

WENDT (INDIA) LIMITED

No. 69/70, Sipcot, Hosur 635 126, Tamilnadu. INDIA
CIN : L85110KA1980PLC003913
Telephone : + 91 4344 405500
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E-mail : wil@wendtindia.com
Web : www.wendtindia.com



29th May 2019

BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

Stock 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 Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2019

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we enclose the Annual Secretarial Compliance report issued by Ms. Apeksha Nagori, Practising Company Secretary for the year ended 31st March 2019.

Kindly take the above on record.

Thanking you

Yours faithfully
For Wendt (India) Limited

Janani T A
Janani T A
Company Secretary

Encl.: a.a.



APEKSHA NAGORI

Practising Company Secretary

Secretarial compliance report of Wendt (India) Limited for the year ended 31st March 2019

I, **Apeksha Nagori** have examined:

- (a) all the documents and records made available to us and explanation provided by **Wendt (India) Limited (CIN: L85110KA1980PLC003913)** having its registered office at **Flat No 105, Cauvery Block, National Games Housing Complex, Koramangala, Bangalore -560001**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity (**website address: <https://www.wendtindia.com>**)
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2019** in respect of compliance with the provisions of

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the year under review);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable during the year under review);



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 (Not applicable during the year under review);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable during the year under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the year under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the year under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) regulations, 1993 regarding the Companies Act and dealing with client.
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clauses	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	According to Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements, 2015, there should be a minimum public shareholding of 25% of the paid up capital of the Company	As on March 31, 2019 the Promoter's shareholding is 79.74% whereas the Public shareholding is 20.26% of the total paid up share capital of the Company	The Hon'ble NCLT vide order dated 7th March 2019 in respect of the petition filed by Carborundum Universal Limited, promoter, has directed SEBI "to take appropriate judicious decision as expeditiously as possible, on the issue of the purchase of 20% of the public shareholding" of Wendt (India) Limited in view of the open offer made by M/s. 3M (Schweiz) AG. The Company awaits direction from SEBI on the open offer already made by M/s. 3M (Schweiz) AG based on which it would take necessary steps to adhere to the compliance requirements prescribed in this regard.



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No.	Action taken by	Details of Violation	Details of action taken E.g fines, warning letter, debarment etc.	Observations/ Remarks of the Practicing Company Secretary, if any
Nil				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Nil				

Place: Bangalore

Date: 28th May 2019

Apeksha Nagori

ACS No. A21952

C P No. A13639

APEKSHA NAGORI
Practising company
Secretary
C.P.:A13639