

NOTICE CONVENING THE 42ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Second Annual General Meeting ('AGM') of the Members of Wendt (India) Limited will be held at 03.00 p.m. Indian Standard Time (IST) on Monday, 22nd July 2024 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

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 31st March 2024 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 31st March 2024 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 final dividend of Rs.20/- per equity share of Rs.10/- each be declared for the financial year ended 31st March 2024 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 15th July 2024 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares 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 considering the book closure from 15th July 2024.

RESOLVED FURTHER THAT the interim dividend of Rs.30/- per equity share of Rs.10/- each declared by the Board of Directors and paid for the financial year ended 31st March 2024 be and is hereby confirmed.

Item No.4 - Re-appointment of Mr. Muthiah Venkatachalam (DIN: 07045802) as Director

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

RESOLVED THAT Mr. Muthiah Venkatachalam holding

DIN 07045802, 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. Ninad Gadgil (DIN: 08707884) as an Executive Director

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

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and in terms of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said regulation (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ninad Gadgil (DIN: 08707884) who was appointed as an Additional Director with effect from 6th May 2024 by the Board pursuant to Section 161(1) of the Act 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 office of Director, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ninad Gadgil (DIN: 08707884) be and is hereby appointed as an Executive Director and Chief Executive Officer of the Company for a term commencing from 6th May 2024 till 5th May 2029 on the following terms:

(i) Salary

Rs. 5,88,935/- per month. The Nomination and Remuneration Committee, may decide the increments in salary, from time to time, subject to a maximum of Rs. 13,00,000 per month.

(ii) Allowances/Perquisites/Commission/Incentive

In addition to salary, Mr. Ninad Gadgil will be entitled to;

- allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/or any other allowance;
- perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;
- commission / incentive

as may be approved by the Nomination and Remuneration Committee from time to time subject to:

- The allowances and perquisites not exceeding 150% of the salary; and
- Incentive/commission at 100% levels being not exceeding 25% of Annual pay.
(Annual pay includes salary, perquisites other than allowances, incentive and retirement benefits).

(iii) Retirement benefits

- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund / Scheme in force from time to time.
- Encashment of leave as per rules of the Company in force from time to time.

(iv) General

- In the event of absence or inadequacy of profits in any financial year, Mr. Ninad Gadgil, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the shareholders exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder or any statutory modification or re-enactment thereof.
- Perquisites shall be valued in terms of Income Tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.
- The aggregate remuneration (including salary, allowances, perquisites, incentive/commission and retirement benefits) for any financial year shall be subject to an overall ceiling of five

percent of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.

- Mr. Ninad Gadgil will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- Mr. Ninad Gadgil will be subject to all other service conditions as applicable to any other employee of the Company.

Item No.6 - Appointment of Mr. L Ramkumar (DIN: 00090089) as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152 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(s) thereof for the time being in force), Mr. L Ramkumar holding DIN 00090089 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 three (3) consecutive years from 24th July 2024.

Item No.7 - Ratification of Cost Auditor's Remuneration

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

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 1,00,000 payable to M/s. B Y & Associates (Firm registration no. 003498) Cost Accountants, Chennai, appointed by the Board of Directors to conduct the audit of the cost accounting records of the Company for the financial years 2021-22, 2022-23, 2023-24 and 2024-25, excluding applicable taxes and out of pocket expenses incurred by them in connection with the Cost Audit be and is hereby ratified and confirmed.

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

**Arjun Raj P
Company Secretary**

Place: Chennai

Date : June 24, 2024

Notes:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25th September 2023 in furtherance to its earlier circular nos. 20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 02/2022 dated 5th May 2022 and 10/2022 dated 28th December 2022 has permitted companies, whose Annual General Meetings (AGM) due to be conducted on or before 30th September 2024, 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 42nd 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 submission of proxy forms does not arise in line with the MCA and SEBI circulars issued in this regard.

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

3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 15th July 2024 to Monday, 22nd July 2024 (both days inclusive) for the purpose of payment of final dividend for the financial year ended 31st March 2024. Subject to the provisions of the Act, the dividend as recommended by the Board, if declared at the meeting will be paid by Tuesday, the 13th August 2024.

4. Dividends remaining unclaimed/unpaid for a period of seven (7) years are 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 2016-17 to the IEPF Authority till the date of this notice.

The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 31st March 2023 on the website 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 2016-17 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 31st March 2024, the Company has transferred 11,416 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>. Shareholders are requested to contact the Company's RTA or the Company in this regard.

Members are requested to note that dividends declared and paid by the Company with effect from 1st April 2020 are taxed in the hands of the recipient of dividend i.e. shareholders. Hence, effective 1st 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://wendtindia.com/investors/>. Members may contact the Company Secretary in case of any clarification in this regard.

5. The Securities and Exchange Board of India (SEBI) vide its circulars dated 16th March, 2023 & 3rd November, 2021 has made it mandatory for holders of physical securities to furnish their PAN, email address, mobile number, bank account details and also to either register or declare opt out for nomination facility against the shares held in the company. Also, new forms were introduced with respect to investor servicing, the details of

which are available on the website of the Company at <https://wendtindia.com/investors/>.

6. Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf. (FAQ Nos. 38 & 39). Members are requested to update their KYC details on or before 8th July 2024 so that the folios can be KYC updated before the cut-off date of 15th July 2024. Members may follow the process detailed below for updation of their KYC details:

Type of holder	Process for updating KYC details
Physical	<p>Members can send a request 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 by providing the following:</p> <ul style="list-style-type: none"> - Signed request letter mentioning the Folio No., and name of the Member; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.; - Scanned copy of share certificate(s) (front and back); - The cancelled cheque bearing the name of the first named shareholder, Name and branch of the bank in which Members wish to receive the dividend, the bank account type, MICR Code Number and IFSC number. - Form ISR-1, Form ISR-2 & Form SH-13/ISR-3 duly filled up.
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.

7. 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 1st 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 or the RTA at einward.ris@kfintech.com.

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

MCA vide its Circulars dated 25th September 2023, 28th December 2022, 5th May 2020 and 5th May 2022 and SEBI vide circulars dated 7th October 2023, 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 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 at <https://wendtindia.com/investors/>, websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') 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 7th October 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 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 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	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.

Members can send the abovementioned documents addressed 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.

9. 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 has furnished the requisite consents/declarations for their appointment/re-appointment.

10. The businesses set out in the Notice would 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 e-voting facility will be made available to Members to cast their votes electronically on all resolutions set forth in the Notice convening the 42nd AGM. The Company has engaged the services of M/s. KFin Technologies 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. Sridharan of M/s. R. Sridharan & Associates or

failing him Ms. Srinidhi Sridharan of M/s. Srinidhi Sridharan 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 8 above.

11. 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.
12. 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.

13. Instructions for attending the AGM and voting:

13.1. 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 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).

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>1. User already registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.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 redirected 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> <p>a) To register, click on link: https://eservices.nsdl.com</p> <p>b) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Please follow steps given in point 1.</p> <p>3. Directly accessing the e-Voting website of NSDL</p> <p>a) Open URL: https://www.evoting.nsdl.com/</p> <p>b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>c) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - KFinTech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<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 My easi.</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, the user will be provided links for the respective ESP i.e. KFinTech where you can vote during the remote e-Voting period.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>a) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>b) Once logged-in, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>c) Click on options available against company name or e-Voting service provider - KFinTech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p>

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	Help desk details
Securities held with NSDL	Please contact NSDL help desk by sending a request at evoting@nsdl.co.in or contact the toll free no.:18001020990 and 1800224430
Securities held with CDSL	Please contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at: 1800 22 55 33

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 8088 followed by folio number. In case of Demat account, User ID will be your DPID 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-42nd 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 8 in this Notice to obtain the User ID and password.
- ii. Please follow all steps from sl. no. (i) to sl. no. (xii) of 13.1(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., 15th July 2024 may follow the steps mentioned under point no. (i) in 13.1.
- 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., 15th July 2024 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 Thursday, 18th July 2024 (9.00 a.m.) and ends on Sunday, 21st July 2024 (5.00 p.m.). 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. Monday, 15th July 2024 may cast their vote electronically in the manner and process set out here in 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.

14.2. Instructions for attending the AGM through VC:

- a) Member scan 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, 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 in adequate 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 2024 to 19th July 2024. Queries received by the Company on or before 19th July 2024 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 16th July 2024 to 19th July 2024. Those Members who have registered themselves as a Speaker on or before 19th July 2024 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/>.

13.3 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.
14. The voting rights of Members shall be in proportion to their shareholding as on the cut-off date 15th July 2024. 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 two (2) working days of 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, 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.

15. Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., 22nd July 2024.
16. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
17. For easy and quick reference, key details required for reference by Members is annexed to this Notice.

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

**Arjun Raj P
Company Secretary**

Place: Chennai

Date : June 24, 2024

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 businesses mentioned under item nos. 4 to 7 of the accompanying Notice:

Item No. 4

Mr. Muthiah Venkatachalam, has served the longest on the Board of the Company and will retire by rotation at this AGM pursuant to Section 152(6) of the Companies Act, 2013 and being eligible has offered himself for appointment. The Company has received the requisite disclosure forms from him.

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

Considering his experience in Consultancy, Insurance and Retail, it is desirable to continue to avail his services as a Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Muthiah Venkatachalam as a Director for approval by the Members of the Company.

Memorandum of Interest

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

Item No. 5

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Act read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board of Directors based on the recommendation of the Nomination and

Remuneration Committee appointed Mr. Ninad Gadgil (DIN: 08707884) as an Additional Director in Executive Capacity & Chief Executive Officer of the Company with effect from 6th May 2024.

Mr. Ninad Gadgil aged 53 years holds a Bachelor's degree in Engineering and a PGDBM from Bombay University and he brings over thirty-two years of experience of which over two decades was with 3M, where he held a range of roles in Sales, Market Development and Business leadership across product segments. He was the Country Business Head of the Healthcare division of 3M and was on the 3M India Management Operating Committee of the company in India till 2019 and was Business head of the Abrasives division in Carborundum Universal Limited till 2024. He is currently on the Boards of Sterling Abrasives Limited, CUMI America Inc., CUMI Abrasives and Ceramics Limited and Volzhsky Abrasive Works.

The information under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards is provided in the annexure.

The Nomination and Remuneration Committee at its meeting held on 3rd May 2024 considered the appointment of Mr. Ninad Gadgil as an Executive Director & Chief Executive Officer and recommended his appointment and the remuneration payable to the Board. Considering Mr. Ninad's rich and extensive expertise in the field of business management and strategy, the Board recommends his appointment as an Executive Director & Chief Executive Officer for a term commencing from 6th May 2024 to 5th May 2029 to the shareholders. Mr. Ninad Gadgil does not hold any shares in the Company.

The Company has also received a notice in writing from a Member under Section 160 of the Companies Act, 2013 in respect of the appointment of Mr. Ninad Gadgil. As per the Articles of Association of the Company, Mr. Ninad Gadgil will not be liable to retire by rotation. The Company has also received the requisite consent and disclosure forms from him.

Mr. Ninad's remuneration comprises fixed as well as variable components which is subject to a periodic review by the Nomination and Remuneration Committee and the Board. The remuneration payable to Mr. Ninad Gadgil, who is a managerial personnel

under Section 197 of the Companies Act, 2013 is within the limits prescribed under the Companies Act, 2013.

The annual incentive payment (variable pay) for Executive Director is determined by a Balance Scorecard (BSC) methodology comprising Company financials, Company Scorecard and personal objectives encompassing financial parameters, customer perspective, internal processes, learning & growth. The BSC is annually determined by the Nomination and Remuneration Committee while reviewing the annual performance of Senior Management and before payouts are made in the form of incentive, the achievement of BSC across the above parameters is reviewed by the Nomination and Remuneration Committee.

Mr. Ninad's employment is whole time in nature and terminable with 3 months' notice on either side. There is no severance fee payable in his remuneration package. The Company does not have an ESOP Scheme/plan and hence does not hold any stock options.

The Board recommends Mr. Ninad Gadgil's appointment for approval by the Members of the Company.

Memorandum of Interest

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

Item No. 6

The Board at its meeting held on 24th June 2024, based on the recommendation of the Nomination and Remuneration Committee, has considered and recommended the appointment of Mr. L Ramkumar holding DIN 00090089 as an Independent Director of the Company with effect from 24th July 2024. 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. L Ramkumar (Age: 68 years) (DIN: 00090089), is a Commerce Graduate, Cost Accountant and has a Post Graduate Diploma in Management from Indian

Institute of Management, Ahmedabad. He has over 41 years of rich and varied experience (across consumer goods, automotive, mechanical and engineering goods, telecom cable and optical fibre industries) in Management including 27 years in Tube Investments of India Limited in various capacities viz., Managing Director & President, Chief Financial Officer. He is currently on the Boards of Shanthi Gears Limited and Igarashi Motors India Limited as an Independent Director.

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.

The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing Mr. Ramkumar's candidature for the office of Director. In the opinion of the Board, Mr. Ramkumar 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 based on the recommendation Nomination and Remuneration Committee recommends his appointment as an Independent Director for a term of 3 consecutive years from 24th July 2024 in terms of Section 149(10) of the Act.

Considering Mr. Ramkumar's experience in Finance, Strategy and General Management it would immensely benefit the Company, the Board recommends his appointment as an Independent Director for a term of three (3) consecutive years commencing from 24th July 2024.

Mr. Ramkumar would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, he would be entitled to commission on profits as determined each year by the Board within the overall limits as approved by the shareholders at the 40th Annual General Meeting held on 22nd July 2022. He is not entitled for stock options and does not hold any shares in the Company.

The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

Memorandum of Interest:

Except Mr. L Ramkumar being the appointee, none of the other Directors of the Company or their relatives are interested or concerned, financially or otherwise in this Special Resolution.

Item No. 7

Pursuant to the Companies (Cost Records and Audit) Rules, 2014 and any amendments thereof, the Company is required to maintain cost accounting records in respect of products of the Company covered under CETA category of machinery and mechanical appliances. Further, the cost accounting records maintained by the Company is required to be audited. The Board at its meeting held on 25th April 2024 based on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. B Y & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2024-25 on a remuneration of Rs.1,00,000 excluding applicable taxes and out of pocket expenses incurred by them in connection with the audit.

As the cost accounting records maintained by the Company for the Financial years 2021-22, 2022-23 and

2023-24 were also required to be audited, the Board at its meeting held on 19th January 2024 based on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s. B Y & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 on a remuneration of Rs.1,00,000 for each financial year excluding applicable taxes and out of pocket expenses incurred by them in connection with the audit.

The Cost audit fees commensurate with the work involved and the size of teams due to advancements in software and ERP system.

As per Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. Hence, the Ordinary Resolution is placed before the Members for ratification and the Board recommends the same.

Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

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

**Arjun Raj P
Company Secretary**

**Place: Chennai
Date : May 3, 2024**

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. Muthiah Venkatachalam	Mr. Ninad Gadgil	Mr. L Ramkumar
DIN	07045802	08707884	00090089
Date of Birth	5 th October 1987	13 th February 1971	9 th April 1956
Age	36 years	53 years	68 years
Date of Appointment (Initial)	2 nd August 2022	6 th May 2024	Yet to be appointed
Qualification	Mr. Muthiah Venkatachalam is an undergraduate from University of St Andrews, United Kingdom. He has also completed M.A. (Hons.) in Management studies from St Andrews, United Kingdom.	Mr. Ninad Gadgil has completed Bachelor of Engineering and a PGDBM from Bombay University.	Mr. L Ramkumar is a Commerce Graduate, Cost Accountant and has a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad.
Experience in specific functional areas	Mr. Muthiah Venkatachalam has over a decade experience working with different organisations including The Lenton Group (Hong Kong) and The Boston Consulting Group. He is the founder and Director of Social Restaurants Private Limited. He was also involved in setting up of a dedicated team to build the Agency Channel for Retail Health Insurance for operating from 600 branches across India for Cholamandalam MS General Insurance Company Limited.	Mr. Ninad has over 25 years of experience in Strategy, Sales & Marketing, Business Leadership across diverse sectors such as Packaging, Graphic Arts & Signage, Architecture and Building materials, Automotive OEM, After markets and Health care. He was the Country Business Head of the Healthcare division of 3M and was on the 3M India Management Operating Committee of the company in India till 2019 and was Business head of the Abrasives division in Carborundum Universal Limited till 2024.	Mr. Ramkumar has over 41 years of rich and varied experience (across consumer goods, automotive, mechanical and engineering goods, telecom cable and optical fibre industries) in Management including 27 years in Tube Investments of India Limited in various capacities viz., Managing Director & President, Chief Financial Officer.
Terms and conditions of appointment/re-appointment	Re-appointment as a Non-Executive Director liable to retire by rotation.	Appointed as an Executive Director & Chief Executive Officer not liable to retire by rotation for a term of five years from 6 th May 2024.	Proposed to be appointed as a Non-Executive Independent Director for a term of three years from 24 th July 2024.
Details of Remuneration sought to be paid (Amt in Rs.)	Mr. Muthiah Venkatachalam will be paid Commission and sitting fees for attending Board and Committee meetings as per the remuneration policy approved for Non-Executive Directors.	Mr. Ninad Gadgil will be paid remuneration, allowances/perquisites/ Commission/incentive as detailed in the resolution.	Mr. L Ramkumar will be paid Commission and sitting fees for attending Board and Committee meetings as per the remuneration policy approved for Non-Executive Directors.

Directorships in other companies (including foreign companies and the listed entities from which the Director has resigned in the past three years)	<p>Listed entities:</p> <ul style="list-style-type: none"> • Wendt (India) Limited <p>Other entities:</p> <ul style="list-style-type: none"> • Social Restaurants Private Limited • Ceres Enterprises Private Limited • Murugappa Educational and Medical Foundation • Phase Lifestyle Private Limited 	<p>Listed entities:</p> <ul style="list-style-type: none"> • Sterling Abrasives Limited • CUMI America Inc. • CUMI Abrasives and Ceramics Limited • Volzhsky Abrasive Works 	<p>Listed entities:</p> <ul style="list-style-type: none"> • Shanthi Gears Limited • Igarashi Motors India Limited
No. of meetings of the board attended during the year	5(5)	Not applicable	Not applicable
Memberships in Board Committees of other companies (includes membership details of all Committees)	<p>Wendt (India) Limited</p> <ol style="list-style-type: none"> 1. Member - Stakeholders Relationship Committee 	Nil	<p>Shanthi Gears Limited</p> <ol style="list-style-type: none"> 1. Chairman - Audit Committee 2. Member- Risk Management Committee <p>Igarashi Motors India Limited</p> <ol style="list-style-type: none"> 1. Chairman-AuditCommittee 2. Chairman - Nomination & Remuneration Committee 3. Member - Stakeholders Relationship Committee 4. Member-Corporate Social Responsibility 5. Member-Risk Management & ESG Committee
No. of shares in the Company	Nil	Nil	Nil
Inter-se relationship with any other Directors or KMP of the Company	Nil	Nil	Nil

INFORMATION AT A GLANCE

Sl. No.	Particulars	Details	
1.	Date and Time of AGM	22 nd July 2024 at 03.00 p.m. IST	
2.	Link for participation through Video Conferencing (VC)	https://emeetings.kfintech.com/ . Please refer the instructions in Note 13.2. of this Notice.	
3.	Remote e-voting	Please refer instructions in Note 13.1. of this Notice	
4.	Cut-off date for e-voting	15 th July 2024	
5.	E-voting period	Commences at 09:00 a.m. IST on Thursday, 18 th July 2024 and ends at 05:00 p.m. IST on Sunday, 21 st July 2024.	
6.	Registrar and Share Transfer Agent contact details	Ms. Krishna Priya Maddula, M/s. KFin Technologies Limited E-mail: einward.ris@kfintech.com and priya.maddula@kfintech.com Contact No.: 040-67161736	
7.	Help line number for e-voting	Login type	Help desk details
		Securities held with NSDL	Please contact NSDL help desk by sending a request at evoting@nsdl.co.in or contact the toll free no.: 18001020990 and 1800224430
		Securities held with CDSL	Please contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
8.	Help line number for VC participation	Contact: M/s. KFin Technologies Limited at 1800-3094-001 or write to them at evoting@kfintech.com	
9.	Contact details of the Company	E-mail: investorservices@wendtindia.com Contact: 044-30006166	