



WELTERMAN INTERNATIONAL LIMITED

CIN No. L51100MH1992PLC408530

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.No. : 02194-264492

Website: www.welterman.com

Email: companysecretary.wil@gmail.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable circulars issued by Ministry of Corporate Affairs from time to time]

Dear Members,

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Welterman International Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules thereunder, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, read with other relevant circulars including General Circular No.09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") circular No. SEBI/HO/CFD-POD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI ("SEBI Circular") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time].

In compliance with the said Circulars, this Notice is being sent through electronic mode to all the Members who have registered their email addresses with the Company / Registrar and Share Transfer Agent ("RTA") or with Depository / Depository participants and the physical Notice (along with postal ballot forms) and prepaid business envelope through post will not be sent to the Members for this Postal Ballot.

The communication of assent / dissent of the Members will take place only through the remote e-voting system. The proposed resolution and explanatory statement pertaining to the said resolution setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company by Postal Ballot through e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations read with MCA Circulars and applicable SEBI Circulars, the Company has provided remote e-voting facility for this postal ballot process.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting in order to enable the Members to cast their votes electronically. Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process **on or before Saturday, 31st May, 2025 (5:00 p.m. IST)** by means of remote e-voting facility provided by the Company.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9:00 a.m. (IST) on Friday, May 2, 2025
Conclusion of e-voting period	5:00 p.m. (IST) on Saturday, May 31, 2025
Cut-off date for eligibility to vote	Friday, April 25, 2025

The e-voting facility will be disabled by CDSL immediately after 5:00 p.m. IST on Saturday, May 31, 2025 and will be disallowed thereafter.

The Company has appointed Mr. Devesh A. Pathak (Membership No. FCS: 4559), Founder of M/s. Devesh Pathak and Associates, Practising Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman, and the results of the remote e-voting through Postal Ballot will be announced within 2 Working days from the conclusion of the remote e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The results along with the Scrutinizer's Report would be intimated to BSE Limited at www.bseindia.com, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.welterman.com and on the website of CDSL at www.evotingindia.com.

The last date of remote e-voting, i.e., Saturday, May 31, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

The Members are requested to consider the following proposed resolution:

SPECIAL BUSINESS:

1. Appointment of Mr. Pradeep Ramjivan Goyal (DIN: 02798770) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) [including any statutory modification(s) or re-enactment thereof for the time being in force], the Articles of Association of the Company, pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors respectively, approval, be and is, hereby accorded to the appointment of Mr. Pradeep Ramjivan Goyal (DIN: 02798770) as an Independent Director who was appointed as an Additional Director to hold office upto next Annual General Meeting pursuant to section 161(1) of the Act, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 14th April, 2025 till 13th April 2030.”

“RESOLVED FURTHER THAT Any Director or Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

**By Order of the Board
For Welterman International Limited**

**Sd/-
Rucha Pathak
Company Secretary**

**Date: April 14, 2025
Place: Vadodara**

NOTES AND INSTRUCTIONS:

1. The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") setting out the material facts and reasons relating special business to be transacted at the meeting is annexed hereto.
 2. In accordance with the MCA Circulars, the Company is sending the Notice of Postal Ballot only through electronic mode to all those members whose e-mail addresses are registered with the Company or Depositories/Depository participants or Company's Registrar and Transfer Agent i.e., MUFG Intime India Private Limited (Formerly known as : Link Intime India Private Limited).
 3. Member(s) whose name(s) appear in the Register of Members as on Friday, April 25, 2025 ("cut-off date") will be considered for the purpose of voting in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat the Notice for information purposes only.
 4. Members are requested to exercise their voting rights through remote e-voting only. No other means of voting are permitted. The Company will not dispatch physical copies of Notice of Postal Ballot to any Member. A member cannot exercise his vote by proxy on postal Ballot.
 5. The Company has engaged the Central Depository Services Limited (CDSL) as the agency to provide the e-voting facility and the instructions for e-voting are provided as a part of this Notice.
 6. A copy of this Notice has been placed on the website of the Company at www.welterman.com, website of BSE Limited at www.bseindia.com as well as on website of CDSL at www.evotingindia.com.
 7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through remote e-voting process. The e-voting facility will be available during the following period:

Commencement of e-voting period	9:00 a.m. (IST) on Friday, May 2 nd , 2025
Conclusion of e-voting period	5:00 p.m. (IST) on Saturday, May 31 st , 2025
- The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories, as on the Cut-off date, i.e., Friday, April 25, 2025, are entitled to vote electronically on the Resolution set forth in this Notice. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
8. Resolutions passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, May 31, 2025, as if it has been passed at the General Meeting of the Members.
 9. On completion of the scrutiny of e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person of the Company authorised by him within prescribed timelines. The results of the Postal Ballot will be declared within two working days from the closure of electronic voting and on declaration along with the Scrutinizer's Report will be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) where equity shares of the Company are listed, in accordance with the Listing Regulations and additionally be uploaded on the Company's website: www.welterman.com. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
 10. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 3:00 p.m. on all working days (Monday - Friday) from the date of dispatch of the Notice till the last date for remote e-voting i.e., Saturday, May 31, 2025. Members are requested to write to the Company Secretary on companysecretary.wil@gmail.com for inspection of said documents mentioning their names, folio numbers, DP ID and Client ID during the voting period.

Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote evoting instructions by the Members whose e-mail addresses are not registered with the Depositories:

Those persons who are Members of the Company as on cut-off date i.e. April 25, 2025 and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below to receive this Postal Ballot Notice and the procedure and instructions for remote e-voting electronically.

Connect with your Depository Participants	Members holding shares in dematerialized mode are requested to approach their Depository Participant to register their e-mail address. This will enable you to receive all communications from the Company through electronic mode.
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Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participant(s) to enable serving of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

The instructions for members for remote E-Voting are as under:

- (i) The E-voting period shall commence on **Friday, May 02, 2025, at 9:00 A.M. (IST) and will end on Saturday, May 31, 2025, at 5:00 P.M. (IST)**. During this period, Members of the Company holding shares either in physical or dematerialized form as of the Cut-off date, i.e. Friday, April 25, 2025 may cast their vote electronically, in respect of the resolution as set out in this Notice only through the e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023, 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.

Pursuant to above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

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

- (iv) 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.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at 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 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	<ol style="list-style-type: none"> 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.. 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

	<p>‘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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.: 022 - 4886 7000 and 022 - 2499 7000

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 Remote e-voting for Shareholders other than individual shareholders holding in demat form and Physical Shareholders.

- 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 Physical Shareholders and other than individual Shareholders holding shares in Demat Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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 for <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 – For Remote Voting only:

- 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.

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 through Depository.

If you have any queries or issues regarding 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 or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

On the recommendation of the Nomination & Compensation Committee ('the Committee'), the Board of Directors of the Company at its meeting held on April 14, 2025, appointed Mr. Pradeep Ramjivan Goyal as an Independent Director of the Company for the term of five consecutive years with effect from April 14, 2025, 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 Resolutions relating to his appointment.

Regulation 17(1C) of the Listing Regulations requires that every listed entity shall ensure that approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In the opinion of the Board, Mr. Pradeep Ramjivan Goyal fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as an Independent Director and he 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 Mr. Pradeep Ramjivan Goyal have been received by the Company, and consent has been filed by him pursuant to Section 152 of the Act.

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

The other details as required under the provisions of Regulation 36(3) of the Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) and other applicable provisions, if any, are given below:

Particulars	Details of Director
Name of the Director	Mr. Pradeep Ramjivan Goyal
DIN	02798770
Date of Birth	11/02/1965
Age	60 years
Designation/Category of Director	Non-Executive Independent Director
Date of the appointment	April 14, 2025
Qualification	He is a member of the Institute of Chartered Accountants of India (ICAI)
Brief Profile, Experience, and Expertise in specific functional areas	He possesses extensive knowledge in various domains of Finance, Accounting and Auditing. He has been closely associated with fertilizer sectors for the past 20 years.
Listed Companies in which Directorship held other than this Company	NIL
Directorship held in other than Listed Companies	1. Transworld Furtichem Limited 2. Creative Free Trade Warehousing Pvt. Ltd. 3. Sayaji Real Estate Services Pvt. Ltd. 4. Sayaji Realty Pvt. Ltd. 5. Blue Phosphate Ltd. 6. Sayaji Foods Pvt. Ltd. 7. Alliance Infraprojects Pvt. Ltd.
Name of Listed entities from which the person has resigned in the past three years	NIL
Listed Companies in which Director held membership in Committees other than this Company	NIL
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Not related with any Director / KMP of the Company
No. of shares held in the Company	NIL
Term of Appointment	As a Non-Executive Independent Director, not liable to retire by rotation for the term of 5 (five) consecutive years commencing from April 14, 2025 upto April 13, 2030.
Details of Remuneration sought to be paid	He is eligible for sitting fees and Commission, if any, paid to the Non-Executive Independent Directors.
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the Item no. 1 of the explanatory statement.

Except Mr. Pradeep Ramjivan Goyal (DIN: 02798770) none of the other Directors and Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, your Directors recommend and seek your approval to the resolution as set out in item no.1 of the accompanying notice in respect of the appointment of Mr. Pradeep Ramjivan Goyal as an Independent Director of the Company, by way of Special Resolution.

**By Order of the Board
For Welterman International Limited**

**Sd/-
Rucha Pathak
Company Secretary**

**Date: April 14, 2025
Place: Vadodara**