

NOTICE CONVENING THE 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting ('AGM') of the Members of Wendt (India) Limited will be held at 3.00 p.m. on Friday, 22nd July 2022 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

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 2022 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 2022 and the Independent Auditors' Report thereon be and are hereby considered, approved and adopted.

Item No.3 - Declaration of Dividend

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

RESOLVED THAT a dividend of Rs.45/- per equity share of Rs.10/- each be declared for the financial year ended 31st March 2022 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on 15th July 2022 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on 15th July 2022 as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in electronic form.

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 2022 be and is hereby confirmed.

Item No.4 - To re-appoint M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company and to fix their remuneration

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

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Regn. No. 012754N/N500016) as the Statutory Auditors of the Company to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting on a remuneration of Rs. 12,50,000/- (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) for the FY 2022-23 be and is hereby approved and the Board may decide the remuneration payable to the Statutory Auditors for the subsequent years based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

Item No.5 - Retirement of Director

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

RESOLVED THAT Mr. Rajesh Khanna (DIN: 06923493), Non-Executive Director, who retires by rotation at the Fortieth Annual General Meeting and who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and the vacancy, so created on the Board of Directors of the Company, be not filled at the AGM.

Item No.6- To re-appoint Ms. Hima Srinivas (DIN: 07556717) as an Independent Director

*To consider and if deemed fit, to pass the following 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 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), Ms. Hima Srinivas holding DIN - 07556717 who was appointed as an Independent Director of the Company at the 35th Annual General Meeting for a term of five (5) consecutive years from 24th April 2017 and who being eligible for re-appointment as an Independent Director has offered herself 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 her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years from and effective 24th April 2022.

Item No.7 - Approval for payment of commission to Directors of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (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), the Directors (excluding Managing Director(s)/Executive Director(s)/Whole-time Director(s) but including the Alternate Directors) of the Company be paid remuneration by way of commission for a period of five financial years commencing from 1st April 2022, not exceeding 3% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide from time to time, the quantum and manner of distribution of commission, to one or more Directors, including the Chairman within the limit of 3% prescribed above.

RESOLVED FURTHER THAT the aforesaid commission shall be in addition to the fees payable to such Directors for attending the meetings of the Board and Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.

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

**Place: Hosur
Date : April 22, 2022**

**Arjun Raj P
Company Secretary**

Notes:

1. In view of the prevailing COVID-19 pandemic situation as well as continuing Government guidelines to maintain social distancing, the Ministry of Corporate Affairs (MCA) vide its latest General Circular No. 02/2022 dated 05th May, 2022 in furtherance to its earlier circulars 20/2020 dated 5th May 2020, Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 has permitted companies, whose Annual General Meetings (AGM) due to be conducted on or before 31st December 2022, to hold their AGMs through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members at a common venue. Considering the health and safety of all stakeholders including the shareholders, the 40th AGM of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and applicable circulars issued in this regard.

Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC/OAVM, physical attendance of Members is being dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not being annexed to this Notice and the resultant requirements for entitlement to appoint a proxy and submission of proxy form does not arise.

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

3. Corporate Members intending to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend the AGM and vote on their behalf.
4. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under Item nos.4, 5, 6 and 7 of the Notice to be transacted at the AGM are annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 15th July 2022 to Friday, 22nd July 2022 (both days inclusive) for the purpose of payment of final dividend for the financial year ended 31st March 2022. Subject to the provisions of the Act, the dividend as recommended by the Board, if declared at the meeting will be paid by Friday, the 12th August 2022.
6. Dividends remaining unclaimed/unpaid for a period of seven (7) years is required to be transferred to the Investor Education Protection Fund ('IEPF'). The Company has transferred unclaimed/unencashed dividends up to the interim dividend for FY 2014-15 to the IEPF during the year ended 31st March 2022.

The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 31st March 2021 on the website www.wendtindia.com and also on the website of the Ministry of Corporate Affairs in line with the amendments made to the IEPF Rules during the year. Members can ascertain the status of their unclaimed dividend amounts from these websites.

Members who have not encashed their warrants in respect of the final dividend declared for financial year 2014-15 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 2022, the Company has transferred 9,849 shares to the IEPF Authority. Further, the Company has uploaded the details of the above on its website for the information of Members.

Members are entitled to claim the shares from the IEPF Authority by making an application online along with the requisite documents in Form IEPF-5 available on the website <http://www.iepf.gov.in/IEPF/corporates.html>. Shareholders are requested to contact the Company's RTA or the Company in this regard.

Members are requested to note that pursuant to an amendment in the Income Tax Act, 1961, dividends declared and paid by the Company with effect from 1st April 2020 are taxed in the hands of the recipient of dividend i.e. shareholders. Hence, effective 1st April 2020, all dividends paid/ to be paid by the Company will be subject to deducting tax at the applicable rate prescribed under the Income Tax Act, 1961. Members may note that in the absence of the details of the PAN, the Company would be required to deduct tax at a higher rate prescribed under the Income Tax, 1961. Hence, Members who have not furnished their PAN to the Company are requested to immediately submit a copy of the same. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable to the Company on a yearly basis at the link <https://ris.kfintech.com/form15/>. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available at the links <https://ris.kfintech.com/form15/> as well as <https://www.wendtindia.com/investors/>. Members may contact the Company Secretary or any executive in the Secretarial team in case of any clarification in this regard.

7. The Securities and Exchange Board of India ('SEBI') vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 has made it mandatory for holders of physical securities to furnish their PAN, email address, mobile number, bank account details and also to either register or declare opt out for nomination facility against the shares held in the Company. Also, new forms were introduced with respect to investor servicing, the details of which are available on the website of the Company at <https://www.wendtindia.com/investors/>.

Freezing of Folios without PAN, KYC details and Nomination:

8. In terms of SEBI circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 folios wherein any one of the document / details viz., PAN, KYC and Nomination are not available or not provided to the Company/RTA before April 01, 2023, shall be frozen and the shareholders will not be eligible to lodge grievance or avail service request from the RTA or be eligible for receipt of dividend in physical mode. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. Hence, Members are requested to provide the above details immediately to the Company/RTA in case it has not been provided so far.
9. Members are advised to intimate the details of their bank account to facilitate electronic remittance of dividend or for being incorporated in the dividend warrants. This would help avoiding fraudulent encashment of the warrants.

Members may follow the process detailed below for updation of their bank account for timely receipt of dividends:

Type of holder	Process for updating bank account details
Physical	Members can send a request to the Company's RTA at einward.ris@kfintech.com by providing the following: <ul style="list-style-type: none"> - Scanned copy of the signed request letter mentioning the Folio No. and name of the Member; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.; - Scanned copy of share certificate(s) (front and back); - Scanned copy of the cancelled cheque bearing the name of the first named shareholder; - Form ISR-1, Form ISR-2 & Form SH-13 / Form ISR-3 duly filled up.
Demat	Members to contact their respective DPs and register their PAN, e-mail address and bank account details in their demat account, as per the process recommended by the DP.

10. Members are requested to note that in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (amended from time to time), with effect from 1st April 2019, shares of the Company can be transferred only in dematerialised form. In view of the above, Members are advised to dematerialise the shares held by them in physical form. This will also eliminate all risks associated with holding securities in physical form and provide ease in portfolio management. For further information, please contact us at investorservices@wendtindia.com or the RTA at einward.ris@kfintech.com.
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 prevailing COVID-19 pandemic situation, MCA vide its Circulars dated 5th May 2020 and 5th May 2022 and SEBI vide circular dated 13th May 2022 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the DPs as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes. Procedure for obtaining the Annual Report, AGM notice as well as electronic voting

(e-voting) instructions for Members whose e-mail addresses are not registered with the DPs or with RTA is provided herein and also available on the website of the Company. The Annual Report is also available on the Company's website <https://www.wendtindia.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively as well as the website of RTA at <https://evoting.kfintech.com/>.

12. Additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment/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 40th AGM. The Company has engaged the services of M/s. KFin Technologies Limited to provide remote e-voting facility and voting facility during the AGM i.e. through Instapoll, to enable Members to exercise their votes in a secured manner. The instructions for remote e-voting as well as Instapoll is provided in this Notice.

The Board of Directors have appointed Mr. R Sridharan of M/s. R Sridharan and Associates, Practising Company Secretaries or failing him Ms. Srinidhi Sridharan of M/s. Srinidhi Sridharan and Associates, Company Secretaries as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The Notice and the instructions for attending the AGM and exercising the voting are being sent in electronic form to all the Members whose e-mail addresses are registered with the Company/their DPs for communication purposes. For others who have not registered their e-mail addresses, please refer the instructions in Note 11 above.

In view of the exemptions provided, no physical or hard copies of the Notice and Annual Report will be sent to Members who have not registered their e-mail addresses with the Company/ RTA. However, in line with SEBI circular dated 13th May 2022, hard copy of annual report will be sent to the shareholders who request for the same. A request in this regard, can be made by sending an email to einward.ris@kfintech.com or investorservices@wendtindia.com.

Members may follow the process detailed below for registration of e-mail addresses to obtain the Annual Report and AGM Notice:

Type of holder	Process to be followed for registration of e-mail address
Physical	Members may send an e-mail request to einward.ris@kfintech.com or investorservices@wendtindia.com along with a : <ul style="list-style-type: none"> - Form ISR-1 for updation of KYC details including e-mail address; - Scanned copy of the 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.; - Scanned copy of share certificate(s) (front and back).
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.

Alternatively, Members holding shares in physical or in electronic form who have not registered their e-mail address may temporarily get their e-mail address and mobile number registered with RTA by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for enabling receipt of the Annual report electronically. Members are requested to follow the process stated in the link to register their e-mail address and mobile number. After due verification, RTA will forward the documents and the login credentials for voting and attending the AGM to the registered e-mail address.

Members can also send the above-mentioned 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 inward.ris@kfintech.com or investorservices@wendtindia.com by quoting their Folio number or DP and Client ID.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to the RTA for consolidation into a single folio.

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 up to 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.

16. 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.

17. Instructions for attending the AGM and voting:

17.1. Instructions for remote e-Voting before the AGM:

While Members can vote electronically during the AGM, they can also avail remote e-voting facility provided by the Company for voting before the AGM. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes electronically, through the e-voting services provided by M/s. KFin Technologies Limited ('KFin') on all Resolutions set forth in this Notice. The facility for voting will also be made available during the AGM and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote during the AGM (Instapoll).

In line with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, Members (individuals holding shares in demat mode) can avail remote e-voting facility, by using a single login credential in websites of Depositories/Depository Participants (DPs).

The process and manner for e-Voting is as below:

i. In case of individual shareholders holding shares in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" appearing on the left hand side under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - Kfintech and you will be redirected to KFin tech's e-Voting website for casting your vote during the remote e-Voting period. <p>2. User not yet registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register, click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in point 1. <p>3. Directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ 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. 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 website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - KFin tech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user already registered for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System My easi After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of ESP i.e. Kfin tech portal. Click on Kfin tech to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Please follow the steps given in point 1. <p>3. Directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin Enter your demat account number and PAN. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided with the links for the respective ESP i.e. Kfin tech where you can vote during the remote e-Voting period.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.

Members who are unable to retrieve User ID/password are advised to use Forgot User ID and Forgot Password options available at respective websites.

Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

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

Login type	Help desk details
Securities held with NSDL	Please contact NSDL help desk by sending a request at evoting@nsdl.co.in or contact the toll free no.:18001020990 and 1800224430
Securities held with CDSL	Please contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at: 022-23058738 or 022-23058542-43

ii. In case of Members other than individuals and those holding securities in physical mode

A. In case a Member receives an e-mail from RTA [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number 6668 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select e-voting event i.e., Wendt (India) Limited. Now you are ready for e-voting as "cast vote" page opens.
- On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- You may cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have vote don the Resolution(s).
- Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to end scanned certified true copy (PDF) of the Board Resolution/ Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Wendt- 40th AGM".

B. Members holding shares in dematerialised form whose e-mail addresses are not registered with the Company/DPs:

- Please follow the steps provided in Note 11 in this Notice to obtain the User ID and password.
- Please follow all steps from sl. no. (i) to sl. no. (xii) of 17.1(ii)(A) to cast your vote by electronic means.

C. Other Instructions:

- In case of Individual Members holding securities in demat mode who becomes a Member of the Company after dispatch of Notice of the Meeting and holding shares as on the cut-off date i.e., 15th July 2022 may follow the steps mentioned under point no. (i) in 17.1.
- Any person holding shares in physical form and non-individual Members who becomes a Member of the Company after dispatch of Notice of the Meeting and holding shares as on the cut-off date i.e., 15th July 2022 may obtain the User ID and password by sending an e-mail request to evoting@kfintech.com. If the Member is already registered with KFin's e-voting platform, then he/she can use the existing password for logging in. If the e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL-MYEPWD<SPACE>IN12345612345678

Example for CDSL-MYEPWD<SPACE>1402345612345678

Example for Physical-MYEPWD<SPACE>XXXX1234567890

- The remote e-voting period commences on Tuesday, 19th July 2022 (9.00 a.m. IST) and ends on Thursday, 21st July 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 15th July 2022 may cast their vote electronically in the manner and process set out herein above. The remote e-voting modules shall be disabled for voting here after. Once the vote on are solution is cast by the Member, the Member will not be allowed to change it subsequently.
- You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- In case of any queries, you may refer Help & FAQ section in <https://evoting.kfintech.com> (KFin website) or call KFin on 040-67162222; Toll Free No.1800 3454 001.

17.2. Instructions for attending the AGM through VC:

- Members can attend the AGM through the video conferencing facility provided by RTA. Members can access the facility at <https://emeetings.kfintech.com/>. Members whose email IDs are registered with the Company/Depository Participants(s) will receive an e-mail from RTA with the User ID and password.
- Members are requested to follow the below procedure to join the AGM:
 - Launch internet browser (Chrome/Firefox/Safari) by typing the URL: <https://emeetings.kfintech.com>.
 - Enter the login credentials.
 - After logging in, click on 'Video Conference' option.
 - Click on Camera icon appearing against AGM event of Wendt (India) Limited, to attend the Meeting.
- The facility to join the AGM through VC/OAVM will be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to participate and vote at the AGM.
- Please note that participants connecting from Mobile Devices or Tablets or through laptops or devices connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Members are encouraged to join the Meeting through Laptop devices with Google Chrome for better experience.

- f) To join the meeting, Members will be required to permit the use of Camera, if any. It is suggested to use an internet facility with a good speed and bandwidth to avoid any disturbance during the meeting. The Company will not be responsible for any disruption in the proceedings caused due to technical issues including in adequate and width or internet at the end of the shareholder.
- g) **AGM queries to be sent in prior to the AGM:** As the AGM is being conducted through VC/OAVM, Members who would like to express their views or ask questions can login to <https://emeetings.kfintech.com/>, click on 'Post your Questions' and post their queries in the window provided during the period 19th July 2022 to 21st July 2022. Queries received by the Company on or before 21st July 2022 shall only be considered and responded to during the AGM.
- h) **Registration as a Speaker at the AGM:** Members who would like to express their views or ask questions during the AGM will have to register themselves as a Speaker by logging in <https://emeetings.kfintech.com/>, click on 'Speaker Registration' in the window provided in the link during the period 19th July 2022 to 21st July 2022. Those Members who have registered themselves as a Speaker on or before 21st July 2022 will only be allowed to express their views or ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
- i) The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for smooth conduct of the AGM. Please note that Members are entitled to attend the AGM and ask questions only if the Member continues to hold the shares as on cut-off date.
- j) A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- Detailed instructions for joining the AGM through video conferencing is also available at <https://www.wendtindia.com/investors/>.

17.3 Instructions for voting during the AGM through Instapoll:

- (i) Only those Members present during the AGM through Video Conference facility and who have not cast their vote through remote e-voting earlier are eligible to vote through e-voting in the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM but will not be permitted to vote again.
- (ii) The facility to cast the vote at the AGM would be available on the left hand corner of the Video Conferencing screen in the form of a 'Thumb' sign and will be activated once the voting is announced by the Chairman during the Meeting. Members can click on the same to take them to the 'Instapoll' page.
- (iii) On clicking 'Instapoll', Members will reach the Resolution page. Please follow the instructions given to vote on the resolutions.
18. The voting rights of Members shall be in proportion to their shareholding as on the cut-off date i.e. 15th July 2022. The Scrutiniser shall immediately after the conclusion of voting at the AGM first count the votes cast at the meeting, there after 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, to 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 forty-eight hours from the conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the Company's website www.wendtindia.com as well as the website of RTA i.e. <https://evoting.kfintech.com> immediately after declaration of results by the Chairman/Authorised person and the Company shall simultaneously forward the results to NSE/BSE for placing it on their respective websites.
19. Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., 22nd July 2022.
20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice. For easy and quick reference, key details required for reference by Members is annexed to this Notice.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to the businesses mentioned under Items Nos. 4 to 7 of the accompanying Notice:

Item No.4

M/s. Price Waterhouse Chartered Accountants LLP (Firm Regn. No. 012754N/N500016) Chartered Accountants were appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 35th Annual General Meeting till the conclusion of 40th Annual General Meeting.

In terms of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the Board of Directors at its meeting held on 22nd April 2022 after considering the recommendations of the Audit Committee, the Board had recommended the re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, for a second tenure of five consecutive years as the Statutory Auditors of the Company for the approval of Members.

The Auditors shall hold office for the second term of five consecutive years from the conclusion of the Fortieth Annual General Meeting till the conclusion of Forty Fifth Annual General Meeting of the Company.

M/s. Price Waterhouse Chartered Accountants LLP have consented to the aforesaid re-appointment and confirmed that their re-appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

The Audit Committee reviewed the performance of M/s. Price Waterhouse Chartered Accountants LLP and their performance was found to be satisfactory. In light of the above, the Audit Committee recommended their re-appointment as the Statutory Auditors for the second term of five years.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for re-appointment of the Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution.

The details of the non-audit fee paid to the Statutory Auditors for the FY 2021-22 are available in the Corporate Governance Report section of the Annual Report. The Statutory Auditors are proposed to be paid a remuneration of Rs.12,50,000/- (excluding out of pocket expenses incurred by them in connection with the Audit and applicable taxes) for the FY 2022-23, which is subject to the approval of the Shareholders at the 40th AGM. The remuneration payable for subsequent years shall be based on the recommendation of the Audit Committee and approval of the Board.

Considering the evaluation of the past performance, experience and expertise of M/s. Price Waterhouse Chartered Accountants LLP and based on the recommendation of the Audit Committee, it is proposed to re-appoint them as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 45th AGM of the Company.

Brief Profile of Price Waterhouse Chartered Accountants LLP:

Cumulatively, one of the oldest professional services firms with PAN India presence and:

- Established more than 140 years back in India.
- Present in 9 cities of India.

The Firm has around 5000+ Staffs, 210+ Partners and 3000+ Chartered Accountants in India. They have offices at Ahmedabad, Bengaluru, Bhopal, Chennai, Dehradun, Delhi NCR, Hyderabad, Kolkata, Mumbai, Pune, Jaipur, and Jamshedpur. The firm has a valid peer Review certificate and has been subject to inspection by the Quality Review Board. The Firm serves large clients like listed companies, mutual funds, PE funds, large unlisted companies etc.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

Memorandum of interest:

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Ordinary Resolution.

Item No. 5

Mr. Rajesh Khanna, Non-Executive Director is liable to retire by rotation at the 40th Annual General Meeting ('AGM').

Mr. Rajesh Khanna expressed his desire to retire from the Board of the Company as a Non-Executive Director at the 40th Annual General Meeting. The Directors place on record the valuable guidance, support and advice extended by him during his tenure.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 22nd April 2022, considered the willingness of Mr. Rajesh Khanna to retire as a Director from the Board of the Company and recommends his retirement for approval of the shareholders at the 40th AGM.

Accordingly, the Ordinary Resolution set out under item No. 5 of the Notice is placed before the Members for approval.

Memorandum of Interest:

Except Mr. Rajesh Khanna being the retiring Director, none of the other Directors of the Company or their relatives are interested or concerned, financially or otherwise in this Ordinary Resolution.

Item No. 6

Ms. Hima Srinivas (DIN: 07556717) was appointed as an Independent Director at the 35th Annual General Meeting convened on 24th July 2017 to hold office for a period of five consecutive years from 24th April 2017 based on the recommendation of the Nomination and Remuneration Committee and the Board of the Company. Her first term of office as an Independent Director concludes at the close of business hours on 23rd April 2022. Pursuant to Section 149 (10& 11) of the Companies Act, 2013, an Independent Director can hold office for two consecutive terms of five consecutive years but shall be eligible for re-appointment on passing of Special Resolution by the Shareholders.

Ms. Hima Srinivas is a finance professional having degree in MBA - Finance from Andhra University. She has over 30 years of experience in the field of Financial Management including Treasury, Management Accounting, Portfolio Management, Long term Planning, Budgeting, Financial Analysis, Project appraisals, Mergers & Acquisitions including a few overseas ventures, etc. She worked with Coromandel International Limited (Murugappa Group Company), a leading manufacturer of Phosphaticfertilisers since 1985 and served the organisation for nearly three decades till her superannuation as Associate Vice President – Finance in 2014.

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 the requisite consent and disclosure forms from her. Ms. Hima Srinivas was paid a sitting fee of Rs. 2.07 lakhs for attending the meetings of the Board and Committees thereof for the FY 2021-22. A commission of Rs. 5 lakhs is payable for the FY 2021-22 to Ms. Hima Srinivas, which would be paid after adoption of accounts by the shareholders at the 40th AGM.

The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing Ms. Hima Srinivas's candidature for the office of Director. In the opinion of the Board, Ms. Hima Srinivas satisfies the criteria prescribed in the Act and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for re-appointment as an Independent Director of the Company and that she is independent of the Management.

The Nomination and Remuneration Committee at its meeting held on 22nd April 2022 on the basis of the performance evaluation conducted and further considering Ms. Hima's technical & management expertise, business knowledge and significant contribution made by her during her tenure, has recommended to the Board her re-appointment as an Independent Director. 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 Committee's recommendation and Mr. Hima's performance evaluation undertaken in March 2022, the Board believes that her continued association would be beneficial to the Company and hence recommends her re-appointment as an Independent Director for a second term of five (5) consecutive years commencing from 24th April 2022.

Ms. Hima Srinivas would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, she would be entitled to commission determined by the Board within the overall limits not exceeding three per cent of the net profits of the Company which would be subject to the approval by the

shareholders at the 40th Annual General Meeting to be held on 22nd July 2022. She is not entitled for stock options and does not hold any shares in the Company.

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

Accordingly, the Special Resolution set out under Item No. 6 of the Notice is placed before the Members for approval.

Memorandum of Interest:

Except Ms. Hima Srinivas being the appointee, none of the other Directors of the Company or their relatives are interested or concerned, financially or otherwise in this Special Resolution.

Item No.7:

The Non-Executive Directors including the Independent Directors of the Company bring with them significant professional expertise and rich experience in diverse fields such as technology, engineering, corporate strategy and management. The Board is of the view that adequate compensation be given to the Non-Executive Directors in recognition for their time and efforts.

At the 36th Annual General Meeting held on 24th July 2018, the Shareholders had approved the payment of commission to the Non-Executive and Independent Directors up to an amount not exceeding 3% of the net profits for five financial years commencing from 1st April 2017. Further, at the 38th Annual General Meeting held on 24th July 2020, the Shareholders had approved payment of commission to Non-Executive Directors exceeding 1% of the net profits computed pursuant to Section 197 of the Companies Act, 2013 from 1st April 2019 to 31st March 2022, considering the appointment of Mr. Rajesh Khanna as Executive Director on the Board of the Company. In 2020, Mr. Rajesh Khanna was re-designated as Non-Executive Director. The approvals granted by Shareholders are valid till 31st March 2022 (i.e. till FY 2021-22).

The Remuneration policy adopted by the Board which provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel and other employees of the Company specifies that the commission payable to Non-Executive Directors will be restricted to a fixed sum within the limits prescribed under Section 197 of the Companies Act, 2013 annually on the basis of tenor in office during a financial year.

The Board of Directors at their meeting held on 22nd April 2022 have recommended to the Shareholders to consider granting approval for payment of remuneration to Non-Executive Directors upto a sum not exceeding 3% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 for five financial years commencing from 1st April 2022 till 31st March 2027. The said commission payable shall be in addition to the fees payable to Non-Executive Directors for attending the meetings of the Board and Committees thereof. Details of Directors as required under Secretarial Standard on General Meetings is available in the Corporate Governance Report. Section 197 of the Act states that in the absence of a Whole-time Director or Managing Director, the remuneration payable to Directors, who are neither Managing Director(s) nor Whole-Time Director(s) shall not exceed 3% of the net profits of the Company and such remuneration shall be subject to the approval of the Members by a Special Resolution, if the articles so require. Article 116 of the Articles of Association of the Company provides that such approval be obtained by means of a Special Resolution and accordingly the Special Resolution set out under Item no. 7 of the Notice is placed before the Members for approval.

Memorandum of Interest:

All the Directors and their relatives except Mr. N Ananthaseshan, Non-Executive Non-Independent Director who is not paid any remuneration from the Company are concerned or interested in the above resolution to the extent of the remuneration that they may receive. None of the key managerial personnel or their relatives are concerned or interested, financially or otherwise in the aforesaid Special Resolution.

By order of the Board
For Wendt (India) Limited

Place: Hosur
Date: April 22, 2022

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

Name of Director	Ms. Hima Srinivas
DIN	07556717
Date of Birth	24/09/1956
Date of Appointment (Initial)	24.04.2017
Qualification	MBA (Finance)
Experience in specific functional areas	Ms. Hima Srinivas is a finance professional having degree in MBA - Finance from Andhra University. She has over 30 years of experience in the field of Financial Management including Treasury, Management Accounting, Portfolio Management, Long term Planning, Budgeting, Financial Analysis, Project appraisals, Mergers & Acquisitions including a few overseas ventures, etc. She worked with Coromandel International Limited (Murugappa Group Company), a leading manufacturer of Phosphaticfertilisers since 1985 and served the organisation for nearly three decades till her superannuation as Associate Vice President – Finance in 2014.
Directorships in other companies (including foreign companies)	Nil
No. of meetings of the board attended during the year	6(6)
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 KMP of the Company	Nil

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

In order to enable ease of participation of the Members, key details regarding the 40th AGM is provided for reference:

Sl. No.	Particulars	Details	
1.	Date and Time of AGM	22 nd July 2022 at 03.00 p.m. IST	
2.	Link for participation through Video Conferencing (VC)	https://emeetings.kfintech.com/ . Please refer the instructions in Note 17.2 of this Notice.	
3.	Remote e-voting	Please refer instructions in Note 17.1 of this Notice	
4.	Cut-off date for e-voting	15 th July 2022	
5.	E-voting period	Commences at 9.00 a.m. IST on Tuesday, 19 th July 2022 and ends at 5.00 p.m. IST on Thursday, 21 st July 2022.	
6.	Link for Members to temporarily update e-mail address to receive the AGM documents	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx	
7.	Registrar and Share Transfer Agent contact details	Ms. Krishna Priya Maddula, Senior Manager M/s. KFin Technologies Limited E-mail: einward.ris@kfintech.com Contact No.: 040-67161736	
8.	Help line number for e-voting	Login type	Help desk details
		Securities held with NSDL	Please contact NSDL help desk by sending a request at evoting@nsdl.co.in or contact the toll free no.: 18001020990 and 1800224430
		Securities held with CDSL	Please contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
9.	Help line number for VC participation	Contact: M/s. KFin Technologies Limited at 1800-3094-001 or write to them at evoting@kfintech.com	
10.	Contact details of the Company	E-mail: investorservices@wendtindia.com Contact: 044-30006166	



Wendt (India) Limited

CIN : L85110KA1980PLC003913

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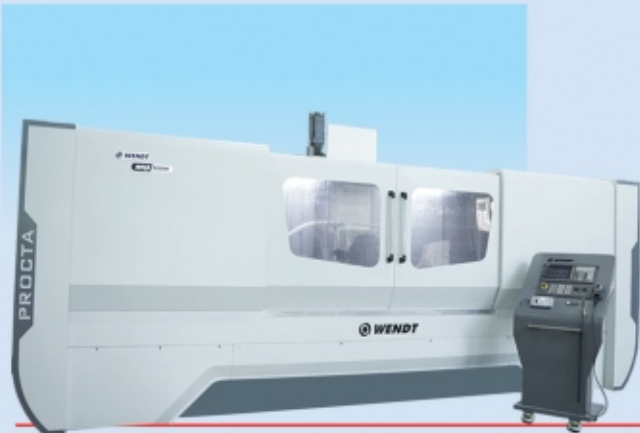
Visit us: www.wendtindia.com

40th ANNUAL REPORT 2021-2022

WENDT (INDIA) LIMITED

New Product Development

Machine Tools



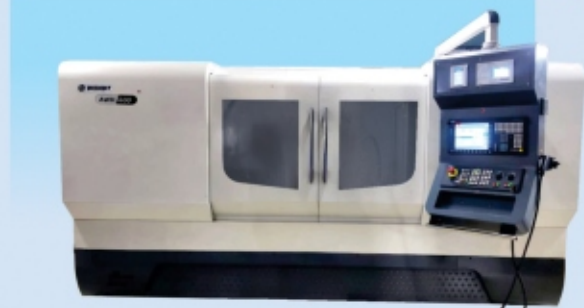
Surface Grinder WHS 500H - 2MTR BED



WDM 8V



WSP 350



Angle Wheel Head Machine AWH



Opera 200



Delta 150



Delta 250

New Product Development

Super Abrasive Tools



Pencil Edging Wheel for Solar Glass



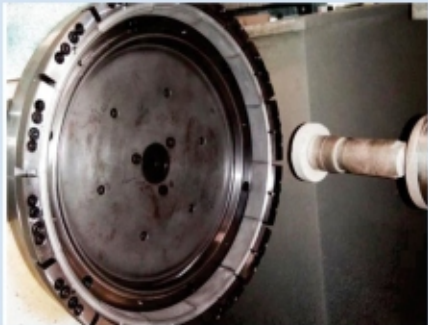
Products for Textile and knife industry



Electroplated CBN Wheels



Precision Products - Valve Insert



Slot Grinding Wheel Gear Grinding Wheel

Precision Products - Distance Piece



Precision Products - Valve Insert



Precision Products - V7 Rotor