

WENDT (INDIA) LIMITED

No. 69/70, Sipcot, Hosur 635 126, Tamilnadu, INDIA

Telephone: + 91 4344.405500

Telefax : + 91 4344 405620 / 405630

E-mail : wil@wendtindia.com

Web : www.wendtindia.com

CIN: : L85110KA1980PLC003913

30th August 2022

BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

Scrip Code: 505412

National Stock Exchange of India Ltd.
Plot No. C/1, G Block
Bandra - Kurla Complex, Bandra (E)
Mumbai 400 051

Stock Code: WENDT-EQ

Dear Sir,

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot

This is in furtherance to our letter dated 02nd August 2022 intimating the decision of the Board to seek the approval of the shareholders vide postal ballot for appointment of Mr. Muthiah Venkatachalam (DIN: 07045802) as a Non-Executive Director.

In this regard, the Postal Ballot Notice dated 02nd August 2022 was dispatched today i.e. 30th August 2022, to the shareholders who have registered their e-mail address with the Company/Depository Participant/Depository/Registrar and Transfer Agent of the Company viz., KFin Technologies Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 26th August 2022. The Copy of the postal ballot is enclosed.

The e-voting period in respect of the postal ballot is as follows:

Commencement date and time: 09:00 am IST on Wednesday, 31st August 2022**Conclusion date and time: 05:00 pm IST on Thursday, 29th September 2022**

Please note that results for the postal ballot will be declared on or before Monday, 3rd October 2022. The results shall be also made available on the website of the Company at www.wendtindia.com besides being communicated to the stock exchanges.

The public notice with respect to Postal Ballot in terms of the applicable provisions under the Companies Act, 2013 read with rules made thereunder will be published and necessary intimation in this regard shall be made to the stock exchanges in due course.

Kindly take the above on record.

Thanking you.

Yours faithfully

For Wendt (India) Limited

Arjun Raj P
Company Secretary





WENDT (INDIA) LIMITED

CIN: L85110KA1980PLC003913

Registered Office: Flat No 105, Cauvery Block National Games Housing Complex, Koramangala, Bengaluru - 560047

Telephone: +91-4344-405500; Fax: +91-4344-405620/405630

E-mail: investorservices@wendtindia.com

Web.: www.wendtindia.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that the ordinary resolution set out below is proposed to be passed by the Members of Wendt (India) Limited ('the Company') by means of Postal Ballot, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the **MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said regulations and the circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Secretarial Standards-2 ('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time).

The ordinary resolution set out in this Notice is proposed to be considered by the Members and passed by the means of Postal Ballot through **remote e-voting** (voting electronically only), in line with the MCA Circulars:

Proposed Resolution

To appoint Mr. Muthiah Venkatachalam (DIN: 07045802) as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said regulation, Mr. Muthiah Venkatachalam holding DIN: 07045802 who was appointed as an Additional Director with effect from 2nd August 2022 by the Board pursuant to Section 161(1) of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director, be and is hereby appointed as a Non-Executive Director liable to retire by rotation.

RESOLVED FURTHER THAT Mr. N Ananthaseshan, Director, Mr. C Srikanth, CEO, and Mr. Arjun Raj P, Company Secretary be and are hereby severally authorised to do all such acts, file necessary forms and do such things including but not limited to make necessary intimations to the stock exchanges and other statutory authorities to give effect to the above resolution.

**By the Order of Board
For Wendt (India) Limited**

**Sd/-
Arjun Raj P
Company Secretary**

**Date: 2nd August 2022
Place: Chennai**

Notes forming part of the Notice:

1. The statement pursuant to Section 102 of the Act read with Rules made thereunder listing out the material facts and necessary disclosures pertaining to the resolution set out in the Postal Ballot Notice for approval of the Members is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **26th August 2022** ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemptions provided through the MCA Circulars.
3. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / list of beneficial owners received from the Depositories as on the Cut-Off Date only would be considered for the purpose of voting with respect to the business set out in this Notice.
4. **Service of Postal Ballot Notice electronically:**

In line with the MCA Circulars, this postal ballot Notice is issued electronically to the e-mail addresses of the Members in the manner listed herein below:

| | |
|--|---|
| Members holding shares in physical mode | This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA. |
| Members holding shares in demat mode | This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the Depositories. |

In lieu of the relaxation provided under the MCA Circulars referred above and in compliance with the said circulars, the Postal Ballot Notice is being served electronically.

No physical copy of Postal Ballot Notice will be issued even if a Member requests for the same.

5. **Registration of e-mail:**

Members who have not registered their e-mail addresses are requested to follow the procedure listed down herein below for registering their e-mail address:

| Type of holder | Process to be followed for registration of e-mail address and mobile number |
|-----------------------|--|
| Physical | Members may send an e-mail request to einward.ris@kfintech.com or investorservices@wendtindia.com along with: <ul style="list-style-type: none"> - Form ISR-1, Form ISR-2, Form ISR-3 / Form SH-13 for updation of KYC details including e-mail address*; - Scanned copy of the signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.; - Scanned copy of share certificate(s) (front and back). |
| Demat | Members may contact their DPs and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP. |

Alternatively, Members can register their e-mail address and mobile number by clicking <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and giving the necessary details. After due verification, the RTA shall send the Postal Ballot Notice requested by the Member.

*The forms can be downloaded from <https://www.wendtindia.com/investors/>.

Further, after providing the e-mail request as above, Members are requested to send the hard copy of the documents stated hereinabove addressed to M/s. KFin Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032.

6. Members updating their e-mail address through Depository Participant after the Cut-Off Date are required to communicate the same to the Company / RTA by writing an e-mail to investorservices@wendtindia.com and einward.ris@kfintech.com. Members updating their e-mail address after the Cut-Off Date are entitled to receive the Postal Ballot Notice.
7. The Postal Ballot shall be made available on the website of the Company at www.wendtindia.com, the websites of the Bombay Stock Exchange ('BSE') and National Stock Exchange ('NSE') at www.bseindia.com and www.nseindia.com respectively and the website of the RTA at <https://evoting.kfintech.com/public/Downloads.aspx>.
8. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the assent or dissent (i.e. voting) of members on the resolution listed out in the Notice can be cast through electronic voting i.e. remote e-voting. The detailed procedure for remote e-voting is listed down in the E-voting section. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot.

9. The Board of Directors at their meeting held on 2nd August 2022 have approved to engage the services of M/s. KFin Technologies Limited, Company's Registrar and Share Transfer Agent for providing remote e-voting facility for this postal ballot.
10. The Board of Directors at their meeting held on 2nd August 2022 have appointed Mr. R Sridharan, Practicing Company Secretary or failing him Ms. Srinidhi Sridharan of M/s. R Sridharan & Associates, Company Secretaries, who are not in employment of the Company, as the Scrutiniser for conducting the postal ballot voting process in a fair and transparent manner. The Scrutiniser has communicated his willingness for being engaged for conducting the postal ballot voting process.

11. Remote e-voting timeline:

The remote e-voting period for casting votes in respect of such business set out in this Notice are as listed hereinbelow:

| | |
|---------------------------------|---|
| Commencement of e-voting | 09:00 am (IST) on 31 st August 2022 |
| Conclusion of e-voting | 05:00 pm (IST) on 29 th September 2022 |

12. Remote e-voting shall be disabled and shall not be allowed beyond 05:00 pm (IST) on 29th September 2022. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. Votes casted beyond the stipulated time period shall be considered invalid.
13. The resolution as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e. 29th September 2022.
14. The Scrutiniser shall, consequent to the completion of the voting period, scrutinise the votes casted and shall submit his report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors not later than 3rd October 2022.
15. The results shall be also made available on the website of the Company at www.wendtindia.com. The results shall be also communicated to the Bombay Stock Exchange ('BSE') and National Stock Exchange ('NSE') and the RTA and the same shall be available on their respective websites.
16. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. 29th September 2022.
17. Disclosures pertaining to the business set out in the Notice pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Clause 1.2.5 of Secretarial Standards-2 issued by the Institute of Company Secretaries of India as revised from time to time are annexed to this Notice.

18. Members are requested to note that Securities and Exchange Board of India through circular ref. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, has mandated that shareholders holding shares in physical mode are required to update the following with the Company / RTA by 1st April 2023:

- PAN
- KYC details and
- Nomination details

The KYC details include contact information namely Postal Address with pincode, Mobile Number and e-mail address. In terms of above said circular, those folios wherein any of the above details are not available, shall be frozen and shareholders will not be eligible to lodge grievance or avail service request from the RTA or be eligible for receipt of dividend in physical mode. After December 31, 2025, frozen folios shall be referred by RTA/Company to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. Hence, Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA. Any clarifications in this regard may be addressed by an email to investorservices@wendtindia.com. For more details, Members are requested to refer to the website of the Company at <https://www.wendtindia.com/>.

INFORMATION ON REMOTE E-VOTING:

- 1.** In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company is pleased to provide remote e-voting facility for casting votes in respect of the business set out in the Postal Ballot Notice. The Company has engaged M/s. KFin Technologies Limited ('KFinTech'), Company's Registrar and Share Transfer Agent for providing remote e-voting facility for this postal ballot.
- 2.** The remote e-voting period shall commence at 09:00 am (IST) on 31st August 2022 and shall conclude at 05:00 pm (IST) on 29th September 2022 thereafter which the facility to cast votes shall be disabled. Members are requested to cast their votes on or before 29th September 2022.
- 3.** Once a vote is casted by a Member, he/she/it shall not be allowed to change it subsequently or be allowed to cast vote again. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

PROCEDURE FOR E-VOTING:

I. Individuals holding shares in demat mode:

In line with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, Members (individuals holding shares in demat mode) can avail remote e-voting facility, by using a single login credential through websites of Depositories/Depository Participants (DPs).

| Type of shareholders | Login Method |
|--------------------------------|--|
| Individual Shareholders | 1. User already registered for IDeAS e-Services: a) Visit URL: https://eservices.nsdl.com . |

| | |
|--|---|
| <p>holding securities in demat mode with NSDL</p> | <p>b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</p> <p>c) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>d) Click on "Access to e-Voting" appearing on the left hand side under e- Voting services and you will be able to see e-Voting page.</p> <p>e) Click on options available against company name or e-Voting service provider - KFintech and you will be re-directed to KFintech's e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. User not yet registered for IDeAS e-Services</p> <p>a) To register, click on link : https://eservices.nsdl.com</p> <p>b) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Kindly provide the necessary details for registration.</p> <p>d) Please follow steps given in point 1 for casting vote.</p> <p>3. Directly accessing the e-Voting website of NSDL</p> <p>a) Open URL: https://www.evoting.nsdl.com/</p> <p>b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>c) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>1. Existing user already registered for Easi/Easiest</p> <p>a) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>b) Click on New System Myeasi</p> <p>c) After successful login of Easi/Easiest the user will be also able to see the e- Voting Menu. The Menu will have links of ESP i.e. KFintech portal. Click on KFintech to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>b) Kindly provide the necessary details for registration.</p> <p>c) Please follow the steps given in point 1 for casting vote.</p> <p>3. Directly accessing the e-Voting website of CDSL</p> <p>a) Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>b) Enter your demat account number and PAN No.</p> <p>The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful</p> |

| | |
|--|--|
| | authentication, user will be provided links for the respective ESP i.e. KFintech where you can vote during the remote e-Voting period. |
| Individual Shareholder login through their demat accounts/Website of Depository Participant | <p>a) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>b) Once logged-in, 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.</p> <p>c) Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p> |

Helpdesk corner – for assistance on e-voting through NSDL / CDSL websites

Members may reach NSDL / CDSL through the below stated contact information for any assistance or for addressing any technical issues during the e-voting process:

| MODE | NSDL CONTACT DETAILS | CDSL CONTACT DETAILS |
|-----------------------------------|--|--|
| E-mail | evoting@nsdl.co.in | helpdesk.evoting@cdslindia.com |
| Contact Number (Toll Free) | 1800 1020 990 and 1800 22 44 30. | 022-23058738 or 022-23058542/43 |

II. In case of Members other than individuals and those holding securities in physical mode

A. In case a Member receives an e-mail from RTA [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number 6890 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail address etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select e-voting event i.e., Wendt (India) Limited. Now you are ready for e-voting as "cast vote" page opens.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially

enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

x. You may cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF) of the Board Resolution/ Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Wendt -Postal Ballot".

B. Members holding shares in dematerialised form whose e-mail addresses are not registered with the Company/DPs:

i. Please follow the steps provided in Note 5 under 'Notes forming part of the Notice' to obtain the User ID and password.

ii. Please follow all steps from sl. no. (i) to sl. no. (xii) of II(A) to cast your vote by electronic means.

4. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFintech's website for e-voting: <https://evoting.kfintech.com>.

5. Members are requested to take note of the contact details for reaching out to the RTA are as below:

| | |
|---|---|
| Name of the Contact person and Designation | Krishna Priya Maddula, Senior Manager |
| Address of the RTA | Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. |
| Contact Number(s) | 1800-3094-001 and 040-67162222 |
| E-mail | inward.ris@kfintech.com and evoting@kfintech.com |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement pursuant to Section 102 of the Companies Act, 2013 sets out the all material facts and necessary disclosures pertaining to the Special Business mentioned in the Postal Ballot Notice:

The Board at its meeting held on 2nd August 2022, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Muthiah Venkatachalam holding DIN: 07045802 as an Additional Director with effect from 2nd August 2022 pursuant to Section 161 of the Companies Act, 2013 to hold office until the date of the ensuing Annual General Meeting of the Company.

In terms of Section 152 of the Companies Act, 2013, approval of shareholders is required for appointment of a Director on the Board of the Company. Further, as per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) a listed entity shall ensure that the approval of shareholders for appointment of a person as a Director is taken at the next general meeting or within a time period of three months from the date of appointment, whichever being earlier.

Mr. Muthiah Venkatachalam is an undergraduate from University of St Andrews, United Kingdom. He has also completed M.A. (Hons.) in Management studies from St Andrews, United Kingdom. He has over a decade experience working with different organisations including The Lenton Group (Hong Kong) and The Boston Consulting Group. He is the founder and Director of Social Restaurants Private Limited and holds Directorships in Ceres Enterprises Private Limited and Murugappa Educational and Medical Foundation. He was also involved in setting up of a dedicated team to build the Agency Channel for Retail Health Insurance for operating from 600 branches across India for Cholamandalam MS General Insurance Company Limited.

Considering his rich experience and expertise, the Nomination and Remuneration Committee recommended the appointment of Mr. Muthiah Venkatachalam as a Non-Executive Director on the Board of the Company. Based on this recommendation, the Board is also of the opinion that Mr. Muthiah Venkatachalam's association would be beneficial to the Company. Hence the Board recommends this proposal to the shareholders for approval.

The Company has received the notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing Mr. Muthiah Venkatachalam's candidature and other declarations including Form MBP-1 and Form DIR-8.

The resolution is proposed to be passed through postal ballot mechanism in compliance with MCA Circulars and relevant provisions under the Companies Act, 2013 read with rules made thereunder including circulars and notifications issued thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars and notifications issued thereunder.

All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. 29th September 2022.

Memorandum of Interest:

Except Mr. Muthiah Venkatachalam, being the person to whom the business set out in the Notice for approval relates to, none of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Ordinary Resolution.

Disclosure under Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

| Information required | Disclosure | |
|---|--|----------------------------|
| Name of Director | Mr. Muthiah Venkatachalam | |
| DIN | 07045802 | |
| Date of Birth | 5 th October 1987 | |
| Age | 34 years | |
| Date of Appointment | 02 nd August 2022. | |
| Qualification | Mr. Muthiah Venkatachalam is an undergraduate from University of St Andrews, United Kingdom. He has also completed M.A. (Hons.) in Management studies from St Andrews, United Kingdom. | |
| Experience in specific functional areas | He has over a decade experience working with different organisations including The Lenton Group (Hong Kong) and The Boston Consulting Group. He is the founder and Director of Social Restaurants Private Limited and holds Directorships in Ceres Enterprises Private Limited and Murugappa Educational and Medical Foundation. He was also involved in setting up of a dedicated team to build the Agency Channel for Retail Health Insurance for operating from 600 branches across India for Cholamandalam MS General Insurance Company Limited. | |
| Terms and conditions of continuation of directorship and for re-appointment as an Independent Director | Appointed as a Non-Executive Director liable to retire by rotation. | |
| Details of Remuneration sought to be paid (Amt in Rs.) | Mr. Muthiah Venkatachalam will be paid Commission and sitting fees for attending Board and Committee meetings as per the remuneration policy approved for Non-Executive Directors. | |
| Directorships in other companies (including foreign companies) | <p>Listed entities:</p> <ul style="list-style-type: none"> • Wendt (India) Limited <p>Other entities:</p> <ul style="list-style-type: none"> • Social Restaurants Private Limited • Ceres Enterprises Private Limited • Murugappa Educational and Medical Foundation | |
| No. of meetings of the board attended during the year | N.A. | |
| Memberships in Board Committees of other companies (includes membership details of all Committees) | Name of the entity | *Membership details |
| | - | - |
| Shareholding in Wendt (India) Limited | Nil | |
| Inter-se relationship with any other Directors or manager or KMP of the Company | Nil | |

**By the Order of Board of Directors
For Wendt (India) Limited**

**Place: Chennai
Date: 02nd August 2022**

**Sd/-
Arjun Raj P
Company Secretary**