



WENDT (INDIA) LIMITED

CIN: L85110KA1980PLC003913

Registered Office: Flat No. 105, Cauvery Block, National Games Housing Complex, Koramangala, Bengaluru - 560047

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E-mail: investorservices@wendtindia.com

Website: www.wendtindia.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Wendt (India) Limited ('the Company') by means of Postal Ballot pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024 and 03/2025 dated 22nd September 2025 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said regulations and the circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India, the Secretarial Standards-2 ('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time).

The resolution set out in this Notice is proposed to be considered by the Members and passed by means of Postal Ballot through **remote e-voting** (voting electronically only), in line with the aforementioned MCA Circulars.

SPECIAL BUSINESS:

Re-appointment of Mr. Bhagya Chandra Rao (DIN: 00211127) as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Bhagya Chandra Rao (DIN: 00211127), who

was appointed as an Independent Director of the Company at the 39th Annual General Meeting for a term of 5 (five) consecutive years from 22nd January 2021 and who being eligible for re-appointment as an Independent Director and who has offered himself for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is here by re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years from 22nd January 2026 to 21st January 2029.

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

**Arjun Raj P
Company Secretary**

Date: 9th December 2025
Place: Chennai

Notes forming part of the Notice:

1. The statement pursuant to Section 102 of the Act read with Rules made thereunder listing out the material facts and necessary disclosures pertaining to the special resolution set out in the Postal Ballot Notice for approval of the Members is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as of **Friday, 12th December 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemptions provided through the MCA Circulars.
3. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / list of beneficial owners received from the Depositories as on the Cut-Off Date only would be considered for the purpose of voting with respect to the business set out in this Notice.
4. **Service of Postal Ballot Notice electronically:**

In line with the MCA Circulars, this postal ballot Notice is issued electronically to the e-mail addresses of the Members in the manner listed herein below:

Members holding shares in physical mode	This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA.
Members holding shares in demat mode	This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the Depositories.

In line with the relaxation provided under the MCA Circulars referred above and in compliance with the said circulars, the Postal Ballot Notice is being served electronically. The Notice is also being made available on the website of the Company <https://wendtindia.com/>, the websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') respectively at www.bseindia.com and www.nseindia.com and the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. No physical copy of Postal Ballot Notice will be issued even if a Member requests for the same.

5. Registration of e-mail IDs:

Members who have not registered their e-mail addresses are requested to follow the procedure listed down herein below to register their e-mail address:

Type of holder	Process to be followed for registration of e-mail address and mobile number
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"> - Form ISR-1 duly signed for updation of KYC details including e-mail address*; - 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).
Demat	<p>Members may provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhar Card to investorservices@wendtindia.com.</p> <p>If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) of sl. no. 20.</p> <p>Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.</p> <p>In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.</p>

*The forms can be downloaded from <https://www.wendtindia.com/investors/>.

Further, after providing the e-mail request as above, Members are requested to send the hard copy of the documents stated hereinabove addressed to Ms. Krishnapriya Maddula, Senior Manager, M/s. KFin Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032.

6. Members updating their e-mail address through Depository Participant after the Cut-Off Date are required to communicate the same to the Company / RTA by writing an e-mail to investorservices@wendtindia.com and einward.ris@kfintech.com.

7. The Postal Ballot Notice shall be made available on the website of the Company at www.wendtindia.com, the websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of the National Securities Depository Limited.
8. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the assent or dissent (i.e. voting) of members on the resolution listed out in the Notice can be cast through electronic voting i.e. remote e-voting. The detailed procedure for remote e-voting is listed down in the E-voting section of this notice. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot process.
9. The Board of Directors at their meeting held on 9th December 2025 have approved to engage the services of M/s. National Securities Depository Limited for providing remote e-voting facility for this postal ballot.
10. The Board of Directors at their meeting held on 9th December 2025 have appointed Mr. R Sridharan, Practicing Company Secretary from M/s. R Sridharan & Associates, Company Secretaries, Chennai (Membership No. FCS 4775 and CP No. 3239) as the Scrutiniser for conducting the postal ballot voting process in a fair and transparent manner. The Scrutiniser has communicated his willingness to be engaged for conducting the postal ballot voting process.

11. Remote e-voting timeline:

The remote e-voting period for casting votes in respect of such business set out in this Notice are as listed herein below:

Commencement of e-voting	09:00 am (IST) on Wednesday, 17 th December 2025
Conclusion of e-voting	05:00 pm (IST) on Thursday, 15 th January 2026

12. Remote e-voting shall be disabled and shall not be allowed beyond 05:00 p.m. (IST) on Thursday, 15th January 2026. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. Votes casted beyond the stipulated time period shall be considered invalid.
13. The resolutions as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e. Thursday, 15th January 2026.
14. The Scrutiniser shall, consequent to the completion of the voting period, scrutinise the votes casted and shall submit his report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors not later than Monday, 19th January 2026.

15. The results shall be also made available on the website of the Company at www.wendtindia.com. The results shall be also communicated to the BSE Limited and National Stock Exchange of India Limited and NSDL and the same shall be available on their respective websites.
16. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. Thursday, 15th January 2026.
17. Disclosures pertaining to the business set out in the Notice pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Clause 1.2.5 of Secretarial Standards-2 issued by the Institute of Company Secretaries of India as revised from time to time are annexed to this Notice.
18. Members are requested to note that Securities and Exchange Board of India through circular ref. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated June 23, 2025) has mandated that members holding shares in physical mode to update the following details with the Company / RTA:

- PAN
- KYC and
- Nomination

The KYC details include contact information, namely postal address with pin code, mobile Number and e-mail address. Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA. Any clarifications in this regard may be addressed by an email to investorservices@wendtindia.com. For more details, Members are requested to refer to the website of the Company at <https://wendtindia.com/>.

19. Information on Remote E-Voting:

- 19.1 In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company is pleased to provide remote e-voting facility for casting votes in respect of the business set out in the Postal Ballot Notice. The Company has engaged NSDL to provide remote e-voting facility for this postal ballot.
- 19.2 The remote e-voting period shall commence at 09:00 am (IST) on Wednesday, 17th December 2025 and shall conclude at 05:00 pm (IST) on Thursday, 15th January 2026 thereafter which the facility to cast votes shall be disabled. Members are requested to cast their votes on or before Thursday, 15th January 2026.
- 19.3 Once a vote is casted by a Member, he/she/it shall not be allowed to change it subsequently or be allowed to cast vote again. Voting rights of a Member shall be in

proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.



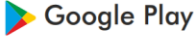

20. **Procedure For E-Voting:**

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The login method for individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

Type of members	Login Method
	<p>redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website and generate new login credentials.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for members other than Individual members holding securities in demat mode and members holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 137937 then user ID is 101456001***

- v. Password details for members other than Individual members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned in point 5 above.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.

- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- a. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to evoting@nsdl.com.

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

The following statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts and necessary disclosures pertaining to the Special Business mentioned in the Postal Ballot Notice:

Mr. Bhagya Chandra Rao, holding DIN 00211127, was appointed as an Independent Director at the 39th Annual General Meeting held on 23rd July 2021 to hold office for a period of five consecutive years from 22nd January 2021 based on the recommendation of the Nomination and Remuneration Committee and the Board of the Company. His first term of office as an Independent Director will conclude at the close of business hours on 21st January 2026. Pursuant to Section 149 (10) & 149 (11) of the Companies Act, 2013, an Independent Director can hold office for two consecutive terms of up to five years each on the Board but shall be eligible for re-appointment on passing of special resolution by the Members.

Mr. Bhagya Chandra Rao aged 69 years is a Mechanical Engineer by qualification. He has over four decades of experience with several organisations viz., ANAND group, ABB, WIDIA, IFB Industries & Sandvik Asia Ltd. in the Engineering, Automotive, Mining & Construction industry on Capital equipment and Cutting tools manufacturing domains in various positions of Business & Functional leadership before moving into Senior Management roles at Board level. He is the former Managing Director of Kennametal India Limited wherein he led the company through its expansion for 8 years.

In earlier association of Mr. Rao with Sandvik Mining & Construction Rock Tools at Sandvik Asia Ltd, as the President, he was instrumental in taking the business unit through global manufacturing footprint expansion & growing domestic business. Mr. Rao is currently an Independent Director on the Boards of Shetron Limited, Suprajit Engineering Limited, Disa India Limited. He also serves on voluntary basis as Vice President in a private Trust engaged in serving the community focused on Education, skill & overall personality development apart from a few other activities.

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. Bhagya Chandra Rao's candidature for the office of Director. Mr. Bhagya Chandra Rao satisfies the criteria prescribed in section 149(6), Schedule IV of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') for re-appointment as an Independent Director of the Company and in the opinion of the Board, he is independent of the Management. Mr. Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Accordingly, the Board of Directors of the Company at their meeting held on 9th December 2025, recommended the re-appointment of Mr. Bhagya Chandra Rao as an Independent Director with effect from 22nd January 2026 for second term of 3 (three) consecutive years for approval of the Members in terms of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof. The Nomination and Remuneration Committee at its meeting held on 9th December 2025, on the basis of the performance evaluation conducted annually, has recommended his re-appointment.

Mr. Bhagya Chandra Rao's experience in the manufacturing domain, his business & technical acumen, management experience and expertise would immensely benefit the Company. The performance evaluation of Independent Directors was based on various factors including attendance at Board and Committee Meetings, familiarity with the Company's policies and values, ability to objectively communicate views/concerns on matters discussed at the meetings, exercise own judgement and voice out opinions besides having an understanding of the industry trends.

In furtherance to the Nomination and Remuneration Committee's recommendation and Mr. Bhagya Chandra Rao's performance evaluation undertaken in the past, the Board believes that his continued association would be immensely beneficial to the Company and hence recommends his re-appointment as an Independent Director for a second term of 3 (three) consecutive years commencing from 22nd January 2026. The Independent Directors appointed under Section 149 shall not be liable to retire by rotation. Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of Members by way of a special resolution.

Mr. Bhagya Chandra Rao 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 not exceeding three per cent of the net profits of the Company as approved by the Members at the 40th Annual General Meeting held on 22nd July 2022. He is not entitled to 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 last date of the remote e-voting process.

Memorandum of Interest

Except Mr. Bhagya Chandra Rao being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the aforesaid Special Resolution.

The resolution proposed to be passed through postal ballot mechanism is in compliance with MCA Circulars and relevant provisions under the Companies Act, 2013 read with rules made thereunder including circulars and notifications issued thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars and notifications issued thereunder.

All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. Thursday, 15th January 2026.

Disclosure under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Information required	
Name of Director	Mr. Bhagya Chandra Rao
DIN	00211127
Date of Birth	03/06/1956
Age	69 years
Date of Appointment (initial)	22 nd January 2021
Qualification	Mr. Bhagya Chandra Rao is a Mechanical Engineer from Mysore University.
Experience in specific functional areas	<p>Mr. Bhagya Chandra Rao has over four decades of experience across several industries viz., engineering, automotive, mining, construction and industries related to Capital equipment and Cutting tools manufacturing.</p> <p>Mr. Rao has attended all meetings of the Board of Directors of the Company held during FY 2024-25 and FY 2025-26 till date. Mr. Rao meets the requisite skills required to be possessed by an Independent Director as per the Board skill-set matrix determined by the Board of Directors of the Company.</p>
Terms and conditions of continuation of directorship and for re-appointment as a Director	Proposed to be re-appointed as a Non-Executive Independent Director for a second term of 3 (three) consecutive years from 22 nd January 2026.
Details of Remuneration last drawn (Amount in Rs.)	<p>The total amount paid as sitting fee and commission (for the FY 2023-24 paid in FY 2024-25) during FY 2024-25 is Rs. 9.10 Lakhs.</p> <p>The total amount paid as sitting fee and commission (for the FY 2024-25 paid in FY 2025-26) during FY 2025-26 till the date of this notice is Rs. 7.00 Lakhs.</p>
Details of Remuneration sought to be paid (Amount in Rs.)	He will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Directors of the Company as per the Remuneration Policy of the Company.
Directorships in other companies (including foreign companies)	<ul style="list-style-type: none"> • Wendt (India) Limited • Disa India Limited • Shetron Limited • Suprajit Engineering Limited • Suprajit USA Inc.
No. of meetings of the board attended	<p>3(3) till date of this notice in FY 2025-26</p> <p>9(9) in FY 2024-25</p>
Memberships in Board Committees of other companies (includes membership details of all Committees)	<p>Wendt (India) Limited</p> <ul style="list-style-type: none"> - Member – Audit Committee - Member- Stakeholders Relationship Committee - Member- Corporate Social Responsibility Committee - Chairman- Risk Management Committee - Member- Nomination & Remuneration Committee

	<p>Disa India Limited</p> <ul style="list-style-type: none"> - Chairman- Audit Committee - Chairman- Nomination & Remuneration Committee <p>Shetron Limited</p> <ul style="list-style-type: none"> - Chairman - Audit Committee - Chairman - Stakeholders Relationship Committee - Chairman - Nomination & Remuneration Committee <p>Suprajit Engineering Limited</p> <ul style="list-style-type: none"> - Chairman - Nomination & Remuneration Committee - Member- Corporate Social Responsibility Committee
No. of shares in the Company	Nil
Inter-se relationship with any other Directors or manager or KMP of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.

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

Date: 9th December 2025
Place: Chennai

**Arjun Raj P
Company Secretary**