

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty Eighth Annual General Meeting (AGM) of the Members of Wendt (India) Limited will be held at 03.00 p.m. Indian Standard Time on Friday, 24th July 2020 through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No.1 - Adoption of Standalone Financial Statements

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

RESOLVED THAT the Audited Standalone Financial Statements for the year ended 31st March 2020 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 2020 and the Independent Auditors' Report thereon be and are hereby considered, approved and adopted.

Item No.3 - Declaration of Dividend

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

RESOLVED THAT a dividend of ₹ 25/- per equity share of ₹ 10/- each be declared for the financial year ended 31st March 2020 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 16th July 2020 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on 16th July 2020 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.

Item No.4 - Re-appointment of Mr. Rajesh Khanna, Director

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

RESOLVED THAT Mr. Rajesh Khanna holding DIN 06923493, 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 - Appointment of Mr. N Ananthaseshan as a Director

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

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N Ananthaseshan holding DIN 02402921 who was appointed as an Additional Director with effect from 23rd November 2019 by the Board pursuant to Section 161(1) of the Act and holds office up to 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 a Director not liable to retire by rotation.

Item No.6 - Approval for payment of remuneration to Directors

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

RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors of the Company be paid remuneration exceeding the following limits for the financial years commencing from 1st April 2019 to 31st March 2022:

- 11% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year in respect of managerial remuneration to all Directors;
- 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year in respect of managerial remuneration to Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide from time to time, the quantum and manner of distribution of commission payable to the Directors.

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

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

By order of the Board
For Wendt (India) Limited

Chennai
May 28, 2020

Janani T A
Company Secretary

Notes:

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 38th 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 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020 and SEBI circular dated 12th 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 (hereinafter referred to as 'KFin' or 'the Company's RTA'), for the AGM.

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

2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC/OAVM, physical attendance of Members is being dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form and Attendance Slip are not being annexed to this Notice and the resultant requirements for entitlement to appoint a proxy and submission of proxy form does not arise.
3. Corporate Members intending to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend the AGM and vote on their behalf.
4. The statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under item nos. 5 and 6 of the Notice to be transacted at the AGM is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 17th July 2020 to 24th July 2020 (both days inclusive) for the purpose of payment of final dividend for the financial year ended 31st March 2020. Subject to the provisions of the Act, the dividend as recommended by the Board, if declared will be paid by 3rd August 2020.

6. 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).

7. 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 2011-12 to the Investor Education Protection Fund during the year ended 31st March 2020.

The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 31st March 2019 on the website 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 2012-13 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 Protection Fund 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, no shares were due to be transferred to the Investor Education and Protection Fund Authority under 124(6) of the Companies Act, 2013.

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

M/s. KFin Technologies Private Limited, Hyderabad, is the Company's Registrar and Share Transfer Agent (RTA). With effect from 5th December 2019, the name of the Company's Registrar and Share Transfer Agent (RTA) has been changed from Karvy Fintech Private Limited to KFin Technologies Private Limited.

8. Tax on Dividend

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

9. 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.

10. Members are advised to intimate the details of their PAN and bank account details to enable electronic remittance of dividend or alternatively for being incorporated in the dividend warrants. This would help to avoid fraudulent encashment of dividend warrants. Members may follow the process detailed herein for updation of their bank account mandate for timely receipt of dividends.

Type of holder	Process to be followed
	Updating bank account details
Physical	Members can send a request to the Company's RTA at inward.ris@kfintech.com by providing the following: <ul style="list-style-type: none"> - Scanned copy of the signed request letter mentioning the Folio No., name of the member - Self-attested copy of PAN - Self-attested copy of any address proof including Aadhar, Passport etc. - Scanned copy of share certificate (front and back) - Scanned copy of the cancelled cheque bearing the name of the first member. - Name and branch of the bank in which you wish to receive the dividend, bank account type, 9 digit MICR Code Number and 11 digit IFSC.
Demat	Please contact your Depository Participant and register your PAN, e-mail address and bank account details in your demat account, as per the process recommended by your DP.

11. Members are requested to note that in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (amended from time to time), with effect from 1st April 2019, shares of the Company can be transferred only in dematerialised form. In view of the above, Members are advised to dematerialise the shares held by them in physical form. This will also eliminate all risks associated with holding securities in physical form and provide ease in portfolio management. For further information, please contact us at investorservices@wendtindia.com or contact the RTA.

12. In view of the prevailing COVID-19 pandemic situation, the Ministry of Corporate Affairs vide its circular dated 5th 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 for 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 and 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 herein 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 einward.ris@kfintech.com along with: <ul style="list-style-type: none"> - Scanned copy of the signed request letter mentioning the Folio No., name of the member, e-mail address, mobile number - Self-attested copy of PAN - Self-attested copy of any address proof including Aadhar, Passport etc. - Scanned copy of share certificate (front and back)
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 KFin by clicking the link: 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 or investorservices@wendtindia.com by quoting their Folio number or DP/Client ID.

13. Additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
14. The business set out in the Notice will be transacted through electronic voting. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof, the 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 38th AGM. The Company has engaged the services of M/s. KFin Technologies Private Limited to provide remote e-voting facility and voting facility during the AGM (Instapoll) to enable Members to exercise their votes in a secured manner. The instructions for remote e-voting as well as Instapoll is provided in this Notice.

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

The Notice and the instructions for attending the AGM and exercising the voting are being sent in electronic form to all the Members whose e-mail addresses are registered with the Company/their DPs for communication purposes. For others who have not registered their e-mail addresses, please refer the instructions in Note 12 above.
15. 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.
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 upto the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to investorservices@wendtindia.com.

17. Members holding shares in physical form are requested to address all correspondence relating to their shareholding in the Company to the Company's RTA or the Company. Members holding shares in dematerialised form may send such correspondence to their respective Dps.

18. INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM

18.1 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 this Notice. The facility for voting will also be made available during the AGM and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote during the AGM (Instapoll).

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 with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format 'Wendt - 38th 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:
- Please follow the steps provided in Note 12 in this Notice to obtain the User ID and password.
 - Please follow all steps from sl. no. (i) to sl. no. (xii) above to cast your vote by electronic means.

18.2 Other instructions:

- 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., 17th 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. 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.
- 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
- 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.
- 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).
- The voting rights of Members shall be in proportion to their shareholding as on the cut-off date 17th July 2020.
- The remote e-voting period commences on Monday, 20th July 2020 9.00 a.m. IST) and ends on Thursday, 23rd 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. 17th 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.

18.3 INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE

- 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.
- Members are requested to follow the procedure given below to join the AGM:
 - Launch internet browser (Chrome/Firefox/Safari) by typing the URL: <https://emeetings.kfintech.com>.
 - Enter the login credentials (i.e., User ID and password for remote e-voting).
 - After logging in, click on 'Video Conference' option.
 - Click on Camera icon appearing against AGM event of Wendt (India) Limited, to attend the Meeting.
- 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.
- The facility to join the AGM through VC/OAVM will be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to participate and vote at the AGM.

- Please note that participants connecting from Mobile Devices or Tablets or through laptops or devices connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Members are encouraged to join the Meeting through Laptop devices with Google Chrome for better experience.
- 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.
- 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 18th July 2020 to 21st July 2020. Queries received by the Company on or before 21st July 2020 shall only be considered and responded to during the AGM.
- 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 18th July 2020 to 21st July 2020. Those Members who have registered themselves as a Speaker on or before 21st 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.
- 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.
- 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.

18.4 E-voting during the AGM through Instapoll

- 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.
 - 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.
 - On clicking 'Instapoll', Members will reach the Resolution page. Please follow the instructions given to vote on the resolutions.
19. 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, 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.
20. Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., 24th July 2020.
21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice. For easy and quick reference, key details required for reference by Members is annexed to this Notice.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013(Act), the following statement sets out all material facts relating to the businesses mentioned under item nos. 5 and 6 of the accompanying Notice:

Item No.5

Mr. N Ananthashan holding DIN:02402921 was appointed as an Additional Director with effect from 23rd November 2019 pursuant to Section 161 of the Companies Act, 2013 and he holds office until the date of the Annual General Meeting. The Company has received the requisite consent and disclosure forms from him confirming his eligibility and willingness to be appointed as a Director. The Company has also received a notice in writing from a Member under Section 160 of the Act proposing his candidature to the Board.

Mr. N. Ananthashan, aged 58 years holds a M. Tech degree in Material Science from IIT Kharagpur and also holds a Master's degree in Applied Science. Mr. Ananthashan possesses vast experience across business verticals of the Company. Mr. N Ananthashan is the Managing Director of Carborundum Universal Limited. The information as required under Secretarial Standards on General Meetings is provided in the annexure.

The Board recommends his appointment as a Director not liable to retire by rotation. As his appointment as an Additional Director is until the AGM and his appointment as a Director of the Company requires the approval of the shareholders, the item is considered unavoidable in line with the General circular No. 20/2020 issued by MCA and forms part of this Notice.

Memorandum of Interest

Except Mr. N Ananthashan being the appointee, none of the other Directors of the Company or their relatives are interested or concerned, financially or otherwise in this Ordinary Resolution.

Item No. 6

The remuneration to the Non-Executive Independent Directors of the Company comprises the sitting fees paid to them for attending the meetings of the Board/ Committee and the annual commission.

At the 36th Annual General Meeting held on 24th July 2018, the Members had approved payment of remuneration by way of commission to Non-Executive Independent Directors upto an amount not exceeding 3% of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 for each financial year. This approval had been sought for a period of five financial years commencing from 1st April 2017. However, since then, as the Company had appointed an Executive Director - Mr. Rajesh Khanna, the limit of managerial remuneration payable to Non-Executive Independent Directors stands restricted to 1% of net profits computed pursuant to Section 197 of the Companies Act, 2013.

The compensation of Executive Director(s) comprises a fixed component and a performance incentive based on certain pre-agreed parameters. The Executive Director is not paid sitting fees for any Board/Committee meetings attended by him.

At the 37th Annual General Meeting held on 22nd July 2019, the Members approved the appointment of Mr. Rajesh Khanna as an Executive Director & CEO of the Company for a term commencing from 24th July 2018 till 31st October 2020 including payment of remuneration exceeding the 5% of the net profits prescribed under the Companies Act, 2013 in the event of inadequacy of profits during the term of the appointment. With respect to the remuneration of the Non-Executive Independent Directors, the commission paid to them was limited to 1% of the net profits since the appointment of Executive Director.

Considering the increased time spent by Ms. Hima Srinivas, Independent Director who has also been nominated as a Director on the Board of Wendt Grinding Technologies Limited, Material subsidiary of the Company, the Board at its meeting held on 28th May 2020 based on the recommendation of the Nomination and Remuneration Committee approved payment of differential commission to her. While the Non-Executive Independent Directors of the Company are generally paid a commission of ₹ 3,00,000/- per annum, it was decided to pay Ms. Hima Srinivas a differential commission of ₹ 5,00,000/- commencing from FY 2019-20 due to the increased time and efforts being spent by her.

During the FY 2019-20, the Company's revenues stands at ₹ 12,037 lakhs (₹ 13,986 lakhs the previous year) with a profit before tax of ₹ 1,189 lakhs (₹ 1,904 lakhs the previous year). The economic slowdown and in particular the decline in demand for automotive sector and its consequential slowdown coupled with the disruption in operations towards the end of the financial year owing to lockdown restrictions imposed by the Government of India to combat the COVID-19 spread impacted the performance of the Company for the FY 2019-20. The detailed reasons for decline in the turnover and profits are more fully detailed in the Director's report for the FY 2019-20. Consequentially, the profitability of the Company was also impacted leading to reduced profits. In view of the above, the remuneration payable to the Non-Executive Independent Directors during the year ended 31st March 2020 in the form of commission would exceed the 1% and 11% threshold limits prescribed under Section 197 of the Companies Act, 2013 by ₹ 1.90 lakhs and ₹ 23.80 lakhs respectively. The details of the remuneration payable to the Non-Executive Directors and the sitting fees paid is available in the corporate governance report forming part of the Director's Report.

As per Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company to its directors, including managing director and whole-time director in respect of any financial year shall not exceed 11% of the net profits for that financial year computed in the manner laid down in section 198 of the Companies Act. However, the overall remuneration to such Directors exceeding 11% of the net profits of a company can be paid with the approval of the shareholders in general meeting. Further, with the approval of the shareholders in a general meeting by a special resolution, remuneration exceeding 1% of the net profits can be paid to Non-Executive Directors who are neither Managing Directors nor Whole-time Directors.

The Directors including the Independent Directors of the Company bring with them significant professional expertise and rich experience in diverse fields such as engineering, management, finance. The Board is of the view that adequate compensation be given to the Directors in recognition for their time and efforts despite the slight dip in performance of the Company owing to factors more fully detailed in the Directors Report impacting the adequacy of the profitability from the regulatory perspective.

The Board at its meeting held on 28th May 2020 based on the recommendation of the Nomination and Remuneration Committee had considered and recommended to the shareholders the payment of remuneration to Directors exceeding the threshold limits prescribed under Companies Act, 2013. Further, as the global pandemic situation is still continuing, approval is also being sought for payment of remuneration to the Directors for the financial years commencing from 1st April 2019 to 31st March 2022 considering the subdued economic and market conditions and consequential impact on the revenues and profitability of the Company.

Accordingly, the special resolution set out under Item No. 6 of the notice is placed before the Members for approval. As the approval of the shareholders is required to be obtained for payment of remuneration to the Directors exceeding the threshold limits, this item is considered unavoidable in line with the General circular No. 20/2020 issued by MCA and forms part of this Notice.

Memorandum of Interest

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

By order of the Board
For Wendt (India) Limited

Chennai
May 28, 2020

Janani T A
Company Secretary

Disclosure under Reg. 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Name of Director	N Ananthaseshan	Mr. Rajesh Khanna
DIN	02402921	06923493
Date of Birth	14.12.1962	29.10.1960
Date of Appointment (Initial)	23.11.2019	24.07.2018
Qualification	Mr. N. Ananthaseshan holds a M. Tech degree in Material Science from IIT Kharagpur and also holds a Master's degree in Applied Science.	Mr. Rajesh Khanna is a Mechanical Engineer from NIT Raipur and PGDBA from Annamalai University.
Experience in specific functional areas	He has over two decades of experience in Electrominerals & Abrasives. His areas of expertise include fine powder processing technology, project management, strategic planning, strategic sourcing, global sourcing and e-procurement methodologies.	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)	Carborundum Universal Limited Murugappa Morgan Thermal Ceramics Limited Sterling Abrasives Limited Foskor Zirconia (Pty) Ltd., South Africa CUMI America Inc. CUMI Middle East FZE Volzhsky Abrasive Works, Russia CUMI Abrasive & Ceramics Co. Ltd., China CUMI (Australia) Pty Limited	Sterling Abrasives Limited CUMI America Inc. CUMI Abrasive & Ceramics Co. Ltd., China CUMI (Australia) Pty Limited Wendt Middle East FZE Wendt Grinding Technologies Limited, Thailand
Memberships in Board Committees of other companies (includes membership details of all Committees)	Carborundum Universal Limited: • Member - Stakeholders Relationship Committee • Member - Corporate Social Responsibility Committee • Member - Risk Management Committee Murugappa Morgan Thermal Ceramics Limited: • Chairman- Corporate Social Responsibility Committee	Wendt (India) Limited: • Member - Stakeholders Relationship Committee
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.

KEY DETAILS REGARDING THE ANNUAL GENERAL MEETING

In order to enable ease of participation of the Members, key details regarding the meeting is provided for your reference:

Sl. No.	Particulars	Details
1.	Date and Time of AGM	24 th July 2020 at 03.00 p.m. IST
2.	Link for participation through Video Conferencing (VC)	https://emeetings.kfintech.com
3.	Link for remote e-voting	https://evoting.karvy.com
4.	Username and password for joining the meeting through Video Conferencing	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions forming part of this Notice for further information.
5.	Cut-off date for e-voting	17 th July 2020
6.	E-voting period	Commences at 9.00 a.m. IST on Monday, 20 th July 2020 and ends at 5.00 p.m. IST on Thursday, 23 rd July 2020
7.	Link for Members to temporarily update e-mail address to receive the AGM documents	https://ris.kfintech.com/email_registration/
8.	Registrar and Share Transfer Agent contact details	Ms. Rajitha Cholleti, M/s. KFin Technologies Private Limited E-mail: rajitha.cholleti@kfintech.com ; inward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040-67161736
9.	Helpline number for VC participation and e-voting	Contact M/s. KFin Technologies Private Limited at 1-800-3454-001 or write to them at evoting@kfintech.com
10.	Contact details of the Company	E-mail: investorservices@wendtindia.com ; Contact: 044-30006166