

WENDT (INDIA) LIMITED

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

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CIN: : L85110KA1980PLC003913



27th February 2025

BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001

Stock Code: 505412

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

Stock Code: WENDT

Dear Sirs,

Sub.: Voting results and Consolidated Scrutiniser's report – Postal Ballot

We refer to our letter dated 27th January 2025 intimating you of postal ballot for seeking approval of the shareholders and related matters thereto.

In terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of voting results and the Scrutiniser's report in respect of the business transacted through postal ballot mechanism are enclosed. The resolution set out in the postal ballot notice for approval of Transactions with Wendt GmbH has been passed with requisite majority on 26th February 2025 (being the last date for e-voting).

The results shall be also made available on the website of the Company at www.wendtindia.com.

Kindly take the information on record.

Thanking you

Yours faithfully

For Wendt (India) Limited

Arjun Raj P
Company Secretary
Encl. a.a.

Company Name	WENDT (INDIA) LIMITED
Date of the AGM/EGM	NA
Total number of shareholders on record date	10009
No. of shareholders present in the meeting either in person or	NA
Promoters and Promoter Group:	NA
Public:	NA
b	NA
Promoters and Promoter Group:	NA
Public:	NA

Resolution required: (Ordinary/ Special)	ORDINARY - Approval of Transactions with Wendt GmbH							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1500000	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	135320	127819	94.4568	127819	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	364680	5427	1.4882	4567	860	84.1533	15.8466
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		2000000	133246	6.6623	132386	860	99.3546	0.6454

27th February, 2025

The Chairman

Wendt (India) Limited

Flat No A2-105, Cauvery Block, National Games Housing Complex,
Koramangala,
Bangalore – 560047.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Wendt (India) Limited** (“the Company”) on 21st January 2025, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote electronic voting in respect of the following resolution:

Type and Description of the resolution

ORDINARY RESOLUTION

RESOLVED THAT pursuant to and in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘SEBI Listing Regulations’); the applicable provisions of the Companies Act, 2013; the Policy on Related party transactions of the Company; based on the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Wendt GmbH, one of the Promoters of the Company falling under the definition of a Related party (Related Party transaction) within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations, in course of business in the form of purchase/sale of goods and materials, availing / rendering of any services, commission income, consideration for trademark assignment, technology license fee, dividend and other transactions for the purpose of business for an aggregate value upto Rs. 60 crores on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be agreed by the Company and Wendt GmbH, for each of the financial years FY 2024-25 and FY 2025-26 i.e., two financial years, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm’s length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including

contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as it may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) (including any Committee thereof) or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

WE REPORT that In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated 8th April, 2020 read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 ("MCA Circulars"), the Company has sent Postal Ballot Notice dated 21st January 2025 on 27th January 2025 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 24th January 2025 ("Cut-off date").

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot remote e- voting, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for remote e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by KFin Technologies Limited, the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed Wednesday, 26th February 2025 as the last date for remote e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 28th January 2025 and "**VIJAYA KARNATAKA**" in vernacular language 'Kannada' on 28th January 2025 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received remote e-voting from the members during the period **28th January, 2025 (9:00 a.m. IST) to 26th February 2025 (5:00 p.m. IST).**

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Wednesday, 26th February 2025, the last date fixed by the Company for receipt of remote e-voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **10009** Shareholders, we have received valid remote e-voting from **77** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot remote e-voting	28th January, 2025 (9:00 a.m. IST) to 26th February 2025 (5:00 p.m. IST)		
Total No. of Shareholders as on cut-off date	10009		
Total No. of Shares	2000000		
Particulars	As per Postal Ballot	As per remote e-voting	Total
Postal Ballot Forms Received	-	77	77
Less: Invalid Forms	-	0	0
Net Valid Forms	-	77	77

APPROVAL OF TRANSACTIONS WITH WENDT GMBH

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of members voted in remote e- voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
66	132386	99.35

(ii) Votes **against** the resolution:

Number of members voted in remote e- voting	Number of votes cast (Shares) - remote e-voting	% of total number of valid votes cast
11	860	0.65

(iii) **Invalid** Votes:

Number of members voted in remote e- voting	Number of votes cast (Shares) - remote e- voting
NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

WE FURTHER REPORT that as per the notice of Postal Ballot dated 21st January 2025. The results of the remote e-voting will be announced by the Chairman or any person authorized by him on or before Friday, February 28, 2025 at the registered office of the Company and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's shares are listed and will also be displayed on the Company's website www.wendtindia.com and on the website of NSDL.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot remote e-voting.

Thanking You
Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

R
Sridharan

Digitally signed
by R Sridharan
Date: 2025.02.27
14:00:48 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 6232/2024
UDIN: F004775F004010942**