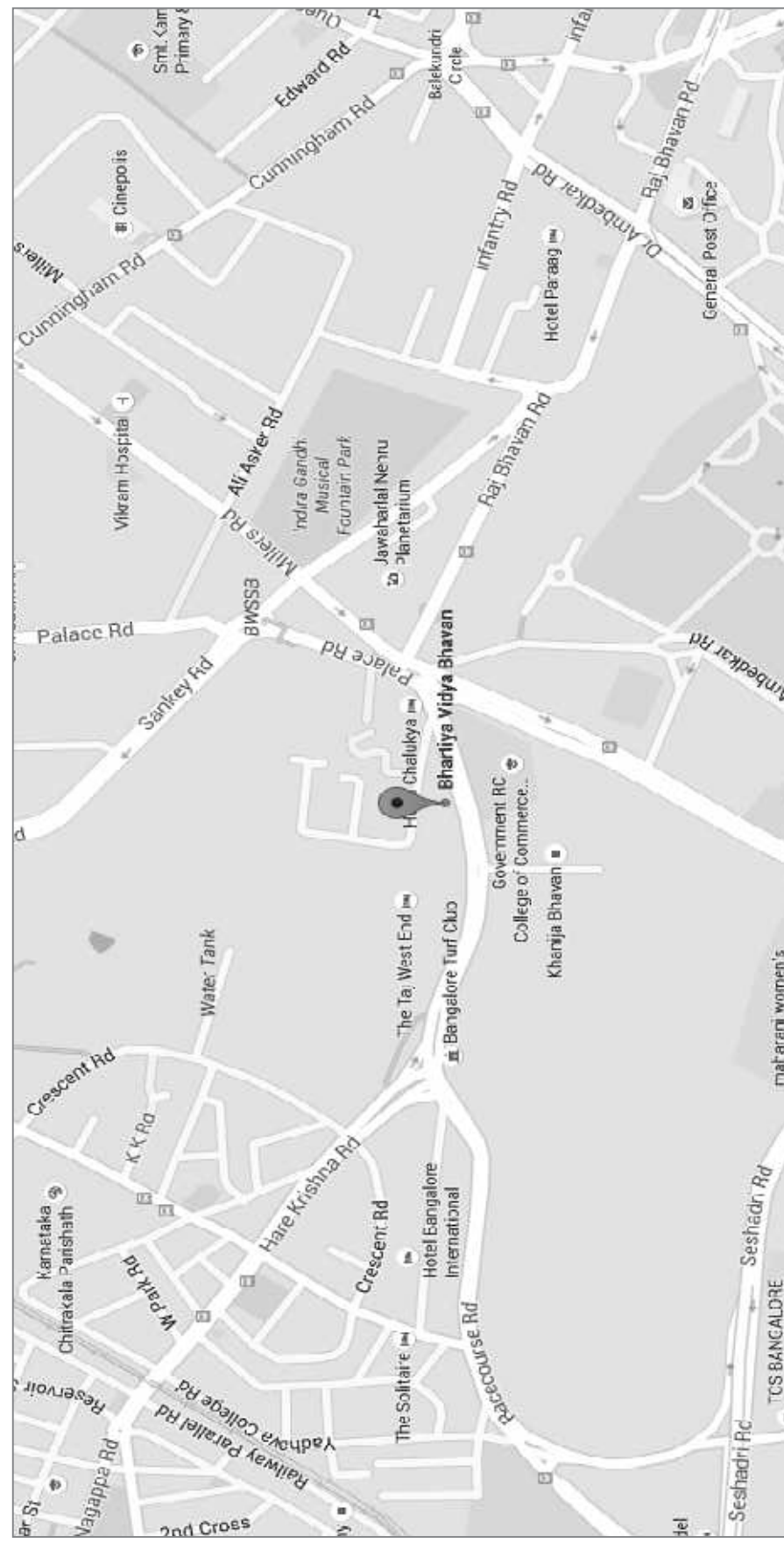


Route map to the Venue of the AGM



NOTICE is hereby given that the Thirty Seventh Annual General Meeting (AGM) of the Members of Wendt (India) Limited will be held at 3.00 p.m. IST on Monday, 22nd July 2019 at Khincha Hall, Bharatiya Vidya Bhavan, Race Course road, Bangalore - 560001 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 2019 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 2019 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 final dividend of Rs. 15/- per equity share of Rs. 10/- each be declared for the financial year ended 31st March 2019 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 22nd July 2019 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on 22nd July 2019 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.15/- per equity share of Rs. 10/- each declared by the Board of Directors and paid for the financial year ended 31st March 2019 be and is hereby confirmed.

Item No.4 - Re-appointment of Mr. K Srinivasan, Director

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

RESOLVED THAT Mr. K Srinivasan holding DIN 00088424, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS

Item No.5 - Re-appointment of Mr. Shrinivas G Shirgurkar 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], Mr. Shrinivas G Shirgurkar (DIN: 00173944), who was appointed as an Independent Director of the Company at the 32nd Annual General Meeting of the Company and who holds office till the close of business hours of 23rd July 2019 and who being eligible for being re-appointed as an Independent Director has offered himself 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 his 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 24th July 2019 and to continue his office as an Independent Director even after attainment of an age of 75 years during his term of re-appointment.

Item No.6 - Re-appointment of Mr. K S Shetty 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], Mr. K S Shetty (DIN: 01759936), who was appointed as an Independent Director of the Company at the 32nd Annual General Meeting of the Company and who holds office up to close of business hours on

23rd July 2019 and who being eligible for being re-appointed as an Independent Director has offered himself 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 his candidature for the office of Director, be 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 24th July 2019 and to continue his office as an Independent Director even after attainment of an age of 75 years during his term of re-appointment.

Item No. 7 - Appointment of Mr. Rajesh Khanna as an Executive Director

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

RESOLVED THAT pursuant to the provisions of Sections 152, 161 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. Rajesh Khanna (DIN: 06923493) who was appointed as an Additional Director on 24th July 2018 by the Board pursuant to Section 161(1) of the Act and holds office upto the date of this AGM 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 Director of the Company.

RESOLVED 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. Rajesh Khanna be and is hereby appointed as an Executive Director of the Company for a term commencing from 24th July 2018 till 31st October 2020 on the following terms:

(i) Salary

Rs. 3,76,350/- per month. The Nomination and Remuneration Committee, may decide the increments in salary, from time to time, subject to a maximum of Rs. 5,00,000 per month.

(ii) Allowances/Perquisites/Commission/Incentive

In addition to salary, Mr. Rajesh Khanna will be entitled to;

- allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/or any other allowance;
- perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;
- commission / incentive as may be approved by the Nomination & Remuneration Committee from time to time.

(iii) Retirement benefits

- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund / Scheme in force from time to time.
- Encashment of leave as per rules of the Company in force from time to time.

(iv) General

- In the event of absence or inadequacy of profits in any financial year, Mr. Rajesh Khanna, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the shareholders exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder or any statutory modification or re-enactment thereof.
- Perquisites shall be valued in terms of Income Tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.
- The aggregate remuneration (including salary, allowances, perquisites, incentive/ commission and retirement benefits) for any financial year shall be subject to limits prescribed under Schedule V of the Companies Act, 2013.
- Mr. Rajesh Khanna will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- Mr. Rajesh Khanna will be subject to all other service conditions as applicable to any other employee of the Company.

By order of the Board
For Wendt (India) Limited

Hosur
April 25th, 2019

Janani T A
Company Secretary

Notes:

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself and the proxy need not be a Member. The proxy form in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate Resolutions/Authorisation, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member. The proxy form for the AGM is enclosed.

During the period beginning twenty four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three (3) days advance notice in writing is given to the Company. Members/Proxies are requested to bring their duly filled in attendance slips enclosed herewith to attend the Meeting mentioning therein the details of their DP and Client ID/Folio number. The route map showing directions to the venue of the AGM is annexed.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under item nos. 5 to 7 of the Notice to be transacted at the AGM is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 15th July 2019 to Monday, 22nd July 2019 (both days inclusive) for the purpose of payment of final dividend for the financial year ended 31st March 2019. Subject to the provisions of the Act, the final dividend as recommended by the Board, if declared will be paid by 30th July 2019.
5. As per the provisions of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer Agent(RTA)/Depository Participant (DP).
6. Dividends remaining unclaimed/unpaid for a period of seven(7) years shall be transferred to the Investor Education Protection Fund. The Company has transferred unclaimed/unencashed dividends up to the Final Dividend for FY 2010-11 to the Investor Education Protection Fund during the year ended 31st March 2019.

The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 24th July 2018 (date of last AGM) on the website of the Company www.wendtindia.com as also on the website of the Ministry of Corporate Affairs. Members can ascertain the status of their unclaimed dividend amounts from these websites.

Members who have not encashed their warrants in respect of the final dividend declared for financial year 2011-12 and subsequent dividends thereon may write to the Company Secretary or RTA immediately for claiming their dividends.

Pursuant to the notification of Section 124(6) of the Companies Act, 2013 and Investor Education and Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is also required to transfer the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. During the year, the Company transferred equity shares to the Investor Education and Protection Fund Authority. The Company had issued the requisite notice to the shareholders concerned intimating them of the impending transfer of shares and had simultaneously published a notice in leading dailies. Further, the Company has uploaded the details of the same on its website for the information of its shareholders.

Shareholders are entitled to claim the shares from the Investor Education and Protection Fund Authority by making an application online in Form IEPF-5 available on the website <http://www.iepf.gov.in/IEPFA/refund.html> along with the requisite documents. Shareholders are requested to contact the Company's RTA - M/s. Karvy Fintech Private Limited or the Company in this regard.

By virtue of an Order passed by the Hyderabad Bench of the National Company Law Tribunal (NCLT Order) approving the composite scheme of arrangement and amalgamation between M/s. Karvy Consultants Limited

(demerged company), M/s. Karvy Computer share Private Limited (Transferor Company) and M/s. Karvy Fintech Private Limited (resulting company), the operations of Karvy Computer share Private Limited have been transferred to Karvy Fintech Private Limited with effect from 17th November 2018. Karvy Fintech Private Limited, Hyderabad, is the Company's Registrar and Share Transfer Agent (RTA). The contact details are available in the General Shareholder Information section of the Annual Report.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every Participant in securities market for registering transfers, transpositions, transmissions etc. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they maintain their demat accounts. Members holding shares in physical form are requested to submit a copy of their PAN card and original cancelled cheque leaf/attested bank passbook showing name of the account holder and bank account details to the RTA/ Company to ensure timely credit of dividends.

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 shares held by them in physical form.

8. Additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment and 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.
9. Electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised mode and whose e-mail IDs are available with the Depository Participant(s) and to all the Members holding shares in physical mode whose e-mail IDs are registered with the Company/RTA for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report for FY 2018-19 is being sent through the permitted mode.
10. The business set out in the Notice will be transacted through electronic voting system. 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 Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the notice convening the 37th AGM. The Company has engaged the services of M/s. Karvy Fintech Private Limited to provide remote e-voting facility to enable Members to exercise their votes in a secured manner. The instructions for remote e-voting is provided at the end of this section.

The Board of Directors have appointed Mr. S Viswanathan, Practicing Company Secretary as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The Notice and the instructions for e-voting along with Attendance Slip and Proxy Form is being sent in electronic form to all the Members whose e-mail IDs are registered with the Company/their DPs for communication purposes unless any Member has requested for a hard copy of the same.

For Members who have not registered their e-mail address, physical copies of the aforesaid documents is being sent in the permitted mode. Members may also note that the Notice of the 37th AGM and the Annual report 2018-19 will also be available on the Company's website www.wendtindia.com. Physical copies of the aforesaid documents will also be available at the registered office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive the communication in physical form, upon making a request for the same. Members may please send in their requests to the Company's investor e-mail ID: investorservices@wendtindia.com.

11. Members are requested to send their queries, if any, on the accounts or operations of the Company in advance to the Registered Office of the Company addressed to the Company Secretary or by e-mail to investorservices@wendtindia.com to enable us to keep the information ready.
12. Members holding shares in physical form are requested to avail dematerialisation facility to eliminate all risks associated with holding in physical form and for ease in portfolio management. For further information, please contact us at investorservices@wendtindia.com. or contact the RTA.
13. 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.

14. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days up to the date of the AGM.
15. Members holding shares in physical form are requested to address all correspondence relating to their shareholding in the Company to M/s. Karvy Fintech Private Limited, RTA. Members holding shares in dematerialised form may send such correspondence to their respective DPs.
16. 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. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to the RTA. Even after registering for e-communication, Members are entitled to receive communication in physical form upon making a request for the same.

17. Instructions for remote e-voting:

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 vote electronically, through the e-voting services provided by M/s. Karvy Fintech Private Limited (Karvy) on all Resolutions set forth in this Notice.

Members may please follow the below instructions for e-voting:

- A. In case a Member receives an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participants(s)]:
 - i. Launch internet browser by typing the URL: <https://www.evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number 4595 (refer the Event number in the Attendance Slip) 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 Karvy 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 ID 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 not exceeding 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 accounts.
 - 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(s).

- 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 Scrutiniseratcs_viswanathan@yahoo.com with a copy marked to evoting@karvy.com. The scanned image of the abovementioned documents should be in the naming format "Wendt (India) Limited- 37th Annual General Meeting".
- B. Members holding shares in dematerialised form who see-mail IDs are not registered with the Company/DPs and Members holding shares in physical form:
 - (i) E-Voting Event Number 4595 (EVEN), User ID and password is provided in the Attendance Slip.
 - (ii) Please follow all steps from sl. no. (i) to sl. no. (xii) above to cast your vote by electronic means.
 - C. Voting at AGM: Members who have not cast their vote electronically through remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the Venue.
 - D. Other Instructions:
 - (i) Any person who becomes a Member of the Company after despatch of Notice of the Meeting and holding shares as on the cut-off date i.e., 15th July 2019 may obtain the user ID and password by calling Toll Free No.1800 3454 001 or by sending an e-mail request to evoting@karvy.com.
 - (ii) In case of any queries, you may refer Help & FAQ section in <https://evoting.karvy.com> (Karvy website) or call Karvy on 040-6716222; Toll Free No.1800 3454 001.
 - (iii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - (iv) The voting rights of Members shall be in proportion to their shareholding as on the cut-off date 15th July 2019.
 - (v) The e-voting period commences on Thursday,18th July 2019 (9.00 a.m. IST) and ends on Sunday, 21st July 2019 (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 2019, may cast their vote electronically in the manner and process set out herein above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member will not be allowed to change it subsequently.

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 presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutiniser's Report of the votes cast to the Chairman of the Company. For the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the Meeting, the Scrutiniser will have access, after closure of the period for remote e-voting for details relating to Members as the Scrutiniser may require except the manner in which the Members have cast their votes.

The results shall be declared on the date of the Meeting or not later than three days from the conclusion of the meeting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.wendtindia.com, as well as the website of Karvy i.e. <https://evoting.karvy.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.

Voting facility will be provided to the Members who are not able to cast their vote electronically at the AGM venue. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting at AGM shall be treated as invalid. However, Members who have cast their vote by remote e-voting prior to the meeting can attend the meeting though they will not be entitled to cast their vote again.

Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., 22nd July 2019.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013(Act), the following statement sets out all material facts relating to the businesses mentioned under item nos. 5 to 7 of the accompanying Notice:

Item No.5

Mr. Shrinivas G Shirgurkar was appointed as an Independent Director at the 32nd Annual General Meeting (AGM) held on 24th July 2014 for a period of 5 years from the AGM date. His term of office as an Independent Director will expire at the close of business hours on 23rd July 2019. Pursuant to Section 149(10 & 11) of the Companies Act, 2013, an Independent Director can hold office for two consecutive terms of upto five years each on the Board. However, the approval for the second term of the Independent Director from the shareholders is required to be obtained vide a special resolution and by providing requisite disclosures of such appointment in the Board's report.

Mr. Shrinivas G Shirgurkar, aged 71 years holds a bachelor's degree in mechanical engineering. He began his career as a Machine Tool Designer and set up Ace Designers in 1979 offering Machine Tool Design Consultancy. Mr. Shirgurkar was the President of Indian Machine Tool Manufacturers Association during the period 1999-2001. He is a Director on the Board of Ace Designers Limited. 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. Mr. Shirgurkar was paid a sitting fee of Rs. 0.19 million for attending the meetings of the Board and Committees thereof. A commission of Rs. 0.30 million is payable for the FY 2018-19 to Mr. Shirgurkar.

The Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing Mr. Shrinivas G Shirgurkar's candidature for the office of Director. In the opinion of the Board, Mr. Shrinivas G Shirgurkar 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 he is independent of the Management. Accordingly, the Board of Directors have recommended his re-appointment as an Independent Director for a term of five (5) consecutive years from 24th July 2019 in terms of Section 149(10) of the Act.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, a company can appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years only with the approval of the shareholders through a special resolution. Mr. Shrinivas Shirgurkar would attain the age of 75 years during his term of re-appointment. Hence, the approval of the shareholders is sought for re-appointment of Mr. Shrinivas Shirgurkar as an Independent Director for the second term of five years and for continuation of office of a Director after the attainment of 75 years as well.

The Nomination and Remuneration Committee at its meeting held on 25th April 2019 on the basis of the performance evaluation of Independent Directors and considering his technical and management expertise, business knowledge and the significant contribution has recommended to the Board his 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 opinion besides having an understanding of the industry trends.

In furtherance to the Committee's recommendation and Mr. Shirgurkar's performance evaluation undertaken in the past, the Board believes that his continued association would be beneficial to the Company and hence recommends his re-appointment as an Independent Director of the Company for a term of five (5) consecutive years commencing from 24th July 2019.

Mr. Shrinivas G Shirgurkar would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, he would be entitled to commission on profits as determined each year by the Board within the limits prescribed under Companies Act, 2013.

The draft letter of appointment setting out the terms and conditions of his 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 upto the date of the AGM.

Memorandum of Interest

Except Mr. Shrinivas G Shirgurkar, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Special Resolution.

Item No. 6

Mr. K S Shetty was appointed as an Independent Director at the 32nd Annual General Meeting (AGM) held on 24th July 2014 for a period of 5 years from the AGM date. His term of office as an Independent Director will expire at the closing hours of 23rd July 2019. Pursuant to Section 149(10 & 11) of the Companies Act, 2013, an Independent Director can hold office for a term up to two consecutive terms of upto five years each on the Board. However, the approval for the second term of the Independent Director from the shareholders is required to be obtained vide a special resolution and by providing requisite disclosures of such appointment in the Board's report.

Mr. K S Shetty, aged 71 years has over 30 years of experience in the manufacturing industry of auto components, aerospace. Mr. K S Shetty serves as a Director on the Board of Tespa Tools Private Limited, Tespa India Private Limited, Tespa Infotech Private Limited and Tespa Metrology Private Limited. 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. Mr. Shetty was paid a sitting fee of Rs. 0.20 million for attending the meetings of the Board and Committees thereof. A commission of Rs. 0.30 million is payable for the FY 2018-19 to Mr. K S Shetty.

The Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing Mr. K S Shetty's candidature for the office of Director. In the opinion of the Board, Mr. K S Shetty 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 he is independent of the Management. Accordingly, the Board of Directors have recommended his re-appointment as an Independent Director for a term of five (5) consecutive years from 24th July 2019 in terms of Section 149(10) of the Act.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, a company can appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years only with the approval of the shareholders through a special resolution. Mr. K S Shetty would attain the age of 75 years during his term of re-appointment as an Independent Director. Hence, the approval of the shareholders is sought for re-appointment of Mr. K S Shetty as an Independent Director for the second term of five years and for continuation of office of a Director after the attainment of 75 years as well.

The Nomination and Remuneration Committee at its meeting held on 25th April 2019 on the basis of the performance evaluation of Independent Directors and considering his management expertise, business knowledge and the significant contribution, has recommended to the Board his 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 opinion besides having an understanding of the industry trends.

In furtherance to the Committee's recommendation and Mr. K S Shetty performance evaluation undertaken in the past, the Board believes that his continued association would be beneficial to the Company and hence recommends his re-appointment as an Independent Director of the Company for a term of five (5) consecutive years commencing from 24th July 2019.

Mr. K S Shetty would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, he would be entitled to commission on profits as determined each year by the Board within the limits prescribed under Companies Act, 2013.

The draft letter of appointment setting out the terms and conditions of his 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 upto the date of the AGM.

Memorandum of Interest

Except Mr. K S Shetty being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the aforesaid Special Resolution.

Item No.7:

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Act read with applicable Rules framed thereunder and the Articles of Association of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Rajesh Khanna as an Additional Director of the Company with effect from 24th July 2018. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Companies Act, 2013 in respect of the appointment of Mr. Rajesh Khanna.

Mr. Rajesh Khanna had been serving as the Chief Executive of the Company since 2007 and in recognition of his contribution to the Company as well as his long association during which the Company's turnover grew from Rs. 5074 lakhs to over 12500 lakhs, the Board has also appointed him as an Executive Director effective 24th July 2018 subject to the shareholder's approval. Mr. Rajesh Khanna's leadership and effective contribution is required for growth and expansion of the Company and hence in order to pay him the same remuneration which he was paid as the Chief Executive of the Company, approval of the shareholders is being sought.

Mr. Rajesh Khanna is aged 57 years is associated with the Company since the year 1982. He is a Mechanical Engineer from (NIT Raipur) erstwhile Government College of Engineering and Technology, Raipur (Chhattisgarh) and PGDBA from Annamalai University and has vast industry experience in machine tooling business. The information under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards is provided in the annexure.

The Nomination and Remuneration Committee at its meeting held on 24th July 2018 considered the appointment of Mr. Rajesh Khanna as an Executive Director and recommended his appointment to the Board. Considering Mr. Rajesh's vast experience and strong technical and management expertise, the Board recommends his appointment as the Executive Director for a term commencing from 24th July 2019 to 31st October 2020 to the shareholders. Mr. Rajesh Khanna holds 240 equity shares in the Company.

The remuneration paid/payable to Mr. Rajesh Khanna, who is now a managerial personnel under Section 197 of the Companies Act, 2013 is in excess of the 5% limit prescribed under the Companies Act, 2013. Hence, the approval of the shareholders is sought for his remuneration in the manner stipulated in Section II of Part II of the Schedule V of the Act. Schedule V of the Companies Act, 2013 permits companies to pay managerial remuneration in excess of the limits stipulated in Section 197 of the Act subject to the satisfaction of certain conditions prescribed therein. The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is given below:

- Where in any financial year, during the tenure of a managerial personnel, a company has no profits or where the profits are inadequate, it may without the central government's approval pay remuneration to the managerial personnel exceeding the limits prescribed as per Section II of the Schedule V of the Companies Act 2013, if approval of the shareholders is sought vide a special resolution.
Hence, as permitted in Schedule V, approval through special resolution is sought for appointment of Mr. Rajesh Khanna as an Executive Director for a period from 24th July 2018 to 31st October 2020 and payment of remuneration as detailed in the resolution.
- The Managerial personnel is functioning in a professional capacity and does not have any interest in the capital of the Company or its holding company or any of its subsidiaries and is/was not related to the other Directors or promoters of the Company/its holding company/its subsidiaries at any time during the last two years.
- Mr. Rajesh Khanna possesses graduate level qualification and the details of his experience and expertise is provided below.
- The period of appointment and the terms of remuneration placed is for less than 3 years.
- The Nomination and Remuneration Committee and the Board has approved the payment of remuneration to Mr. Rajesh Khanna.
- The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Board recommends the appointment of Mr. Rajesh Khanna for approval by the Members of the Company.

I. General information:

Sl. No.	Particulars	
1.	Nature of industry	Manufacturing of Grinding Wheels, Machines and Precision Components
2.	Date of commencement of commercial production	December 1983
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	For the financial Year 2018-19: Turnover: 13986 lakhs Profit before Tax: 1904 lakhs Profit after Tax: 1345 lakhs
5.	Foreign investments or collaborations, if any.	Wendt Gmbh, promoter holds 39.87% of the equity shares in the Company.

II. Information about the appointee:

Sl. No.	Particulars	
1.	Background details	Mr. Rajesh Khanna holds a Bachelor's degree in Mechanical Engineering from NIT, Raipur and PGDBA from Annamalai University. He has a long association with Wendt (India) from the year 1982 with vast industry experience in machine tooling business.
2.	Past remuneration	Rs. 125.61 lakhs for the FY 2017-18
3.	Recognition or awards	Member of CII, BCIC, FICCI, IMTMA, Indo German Chamber of Commerce.
4.	Job profile and his suitability	Having experience in Super Abrasive and Machine Tooling business. Mr. Rajesh Khanna has vast industry experience in machine tooling business. He joined Wendt (India) in the year 1982 and was part of the initial core team that was responsible for turning around Wendt from a small unknown entity to admired profitable organization. His leadership and effective contribution is required for growth and expansion of the Company in the coming years.

Sl. No.	Particulars	
5.	Remuneration proposed	Salary proposed to Mr. Rajesh Khanna in the basic scale of Rs.376,350/- per month subject to a maximum of Rs.500,000 per month and other perquisites, allowances, incentive, other benefits etc. as fully set out in the resolution seeking approval of the shareholders. Approval of the shareholders is being sought to enable payment of a total remuneration upto Rs.175 lakhs during his tenure as per the terms contained in Schedule V of the Companies Act, 2013 as amended from time to time.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities of Mr. Rajesh Khanna, the remuneration is comparable to a similar size company pertaining to this industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Rajesh Khanna was the Chief Executive Officer of the Company prior to his appointment as an Executive Director. Apart from this association with the Company and the remuneration paid to him in such capacity, he neither has any pecuniary relationship directly or indirectly with the Company nor with any other managerial personnel.

III. Other information:

Sl. No.	Particulars	
1.	Reasons for inadequate profits	The Company's profits for the financial years 2017-18 and 2018-19 have remained flat owing to stiff market conditions and lesser demand from related sectors.
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.	The Company has taken various initiatives to improve efficiency of operations such as enhanced focus on exports, increasing the product portfolio, prudent working capital management etc. To ensure sustained growth in both domestic and global markets, the Company strives to seize new business opportunities in upcoming industrial segments. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures

The remuneration details of Mr. Rajesh Khanna is provided in the resolution seeking the approval of the shareholders.

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2018-19: The requisite details of remuneration of Directors is included in the Corporate Governance Report, forming part of the Annual Report for the FY 2018-19 of the Company.

Memorandum of Interest

Except Mr. Rajesh Khanna being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financial or otherwise in the aforesaid Special Resolution.

By order of the Board
For Wendt (India) Limited
Janani T A
Company Secretary

Hosur
April 25th 2019

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	K Srinivasan	Shrinivas G Shirgurkar
DIN	00088424	00173944
Date of Birth	22.11.1957	08.04.1948
Date of Appointment (Initial)	30.01.2002	17.04.2006
Qualification	B Tech (Mechanical)	B.E. (Mechanical)
Experience in specific functional areas	Has over 35 years of experience in the fields of machine tools and abrasives industries in sales, technical, production and general management.	Has over four decades of experience in the fields of Machine Tools designing.
Directorships in other companies (including foreign companies)	Carborundum Universal Limited Sterling Abrasives Limited Murugappa Morgan Thermal Ceramics Limited CUMI America Inc. Volzhsky Abrasive Works Foskor Zirconia Pty Ltd Thukela Refractories Isithebe Pty Limited CUMI Australia Pty Limited CUMI Abrasives and Ceramics Co. Limited	Auto CNC Machining Limited Ace Designers Limited Indian Machine Tool Manufacturers Association Ace Manufacturing Systems Limited Ace Multi Axes Systems Limited Pragati Transmission Private Limited Ace Micromatic Manufacturing Intelligence Technologies Private Limited Micromatic Machine Tools Private Ltd
Memberships in Board Committees of other companies (includes membership details of all Committees)	<u>Carborundum Universal Limited:</u> Corporate Social Responsibility Committee - Member Stakeholders Relationship Committee - Member Risk Management Committee - Member <u>Murugappa Morgan Thermal Ceramics Limited:</u> Corporate Social Responsibility Committee - Chairman	<u>Ace Designers Limited:</u> Corporate Social Responsibility Committee - Member <u>Ace Manufacturing Systems Limited:</u> Audit Committee - Member Nomination and Remuneration Committee - Member
No. of shares in the Company	2650	Nil
Inter-se relationship with any other Directors or KMP of the Company	Nil	Nil

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

Name of Director	K Shetty	Rajesh Khanna
DIN	01759936	06923493
Date of Birth	18.03.1948	29.10.1960
Date of Appointment (Initial)	16.04.2009	24.07.2018
Qualification	B.E. (Mechanical)	B.E. (Mechanical) PGDBA
Experience in specific functional areas	Has over 3 decades experience in the manufacturing industry for auto components, aerospace, exports design of calibration lab and mobile calibration facilities.	He has over 3 decades of overall experience in the manufacturing industry more specifically in machine tooling business and has been associated with the Company since the year 1982.
Directorships in other companies (including foreign companies)	Tespa Tools Private Limited Tespa India Private Limited Tespa Infotech Private Limited Tespa Metrology Private Limited	Sterling Abrasives Limited CUMI America Inc. CUMI Abrasives and Ceramics Co. Limited CUMI Australia Pty Limited Wendt Middle East FZE Wendt Grinding Technologies Limited
Memberships in Board Committees of other companies (includes membership details of all Committees)	-	-
No. of shares in the Company	Nil	240
Inter-se relationship with any other Directors or KMP of the Company	Nil	Nil

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

WENDT (INDIA) LIMITED**ATTENDANCE SLIP**

Registered Office: No.105, 1st Floor, Cauvery Block, National Games Housing Complex, Koramangala, Bangalore - 560047

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL. ONLY MEMBER OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING. PLEASE NOTE THAT CHILDREN WILL NOT BE ALLOWED INSIDE THE MEETING HALL.

Folio No/ Client ID & DP ID No:
Name & Address

I hereby record my presence at the Thirty Seventh ANNUAL GENERAL MEETING held at Khincha Hall, Bharatiya Vidya Bhavan, Race Course Road, Bangalore – 560 001 at 3.00 PM on Monday, the 22nd July 2019.

SIGNATURE OF THE SHARE HOLDER / PROXY *

*** Strike out whichever is not applicable**

**WENDT (INDIA) LIMITED**

CIN: L85110KA1980PLC003913

Registered Office: No.105, 1st Floor, Cauvery Block, National Games Housing Complex, Koramangala, Bangalore-560047

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): Registered Address:

Email Id: Folio No./ Client ID No. : DP ID No.:

I/we, being the member(s) of..... Shares of WENDT (INDIA) LIMITED, here by appoint

1. Name: Email Id:
Address: Signature:
or failing him

2. Name: Email Id:
Address: Signature:
or failing him

3. Name: Email Id:
Address: Signature:
or failing him

as my / our PROXY to attend and vote (on a poll) for me/us and on my/our behalf at the THIRTY SEVENTH ANNUAL GENERAL MEETING of the Company to be held at 3.00 PM on Monday, the 22nd July 2019 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Consider, approve and adopt the Audited Standalone Financial Statements, Reports of the Board of Directors and Independent Auditors thereon for the year ended 31st March 2019.
2. Consider, approve and adopt the Audited Consolidated Financial Statements and the Report of the Independent Auditors thereon for the year ended 31st March 2019.
3. Declaration of dividend on equity shares.
4. Re-appointment of Mr. K Srinivasan, Director who is retiring by rotation.
5. Re-appointment of Mr. Shrinivas G Shirgurkar as an Independent Director.
6. Re-appointment of Mr. K S Shetty as an Independent Director
7. Appointment of Mr. Rajesh Khanna as an Executive Director

Signed this day of of 2019

Signature of Shareholder..... Signature of Proxyholder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Rs 1/
Revenue
Stamp



ELECTRONIC CLEARING SERVICE (ECS) MANDATE FORM

FORMS RECEIVED BY THE REGISTRAR/ DP ON OR BEFORE 7TH JULY 2019 SHALL BE CONSIDERED FOR ECS CREDIT WHILE EFFECTING DIVIDEND PAYMENT FOR THE YEAR 2018-19. IN CASE OF FORMS RECEIVED AFTER 7TH JULY 2019 DIVIDEND SHALL BE PAID THROUGH PHYSICAL WARRANTS FOR THE YEAR 2018-19.

<p>(In case of Physical Holding)</p> <p>To Karvy Fintech Private Ltd (Unit : Wendt (India) Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032</p>	<p>(In case of Electronic Holding)</p> <p>To The Depository Participant Concerned</p>
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Dear Sirs,
 (Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY)

For Shares held in physical Form

Regd. Folio No.

For Shares held in electronic Form

DP ID	
CLIENT ID	

Name of First holder	
Bank Name	
Branch Name	
Branch Code	
<small>(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a Xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the bank's name, branch and code number.</small>	

Account Type	Savings		Current		Cash Credit	
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Ledger No./Ledger Folio No.	
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A/c No. (as appearing in the cheque book)	
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Effective date of this mandate	
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I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I shall not hold Wendt (India) Limited or Karvy Fintech Private Ltd. responsible.

I further undertake to inform the Company any change in my Bank/ Branch and Account Number.

Signature of First holder

Name of First holder: _____
 Place: _____
 Date: _____



Name:..... E-mail id:

Address:.....

DP ID:..... Client ID:.....

Folio No:.....
 (In case of physical holding)

No. of equity shares held.....

Signature of Member

		Excellent	Very Good	Good	Satisfactory	Unsatisfactory
1. Directors' Report including Management's Discussion & Analysis Report	Contents					
	Presentation					
2. Corporate Governance Report	Contents					
	Presentation					
3. Quality of Financial and non - financial information in the Annual Report	Contents					
	Presentation					
4. Information on Company's Website	Contents					
	Presentation					
INVESTOR SERVICES						
1. Turnaround time for response to shareholder query						
2. Quality of Response						
3. Timely Receipt of Annual Report						
4. Conduct of Annual General Meeting						
5. Timely receipt of dividend warrants / payment through ECS						
6. Promptness in confirming demat / remat requests						
7. Overall Rating						

Views/Suggestions for improvement, if any

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Members are requested to send this feedback form to the address given overleaf.



BUSINESS REPLY INLAND CARD

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BANGALORE - 560047

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Company Secretary
Wendt (India) Limited
Registered Office: Flat No. 105, Cauvery Block,
National Games Housing Complex, Koramangala,
BANGALORE - 560 047

