



WENDT (INDIA) LIMITED

CIN : L85110KA1980PLC003913

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

Tel: +91 80 25701423/1424 | Fax: +91 80 25701425

E-mail: wil@wendtindia.com | Website: www.wendtindia.com

NOTICE TO MEMBERS

NOTICE is hereby given that the Forty Fourth Annual General Meeting (AGM) of the Members of Wendt (India) Limited ('the Company') will be held at 03.00 p.m. Indian Standard Time on Friday, 24th July 2026 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 2026 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 2026 and the Report of the Independent Auditors 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. 10/- per equity share of Rs. 10/- each be declared for the financial year ended 31st March 2026 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 17th July 2026 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 as on 17th July 2026 in case the shares are held in electronic form.

RESOLVED FURTHER THAT the interim dividend of Rs. 20/- per equity share of Rs. 10/- each declared by the Board of Directors and paid for the financial year ended 31st March 2026 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 - 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. 1,25,000 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 year 2026-27, 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

Hosur
April 24, 2026

Arjun Raj P
Company Secretary

Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 03/2025 dated 22nd September 2025 and in furtherance to its earlier circulars issued in this regard has permitted companies, to hold their AGMs through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members. Hence, the 44th AGM of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable circulars issued in this regard. Members are requested to attend and participate in the ensuing AGM through VC/OAVM facility being provided by the Company through National Securities Depository Limited ("NSDL").

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 the 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 entitlement to appoint a proxy and submission of proxy form does not arise in line with MCA and SEBI circulars issued in this regard.
3. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of business item no. 4 which is an Ordinary business and business item no. 5 which is Special business to be transacted at the AGM are annexed hereto for the information of Members.
4. The Record date for the purpose of payment of final dividend for the financial year ended 31st March 2026 shall be Friday, 17th July 2026. Subject to the provisions of the Act, the dividend as recommended by the Board, if declared at the meeting will be paid by Thursday, 13th August 2026.
5. Dividends remaining unclaimed/unpaid for a period of seven (7) consecutive years are required to be transferred to the Investor Education Protection

Fund (IEPF) Authority. The Company has transferred unclaimed/unencashed dividends up to the interim dividend for FY 2018-19 to the IEPF Authority during the year ended 31st March 2026.

The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 31st March 2025 on the website www.wendtindia.com and also on the website of the Ministry of Corporate Affairs. 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 2018-19 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 2026, the Company has transferred 12,417 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 <https://www.mca.gov.in>. Members 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 are taxed in the hands of the recipient of dividend i.e. Members. 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, 2025. 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, 2025. 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 121 (erstwhile form 15G/15H) to the Company on a yearly basis at the link <https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx>. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 121 for

seeking exemption is available at the links https://ris.kfintech.com/clientservices/investors/Templates/TDS_Form-121.pdf and <https://wendtindia.com/investors/>. Members may contact the Company Secretary in case of any clarification in this regard.

The Securities and Exchange Board of India (SEBI) vide its master circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 ('Master Circular') 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, the forms with respect to investor servicing are available on the website of the Company at <https://wendtindia.com/investors/>.

6. SEBI has mandated the submission of PAN by every participant in securities market for any updation in the folio and any Investor requests. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they maintain their demat accounts.
7. Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature], shall be eligible to get dividend only in electronic mode after updating the KYC. Accordingly, payment of final dividend 2025-26, subject to approval by the Members in the AGM, shall be made to physical holders only after the above details are updated in respect of their holdings:
8. Members are requested to update their KYC details to enable payment of dividend electronically. Members may follow the process detailed below for updation of their KYC details:

Mode of Holding	Process for updating KYC details
Physical	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: - Form ISR-1, Form ISR-2 & Form SH-13/ISR-3 duly filled up. - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.;

Mode of Holding	Process for updating KYC details
	- Copy of share certificate(s) (front and back); - Original 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.
Demat	Members to contact their respective DP's and register their PAN, e-mail address and bank account details in their demat account, as per the process recommended by the DP.

9. Members are requested to note that in terms of the Listing Regulations, 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.

In line with regulatory facilitation measures, SEBI has permitted a special window for a period of one year from 5th February 2026 to 4th February 2027 for re-lodgement of transfer requests and dematerialisation of physical securities, in respect of cases where such requests were lodged prior to 1st April 2019 but were returned due to deficiencies. Eligible Members are encouraged to avail this opportunity within the stipulated timeline to regularise their holdings.

SEBI vide Master Circular has mandated the issuance of securities only in dematerialised form by listed entities. As an ongoing measure to enhance ease of dealing in securities markets by investors while processing the service requests such as issue of duplicate securities certificate, claims from Unclaimed Suspense Account, renewal/ Exchange of securities certificates, endorsement sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc., the listed entities have been directed to adhere to processes and practices to convert the physical mode of holding securities into electronic mode. Securities holder/ claimants are also required to submit duly filled up Form ISR-4 while making the service requests, which is available at <https://wendtindia.com/investors/>.

10. Intimation of details of the Agreement(s), if any under the Listing Regulations

Members are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the company or of its holding, subsidiary or associate company, among themselves or with the company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the company or impose any restriction or create any liability upon the company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the company is a party to such agreements.

Accordingly, Members are hereby advised to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges upon it becoming aware of the same within the prescribed timelines.

[Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

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

In view of the exemptions provided by MCA and SEBI, companies can now send Annual Reports in electronic 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. Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report for the financial year 2025-26 will be sent to those Members who have not registered their email address.

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 is 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 NSDL at <https://evoting.nsdl.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, hard copy of annual report will be sent to the Members 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:

Mode of Holding	Process to be followed for registration of e-mail address
Physical	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 : - Form ISR-1 duly filled up; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.;
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.

12. Additional information pursuant to the Listing Regulations and Secretarial Standards on General Meetings in respect of the Director seeking re-appointment at the AGM is furnished and forms part of the Notice. The Director has furnished the requisite declarations for his re-appointment.
13. The business 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 e-voting facility will be made available to Members to cast their votes electronically on all resolutions set forth in the Notice convening the 44th AGM. The Company has engaged the services of M/s. National Securities Depository Limited ('NSDL') to provide remote e-voting facility and voting facility during the AGM to enable Members to exercise their votes in a secured manner. The instructions for remote e-voting as well as voting is provided in this Notice.

The Board of Directors have appointed Mr. R Sridharan of M/s. R. Sridharan & Associates, Practising Company Secretaries 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.

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting 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.

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	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, 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 or joining virtual meeting & voting during the meeting.

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 11 above.

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 (09.30 a.m. to 05.30 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.

14. 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.

15. Instructions for members for remote e-voting and joining general meeting:

15.1. E-voting using NSDL e-voting system

The manner to cast the vote electronically on NSDL e-voting system comprises of "Two Steps" as mentioned below which need to be followed:

Type of Members	Login Method
	- Existing IDeAS user 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 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 or joining virtual meeting & voting during the meeting. - 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/IdeasDirectReg.jsp - 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 (i.e. your sixteen digit demat account number held 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 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 or joining virtual meeting & voting during the meeting. - Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Members holding securities in demat mode with CDSL	- 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 user your existing myeasi username & password. - 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 evoting 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 or joining virtual meeting & voting during the meeting. 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. - 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. - Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting 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	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 or joining virtual meeting & voting during the meeting.

Important note: 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 e-voting and joining virtual meeting 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 139957 then user ID is 129216001***
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- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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, PAN, name and 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.
- viii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- ix. Now, you will have to click on “Login” button.
- x. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
- (ii) Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- (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 authorised signatory(ies) who are authorised 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 Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN, self-attested scanned copy of Aadhar by email to investorservices@wendtindia.com.
- b) In case shares are held in demat mode, please 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, self-attested scanned copy of Aadhar card to investorservices@wendtindia.com. 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) i.e. Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.
- c) Alternatively Members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.
- d) 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.

15.2. The instructions for Members for e-voting on the day of the AGM:

- a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- c) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

15.3. Instructions for Members for attending the AGM through VC/OAVM:

- a) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company 139957 will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the Meeting through Laptop devices for better experience.
- c) Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 or disturbance during the meeting. The

Company will not be responsible for any disruption in the proceedings caused due to the technical issues including inadequate bandwidth or internet at the end of the shareholder.

- e) **AGM queries to be sent in prior to the AGM:** As the AGM is being conducted through VC/OVAM, Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number to investorservices@wendtindia.com. Questions/ queries received by the Company till 05.00 p.m. (IST) on Monday, 20th July 2026 shall only be considered and responded during the AGM.
 - f) **Registration as a Speaker at the AGM:** Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending an email to investorservices@wendtindia.com any time before 05.00 p.m. (IST) on Monday, 20th July 2026, mentioning their name, demat account number/folio number, email ID and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at 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 the cut-off date. A person who is not a member as of the cut-off date should treat this Notice for information purposes only.
 - g) The instructions for joining the AGM through video conferencing will also be made available on the website of the Company at <https://wendtindia.com/>.
16. The remote e-voting period commences on Tuesday, 21st July 2026 (09.00 a.m.) and ends on Thursday, 23rd July 2026 (05.00 p.m.). The voting rights of Members shall be in proportion to their shareholding as on the cut-off date, Friday, 17th July 2026. 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 NSDL 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.

17. The Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., Friday, 24th July 2026.
18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. For easy and quick reference, key details required for reference by Members is annexed to this Notice.

By order of the Board

Hosur
April 24, 2026

Arjun Raj P
Company Secretary

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 & 5 of the accompanying Notice:

Item No. 4

Mr. Muthiah Venkatachalam is currently a Non-Independent Non-Executive Director of the Company. Mr. Muthiah Venkatachalam is liable to retire by rotation at this AGM pursuant to Section 152(6) of the Companies Act, 2013 and being eligible has offered himself for re-appointment.

Mr. Muthiah Venkatachalam's profile is provided on the website of the Company and the information pursuant to 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 the requisite consent and disclosure forms from him in respect of his proposed re-appointment.

Mr. Muthiah Venkatachalam, aged 38 years, 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 currently serves as the Business Retail Broking Health & Fintech Partnerships Head at Cholamandalam MS General Insurance, where he has, over the course of his tenure, held progressively senior roles including Brand & Product Management Health SBU Head and National Health Insurance Head (Agency Distribution), demonstrating strong capabilities in strategic product management, business expansion and retail partnership development. He brings with him prior experience in management consulting with the Boston Consulting Group and risk advisory services with EY, which have equipped him with sound analytical and problem-solving skills. He is also a Director at AMM Foundation and Social Restaurants Private Limited, contributing to strategic direction and operational governance in those organisations, including community-focused initiatives in education and healthcare. The details of his Directorships and full time positions are available at <https://wendtindia.com/muthiah-venkatachalam/>.

Mr. Muthiah Venkatachalam is paid sitting fees and commission as a Non-Executive Director of the Company. He was paid Rs. 5,00,000/- (Rupees Five Lakhs only) remuneration by way of Commission during the FY 2025-26, the details of which are available in the Corporate Governance section of the Annual Report.

The Board is of the view that Mr. Muthiah Venkatachalam's diverse experience across insurance, consulting, strategic partnerships and board-level governance would be of significant value to the Company and accordingly recommends his appointment as Director as set out in the accompanying resolution, for the approval of the Members.

Memorandum of Interest

Except Mr. Muthiah Venkatachalam, 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 Ordinary Resolution

Item No. 5

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 are required to be audited. The Board at its meeting held on 24th April 2026 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 2026-27 at a remuneration amounting to Rs. 1,25,000 (One Lakh and Twenty Five Thousand Rupees) excluding applicable taxes and out of pocket expenses incurred by them in connection with the audit. The increase in remuneration of the Cost accountants was owing to inflation and resource costs.

The Cost audit fees are commensurate with the work involved.

As per Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the Members 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

Hosur
April 24, 2026

Arjun Raj P
Company Secretary

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 (Item 4)

Name of Director	Mr. Muthiah Venkatachalam
DIN	07045802
Date of Birth	05-10-1987
Age	38 years
Date of Appointment (Initial)	2 nd August 2022
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.
Experience in specific functional areas	He has over a decade of 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.
Terms and conditions of continuation of directorship and for re-appointment as an Independent Director	Re-appointment as a Non-Executive Director liable to retire by rotation.
Details of Remuneration sought to be paid (Amt in Rs.)	Nil
Directorships in other companies (including foreign companies and the listed entities from which the Director has resigned in the past three years)	Listed entities: - Wendt (India) Limited Other entities: - Social Restaurants Private Limited - Ceres Enterprises Private Limited - Murugappa Educational And Medical Foundation – Section 8 Company - Phase Lifestyle Private Limited
No. of meetings of the board attended during the year	8(8)
Memberships in Board Committees of other companies (includes membership details of all Committees)	Wendt (India) Limited - Member - Stakeholders Relationship Committee - Member - Risk Management committee
No. of shares in the Company	Nil
Inter-se relationship with any other Directors or KMP of the Company	Nil

**For further details, please refer the Corporate Governance Report section of the Annual Report.*

INFORMATION AT GLANCE

In order to enable ease of participation of the Members, key details regarding the 44th AGM is provided for reference:

Sl. No.	Particulars	Details	
1.	Date and Time of AGM	Friday, 24 th July 2026 at 03.00 p.m. IST	
2.	Link for participation through Video Conferencing (VC)	Please refer the instructions in Note 15 of this Notice	
3.	Remote e-voting	Please refer instructions in Note 15.1 of this Notice	
4.	Cut-off date for e-voting	Friday, 17 th July 2026	
5.	E-voting period	Commences at 09.00 a.m. IST on Tuesday, 21 st July 2026 and ends at 05.00 p.m. IST on Thursday, 23 rd July 2026.	
6.	Registrar and Share Transfer Agent contact details	Ms. Krishna Priya Maddula, Senior Manager, 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.com or contact at 022-4886 7000
		Securities held with CDSL	Please contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911
8.	Help line number for VC participation	Ms. Pallavi Mhatre, Senior Manager, NSDL at 022 - 4886 7000 or write them at evoting@nsdl.com	
9.	Contact details of the Company	E-mail: investorservices@wendtindia.com Contact: 044-30006166	

Note

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