

WELTERMAN INTERNATIONAL LTD.

Registered Office & Factory

Plot No. 1135, At. & Po. Lamdapura, Lamdapura Road, Tal. Savli, Dist Vadodara
(Gujarat) 391775 (India) CIN No. L51100GJ1992PLC017613
Email : welterman.baorda52@gmail.com

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the “**Act**”) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolution appended below is proposed to be passed as Special Resolution by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the “**Form**”) for your consideration. The Board of Directors, at its meeting held on March 15, 2019, has appointed Mr. Devesh A. Pathak, Proprietor, M/s. Devesh Pathak & Associates, Practicing Company Secretaries, Vadodara as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting as an alternate for the Members to enable them to cast their votes electronically. Members are requested to read the instructions printed on the Form for voting through physical ballot/ electronic mode. The Members who opt for voting through physical ballot are requested to return the Form in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach to the Scrutinizer at Mr. Devesh A. Pathak, Practicing Company Secretary C/o. Welterman International Limited at 701/702, Alkapuri Arcade, A- Wing, Opp. Welcom Hotels, R.C. Dutt Road, Alkapuri, Vadodara 390007 not later than the close of working hours i.e. 5.00 pm on April 25, 2019. The Notice of the Postal Ballot has also been uploaded on the Company's website www.welterman.com under 'Investors Corner'. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Board of Directors. The result of the voting conducted through postal ballot would be announced by Director & CEO or the Company Secretary of the Company on or before April 27, 2019 at the Registered Office of the Company. The said result would be intimated to BSE Limited, where the securities of the Company are listed and displayed at the Registered Office of the Company as well as on the Company's website viz., www.welterman.com and the website of Central Depository Services (India) Limited (CDSL) viz., www.evotingindia.com, along with the Scrutinizer's report. In the event the Resolution is approved by requisite majority of Members, the date of declaration of the result shall be deemed to be the date of passing of the said Resolution.

SALE, LEASE OR DISPOSAL OF FIXED ASSETS 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 180(1)(a), Section 110 and any other provisions, applicable, if any of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions as may be necessary from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the **“Board”** which term shall be deemed to include any duly constituted Committee of the Board), to sell, lease or otherwise dispose of the whole, or substantially the whole of the Land, Buildings, and Plant and Machinery and other assets situated at Lamdapura, Manjusar Vadodara, in Gujarat to M/s. Transworld Furtichem Private Limited, Mumbai and approve in this regard, with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company for an Enterprise Value of not less than Rs. 6,25,00,000/- (Rs. Six Crore Twenty Five Lacs) as the Board at its discretion consider beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive agreements, deeds of assignment, conveyance deed, undertakings, deeds, transition services agreements, requisite applications, representations, and execute all such other ancillary documents and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale, Lease or Dispose of the Fixed assets as they may in their absolute discretion deem fit without further referring to the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Date: 15.03.2019

Place: Vadodara

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

**Sd/-
Mansi Vyas
Company Secretary**

NOTES AND INSTRUCTIONS:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members maintained by the Registrar and Transfer Agent i.e. Link Intime India Private Limited as on the close of business hours on March 15, 2019.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“**Ballot Form**”) through permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.welterman.com and on the website of CDSL, i.e. www.evotingindia.com
5. Voting Period commences on March 27, 2019 at 9.00 am and ends on April 25, 2019 at 5.00 pm.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
7. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
8. In case a Member has not received the Postal Ballot Form and is desirous of obtaining a duplicate Ballot Form or who has been sent this Postal Ballot Form electronically does not want to avail e-voting facility organized by Central Depository Services (India) Limited (CDSL), may write to the Company at the registered office of the Company or Email: companysecretary.wil@gmail.com mentioning their folio/DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Company not later than the date and time specified in instructions at Serial No. A (ii) below.
9. Mr. Devesh A. Pathak, Proprietor, M/s. Devesh Pathak & Associates, Practicing Company Secretaries Vadodara, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
10. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit report to the Board of Directors of the Company. The results of the Postal Ballot will be declared on or before April 27, 2019. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e. www.welterman.com intimated to the BSE Limited where the securities of the Company are listed and on the website of Central Depository Services (India) Limited (CDSL) viz. www.evotingindia.com.
11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

12. The said Special Resolution will be deemed to have been passed on the date of declaration of results, if approved, by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the Rules made there under.

13. Instructions for voting:

A. Voting through physical Ballot Form

- (i) A Member desiring to exercise vote by Physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- (ii) The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed prepaid postage Business Reply Envelope to the Company so as to reach the Scrutinizer before 5.00 pm on April 25, 2019. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted/ accepted.
- (iii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through electronic means:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department and registered with DP/RTA in respect of physical shareholding as well as those holding shares in Demat form and in case, whose PAN is not registered, enter your unique PAN/Default Value Number mentioned on the Postal Ballot Form received by you.
DOB# Dividend Bank Details#	Enter the Date of Birth as registered with the DP/RTA in dd/mm/yyyy format or enter the dividend bank details as recorded with your DP/RTA. In respect of demat/physical shareholding and whose DOB and Dividend Bank details are not registered with DP/RTA, those can enter number of shares held by you on the cut-off date i.e. Friday, March 15, 2019

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 a 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <WELTERMAN INTERNATIONAL LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

C. Other Instructions:

- (i) The e-voting period commences on March 27, 2019 at 9.00 am and ends on April 25, 2019 at 5.00 pm (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)
- (ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on March 15, 2019 as per the Register of Members maintained by the Registrar and Transfer Agent, i.e. Link Intime India Private Limited.
- (iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Your Company has availed intercorporate long term loan from M/s. Transworld Furtichem Private Limited ('Transworld'). In order to partly/ fully repay the loan, your Directors at their meeting held on Friday, 15th March, 2019 has recommended Slump Sale of land, building along with Plant & Machinery of the Company thereon Lamdapura on 'as it is where it is basis situated at Plot No. 1135, At & Post Lamdapura, Lamdapura Road, Tal. Savli, Dist. Vadodara (Gujarat) 391 775 at a consideration of not less than Rs. 6, 25, 00,000/- (Rs. Six Crore Twenty Five Lacs) to 'Transworld'.

Transworld Furtichem Private Limited having registered office situated at Office No.1801, The Affairs Building, 18th Floor, Plot No.9, Sector 17, Palm Beach Road, Sanpada, Navi Mumbai 400 705 is one of the fast growing manufacturers & exporters of compound NPK Granulated Fertilizers, Sulphate of Potash (SOP), specialty chemicals & Fertilizers with state of art production facility. It has two manufacturing units in India i.e. Special Economic Zone at Kandla - Gujarat, and 100% Export Oriented Unit at Roha Maharashtra and manufacturing unit at Mangalore. The Turnover of the Company during the Previous Financial year was Rs. 4,70,09,79,966/-

It would be advantageous for the Company by way of substantial reduction of its Long term Liabilities, reduction of interest cost on aforesaid loan and saving of overheads on aforesaid immovable properties as an alternate business model, the Company proposes to embark into trading business of dealing in Fertilizers and Chemicals.

Accordingly, it is proposed to authorized the Board of Directors of the Company to Sell aforesaid immovable properties to 'Transworld' at a consideration not less than Rs. 6, 25, 00,000/- (Rs. Six Crore Twenty Five Lacs) and on such other terms and conditions as may be thought fit to the Board in the best interest of the Company pursuant to section 180 (1)(a) and any other provisions, applicable, if any, of the Companies Act, 2013('The Act')

Accordingly, your directors recommend and seek your approval to the resolution as set out in item no. 1 of the accompanying notice by way of Special resolution through Postal Ballot pursuant to section 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

None of the Directors/ Key Managerial Personnel or their respective relatives shall be deemed concerned or interested in the aforesaid Special Resolution.

Date: 15.03.2019

Place: Vadodara

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

**Sd/-
Mansi Vyas
Company Secretary**

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WELTERMAN INTERNATIONAL LTD.

Registered Office & Factory

Plot No. 1135, At. & Po. Lamdapura, Lamdapura Road, Tal. Savli, Dist Vadodara
(Gujarat) 391775 (India) CIN No. L51100GJ1992PLC017613
Email : welterman.baorda52@gmail.com

E-VOTING / POSTAL BALLOT FORM

(Please read the Instructions printed overleaf carefully before completing this form)

- (1) Name and Registered Address of the Sole/First named Member (in block letters) :
- (2) Name(s) of the Joint Member(s) :
- (3) Registered Folio No./ DPID No./Client ID No (Applicable for Members holding Shares in dematerialisation form) :
- (4) Unique PAN/Default Value Number :
- (5) No. of Shares held :

I/We hereby exercise my / our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 15th March, 2019 of the Company by conveying / sending my / our assent or dissent to the said Special Resolution by placing the tick mark (✓) at the appropriate column below :

Item No.	Brief Particulars of the Resolution	Nature of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
	To authorize Board of Directors of the Company to sell, Lease or otherwise dispose off whole or substantially whole fixed assets at Lamdapura pursuant to Section 180 (1)(a) of the Companies Act, 2013	Special Resolution			

Place:

Date:

(Signature of the Shareholder)
(For instructions please see overleaf)

Please provide your E Mail ID: _____,

Tel. /Mobile No. _____

Instructions:

- (1) A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing Postal Ballot Form deposited in person or sent by Courier at the expenses of the Member will also be accepted. No other Form or Photocopy of the Postal Ballot will be permitted.
- (2) The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
- (3) This Form should be completed and signed by the Member [as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively]. In case shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named shareholder.
- (4) In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority Letter together with the specimen signature(s) of the duly authorized signatories. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of the shareholder of the Company must be accompanied by the requisite certified true copy of Power of Attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature. However proxy cannot sign the Postal Ballot Form on behalf of the shareholder.
- (5) Unsigned Postal Ballot Form will be rejected. Incomplete, improperly or incorrectly ticked (v) Postal Ballot Form will be liable to be rejected. Postal Ballot Form bearing tick (v) marks in both the columns i.e. in assent and in dissent will render the Postal Ballot Form invalid. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- (6) A tick (v) mark should be placed in the relevant box signifying assent / dissent for the Resolution(s) as the case may be before mailing the Postal Ballot Form.
- (7) Duly completed and signed Postal Ballot Form should reach to the Scrutinizer not later than the close of working hours at 5:00 p.m. on **Thursday, April 25, 2019**. Postal Ballot Form received after the said date will be treated as if a reply from such Member(s) has not been received and shall not be counted for the purposes of passing of Resolutions.
- (8) The voting rights shall be reckoned in proportion to a Member's share of the paid up Equity Share Capital of the Company as on Friday, March 15, 2019.
- (9) Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be ignored by the Scrutinizer.
- (10) There will be only one Postal Ballot Form for every Folio / Client ID irrespective of the no. of joint holders.
- (11) The Scrutinizer will submit his report on **Saturday, April 27, 2019** to the Board of Directors after completion of scrutiny. The results of the Postal Ballot will be announced by the Director or Authorized Key Managerial Personnel (KMP) on **Saturday, April 27, 2019** at the Registered Office of the Company at Plot No. 1135, At & Post Lamdapura, Lamdapura Road, Tal. Savli, Dist. Vadodara (Gujarat) 391 775.
- (12) A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed should reach the scrutinizer not later than the date and time specified at item 7 above.
- (13) The Board of Directors at its meeting held on **March 15, 2019** has appointed CS Devesh A. Pathak (CP No. 2306) of M/s. Devesh Pathak & Associates, Practicing Company Secretaries, 51 - Udyognagar Society, Nr. Ayurvedic College, Outside Panigate, Vadodara- 390019 Email-id: maildeveshpathak@rediffmail.com as scrutinizer for conducting the postal Ballot process in accordance with the law and in a fair and transparent manner.
- (14) In Compliance with provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, read with clause 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is offering e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.welterman.com and www.evotingindia.com.
- (15) Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Mansi Vyas, Company Secretary, Welterman International Limited, Plot No. 1135, At & Post Lamdapura, Lamdapura Road, Tal. Savli, Dist. Vadodara (Gujarat) 391 775, or email to companysecretary.wil@gmail.com.
- (16) Shareholders are requested to fill up their E Mail ID as well as Contact no. below the Postal Ballot in order to enable the Company to update data base as also to send the e-communication to you.