

**WENDT (INDIA) LIMITED**

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

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E-mail : wil@wendtindia.com

**Web : www.wendtindia.com****CIN: : L85110KA1980PLC003913**31<sup>st</sup> December 2021

BSE Limited

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

The Manager

Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor

Plot No. C/1, G Block

Bandra-Kurla Complex, Bandra (E)

Mumbai 400 051

Stock Code: WENDT-EQ  
*Through NEAPS*

Dear Sirs,

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

We refer to our letter dated 30<sup>th</sup> November 2021 intimating you of postal ballot for seeking approval of the shareholders and related matters thereto.

In terms of the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of voting results and the Scrutiniser's report in respect of the business transacted through postal ballot mechanism are enclosed. The resolutions set out in the postal ballot notice for approval of continuation of directorship of Mr. M Lakshminarayan who has attained the age of seventy five years and for his re-appointment as an Independent Director for a second term have been passed with requisite majority on 30<sup>th</sup> December 2021 (being the last date for e-voting).

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

Kindly take the information on record.

Thanking you

Yours faithfully

**For Wendt (India) Limited**

A handwritten signature in blue ink, appearing to read "Arjun Raj P".

**Arjun Raj P**  
**Company Secretary**  
**Encl. a.a.**

Company Name	WENDT (INDIA) LIMITED
Date of the AGM/EGM	Not applicable. (Resolution passed through postal ballot on December 30, 2021)
Total number of shareholders on record date	7365 (As on cut-off date i.e. November 26, 2021)
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	Not Applicable (Resolution passed through postal ballot)
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	
Public:	Not Applicable (Resolution passed through postal ballot)

**Note** - Voting for the resolution was done through remote e-voting only.

Resolution required: (Ordinary/ Special)	SPECIAL - To consider the continuation of directorship of Mr. M Lakshminarayan (DIN: 00064750) as a Non-Executive Independent Director of the Company and approve his re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500000	750000	50.0000	750000	0	100.0000	0.0000
	Poll	1500000	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	1500000						
Public- Institutions	E-Voting	134558	131721	97.8916	131721	0	100.0000	0.0000
	Poll	134558	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	134558						
Public- Non Institutions	E-Voting	365442	973	0.2663	966	7	99.2805	0.7194
	Poll	365442	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	365442						
<b>Total</b>		<b>2000000</b>	<b>882694</b>	<b>44.1347</b>	<b>882687</b>	<b>7</b>	<b>99.9992</b>	<b>0.0008</b>



31<sup>st</sup> December, 2021

**The Chairman**  
**Wendt (India) Limited,**  
 Flat No 105, Cauvery Block  
 National Games Housing Complex  
 Koramangala,  
 Bengaluru - 560047

Dear Sir,

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

Pursuant to the resolution passed by the Board of Directors of **Wendt (India) Limited** (hereinafter referred to as "**the Company**") on Thursday, the 25<sup>th</sup> November, 2021, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot voting conducted through remote e-voting process in respect of the following resolution:

<b>Reference to the Companies Act, 2013</b>	<b>Type and Description of the resolution</b>
<b>Sections 149 and 152 of the Companies Act, 2013 read with rules made thereunder</b>	<p><b>SPECIAL RESOLUTION</b>  <b>RESOLVED THAT</b> pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said regulations and the circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, Mr. M Lakshminarayan (DIN: 00064750) Non-Executive Independent Director of the Company, holding office for a period of 5 (five) years commencing from 20<sup>th</sup> March 2018 until 19<sup>th</sup> March 2023 with the approval of the shareholders granted on 24<sup>th</sup> July 2018 and who has completed 75 years of age on 7<sup>th</sup> September 2021 continue to hold office as a 'Non-Executive Independent Director' of the Company not liable to retire by rotation.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. M Lakshminarayan, Non-Executive Independent Director whose term of office as an Independent Director will expire on 19<sup>th</sup> March 2023 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as a Non- Executive Independent Director of the Company after the completion of his current tenure expiring on 19<sup>th</sup> March 2023 for a further term until 30<sup>th</sup> November 2023.</p>

	<b>RESOLVED FURTHER THAT</b> Mr. N Ananthaseshan, Director, Mr. C Srikanth, CEO, and Mr. Arjun Raj P, Company Secretary be and are hereby severally authorised to do all such acts, file necessary forms and do such things including but not limited to make necessary intimations to the stock exchanges and other statutory authorities to give effect to the above resolution.
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WE REPORT that in view of the pandemic COVID-19 and the resultant lockdown situation across the country restricting the movement of persons, in compliance with framework issued by the Ministry of Corporate Affairs (MCA) through its General Circular No.14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, the Company has sent the Postal Ballot Notice dated 25<sup>th</sup> November, 2021 only through electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on 26<sup>th</sup> November 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories as on the said date. The communication of assent or dissent of the Members on the Resolution proposed in the Postal Ballot Notice took place only through remote e-voting system. Members holding equity shares of the Company as on 26<sup>th</sup> November, 2021 ("Cut-off Date") were entitled to vote by Remote E-voting. The Company had engaged M/s. KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company for providing remote e-voting facility for enabling the members to cast their votes for the resolution set out in the Postal Ballot Notice.

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

We REPORT that as stated in the Postal Ballot Notice sent to the members, the Company had fixed 30<sup>th</sup> December, 2021 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 1<sup>st</sup> December, 2021 and "**VIJAY KARNATAKA**" in vernacular language 'Kannada' on 1<sup>st</sup> December, 2021 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. The Members of the Company have casted their votes through remote e-voting between the period **1<sup>st</sup> December, 2021 (9:00 a.m. IST) to 30<sup>th</sup> December, 2021 (5:00 p.m. IST) (e-voting period)**.

All the votes received upto the closure of e-voting period (i.e. **5:00 p.m. IST**) on Thursday, 30<sup>th</sup> December, 2021, the last date fixed by the Company for receipt of votes through remote e-Voting, were considered for our scrutiny.

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

We report that out of **7365** Shareholders, we have received valid E-Voting from **42** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	<b>1<sup>st</sup> December, 2021 (9:00 a.m. IST) to 30<sup>th</sup> December, 2021 (5:00 p.m. IST)</b>		
Total No. of Shareholders	<b>7365</b>		
Total No. of Shares	<b>2000000</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per E-Voting</b>	<b>Total</b>
Postal Ballot Forms Received	-	<b>42</b>	<b>42</b>
Less: Invalid Forms	-	-	-
<b>Net Valid Forms</b>	-	<b>42</b>	<b>42</b>

**ITEM 1 – To consider the continuation of directorship of Mr. M Lakshminarayan (DIN: 00064750) as a Non-Executive Independent Director of the Company and approve his re-appointment (Special Resolution)**

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

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) –E-Voting</b>	<b>% of total number of valid votes cast</b>
<b>39</b>	<b>882687</b>	<b>99.99921</b>

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

<b>Number of members voted in E- Voting</b>	<b>Number of votes cast (Shares) –E-Voting</b>	<b>% of total number of valid votes cast</b>
<b>3</b>	<b>7</b>	<b>0.00079</b>

(iii) **Invalid** Votes:

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

**RESULT:**

**As the number of votes casted in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Sections 149, 152 of the Companies Act, 2013 read with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with regard to Item 1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.**

WE FURTHER REPORT that as per the notice of Postal Ballot dated 25<sup>th</sup> November, 2021, as approved by the Board of Directors on 25<sup>th</sup> November, 2021, the results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors not later than Friday, 31<sup>st</sup> December 2021. The results shall be also made available on the website of the Company at [www.wendtindia.com](http://www.wendtindia.com). The results shall be also communicated to the Bombay Stock Exchange ('BSE') and National Stock Exchange ('NSE'), the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') and M/s. KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company and the same shall be available on their respective websites. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for the resolution is enclosed.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the postal ballot.

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

Thanking You

Yours faithfully,

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

R  
SRIDHARAN  
Digitally signed  
by R SRIDHARAN  
Date: 2021.12.31  
13:02:41 +05'30'

**CS R SRIDHARAN  
FCS No. 4775  
C P No. 3239  
UDIN: F004775C002012803**

Place: Chennai  
Encl.: a/a