

WENDT (INDIA) LIMITED

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

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Telefax : + 91 4344 405620 / 405630

E-mail : wil@wendtindia.com

Web : www.wendtindia.com**CIN: : L85110KA1980PLC003913**23rd June 2020

To

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

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/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2020.

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 M/s. R Sridharan & Associates, Company Secretaries for the year ended 31st March 2020.

Kindly take the above on record.

Thanking you

Yours faithfully
For **Wendt (India) Limited**


Janani T A
Company Secretary

Encl.:a.a.



ISIN: INE274C01019

Secretarial Compliance report of WENDT (INDIA) LIMITED for the year ended
31st March 2020

We, **R. SRIDHARAN & ASSOCIATES, Company Secretaries** 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 **NO.105, 1ST FLOOR, CAUVERY BOCK, NATIONAL GAMES HOUSING COMPLEX, KORAMANGALA, BANGALORE – 560 047 ("the listed entity")**,
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: **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 2020** 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 there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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, 2018 (Not applicable during the year under review);

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FOR THE YEAR ENDED 31st MARCH, 2020





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- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the year under review);
- e) Securities 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 there under;

and based on the above examination, We 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:-





ISIN: INE274C01019

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<p>As per regulation 38 of the SEBI (Listing Obligations and Disclosure requirements) regulations, 2015, the listed entity shall comply with the minimum public shareholding requirements specified in rule 19(2) and rule 19A of the Securities Contracts (regulations) rules, 1957 .</p>	<p>Shareholding pattern of the company as on 31st March, 2020 is mentioned below: Promoter:79.74% Public 20.26%</p> <p>As per the above shareholding pattern, public holds 20.26% whereas minimum 25% of shareholding is required to be maintained by the public.</p>	<p>The Company Law Board had vide an interim order dated 18th January 2011 restricted alteration of the shareholding pattern of the Company based on a petition filed by Carborundum Universal Limited, promoter of the Company under Sections 397/398 of the erstwhile Companies Act, 1956, Pursuant to the interim order of CLB restraining any alteration to the capital, the Company has been unable to meet the minimum public shareholding. In this regard, the Hon'ble National Company Law Tribunal vide an order dated 7th March 2019 dismissed the petition and directed SEBI "to take appropriate judicious decision as expeditiously as possible, on the issue of the purchase of 20% of the public shareholding.</p> <p>As per information and explanation provided to us by the management, the Company is in discussions with the promoters including seeking relaxation on the timelines if so required, particularly given the prevailing circumstances arising out of the ongoing COVID19 pandemic.</p>



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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar 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 (Not applicable to this company) 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 there under:

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				

FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



PLACE : CHENNAI
DATE : 28TH MAY, 2020


CS R.SRIDHARAN
C.P NO.3239
FCS.NO.4775
UIN: S2003TN063400
UDIN: F004775B000281271