



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- 93110

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

To,
The Members,

NOTICE is hereby given that 40th Annual General Meeting of **Welspun Specialty Solutions Limited** (Formerly known as RMG Alloy Steel Limited) will be held via Video Conference or Other Audio-Visual Means on Wednesday, June 29, 2022, at 11.30 am to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2022 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Anuj Burakia (DIN: 02840211), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**.

“RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (having Firm Registration Number 012754N/N500016), be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, M/s. Pathak H.D. & Associates LLP, Chartered Accountants (having Firm Registration Number 107783W /W100593), to hold office from the conclusion of this i.e. 40th Annual General Meeting until the conclusion of 45th Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors of the Company in addition to the out-of pocket expenses as may be incurred by them during the course of the audit.”

SPECIAL BUSINESS

4. 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 re-enactment thereof for the time being in force), the total remuneration of Rs.40,000/- approved by the Board of Directors of the Company based on the recommendation of the Audit Committee to M/s. Kiran J. Mehta & Co. Cost Accountants (Firm Registration No. 000025), appointed as the Cost Auditors of the Company for the financial year ending March 31, 2023 and the other duties in accordance with the applicable legal provisions, be and is hereby ratified.”

5. To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) read with Schedule IV of the Act and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Ms. Amita Misra (holding DIN: 07942122), who was appointed as an additional director (independent) with effect from April 27, 2022 by the Board of Directors of the Company as recommended by the Nomination & Remuneration Committee and who holds office as such upto the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as prescribed under Section 149 of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four years upto April 26, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of the Company (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) 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.”

6. To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) read with Schedule IV of the Act and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. K.H. Viswanathan (holding DIN: 00391263), who was appointed as an additional director (independent) with effect from April 27, 2022 by the Board of Directors of the Company as recommended by the Nomination & Remuneration Committee and who holds office as such upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four years upto April 26, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of the Company (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) 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.”

7. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to Section 160 of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) and other applicable rules made pursuant to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Vipul Mathur (holding DIN: 007990476), who was appointed by the Board of Directors as an additional director of the Company with effect from April 27, 2022, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director of the Company, be and is hereby appointed a director of the Company whose office shall be liable to retirement by rotation.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of the Company (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) 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.”

8. To consider and, if thought fit, to pass the following resolution as an **special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members be and is hereby granted for adoption of new set of Articles of Association after following changes:

- a) deletion of Article 4A, 6A, 6B, 56A, 112A, 136A, 142(A), 142(B), 156(A), 156(B), 157, 175A and 183A.
- b) deletion of the words and symbols ““ASP” means Rajendra Mechanical Industries Limited and Doshi Group NRI.” and words and symbols ““Corporation” means Gujarat Industrial Investment Corporation Limited (GIIC) and its nominees, assigns and successors.” from the Articles 2;
- c) substitute the words “Seal of the Company, which shall be affixed in the presence of two Directors” with the words “under the signature of one Director” in the Article 19(a);
- d) addition of the words and symbols “, as specified in the Companies Act, 2013” after the words “candidate for that office” in the Article 133(1);
- e) deletion of the words “Provided always that the committee so appointed shall include at least one Corporation Director” from the Article 147;
- f) deletion of the words “Provided that a Selection Committee including therein at least one Corporation Director for recruitment of all categories of employees shall be constituted. Provided further that any appointment with a minimum remuneration of Rs. 6,000/- per month shall be by a resolution passed by the Board of Directors.” From the Article 152(16); and
- g) addition of the words and symbols “, if any” after the words “under the Seal of the company” in the Article 152(20).

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of the Company (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) 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.”

9. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Act”) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the recommendation by the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (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), to ratify/approve the transactions (including any

modifications, alterations or amendments thereto) entered into/ to be entered into by the Company in the ordinary course of business and on an arm's length basis with related Party/ies within the meaning of the Act and Listing Regulations, as per below framework:

Sr. No.	Particulars	Framework for terms of contract
1.	Name of the Related Party	Welspun Corp Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Welspun City, Village Versamedi, Taluka Anjar, Dist. Kutch, Gujarat – 370110 (“WCL”)
2.	Name of the Director or Key Managerial Personnel who is/may be related	Mr. Balkrishan Goenka – Chairman (Non-Executive) Mr. Vipul Mathur- Director of the Company and MD & CEO of WCL Ms. Amita Misra and Mr. K.H. Viswanathan (common Independent Directors)
3.	Nature of Relationship	WCL is the holding company of the Company holding 50.03% equity shares in the Company.
4.	Nature and particulars of the contract / arrangement	Availing of Loan /Inter Corporate Deposit (ICD)
5.	Material terms of the contract / arrangement	In line with prevailing market comparable rates on arm's length basis as may be mutually agreed.
6.	Monetary value of the contract / arrangement	Such amount as may be agreed between the Company and WCL. Provided however that the loan/ ICD amount shall not exceed Rs.200 Crore at any given point in time.
7.	Duration of the transaction	The tenor of loan will be for 36 months. The loan can be pre-paid or extended as per mutual agreement.
8.	The indicative base price or current contracted price and the formula for variation in the price, if any	The rate of interest as may be mutually agreed in line with prevailing comparable market rates on arm's length basis
9.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of the Company (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) 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.”

Place: Mumbai
Date: May 23, 2022

By Order of the Board

Sd/-
Rashmi Mamtura
Company Secretary
FCS- 8658

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

RESOLUTION NO. 2

Disclosures pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Mr. Anuj Burakia is a qualified Chartered Accountant having experience of about 20 years in steel industry. Mr. Burakia is aged 43 years and have 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 the Company as the 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.

Mr. Burakia is not related to any other director of the Company.

Names of the listed entities in which the person also holds the directorship and the membership of Committees of the board:

Company Name	Committee Type	Chairmanship / Membership
Welspun Specialty Solutions Limited* (Formerly known as RMG Alloy Steel Ltd)	Stakeholders Relationship Committee	Member
	Risk Management Committee	Member

* Shareholding of Mr. Anuj Burakia as on March 31, 2022: 10,35,000 Equity Shares.

Except Mr. Anuj Burakia, none of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the ordinary resolution at Resolution No. 2 of the accompanying Notice for approval by the Members of the Company.

RESOLUTION NO. 3

M/s. Pathak H.D. & Associates LLP, Chartered Accountants (Firm Registration No. 107783W /W100593) have been the auditors of the Company from the conclusion of 35th Annual General Meeting till the conclusion of 40th Annual General Meeting.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company proposes to appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (having Firm Registration Number 012754N/N500016) as the Auditors of the Company for the first term of five consecutive years and to hold office as such from the conclusion of this AGM until the conclusion of the 45th AGM of the Company. M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants have consented to the said appointment and issued a certificate to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Credential of the auditors as required under Reg. 36(5) of the SEBI (LODR), 2015:

M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) (the 'Firm') is a separate, distinct and independent member firm of the PW India Network of Firms which includes similarly situated independent Firms, each of which are registered with the Institute of Chartered Accountants of India. PW India Network of Firms cumulatively are more than 100 years old in India and

have offices in 14 cities in India - Mumbai, Ahmedabad, Bengaluru, Bhopal, Bhubaneswar, Chennai, Dehradun, Delhi NCR, Hyderabad, Jaipur, Kolkata, Patna, Pune, Raipur. The registered office of the Firm is at New Delhi.

There are 190+ partners and EDs working the PW Network Firm across India.

The Firm has a valid Peer Review certificate and has been subject to inspection by the Quality Review Board, as per the provisions of the Chartered Accountants Act, 1949.

The Firm serves some of the large clients, which includes listed entities, unlisted entities and Private Limited entities.

The Firm complies with the relevant requirements of quality control as per International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements; and Indian SQC 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.

They have also confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and do not have any pecuniary interest in the Company or its subsidiary and associate companies, except being statutory auditors, tax auditors in Welspun Corp Limited (the holding Company), Welspun Wasco Coatings Private Limited, Welspun Tradings Limited, Welspun Metallics Limited, Welspun DI Pipes Limited, Anjar TMT Steel Private Limited, and Mahatva Plastic Products and Building Materials Private Limited (Co-Subsidiaries of the Company).

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the ordinary resolution at Resolution No. 3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

RESOLUTION NO. 4

As provided under the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Board, at the recommendation of the Audit Committee, had appointed M/s. Kiran J. Mehta & Co., Cost Accountants as the Cost Auditors to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2023 and also to perform other duties under the applicable provisions of the law, on the total remuneration of Rs.40,000/- , subject to ratification by the Members in general meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the ordinary resolution at Resolution No. 4 of the accompanying Notice for approval by the Members of the Company.

RESOLUTION NO. 5

Ms. Amita Misra was appointed as an additional director (independent) on April 27, 2022 by the Board of Directors of the Company.

Profile of Ms. Amita Misra, aged 66 years

Education:

Post graduate in Economics – Jaipur University.

Certification from Harvard Business School (Boston), the National Defense College (New Delhi), the Indian Institute of Chartered Accountants (New Delhi) and the Indian School of Public Administration (New Delhi).

Key Expertise: Finance, Oversight, Procurement, Governance, Technical Cooperation, Framing Policy, Advocacy, Resource Mobilization etc.

The Board is of the view that Ms. Misra possess skills and capabilities required for the role.

Key Experience (over 40 years) –

Experience in various government, international organizations like – Additional Secretary Level in Government Comptroller and Auditor General, Director Department of Financial Services of United Nations Industrial Development Organization (“UNIDO”) during 2004-2010 and Director of Regional Programmes of UNIDO, etc. She last served as Director of the Department of Regional Bureau and Field Operations from 2010 until 2017.

She has been a member of the Committees on Standards at UN, Chair and Member of various governance, HR, Procurement and technical project approved committees.

She has written a Thesis for National Defense College, New Delhi.

Names of entities in which Ms. Misra holds the directorship and the membership of Committees of the board (along with listed entities from which she has resigned in the past three years)

Sr. No.	Name of the Company	Listed / Unlisted	Date of Appointment	Name of Committee	Member / Chairman	Date of Cessation
1.	Dalmia Bharat Sugar Industries Limited	Listed	29.08.2019	Audit Committee	Chairperson	-
				Finance Committee	Chairperson	
				CSR Committee	Chairperson	
				Nomination and Remuneration Committee	Chairperson	
2.	Welspun Corp Limited	Listed	07.08.2019	Audit Committee	Member	-
				Risk Management Committee	Chairperson	
3.	Welspun Tradings Limited	Unlisted	22.12.2020	CSR Committee	Member	14.05.2022
4.	Welspun Specialty Solutions Limited (Formerly known as RMG Alloy Steel Ltd)	Listed	27.04.2022	Audit Committee	Member	-
				Nomination and Remuneration Committee	Member	
				Risk Management Committee	Member	
				Stakeholders' Relationship Committee	Member	

Ms. Misra is not related to any of the directors of the Company and she holds NIL shares in the Company.

In terms of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”), Ms. Misra, being eligible, is proposed to be confirmed as an independent director for a period of four years upto April 26, 2026.

In the opinion of the Board, she fulfills the criteria specified in the Act and Rules made thereunder and SEBI (LODR) Regulations, 2015 for her appointment as an independent director of the Company and that she is independent of the management. Ms. Misra 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. A copy of the letter of appointment of Ms. Misra as an independent director setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would benefit the Company and it is therefore desirable to avail services of Ms. Misra as an independent director.

Except Ms. Misra, none of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the special resolution at Sr. No. 5 of the accompanying Notice for approval by the Members of the Company.

RESOLUTION NO. 6

Mr. K.H. Viswanathan was appointed as an additional director (independent) on April 27, 2022 by the Board of Directors of the Company.

Profile of CMA Viswanathan Hariharan Kollengode

Corporate Advisor (Age: 60 years)

Education:

Bachelor Degree of Commerce (B.Com) – Mumbai University

Associate Cost & Management Accountant (ACMA)- The Institute of Cost Accountants of India

Total Post Qualification Experience: 36+ Years

Key Expertise: Risk Advisory - Internal / Management / Forensic Audits & Tax Advisory and Corporate Structuring, M & A - Due Diligence (Accounting & Tax), Corporate Governance & Legal Compliances.

The Board is of the view that Mr. Viswanathan possess skills and capabilities required for the role.

Key Experience (over 40 years) –

- **As Corporate Adviser** – Has been advising some large and medium Companies (both Listed and Unlisted in Manufacturing, Global Trading, Information Technology and Services) in areas such as
 - o IA strategy, ERM/IFC, Digital/IT Audit strategies & approach, SOP etc.
 - o M & A / Business – Corporate Restructuring – Due diligence, Structuring and related tax and legal advisory.
 - o Corporate Governance practices (SEBI / MCA guidelines) – Process structuring, effectiveness improvement & compliance in related areas
 - o Management effectiveness review in select areas – benchmarking / suggestions for improvements
 - o Board evaluation policies and practices,

- **From 1982 – 1998** has worked in Industry (both Manufacturing & Services sector) in senior management positions heading the Finance, Accounting and Commercial functions of leading business groups such as Essar Group, Shogun Group, GKW Ltd, TCI Limited, Garware group, Bharat Gears Ltd etc.
- **As an Independent Director on Board** of Directors (including in Audit Committee, Risk Management Committee, Nomination & Remuneration Committee, Investor Grievances Committee & CSR Committees) of some leading listed / unlisted companies with Global Operations in the areas of heavy engineering, textiles, power generation, facilities management etc.

Names of entities in which Mr. Viswanathan holds the directorship and the membership of Committees of the board (along with entities from which he has resigned in the past three years)

Sr. No.	Name of the Company	Listed / Unlisted	Date of appointment	Name of Committee	Member / Chairman	Date of cessation
1.	Welspun Corp Limited	Listed	28-10-2002	Share Transfer and Investor's Grievance and Stakeholders Relationship Committee	Chairman	-
				Nomination and Remuneration Committee	Chairman	
				Audit Committee	Chairman	
				ESG & CSR Committee	Chairman	
				Risk Management Committee	Member	
2.	AYM Syntex Limited (Formerly known as Welspun Syntex Limited)	Listed	31-07-2015	Audit Committee	Member	-
				Nomination and Remuneration Committee	Member	
3.	Welspun Wasco Coatings Private Limited	Unlisted	21-10-2015	-	Director	-
4.	Welspun Captive Power Generation Limited	Unlisted	30-07-2016	Audit Committee	Chairman	-
				Nomination and Remuneration Committee	Chairman	
				Corporate Social Responsibility Committee	Chairman	
5.	Welspun Anjar SEZ Limited	Unlisted	28-09-2016	Audit Committee	Chairman	-
				Nomination and Remuneration Committee	Chairman	
6.	Welspun Global Brands Limited	Unlisted	30-08-2011	-	Director	30-10-2020
7.	Welspun Tradings Limited	Unlisted	13-12-2012	-	Director	19-12-2020
8.	Welspun Specialty Solutions Limited	Listed	27-04-2022	Audit Committee	Chairman	-

	(Formerly known as RMG Alloy Steel Ltd)			Nomination and Remuneration Committee	Chairman	
				Risk Management Committee	Chairman	
				Stakeholders' Relationship Committee	Chairman	

Mr. Viswanathan is not related to any of the directors of the Company and he holds NIL shares in the Company.

In terms of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Viswanathan, being eligible, is proposed to be confirmed as an independent director for a period of four years upto April 26, 2026.

In the opinion of the Board, he fulfills the criteria specified in the Act and Rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an independent director of the Company and that he is independent of the management. Mr. Viswanathan 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. A copy of the letter of appointment of Mr. Viswanathan as an independent director setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his association would benefit the Company and it is therefore desirable to avail services of Mr. Viswanathan as an independent director.

Except Mr. Viswanathan, none of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the special resolution at Sr. No. 6 of the accompanying Notice for approval by the Members of the Company.

RESOLUTION NO. 7

Mr. Vipul Mathur (holding DIN: 007990476) was appointed as an additional director (non-executive, non-independent) w.e.f. April 27, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013, to hold office up to the date of the 40th Annual General Meeting. Mr. Vipul Mathur's appointment as director (non-executive, non-independent) of the Company is placed for approval by the Members. His office will be liable to retire by rotation in accordance with the provisions of Section 160 and will be subject to other applicable provisions of the Companies Act, 2013. The Board is of the view that presence of Mr. Vipul Mathur on the Board would be beneficial to the Company and hence recommends Resolution No.7 for approval by Members.

Profile of Mr. Vipul Mathur (Aged 52 years)

Education: Science Graduate, Post Graduate (MBA-Marketing)

Key Expertise: Strategy, Finance, Marketing and Contract Management, Commercial, Legal & Procurement, Digital Transformation, Greenfield project

Key Experience (over 30 years) –

Mr. Vipul Mathur is a seasoned professional with experience across sectors including Carbon Steel Line Pipes, Plates and Coils, Ductile Iron Pipes, Stainless Steel Tubes, TMT rebars, Heavy Engineering Goods, among others.

Before starting his stint at Welspun Group in 2001, Mr. Mathur amassed experience in the fields of heavy electrical equipment, pipe manufacturing, Oil & Gas, etc. over a total of 11 years. Mr. Mathur has been associated with the Welspun Group for over two decades and has played a variety of leadership roles, namely, Global Marketing Head, Plate & Coil Mill Division Head, Business Unit Head - EMENA, Business Unit Head – India & APAC & Business Unit Head – Americas, and Chief Operating Officer – Welspun Corp Ltd. (WCL - holding company of the Company).

Mr. Mathur assumed the position of MD and CEO, WCL in 2018, and under his leadership, WCL has successfully catered to some of the most critical pipeline projects in the world.

The above experience and qualities makes him suitable for appointment as a director of the Company.

Names of entities in which Mr. Mathur holds the directorship and the membership of Committees of the board (along with entities from which he has resigned in the past three years)

Sr. No.	Name of the Company	Listed / Unlisted	Date of Appointment	Name of Committee	Member / Chairman	Date of Cessation
1.	Welspun Corp Limited	Listed	01.12.2017	Risk Management Committee	Chairman	-
				Share Transfer & Investor Grievance and Stakeholders' Relationship Committee	Member	
				ESG and CSR Committee	Member	
				Finance & Administration Committee	Member	
2.	Welspun Metallics Limited	Unlisted	23.03.2021	-	-	-
3.	Welspun DI Pipes Limited	Unlisted	23.03.2021	-	-	-
4.	Welspun Wasco Coatings Private Limited	Unlisted	22.01.2018	-	-	02.04.2021
5.	Gladiator Consultancy Private Limited	Unlisted	30.03.2022	-	-	-
6.	Welspun Specialty Solutions Limited (Formerly known as RMG Alloy Steel Ltd)	Listed	27.04.2022	Risk Management Committee	Member	-
				Stakeholders' Relationship Committee	Member	
7.	Welspun Pipes Inc (USA)	Unlisted	01.03.2019	-	-	-
8.	Welspun Tubular LLC (USA)	Unlisted	01.03.2019	-	-	-

9.	Welspun Global Trade LLC (USA)	Unlisted	01.03.2019	-	-	-
10.	East Pipes Integrated Company for Industry (Kingdom of Saudi Arabia)	Listed on Saudi Stock Exchange	10.06.2013	-	-	-

Mr. Mathur is not related to any of the directors of the Company and he holds NIL shares in the Company.

Mr. Mathur 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.

Except Mr. Mathur, none of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the ordinary resolution at Sr. No. 7 of the accompanying Notice for approval by the Members of the Company.

RESOLUTION NO. 8

Some of the Articles in the Articles of Association of the Company were inserted on account of earlier investors who are no more invested in the Company. Therefore, those articles been rendered redundant after their exit. Accordingly, Articles 4A, 6A, 6B, 56A, 112A, 136A, 142(A), 142(B), 175A and 183A are proposed to be deleted and Articles 2, 147 and 152(16) are proposed to be amended suitably to delete the redundant provisions.

Further, a common seal is no longer mandatory as per the provisions of the Companies Act 2013, your management is of the opinion that use of common seal can be eliminated and hence, Articles 156(A), 156(B) and 157 are proposed to be deleted and suitable amendments are proposed in Article 19(a) and 152(20).

Further, Article 133 (1) is proposed to be amended in order to align the procedure of notice of candidature for office of Director in line with Companies Act 2013.

Pursuant to Section 14 of the Companies Act, 2013, a company may alter its articles by a special resolution. Accordingly, the approval of the Members is required for effecting the above amendments to the Articles of Association of the Company.

A draft of the altered Articles of Association will be available for inspection at the Registered Office as well at the Corporate Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturday and Sunday and also uploaded on the website of the Company until the date of the meeting and will also be available for inspection at the meeting.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the special resolution at Sr. No. 8 of the accompanying Notice for approval by the Members of the Company.

RESOLUTION NO. 9

Welspun Corp Limited (WCL), being the holding company, provides financial assistance to the Company from time to time for the Company's general business purposes including capital expenditure. The

Company proposes to increase the existing limit of transactions with WCL in the nature of Loan/ ICD from Rs.25 Crore to an amount not exceeding Rs.200 Crore at any given point in time.

This arrangement would enable the Company to borrow unsecured funds needed for its working capital and would also provide support for the Company's growing business needs.

Since the proposed arrangement between the Company and WCL would be in the nature of unsecured loan / inter corporate deposit, it would be an arrangement in the ordinary course of business of the Company. Further, the interest payable on such loan /inter corporate deposits shall be determined in line with prevailing market comparable rates on arm's length basis as may be mutually agreed. Hence, the transaction proposed for Members' approval is in ordinary course and at an arm's length.

Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') exempts a company from obtaining consent of the Board of Directors and the Members in case the related party transactions entered into by the Company are in the ordinary course of business and on arm's length basis.

However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires approval of the Members through a resolution for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis, if the same is not exempt under Regulation 23(5) of the Listing Regulations. For this purpose, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements.

The proposed arrangement, taken together with previous transactions during the current financial year, is estimated to exceed ten percent of the annual turnover of the Company as per the last audited financial statements, therefore, the approval of the Members is required.

Information required to be given in the explanatory statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the SEBI Circular Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 forms part of the resolution and /or this explanatory statement.

Except for Mr. Balkrishan Goenka, Mr. Vipul Mathur, Ms. Amita Misra and Mr. K.H. Viswanathan, none of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested (financially or otherwise) in the resolution.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the ordinary resolution at Sr. No. 9 of the accompanying Notice for approval by the Members of the Company.

Members' approval is sought by way of ordinary resolution proposed under Resolution No. 9 of the accompanying Notice in terms of Regulation 23 of the Listing Regulations. All the related parties are not entitled to vote on this resolution.

Place: Mumbai
Date: May 23, 2022

By Order of the Board

Sd/-
Rashmi Mamtura
Company Secretary
FCS- 8658

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021 and General Circular No. 2/2022 dated 05.05.2022 (the "Circulars") through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In compliance with the Circulars, the Annual Report 2021-22, 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).
3. A statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Since the General Meeting 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.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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.
6. Members who have cast their votes by remote e-voting prior to the General Meeting may participate in the General Meeting 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.
7. 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.
8. 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 Companies Act, 2013.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, 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.
10. In line with MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.welspunspecialty.com/notice.php>. The Notice

can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular Nos. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021 and General Circular No. 2/2022 dated 05.05.2022 issued by MCA.
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 General Meeting. 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 General Meeting, i.e. June 29, 2022. 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 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 update their complete bank account details with their depositories where shares are held in dematerialized mode and in other cases - with Registrar & Share Transfer Agent ("RTA") of the Company i.e. Bigshare Services Private Limited by sending the request at vinod.y@bigshareonline.com along with a copy of the request letter signed by the Members mentioning the name, folio number, bank account details, self-attested copy of PAN card and cancelled cheque leaf.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants and Members holding shares in physical form can submit their PAN details to the Company.
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 by submitting the attached E-mail Registration-Cum Consent Form to the Company or the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other document in electronic form at the said e-mail address.
17. The Shareholders / Members who wish to nominate, any person to whom his securities shall vest in the event of his death, may do so by submitting the attached Nomination Form (Form SH - 13) to the Company or the Registrar and Transfer Agent of 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.
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, Registrar and Transfer Agent, for consolidation into a single folio.

19. The Notice for the Annual General Meeting 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 Annual General Meeting. 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 General Meeting.
21. M/s Miheh Halani and Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to 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 general meeting, 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 forty eight hours of the conclusion of the General Meeting, 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 Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.welspunspecialty.com, 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 result 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 GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, June 26, 2022 at 9:00 am and ends on Tuesday, June 28, 2022 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, June 22, 2022, 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, June 22, 2022.

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 securities in demat mode with NSDL .	<ol style="list-style-type: none"> Existing IDeAS user 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 or joining virtual meeting & voting during the meeting. 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 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 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 & voting during the meeting. 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>    </div>
Individual Shareholders/ Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders/ Members 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 022-23058738 or 022-23058542-43

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?

- 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/ Members other than Individual Shareholders/ Members 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/ Members 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:

- a) 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.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- d) 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1) 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.
- 2) 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.
- 5) 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
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for Shareholders/ Members

1. 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 mihenhalani@gmail.com 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 www.evoting.nsdl.com 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:

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 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.

3. 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.
4. 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:

1. Member will be provided with a facility to attend the 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. Shareholders/ Members are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further Shareholders/ Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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 number at

companysecretary_wssl@welspun.com. These queries will be replied to by the company suitably by email.

7. 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.
8. 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.

Place: Mumbai
Date: May 23, 2022

By Order of the Board

Sd/-
Rashmi Mamtura
Company Secretary
FCS- 8658

Registered Office of the Company:

Plot No.1, G.I.D.C Industrial Estate, Valia Road,
Jhagadia, Dist. Bharuch, Gujarat – 393110
Corporate Identity Number: L27100GJ1980PLC020358
E-mail: companysecretary_wssl@welspun.com
Website: www.welspunspecialty.com

WELSPUN SPECIALTY SOLUTIONS LIMITED
(Formerly known as RMG Alloy Steel Ltd)

CIN : L27100GJ1980PLC020358

Registered Office : Plot No 1, G I D C 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

Shareholders' Detail Updation-Cum-Consent Form

To,
The Company Secretary,
Welspun Specialty Solutions Limited,
(Formerly known as RMG Alloy Steel Ltd)
Plot No 1, G I D C Industrial Estate, Valia Road,
Jhagadia, Dist. Bharuch, Gujarat-393110

I/ we the member(s) of the Company do hereby request you to kindly register/ update my e-mail address with the Company. I/ We, do hereby agree and authorize the Company to send me/ us all the communications in electronic mode at the e-mail address mentioned below. Please register the below mentioned e-mail address / mobile number for sending communication through e-mail/ mobile.

Folio No.	:	DP – ID	:	Client ID	:
Name of the Registered Holder (1 st)		:			
		:			
Name of the joint holder(s)		:			
		:			
Registered Address		:			
		:			
		Pin:			
Mobile Nos. (to be registered)		:			
E-mail Id (to be registered)		:			
Bank Account detail		:			
Name of the Bank		:			
Account Number		:			
Address of the Branch		:			
IFSC Code		:			
MICR Code		:			

Signature of the member(s)*

* Signature of all the Members is required in case of joint holding.

Form No. SH-13
Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
Welspun Specialty Solutions Limited,
(Formerly known as RMG Alloy Steel Ltd)
Plot No 1, G I D C Industrial Estate, Valia Road,
Jhagadia, Dist. Bharuch, Gujarat-393110

I/ We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s) _____

Signatures: _____

Witness with name and address: _____

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
 2. The nomination can be made by individuals only. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
 3. A minor can be nominated by a holder of Shares and in that event the name and address of the Guardian shall be given by the holder.
 4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
 5. Transfer of Shares in favor of a nominee shall be a valid discharge by a Company against the legal heir(s).
 6. Only one person can be nominated for a given folio.
 7. Details of all holders in a folio need to be filled; else the request will be rejected.
 8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
 9. Whenever the Shares in the given folio are entirely transferred or dematerialized, then this nomination will stand rescinded.
 10. Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
 11. The nomination can be varied or cancelled by executing fresh nomination form.
 12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
 13. The intimation regarding nomination / nomination form shall be filed in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Members.
 14. For shares held in dematerialized mode nomination is required to be filed with the Depository Participant in their prescribed form.
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