

To,
The Member(s),
WELTERMAN INTERNATIONAL LIMITED

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the members of Welterman International Limited will be held on Tuesday, 14<sup>th</sup> day of March 2023 at 11:30 AM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM), to transact the following business:

#### **SPECIAL BUSINESS**

## ITEM NO. 1: TO CONSIDER AND APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF MAHARASHTRA.

To consider and if thought fit to approve, the following resolution as Special Resolution:

"RESOLVED THAT subject to the provisions of section 12, 13 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and subject to the approval of the Central Government (Power delegated to Regional Director) and /or other authorities as may be prescribed from time to time and subject to such approvals, permissions and consents, as may be required under the provisions of the said Act or under any law for the time being in the force, the consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Gujarat to the State of Maharashtra.

**RESOLVED FURTHER THAT** on requisite approval, the existing clause II of Memorandum of Association of the Company shall stand substituted with the following clause II:

"II. The Registered Office of the Company will be situated in the State of Maharashtra i.e., within the jurisdiction of Registrar of Companies, Mumbai".

**"RESOLVED FURTHER THAT** effective from the date of order of the Regional Director, confirming the alteration of the Memorandum of Association, the registered office of the Company shall be shifted from Plot No. 1135, At & Post Manjusar, Lamdapura Road, Savli, Vadodara, Gujarat -391775 to Plot No. 39/1, 39/2/1, 39/2/2 and 39/2/3 MIDC Industrial Area, Dhatav, Tal: Roha, Raigad, 402109."

**RESOLVED FURTHER THAT,** Mr Mansur H. Dhanani or any other Director of the company be and is hereby authorized to file a petition before the Regional Director, North Western Region, Gujarat, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and authorized to do sign and file requisite statutory e-forms/ returns, Applications, Vakalatnama, memorandum of appearance, affidavits, resolutions, written statement, replies and such other documents to Registrar of Companies / Regional Director/ Central Government / Securities and Exchange Board of India/ Stock Exchanges/ other Statutory Authorities concerned, to give effect to this resolution; to engage/ appoint consultants, advocates and any other legal practitioners and perform such other functions, deeds matters to bring effect to this resolution including but not limited to actions required for taking approvals from the shareholders and other regulatory authorities.

By the order of the Board of Directors
WELTERMAN INTERNATIONAL LIMITED

Date: 17<sup>th</sup> February. 2023

Place: Vadodara

Nikhil Goswami Company Secretary

1ST EGM

WELTERMAN INTERNATIONAL LIMITED

2022-2023

Explanatory statement under Section 102 of the Companies Act, 2013

Item No. 1

Pursuant to Section 12(5) read with Section 13(4) of the Companies Act, 2013, sifting of Registered Office from one

state to another state requires approval of shareholders by way of Special Resolution as well as approval of Central

Government (Power delegated to Regional Director). The registered office of the Company is currently located in

the State of Gujarat. Mumbai being the financial capital of the Country, considering the business opportunities

available in the city of Mumbai and with a view to bring in economic and operational efficiency and ease in

administration, the Board of Directors considered and subject to approval of shareholders and the statutory

authorities concerned, approved the proposal for shifting the registered office to the State of Maharashtra. The

proposed location is outside state Gujarat and therefore requires approval of shareholders by way of special

resolution as well as approval of the Central Government. If approved, the registered office will be moved to the

State of Maharashtra subject to receipt of statutory approvals. None of the Directors key managerial personnel or

their relatives is concerned or interested financially or otherwise in the resolution.

Your Directors recommend and solicit your approval to the resolution as set out in item no. 1 of the accompanying

notice by way of Special Resolution.

The existing memorandum as well as the draft memorandum with the proposed amendments is available for

inspection and such documents shall be available for inspection at the Registered Office and Corporate Office of

the Company between 11.00 a.m. to 5.00 p.m. on all days except Saturdays Sundays and other government

holidays till the date of the Extraordinary General Meeting and copies thereof shall be available at the meeting.

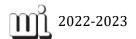
By the order of the Board of Directors

**WELTERMAN INTERNATIONAL LIMITED** 

Date: 17<sup>th</sup> February. 2023

Place: Vadodara

Nikhil Goswami **Company Secretary** 



#### **NOTES:**

- 1. Amidst the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No 19/2021 dated 8<sup>th</sup> December, 2021, General Circular No 21/2021 dated 14<sup>th</sup> December, 2021, General Circular No 02/2022 dated 5<sup>th</sup> May, 2022 and General Circular No 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA Circulars"), applicable provisions of the Companies Act 2013 and the rules made thereunder and Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 followed Circular by SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January 2023 (hereinafter referred to as "SEBI Circulars"), physical attendance of the Members to the Extra General Meeting (EGM) venue is not required and EGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/ OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
- 2. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice. However, Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company on its registered email address to welterman.baroda52@gmail.com
- 3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 ("the Act").
- 4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporates may be appointed for the purpose of participation in the EGM through VC/OAVM and cast their votes through e-voting.
- 5. Dispatch of EGM Notice through Electronic Mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company's website <a href="http://welterman.com/">http://welterman.com/</a>, websites of the Stock Exchanges, that is, BSE Limited at <a href="www.bseindia.com">www.bseindia.com</a>.and is also available on the website of CDSL (agency for providing the e-Voting facility) i.e., <a href="www.evotingindia.com">www.evotingindia.com</a>.
- 6. Members desirous of obtaining information/details with regard to matter to be placed at the EGM, are requested to write to the Company at least one week before the meeting, to email id <a href="well-terman.baroda52@gmail.com">welterman.baroda52@gmail.com</a> The same will be replied by the Company suitably.
- 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency.

The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- 8. Any person, who acquires shares of the Company and become member of the Company after the cut-off date for determining the shareholders for the purpose of dispatch of notice i.e., Friday 17<sup>th</sup> February, 2023, and holds shares as of the cut-off date for determining the shareholder for the purpose of e-voting i.e. Tuesday, 7<sup>th</sup> March, 2023 and whose PAN is not updated nor received the intimation of sequence number, may obtain the login ID and sequence number by sending a request to M/s. Link Intime India Pvt. Ltd..
- 9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- 10. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members

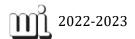
## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

- (i) The voting period begins on Thursday, 9<sup>th</sup> March, 2023 at 09:00 (IST) AM and ends on Monday, 13<sup>th</sup> March, 2023 at 05:00 PM. (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 Tuesday, 7<sup>th</sup> March, 2023 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 venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

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.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are



advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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	1) Users who have opted for CDSL Easi / Easiest facility, can login through
holding securities in Demat mode with CDSL	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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="https://web.cdslindia.com">www.cdslindia.com</a> 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	<ol> <li>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</li> </ol>
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="https://www.cdslindia.com">www.cdslindia.com</a> 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 e-voting 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	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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the

	following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "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
Individual Shareholders holding securities in Demat mode through their Depository Partipants	1) 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 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 above mentioned 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	Members facing technical issue in login can contact CDSL helpdesk by sending a
holding securities in Demat	request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738
mode with CDSL	and 22-23058542-43
Individual Shareholders	Members facing technical issue in login can contact NSDL helpdesk by sending a
holding securities in Demat	request at evoting@nsdl.co.in or call a toll free no: 1800 1020 990 and
mode with NSDL	1800 22 44 30.

- (v)Login method for e-Voting and joining virtual meetings for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier e-voting of any company, then your existing password is to be used.
- 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	<ul> <li>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul> <li>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.</li> <li>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.</li> </ul>

- (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 for the relevant 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) 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 onto <a href="https://www.evotingindia.com">www.evotingindia.com</a> 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 <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.

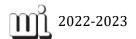
Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority
letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to
vote, to the Scrutinizer and to the Company at the email address viz; welterman.baroda52@gmail.com, 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER.

- 1) The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
- 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 ten days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance ten days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 EGM 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 EGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM 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/RTA email id.
- 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.



#### Other Information:

Mr. Devesh A. Pathak of M/s. Devesh Pathak & Associates has been appointed as the Scrutinizer to scrutinize the remote E-voting process and e-voting system on the date of the EGM in a fair and transparent manner.

The Chairman shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of CDSL, by use of the e-voting system on the date of the EGM for all those members who are present at the EGM but have not cast their votes by availing the remote E-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through remote E-voting and the e-voting on the date of the EGM, in presence of at least two witnesses not in employment of the company and shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <a href="http://welterman.com/">http://welterman.com/</a> and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at 022-23058542/43.