NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of Welter Securities Limited will be held on Monday, the 30th day of September, 2024 at 02.00 P.M. at 91, Netaji Subhash Road, Kolkata (WB) 700001 to transact the following businesses:-

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2024 with Profit and Loss Account and Cash Flow Statement for the year ended on that date together with Reports of Directors and Statutory Auditors thereon including report of Secretarial Auditors.
- 2. To appoint a Director in place of Shri Sarvesh Kumar Sharma (DIN: 00048556), who retires by rotation and being eligible offers himself for re-appointment.
- 3. To Appoint Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under M/s. R Sharma & Associates, Chartered Accountants (Firm Registration No. 003683N), be and is hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this (34th) Annual General Meeting until the conclusion of 39th Annual General Meeting of the Members of the Company, at such remuneration plus service tax, out-of-pocket, travelling and boarding expenses, etc., as may be mutually agreed between the Board of Directors."

By Order of the Board For Welter Securities Limited

Sd/-Ashok Kumar Sharma Managing Director (DIN-00048612)

Date: 07th September, 2024

Place : New Delhi

NOTES:

- A member entitled to attend and vote at the AGM ("the meeting") is entitled to appoint a proxy and such
 proxy need not be a member of the Company. The instrument appointing the proxy should, however, be
 deposited at the registered office of the Company not less than forty-eight hours before the commencement
 of the meeting.
- 2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5. Relevant documents referred to in the accompanying notice and statement is open for inspection by the members at the registered office of the company on all working days, except Saturdays, during business hours up to the date of the meeting.
- 6. Notice of Annual general meeting will be sent to those shareholders/ beneficial owners, whose name will appear in the register of members/ list of beneficiaries as on 20th September, 2024.
- 7. Members/ proxies should bring their attendance slip duly filled in for attending the meeting.
- 8. Copies of notice of AGM along with attendance slip and proxy form are being sent by electronic mode only to the members whose email addresses are registered with the Company or depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
- 9. Members may also note that the notice of the annual general meeting along with attendance slip and proxy form will also be available on the Company's website www.weltersecurities.com for their download.

VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by NSDL.
- II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case members cast their vote exercising both the options, i.e., physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III. The e-voting shall commence from Thursday, 26th September, 2024 at 9:00 a.m. (IST) and close at Sunday, 29th September, 2024 at 5:00 p.m. (IST). The instructions for e-voting are as under;

Members are requested to follow the instructions below to cast their vote through e-voting:

- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the 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.

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.

iii. 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

How do I vote electronically using NSDL/CDSL e-Voting system?

The way to vote electronically on CDSL/NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to CDSL/NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding	1. Existing IDeAS user can visit the e-Services website of NSDL Viz.
securities in demat mode with	https://eservicesnsdl.com either on a Personal Computer or on a
NSDL.	mobile. On the e-Services home page click on the "Beneficial
	Owner" icon under "Login" which is available under 'IDeAS' section,
	this will prompt you to enter your existing User ID and Password.
	After successful authentication, you will be able to see e-Voting
	services under Value added 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 i.e. NSDL and
	you will be re-directed to e-Voting website of NSDL for casting your
	vote during the remote e-Voting period.
	2. If you are 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual Shareholders holding securities in demat mode with CDSL

- 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 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, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website <u>www.cdslindia.com</u> and click on login & New System Myeasi Tab and then click on registration option.
- 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	You can also login using the login credentials of your demat account through
securities in demat mode) login	your Depository Participant registered with NSDL/CDSL for e-Voting facility.
through their depository	upon logging in, you will be able to see e-Voting option. Click on e-Voting
participants	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 i.e. NSDL and you will be redirected to e-Voting
	website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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 at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. 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.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
 - Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or	Your User ID is:
CDSL) or Physical	
a) For Members who hold shares in demat	8 Character DP ID followed by 8 Digit Client ID
account with NSDL.	For example if your DP ID is IN300*** and Client
	ID is 12***** then your user ID is
	IN300***12******.

b) For Members who hold shares in demat	16 Digit Beneficiary ID
account with CDSL.	For example if your Beneficiary ID is
	12******* then your user ID is
	12********
c) For Members holding shares in Physical	EVEN Number followed by Folio Number
Form.	registered with the company
	For example if folio number is 001*** and EVEN
	is 101456 then user ID is 101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for** those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.

- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbkbohra@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 4886 7000 and 022 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy
 of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by email to welter1234@rediffmail.com
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to welter1234@rediffmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- 3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Facility for Non - Individual Shareholders and Custodians- Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log
 on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in.

- 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; csbkbohra@gmail.com and welter1234@rediffmail.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- vi. 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 evoting@nsdl.co.in.
- 10. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date (record date) of 23rd September, 2024.
- 11. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 12. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on 03rd September, 2024.
- 13. The shareholders shall have One vote per Equity Share held by them as on the cut-off date (record date) of 23rd September, 2024. The facility of e-Voting would be provided once for Every Folio / Client Id, irrespective of the number of Joint Holders.
- 14. **Mr. Bhoopendra Kumar Bohra of M/s. B K Bohra & Associates, Company Secretaries** has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding Three (3) days from the conclusion of the e-Voting period unblock the votes in the presence of at least Two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 15. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL and website of WELTER SECURITIES LIMITED within Two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Calcutta Stock Exchange Limited.

By Order of the Board For Welter Securities Limited

Ashok Kumar Sharma Managing Director

(DIN-00048612)

Sd/-

Date: 07th September, 2024

Place : New Delhi

WELTER SECURITIES LIMITED (CIN: L65993WB1990PLC048314)

Regd. Off: 91, Netaji Subhash Road, Kolkata (WB) 700001

ATTENDENCE SLIP

(To be handover at the entrance of Meeting Hall)

I/We hereby record my/our presence at the 34th Annual General Meeting of the **WELTER SECURITIES LIMITED** held on Monday, the 30th Day of September, 2024 at 02.00 P.M. at **91, Netaji Subhash Road, Kolkata (WB) 700001**.

Name of the Shareholder/Proxy:
L.F. No/ DP ID
No. of shares held:
*C+::!

*Strike out whichever is not applicable

Signature of Member / Proxy

WELTER SECURITIES LIMITED

(CIN: L65993WB1990PLC048314)

Regd. Off: 91, Netaji Subhash Road, Kolkata (WB) 700001

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FORM NO.: MGT-11

Name of M Registered			
Registered	lember(s)		
	Address		
Email Id.			
Folio No.			
. NA Em	the member (s) ofshares of the above named company, hereby appoint ME nail Id.: dress:		
Em	MEdl ld.:dress:		
	roxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual Gene on the 30th Day of September, 2024 at 02.00 P.M. at 91, Netaji Subhash Road, Kolk		
ltem	t thereof in respect of such resolutions as are indicated below: RESOLUTIONS	FOR	AGAINST
Item No.	t thereof in respect of such resolutions as are indicated below:		Т
Item No. 1. T. 3 e	t thereof in respect of such resolutions as are indicated below: RESOLUTIONS		Т
Item No. 1. T. 3 e ti	RESOLUTIONS Ordinary Businesses: To receive, consider and adopt the Audited Balance Sheet of the Company as on 1st March, 2024 with Profit and Loss Account and Cash Flow Statement for the year nded on that date together with Reports of Directors and Statutory Auditors		Т
Item No. 1. T. 3 e tt	RESOLUTIONS Ordinary Businesses: o receive, consider and adopt the Audited Balance Sheet of the Company as on 1st March, 2024 with Profit and Loss Account and Cash Flow Statement for the year nded on that date together with Reports of Directors and Statutory Auditors hereon including report of Secretarial Auditors. o appoint a Director in place of Shri Sarvesh Kumar Sharma (DIN: 00048556), who		Т

NOTES:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- 3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'FOR' and 'AGAINST' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.
- 4. Please complete all details including detail of member(s) in above box before submission.