

**INSTRUCTIONS FOR ATTENDING 38<sup>TH</sup> ANNUAL GENERAL MEETING OF WENDT  
(INDIA) LIMITED AND E-VOTING**

1. **In view of the prevailing lockdown situation across the country due to outbreak of the COVID-19 pandemic and resultant travel restrictions as well as continuing Government guidelines to maintain social distancing, the Ministry of Corporate Affairs vide Circular No. 20/2020 dated May 05, 2020 read with Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, has permitted companies to hold their Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members at a common venue. Considering the health and safety of all stakeholders including the shareholders, the 38<sup>th</sup> Annual General Meeting of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and applicable Circulars issued in this regard on 5<sup>th</sup> May 2020 read with circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and SEBI circular dated 12<sup>th</sup> May 2020.**

**The Company has appointed M/s. KFin Technologies Private Limited Registrar and Share Transfer Agent to provide electronic voting facility and video conferencing facility (herein after referred to as 'KFin' or 'the Company's RTA'), for the AGM.**

2. In view of the prevailing COVID-19 pandemic situation, the Ministry of Corporate Affairs vide its circular dated 5<sup>th</sup> May 2020 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised mode and whose e-mail addresses are available with the Depository Participant(s) as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes. Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions by Members whose e-mail addresses are not registered with the depositories or with RTA is provided herein and also available on the website of the Company. The report is also available on the Company's website <https://www.wendtindia.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and the website of RTA <https://www.evoting.karvy.com>.

In view of the exemptions provided, no physical or hard copies of the Notice and the Annual Report will be sent to the shareholders who have not registered their e-mail addresses with the Company/RTA as well as to those specifically requesting for physical copy of the documents.

Members holding shares in electronic form who have registered/not registered their e-mail address, mobile number, address and bank details may please contact and validate/update their details with the Depository Participant.

Members may follow the process detailed below for registration of e-mail addresses to obtain the Annual Report, Notice and the login credentials for e-voting.

Type of holder	Process to be followed
	Registration of e-mail address
Physical	Members may send an e-mail request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> along with: <ul style="list-style-type: none"> <li>- Scanned copy of the signed request letter mentioning the Folio No., name of the member, e-mail address, mobile number</li> <li>- Self-attested copy of PAN</li> <li>- Self-attested copy of any address proof including Aadhar, Passport etc.</li> <li>- Scanned copy of share certificate (front and back)</li> </ul>
Demat	Please contact your Depository Participant and register your e-mail address in your demat account, as per the process recommended by your DP.

Members holding shares in physical or in electronic form who have not registered their e-mail address may temporarily get their e-mail address and mobile number registered with the KFin by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for enabling the receipt of the Annual report through electronic mode. Members are requested to follow the process as stated in the link to record the e-mail address and mobile number. After due verification, the RTA will forward the login credentials to your registered e-mail address.

Members can also send the above mentioned documents to M/s. KFin Technologies Private Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.

As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual reports from time to time in electronic form to the e-mail address provided by you.

In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investorservices@wendtindia.com](mailto:investorservices@wendtindia.com) by quoting their Folio number or DP/Client ID.

### 3. INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM

#### ELECTRONIC VOTING - REMOTE E-VOTING INSTRUCTIONS:

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

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

- A. In case a Member receives an e-mail from KFin [for Members whose e-mail addresses are registered with the Company/Depository Participant(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 **5344** 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(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 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 - 38<sup>th</sup> AGM'.
- B. Members holding shares in dematerialised form whose e-mail addresses are not registered with the Company/DPs and Members holding shares in physical form:
  - i. Please follow the steps provided herein above to obtain the User ID and password.
  - ii. Please follow all steps from sl. no. (i) to sl. no. (xii) above to cast your vote by electronic means.

## 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., 17<sup>th</sup> July 2020 may obtain the User ID and password by calling Toll Free No.1800 3454 001 or by sending an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with KFin's e-voting platform, then he can use his existing password for logging in. If the e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- ii. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Even Number + Folio No. or DP ID Client ID to 9212993399.  
  
Example for NSDL - MYEPWD <SPACE> IN12345612345678  
Example for CDSL - MYEPWD <SPACE> 1402345612345678  
Example for Physical - MYEPWD <SPACE>XXXX1234567890
- iii. In case of any queries, you may refer Help & FAQ section in <https://evoting.karvy.com> (KFin website) or call KFin on 040-67162222; Toll Free No.1800 3454 001.
- iv. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- v. The voting rights of Members shall be in proportion to their shareholding as on the cut-off date 17<sup>th</sup> July 2020.
- vi. The remote e-voting period commences on Monday, 20<sup>th</sup> July 2020 9.00 a.m. IST) and ends on Thursday, 23<sup>rd</sup> July 2020 (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. 17<sup>th</sup> July 2020 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.

## INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE

- a) Members can attend the AGM through the video conferencing facility provided by M/s. KFin Technologies Private Limited. **Members may access the facility at <https://emeetings.kfintech.com/> by using their remote e-voting credentials itself.**
- b) Members are requested to follow the below procedure given below to join the AGM:
  - i. Launch internet browser (Chrome/Firefox/Safari) by typing the URL: <https://emeetings.kfintech.com>.
  - ii. Enter the login credentials (i.e., User ID and password for remote e-voting).
  - iii. After logging in, click on 'Video Conference' option.
  - iv. Click on Camera icon appearing against AGM event of Wendt (India) Limited, to attend the Meeting.
- c) Please note that the Members who do not have the credentials for e-voting or have forgotten the Password can retrieve the same by following the remote e-voting instructions mentioned in point 18.2 of the Notice.

- d) The facility to join the AGM through VC/OAVM will be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- e) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to participate and vote at the AGM.
- f) Please note that participants connecting from Mobile Devices or Tablets or through laptops or devices connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Members are encouraged to join the Meeting through Laptop devices with Google Chrome for better experience.
- g) To join the meeting, Members will be required to permit the use of Camera, if any. It is suggested to use an internet facility with a good speed and bandwidth to avoid any disturbance during the meeting. The Company will not be responsible for any disruption in the proceedings caused due to technical issues relating to inadequate bandwidth or internet at the end of the shareholder.
- h) **AGM queries to be sent in prior to the AGM:** As the AGM is being conducted through VC/OAVM, Members who would like to express their views or ask questions can login to <https://emeetings.kfintech.com/>, click on '**Post your Questions**' and post their queries in the window provided during the period 18<sup>th</sup> July 2020 to 21<sup>st</sup> July 2020. Queries received by the Company on or before 21<sup>st</sup> July 2020 shall only be considered and responded to during the AGM.
- i) **Registration as a Speaker at the AGM:** Members who would like to express their views or ask questions during the AGM shall register themselves as a Speaker by logging in <https://emeetings.kfintech.com/>, click on '**Speaker Registration**' in the window provided in the link during the period 18<sup>th</sup> July 2020 to 21<sup>st</sup> July 2020. Those Members who have registered themselves as a Speaker on or before 21<sup>st</sup> July 2020 will only be allowed to express their views or ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
- j) The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for smooth conduct of the AGM. Please note that Members are entitled to attend the AGM and ask questions only if the Member continues to hold the shares as of cut-off date.
- k) A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

Detailed instructions for joining the AGM through video conferencing is also available at [www.wendtindia.com](http://www.wendtindia.com).

#### **E-voting during the AGM through Instapoll:**

- i) Only those Members/ present during the AGM through Video Conference facility and who have not cast their vote through remote e-voting earlier are eligible to vote through e-voting in the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM but will not be permitted to vote again.
- ii) The facility to cast the vote at the AGM would be available on the left hand corner of the Video Conferencing screen in the form of a 'Thumb' sign and will be activated once the

voting is announced by the Chairman during the Meeting. Members can click on the same to take them to the 'Instapoll' page.

iii) On clicking 'Instapoll', Members will reach the Resolution page. Please follow the instructions given to vote on the resolutions.

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

The results will be declared not later than forty eight hours from the conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the Company's website [www.wendtindia.com](http://www.wendtindia.com), as well as the website of RTA 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.

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