

INSTRUCTIONS FOR ATTENDING 41st ANNUAL GENERAL MEETING OF WENDT (INDIA) LIMITED AND E-VOTING

1. In view of the exemption provided by the Ministry of Corporate Affairs ('MCA') vide its latest General Circular No. 10/2022 dated 28th December 2022 in furtherance to its earlier circulars 20/2020 dated 5th May 2020, Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 02/2022 dated 5th May, 2022 permitting companies, whose Annual General Meetings ('AGM') due to be conducted on or before 30th September 2023, 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 extension provided, the 41st 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.

The Company has appointed M/s. KFin Technologies Limited Registrar and Share Transfer Agent to provide electronic voting facility and video conferencing facility (herein after referred to as 'KFin' or 'the Company's RTA'), for the AGM.

2. MCA vide its Circulars dated 28th December 2022, 5th May 2020 and 5th May 2022 and SEBI vide circular dated 5th January 2023 and 13th May 2022 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report has been 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 at <https://wendtindia.com/investors/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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. However, in line with SEBI circular dated 5th January 2023, hard copy of annual report will be sent to the shareholders who request for the same. A request in this regard, can be made by sending an email to einward.ris@kfintech.com or investorservices@wendtindia.com.

Members holding shares in electronic form who have registered/not registered their email address, mobile number, address and bank details may please contact and validate/update their details with the Depository Participant.

Members may follow the process detailed below for registration of e-mail addresses to obtain the Annual Report, Notice and the login credentials for e-voting.

Type of holder	Process to be followed for registration of e-mail address
Physical	<p>Members are requested to send the following documents to the Company's RTA by way of 'In Person Verification' (IPV) or Post to the RTA's office or electronic mode with e-sign to einward.ris@kfintech.com or investorservices@wendtindia.com:</p> <ul style="list-style-type: none"> - 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.; - Copy of share certificate(s) (front and back); - Form ISR-1 duly signed for updation of KYC details including e-mail address.
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>

Members can also send the abovementioned documents to M/s. KFin Technologies 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 or investorservices@wendtindia.com by quoting their Folio number or DP and Client ID.

3. 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 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 9th December 2020, Members (individuals holding shares in demat mode) can avail remote e-voting facility, by using a single login credential on 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>1. User already registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> a) Visit URL: https://eservices.nsd.com. b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. c) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 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. 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>2. User not yet registered for IDeAS e-Services</p> <ul style="list-style-type: none"> a) To register, click on link : https://eservices.nsd.com b) Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c) Please follow steps given in point 1. <p>3. Directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> a) Open URL: https://www.evoting.nsd.com/ b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 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. 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 – KFin Technologies Limited and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.

<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) Please follow the steps given in point 1</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>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>Individual Shareholder login through their demat accounts/Website of Depository Participant</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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
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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 7323 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 with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Wendt -41st AGM".

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

- i. Please follow steps provided in point 2 to obtain the User ID and password.
- ii. Please follow all steps from sl. no. (i) to sl. no. (xii) of 3(ii)(A) to cast your vote by electronic means.

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., 14th July 2023 may follow the steps mentioned under point no. (i) in 3.

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., 14th July 2023 may obtain the User ID and password by sending an e-mail request to 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 18th July 2023 (9.00 a.m. IST) and ends on 20th July 2023 (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. 14th July 2023 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 3094 001.

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 (i.e., User ID and password for remote e-voting).
- 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 16th July 2023 to 19th July 2023. Queries received by the Company on or before 19th July 2023 shall only be considered and responded to during the AGM.

i) **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 16th July 2023 to 19th July 2023. Those Members who have registered themselves as a Speaker on or before 19th July 2023 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.

j) 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.

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

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.

The results will be declared not later than two working days from the conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the Company's website <https://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.
