



WELTERMAN INTERNATIONAL LTD.

Registered Office : Plot No. 39/1, 39/2/1, 39/2/2 and 39/2/3 MIDC Industrial Area, Dhatav,
Tal: Roha, Raigad, 402109 (India) Tel. : 02194-264492 Email : welterman.baroda52@gmail.com

To,
Department of Corporate Services
BSE Limited
Floor 25,
P. J. Towers,
Dalal Street
Mumbai- 400 001

Date: 7th September, 2026

Scrip Code: 526431

Sub: Notice of 34th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 34th AGM of the Company scheduled to be held on Wednesday, 30th September, 2026 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We request you to take the aforementioned information in record.

For Welterman International Limited

RUCHA Digitally signed by
PATHAK RUCHA PATHAK
Date: 2026.09.07
12:09:39 +05'30'

Rucha Pathak
Company Secretary

Enc. As above

**NOTICE**

NOTICE is hereby given that the 34th Annual General Meeting ('AGM') of the members of **Welterman International Limited (CIN: L51100MH1992PLC408530)** will be held on Wednesday, the 30th day of September, 2026 at 11:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors' and Auditors' thereon.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors as circulated to the Members be and are hereby received, considered and adopted".

2. **To appoint a Director in place of Mrs. Huma Madani (DIN: 07964833) who retires by rotation and being eligible, offers herself for reappointment.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mrs. Huma Madani (DIN: 07964833), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve Appointment of Ms. Shruti Gupta (DIN: 08569311) as an Independent Non-Executive 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, and any other applicable provisions of the Companies Act, 2013 ('the Act'), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b), 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members be and is hereby accorded to the appointment of Ms. Shruti Gupta [DIN: 08569311], who was appointed as an Additional Director to hold office up to next Annual General Meeting pursuant to Section 161(1) of the Act, who meets the criteria for Independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of 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, as a Non-executive, Independent Director of the Company with effect from 31st March, 2026, for a period of 5 (five) consecutive years till 30th March, 2031, and that she shall not be liable to retire by rotation.



RESOLVED FURTHER THAT any Director or the Key Managerial Personnel (KMP) of the Company, be and are hereby severally authorized to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution including to file requisite form with Ministry of Corporate Affairs."

By the order of the Board of Directors
For Welterman International Limited

Rucha Pathak
Company Secretary
M. No.: ACS 50005

Place: Vadodara
Date: August 25,2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its general circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May 2020, 3/2025 dated 22nd September, 2025 and other relevant circulars ('MCA Circulars'), inter alia, has permitted all the Companies to conduct their Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), until further orders. Accordingly, the 34th AGM of the Company will be held through VC / OAVM in terms of the aforesaid MCA Circulars and any other circulars/notifications issued in this regard.
2. In accordance with the MCA and SEBI Circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2025-26, are being sent to the Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participants ("DPs"). In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2025- 26, kindly send a request to the Company by writing at companysecretary.wil@gmail.com mentioning their folio number/ DP ID and Client ID.
3. The Annual Report for the financial year 2025-26 along with the Notice of this AGM is available on the website of the Company at www.welterman.com, website of Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) [agency for providing the e-Voting facility] at www.evotingindia.com.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') with respect to the special businesses set out in the notice is annexed hereto and forms part of this Notice.
5. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in terms of Secretarial Standard-2 in respect of the Director(s) seeking appointment/re-appointment at the 34th AGM are annexed here to as Annexure-I to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosure/consent from the Director seeking appointment/re-appointment.
6. Since the AGM is being conducted through VC/OAVM in terms of aforesaid circulars, the facility for appointment of proxies by the members will not be available. However, the Body Corporates shareholders may appoint representative for voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.
7. **The Register of Members and Share Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive).**
8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, members are provided with the facility to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Limited ('CDSL'), on all the resolutions set forth in this Notice.

The Members whose name appears in the register of members / beneficial owners as on the cut-off date i.e., Wednesday, 23rd September, 2026, may cast their vote electronically. The e-voting period will commence from 27th September, 2026 at 9:00 a.m. (IST) and will end on 29th September, 2026 at 5:00 p.m. (IST). The e-voting module will be disabled on 29th September, 2026 at 5:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being 23rd September, 2026.
9. Members are requested to participate on first come first served basis, as participation through VC/OAVM is limited. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the commencement of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted up to 1000 members only. However, the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit

Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., will not be subject to restriction of first come first served basis.

10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to pcsdeveshpathak@rediffmail.com
12. All documents referred to in the Notice will also be available electronically for inspection without any fees by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to companysecretary.wil@gmail.com
13. The process for registration / updation, of the KYC details of the Shareholders such as name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details is as mentioned below:
 - i) Shares held in physical mode: The members are requested to furnish PAN, KYC details, Signature verification and Nomination by submitting relevant form(s) available on the website of Company's Registrar & Share Transfer Agent, MUFG Intime India Private Limited at <https://web.in.mpms.mufg.com/KYC-downloads.html> and the website of the Company at <http://welterman.com/downloads.htm>
 - ii) Shares held in dematerialized mode: The members are requested to update their email address or other details with their respective Depository Participants.
14. (a) As an ongoing measure to enhance the ease of doing business for investors in the securities market, the SEBI, vide its above referred Master Circular read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated the following:
 - i. Furnishing of PAN, KYC details including contact details, bank details, specimen signature and nomination by holders of physical securities; while updating email ID and nomination details is optional, security holders are requested to register email ID to avail online services. Linking of PAN and AADHAR by all the holders of physical securities. In case of any of the aforesaid information/documents are not provided earlier, the holders of physical shares of the Company are required to furnish the same to the Company or RTA at the earliest. Members holding shares in dematerialised form are requested to submit the details to their respective DP.
 - ii. Shareholder(s) holding shares in physical form and those who have not updated their email addresses with the Company/ RTA are requested to update the same by writing at mt.helpdesk@in.mpms.mufg.com . Shareholder(s) holding shares in dematerialised mode are requested to register/update their email addresses with their respective DP.
- (b) Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and pursuant to Regulation 40 of the Listing Regulations, it has been mandated by SEBI that, request(s) for effecting transfer of securities, shall not be processed by the listed entity unless the securities are held in dematerialised form with a Depository. In view of the above and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. It may be noted that any service request can be processed only after the Folio is KYC Compliant.
- (c) Further, as an on-going measure to enhance the ease of dealing in securities market by the investors, the SEBI has, vide its Master Circular mandated that the listed companies shall issue the securities in dematerialised form only while processing the following service request, the information in respect of the dividend (s) is as follows: Nature/Details of Request Issue of duplicate securities



certificate Claim from unclaimed suspense account Renewal/Exchange of securities certificate Endorsement Sub-division/Splitting of securities certificate Consolidation of securities certificates/folios Transposition Required Form Form No. ISR-4 (along with relevant documents) Transmission Form No. ISR-5 (along with relevant documents) Shareholders shall submit the above-mentioned services request vide duly-filled-in Form ISR-4 or ISR-5 as applicable along with requisite documents. The forms for updation of PAN, KYC, details and Nomination (Optional) viz., Forms ISR-1, ISR-2, ISR3, SH-13 and relevant said SEBI Circulars are available on website of RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination (Optional), are requested to contact their respective DP.

(d) In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or Company's RTA, for assistance in this regard.

15. Pursuant to the provisions of Section 72 of the Act, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective Depository Participants for availing this facility and the Members holding shares in physical form shall contact the Registrar.
16. Cut-off Date: The Company has fixed **Wednesday, 23rd September, 2026** as the Cut-off Date for remote e-voting. The remote e-voting/ voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. only a person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
17. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date, being **23rd September, 2026**.
18. The Board of Directors has appointed Mr. Devesh Pathak, Proprietor of M/s. Devesh Pathak & Associates, Practising Company Secretaries, Vadodara, as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
19. The Scrutinizer shall, after conclusion of voting at the AGM, first download the votes cast at the meeting and thereafter unblock the votes cast through remote and e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within 48 hours of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any KMPs of the Company who shall countersign the same and declare the
20. Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.
21. Remote E-voting

Pursuant to Section 108 of the Act, rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through CDSL, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 34th AGM of the Company. The remote-voting period begins on 27th September, 2026, at 9:00 A.M. and ends on 29th September, 2026 at 5:00 P.M. (IST).

During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date, i.e **Wednesday, 23rd September, 2026**, may cast their votes electronically. The remote e-voting module shall be disabled after 5:00 p.m. (IST) Tuesday, September 29, 2026. The facility for electronic voting system, shall also be made available at the 34th AGM.

The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Sunday, 27th September, 2026 at 09.00 a.m.** and ends on **Tuesday, 29th September, 2026 at 5:00 p.m** IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, 23rd September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, under Regulation 44 of the Listing Regulations, all listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/MUFG INTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the

	following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders 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 toll free no at 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**(v) Login method for e-Voting and joining virtual meeting for Physical shareholders and Shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of <WELTERMAN INTERNATIONAL LIMITED> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Facility for Non – Individual Shareholders and Custodians –Remote Voting:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary.wil@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary.wil@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary.wil@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 Company at companysecretary.wil@gmail.com / RTA at vadodara@in.mpms.mufg.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com



Explanatory statement pursuant to Section 102(1) of the Act, setting out all material facts relating to the business mentioned in the accompanying Notice of the 34th AGM

Item No. 3

On the recommendation of the Nomination & Remuneration Committee ('the Committee'), the Board of Directors of the Company at its meeting held on March 31, 2026, appointed Ms. Shruti Gupta (DIN: 08569311) as an Independent Director of the Company for the term of five consecutive years with effect from March 31, 2026 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as set out in the Resolution relating to her appointment.

In the opinion of the Board, Ms. Shruti Gupta fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as an Independent Director and she is independent from the management of the Company. The aforesaid Independent Director shall be entitled to sitting fees for attending the meeting of the Board and Committees of the Board and reimbursement of expenses for attending the said meetings as approved by the Board from time to time. In terms of the aforesaid provisions, the Independent Directors shall not be liable to retire by rotation.

Requisite Notices under Section 160 of the Act proposing the appointment of Ms. Shruti Gupta have been received by the Company, and consent has been filed by her pursuant to Section 152 of the Act.

Brief profile of the proposed appointee, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under the Listing Regulations and the Secretarial Standard on General Meetings are provided herein below. Ms. Shruti Gupta does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Your Directors on recommendation of Nomination & Remuneration Committee recommend and seek your approval to the resolution as set out in item no.3 of the accompanying notice.

Except Ms. Shruti Gupta, no other Director/Key Manager Person or their relatives shall be deemed to be interested or concerned in the resolution.

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ANNEXURE - I

Details of Director seeking appointment / re-appointment at the AGM

[Pursuant to Regulation 36(3) of the Listing Regulations, 2015 read with clause no 1.2.5 of Secretarial Standards -2]

Name of Director	Mrs. Huma Madani	Ms. Shruti Gupta
DIN	07964833	08569311
Date of Birth/ Age	08/07/1987	20/02/1990
Nationality	India	India
Date of Initial Appointment	29/05/2018	31/03/2026
Qualification	HSC	CS, LLB, M.Com, MBA (Finance)
Nature of Expertise in specific functional areas	Marketing of fertilizers	Compliance of Corporate Governance Provisions
Experience	Over 16 years of experience in marketing of fertilizers	Over 11 years of experience in Corporate law advisory, Board Governance, Regulatory Compliance and Strategic Legal Advisory
Terms and conditions of appointment	Reappointment as a Retiring Director	Appointed as a Non-executive Independent Director of the company w.e.f. 31 st March, 2026 till 30 th March, 2031 for 5 consecutive years subject to approval of the Members.
No. of Board Meeting attended during the year	8	NIL
Number of shares held in the Company	NIL	NIL
Directorship held in other public companies (excluding foreign companies)	NIL	1. Umang Boards Limited 2. Riwind Green Energy Limited 3. Nalwa Steel And Power Limited 4. Jindal Steel Andhra Limited 5. Jindal Projects And Engineers Limited 6. Jindal Paradip Port Limited
Membership / Chairmanship of Committees of other Public Co (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Member of Audit Committee: 1. Nalwa Steel And Power Limited 2. Jindal Steel Andhra Limited 3. Jindal Projects And Engineers Limited 4. Jindal Paradip Port Limited
Relationship with other Directors/Manager & other KMP(s)	None	None