

## NOTICE CONVENING THE 39<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Thirty Ninth Annual General Meeting (AGM) of the Members of Wendt (India) Limited will be held at 3.00 p.m. on Friday, 23<sup>rd</sup> July 2021 through video conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS

#### Item No.1 - Adoption of Standalone Financial Statements

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

**RESOLVED THAT** the Audited Standalone Financial Statements for the year ended 31<sup>st</sup> March 2021 and the Reports of the Board and Independent Auditors' thereon be and are hereby considered, approved and adopted.

#### Item No.2 - Adoption of Consolidated Financial Statements

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

**RESOLVED THAT** the Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2021 and the Independent Auditors' Report thereon be and are hereby considered, approved and adopted.

#### Item No.3 - Declaration of Dividend

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

**RESOLVED THAT** a dividend of ₹ 20/- per equity share of ₹ 10/- each be declared for the financial year ended 31<sup>st</sup> March 2021 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on 16<sup>th</sup> July 2021 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on 16<sup>th</sup> July 2021 as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in electronic form.

**RESOLVED FURTHER THAT** the interim dividend of ₹ 10/- per equity share of ₹ 10/- each declared by the Board of Directors and paid for the financial year ended 31<sup>st</sup> March 2021 be and is hereby confirmed.

#### Item No.4 - Re-appointment of Mr. Rajesh Khanna, Director

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

**RESOLVED THAT** Mr. Rajesh Khanna holding DIN 06923493, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

### SPECIAL BUSINESS

#### Item No.5 - Appointment of Mr. Bhagya Chandra Rao as an Independent Director

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and in terms of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bhagya Chandra Rao holding DIN 00211127 who was appointed as an Additional Director on 22<sup>nd</sup> January 2021 pursuant to section 161(1) of the Act and who holds office up to the date of this AGM and 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 the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years for a term from 22<sup>nd</sup> January 2021.

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

**Place: Chennai  
Date: April 23, 2021**

**Janani T A  
Company Secretary**

### **Notes:**

1. In view of the prevailing COVID-19 pandemic situation as well as continuing Government guidelines to maintain social distancing, the Ministry of Corporate Affairs (MCA) vide its latest Circular No. 02/2021 dated 13<sup>th</sup> January 2021 in this regard in furtherance to its earlier circulars 20/2020 dated 5<sup>th</sup> May 2020, Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020 and 17/2020 dated 13<sup>th</sup> April 2020 has permitted companies, whose Annual General Meetings (AGM) due to be conducted on or before 31<sup>st</sup> December 2021, to hold their AGMs through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members at a common venue. Considering the health and safety of all stakeholders including the shareholders in view of the surge of the infection in its second wave, the 39<sup>th</sup> AGM of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and applicable circulars issued in this regard.

Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC/OAVM, physical attendance of Members is being dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form and Attendance Slip are not being annexed to this Notice and the resultant requirements for entitlement to appoint a proxy and submission of proxy form does not arise.

M/s. KFin Technologies Private Limited, Hyderabad, is the Company's Registrar and Share Transfer Agent (RTA).

3. Corporate Members intending to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend the AGM and vote on their behalf.
4. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 5 of the Notice to be transacted at the AGM is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 16<sup>th</sup> July 2021 to 23<sup>rd</sup> July 2021 (both days inclusive) for the purpose of payment of final dividend for the financial year ended 31<sup>st</sup> March 2021. Subject to the provisions of the Act, the dividend as recommended by the Board, if declared at the meeting will be paid by 20<sup>th</sup> August 2021.

6. As per the provisions of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the RTA/Depository Participant (DP).
7. Dividends remaining unclaimed/unpaid for a period of seven (7) years is required to be transferred to the Investor Education Protection Fund (IEPF). The Company has transferred unclaimed/unencashed dividends up to the interim dividend for FY 2013-14 to the IEPF during the year ended 31<sup>st</sup> March 2021.

The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 31<sup>st</sup> March 2020 on the website [www.wendtindia.com](http://www.wendtindia.com) as also on the website of the Ministry of Corporate Affairs in line with the amendments made to the IEPF Rules during the year. Members can ascertain the status of their unclaimed dividend amounts from these websites.

Members who have not encashed their warrants in respect of the final dividend declared for financial year 2013-14 and subsequent dividends thereon may write to the Company Secretary or RTA immediately for claiming their dividends.

As per Section 124(6) of the Companies Act, 2013 and extant Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to the IEPF Authority. As at 31<sup>st</sup> March 2021, the Company has transferred 9,095 shares to the IEPF Authority. Further, the Company has uploaded the details of the above on its website for the information of Members.

Members are entitled to claim the shares from the IEPF Authority by making an application online along with the requisite documents in Form IEPF-5 available on the website <http://www.iepf.gov.in/IEPF/corporates.html>. Members are requested to contact the Company's RTA or the Company in this regard.

Members are requested to note that pursuant to an amendment in the Income Tax Act, 1961, dividends declared and paid by the Company with effect from 1<sup>st</sup> April 2020 are taxed in the hands of the recipient of dividend i.e. shareholders. Hence, effective 1<sup>st</sup> April 2020 all dividends paid/ to be paid by the Company will be subject to deducting tax at the applicable rate prescribed under the Income Tax Act, 1961. Members may note that in the absence of the details of the PAN, the Company would be required to deduct tax at a higher rate prescribed under the Income Tax, 1961. Hence, Members who have not furnished their PAN to the Company are requested to immediately submit a copy of the same. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable to the Company on a yearly basis at the link <https://ris.kfintech.com/form15/>. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available in the links <https://ris.kfintech.com/form15/> as well as <https://www.wendtindia.com/investors/>. Members may contact the Company Secretary in case of any clarification in this regard.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market for registering transfers, transpositions, transmissions etc. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they maintain their demat accounts.
9. Members are advised to intimate the details of their bank account to facilitate electronic remittance of dividend or for being incorporated in the dividend warrants. This would help avoiding fraudulent encashment of the warrants. Members may follow the process detailed below for updation of their bank account for timely receipt of dividends:

Type of holder	Process for updating bank account details
Physical	Members can send a request to the Company's RTA at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> by providing the following: <ul style="list-style-type: none"> <li>- Scanned copy of the signed request letter mentioning the Folio No., and name of the Member;</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> <li>- Scanned copy of the cancelled cheque bearing the name of the first named shareholder;</li> <li>- Name and branch of the bank in which Members wish to receive the dividend, the bank account type, MICR Code Number and IFSC number.</li> </ul>
Demat	Members to contact their respective DPs and register their PAN, e-mail address and bank account details in their demat account, as per the process recommended by the DP.

10. Members are requested to note that in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (amended from time to time), with effect from 1<sup>st</sup> April 2019, shares of the Company can be transferred only in dematerialised form. In view of the above, Members are advised to dematerialise the shares held by them in physical form. This will also eliminate all risks associated with holding securities in physical form and provide ease in portfolio management. For further information, please contact us at [investorservices@wendtindia.com](mailto:investorservices@wendtindia.com) or the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

11. Registration of e-mail address by Members and details for obtaining/downloading the electronic copy of the Annual Report and Notice convening the AGM:

In view of the prevailing COVID-19 pandemic situation, MCA vide its Circulars dated 5<sup>th</sup> May 2020 and 13<sup>th</sup> January 2021 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the DPs as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes. Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions for Members whose e-mail addresses are not registered with the DPs or with RTA is provided herein and also available on the website of the Company. The Annual Report is also available on the Company's website <https://www.wendtindia.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively as well as the website of RTA at <https://evoting.kfintech.com/>.

In view of the exemptions provided, no physical or hard copies of the Notice and Annual Report will be sent to Members who have not registered their e-mail addresses with the Company/RTA as well as to those specifically requesting for physical copy of the documents.

Members may follow the process detailed below for registration of e-mail addresses to obtain the Annual Report and Notice:

Type of holder	Process to be followed for registration of e-mail address
Physical	<p>Members may send an e-mail request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or <a href="mailto:rajitha.cholleti@kfintech.com">rajitha.cholleti@kfintech.com</a> or <a href="mailto:investorservices@wendtindia.com">investorservices@wendtindia.com</a> along with a:</p> <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	<p>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.</p>

Alternatively, Members holding shares in physical or in electronic form who have not registered their e-mail address may temporarily get their e-mail address and mobile number registered with RTA by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for enabling receipt of the Annual report electronically. Members are requested to follow the process stated in the link to register their e-mail address and mobile number. After due verification, RTA will forward the documents and the login credentials for voting and attending the AGM to the registered e-mail address.

Members can also send the abovementioned documents to M/s. KFin Technologies Private Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.

As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual reports from time to time in electronic form to the e-mail address provided by you.

In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investorservices@wendtindia.com](mailto:investorservices@wendtindia.com) by quoting their Folio number or DP and Client ID.

12. Additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

13. The business set out in the Notice will be transacted through electronic voting. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof, the Company is pleased to offer e-voting facility to Members to cast their votes electronically on all resolutions set forth in the Notice convening the 39<sup>th</sup> AGM. The Company has engaged the services of M/s. KFin Technologies Private Limited to provide remote e-voting facility and voting facility during the AGM Instapoll to enable Members to exercise their votes in a secured manner. The instructions for remote e-voting as well as Instapoll is provided in this Notice.

The Board of Directors have appointed Mr. R Sridharan or failing him Ms. Srinidhi Sridharan of M/s. R Sridharan and Associates, Practising Company Secretaries as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The Notice and the instructions for attending the AGM and exercising the voting are being sent in electronic form to all the Members whose e-mail addresses are registered with the Company/their DPs for communication purposes. For others who have not registered their e-mail addresses, please refer the instructions in Note 11 above.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidation into a single folio.

15. 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 upto the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to [investorservices@wendtindia.com](mailto:investorservices@wendtindia.com).

16. Members holding shares in physical form are requested to address all correspondence relating to their shareholding to the Company's RTA or to the Company. Members holding shares in dematerialised form may send such correspondence to their respective DPs.

**17. Instructions for attending the AGM and voting:**

**17.1. Instructions for remote e-Voting before the AGM:**

While Members can vote electronically during the AGM, they can also avail remote e-voting facility provided by the Company for voting before the AGM. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes electronically, through the e-voting services provided by M/s. KFin Technologies Private Limited (KFin) on all Resolutions set forth in this Notice. The facility for voting will also be made available during the AGM and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote during the AGM (Instapoll).

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 in websites of Depositories/Depository Participants (DPs).

The process and manner for e-Voting is as below:

i. **In case of individual shareholders holding shares in demat mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>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>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>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>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>To register, click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>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>Please follow steps given in point 1.</li> </ol> <p><b>3. Directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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 – KFin Technologies Private Limited for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user already registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>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></li> <li>Click on New System Myeasi</li> <li>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.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Please follow the steps given in point 1</li> </ol> <p><b>3. Directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>Enter your demat account number and PAN No.</li> </ol>

	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.
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 Private Limited for casting your vote during the remote e-Voting period.</p>

Members who are unable to retrieve User ID/password are advised to use Forgot User ID and Forgot Password options available at respective websites.

Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

**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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact the toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 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 5971 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(s).
  - 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 -39<sup>th</sup> AGM".
- 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 11 in this Notice to obtain the User ID and password.
  - ii. Please follow all steps from sl. no. (i) to sl. no. (xii) of 17.1(ii)(A) to cast your vote by electronic means.
- C. Other Instructions:
- i. In case of Individual Members holding securities in demat mode who becomes a Member of the Company after despatch of Notice of the Meeting and holding shares as on the cut-off date i.e., 16<sup>th</sup> July 2021 may follow the steps mentioned under point no. (i) in 17.1.
  - ii. Any person holding shares in physical form and non-individual Members who becomes a Member of the Company after despatch of Notice of the Meeting and holding shares as on the cut-off date i.e., 16<sup>th</sup> July 2021 may obtain the User ID and password by sending an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with KFin's e-voting platform, then he/she can use the existing password for logging in. If the e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.  
  
If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Even Number + Folio No. or DP ID Client ID to 9212993399.  
  
Example for NSDL - MYEPWD <SPACE> IN12345612345678  
Example for CDSL - MYEPWD <SPACE> 1402345612345678  
Example for Physical - MYEPWD <SPACE>XXXX1234567890
  - iii. The remote e-voting period commences on 20<sup>th</sup> July 2021 (9.00 a.m. IST) and ends on 22<sup>nd</sup> July 2021 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in

physical form or in dematerialised form, as on the cut-off date i.e. 16<sup>th</sup> July 2021 may cast their vote electronically in the manner and process set out herein above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member will not be allowed to change it subsequently.

- iv. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- v. In case of any queries, you may refer Help & FAQ section in <https://evoting.kfintech.com> (KFin website) or call KFin on 040-67162222; Toll Free No.1800 3454 001.

### 17.2. Instructions for attending the AGM through VC:

- a) Members can attend the AGM through the video conferencing facility provided by RTA. Members can access the facility at <https://emeetings.kfintech.com/>. Members whose email IDs are registered with the Company/Depository Participants (s), will receive an e-mail from RTA with the User ID and password.
- b) Members are requested to follow the below procedure to join the AGM:
  - i. Launch internet browser (Chrome/Firefox/Safari) by typing the URL: <https://emeetings.kfintech.com>.
  - ii. Enter the login credentials.
  - iii. After logging in, click on 'Video Conference' option.
  - iv. Click on Camera icon appearing against AGM event of Wendt (India) Limited, to attend the Meeting.
- c) The facility to join the AGM through VC/OAVM will be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to participate and vote at the AGM.
- e) Please note that participants connecting from Mobile Devices or Tablets or through laptops or devices connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Members are encouraged to join the Meeting through Laptop devices with Google Chrome for better experience.
- f) To join the meeting, Members will be required to permit the use of Camera, if any. It is suggested to use an internet facility with a good speed and bandwidth to avoid any disturbance during the meeting. The Company will not be responsible for any disruption in the proceedings caused due to technical issues including inadequate bandwidth or internet at the end of the shareholder.
- g) **AGM queries to be sent in prior to the AGM:** As the AGM is being conducted through VC/OAVM, Members who would like to express their views or ask questions can login to <https://emeetings.kfintech.com/>, click on 'Post your Questions' and post their queries in the window provided during the period 16<sup>th</sup> July 2021 to 20<sup>th</sup> July 2021. Queries received by the Company on or before 20<sup>th</sup> July 2021 shall only be considered and responded to during the AGM.
- h) **Registration as a Speaker at the AGM:** Members who would like to express their views or ask questions during the AGM will have to register themselves as a Speaker by logging in <https://emeetings.kfintech.com/>, click on 'Speaker Registration' in the window provided in the link during the period 16<sup>th</sup> July 2021 to 20<sup>th</sup> July 2021. Those Members who have registered themselves as a Speaker on or before 20<sup>th</sup> July 2021 will only be allowed to express their views or ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
- i) The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for smooth conduct of the AGM. Please note that Members are entitled to attend the AGM and ask questions only if the Member continues to hold the shares as of cut-off date.

- j) A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

Detailed instructions for joining the AGM through video conferencing is also available at <https://www.wendtindia.com/investors/>

### 17.3. Instructions for voting during the AGM through Instapoll:

- (i) Only those Members present during the AGM through Video Conference facility and who have not cast their vote through remote e-voting earlier are eligible to vote through e-voting in the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM but will not be permitted to vote again.
- (ii) The facility to cast the vote at the AGM would be available on the left hand corner of the Video Conferencing screen in the form of a 'Thumb' sign and will be activated once the voting is announced by the Chairman during the Meeting. Members can click on the same to take them to the 'Instapoll' page.
- (iii) On clicking 'Instapoll', Members will reach the Resolution page. Please follow the instructions given to vote on the resolutions.

18. The voting rights of Members shall be in proportion to their shareholding as on the cut-off date 16<sup>th</sup> July 2021. The Scrutiniser shall immediately after the conclusion of voting at the AGM first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the digital presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutiniser's Report of the votes cast to the Chairman of the Company. For the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the Meeting, the Scrutiniser will have access, after closure of the period for remote e-voting for details relating to Members as the Scrutiniser may require except the manner in which the Members have cast their votes.

The results will be declared not later than forty-eight hours from the conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the Company's website [www.wendtindia.com](http://www.wendtindia.com), as well as the website of RTA i.e., <https://evoting.kfintech.com> immediately after declaration of results by the Chairman/Authorised person and the Company shall simultaneously forward the results to NSE/ BSE for placing it on their respective websites.

19. Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., 23<sup>rd</sup> July 2021.
20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
21. For easy and quick reference, key details required for reference by Members is annexed to this Notice.

## ANNEXURE TO THE NOTICE

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

As required under Section 102 of the Companies Act, 2013 (Act), the following statement sets out all material facts relating to the business mentioned under item no.5 of the accompanying Notice:

#### Item No.5

Mr. Bhagya Chandra Rao holding DIN 00211127 was appointed as an Additional Director with effect from 22<sup>nd</sup> January 2021 pursuant to Section 161(1) of the Companies Act, 2013 and holds office upto the date of the ensuing AGM. The Company has received a consent from him to be appointed as a Director of the Company along with other requisite disclosures including a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

Mr. Bhagya Chandra Rao, aged 64 years is a Mechanical Engineer by qualification. He has four decades of experience with several organisations viz., ANAND group, ABB, WIDIA, IFB Industries & Sandvik Asia Ltd. in the Engineering, Automotive, Mining & Construction industry related industry on Capital equipment and Cutting tools manufacturing domains in various positions of Business & Functional leadership. He is the former Managing Director of Kennametal India Limited wherein he led the company through its expansion for 8 years. In his earlier association with Sandvik Mining & Construction Rock Tools at Sandvik Asia Ltd. as the President, he was instrumental in taking the business unit through global manufacturing foot print expansion & domestic business. Mr. B C Rao is currently an Independent Director at the Board of Extrude Hone India, DISA India Limited and is a Senior Advisor at Utvyakta Solutions, an IIOT company. The information under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure.

In the opinion of the Board, Mr. Bhagya Chandra Rao satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that he is independent of the Management. Accordingly, the Board of Directors have recommended his appointment as an Independent Director for a term of five (5) consecutive years from 22<sup>nd</sup> January 2021 in terms of Section 149(10) of the Act. The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company.

The Company has also received a notice under Section 160 of the Act from a Member proposing his candidature. Considering Mr. Bhagya Chandra Rao's experience, expertise and stature would immensely benefit the Company, the Board recommends his appointment as an Independent Director for a term of five (5) consecutive years commencing from 22<sup>nd</sup> January 2021.

**Memorandum of Interest:**

Except Mr. Bhagya Chandra Rao being the appointee, none of the other Directors of the Company or their relatives are interested or concerned, financially or otherwise in this Ordinary Resolution.

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

**Place: Chennai  
Date: April 23, 2021**

**Janani T A  
Company Secretary**

**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**

Name of Director	Mr. Rajesh khanna	Mr. Bhagya Chandra Rao
DIN	06923493	00211127
Date of Birth	29.10.1960 (Aged 61 years)	03.06.1956 (Aged 64 years)
Date of Appointment (Initial)	24.07.2018	22.01.2021
Qualification	Mr. Rajesh Khanna is a Mechanical Engineer from NIT Raipur and PGDBA from Annamalai University	Mr. B C Rao is a Mechanical Engineer from Mysore University.
Experience in specific functional areas	He has over 3 decades of overall experience in the manufacturing industry more specifically in machine tooling business and has been associated with the Company since the year 1982.	He has about four decades of experience across several industries viz., engineering, automotive, mining, construction and industries related to Capital equipment and Cutting tools manufacturing.
Directorships in other companies (Including foreign companies)	Sterling Abrasives Limited CUMI Abrasives and Ceramics Co. Limited Wendt Middle East FZE Wendt Grinding Technologies Limited	Disa India Limited Extrude Hone India Private Limited
No. of meetings of the board attended during the year	5(5)	2(2)
Memberships in Board Committees of other companies (includes membership details of all Committees)	-	Disa India Limited Audit Committee – Chairman Stakeholder Relationship Committee – Member Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee - Chairman
No. of shares in the Company	240	-
Inter-se relationship with any other Directors or KMP of the Company	Nil	Nil

**Note: For further details, please refer the Corporate Governance Report section of the Annual Report.**

## KEY DETAILS REGARDING THE ANNUAL GENERAL MEETING

In order to enable ease of participation of the Members, key details regarding the 39<sup>th</sup> AGM is provided for reference:

Sl. No.	Particulars	Details						
1.	Date and Time of AGM	23 <sup>rd</sup> July 2021 at 03.00 p.m. IST						
2.	Link for participation through Video Conferencing (VC)	<a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a> . Please refer the instructions in Note 17.2 of this Notice.						
3.	Remote e-voting	Please refer instructions in Note 17.1 of the Notice						
4.	Cut-off date for e-voting	16 <sup>th</sup> July 2021						
5.	E-voting period	Commences at 9.00 a.m. IST on 20 <sup>th</sup> July 2021 and ends at 5.00 p.m. IST on 22 <sup>nd</sup> July 2021.						
6.	Link for Members to temporarily update e-mail address to receive the AGM documents	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>						
7.	Registrar and Share Transfer Agent contact details	Ms. Rajitha Cholleti, M/s. KFin Technologies Private Limited E-mail : einward.ris@kfintech.com; rajitha.cholleti@kfintech.com; Contact No: 040-67161736						
8.	Helpline number for e-voting	<table border="1" style="width: 100%;"> <thead> <tr> <th>Login type</th> <th>Helpdesk details</th> </tr> </thead> <tbody> <tr> <td>Securities held with NSDL</td> <td>Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact the toll free no.: 1800 1020 990 and 1800 22 44 30</td> </tr> <tr> <td>Securities held with CDSL</td> <td>Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</td> </tr> </tbody> </table>	Login type	Helpdesk details	Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact the toll free no.: 1800 1020 990 and 1800 22 44 30	Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
Login type	Helpdesk details							
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact the toll free no.: 1800 1020 990 and 1800 22 44 30							
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43							
9.	Helpline number for VC participation	Contact: M/s. KFin Technologies Private Limited at 1800-3454-001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>						
10.	Contact details of the Company	E-mail: <a href="mailto:investorservices@wendtindia.com">investorservices@wendtindia.com</a> Contact: 044-30006166						