

| General information about company | |
|--|-----------------------|
| Scrip code | 505412 |
| NSE Symbol | WENDT |
| MSEI Symbol | |
| ISIN | INE274C01019 |
| Name of the entity | Wendt (India) Limited |
| Date of start of financial year | 01-04-2018 |
| Date of end of financial year | 31-03-2019 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2019 |
| Risk management committee | Not Applicable |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|------------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 1 | Mr | Shrinivas G Shirgurkar | AKMPS5682E | 00173944 | Non-Executive - Independent Director | Chairperson | Shareholder Director | 24-07-2014 | | 60 | 1 | 2 | 1 | | |
| 2 | Mr | K S Shetty | AASPS3533Q | 01759936 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 24-07-2014 | | 60 | 1 | 2 | 0 | | |
| 3 | Mr | M Lakshminarayanan | AAXPL6125G | 00064750 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 24-07-2018 | | 60 | 6 | 6 | 2 | | |
| 4 | Mr | K Srinivasan | ACOPS5860Q | 00088424 | Non-Executive - Non Independent Director | Not Applicable | | 30-01-2002 | | | 2 | 3 | 1 | | |

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 5 | Mr | Rajesh Khanna | AAVPK2278D | 06923493 | Executive Director | Not Applicable | CEO | 24-07-2018 | | | 1 | 1 | 0 | | |
| 6 | Ms | Hima Srinivas | ABFPC6075M | 07556717 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 24-07-2017 | | 60 | 1 | 1 | 0 | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | Date of Cessation | Remarks |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | | |
| 1 | 00173944 | Shrinivas G Shirgurkar | Non-Executive - Independent Director | Chairperson | 17-04-2006 | | |
| 2 | 07556717 | Hima Srinivas | Non-Executive - Independent Director | Member | 24-04-2017 | | |
| 3 | 01759936 | K S Shetty | Non-Executive - Independent Director | Member | 16-04-2009 | | |
| 4 | 00088424 | K Srinivasan | Non-Executive - Non Independent Director | Member | 26-10-2010 | | |
| 5 | 00064750 | M Lakshminarayan | Non-Executive - Independent Director | Member | 20-03-2018 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 01759936 | K S Shetty | Non-Executive - Independent Director | Chairperson | 19-04-2014 | | |
| 2 | 00088424 | K Srinivasan | Non-Executive - Non Independent Director | Member | 19-04-2014 | | |
| 3 | 00064750 | M Lakshminarayan | Non-Executive - Independent Director | Member | 25-04-2018 | | |
| 4 | 00173944 | Shrinivas G Shirgurkar | Non-Executive - Independent Director | Member | 19-04-2014 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00088424 | K Srinivasan | Non-Executive - Non Independent Director | Chairperson | 07-03-2002 | | |
| 2 | 01759936 | K S Shetty | Non-Executive - Independent Director | Member | 24-01-2011 | | |
| 3 | 06923493 | Rajesh Khanna | Executive Director | Member | 23-01-2019 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 01759936 | K S Shetty | Non-Executive - Independent Director | Chairperson | 20-03-2014 | | |
| 2 | 07556717 | Hima Srinivas | Non-Executive - Independent Director | Member | 25-04-2018 | | |
| 3 | 00088424 | K Srinivasan | Non-Executive - Non Independent Director | Member | 20-03-2014 | | |
| 4 | 00173944 | Shrinivas G Shirgurkar | Non-Executive - Independent Director | Member | 20-03-2014 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| Annexure 1 | | | | |
|--|---|--|---|------------------------------|
| Annexure 1 | | | | |
| III. Meeting of Board of Directors | | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date |
| 1 | 23-10-2018 | | | |
| 2 | | 23-01-2019 | 91 | |
| 3 | | 18-03-2019 | 53 | |

| Annexure 1 | | | | | | | | |
|--|---|---|--|---------------------------|---|--|-------------------------|---|
| IV. Meeting of Committees | | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee | Reason for not providing date |
| 1 | Audit Committee | 23-01-2019 | Yes | 5 | 23-10-2018 | 91 | | |
| 2 | Audit Committee | 18-03-2019 | Yes | 5 | | | | The previous meeting of the Committee was held on 23rd January 2019 |
| 3 | Corporate Social Responsibility Committee | 18-03-2019 | Yes | 3 | | | | The previous meeting of the Committee was held on 20th March 2018 |
| 4 | Stakeholders Relationship Committee | 18-03-2019 | Yes | 3 | | | | The previous meeting of the Committee was held on 20th March 2018 |

| Annexure 1 | | | |
|--------------------------------------|--|-------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| Annexure 1 | | |
|-------------------------|--|----------------------------|
| VI. Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure 1 | | |
|-------------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Janani T A |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure II | | | | |
|--|---|-------------------------------|--|---|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | https://www.wendtindia.com/index.php |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://www.wendtindia.com/index.php |
| 3 | Composition of various committees of board of directors | Yes | | https://www.wendtindia.com/profile.html |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://www.wendtindia.com/profile.html |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://www.wendtindia.com/regulator.html |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://www.wendtindia.com/regulator.html |
| 7 | Policy on dealing with related party transactions | Yes | | https://www.wendtindia.com/regulator.html |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://www.wendtindia.com/regulator.html |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://www.wendtindia.com/regulator.html |

| Annexure II | | | | |
|--|---|-------------------------------|--|---|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.wendtindia.com/contactus.php |
| 11 | email address for grievance redressal and other relevant details | Yes | | https://www.wendtindia.com/contactus.php |
| 12 | Financial results | Yes | | https://www.wendtindia.com/investor.html |
| 13 | Shareholding pattern | Yes | | https://www.wendtindia.com/investor.html |
| 14 | Details of agreements entered into with the media companies and/or their associates | Yes | | https://www.wendtindia.com/investor.html |
| 15 | New name and the old name of the listed entity | NA | | |

| Annexure II | | | | |
|--------------------------------|---|-------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |

| Annexure II | | | | |
|--------------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3), (4) | NA | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5),(6), (7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | NA | |

| Annexure II | | | | |
|--------------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3), (4),(5) & (6) | Yes | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| | Any other information to be provided - Add Notes | | | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | Janani T A |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure II | | |
|--------------------------|--|--|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
| | Any other information to be provided | |

| Annexure II | | |
|--------------------|-------------------|--|
| 1 | Name of signatory | Janani T A |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | Janani T A |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Chennai |
| Date | 15-04-2019 |

