

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: www.welspunspecialty.com

Tel: +91 -22-66136000 Fax: +91-22-2490 8020

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time.]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (**the “Act”**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the “Management Rules”**) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions if any, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “Listing Regulations”**), that the Resolutions appended below are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting). The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration. Member(s) are requested to read the instructions in the Notes under the section “Voting through electronic means”. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting, it shall be deemed to have been passed as Special Business at a General Meeting.

SPECIAL BUSINESS:

- 1. RE-APPOINTMENT OF AND PAYMENT OF REMUNERATION TO MR. ANUJ BURAKIA (DIN: 02840211) AS CEO & WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS.**

To consider and to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the

authorities while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Anuj Burakia (DIN: 02840211), as Whole Time Director of the Company, to be designated as “Chief Executive Officer & Whole Time Director” (CEO & WTD), liable to retire by rotation, with effect from July 29, 2024 for a period of 3 years, as recommended by the Nomination and Remuneration Committee and approved by the Board, at a remuneration of Rs. 250 Lakh (includes Rs.200 Lakh fixed component and Rs.50 Lakh variable component) per annum inclusive of all perquisites, allowances and gratuity with further liberty and power to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution), as it deem fit, to increase the remuneration up to 25% of the last drawn remuneration every year with effect from 1st July of the financial year commencing from the financial year 2024-2025.

RESOLVED FURTHER THAT the CEO & WTD shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of management and he will also perform such other duties as may be entrusted to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of the CEO & WTD, the Company has no profits or its profits are inadequate, the Company may pay to the CEO & WTD the above remuneration as the minimum remuneration in accordance with the provisions of Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps and do all other acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

2. APPOINTMENT OF MRS. DIPALI SHETH (DIN: 07556685) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FOUR CONSECUTIVE YEARS.

To consider and to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT Mrs. Dipali Sheth (DIN: 07556685) who was appointed by the Board as an Additional Director of the Company with effect from April 26, 2024 in terms of Section 161 of the Companies Act, 2013, (“Act”) and Articles of Association of the Company, and who is eligible for appointment and has consented to act as a director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(1)(b) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Dipali Sheth (DIN:07556685), who has submitted a declaration that she meets the

criteria for independence as provided under Section 149(6) of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of four (4) consecutive years commencing from April 26, 2024 to April 25, 2028.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors

**Sd/-
Suhas Pawar
Company Secretary
ACS - 36560**

**Date : June 21, 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: www.welspunspecialty.com
Email ID: companysecretary_wssl@welspun.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :

ITEM NO.1

Mr. Anuj Burakia (DIN: 02840211), aged 45 years, has been associated with the Company since May 28, 2015 and was re-appointed as the Whole Time Director by way of a special resolution passed by the Members at the Annual General Meeting held on August 31, 2021, for a period of three years with effect from July 29, 2021 at remuneration within the overall limit provided under Schedule V of the Act. Further, in view of the active involvement and effective performance of Mr. Burakia in transforming the Company, the Board of Directors at its meeting held on May 23, 2022, re-designated Mr. Burakia as the CEO & Whole Time Director of the Company. The present tenure of Mr. Anuj Burakia as CEO & Whole Time Director of the Company is due to expire on July 28, 2024.

Under the leadership of Mr. Burakia, the overall performance of the Company has improved significantly. Major steps taken by him towards new customer additions, plant accreditations, increase in production, foray into new geography etc. have resulted into a significant achievement in the financial turnaround of the business over the last three years. With his continuous efforts, commitment, dedication and skill of operational planning, the overall revenue of Company has grown up during the last three years. The Company has overcome with its losses and made a profit during the financial year ended March 31, 2024.

Considering the responsibilities being shouldered by Mr. Burakia and his valuable contributions towards the growth of the Company since his appointment as CEO & Whole Time Director, the Nomination and Remuneration Committee at its meeting held on April 26, 2024 recommended to the Board the re-appointment of Mr. Burakia as CEO & Whole Time Director for a period of three years w.e.f. July 29, 2024 on payment of remuneration as mentioned in the resolution set out at item no. 1. Accordingly, the Board of Directors at its meeting held on April 26, 2024 approved the re-appointment of CEO & Whole Time Director for a period of three years with effect from July 29, 2024 to July 28, 2027 on payment of remuneration in terms of the applicable provisions of the Act, subject to approval of the Members of the Company.

The Company has received requisite consent/disclosure(s) as required under the Act and Rules framed thereunder from Mr. Anuj Burakia for considering his re-appointment. Mr. Burakia also satisfies the conditions as set out in Section 196 and Schedule V of the Act for being eligible for re-appointment. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors. Further, Mr. Burakia is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

In case of inadequacy of profit or absence of profit under Sections 197, 198 of the Act, the aforesaid remuneration shall be paid to Mr. Burakia as the minimum remuneration in terms of Schedule V and other applicable provisions of the Act.

Details of directorship and the membership of Committees held by Mr. Burakia are as under:

| Company Name | Committee Type | Chairmanship / Membership |
|--|--|----------------------------------|
| Welspun Specialty Solutions Limited (Listed) | <ul style="list-style-type: none">• Stakeholder Relationship Committee• Risk Management Committee | Member Member |

| | | |
|--|------|------|
| Welspun Steel Resources Private Limited (Unlisted) | None | None |
| Welassure Private Limited (Unlisted) | None | None |

Mr. Burakia has not resigned from listed entities during the last three years. 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.

Disclosures pursuant to Section II of Part II of Schedule V of the Companies Act 2013:

I. General information:

- (1) Nature of industry: Specialty Steel/ Stainless Steel long products.
- (2) Date or expected date of commencement of commercial production: 1996.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

| Particulars | (Rs. in Lakhs) | | |
|---|----------------|---------|---------|
| | 2023-24 | 2022-23 | 2021-22 |
| Sales and other income | 71,817 | 43,259 | 18,241 |
| Profit/(Loss) before interest, depreciation and exceptional items | 7,733 | 3,148 | 74 |
| Interest and Financial Charges | 3,325 | 3,031 | 1,869 |
| Depreciation and Amortization | 1,548 | 1,491 | 1,449 |
| Profit/ (Loss) before exceptional items and tax | 2,860 | (1,374) | (3,244) |
| Profit/(Loss) before tax | 2,860 | (1,374) | (3,244) |

- (5) Foreign investments or collaborations, if any.: None

II. Information about the appointee:

(1) Background details: Mr. Anuj Burakia is a qualified Chartered Accountant having experience of over 21 years in the Steel industry. Mr. Burakia is aged about 45 years and has remained involved since the year 2002 with various businesses of Welspun group from time to time. Since 2008, he has been heading Steel business of the group namely Welspun Steel Limited and later at the Company as the CEO & Whole Time Director. He possesses very strong business acumen and exercises effective controls over end to end aspects of strategy, manufacturing, supply chain, marketing etc.

(2) Past remuneration: Rs. 250 Lakh (includes Rs.200 Lakh fixed component and Rs.50 Lakh variable component) per annum inclusive of all perquisites, allowances and gratuity from the Company with effect from July 1, 2023 up to July 28, 2024 and one time ex-gratia amount of Rs.41.75 Lakh which was paid in financial year 2023-24.

(3) Recognition or awards: Mr. Burakia won 'Best Energy Transition Initiative' award at India Stainless Steel Expo'23.

(4) Job Profile and suitability: Mr. Burakia has over 21 years of experience in the Steel industry. He possesses strong business insight and has been leading the overall business activities of the Company since 9 years. He has played a key role in turning around the business of the Company.

(5) Remuneration proposed: Rs. 250 Lakh (includes Rs.200 Lakh fixed component and Rs.50 Lakh variable component) per annum inclusive of all perquisites, allowances and gratuity with further liberty and power to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution), as it deem fit, to increase the remuneration upto 25% of the last drawn remuneration every year with effect from 1st July of the financial year commencing from the financial year 2024-2025.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the remuneration proposed is comparable with the similar position in the industry.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.:

Mr. Burakia is not related, directly or indirectly, to any other Director or Key Managerial Personnel of the Company. He holds 10,35,000 (0.20%) Equity Shares of the Company. Apart from holding position of the CEO & Whole Time Director and shareholding as disclosed, Mr. Burakia has no pecuniary relationship with the Company, directly or indirectly.

III. Other information:

(1) Reasons of loss or inadequate profits:

Various factors such as political boundaries, global recession, and increase in raw material prices may adversely affect the business growth of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company is expanding geographically with acquisition of new customers based in the existing market and foray into new markets. The Company has also developed and delivered successfully the new grade products in critical categories. The Company is confident of improving its performance and profitability over the coming years.

(3) Expected increase in productivity and profits in measurable terms:

The Company expects improvement in operational performance on the basis of building of order book position from domestic as well as international market for value added products. Further, the Company's continued thrust to improve operational efficiency and revenue is expected to result in sustainable cash flows.

The Board recommends passing of the special resolution as set out at item no.1 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Anuj Burakia 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 Special Resolution as set out at item no.1.

ITEM NO.2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 26, 2024 appointed Mrs. Dipali Sheth (DIN: 07556685) as an Additional Director who shall hold office on the Board of the Company till the date of the ensuing Annual General Meeting in terms of the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Company has received a declaration from the Director confirming that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that she is eligible to be appointed as an “Independent Director” of the Company and that she is not disqualified from being appointed as an Independent Director. The Company has also received a notice from a member of the Company under Section 160 of the Act proposing her appointment as an independent director.

Mrs. Sheth, aged 58 years, is a seasoned HR leader with three decades of experience spanning Human Resources, Strategy, Change Management, M&A, Transformational Growth, Divestment, Sales & Marketing and Coaching across the globe, including India, London, Singapore and Dubai, in complex and culturally diverse environments.

She has done B.A. (Hons.), Economics, from University of Delhi.

From 2008 to 2017, she was the Country Head of Human Resources at the Royal Bank of Scotland, India. She has worked at Procter & Gamble India for 6 years where she was the first woman leader to be hired in Sales function.

She built the vision and growth of Ashoka University at Sonipat, Haryana for 2 years and at Ashoka she also worked with Centre for Social Impact Planning and Centre for Social & Behavioural Change, which is funded by the Bill & Melinda Gates Foundation.

Details of directorship and membership of the Committees held by Mrs. Seth are as under:

| Sr. No. | Name of the Company | Member / Chairperson | Committees |
|---------|--|----------------------|-----------------|
| 1 | DFM Foods Limited (Unlisted) | Member | Audit Committee |
| 2 | Adani Wilmar Limited (Listed) | Member | Audit Committee |
| 3 | Bharat FIH Limited (Unlisted) | Member | Audit Committee |
| 4 | UTI Asset Management Company Ltd. (Listed) | - | - |
| 5 | Latent View Analytics Ltd. (Listed) | - | - |
| 6 | UTI Retirement Solutions Ltd. (Unlisted) | - | - |
| 7 | Spandana Sphoorthy Financial Ltd. (Listed) | - | - |
| 8 | Welspun Corp Limited (Listed) | - | - |

Details of resignation from listed entities during the last three years as under: None

The skills and capabilities required for the role and the manner in which the proposed person meets such requirements:

Mrs. Sheth brings credibility, integrity, stature and expertise within the HR domain which will add tremendous value to the Board.

In the opinion of the Board, Mrs. Dipali Sheth (DIN: 07556685) fulfills the criteria specified in the Act read with the rules made thereunder and Listing Regulations for being appointed as an Independent Director of the Company and is independent of the management. She does not hold any share in the Company.

Her appointment is effective from April 26, 2024, which was considered and approved by the Board of Directors at its meeting held on same day i.e. April 26, 2024. Accordingly, she has received sitting fees for attending the meeting of the Board of Directors from the Company till the date of notice.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members in electronic mode on sending a request at companysecretary_wssl@welspun.com.

In view of the above, it is proposed to appoint Mrs. Sheth as an Independent Director for a term of 4 (Four) consecutive years effective from April 26, 2024 to April 25, 2028, not being liable to retire by rotation.

The Board recommends passing of the special resolution as set out at item no.2 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Sheth and her 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 Special Resolution as set out at item no.2.

By Order of the Board of Directors

**Sd/-
Suhas Pawar
Company Secretary
ACS - 36560**

Date : June 21, 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: www.welspunspecialty.com

Email ID: companysecretary_wssl@welspun.com.

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, June 14, 2024** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020, No. 39/ 2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) issued by the Ministry of Corporate Affairs.
3. A copy of this Notice is also available on the Company’s website at www.welspunspecialty.com, website of BSE Limited (‘BSE’) at www.bseindia.com, and on the website of National Securities Depository Limited (‘NSDL’) at www.evoting.nsdl.com
4. The Board of Directors of the Company have appointed 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 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the votes cast by the members. After completion of the scrutiny, the Scrutinizer will submit the report to the Chairman and in his absence to any Director of the Company or the Company Secretary.
5. The resolutions will be taken as passed effectively on the last date specified for remote e-voting, if requisite majority of the shareholders had assented to the resolutions. The result of the Postal Ballot will be declared on **Monday, July 22, 2024** at the Corporate Office of the Company by the Chairman and in his absence by any Director of the Company or by the Company Secretary. After declaration, the result of the Postal Ballot will be posted on the Company’s website www.welspunspecialty.com; besides communicating the same to BSE Limited, where the shares of the Company are listed.
6. Resolutions passed by the members through postal ballot are deemed to have been passed as if those were passed at a General Meeting of the members.
7. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such e-voting instead of dispatching Postal Ballot Form. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on **Saturday, June 22, 2024** from 9:00 AM (IST) and shall end on **Sunday, July 21, 2024** at 05:00 PM (IST). E-voting shall not be allowed beyond the said date and time.

8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend, if declared by the Company, on time in line with the Circulars.
9. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with Company's RTA at Investor@bigshareonline.com or vinod.y@bigshareonline.com.
10. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Share Transfer Agent: Bigshare Services Private Limited Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093. Email ID: Investor@bigshareonline.com or vinod.y@bigshareonline.com.
11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
12. SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/PoD-1/P/CIR/2023/181 dated November 17, 2023 has notified common and simplified norms for processing investor's service request by the Registrars and Share Transfer Agents (RTAs) and norms for furnishing Permanent Account Number ("PAN"), Know Your Client ("KYC") details (Postal address with PIN, mobile number, email address, bank details, signature) and Nomination details in Form SH-13 at the earliest. The security holder(s) whose folio(s) have been updated with the aforementioned details, shall be eligible for any payment including dividend, interest or redemption payment in respect of such folio(s), only through electronic mode with effect from April 01, 2024. Shareholders are requested to note that whenever any payment including dividend, interest or redemption payment is due, it shall be made only through electronic mode upon complying with the requirements stated in para 4 of the Circular dated March 16, 2023.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Registrars and Share Transfer Agents (RTAs), in case the shares are held in physical form.
14. The members who wish to nominate, any person to whom his/her securities shall vest in the event of his/her death may do so by submitting the nomination Form available on the website of the Company to the Registrar and Transfer Agent or to the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

15. The e-voting period commences on **Saturday, June 22, 2024** from 9:00 AM (IST) and ends on **Sunday, July 21, 2024** at 05:00 PM (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Friday, June 14, 2024** may cast their votes electronically. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.

16. Voting through electronic means:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS users can visit the e-Services website of NSDL viz. 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. |

| | |
|---|---|
| | <ol style="list-style-type: none"> 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 held 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on |

| | |
|--|---|
| | <p>login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (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. |

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 holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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 whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
7. 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.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- 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

- Institutional shareholders (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 (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 query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of email IDs for e-voting for the resolutions set out in this notice:

1. 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 evoting@nsdl.co.in or suresh_kadam@welspun.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 evoting@nsdl.co.in or suresh_kadam@welspun.com.
3. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.](#)
4. 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.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors

**Sd/-
Suhas Pawar
Company Secretary
ACS - 36560**

**Date : June 21, 2024
Place: Mumbai**

Welspun Specialty Solutions Limited
CIN: L27100GJ1980PLC020358
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Email ID: companysecretary_wssl@welspun.com.