

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L27100GJ1980PLC020358

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAARC2121C

(ii) (a) Name of the company

WELSPUN SPECIALTY SOLUTIO

(b) Registered office address

Plot No 1, G I D C Industrial Estate,Valia Road, Jhagadia,
Jhagadia
Gujarat
393110
India

(c) *e-mail ID of the company

companysecretary_wssl@wels

(d) *Telephone number with STD code

02266136000

(e) Website

www.welspunspecialty.com

(iii) Date of Incorporation

29/12/1980

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|---------------------|------|
| | BSE Ltd | 1 |
| | | |

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD
SAKINAKA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|----------------------------------|------------------------------|
| 1 | C | Manufacturing | C7 | Metal and metal products | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|----------------------|-----------------------|--|------------------|
| 1 | WELSPUN CORP LIMITED | L27100GJ1995PLC025609 | Holding | 50.03 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 550,000,000 | 530,089,156 | 530,089,156 | 530,089,156 |
| Total amount of equity shares (in Rupees) | 3,300,000,000 | 3,180,534,936 | 3,180,534,936 | 3,180,534,936 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares of Rs.6 Each | | | | |
| Number of equity shares | 550,000,000 | 530,089,156 | 530,089,156 | 530,089,156 |
| Nominal value per share (in rupees) | 6 | 6 | 6 | 6 |
| Total amount of equity shares (in rupees) | 3,300,000,000 | 3,180,534,936 | 3,180,534,936 | 3,180,534,936 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 235,000,000 | 50,904,271 | 50,904,271 | 50,904,271 |
| Total amount of preference shares (in rupees) | 2,350,000,000 | 509,042,710 | 509,042,710 | 509,042,710 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 12% NON CUMULATIVE REDEEMABLE Preference | | | | |
| Number of preference shares | 235,000,000 | 50,904,271 | 50,904,271 | 50,904,271 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of preference shares (in rupees) | 2,350,000,000 | 509,042,710 | 509,042,710 | 509,042,710 |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|-------------------------------------|------------------|-------------|-------------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 971,418 | 529,117,738 | 530,089,156 | 3,180,534,936 | 3,180,534,936 | |

| | | | | | | |
|---|---------|-------------|-----------|-------------|-------------|---|
| Increase during the year | 0 | 3,650 | 3650 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | |
| x. Others, specify | | 3,650 | 3650 | | | |
| Dematerialization | | | | | | |
| Decrease during the year | 3,650 | 0 | 3650 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | |
| iv. Others, specify | 3,650 | | 3650 | | | |
| Dematerialisation | | | | | | |
| At the end of the year | 967,768 | 529,121,388 | 530089156 | 3,180,534,9 | 3,180,534,9 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 50,904,271 | 50904271 | 509,042,710 | 509,042,710 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|------------|----------|-------------|-------------|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| At the end of the year | 0 | 50,904,271 | 50904271 | 509,042,710 | 509,042,710 | |

ISIN of the equity shares of the company

INE731F01037

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | |
|--|--|
| Date of the previous annual general meeting | |
| Date of registration of transfer (Date Month Year) | |
| Type of transfer | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
| Number of Shares/ Debentures/ Units Transferred | Amount per Share/ Debenture/Unit (in Rs.) |

| | | | | | | | |
|----------------------------|--|----------------------|--|----------------------|--|----------------------|--|
| Ledger Folio of Transferor | | | | <input type="text"/> | | | |
| Transferor's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | | |
| Transferee's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |

| | | | | | | | |
|--|--|----------------------|--|--|--|----------------------|--|
| Date of registration of transfer (Date Month Year) | | | | <input type="text"/> | | | |
| Type of transfer | | <input type="text"/> | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | |
| Number of Shares/ Debentures/ Units Transferred | | <input type="text"/> | | Amount per Share/ Debenture/Unit (in Rs.) | | <input type="text"/> | |
| Ledger Folio of Transferor | | | | <input type="text"/> | | | |
| Transferor's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | | |
| Transferee's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |

(iv) * Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|--------------|-----------------|------------------------|-------------|
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,178,331,235

(ii) Net worth of the Company

425,310,780

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |

| | | | | | |
|-----|---|-------------|-------|---|---|
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 0 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 0 | 0 | 0 | 0 |
| 7. | Mutual funds | 0 | 0 | 0 | 0 |
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 283,856,700 | 53.55 | 0 | 0 |
| 10. | Others Welspun Group Master Trust | 8,573,078 | 1.62 | 0 | 0 |
| | Total | 292,429,778 | 55.17 | 0 | 0 |

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 198,028,309 | 37.36 | 0 | 0 |
| | (ii) Non-resident Indian (NRI) | 3,652,809 | 0.69 | 0 | 0 |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | 0 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | 0 |
| | (ii) State Government | 0 | 0 | 0 | 0 |
| | (iii) Government companies | 0 | 0 | 0 | 0 |
| 3. | Insurance companies | 0 | 0 | 0 | 0 |
| 4. | Banks | 130 | 0 | 0 | 0 |
| 5. | Financial institutions | 0 | 0 | 0 | 0 |
| 6. | Foreign institutional investors | 23,740 | 0 | 0 | 0 |
| 7. | Mutual funds | 16,780 | 0 | 0 | 0 |

| | | | | | |
|-----|---|-------------|-------|------------|-----|
| 8. | Venture capital | 0 | 0 | 0 | 0 |
| 9. | Body corporate (not mentioned above) | 35,606,017 | 6.72 | 50,904,271 | 100 |
| 10. | Others Clearing Members, HUF, Tru | 331,593 | 0.06 | 0 | 0 |
| | Total | 237,659,378 | 44.83 | 50,904,271 | 100 |

Total number of shareholders (other than promoters)

85,456

**Total number of shareholders (Promoters+Public/
Other than promoters)**

85,459

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

3

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|------------------------|---------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| ROBERT FLEMING NOMINEE | CITIBANK N.A (CUSTODY SERVICES) | | | 1,720 | 0 |
| FLEDGELING NOMINEE | RISING HILL INVST CORPN LTD, WC | | | 11,490 | 0 |
| ILF MAURITIUS | ALLIEANCE CAPTIAL, MUMBAI-400 | | | 10,530 | |

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

(Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 2 | 3 |
| Members (other than promoters) | 87,119 | 85,456 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 1 | 0 | 1 | 0 | 0 |
| B. Non-Promoter | 1 | 3 | 1 | 6 | 0.2 | 0.09 |
| (i) Non-Independent | 1 | 1 | 1 | 2 | 0.2 | 0.08 |
| (ii) Independent | 0 | 2 | 0 | 4 | 0 | 0.01 |

| | | | | | | |
|--|---|---|---|---|-----|------|
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 1 | 4 | 1 | 7 | 0.2 | 0.09 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|-------------------|------------|---------------------|--------------------------------|--|
| Balkrishan Goenka | 00270175 | Director | 0 | |
| Prakashmal Tatia | 06559106 | Director | 428,213 | |
| Vipul Mathur | 07990476 | Director | 0 | |
| Anuj Burakia | 02840211 | Whole-time director | 1,035,000 | |
| Atul Desai | 00019443 | Director | 0 | |
| M. Narayana Rao | 00577494 | Director | 7,789 | |
| Amita Misra | 07942122 | Director | 0 | |
| K H Viswanathan | 00391263 | Director | 50,000 | |
| Brijveer Singh | AMJPS0053Q | CFO | 0 | |
| Suhas Pawar | AUIPP8933D | Company Secretar | 10 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

10

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|----------------------|------------|--|---|--|
| K H Viswanathan | 00391263 | Additional director | 27/04/2022 | Appointment |
| Amita Misra | 07942122 | Additional director | 27/04/2022 | Appointment |
| Vipul Mathur | 07990476 | Additional director | 27/04/2022 | Appointment |
| K H Viswanathan | 00391263 | Director | 29/06/2022 | Change in designation |
| Amita Misra | 07942122 | Director | 29/06/2022 | Change in designation |
| Vipul Mathur | 07990476 | Director | 29/06/2022 | Change in designation |
| Narendra Kumar Bhand | AHFPB0570L | CFO | 31/10/2022 | Cessation |
| Rashmi Dinesh Mamtur | BAHPM5142B | Company Secretar | 28/09/2022 | Cessation |
| Brijveer Singh | AMJPS0053Q | CFO | 31/10/2022 | Appointment |
| Suhas Pawar | AUIPP8933D | Company Secretar | 31/10/2022 | Appointment |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 29/06/2022 | 87,467 | 40 | 54 |

B. BOARD MEETINGS

*Number of meetings held

6

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 16/05/2022 | 8 | 7 | 87.5 |
| 2 | 23/05/2022 | 8 | 8 | 100 |
| 3 | 01/08/2022 | 8 | 8 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 4 | 04/08/2022 | 8 | 7 | 87.5 |
| 5 | 31/10/2022 | 8 | 8 | 100 |
| 6 | 30/01/2023 | 8 | 8 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

18

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 23/05/2022 | 3 | 3 | 100 |
| 2 | Audit Committee | 22/07/2022 | 3 | 3 | 100 |
| 3 | Audit Committee | 01/08/2022 | 3 | 3 | 100 |
| 4 | Audit Committee | 17/10/2022 | 3 | 3 | 100 |
| 5 | Audit Committee | 31/10/2022 | 3 | 3 | 100 |
| 6 | Audit Committee | 19/01/2023 | 3 | 3 | 100 |
| 7 | Audit Committee | 30/01/2023 | 3 | 3 | 100 |
| 8 | Audit Committee | 30/03/2023 | 3 | 3 | 100 |
| 9 | Risk Management | 02/08/2022 | 6 | 5 | 83.33 |
| 10 | Risk Management | 24/01/2023 | 6 | 5 | 83.33 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 20/09/2023 |
| | | | | | | | | (Y/N/NA) |
| 1 | Balkrishan Go | 6 | 4 | 66.67 | 1 | 0 | 0 | Yes |
| 2 | Prakashmal T | 6 | 6 | 100 | 0 | 0 | 0 | Yes |
| 3 | Vipul Mathur | 6 | 6 | 100 | 6 | 4 | 66.67 | Yes |

| | | | | | | | | |
|---|---------------|---|---|-----|----|----|-------|-----|
| 4 | Anuj Burakia | 6 | 6 | 100 | 6 | 5 | 83.33 | Yes |
| 5 | Atul Desai | 6 | 6 | 100 | 1 | 1 | 100 | Yes |
| 6 | M. Narayana F | 6 | 6 | 100 | 14 | 14 | 100 | Yes |
| 7 | Amita Misra | 6 | 6 | 100 | 17 | 17 | 100 | Yes |
| 8 | K H Viswanath | 6 | 6 | 100 | 17 | 17 | 100 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Anuj Burakia | CEO & WholeTime | 16,697,569 | | | | 16,697,569 |
| | Total | | 16,697,569 | | | | 16,697,569 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|-------------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Brijveer Singh | Chief Financial Officer | 1,875,000 | | | | 1,875,000 |
| 2 | Suhas Pawar | Company Secretary | 739,160 | | | | 739,160 |
| | Total | | 2,614,160 | 0 | | | 2,614,160 |

Number of other directors whose remuneration details to be entered

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|----------------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | K H Viswanathan | Independent Director | 0 | 0 | 0 | 256,500 | 256,500 |
| 2 | M. Narayana Rao | Independent Director | 0 | 0 | 0 | 238,000 | 238,000 |
| 3 | Amita Misra | Independent Director | 0 | 0 | 0 | 246,000 | 246,000 |
| 4 | Atul Desai | Independent Director | 0 | 0 | 0 | 120,000 | 120,000 |
| | Total | | 0 | 0 | 0 | 860,500 | 860,500 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MIHEN HALANI & ASSOCIATES

Whether associate or fellow

Associate Fellow

Certificate of practice number

12015

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ANUJ BURAKIA
Digitally signed by ANUJ BURAKIA
Date: 2023.09.28 14:33:36 +05'30'

DIN of the director

To be digitally signed by

SUHAS GOPAL PAWAR
Digitally signed by SUHAS GOPAL PAWAR
Date: 2023.09.28 14:34:24 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT-8 2022-23 SD.pdf
committee details.pdf
ROCTransfer.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Remaining details of Committee Meetings as sought under point IX (c) of e-form MGT-7

| Sr. No. | Type of Meeting | Date of meeting | Total Number of Members as on the date of the meeting | Number of members Attended | % of attendance |
|----------------|---------------------------------------|------------------------|--|-----------------------------------|------------------------|
| 11 | Nomination and Remuneration Committee | 27/04/2022 | 3 | 2 | 66.67% |
| 12 | Nomination and Remuneration Committee | 04/08/2022 | 3 | 3 | 100% |
| 13 | Nomination and Remuneration Committee | 17/10/2022 | 3 | 3 | 100% |
| 14 | Nomination and Remuneration Committee | 19/01/2023 | 3 | 3 | 100% |
| 15 | Stakeholders Relationship Committee | 23/05/2022 | 4 | 4 | 100% |
| 16 | Stakeholders Relationship Committee | 02/08/2022 | 4 | 3 | 75% |
| 17 | Stakeholders Relationship Committee | 31/10/2022 | 4 | 4 | 100% |
| 18 | Stakeholders Relationship Committee | 30/01/2023 | 4 | 4 | 100% |

WELSPUN SPECIALTY SOLUTIONS LIMITED

TRANSFER DETAILS

| DATE | TYPE | SHARES | VALUE | SFOLIO | SNAME | BUYER FOLIO & NAME |
|-------------|------|---------|--------|---------|----------------------|-----------------------------|
| 14/12/2022 | 1 | 0000010 | 000006 | G127870 | RAM NIVAS JINDAL | 0108332 SHANTI DEVI |
| 16/02/2023 | 1 | 0000010 | 000006 | G052575 | SUNEETHYPANDALAI | 0108331 RAJEEV PANDALAI |
| 21/02/2023 | 1 | 0000030 | 000006 | G135925 | VIJAY KUMAR AGARWAL | 0108333 VIJAY KUMAR AGARWAL |
| 21/02/2023 | 1 | 0000030 | 000006 | G135926 | SHASHIKALA V AGARWAL | 0108333 VIJAY KUMAR AGARWAL |
| GRANT TOTAL | | 80 | | | | |



MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,
Malad (West), Mumbai - 400 064, ☎: 022 - 6236 0279 ✉: mihenhalani@mha-cs.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Welspun Specialty Solutions Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the financial year under review, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
1. Its status under the Act;
 2. Maintenance of registers / records & making entries therein within the time prescribed therefore;
 3. Filing forms and returns with the Registrar of Companies, Regional Director, Central Government, National Company Law Tribunal or other authorities within / beyond the time prescribed under the Act and the rules made thereunder;
 4. Calling / convening / holding meetings of Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;
 5. Provisions relating to Closure of Register of Members / Security holders;

6. Has not given any Advances / loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. Has obtained necessary approval for entering into contracts / arrangements with related parties falling under the purview of section 188 of the Act;
8. Complied with the provisions of the Act & rules thereunder relating to ~~issue or allotment or~~ transfer or transmission of securities. Further, there were no instances of redemption of Preference Shares / conversion of securities / alteration of share capital / buy back of securities / or debentures / reduction of share capital / conversion of shares;
9. There was no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company has not declared any dividend; The Company is not required to transfer any amount to unpaid and / or unclaimed dividend into the Investor Education & Protection Funds in accordance with Section 125 of the Act;
11. Signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Complied with provisions of the Act & Rules made there under in respect of constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors and Key Managerial Personnel's and the remuneration paid to them;
13. Complied with provisions of the Act & Rules made thereunder in respect of appointment ~~/ re-appointment / filling up casual vacancies~~ of auditors as per the provisions of section 139 of the Act;
14. Complied with provisions of the Act & Rules made there under in respect of approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, ~~Court~~ or such other authorities under the various provisions of the Act, wherever applicable;
15. Has not accepted public deposits;
16. Has complied with all the provisions with respect to borrowings from ~~its directors, members,~~ public financial institutions, banks and others and

creation / modification / satisfaction of charges in that respect, wherever applicable;

17. Has complied with the provisions relating to the loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, wherever applicable;
18. Has not altered the provisions of Memorandum of Association. Further, the Company had adopted new set of Articles of Association by altering several clauses / provisions vide Special Resolution by the members at 40th AGM held on June 29, 2022.

For Mihen Halani & Associates
Practicing Company Secretaries

Date: 26.09.2023
Place: Mumbai
UDIN: F009926E001087860

MIHEN
JYOTINDRA
HALANI



Digitally signed by MIHEN JYOTINDRA HALANI
DN: cn=MIHEN JYOTINDRA HALANI, o=Personal, postalCode=400097, st=Maharashtra, serialNumber=1993259492391611020, AS64C1D385C30A47E073E237A12F53E7AEB8D0DCE2, cn=MIHEN JYOTINDRA HALANI
Date: 2023.09.26 15:56:28 +05'30'

Mihen Halani
Proprietor
CP No. 12015
FCS No.9926