

**WENDT (INDIA) LIMITED**

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

Telephone: + 91 4344.405500

Telefax : + 91 4344 405620 / 405630

E-mail : wil@wendtindia.com

**Web : www.wendtindia.com****CIN: : L85110KA1980PLC003913**27<sup>th</sup> January 2025

BSE Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001

**Scrip Code: 505412**

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

**Stock Code: WENDT**

Dear Sir,

**Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot**

This is in furtherance to our letter dated 21<sup>st</sup> January 2025 intimating the decision of the Board to seek the approval of the shareholders vide postal ballot for approval of the material related party transactions with Wendt GmbH.

In this regard, the Postal Ballot Notice dated 21<sup>st</sup> January 2025 was dispatched today i.e. 27<sup>th</sup> January 2025, to the shareholders who have registered their e-mail address with the Company/Depository Participant/Depository/Registrar and Transfer Agent of the Company viz., KFin Technologies Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 24<sup>th</sup> January 2025. A copy of the postal ballot notice is enclosed.

The e-voting period in respect of the postal ballot is as follows:

**Commencement date and time: 09:00 am (IST) on Tuesday, January 28, 2025****Conclusion date and time: 05:00 pm (IST) on Wednesday, February 26, 2025**

Please note that results for the postal ballot will be declared on or before Friday, February 28, 2025. The results shall be also made available on the website of the Company at [www.wendtindia.com](http://www.wendtindia.com) besides being communicated to the stock exchanges.

The public notice with respect to Postal Ballot in terms of the applicable provisions under the Companies Act, 2013 read with rules made thereunder will be published and necessary intimation in this regard shall be made to the stock exchanges in due course.

Kindly take the above on record.

Thanking you.

Yours faithfully

**For Wendt (India) Limited**

**Arjun Raj P**  
**Company Secretary**



**WENDT (INDIA) LIMITED**

CIN: L85110KA1980PLC003913

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

Telephone: +91-4344-405500; Fax: +91-4344-405620/405630

E-mail: [investorservices@wendtindia.com](mailto:investorservices@wendtindia.com)

Website: [www.wendtindia.com](http://www.wendtindia.com)

### **POSTAL BALLOT NOTICE**

Dear Members,

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

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

### **SPECIAL BUSINESS:**

#### **Approval of Transactions with Wendt GmbH**

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

**RESOLVED THAT** pursuant to and in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations'); the applicable provisions of the Companies Act, 2013; the Policy on Related party transactions of the Company; based on the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with Wendt GmbH, one of the Promoters of the Company

falling under the definition of a Related party (Related Party transaction) within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations, in course of business in the form of purchase/sale of goods and materials, availing / rendering of any services, commission income, consideration for trademark assignment, technology license fee, dividend and other transactions for the purpose of business for an aggregate value upto Rs. 60 crores on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be agreed by the Company and Wendt GmbH, for each of the financial years FY 2024-25 and FY 2025-26 i.e., two financial years, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as it may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

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

**Arjun Raj P  
Company Secretary**

**Date: 21<sup>st</sup> January 2025  
Place: Chennai**

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

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

In terms of Regulation 23 of the SEBI Listing Regulations, as amended, any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of Members by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The amended Regulation 2(1)(zc) of the Listing Regulations has also enlarged the definition of Related Party Transaction ('RPT') which now includes a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Wendt (India) Limited ('the Company') was incorporated on 21<sup>st</sup> August 1980 under the provisions of the erstwhile Companies Act, 1956, and is a joint venture between Wendt GmbH, Germany and Carborundum Universal Limited, India.

The Company is engaged in manufacturing, selling and servicing of Super Abrasives, High precision Grinding, Honing, Special Purpose Machines and High Precision components. Given the nature of the Company's business, the Company works closely with its Promoter, Wendt GmbH to achieve its business objectives and enters into various operational transactions with Wendt GmbH, from time to time, in the ordinary course of business and on arm's length basis which are disclosed as part of the Related Party transactions under Ind AS in the financial statements and disclosures made on Half yearly basis to the stock exchanges. The disclosures are available on the website of the Company at <https://wendtindia.com/investors/>.

On 21<sup>st</sup> January 2025, the Promoters of the Company viz., Carborundum Universal Limited (CUMI) and Wendt GmbH had intimated the Company regarding the execution of an agreement amending the terms of the Shareholders agreement dated 20<sup>th</sup> December 1991 entered into between them with respect to their shareholding in the Company. The execution of the agreement is to facilitate a potential divestiture by Wendt GmbH of up to its entire ownership interest representing 37.5% as on date of this notice in the Company through one or more transactions in the secondary market.

In view of the proposed stake sale contemplated by Wendt GmbH and further considering their proposed exit from certain significant businesses like machine building etc., the Company, pursuant to discussions with Wendt GmbH has entered into a trademark assignment agreement (Agreement) with its promoter (Wendt GmbH) for acquiring the absolute ownership of the "Wendt" brand and trademarks (over 60 registrations in 40 countries), owned by Wendt GmbH and/or its affiliates worldwide in accordance with the Agreement, for an amount not exceeding 3.8 million Euros (approximately INR 34 Crores). The proposed trademark assignment will result in transactions with Wendt GmbH, a Related Party to the Company crossing the thresholds prescribed under Regulation 23 of SEBI Listing

Regulations, thus requiring the Shareholders' prior approval. The consideration of trademark assignment will be made only upon receipt of the approval from the Shareholders.

The other transactions involving sale and purchase of goods, availing/rendering of services, receipt of commission and payment of dividend to Wendt GmbH are ongoing business activities operational in nature. Till 31<sup>st</sup> December 2024, the value of the transactions entered into by the Company with Wendt GmbH aggregates to Rs. 733.45 lakhs (including dividend paid to Wendt GmbH) which is 3.26% of the consolidated turnover of the Company.

The details of the transactions entered with Wendt GmbH for the last 3 financial years is as below:

| <b>Financial Year</b> | <b>Amount (in Rs. Lakhs)</b> |
|-----------------------|------------------------------|
| FY 2023-24            | 1028                         |
| FY 2022-23            | 1173                         |
| FY 2021-22            | 871                          |

As the consideration to be paid for the trademark assignment is estimated to exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the SEBI Listing Regulations, prior approval of the shareholders is being sought. The transactions with Wendt GmbH till the date of the notice is within the limits approved by the Audit Committee as well as the materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations. The approval of the Shareholders is primarily sought to cover the one-time payment of the trademark assignment fee which may be paid in any one of the two financial years i.e., 2024-25 or FY 2025-26 basis the timing of consummation of the agreement. The routine business transactions with Wendt is within the materiality threshold of SEBI listing Regulations.

The management has provided the Audit Committee of the Board ('Audit Committee') with the relevant details of various proposed RPTs as prescribed under SEBI circular dated November 22, 2021 including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing the necessary information, have granted approval for entering into the RPTs with Wendt GmbH for an aggregate value not exceeding Rs. 60 crores in the course of purchase / sale of goods and materials, Availing/ rendering of any services, commission income, consideration for trademark assignment, dividend payment made by the Company that are uniformly offered to all shareholders in proportion to their shareholding and other transactions in furtherance of the business during the FY 2024-25 and FY 2025-26.

The related party transactions are/will be in line with the Company's Policy on the Materiality of and Dealing with Related Party Transactions. The policy on Related Party Transactions is available on the company's website at <https://wendtindia.com/investors/>.

Routine transactions, including purchase, sale, and commission receipt, are conducted using the Transactional Net Margin Method used under Transfer Pricing. All transactions are in the ordinary course of business of the Company and on an arm's length basis.

The related party transactions are supported by the Valuation Report of an Independent valuer, wherever necessary. An Independent valuation report has been obtained for 'Wendt' brand in connection with the trademark assignment and the Audit Committee has considered same for determining the arm's length basis. The fair value of the Brand was calculated based on the Relief-from-Royalty Method under the Income Approach. The consideration negotiated and finalised is within the valuation range considered by the Audit Committee. The Audit

Committee has reviewed and noted that the said transactions with Wendt GmbH are in the ordinary course of business and at arm's length.

Details of the proposed RPTs between the Company and Wendt GmbH, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are provided in Annexure-1.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the SEBI Listing Regulations. Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve the Resolution.

Based on the review and approval /recommendation of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution accompanying the Notice to the Members for their approval.

**Memorandum of Interest:**

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

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.) at the registered office of the Company on all working days until the last date specified for casting votes through remote e-voting i.e. 26<sup>th</sup> February 2025.

**Details to be provided to the members pursuant to SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for Information to be reviewed by the Shareholders for approval of RPTs are as follows:**

**a) Type, material terms and particulars of the proposed transaction:**

The transactions involving sale and purchase of goods, the receipt of commission from Wendt GmbH, payment of technology license fee and dividend payments. The transactions are operational in nature. The Company proposes to enter into a trademark assignment agreement with Wendt GmbH for the absolute assignment of all the trademark registrations for the 'Wendt' trademark for a total consideration of 3.8 million Euros (approximately INR 34 Crores).

**b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):** Wendt GmbH is one of the Promoters holding 37.5% equity shares in the Company. It is a wholly owned subsidiary of 3M Company, USA.

**c) Tenure of the proposed transaction (particular tenure shall be specified):** During FY 2024-25 and FY 2025-26, the transactions envisaged with Wendt GmbH is likely to exceed the Materiality threshold of Rs. 22.5 Crores (10% of the consolidated turnover of FY 2023-24).

**d) Value of the proposed transactions:** Up to Rs. 60 crores

**e) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided):**

Rs. 60 crores amounting to 26.7% of the Consolidated turnover as at 31<sup>st</sup> March 2024.

**f) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** Not applicable

- i. details of the source of funds in connection with the proposed transaction;
- ii. where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments,
  - nature of indebtedness;
  - cost of funds; and
  - tenure;
- iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
- iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

**g) Justification as to why the RPT is in the interest of the listed entity:**

All the aforesaid transactions are undertaken in furtherance of the ordinary course of business of the Company. Further, the Company has been using the trademark/name "Wendt" since incorporation i.e., 1980 and to ensure the same is available worldwide even after the proposed stake sale by Wendt GmbH, the Company has entered into a trademark assignment agreement for the absolute transfer of "Wendt" brand and trademarks with over 60 registrations in 40 countries, owned by Wendt GmbH and/or its affiliates worldwide. The Company will become the absolute owner of the trademark 'Wendt', a well-known mark in the international Machine building and Abrasives market. The Company after the purchase can leverage the 'Wendt' brand throughout the world. This proposed trademark assignment agreement will be in the commercial interest of the Company. Therefore, it is required to enter/continue to engage in the said transactions as it will contribute to the business growth, competitiveness and efficiency of the Company.

**h) A copy of the valuation or other external party report, if any such report has been relied upon:**

The related party transactions are/will be in line with the Company's Policy on the Materiality of and Dealing with Related Party Transactions. The ongoing transactions, including purchase, sale, and receipt of commission, are in the ordinary course at arm's length as such transactions are priced using the Transactional Net Margin Method used under Transfer Pricing and are in the ordinary course of business.

The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary. A valuation report has been obtained for the trademark assignment and the Audit Committee has considered same. The fair value of the Brand was calculated based on the Relief-from-Royalty Method under the Income Approach. The consideration negotiated and finalised is within the valuation range considered by the Committee. The valuation report will be available for inspection by the Members of the Company. Members may follow the process for inspection of documents as mentioned in the 'Notes' section forming part of this Notice for inspecting the Report,

**i) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis:** 19% of the consolidated turnover of Wendt GmbH for the year 2023.

**j) Any other information that may be relevant:** All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.

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

**Place: Chennai  
Date: 21<sup>st</sup> January 2025**

**Arjun Raj P  
Company Secretary**



**Notes forming part of the Notice:**

1. The statement pursuant to Section 102 of the Act read with Rules made thereunder listing out the material facts and necessary disclosures pertaining to the resolution set out in the Postal Ballot Notice for approval of the Members is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as of **24<sup>th</sup> January 2025**("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemptions provided through the MCA Circulars.
3. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / list of beneficial owners received from the Depositories as on the Cut-Off Date only would be considered for the purpose of voting with respect to the business set out in this Notice.
4. **Service of Postal Ballot Notice electronically:**

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

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

In view of the relaxation provided under the MCA Circulars referred above and in compliance with the said MCA circulars, the Postal Ballot Notice is being served electronically. No physical copy of Postal Ballot Notice will be issued even if a Member requests for the same.

**5. Registration of e-mail IDs:**

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

| Type of holder  | Process to be followed for registration of e-mail address and mobile number  |
|-----------------|--|
| <b>Physical</b> | <p>Members are requested to send the following documents to the Company's RTA by way of 'In Person Verification' (IPV) or Post to the RTA's office or electronic mode with e-sign to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or <a href="mailto:investorservices@wendtindia.com">investorservices@wendtindia.com</a> :</p> <ul style="list-style-type: none"> <li>- Form ISR-1 duly signed for updation of KYC details including e-mail address*;</li> <li>- Signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number;</li> <li>- Self-attested copy of PAN;</li> <li>- Self-attested copy of any address proof including Aadhar, Passport etc.;</li> <li>- Copy of share certificate(s) (front and back).</li> </ul> |
| <b>Demat</b>    | <p>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.</p>  |

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

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

6. Members updating their e-mail address through Depository Participant after the Cut-Off Date are required to communicate the same to the Company / RTA by writing an e-mail to [investorservices@wendtindia.com](mailto:investorservices@wendtindia.com) and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members updating their e-mail address after the Cut-Off Date are entitled to receive the Postal Ballot Notice.
7. The Postal Ballot Notice shall be made available on the website of the Company at [www.wendtindia.com](http://www.wendtindia.com), the websites of BSE Limited and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of the RTA at <https://evoting.kfintech.com/public/Downloads.aspx>.
8. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the assent or dissent (i.e. voting) of members on the resolution listed out in the Notice can be cast through electronic voting i.e. remote e-voting. The detailed procedure for remote e-voting is listed down in the E-voting section. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot.
9. The Board of Directors at their meeting held on 21<sup>st</sup> January 2025 have approved to engage the services of M/s. KFin Technologies Limited, Company's Registrar and Share Transfer Agent for providing remote e-voting facility for this postal ballot.

**10.**The Board of Directors at their meeting held on 21<sup>st</sup> January 2025 have appointed Mr. R Sridharan of M/s. R Sridharan & Associates, Practicing Company Secretaries or failing him Ms. Srinidhi Sridharan of M/s. Srinidhi Sridharan & Associates, Practicing Company Secretaries, who are not in employment of the Company, as the Scrutiniser for conducting the postal ballot voting process in a fair and transparent manner. The Scrutiniser has communicated his willingness for being engaged for conducting the postal ballot voting process.

**11. Remote e-voting timeline:**

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

|                                 |   |
|---------------------------------|---|
| <b>Commencement of e-voting</b> | 09:00 am (IST) on Tuesday, 28 <sup>th</sup> January 2025    |
| <b>Conclusion of e-voting</b>   | 05:00 pm (IST) on Wednesday, 26 <sup>th</sup> February 2025 |

**12.**Remote e-voting shall be disabled and shall not be allowed beyond 05:00 pm (IST) on 26<sup>th</sup> February 2025. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. Votes casted beyond the stipulated time period shall be considered invalid.

**13.**The resolution as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e. 26<sup>th</sup> February 2025.

**14.**The Scrutiniser shall, consequent to the completion of the voting period, scrutinise the votes casted and shall submit his report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors not later than 28<sup>th</sup> February 2025.

**15.**The results shall be also made available on the website of the Company at [www.wendtindia.com](http://www.wendtindia.com). The results shall be also communicated to the BSE Limited and National Stock Exchange of India Limited and the RTA and the same shall be available on their respective websites.

**16.**All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days at the registered office of the Company until the last date specified for casting votes through remote e-voting i.e. 26<sup>th</sup> February 2025.

**17.**Members are requested to note that Securities and Exchange Board of India through Master circular dated May 17, 2023 and subsequent circulars, has mandated that shareholders holding shares in physical mode are required to update the following with the Company / RTA:

- PAN
- KYC details and
- Nomination

The KYC details include contact information namely Postal Address with pin code, Mobile Number and e-mail address. Any clarifications in this regard may be addressed by an email to [investorservices@wendtindia.com](mailto:investorservices@wendtindia.com). For more details, Members are requested to refer to the website of the Company at <https://www.wendtindia.com/>.

**18. INFORMATION ON REMOTE E-VOTING:**

- 18.1. In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company is pleased to provide remote e-voting facility for casting votes in respect of the business set out in the Postal Ballot Notice. The Company has engaged M/s. KFin Technologies Limited ('KFintech'), Company's Registrar and Share Transfer Agent for providing remote e-voting facility for this postal ballot.
- 18.2. The remote e-voting period shall commence at 09:00 am (IST) on 28<sup>th</sup> January 2025 and shall conclude at 05:00 pm (IST) on 26<sup>th</sup> February 2025 thereafter which the facility to cast votes shall be disabled. Members are requested to cast their votes on or before 26<sup>th</sup> February 2025.
- 18.3. Once a vote is casted by a Member, he/she/it shall not be allowed to change it subsequently or be allowed to cast vote again. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 18.4. **PROCEDURE FOR E-VOTING:**

**I. Individuals holding shares in demat mode:**

Members (individuals holding shares in demat mode) can avail remote e-voting facility, by using a single login credential through websites of Depositories/Depository Participants (DPs).

| Type of shareholders  | Login Method   |
|---|--|
| <b>Individual Shareholders holding securities in demat mode with NSDL</b> | <p><b>1. User already registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>c) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>d) 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.</li> <li>e) Click on options available against company name or e-Voting service provider - KFintech and you will be re-directed to KFintech's e-Voting website for casting your vote during the remote e-Voting period.</li> </ul> <p><b>2. User not yet registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>a) To register, click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> </ul> |

|  |  |
|--|--|
|  | <p>b) Select "Register Online for IDeAS" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c) Kindly provide the necessary details for registration.</p> <p>d) Please follow steps given in point 1 for casting vote.</p> <p><b>3. Directly accessing the e-Voting website of NSDL</b></p> <p>a) Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>c) 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.</p> <p>d) 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 – KFinTech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p>   |
| <p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>                           | <p><b>1. Existing user already registered for Easi/Easiest</b></p> <p>a) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>b) Click on New System Myeasi</p> <p>c) 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. KFinTech portal. Click on KFinTech to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>a) Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>b) Kindly provide the necessary details for registration.</p> <p>c) Please follow the steps given in point 1 for casting vote.</p> <p><b>3. Directly accessing the e-Voting website of CDSL</b></p> <p>a) Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>b) Enter your demat account number and PAN No.</p> <p>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 links for the respective ESP i.e. KFinTech where you can vote during the remote e-Voting period.</p> |
| <p><b>Individual Shareholder login through their demat accounts/ Website of Depository Participant</b></p> | <p>a) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>b) 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.</p> <p>c) 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.</p>   |

## **Helpdesk corner – for assistance on e-voting through NSDL / CDSL websites**

Members may reach NSDL / CDSL through the below stated contact information for any assistance or for addressing any technical issues during the e-voting process:

| <b>MODE</b>                       | <b>NSDL CONTACT DETAILS</b>                                | <b>CDSL CONTACT DETAILS</b>  |
|-----------------------------------|--|--|
| <b>E-mail</b>                     | <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> | <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> |
| <b>Contact Number (Toll Free)</b> | 022 – 48867000   | 022- 23058738 or<br>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)]:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number 8621 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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 at least 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.
- v. You need to login again with the new credentials.
- vi. 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.
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. 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.

x. You may cast your vote by selecting an appropriate option and click on "Submit".

xi. 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 voted on the Resolution.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send 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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "Wendt –Postal Ballot".

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

i. Please follow the steps provided in Note 5 under 'Notes forming part of the Notice' to obtain the User ID and password.

ii. Please follow all steps from sl. no. (i) to sl. no. (xii) of II(A) to cast your vote by electronic means.

18.5. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of Kfintech's website for e-voting: <https://evoting.kfintech.com>.

18.6. Members are requested to take note of the contact details for reaching out to the RTA are as below:

|   |   |
|---|---|
| <b>Name of the Contact person and Designation</b> | Ms. Krishna Priya Maddula, Senior Manager   |
| <b>Address of the RTA</b>                         | Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.                   |
| <b>Contact Number(s)</b>                          | 1800-3094-001 and 040-67161736  |
| <b>E-mail</b>                                     | <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> and <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> |