

# Welspun<sup>w</sup> INVESTMENTS & COMMERCIALS LIMITED

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat - 370 110

Telephone: 91 2836 661111 Fax : 91 2836 279010

Corp. Office: Welspun House, 7<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower

Parel, Mumbai 400013 Tel: 91 22 66136000 Fax : 91 22 24908020

CIN - L52100GJ2008PLC055195

Email id - [companysecretary\\_wln@welspun.com](mailto:companysecretary_wln@welspun.com),

Website - [www.welspuninvestments.com](http://www.welspuninvestments.com)

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## POSTAL BALLOT NOTICE

**(Pursuant To Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (**the "Act"**) read with Rule 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 is 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. Members 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, they shall be deemed to have been passed as Special Business at the General Meeting.

### SPECIAL BUSINESS:

**1) Appointment of Mrs. Amita Karia (DIN: 07068393) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, Mrs. Amita Karia (DIN: 07068393), who was appointed by the Board of Directors of the Company as an Additional Independent Director of the Company with effect from January 31, 2024 and who meets the criteria for independence as provided under Section 149(6) of the Act along with the rules framed

thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 4 (Four) consecutive years from January 31, 2024 to January 30, 2028.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including filing of e-Form's and intimations with the Registrar of Companies and the stock exchange(s), as may be considered necessary, proper, desirable or expedient to give effect to this resolution."

**2) Appointment of Mr. Sitaram Somani (DIN: 00005017) as an Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, Mr. Sitaram Somani (DIN: 00005017), who was appointed by the Board of Directors of the Company as an Additional Independent Director of the Company with effect from January 31, 2024 and who meets the criteria for independence as provided under Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 4 (Four) consecutive years from January 31, 2024 to January 30, 2028.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including filing of e-Form's and intimations with the Registrar of Companies and the stock exchange(s), as may be considered necessary, proper, desirable or expedient to give effect to this resolution."

**By Order of the Board**

Place: Mumbai  
Date: March 15, 2024

**Amol Nandedkar**  
**Company Secretary**  
**ACS-23661**

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

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**Item No. 1 - Appointment of Mrs. Amita Karia (DIN: 07068393) as an Independent Director of the Company.**

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on January 31, 2024, subject to the approval of shareholders, appointed Mrs. Amita Karia (DIN: 07068393), as the Additional Director (in capacity of Independent Director) of the Company, with effect from January 31, 2024 for a term of four years.

The Board has formed an opinion that Mrs. Karia is a person of integrity and possesses relevant expertise and experience. The Board considers that this association would be of immense benefit to the Company and it is therefore desirable to avail services of Mrs. Amita Karia as an Independent Director. Accordingly, in terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Karia being eligible, offers herself for appointment and the Board recommends the resolution in relation to the appointment of Mrs. Karia as an Independent Director, for the approval by the members of the Company, for four consecutive years with effect from January 31, 2024.

Except Mrs. Karia, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

Copy of the draft letter for appointment of Mrs. Karia as an Independent Director setting out the terms and conditions would be available for inspection upto April 21, 2024 without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday & Sunday.

**Item No. 2 - Appointment of Mr. Sitaram Somani (DIN: 00005017) as an Independent Director of the Company.**

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on January 31, 2024, subject to the approval of shareholders, appointed Mr. Sitaram Somani (DIN: 00005017), as Additional Director (in capacity of Independent Director) of the Company, with effect from January 31, 2024 for a term of four years.

Mr. Somani possesses requisite skills, experience, knowledge, and capabilities identified by the Board and required for the role of independent Director of the Company. Accordingly, in terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Somani being eligible offers himself for appointment and the Board recommends the resolution in relation to the appointment of Mr. Somani as an Independent Director, for the approval by the members of the Company, for four consecutive years with effect from January 31, 2024.

In terms of Regulation 17(1A) of SEBI Listing Regulations, consent of the members by way of special resolution is required for appointment or continuation of Directorship of an Independent Director, beyond the age of 75 Years. Mr. Somani has attained the age of 75 years and approval of members will be required for continuation of his directorship till expiry of his current term with effect from January 31, 2024 notwithstanding that he has attained the age of 75 years.

Except Mr. Somani, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Copy of the draft letter for appointment of Mr. Somani as an Independent Director setting out the terms and conditions would be available for inspection upto April 21, 2024 without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday & Sunday.

**By Order of the Board**

Place: Mumbai  
Date: March 15, 2024

**Amol Nandedkar**  
**Company Secretary**  
**ACS-23661**

**Details of Directors seeking appointment / re-appointment in the forthcoming General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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**Annexure 1**

**Mrs. Amita Karia (DIN: 07068393)**

Name	Amita Sachin Karia
Date of Birth	09/10/1987
Age	36 years
Date of Appointment	31/01/2024
Qualifications	Company Secretary and LL.B
Nature of his expertise in specific functional areas	Mrs. Amita Karia is a fellow member of Institute of Company Secretaries of India (ICSI) Company Secretary and a law graduate from University of Mumbai. She is one of the leading professionals in the industry looking into matters related to Corporate Governance, transaction advisory, secretarial audit and corporate advisory services. She has more than a decade of experience handling critical corporate governance, Companies Act/SEBI and FEMA compliances, transaction advisory matters, due diligence matters etc. She has also had a good experience working with various law firms and other advisory firms on matters related to stressed assets. She has also served as independent as well as a non-executive director on Board of various Multinational Companies as well as listed entities in India.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	Flora Fountain Properties Limited, Konstelec Engineers Limited, Relcon Infraprojects Limited
No. of shares held in the Company	NIL
No. of Board meetings attended	N.A.

## Annexure 2

### Mr. Sitaram Somani (DIN: 00005017)

Name	Sitaram Somani
Date of Birth	23/01/1948
Age	76 years
Date of Appointment	31/01/2024
Qualifications	B.com and Chartered Accountant
Nature of his expertise in specific functional areas	Manufacturing, Steel and Pipe Industry, Sugar and Chemical Industry and Textile Industry for over thirty five years. Accounts, costing, and internal audit for over ten years in various entities. Project management and implementation.
Disclosure of relationships with other Directors and Key Managerial Personnel	None
Names of companies in which the person also holds the directorship	NIL
No. of shares held in the Company	NIL
No. of Board meetings attended	N.A.

#### 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, March 15, 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. The Board of Directors of the Company has appointed Mr. Sunil Zore, Proprietor of M/s. SPZ & Associates, 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 his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company or the Company Secretary.
4. The resolution will be taken as passed effectively on the last date specified for remote e-voting, if the result of the Postal Ballot indicates that the requisite majority of the

shareholders had assented to the resolution. The result of the Postal Ballot will be declared on or before **Tuesday, April 23, 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.welspuninvestments.com](http://www.welspuninvestments.com), besides communicating the same to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

5. Resolution passed by the members through postal ballot is deemed to have been passed as if those were passed at a General Meeting of the members.
6. 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, March 23, 2024** from 9:00 AM (IST) and shall end on **Sunday, April 21, 2024** at 05:00 PM (IST). E-voting shall not be allowed beyond the said date and time.
7. 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 on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
8. 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 the Company's RTA at [investor.ndmlrta@nsdl.com](mailto:investor.ndmlrta@nsdl.com). Members may provide their details in the sheet annexed to this Notice.
9. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Share Registrar and Transfer Agent : NSDL Database Management Limited., Unit: Welspun Investments and Commercials Limited, Address : 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013 Tel No: 022 - 49142700/ 2578/ 2589, Fax: 022 - 49142503 Email- [investor.ndmlrta@nsdl.com](mailto:investor.ndmlrta@nsdl.com).
10. 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).
11. 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 and [SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37](#) dated March 16, 2023 has

notified common and simplified norms for processing investor's service request by the Registrars and 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 frozen shall be eligible for any payment including dividend, interest or redemption payment in respect of such frozen folios, 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 and it shall be made only through electronic mode upon complying with the requirements stated in para 4 of the Circular dated March 16, 2023.

12. 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 RTA, in case the shares are held in physical form.
13. The 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 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.

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

1. The e-voting period commences on **Saturday, March 23, 2024** from 9:00 AM (IST) and shall end on **Sunday, April 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, March 15, 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.
2. 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

- 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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**

1. 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 [cssunilzore@gmail.com](mailto:cssunilzore@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto: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 e mail ids for e-voting for the resolution 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](mailto:evoting@nsdl.co.in) or [suresh\\_kadam@welspun.com](mailto: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](mailto:evoting@nsdl.co.in) or [suresh\\_kadam@welspun.com](mailto: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](mailto: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.

3. In order to ensure better and timely communication between the Company and the shareholders and to ensure the receipt of dividend and/or any other consideration timely, fast and easily and more importantly, to avoid fraudulent encashment of warrants, the shareholders are requested to update their details by using the following procedure mentioned in the table below:

<b>Updation</b>	<b>Procedure</b>	<b>Documents</b>
Email Id and PAN	<b>Physical Holding:</b> You can directly upload details on the website of NSDL Database Management Limited – Registrar and Transfer Agents or send an email to investor.ndmlrta@nsdl.com. Alternatively, send an email to companysecretary_winl@welspun.com	A signed request letter mentioning your folio no. and the email id / PAN (self-attested copy) that is to be registered
	<b>Demat Holding:</b> Update the email id / PAN through your Depository Participant	
	<b>Additional Documents Required :</b>  <b>In case of Non-resident Shareholders:</b> Declaration of No Permanent Establishment, Tax Residency Certificate and Form 10F  <b>In case of Mutual Fund registered with SEBI :</b> Exemption Certificate u/s 10 (23D) issued by Income Tax Authority.	
Bank Mandate	<b>Physical Holding:</b> You can directly upload details on the website of NSDL Database Management Limited – Registrar and Transfer Agents or send an email to investor.ndmlrta@nsdl.com. Alternatively, send an email to Company’s email id <a href="mailto:companysecretary_winl@welspun.com">companysecretary_winl@welspun.com</a> .	A signed request letter mentioning your folio no., cancelled cheque and self-attested PAN copy
	<b>Demat Holding:</b> Update the Bank mandate through your Depository Participant	
To ensure continuous compliance with the requirements of applicable law, we request you to please provide us with your alternative postal address in India, wherever applicable. This address can be utilized by the Company for the purposes of mailing certain documents/information that may be required in terms of applicable law, including without limitation, the Companies Act, 2013.		
Postal Address in India, wherever applicable	<b>Physical Holding:</b> You can send an email to NSDL Database Management Limited – Registrar and Transfer Agents or send an email to investor.ndmlrta@nsdl.com. Alternatively, send an email to Company’s email id <a href="mailto:companysecretary_winl@welspun.com">companysecretary_winl@welspun.com</a>	A signed request letter mentioning your postal address in India
	<b>Demat Holding:</b> Update the postal address in India through your Depository	

	Participant
<b>Dematerialization of shares:</b>	
In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, the requests for transfer of securities held in physical form, except transmission or transposition of securities, cannot be processed after March 31, 2019. In view of this and to avail various benefits of dematerialization, shareholders are advised to dematerialize the shares held by them in physical form at the earliest.	

**By Order of the Board**

**Place: Mumbai**  
**Date: March 15, 2024**

**Amol Nandedkar**  
**Company Secretary**  
**ACS-23661**

**E-mail Registration-Cum-Consent Form**

To,  
The Company Secretary,  
Welspun Investments and Commercials Limited,  
Welspun City, Village Versamedi,  
Taluka Anjar, Dist. Kutch,  
Gujarat, Pin – 370110.

I/ We the members 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(1st):.....

Name of the joint holder(s) (2nd): .....(3rd):.....

Registered Address: .....

.....Pin: .....

Mobile Nos. (to be registered): .....

Email id (to be registered): .....

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Signature of the Shareholder(s)\*

\* Signature of all the shareholders 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 Investments and Commercials Limited  
Welspun City, Village Versamedi,  
Taluka Anjar, Dist. Kutch,  
Gujarat, Pin - 370110.

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 favour 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 dematerialised, 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 Shareholders.
14. For shares held in dematerialised mode nomination is required to be filed with the Depository Participant in their prescribed form.