ID may get their email IDs registered with Company's RTA by submitting Investor Service Request Form (Form ISR-1) duly filled and signed as per the specimen signature registered with the Company along with self-attested ID Proof and address proof and supporting mentioned thereon. The Investor Service Request form can be downloaded from website of the RTA https://www.bigshareonline.com/ -> for Investors -> Investors Resources -> Form ISR1.

#### b) For members holding shares in demat mode:

The Members holding shares in demat mode are requested to register their email IDs, with the respective Depository Participants.

- 17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- 18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Bigshare Services Pvt. Ltd, RTA, for consolidation into a single folio.
- 19. The Notice for the AGM and other documents referred to in the Notice will be available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon upto the date of AGM. The Notice will also be available on the Company's website at: www.welspunspecialty.com.
- 20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.
- 21. Ms. Mansi Damania (FCS:7447 CP:8120) or failing her, Mr. Jigar Shah (FCS: 8918 CP: 13936) of M/s. JMJA & Associates LLP, Practicing Company Secretaries have been appointed as the Scrutinizer to conduct and scrutinize the voting by way of e-voting process in a fair and transparent manner.

- 22. The Scrutinizer shall after the conclusion of voting at the AGM, will unblock the votes cast through remote e-voting and e-voting system during the AGM in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 23. The Result declared along with the report of the Scrutinizer shall be placed on the website of the Company <u>www.welspunspecialty.com</u>, notice board of the Company at the registered office as well as the corporate office and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

Please read the instructions for e-voting before exercising the vote.

# THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 22, 2024 at 9:00 am and ends on Tuesday, September 24, 2024 at 5:00 pm. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 18, 2024, may cast their vote electronically. The voting right of shareholders/ members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 18, 2024.

# How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

# A) Login method for e-Voting and joining virtual meeting for Individual Shareholders / Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders/ Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders/ Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders/ Members holding securities in demat mode is given below:

Type of Shareholders/ Members	Login Method	
Individual Shareholders/ Members holding	1. Existing IDeAS user can visit the e-Services website of NSDL Viz.	
securities in demat mode with NSDL.	https://eservices.nsdl.com either on a Personal Computer or on a	
	mobile. On the e-Services home page click on the "Beneficial Owner"	
	icon under "Login" which is available under 'IDeAS' section, this will	
	prompt you to enter your existing User ID and Password. After successful	
	authentication, you will be able to see e-Voting services under Value	
	added services. Click on "Access to e-Voting" under e-Voting services	
	and you will be able to see e-Voting page. Click on company name or	
	e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting	
	website of NSDL for casting your vote during the remote e-Voting period	
	or joining virtual meeting & voting during the meeting.	
	2. If you are not registered for IDeAS e-Services, option to register is available	
	at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal"	
	or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	

Type of Shareholders/ Members	Login Method	
	<ol> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com</u>/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless</li> </ol>	
Individual Shareholders/ Members holding securities in demat mode with CDSL	<ul> <li>voting experience.</li> <li>Existing users who have opted for Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or www.cdslindia.com and click on New System Myeasi.</li> </ul>	
	<ol> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol>	
	<ol> <li>If the user is not registered for Easi/Easiest, option to register is available at <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <u>www.cdslindia.com</u> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>	
Individual Shareholders/ Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

# Helpdesk for Individual Shareholders/ Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details	
Individual Shareholders/ Members holding	Members facing any technical issue in login can contact NSDL	
securities in demat mode with NSDL	helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.:	
	022–4886 7000.	
Individual Shareholders/ Members holding	Members facing any technical issue in login can contact CDSL helpdesk	
securities in demat mode with CDSL	by sending a request at helpdesk.evoting@cdslindia.com or contact at toll	
	free no. 1800 22 55 33.	

B) Login Method for e-Voting and joining virtual meeting for Shareholders/ Members other than Individual Shareholders/ Members holding securities in demat mode and Shareholders/ Members holding securities in physical mode.

# How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

i.e.	nner of holding shares Demat (NSDL or SL) or Physical	Your User ID is:
a)	For Members who hold shares in demat	
account with NSDL.		For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12*****.
b)	For Members who	16 Digit Beneficiary ID
hold shares in demat account with CDSL.		For example if your Beneficiary ID is 12*********** then your user ID is 12***********
c)	For Members holding shares in Physical Form.	,
		For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

4) Your User ID details are given below :

- 5) Password details for Shareholders/ Members other than Individual Shareholders/ Members are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders/ Members whose email ids are not registered.
- If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on <u>www.evoting.nsdl.com.</u>
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <u>ww.evoting.nsdl.com.</u>
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.
     co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8) Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

### <u>Step 2: Cast your vote electronically and join AGM on</u> <u>NSDL e-Voting system.</u>

# How to cast your vote electronically and join AGM on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote

#### **General Guidelines for Shareholders/ Members**

- Institutional Shareholders/ Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mansi@jmja.in with a copy marked to evoting@nsdl.co.in. Institutional Shareholders/ Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/ Members and

e-voting user manual for Shareholders / Members available at the download section of <u>www.evoting.nsdl.com</u> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

# Process for those Shareholders/ Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide 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 companysecretary\_wssl@ welspun.com or vinod.y@bigshareonline.com.
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 companysecretary\_wssl@welspun.com or vinod.y@bigshareonline.com. If you are an Individual Shareholders/ Members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders/ Members holding securities in demat mode.
- Alternatively Shareholder/ Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders/ Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders/ Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

# THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF 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 Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
- 3. Members 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.

 The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

# INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- Member will be provided with a facility to attend the 1. AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2. Shareholders/ Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 3. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, September 18, 2024.

Any person holding shares in physical form and nonindividual shareholders, who acquire shares of the Company and becomes a Member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date i.e. Wednesday, September 18, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remove e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using 'Forgot User Details / Password' or 'Physical User Reset Password' option available on www.evoting.nsdl.com or contact on Tel. no. 022 - 4886 7000. In case of Individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the notice and holding shares as on the cut-off date i.e. Wednesday, September 18, 2024, may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-voting system'.

4. Shareholders/ Members are encouraged to join the Meeting through Laptops / IPads for better experience.

- 5. Further Shareholders/ Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their Name, Demat Account Number/Folio Number, Email ID, Mobile Number at companysecretary\_wssl@welspun.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their Name, Demat Account Number/Folio Number, Email ID, Mobile Nut have queries may send their queries in advance 3 days prior to meeting mentioning their Name, Demat Account Number/Folio Number, Email ID, Mobile Number at companysecretary\_wssl@welspun.com. These queries will be replied to by the company suitably by email.
- Only those Shareholders/ Members, who are present in the AGM through VC/OAVM facility and have not casted 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.
- 9. If any Votes are cast by the Shareholders/ Members through the e-voting available during the AGM and if the same Shareholders/ Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders/ Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders/ Members attending the meeting.
- 10. Members who need guidance / help before or during the AGM with respect to use of technology, can send a request at evoting@nsdl.co.in or may contact at 022 4886 7000; or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or contact Ms. Sarita Mote, Assistant Manager, NSDL at the designated email ID: evoting@nsdl.co.in.

#### By Order of the Board of Directors

Date : August 27, 2024 Place: Mumbai Suhas Pawar Company Secretary ACS - 36560

Welspun Specialty Solutions Limited CIN: L27100GJ1980PLC020358 Registered Office: Plot No 1, G I D C Industrial Estate, Volia Read I hagadia

Valia Road, Jhagadia, Gujarat 393 110 Website: <u>www.welspunspecialty.com</u> Email ID: <u>companysecretary\_wssl@welspun.com</u>