

WELSPUN SPECIALTY SOLUTIONS LIMITED

(Formerly known as RMG Alloy Steel Limited)

CIN : L27100GJ1980PLC020358

Regd. Office : Plot No.1, GIDC Industrial Estate, Valia Road, Dist. Bharuch, Jhagadia 393110, Gujarat

Corporate Office : 5th Floor, Welspun House, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013, Maharashtra

Email : companysecretary_wssl@welspun.com Website: www.welspunspecialty.com

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

POSTAL BALLOT NOTICE

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

Commencement of Remote e-voting	End of Remote e-voting
Saturday, January 18, 2025 from 9:00 a.m. (IST)	Sunday, February 16, 2025 to 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to and in compliance with the provisions of Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, read with the General Circular No. 09/2024 dated September 19, 2024 along with other relevant General Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter referred to as “**MCA Circulars**”) from time to time, and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Members of Welspun Specialty Solutions Limited (“**the Company**”) that the resolution appended below is proposed to be passed by the Members through Postal Ballot by remote e-voting process only (“**remote e-voting**”).

In view of the prevailing MCA Circulars, voting on the resolution covered in the Notice will take place through remote e-voting only and no physical ballots will be collected. Please refer to detailed instructions for remote e-voting explained in “Notes” to this Postal Ballot Notice (“**Notice**”).

Pursuant to the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories/ RTA. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. If your e-mail address is not registered with the Company / Depositories/ RTA, please follow the process provided in the Notes to receive this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services

of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company and the Stock Exchange.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the ‘Notes’ section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting which shall commence on Saturday, January 18, 2025 at 9:00 am (IST) and shall end on Sunday, February 16, 2025 at 5:00 p.m. (IST). The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The explanatory statement pursuant to Section 102 read with Section 110 of the Act, and the relevant information required under Regulation 36(3) of the Listing Regulations pertaining to the resolution seeking appointment of Independent Director of the Company, setting out the material facts and reasons thereof, is appended to this Notice.

The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, January 18, 2025 and ends at 05:00 p.m. (IST) on Sunday, February 16, 2025.

The Board of Directors of your Company, has appointed Ms. Mansi Damania of M/s. JMJA & Associates LLP, Company Secretaries (FCS:7447 CP:8120), or failing her Mr. Jigar Shah of M/s. JMJA & Associates LLP, Company Secretaries (FCS: 8918 CP: 13936) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman or any person authorised by him, upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner. The results of the remote e-voting will be announced on or before Monday, February 17, 2025.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited (BSE) where the Equity Shares of the Company are listed. Additionally, the voting results will also be uploaded on the Company’s website and on the website of NSDL.

SPECIAL BUSINESS

Appointment of Mr. Ravindra Pandey (DIN: 07188637) 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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Ravindra Pandey (DIN: 07188637), who was appointed as an Additional Director, designated as an Independent Director of the Company, with effect from November 23, 2024, being eligible and fulfilling the criteria of independence as provided in the Act and Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three consecutive years commencing from November 23, 2024 till November 22, 2027 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

Suhas Pawar
Company Secretary
Membership No.: ACS 36560

Place: Mumbai
Date: January 15, 2025

Welspun Specialty Solutions Limited

CIN: L27100GJ1980PLC020358

Registered Office:

Plot No 1, G I D C Industrial Estate,
Valia Road, Dist. Bharuch,
Jhagadia 393 110, Gujarat

Website: www.welspunspecialty.com

Email ID: companysecretary_wssl@welspun.com

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules and the relevant information required under Regulation 36(3) of the Listing Regulations and other requisite information as per Secretarial Standard – 2 on General Meetings pertaining to the above resolution seeking appointment of Independent Director, setting out material facts and reasons thereof, is annexed hereto and forms part of this Notice.
 2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolution, to seek the approval of the Members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
 3. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from the Depositories / Bigshare Services Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on **Friday, January 10, 2025, ("the cut-off date")** and whose e-mail IDs are registered with the Company/RTA/Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their email IDs, the Company has provided the mechanism mentioned hereunder.
1. Members may note that the Postal Ballot Notice will be available on the following websites:

Particulars	Website
Welspun Specialty Solutions Limited	www.welspunspecialty.com
BSE Limited	www.bseindia.com
National Securities Depository Limited (NSDL)	www.evoting.nsdl.com

2. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 12 of this Notice.
3. The vote in this Postal Ballot cannot be exercised through proxy.

4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the cut-off date should treat this Notice for information purpose only.

It is, however clarified that all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / its Registrar and Transfer Agent (RTA) / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

5. The remote e-voting shall commence at **09:00 a.m. (IST) on Saturday, January 18, 2025 and ends at 05:00 p.m. (IST) on Sunday, February 16, 2025**. During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e- voting module shall be disabled by NSDL for voting thereafter.
6. The above resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Sunday, February 16, 2025.
7. The Board of Directors of your Company, has appointed Ms. Mansi Damania of M/s. JMJA & Associates LLP, Company Secretaries (FCS:7447 CP:8120), or failing her Mr. Jigar Shah of M/s. JMJA & Associates LLP, Company Secretaries (FCS: 8918 CP: 13936) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit the report to the Chairman or any other person authorised by him after completion of scrutiny of the votes cast through remote e-voting and the results of the Postal Ballot will be announced on or before Monday, February 17, 2025. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately after the results is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
10. The Members are hereby requested to register their e-mail address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to Members through e-mail. The Company had earlier sent letters to all Members in this regard. However, Members who have still not registered their e-mail IDs, are requested to do so at the earliest, in the following manner:
 - a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with RTA. The said form is available on Company's website i.e. www.welspunspecialty.com and on the website of RTA at Investor@bigshareonline.com.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
11. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Registrar and Share Transfer Agent: Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093. Email ID: Investor@bigshareonline.com or vinod.y@bigshareonline.com.

12. Instructions for Remote e-voting are given below:

- i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 (“**SEBI Circular**”) in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e- voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide remote e-voting facility to its Members.
- ii) Voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, January 10, 2025**. Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date** will be entitled to cast their votes through remote e-voting in accordance with the process specified in this Notice. **The remote e-voting period commences on 09:00 a.m. (IST) on Saturday, January 18, 2025 and ends at 05:00 p.m. (IST) on Sunday, February 16, 2025**. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the Resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- iii) Members who need assistance can contact NSDL on evoting@nsdl.com / 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President, NSDL, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400 051, at e-mail id: evoting@nsdl.com.

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 remote e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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">1. 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.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</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; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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.
 - 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.com 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 is in active status.
2. Select "EVEN" of the Company for which you have 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.

13. General Guidelines for shareholders:

- a. Institutional/ Corporate Members (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authority letter etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail at mansi@jmja.in with a copy marked to evoting@nsdl.com. 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.
 - b. 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.
 - c. 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 or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.com.
14. 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:
- i. 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 with a copy to evoting@nsdl.com.
 - ii. In case shares are held in demat mode, please provide DPID-CLIENTID (16 digit DPID + CLIENTID 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 with a copy to evoting@nsdl.com. 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.
 - iii. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

By Order of the Board of Directors

Suhas Pawar
Company Secretary
Membership No.: ACS 36560

Place: Mumbai
Date: January 15, 2025

Welspun Specialty Solutions Limited

CIN: L27100GJ1980PLC020358

Registered Office:

Plot No 1, G I D C Industrial Estate,

Valia Road, Dist. Bharuch,

Jhagadia 393 110, Gujarat

Website: www.welspunspecialty.com

Email ID: companysecretary_wssl@welspun.com

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013:

Appointment of Mr. Ravindra Pandey (DIN: 07188637) as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors by resolution dated November 23, 2024, appointed Mr. Ravindra Pandey (DIN:07188637) as an Additional Director designated as Non-executive, Independent Director of the Company, to hold office for a period of three consecutive years with effect from November 23, 2024 to November 22, 2027 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company.

Mr. Ravindra Pandey, aged 62 years, an Indian national and has done M.Sc. from University of Allahabad and CAIIB from Indian Institute of Bankers. He has also attended executive Management program at IIM, Lucknow and Euromoney, London.

Mr. Pandey is a senior banker; superannuated as Dy. Managing Director of State Bank of India (SBI) after a stellar career spanning 37 years with SBI; with proven track record in top leadership roles in domestic and international assignments. He has in-depth knowledge and skill in shaping, nurturing and leading a strong organization.

Mr. Pandey has extensive knowledge, varied and rich leadership experience, covering all the facets of banking. Has operational expertise and strategic steering of very large, cross-functional teams. Have built core competencies in Credit, Digital transformation, Enterprise wide Risk & control, Strategic thinking, Corporate Governance, Business Transformation, Audit & compliance, ESG initiatives etc. He is also a digital strategist, led adoption of emerging, disruptive and innovative processes/technologies to enable business transformation.

Mr. Pandey has served/serving on the Board of large and highly reputed organizations. He has provided valuable strategic guidance in the areas of Risk Management, Digital transformation, Audit & compliance, sustainability, Cyber Security and set highest standards of Corporate Governance.

Key skills, expertise and competencies of Mr. Pandey are as follows: Corporate Governance, Legal and Compliance, Environmental and Social Sustainability, Finance Literacy, General Management, Industry Knowledge, Innovation, Technology and Digitization, Risk Management and Strategic Expertise.

In the opinion of the Board, Mr. Pandey is a person of integrity and fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 (“Act”), the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Mr. Pandey has confirmed that he is independent of the Management of the Company and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Considering his vast experience and qualifications, the Board is of the opinion that Mr. Pandey’s appointment as an Independent Director is in the best interest of and beneficial to the Company.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Mr. Pandey as an Independent Director of the Company.

Mr. Pandey has consented to act as a Director of the Company, if appointed. He has submitted a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from Mr. Pandey that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, Mr. Pandey has confirmed that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

In terms of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure to this Notice.

Mr. Pandey shall be paid remuneration by way of sitting fees for attending meetings of the Board and/or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, within the limits stipulated under Section 197 of the Act.

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

Mr. Pandey is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Pandey to whom the resolution relates and his relatives, are in any way, concerned or interested in the resolution mentioned in the Notice.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Pandey as an Independent Director on the Board of the Company, as a special resolution as set out above.

The Board accordingly recommends the special resolution set out in this Notice for your approval.

By Order of the Board

Suhas Pawar
Company Secretary
Membership No.: ACS 36560

Place: Mumbai
Date: January 15, 2025

Welspun Specialty Solutions Limited

CIN: L27100GJ1980PLC020358

Registered Office:

Plot No 1, G I D C Industrial Estate,

Valia Road, Dist. Bharuch,

Jhagadia 393 110, Gujarat

Website: www.welspunspecialty.com

Email ID: companysecretary_wssl@welspun.com

Disclosure relating to Director pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given hereunder:

Name of Director	Ravindra Pandey
Director Identification Number	07188637
Brief Resume	Please refer to the explanatory statement forming part of this Notice.
Date of Birth / Age	June 3, 1962 / 62
Date of First Appointment on the Board	November 23, 2024
Expertise in specific functional area, experience, skills and capabilities required for the role as an Independent Director	Please refer to the explanatory statement forming part of this Notice.
Qualification(s)	M.Sc. CAIIB
Terms and condition of appointment	Appointed as Independent Director for the first term of 3 consecutive years from November 23, 2024 to November 22, 2027, not Liable to retire by rotation.
Remuneration last drawn (FY24)	Not applicable
Remuneration proposed to be paid	Mr. Pandey shall be paid remuneration by way of sitting fees for attending Board and/or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company within the limits stipulated under Section 197 of the Companies Act, 2013, effective from the date of appointment.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board meetings attended	FY 2023-24 – Not applicable FY2024-25 (till the date of postal ballot) attended 1 out of 1 meeting held
List of other directorships held excluding Foreign companies, Companies under section 8 of the Companies Act, 2013 and Private Companies	1. Dreamfolks Services Limited 2. JAMIPOL Limited 3. NSDL Database Management Limited 4. SBI Global Factors Limited 5. Welspun Corp Limited 6. SIS Cash Services Limited
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	Audit Committee: 1. Dreamfolks Services Limited - Chairman 2. JAMIPOL Limited - Chairman 3. NSDL Database Management Limited - Member 4. SBI Global Factors Limited – Member 5. Welspun Corp Limited - Member Stakeholders' Relationship Committee: 1. Welspun Corp Limited – Member 2. SIS Cash Services Limited – Chairman
Listed entities in which the Director has resigned in past three years	1. Tata Metaliks Limited (amalgamated with Tata Steel Limited) 2. Yes Bank Limited (end of term as Nominee Director of State Bank Of India)

Note: 1) Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders' Relationship Committee have been considered.