



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:

Appointment of Mr. Amit Ingale (DIN: 08424412) as an Executive Director

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

RESOLVED 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 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 thereof for the time being in force), Mr. Amit Ingale (DIN: 08424412) who has given his consent to be appointed as a Director be and is hereby appointed as an Executive Director and Chief Executive Officer of the Company for a term of five years commencing from 19th January 2026 on the following terms:

(i) Salary

Rs. 3,50,000/- per month. The Nomination and Remuneration Committee may decide the increments in salary, from time to time, subject to a maximum of Rs. 10,50,000 per month.

(ii) Allowances/Perquisites/Commission/Incentive

In addition to salary, Mr. Amit Ingale 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 100% of the salary; and
- Incentive/commission at 100% levels 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. Amit Ingale, 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 (5%) of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
- Mr. Amit Ingale will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

- Mr. Amit Ingale will be subject to all other service conditions as applicable to any other employee of the Company.

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

**Arjun Raj P
Company Secretary**

Date: 19th January 2026

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 business 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, 13th February 2026 ("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. The Postal Ballot Notice is also available on 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 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. 19.</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. In compliance with 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, 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.

8. The Board of Directors at their meeting held on 19th January 2026 have approved to engage the services of M/s. National Securities Depository Limited for providing remote e-voting facility for this postal ballot.
9. The Board of Directors at their meeting held on 19th January 2026 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.
10. **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, 25 th February 2026
Conclusion of e-voting	05:00 pm (IST) on Thursday, 26 th March 2026

11. Remote e-voting shall be disabled and shall not be allowed beyond 05:00 p.m. (IST) on Thursday, 26th March 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.
12. 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, 26th March 2026.
13. 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, 30th March 2026.
14. 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.
15. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. Thursday, 26th March 2026.
16. 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.

17. 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 16th March 2023, (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated Feb 06, 2026) 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/>.

18. Information on Remote E-Voting:

- 18.1. 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.
- 18.2. The remote e-voting period shall commence at 09:00 am (IST) on Wednesday, 25th February 2026 and shall conclude at 05:00 pm (IST) on Thursday, 26th March 2026 thereafter which the facility to cast votes shall be disabled. Members are requested to cast their votes on or before Thursday, 26th March 2026.
- 18.3. 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.

19. 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 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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Type of Members	Login Method
	<div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<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.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<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?

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. 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.
- iv. 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 138662 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:

Pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 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 at their meeting held on 19th January 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Amit Ingale (DIN: 08424412) as an Executive Director & Chief Executive Officer of the Company with effect from 19th January 2026.

In terms of Section 196 of the Companies Act, 2013, the appointment of an Executive Director is subject to the approval of Members of the Company. Further, as per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) a listed entity shall ensure that the approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of this requirement, approval for appointment of Mr. Amit Ingale as an Executive Director is being obtained from Members through postal ballot.

Mr. Amit Ingale aged 48 years is a Bachelor of Engineering in Industrial & Production Engineering from Visveswaraiah Technological University, Karnataka. Mr. Ingale brings over two decades of experience in the automotive industry, having held various roles across companies such as General Motors India Pvt. Ltd., Grindwell Norton Limited, Bosch Limited, ENNOVI Mobility Solution India Pvt. Ltd in the areas of System Engineering, Product Management, Strategic Marketing, Key Account Management and Business Development. Mr. Ingale has extensive experience and expertise in engineering projects. Mr. Amit Ingale has been the Managing Director of ENNOVI Mobility Solution India Pvt. Ltd. where he led teams in precision stamping, precious metal plating, insert-molded parts, customized connectors, and buss bars and interconnects for EV batteries overseeing all key business functions.

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 19th January 2026 had considered the appointment of Mr. Amit Ingale as an Executive Director & Chief Executive Officer and recommended his appointment and terms of remuneration to the Board. Considering Mr. Amit's engineering expertise and manufacturing experience in varied areas, the Board recommends to the shareholders his appointment as an Executive Director & Chief Executive Officer for a five-year term commencing from 19th January 2026. Mr. Amit Ingale does not hold any shares in the Company.

The Company has received the requisite consent and disclosure forms from Mr. Amit Ingale along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Amit Ingale satisfies all the conditions set out in Part I of Schedule V to the Act

as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

Mr. Amit'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. Amit Ingale, 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 methodology comprising company financials, company performance 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. Amit's employment is whole time in nature and can be terminated with 6 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 the proposed remuneration does not have any such component.

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

Memorandum of Interest

Except Mr. Amit Ingale being the appointee, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the aforesaid Ordinary 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, 19th March 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. Amit Ingale
DIN	08424412
Date of Birth	31/03/1977
Age	48 years
Date of Appointment (initial)	19 th January 2026
Qualification	Mr. Amit Ingale aged 48 years is a Bachelor of Engineering in Industrial & Production Engineering from Visveswaraiiah Technological University, Karnataka.
Experience in specific functional areas	Mr. Amit Ingale brings over two decades of experience in the automotive industry, having held various roles across companies such as General Motors India Pvt. Ltd., Grindwell Norton Limited, Bosch Limited, ENNOVI Mobility Solution India Pvt. Ltd in the areas of System Engineering, Product Management, Strategic Marketing, Key Account Management and Business Development. Mr. Ingale has extensive experience and expertise in engineering projects. Mr. Amit Ingale has been the Managing Director of ENNOVI Mobility Solution India Pvt. Ltd. where he led teams in precision stamping, precious metal plating, insert-molded parts, customized connectors, and buss bars and interconnects for EV batteries overseeing all key business functions.
Terms and conditions of continuation of directorship and for re-appointment as a Director	Appointed as an Executive Director & Chief Executive Officer for a five-year term from 19 th January 2026.
Details of Remuneration sought to be paid (Amount in Rs.)	Mr. Amit Ingale will be paid remuneration, allowances/perquisites/ incentive as detailed in the resolution
Directorships in other companies (including foreign companies)	Nil
No. of meetings of the board attended	Nil
Memberships in Board Committees of other companies (includes membership details of all Committees)	Nil
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: 19th January 2026
Place: Chennai

**Arjun Raj P
Company Secretary**