

**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**18<sup>th</sup> December 2023

BSE Limited

1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort  
Mumbai 400 001**Stock Code: 505412**

The Manager

Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor

Plot No. C/1, G Block

Bandra-Kurla Complex, Bandra (E)

Mumbai 400 051

**Stock Code: WENDT**

Dear Sirs,

**Sub.: Voting results and Consolidated Scrutiniser's report – Postal Ballot**

We refer to our letter dated 15<sup>th</sup> November 2023 intimating you of postal ballot for seeking approval of the shareholders and related matters thereto.

In terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of voting results and the Scrutiniser's report in respect of the business transacted through postal ballot mechanism are enclosed. The resolutions set out in the postal ballot notice for approval of appointment of Mr. Sridharan Rangarajan (DIN: 01814413) as Non-Executive Non-Independent Director and Mr. C Srikanth (DIN: 10358407) as an Executive Director have been passed with requisite majority on 15<sup>th</sup> December 2023 (being the last date for e-voting).

The results shall be also made available on the website of the Company at [www.wendtindia.com](http://www.wendtindia.com).

Kindly take the information on record.

Thanking you

Yours faithfully

**For Wendt (India) Limited****Arjun Raj P**  
**Company Secretary**  
**Encl. a.a.**

Company Name	WENDT (INDIA) LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	9538
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sridharan Rangarajan (DIN: 01814413) as Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500000	750000	50.0000	750000	0	100.0000	0.0000
	Poll	1500000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1500000	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	136805	129618	94.7465	129618	0	100.0000	0.0000
	Poll	136805	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	136805	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	363195	1390	0.3827	1242	148	89.3525	10.6474
	Poll	363195	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	363195	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>2000000</b>	<b>881008</b>	<b>44.0504</b>	<b>880860</b>	<b>148</b>	<b>99.9832</b>	<b>0.0168</b>

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. C Srikanth (DIN: 10358407) as an Executive Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500000	750000	50.0000	750000	0	100.0000	0.0000
	Poll	1500000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1500000	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	136805	129618	94.7465	129618	0	100.0000	0.0000
	Poll	136805	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	136805	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	363195	1390	0.3827	1237	153	88.9928	11.0071
	Poll	363195	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	363195	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>2000000</b>	<b>881008</b>	<b>44.0504</b>	<b>880855</b>	<b>153</b>	<b>99.9826</b>	<b>0.0174</b>



18<sup>th</sup> December, 2023

**The Chairman**  
**WENDT (INDIA) LIMITED**

Flat No. A2 - 105, Cauvery Block,  
 National Games, Housing Complex,  
 Koramangala,  
 Bangalore - 560047.

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **Wendt (India) Limited** ("the Company") on 19<sup>th</sup> October, 2023, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process through remote electronic voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
<p><b>Sections 152, 161 and other applicable provisions of the Companies Act, 2013.</b></p>	<p><b>ORDINARY RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said regulation (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sridharan Rangarajan holding DIN: 01814413 who was appointed as an Additional Director with effect from 19<sup>th</sup> October 2023 by the Board pursuant to Section 161(1) of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director liable to retire by rotation.</p> <p><b>RESOLVED FURTHER THAT</b> any one of the Directors and Mr. Arjun Raj P, Company Secretary be and are hereby severally authorised to do all such acts, file necessary forms and do such things including but not limited to make necessary intimations to the stock exchanges and other statutory authorities to give effect to the above resolution.</p>
<p><b>Sections 152, 160, 161, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013.</b></p>	<p><b>ORDINARY RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and in terms of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable</p>

provisions under the said regulation (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. C Srikanth (DIN: 10358407) who was appointed as an Additional Director with effect from 19<sup>th</sup> October 2023 by the Board pursuant to Section 161(1) of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director, be and is hereby appointed as an Executive Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 152, 160, 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. C Srikanth (DIN: 10358407) be and is hereby appointed as an Executive Director of the Company for a term commencing from 19<sup>th</sup> October 2023 till 30<sup>th</sup> June 2025 on the following terms:

<b>(i)</b>	<b>Salary</b>	Rs. 4,63,060/- per month. The Nomination and Remuneration Committee may decide the increments in salary, from time to time, subject to a maximum of Rs. 7,00,000 per month.
<b>(ii)</b>	<b>Allowances / Perquisites / Commission / Incentive</b>	<p>In addition to salary, Mr. C Srikanth will be entitled to;</p> <ul style="list-style-type: none"> <li>- allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/or any other allowance;</li> <li>- perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;</li> <li>- commission / incentive</li> </ul> <p>as may be approved by the Nomination and Remuneration Committee from time to time subject to:</p> <ul style="list-style-type: none"> <li>- The allowances and perquisites not exceeding 100% of the salary; and</li> </ul>

		<ul style="list-style-type: none"> <li>- Incentive/commission at 100% levels being not exceeding 25% of Annual pay.</li> </ul> <p>(Annual pay includes salary, perquisites other than allowances, incentive and retirement benefits).</p>
	<b>(iii) Retirement benefits</b>	<ul style="list-style-type: none"> <li>- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund / Scheme in force from time to time.</li> <li>- Encashment of leave as per rules of the Company in force from time to time.</li> </ul>
	<b>(iv) General</b>	<ul style="list-style-type: none"> <li>- In the event of absence or inadequacy of profits in any financial year, Mr. C Srikanth, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the shareholders exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder or any statutory modification or re-enactment thereof.</li> <li>- Perquisites shall be valued in terms of Income Tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.</li> <li>- The aggregate remuneration (including salary, allowances, perquisites, incentive/commission and retirement benefits) for any financial year shall be subject to an overall ceiling of five percent of the net profits of the Company for that financial year computed in the manner prescribed under the</li> </ul>

			<p>Companies Act, 2013.</p> <ul style="list-style-type: none"> <li>- Mr. C Srikanth will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.</li> <li>- Mr. C Srikanth will be subject to all other service conditions as applicable to any other employee of the Company.</li> </ul>
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WE REPORT that In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 ("MCA Circulars"), the Company has sent Postal Ballot Notice dated 19<sup>th</sup> October 2023 on 15<sup>th</sup> November, 2023 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 10<sup>th</sup> November 2023 ("Cut-off date").

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot E- voting, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for e-voting and postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by KFin Technologies Limited, the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed Friday, 15<sup>th</sup> December, 2023 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 16<sup>th</sup> November, 2023 and "**VIJAY KARNATAKA**" in vernacular language 'Kannada' on 16<sup>th</sup> November, 2023 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received E-Voting from the members during the period **16<sup>th</sup> November, 2023 (9:00 a.m. IST) to 15<sup>th</sup> December, 2023 (5:00 p.m. IST)**.

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Friday, 15<sup>th</sup> December, 2023, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **9538** Shareholders, we have received valid E-Voting from **66** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	<b>16<sup>th</sup> November, 2023 (9:00 a.m. IST) to 15<sup>th</sup> December, 2023 (5:00 p.m. IST)</b>		
Total No. of Shareholders	<b>9538</b>		
Total No. of Shares	<b>2000000</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per E-Voting</b>	<b>Total</b>
Postal Ballot Forms Received	-	<b>66</b>	<b>66</b>
Less: Invalid Forms	-	<b>0</b>	<b>0</b>
<b>Net Valid Forms</b>	-	<b>66</b>	<b>66</b>

**Item No. 1 – Appointment of Mr. Sridharan Rangarajan (DIN: 01814413) as Director.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) – E-Voting</b>	<b>% of total number of valid votes cast</b>
<b>59</b>	<b>880860</b>	<b>99.98</b>

(ii) Votes **against** the resolution:

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) –E-Voting</b>	<b>% of total number of valid votes cast</b>
<b>7</b>	<b>148</b>	<b>0.02</b>

(iii) **Invalid** Votes:

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) – E- Voting</b>
<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item 1 as set out in the Notice of Postal Ballot is passed with requisite majority.**

**Item No. 2 – Appointment of Mr. C Srikanth (DIN: 10358407) as an Executive Director.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) – E-Voting</b>	<b>% of total number of valid votes cast</b>
<b>58</b>	<b>880855</b>	<b>99.98</b>

(ii) Votes **against** the resolution:

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) – E-Voting</b>	<b>% of total number of valid votes cast</b>
<b>8</b>	<b>153</b>	<b>0.02</b>

(iii) **Invalid** Votes:

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) – E- Voting</b>
<b>NIL</b>	<b>NIL</b>

**RESULT:**

**As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution with regard to Item 2 as set out in the Notice of Postal Ballot is passed with requisite majority.**

We FURTHER REPORT that as per the notice of Postal Ballot dated 19<sup>th</sup> October, 2023 approved by the Board of Directors on 19<sup>th</sup> October, 2023. The results of the e-voting will be announced by the Chairman or any other person authorised by the Board of Directors on or before Tuesday, 19<sup>th</sup> December, 2023 at the registered office of the Company and communicated to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the Company’s shares are listed and will also be displayed on the Company’s website [www.wendtindia.com](http://www.wendtindia.com). and on the website of KFin Technologies Limited.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the



name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES**

R  
SRIDHARAN

Digitally signed  
by R SRIDHARAN  
Date: 2023.12.18  
10:59:54 +05'30'

**CS R SRIDHARAN  
FCS No. 4775  
C P No. 3239  
PR No. 657/2020  
UDIN: F004775E002965337**