

**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**30<sup>th</sup> November 2021

BSE Limited  
1<sup>st</sup> 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,

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

This is in furtherance to our letter dated 25<sup>th</sup> November 2021 intimating the decision of the Board to seek the approval of the shareholders vide special resolution for continuing the Directorship of Mr. M Lakshminarayan until 19<sup>th</sup> March 2023 and extending his tenure until 30<sup>th</sup> November 2023 by way of re-appointment for a second term.

In this regard, please find enclosed the Postal Ballot Notice dated 25<sup>th</sup> November 2021 which was dispatched to the shareholders of the Company today i.e. 30<sup>th</sup> November 2021, electronically to their registered e-mail address.

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

**Commencement date and time: 09:00 am IST on Wednesday, 1<sup>st</sup> December 2021****Conclusion date and time: 05:00 pm IST on Thursday, 30<sup>th</sup> December 2021**

Please note that results for the postal ballot will be declared on 31<sup>st</sup> December 2021. The results shall be also made available on the website of the Company at [www.wendtindia.com](http://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 shall be published and necessary intimation in this regard shall be made to the stock exchanges.

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](mailto:investorservices@wendtindia.com)

Web: [www.wendtindia.com](http://www.wendtindia.com)

### **POSTAL BALLOT NOTICE**

Notice is hereby given that the special 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 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 10/2021 dated 23<sup>rd</sup> June 2021 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 special resolution set out in this Notice is proposed to be considered and passed by the members of the Company by the means of Postal Ballot through **remote e-voting** (voting electronically) only, in terms of the MCA Circulars:

#### **Proposed Resolution:**

**To consider the continuation of directorship of Mr. M Lakshminarayan (DIN: 00064750) as a Non-Executive Independent Director of the Company and approve his re-appointment**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), Regulation 17(1A) of SEBI (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) and as

recommended by the Nomination and Remuneration Committee and the Board of Directors, Mr. M Lakshminarayan (DIN: 00064750) Non-Executive Independent Director of the Company , holding office for a period of 5 (five) years commencing from 20<sup>th</sup> March 2018 until 19<sup>th</sup> March 2023 with the approval of the shareholders granted on 24<sup>th</sup> July 2018 and who has completed 75 years of age on 7<sup>th</sup> September 2021 continue to hold office as a 'Non-Executive Independent Director' of the Company not liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. M Lakshminarayan, Non-Executive Independent Director whose term of office as an Independent Director will expire on 19<sup>th</sup> March 2023 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as a Non- Executive Independent Director of the Company after the completion of his current tenure expiring on 19<sup>th</sup> March 2023 for a further term until 30<sup>th</sup> November 2023.

**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: 25.11.2021  
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 **26<sup>th</sup> November 2021** ("**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.
- 3.** The 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:

<b>Members holding shares in physical mode</b>	This postal ballot notice is issued electronically to the members whose e-mail addresses are available and registered in the records of the RTA.
<b>Members holding shares in demat mode</b>	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:

<b>Type of holder</b>	<b>Process to be followed for registration of e-mail address and mobile number</b>
Physical	Members may send an e-mail request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or <a href="mailto:investorservices@wendtindia.com">investorservices@wendtindia.com</a> along with: <ul style="list-style-type: none"><li>- Scanned copy of the signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number;</li><li>- Self-attested copy of PAN;</li><li>- Self-attested copy of any address proof including Aadhar, Passport etc.;</li><li>- Scanned copy of share certificate(s) (front and back).</li></ul>
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.

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](mailto:investorservices@wendtindia.com) and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members updating their e-mail address after the Cut-Off Date shall receive the postal ballot notice.

7. The Postal Ballot Notice shall be made available on the website of the Company at [www.wendtindia.com](http://www.wendtindia.com), the websites of the Bombay Stock Exchange ('BSE') and National Stock Exchange ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 25<sup>th</sup> November 2021 have approved to engage the services of M/s. KFin Technologies Private 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 25<sup>th</sup> November 2021 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 Wednesday, 1 <sup>st</sup> December 2021.
Conclusion of e-voting	05:00 pm (IST) on Thursday, 30 <sup>th</sup> December 2021.

12. Remote e-voting shall be disabled and shall not be allowed beyond 05:00 pm (IST) on Thursday, 30<sup>th</sup> December 2021. 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. Thursday, 30<sup>th</sup> December 2021.
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 Friday, 31<sup>st</sup> December 2021.

- 15.**The results shall be also made available on the website of the Company at [www.wendtindia.com](http://www.wendtindia.com). The results shall be also communicated to the Bombay Stock Exchange ('BSE') and National Stock Exchange ('NSE'), the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') 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. Thursday, 30<sup>th</sup> December 2021.
- 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 the Securities and Exchange Board of India through circular ref. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November 2021, has mandated that shareholders holding shares in physical mode are mandatorily required to update the following with the Company / RTA:
- PAN
  - KYC details and
  - Nomination details

The KYC details include contact information namely Postal Address with pincode, Mobile Number and e-mail address. Presently the last date fixed by the regulator for registering the above said details is by 1<sup>st</sup> April 2023. After the said date, those physical folios without the above said details shall be frozen. 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 through an email to [investorservices@wendtindia.com](mailto: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 Private Limited, 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 Wednesday, 1<sup>st</sup> December 2021 and shall conclude at 05:00 pm (IST) on Thursday, 30<sup>th</sup> December 2021

thereafter which the facility to cast votes shall be disabled. Members are requested to cast their votes on or before Thursday, 30<sup>th</sup> December 2021.

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 9<sup>th</sup> 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).

<b>Type of shareholders</b>	<b>Login Method</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>1. User already registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>c) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>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.</li> <li>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.</li> </ol> <p><b>2. User not yet registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>a) To register, click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b) Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c) Kindly provide the necessary details for registration.</li> <li>d) Please follow steps given in point 1 for casting vote.</li> </ol> <p><b>3. Directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>a) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>c) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL),</li> </ol>



	<p>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 Private Limited for casting your vote during the remote e-Voting period.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing user already registered for Easi/Easiest</b></p> <p>a) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></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><b>2. User not registered for Easi/Easiest</b></p> <p>a) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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><b>3. Directly accessing the e-Voting website of CDSL</b></p> <p>a) Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>b) Enter your demat account number and PAN No.</p> <p>c) The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. KFinTech where you can vote during the remote e-Voting period.</p>
<p><b>Individual Shareholder login through their demat accounts/Website of Depository Participant</b></p>	<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 Private 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	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
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 (6394) 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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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:

<b>Name of the Contact person and Designation</b>	Krishna Priya Maddula, Senior Manager
<b>Address of the RTA</b>	Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.
<b>Contact Number(s)</b>	1800-3094-001 and 040-67162222
<b>E-mail</b>	<a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> and <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>

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

The following statement pursuant to Section 102 of the Companies Act, 2013 read with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 sets out the all material facts and necessary disclosures pertaining to the Special Business mentioned in the postal ballot notice:

The shareholders at the Thirty Sixth Annual General Meeting (36<sup>th</sup> AGM) of the Company convened on 24<sup>th</sup> July 2018, based on the recommendation of the Nomination and Remuneration Committee and the Board, approved the appointment of Mr. M Lakshminarayan (DIN: 00064750) as a Non-Executive Independent Director to hold office on the Board of the Company for a period of five (5) consecutive years, not liable to retire by rotation from 20<sup>th</sup> March 2018 to 19<sup>th</sup> March 2023.

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy five (75) years unless approval of the shareholders is obtained through a special resolution. Mr. M Lakshminarayan completed seventy-five years on 7<sup>th</sup> September 2021. Hence approval of shareholders is sought through special resolution for continuation of directorship of Mr. M Lakshminarayan as a Non-Executive Independent Director on the Board of the Company till the end of his present tenure till i.e., 19<sup>th</sup> March 2023. Considering Mr. Lakshminarayan's age factor, the Nomination and Remuneration Committee and the Board have also recommended extending his term of appointment until 30<sup>th</sup> November 2023. As Independent Directors can hold office only for term of upto 5 consecutive years vide shareholders approval through an ordinary resolution and for maximum another term of upto 5 consecutive years vide a special resolution of the shareholders, the extended period from 20<sup>th</sup> March 2023 until 30<sup>th</sup> November 2023 would be deemed to be the second term of office.

Mr. Lakshminarayan is a Post Graduate from IIT Mumbai. He has a total of over 37 years of experience in Tata Motors and Bosch Ltd. He spent over 24 years at Bosch. He joined the Board of Bosch Ltd., in 2000. He retired as Joint Managing Director, a position he held for 9 years. He led a Product Group in Germany with Bosch for over 3 years before joining the Board in India. He was instrumental in investing and getting to market of the Common Rail Systems as also the Electronic Engine Management System in Bosch India and was Chairman of the Board of Robert Bosch Automotive Electronics in India.

Mr. Lakshminarayan started Harman International India Pvt. Ltd, a 100% subsidiary of Harman International Inc. USA, in 2009. He has spearheaded Harman's foray into the Indian market. He has served as Chairman of the Karnataka State and Southern Region of Confederation of Indian Industry (CII). He was also the President of Bangalore Chamber of Industries and Commerce. He was a Government Appointee as the Chairman of the Research Advisory Board of Central Manufacturing Technology Institute, Bangalore. He is a Member of the Board of Directors in several listed companies which includes Kirloskar Oil Engines Ltd, Wabco India Limited, ASM Technologies Limited, Suprajit Engineering Limited and TVS Electronics Limited. He is at present the Chairman of Wabco India Limited.

Based on the performance evaluation of Mr. M Lakshminarayan conducted in the past and more so recently in March 2021 being favourable and further considering his technical and management expertise, business knowledge as well as his significant contribution to the Company during his association as a Director, the Nomination and Remuneration Committee has recommended his continuation as a Director. Based on this recommendation, the Board

is also of the opinion that Mr. Lakshminarayan's continued 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 his candidature and the declaration of Independence, as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, declaring that he meets the criteria of Independence and other declarations including Form MBP-1 and Form DIR-8.

In the opinion of the Board, Mr. Lakshminarayan satisfies the criteria prescribed in the Act and Rules made thereunder for re-appointment as an Independent Director of the Company and that he is independent of the Management. Accordingly, the Board of Directors have recommended his re-appointment as an Independent Director in terms of Section 149(10) of the Act. The draft letter of appointment setting out the terms and conditions of his re-appointment is available on the website of the Company.

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. Thursday, 30<sup>th</sup> December 2021

**Memorandum of Interest:**

Except Mr. M Lakshminarayan, 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 Special 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**

<b>Information required</b>	<b>Disclosure</b>			
<b>Name of Director</b>	Mr. M Lakshminarayan			
<b>DIN</b>	00064750			
<b>Date of Birth</b>	07-09-1946			
<b>Age</b>	75 years			
<b>Date of Appointment</b>	With effect from 20 <sup>th</sup> March 2018. Appointed as an Independent Director for a period of five consecutive years to hold office till 19 <sup>th</sup> March 2023.			
<b>Qualification</b>	Post Graduate from IIT Mumbai			
<b>Experience in specific functional areas</b>	He has a total of over 37 years of experience in Tata Motors and Bosch Ltd. He spent over 24 years at Bosch. He joined the Board of Bosch Ltd., in 2000. He retired as Joint Managing Director, a position he held for 9 years. He led a Product Group in Germany with Bosch for over 3 years before joining the Board in India. He was instrumental in investing and getting to market of the Common Rail Systems as also the Electronic Engine Management System in Bosch India and was Chairman of the Board of Robert Bosch Automotive Electronics in India.			
<b>Terms and conditions of continuation of directorship and for re-appointment as an Independent Director</b>	The terms and conditions approved as part of initial appointment remain unaltered.			
<b>Details of Remuneration (Amt in Rs.)</b>	<b>Remuneration drawn at present (FY 2021-22)</b>	Sitting fee – Rs. 1,00,000/- (1 <sup>st</sup> April 2021 till 30 <sup>th</sup> September 2021)		
	<b>Remuneration drawn at past 20<sup>th</sup> March 2018 till 31<sup>st</sup> March 2021</b>	<b>FY</b>	<b>Sitting fees</b>	<b>Commission</b>
		2017-18	20,000	10,000
		2018-19	2,10,000	3,00,000
		2019-20	2,30,000	3,00,000
2020-21	2,50,000	3,00,000		
<b>Directorships in other companies (including foreign companies)</b>	<p><b>Listed entities:</b></p> <ul style="list-style-type: none"> <li>• Kirloskar Oil Engines Limited</li> <li>• TVS Electronics Limited</li> <li>• Wabco India Limited</li> <li>• Wendt (India) Limited</li> <li>• ASM Technologies Limited</li> <li>• Suprajit Engineering Limited</li> <li>• Sansera Engineering Limited</li> </ul> <p><b>Other entities:</b></p> <ul style="list-style-type: none"> <li>• Dickinson Fowler Private Limited</li> <li>• TVS Automobile Solutions Private Limited</li> </ul>			

	<ul style="list-style-type: none"> <li>• Kostal India Private Limited</li> <li>• Brose India Automotive Systems Private Limited</li> <li>• Janaadhar (India) Private Limited</li> <li>• Invest Karnataka Forum</li> </ul>	
<b>No. of meetings of the board attended during the year</b>	(3/3) Three meetings held during the FY 2021-22 and attended all the three meetings.	
<b>Memberships in Board Committees of other companies (includes membership details of all Committees)</b>	<b>Name of the entity</b>	<b>*Membership details</b>
	Wendt (India) Limited	NRC – Chairman, AC – Member, RMC-Member
	Kirloskar Oil Engines Limited	AC, RMC – Chairman, NRC - Member
	Suprajit Engineering Limited	NRC & RMC - Chairman
	TVS Electronics Limited	AC,& NRC – Member, CSR - Chairman
	Wabco India Limited	AC, NRC, CSR – Member, SRC - Chairman
	ASM Technologies Limited	AC & NRC – Member
	TVS Automobile Solutions Private Limited	AC – Chairman, NRC - Member
	Sansera Engineering Limited	AC – Member, SRC - Chairman
<b>Shareholding in Wendt (India) Limited</b>	Nil	
<b>Inter-se relationship with any other Directors or manager or KMP of the Company</b>	Nil	

**\*Information on abbreviations given:**

<b>AC</b>	Audit Committee
<b>NRC</b>	Nomination and Remuneration Committee
<b>SRC</b>	Stakeholders relationship Committee
<b>CSR</b>	Corporate Social Responsibility Committee
<b>RMC</b>	Risk Management Committee

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

**Place: Chennai  
Date: 25<sup>th</sup> November 2021**

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