

WAISL LIMITED

CIN: U72200DL2009PLC429177

Regd. Off: 3rd Floor, Unit no. 310 (East Wing) Wordmark- 1, Asset Area no. 11, Hospitality District, Delhi Aerocity, Near Indira Gandhi International Airport, IGI Airport, New Delhi, 110037.

Corp. Off: First Floor, Wing D, New Udaan Bhawan, Complex, Opp. Terminal - 3, IGI Airport New Delhi-110037

SHORTER NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of members of **WAISL LIMITED** will be held on 26th, September 2024 at 11:00 am, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') at Shorter Notice at the registered office of the Company at 3rd Floor, Unit no. 310 (East Wing) Wordmark- 1, Asset Area no. 11, Hospitality District, Delhi Aerocity, Near Indira Gandhi International Airport, New Delhi, 110037 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March 2024 together with notes for the year ended on that date, and the reports of the directors and auditors thereon.
2. To consider the appointment of a director in place of Mr. P Rama Krishna (DIN: 03327834) who retires by rotation in terms of Section 152(6) of the Companies Act 2013, at this meeting and being eligible, offers himself for re-appointment.
3. To declare the final dividend @ Rs. 110/- per share of Rs. 10/- (Rupees Ten only) each fully paid-up of the Company for the financial year 2023-24.

SPECIAL BUSINESS:

4. To approve the continuation of directorship of Mr. Arun Balakrishnan with the Company, post attaining the age of 75 years.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Companies Act, 2013 read with Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of the nomination and remuneration committee and the Board of directors of the Company, approval of the members be and is hereby accorded for continuation of Mr. Arun Balakrishnan (DIN: 00130241), as a non-executive independent director of the Company, post attaining the age of 75 years.

RESOLVED FURTHER THAT the Board of directors of the company and the Company Secretary be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For WAISL Limited**

**Place: New Delhi
Date: September 11, 2024**

**Sd/-
Karishma Aggarwal
Company Secretary
Mem. No: A70927**

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its general circular No. 20/2020 dated 5th May, 2020, general circular No. 02/2021 dated 13th January, 2021, general circular No. 19/2021 dated 8th December, 2021, general circular No. 21/2021 dated 14th December, 2021, general circular No. 02/2022 dated 5th May, 2022 (hereinafter collectively referred to as "Circulars") permitted to hold the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. Accordingly, in compliance with the said circulars of MCA and applicable provisions of the Companies Act, 2013 ('Act'), the AGM of the Company is being held through VC/OAVM on Thursday, the 26th day of September 2024 at 11:00 am (IST). The deemed venue of the AGM shall be the Registered Office of the Company.
2. Since this AGM will be conducted 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 this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Representatives of the Corporate Members may be appointed for the purpose of participation in the 15th AGM through VC/OAVM Facility. Corporate Members intending to attend the AGM through their authorised representatives 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 by e-mail at Karishma.Aggarwal@waisl.in.
4. Quorum will be counted as one vote for every Client Id/Folio Number irrespective of the number of joint holders.
5. Attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Business in the Notice is annexed and forms part of this Notice.
7. All the documents referred in the Notice and the Explanatory Statement shall be available for inspection through electronic mode. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking inspection of such documents can send an e-mail to Karishma.Aggarwal@waisl.in.
8. the register of directors and key managerial personnel shareholding and the Register of Contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members at the AGM.
9. Pursuant to the MCA Circulars, the Notice of the 15th AGM and the Annual Report including the audited financial statements for the financial year 2023-24, Auditors' Report, Directors' Report, and other documents are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company and hard copy will be given through permitted mode to shareholders who holds share in physical form.

10. The members are requested to follow the following instructions in order to attend and participate in the AGM through VC:

- i. The login-id and password for joining the meeting will be sent separately;
- ii. The facility for joining the AGM shall be kept open for 15 minutes before the scheduled time to start the AGM i.e. 10:45 am (IST) and for 15 minutes after the expiry of the said scheduled time;
- iii. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the AGM;
- iv. Queries on the audited financial statements of the Company covered under the Notice may be sent to Karishma.Aggarwal@waisl.in. in advance of the meeting so that the answers may be made readily available at the AGM;

11. The information/details as required by the Secretarial Standard-2 on General Meetings in respect of director seeking appointment/re-appointment at the AGM are also annexed.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Arun Balakrishnan is not disqualified to continue as a director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to continue as non-executive independent director, post attaining the age of 75 years. The Nomination & Remuneration Committee (NRC) at its meeting held on September 11, 2024, has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of directors also approved and recommended to the members, the continuation of Mr. Arun Balakrishnan as non-executive independent director, post attaining the age of 75 years. In Compliance with the provisions of Section 17(1A) of listing regulations, the resolution for the approval for continuation of Mr. Arun Balakrishnan as non-executive independent director, post attaining the age of 75 years is being placed before the members for their approval.

Therefore, members are requested to give their approval for agenda item no. 4 by passing a special resolution.

**By Order of the Board
For WAISL Limited**

**Place: New Delhi
Date: September 11, 2024**

**Sd/-
Karishma Aggarwal
Company Secretary
Mem. No: A70927**

ANNEXURE TO NOTICE

Details of director seeking appointment/re-appointment at the AGM:

Name of the director	Mr. P. Rama Krishna
DIN	03327834
Date of birth	26/01/1960
Date of appointment	23/05/2019
Age	64 years
Qualification	He is a commerce and law graduate from Andhra University and the Fellow Member of Institute of Chartered Accountants of India.
Expertise in specific functional area	He has more than 3 decades of rich experience across various domains including business development & strategic planning, auditing, accounting, process controls, risk management, corporate governance and compliance, tax structuring and succession planning. He has also functional expertise in deal making, valuations, due diligence, negotiation support, joint venture structuring and fund raising.
List of directorships in other Companies	<p>He is director and designated partner in the following:</p> <p>A. Companies:</p> <ol style="list-style-type: none">1. Cosmos Green Kisan Maitri Producer Company Ltd.2. Transbit Infotech Private Limited3. Coherendz India Private Limited <p>B. LLP(s):</p> <ol style="list-style-type: none">1. Utthishta Management Advisors LLP2. Artha Arbitrage Consulting LLP3. Cosmos Green Naturo LLP4. Cosmos Green Wanaparthi LLP5. Onapakshi LLP6. Cosmos Green Veltoor LLP7. Cosmos Green Jadcherla LLP8. Cosmos Green Mojerla LLP
Remuneration last drawn (During the year 2023-24)	Only received sitting fee for the Board & Committee meeting attended during the year.
Relation with other directors, manager & KMP of the Company	Not related to any director & KMPs
Number of Board meeting attended during Year (2023-24)	7

Name of the director	Mr. Arun Balakrishnan
DIN	00130241
Date of birth / age	July 25, 1950 / 74 years
Qualification	Post Graduate Diploma in Management Graduate in Chemical Engineering
Expertise in specific functional areas	Wide experience in marketing, operations, import-export, human resources etc.
Terms and conditions of appointment/re-appointment	Continuation of director post attaining the age of 75 years as required under regulation 17(1A) of listing regulations
Remuneration last drawn	Sitting Fees
Date of first appointment on the Board	27-07-2023
Shareholding in the Company	NIL
Number of Board meetings attended during the financial year 2023-24	5
Directorships and committee membership/chairmanship held in other Companies as on March 31, 2024	Given hereunder as (A)
Relationship with other director, manager and other KMP of the Company	NIL

(A) Names of other entities in which Mr. Arun Balakrishnan holds directorship and the membership/ chairmanship of committees of the Board:

Name of the Companies (Directorship)	Membership/Chairmanship of committees of the Board
Alphamers Limited	No Committee Membership
Linde India Limited	Audit Committee – Member Risk Management Committee - Chairman Nomination and Remuneration Committee – Chairman Stakeholders Committee- Chairman Corporate Social Responsibility Committee – Member
Haldia Petrochemicals Limited	Audit Committee – Member Risk Management - Chairman Nomination and Remuneration Committee – Member
Rashtriya E Market Services Private Limited	No Committee Membership
Pipeline Infrastructure Limited	Audit Committee – Member Risk Management - Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member
Yokogawa India Limited	Audit Committee – Member Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member
Brookfield India Infrastructure Manager Private Limited	Audit Committee – Member Risk Management - Member Nomination and Remuneration Committee – Member Stakeholders Committee- member Corporate Social Responsibility Committee – Member
WAISL Limited	Audit Committee – Chairman Risk Management - Member Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Chairman

WAISL LIMITED

CIN: U72200DL2009PLC429177

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Proxy form

Form No. MGT-11

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

Name of the member(s):		E-mail Id:	
Registered address:		Folio No/Client Id*:	
		DP ID*:	

I/We, being the member (s) of _____ shares of WAISL Limited, hereby appoint:

1. _____ of _____ having e-mail id _____ or falling him

2. _____ of _____ having e-mail id _____ or falling him

3. _____ of _____ having e-mail id _____ or
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 15th Annual General Meeting of the Company to be held on _____, _____, 2024 at _____, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') and / or at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Ordinary Business	For	Against
1.	To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended 31st March 2024 together with notes for the year ended on that date, and the reports of the Directors and Auditors thereon.		
2.	To consider the appointment of a Director in place of Mr. P Rama Krishna (DIN: 03327834) who retires by rotation in terms of Section 152(6) of the Companies Act 2013, at this meeting and being eligible, offers himself for re-appointment.		
3	To declare the final dividend @ Rs. 110/- per share of Rs. 10/- (Rupees Ten only) each fully paid-up of the Company for the financial year 2023-24.		
S. No	Special Business	For	Against
4	To approve the Continuation of Directorship of Mr. Arun Balakrishnan with the Company, Post attaining the age of 75 Years.		

Signed this _____ day of _____ 2024.

Signature of Member

Signature of Proxy holder(s)

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. A proxy need not be a member of the Company.

Route Map to the Venue of AGM:

Venue: 3rd Floor, Unit no. 310 (East Wing) Wordmark- 1, Asset Area no. 11, Hospitality District, Delhi Aerocity, Near Indira Gandhi International Airport, IGI Airport, New Delhi, 110037

